

**REGULAR MONTHLY MEETING OF JACKSON MUNICIPAL
AIRPORT AUTHORITY BOARD OF COMMISSIONERS
MARCH 26, 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 Regular Monthly Board Meeting in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport (“JAN”), in Jackson, Mississippi, at 4:00 p.m. on Monday, March 26, 2018 (the “Meeting”), pursuant to proper notice.

Chairman Pastor James L. Henley, Jr., presided, called the Meeting to order at 4:00 p.m. and called the roll of Commissioners.

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

Pastor James L. Henley, Jr., Chairman
Evelyn O. Reed, Commissioner
LTC(R) Lucius Wright, Commissioner

Chairman Pastor Henley 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 Monthly Meeting of the Board for 4:00 p.m. on Monday, March 26, 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., The May Law Firm, PLLC, Attorneys at Law
And persons listed on **EXHIBIT A: Sign in Sheet for 3-26-18**

II. INVOCATION

Perry Miller, COO, gave the Invocation.

III. APPROVAL OF BOARD NOTICE

- A. Rescheduling of the March 2018 Regular Monthly Work Session from Thursday, March 22, 2018, at 8:30 a.m. to Friday, March 23, 2018, at 8:30 a.m. Notice.

RESOLUTION CY-2018-30

APPROVAL OF THE NOTICE OF THE RESCHEDULING OF THE THURSDAY, MARCH 22, 2018 8:30 A.M. WORK SESSION TO FRIDAY, MARCH 23, 2018 8:30 A.M.

After discussion and review, and upon the motion made by Commissioner Reed, seconded by Commissioner LTC(R) Wright, and approved by unanimous vote (3-0-0), the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Notice of the Rescheduling of the March 2018 Regular Monthly Work Session from Thursday, March 22, 2018, at 8:30 a.m. to Friday, March 23, 2018, at 8:30 a.m.

Yeas: Henley, Reed, Wright
Nays: None
Abstentions: None

March 26, 2018

IV. APPROVAL AND EXECUTION OF MINUTES

- A. Regular Work Session of the Board of Commissioners, February 22, 2018.
- B. Regular Meeting of the Board of Commissioners, February 26, 2018.

RESOLUTION CY-2018-31

APPROVAL OF THE FEBRUARY 22, 2018 REGULAR WORK SESSION MINUTES AND THE FEBRUARY 26, 2018 REGULAR BOARD MEETING MINUTES

After discussion and review and upon the motion made by Commissioner Reed, seconded by Commissioner LTC(R) Wright, the Minutes of the Regular Work Session, February 22, 2018 and the Regular Board Meeting Minutes, February 26, 2018, were approved by a unanimous vote of the Commissioners present, and the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Minutes of the Regular Work Session, February 22, 2018, and the Board Meeting, February 26, 2018 Minutes, as presented, and directs that said Minutes filed in the appropriate Minute Book and Records of the Authority.

Yeas: Henley, Reed, Wright
Nays: None
Abstentions: None

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V. PUBLIC COMMENTS

None.

VI. REPORTS

A. Report from the Chairman

Chairman Pastor Henley commented that everyone remembers to “admit to stay legit,” and encouraged everyone to remain focused on the work of JMAA for the benefit of the citizens of Jackson, MS and the surrounding areas.

B. Chief Executive Officer

- 1. Airport Project Manager Summary, Period Ending February 28, 2018.....Page 1¹**

Mr. Newman directed the Board’s attention to the Airport Project Manager Summary (“APMS”), found at pages 1-18 in the March 26, 2018 Board Meeting Packet and distributed to the Board before the Rescheduled Work Session and Board Meeting. The Board reviewed the Report and had no questions.

- 2. Airport Activity Statistics Report, Period Ending February 28, 2018.....Page 19**

Mr. Newman directed the Board’s attention to the Airport Activity Statistics Report, which was distributed before the Rescheduled Work Session and Board Meeting and found at pages 19-31 in the March 26, 2018 Board Meeting Packet. The Board reviewed the Report and had no questions.

C. Attorney

Next, Attorney Walker announced that there are two (2) matters that he recommends the Board take up during an Executive Session. Therefore, he recommended the Board enter Closed Session to consider the said matters at the appropriate time.

VII. ACTION ITEMS

A. Financial Matters

- 1. Financial Reports for February 2018:**

- (a) Balance Sheet: Accept.....Page 32**

¹ The page numbers herein are the page numbers contained in the Meeting Packet which is attached as an Exhibit to the March 26, 2018 Regular Board Meeting Minutes.

(b) Income Statement: Accept..... Page 34

RESOLUTION CY-2018-32

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

Upon motion by Commissioner Reed, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and approved by unanimous vote (3-0-0).

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 February 28, 2018, which were included in the Packet, at pages 32-36 and distributed to the Board prior to the March 26, 2018 Monthly Meeting of the Board.

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

Yeas: Henley, Reed, Wright

Nays: None

Abstentions: None

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(c) Claims Docket for February 2018: Approve.....Page 37

Mr. Liston Sage addressed the Board and provided each location of the recently displayed new billboard advertisements of JMAA. He provided this information in response to a Board inquiry during the March 23, 2018, Rescheduled Work Session as to the location of the billboard advertisements.

RESOLUTION CY-2018-33

RESOLUTION APPROVING THE CLAIMS DOCKET FOR THE MONTH AND PERIOD ENDING FEBRUARY 28, 2018

Upon motion by Commissioner LTC(R) Wright, seconded by Commissioner Reed, the following **RESOLUTION** was made and unanimously approved (3-0-0).

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 February 28, 2018, which was included in the Packet, at pages 37-40, and distributed to the Board prior to the March 26, 2018 Regular Meeting of the Board.

IT IS, THEREFORE, RESOLVED that the Board hereby authorizes payment of the Claims in the amount of \$1,695,412.18.

Yeas: Henley, Reed, Wright
Nays: None
Abstentions: None

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2. FY2017 Annual Financial Audit.....Page 41

RESOLUTION CY-2018-34

RESOLUTION ACCEPTING THE FISCAL YEAR 2017 FINANCIAL AUDIT REPORT PRESENTED BY BREAZEALE SAUNDERS AND O’NEIL

Upon motion by Commissioner Reed, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and unanimously approved (3-0-0).

WHEREAS, Breazeale, Saunders, & O’Neil, Ltd. (“Auditors”) presented and discussed with the Board of JMAA the Fiscal Year 2017 Audited Financial Statements and Independent Auditor’s Report; and

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

WHEREAS, the Board finds that the request to accept the above-referenced Statements and Report, which are explained in the Memorandum dated March 26, 2018, at pages 41-42 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that the Board hereby approves and accepts the FY2017 Financial Statements and Independent Auditor’s Report; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated March 26, 2018, at pages 41-42 of the Meeting Packet.

Yeas: Henley, Reed, Wright
Nays: None
Abstentions: None

March 26, 2018

B. Construction Projects

1. *Landscaping Improvements, JAN: Authority to Issue a Request for Bids and Approval of Construction Budget.....Page 43*

RESOLUTION CY-2018-35

RESOLUTION AUTHORIZING STAFF TO SOLICIT BIDS FOR LANDSCAPING AND IRRIGATION SERVICES REGARDING CERTAIN LANDSCAPE IMPROVEMENTS AT JACKSON-MEDGAR WILEY EVERS INTERNATIONAL AIRPORT

Upon motion by Commissioner Reed, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and unanimously approved (3-0-0).

WHEREAS, the Board has considered the request of JMAA Staff for: (i) authority to solicit competitive bids for landscaping and irrigation services in connection with landscape improvements for the areas around the teardrop, main terminal, garage and surface parking south of the garage located at the Jackson-Medgar Wiley Evers International Airport (“JAN”); and (ii) approval of the total \$130,000.00 budget amount; and

WHEREAS, the Board finds that such requests, which are fully explained in a Memorandum dated March 26, 2018, at pages 43-44 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) Staff is authorized to solicit competitive bids for landscaping and irrigation services in connection with landscape improvements for the areas around the teardrop, main terminal, garage, and surface parking south of the garage located at the Jackson-Medgar Wiley Evers International Airport (“JAN”); and (ii) the total budget amount of \$130,000.00 is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests are fully explained in the Memorandum dated March 26, 2018, at pages 43-44 of the Meeting Packet.

Yeas: Henley, Reed, Wright

Nays: None

Abstentions: None

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C. Procurements

None.

D. Service Agreements

1. *Disparity Study, JMAA: Authority to Advertise a Request for Proposals and*

Approval of the Total Project Budget.....Page 45

Mr. Newman confirmed that he would continue to follow up with the City of Jackson concerning the Disparity Study.

RESOLUTION CY-2018-36

RESOLUTION AUTHORIZING STAFF TO SOLICIT PROPOSALS FOR THE JMAA DISPARITY STUDY-FY 2019 AND APPROVING THE TOTAL PROJECT BUDGET

Upon motion by Commissioner LTC(R) Wright, seconded by Commissioner Reed, the following **RESOLUTION** was made and approved by a unanimous vote (3-0-0).

WHEREAS, the Board has considered the request of JMAA Staff for: (i) authority to advertise a Request for Proposals (“RFP”) for the Jackson Municipal Airport Authority (“JMAA”) Disparity Study-FY 2019 (“the Study”); and (ii) approval of the total project budget not to exceed \$725,000.00; and

WHEREAS, the Board finds that such requests, which are fully explained in a Memorandum dated March 26, 2018, at pages 45-47 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) JMAA Staff is authorized to advertise a Request for Proposals (“RFP”) for the Jackson Municipal Airport Authority (“JMAA”) Disparity Study-FY 2019 (“the Study”); and (ii) the total project budget not to exceed \$725,000.00 is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests are fully explained in the Memorandum dated March 26, 2018, at pages 45-47 of the Meeting Packet.

Yeas: Henley, Reed, Wright
Nays: None
Abstentions: None

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Vice Chairman Harris entered the March 26, 2018 Board Meeting at 4:11 p.m.

2. *On-Call Architectural Services, JMAA: Authority to Publish Two (2) Requests for Qualifications and Approval of a Two (2) Year Contract Term.....Page 48*

In response to Commissioner LTC(R) Wright’s inquiry, Mr. Newman, CEO, clarified that there would be a solicitation for two (2) contracts and the gross amount for both contracts

together, shall not exceed \$300,000.00.

RESOLUTION CY-2018-37

RESOLUTION AUTHORIZING STAFF TO PUBLISH TWO (2) REQUEST FOR QUALIFICATIONS FOR ON-CALL ARCHITECTURAL SERVICES IN SUPPORT OF LIMITED CONSTRUCTION PROJECTS AT JACKSON-MEDGAR WILEY EVERS INTERNATIONAL AIRPORT AND HAWKINS FIELD AIRPORT AND APPROVING FOR THE TWO (2) CONTRACTS, A TWO-YEAR CONTRACT TERM AND GROSS FEES FOR BOTH CONTRACTS ADDED TOGETHER NOT TO EXCEED \$300,000.00

Upon motion by Vice Chairman Harris, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and approved by a majority vote 3-0-1.

WHEREAS, the Board has considered the request of JMAA Staff for: (i) authority to publish two (2) Requests for Qualifications (RFQ) for on-call architectural services (including assessments, design, and material recommendations) in support of limited construction projects at the Jackson-Medgar Wiley Evers International Airport (“JAN”) and Hawkins Field Airport (“HKS”); and (ii) approval of a two (2) year contract term for the two (2) contracts with gross fees, for both contracts added together, not to exceed \$300,000.00.

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated March 26, 2018, at pages 48-51 of the Meeting Packet, except \$300,000.00 is the amount of the gross fees for both contracts added together, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) JMAA Staff is authorized to publish two (2) Requests for Qualifications (RFQ) for on-call architectural services (including assessments, design, and material recommendations) in support of limited construction projects at the Jackson-Medgar Wiley Evers International Airport (“JAN”) and Hawkins Field Airport (“HKS”); and (ii) a two (2) year contract term for the two (2) contracts for on-call architectural services with gross fees, for both contracts added together, not to exceed \$300,000.00 is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that such requests are explained in the Memorandum dated March 26, 2018, at pages 48-51 of the Meeting Packet except \$300,000.00 is the amount of the gross fees for both contracts added together.

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

March 26, 2018

3. ***On-Call Engineering Services, JMAA: Authority to Publish Two (2) Requests for Qualifications and Approval of a Two (2) Year Contract***

Term.....Page 52

The Board considered the **MOTION** by Commissioner LTC(R) Wright, seconded by Commissioner Reed, to authorize JMAAA Staff to: (i) publish two (2) Request for Qualifications (RFQ) for on-call engineering services (including assessments, design, and material recommendations) in support of limited construction projects at the Jackson-Medgar Wiley Evers International Airport (“JAN”) and Hawkins Field Airport (“HKS”); and (ii) approval of a two (2) year contract term for the two (2) contracts for on-call engineering services with gross fees, for both contracts added together, not to exceed \$300,000.00.

During the discussion, Vice Chairman Harris stated the position that the Board should review and evaluate the submissions of the top five (5) Respondents and select the Respondents offered contracts. The Board then discussed Vice Chairman Harris’ position and resolved the below Resolution.

RESOLUTION CY-2018-38

RESOLUTION AUTHORIZING STAFF TO SOLICIT PUBLISH TWO (2) REQUESTS FOR QUALIFICATIONS FOR ON-CALL ENGINEERING SERVICES IN SUPPORT OF LIMITED CONSTRUCTION PROJECTS AT JACKSON-MEDGAR WILEY EVERS INTERNATIONAL AIRPORT AND HAWKINS FIELD AIRPORT; APPROVING TWO (2) CONTRACTS WITH A TWO-YEAR CONTRACT TERM AND GROSS FEES, FOR BOTH CONTRACTS ADDED TOGETHER, NOT TO EXCEED \$300,000.00; AND PROVIDING THAT THE BOARD SHALL REVIEW AND EVALUATE THE SUBMISSIONS OF THE TOP FIVE (5) RESPONDENTS AND AFTERWARD SELECT THE RESPONDENTS OFFERED CONTRACTS

Vice Chairman Harris moved to amend the motion of Commissioner LTC(R) Wright by adding to it that JMAA Staff should submit to the Board the submissions of the top five (5) Respondents for the Board to review and evaluate and afterward select the Respondents offered contracts. Commissioner LTC(R) Wright seconded the motion, and the following RESOLUTION was made and approved by a majority vote 2-1-1.

WHEREAS, the Board has considered the request of JMAA Staff for: (i) authority to publish two (2) Requests for Qualifications (RFQ) for on-call engineering services (including assessments, design, and material recommendations) in support of limited construction projects at the Jackson-Medgar Wiley Evers International Airport (“JAN”) and Hawkins Field Airport (“HKS”); and (ii) approval of a two (2) year contract for the two (2) contracts with gross fees, for both contracts added together, not to exceed \$300,000.00; and

WHEREAS, JMAA Staff shall give the Board of Commissioners the submissions of the top five (5) Respondents for the Board to review and evaluate and afterward select the Respondents offered contracts; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated March 26, 2018, at pages 52-56 of the Meeting Packet, except \$300,000.00 is the gross fees, for both contracts added together, and the Board will review and evaluate the submission of the top five (5) Respondents and select the Respondents offered contracts, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) JMAA Staff is authorized to publish two (2) Requests for Qualifications (RFQ) for on-call engineering services (including assessments, design, and material recommendations) in support of limited construction projects at the Jackson-Medgar Wiley Evers International Airport (“JAN”) and Hawkins Field Airport (“HKS”); and (ii) a two (2) year contract term for the two (2) contracts for on-call engineering services with gross fees, for both contracts added together, not to exceed \$300,000.00, is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that JMAA Staff shall give the Board the submissions of the top five (5) Respondents for the Board to review and evaluate and afterward select the Respondents offered contracts; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests are explained in the Memorandum dated March 26, 2018, at pages 52-56 of the Meeting Packet, except \$300,000.00 is the gross amount for both contracts instead of each contract and the Board will review and evaluate the submission of the top five (5) Respondents and select the Respondents offered contracts.

Yeas: Harris, Wright

Nays: Reed

Abstentions: Henley

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E. Grants

None.

F. Other Matters

1. *Execution of Ground Lease Agreement, JAN: Authority to Execute with the State of Mississippi, Department of Finance and Administration-Office of Air Transport Services (“OATS”).....Page 57*

RESOLUTION CY-2018-39

RESOLUTION AUTHORIZING EXECUTION OF A GROUND LEASE AGREEMENT FOR 12,500 SQUARE FEET OF LAND AT THE JACKSON-MEDGAR WILEY EVERS INTERNATIONAL AIRPORT

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

WHEREAS, the Board has considered the request of the Jackson Municipal Airport Authority (“JMAA”) Staff for authority to execute a ground lease agreement for 12,500 square feet of land at the Jackson-Medgar Wiley Evers International Airport (“JAN”) with the State of Mississippi Department of Finance and Administration-Office of Air Transport Services (“OATS”) for a term of one (1) year in the amount of \$3,375.00; and

WHEREAS, the current lease agreement will expire on June 30, 2018; and

WHEREAS, the Board finds that such request, which is fully explained in the Memorandum dated March 26, 2018, at pages 57-58 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that JMAA Staff is authorized to execute a ground lease agreement for 12,500 square feet of land at the Jackson-Medgar Wiley Evers International Airport (“JAN”) with the State of Mississippi Department of Finance and Administration-Office of Air Transport Services (“OATS”) for a term of one (1) year in the amount of \$3,375.00; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated March 26, 2018, at pages 57-58 of the Meeting Packet.

Yeas: Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

March 26, 2018

- 2. *Airport Incentive Program, HKS: Authority to Develop and Implement.....Page 59*

RESOLUTION CY-2018-40

RESOLUTION AUTHORIZING STAFF TO DEVELOP AND IMPLEMENT AN AIR SERVICE INCENTIVE PROGRAM REGARDING HAWKINS FIELD AIRPORT AIRCRAFT AND LONG-TERM TENANTS

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

WHEREAS, the Board has considered the request of the Jackson Municipal Airport Authority (“JMAA”) Staff for authority to develop and implement an Air Service Incentive

Program (“Incentive Program”) to attract and retain additional Hawkins Field Airport (“HKS”) based aircraft and new long-term tenants at HKS; and

WHEREAS, the Board finds that such request, which is fully explained in the Memorandum dated March 26, 2018, at page 59 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that JMAA Staff is authorized to develop and implement an Air Service Incentive Program (“Incentive Program”) to attract and retain additional Hawkins Field Airport (“HKS”) based aircraft and new long-term tenants at HKS; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated March 26, 2018, at page 59 of the Meeting Packet.

Yeas: Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

March 26, 2018

G. New Business

1. Resolution amending previously adopted Resolution CY-2018-37.

RESOLUTION CY-2018-41

RESOLUTION AMENDING THE PREVIOUSLY RESOLVED RESOLUTION CY-2018-37 TO ALSO PROVIDE FOR JMAA STAFF SUBMITTING TO THE BOARD THE SUBMISSIONS OF THE TOP FIVE (5) RESPONDENTS FOR THE BOARD TO REVIEW AND EVALUATE AND SELECT THE RESPONDENTS OFFERED CONTRACTS

Upon motion by Vice Chairman Harris, seconded by Commissioner LTC(R) Wright the following **RESOLUTION** was made and approved by a majority vote 2-1-1.

WHEREAS, the Board previously resolved Resolution 2018-37; and

WHEREAS, the Board desires to amend Resolution 2018-37 to include the requirement that JMAA Staff submits to the Board the submissions of the top five (5) Respondents for the Board to review and evaluate and afterward select the Respondents offered contracts.

IT IS, THEREFORE, RESOLVED that Resolution 2018-37 shall include the requirement that JMAA Staff submit to the Board the submissions of the top five (5) Respondents for the Board to review and evaluate and afterward select the Respondents offered contracts; and

IT IS, THEREFORE, FURTHER RESOLVED that all the other provisions of Resolution

2018-37 remain in full force and effect.

Yeas: Harris, Wright

Nays: Reed

Abstentions: Henley

March 26, 2018

OPEN SESSION

Chairman Pastor Henley stated that it was necessary for the Board to enter Closed Session to determine if an Executive Session is appropriate and that he 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 matters that he believed could be discussed in Executive Session and Vice Chairman Harris seconded the motion.

The Board unanimously resolved to close the Meeting. Chairman Pastor Henley asked all, except Mr. Carl Newman, CEO, Mr. Perry Miller, COO, attorneys from Walker Group, PC, and The May Law Firm, to leave the room.

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

The Board went into Closed Session at 4:23 p.m.

CLOSED SESSION

Commissioner LTC(R) Wright then moved that the Board enter Executive Session to discuss one (1) potential litigation matter regarding an unemployment claim and one (1) personal matter regarding offering employment to a management level employee. Vice Chairman Harris seconded the motion to enter Executive Session and the Commissioners unanimously (4-0-0) resolved to enter Executive Session for the stated purposes.

The Closed Session ended at 4:26 p.m.

OPEN SESSION

Chairman Pastor Henley then invited all persons outside the room to re-enter, some did. Chairman Pastor Henley then stated in Open Session that the Board, during Closed Session, voted to enter Executive Session to discuss one (1) potential litigation matter regarding an unemployment claim and one (1) personal matter regarding offering employment to a management level employee.

Chairman Pastor Henley asked all present, except for Mr. Carl Newman, CEO, Mr. Perry Miller, COO, attorneys from Walker Group, PC, and The May Law Firm, to leave the room. All present,

with the exceptions noted, were directed to vacate the room.

The Board went into Executive Session at 4:27 p.m.

EXECUTIVE SESSION

During the Executive Session, the Board discussed one (1) potential litigation matter regarding an unemployment claim and one (1) personal matter regarding offering employment to a management level employee.

1. *The Board took the following action as to the potential litigation matter regarding an unemployment claim.*

RESOLUTION CY-2018-42

RESOLUTION AUTHORIZING CERTAIN ACTION RELATED TO AN UNEMPLOYMENT CLAIM

Upon amended motion by Commissioner Reed, seconded by Vice Chairman Harris, the following **RESOLUTION** was made and approved by majority vote (3-1-0).

WHEREAS, the Board has considered the facts and opinions provided by JMAA's General Counsel during Executive Session concerning a potential litigation matter regarding an unemployment claim which was discussed during Executive Session.

IT IS, THEREFORE, RESOLVED that JMAA's General Counsel shall act in accordance with the directive of the Board of Commissioners given during Executive Session as to the potential litigation matter regarding an unemployment claim.

Yeas: Harris, Reed, Wright

Nays: Henley

Abstentions: None

March 26, 2018

2. *The Board took the following action as to the personal matter regarding offering employment to a management level employee.*

RESOLUTION CY-2018-43

RESOLUTION APPROVING AND AUTHORIZING THE CHIEF EXECUTIVE OFFICER TO OFFER EMPLOYMENT AND COMPENSATION PACKAGE TO A MANAGEMENT LEVEL EMPLOYEE

Upon motion by Commissioner Reed, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and approved by majority vote 3-0-1.

WHEREAS, the Board has considered the request of JMAA's CEO to offer employment to a management level employee and a compensation package specified during Executive Session. Further, the compensation amount for the position shall become effective on the start date of employment included in JMAA's employment offer letter.

IT IS, THEREFORE, RESOLVED that JMAA's CEO is authorized to offer employment to a management level employee and a compensation package specified during Executive Session. Further, the compensation amount for the position shall become effective on the start date of employment included in JMAA's employment offer letter.

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

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Upon motion by Commissioner Reed, seconded by Commissioner LTC(R) Wright and unanimous approval of the Commissioners, the Executive Session ended at 5:43 p.m.

Open Session reconvened at 5:45 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 Pastor Henley announced that the meeting was once again open. He then announced that during Executive Session, the above-stated actions were taken as to one (1) potential litigation matter regarding an unemployment claim and one (1) personal matter regarding offering employment to a management level employee.

G. New Business (Continued)

2. Resolution regarding an Interlocal Agreement with the City of Jackson as to the lease or conveyance of airport property.

Attorney John May addressed the Board and provided an overview of the Interlocal Agreement. Further, he informed the Board that the amount of land involved in the agreement decreased from 1.77 acres to 1.75 acres. He stated that therefore, since the March 23, 2018, Work Session, the Resolution has been amended to include said change.

RESOLUTION CY-2018-44

RESOLUTION AUTHORIZING EXECUTION OF INTERLOCAL AGREEMENT BETWEEN THE CITY OF JACKSON, MISSISSIPPI AND THE JACKSON MUNICIPAL AIRPORT AUTHORITY FOR THE LEASE OR CONVEYANCE TO THE CITY OF JACKSON, MISSISSIPPI OF APPROXIMATELY 1.75 ACRES OF PROPERTY LOCATED AT HAWKINS FIELD FOR FAIR MARKET VALUE, WHETHER IN-KIND OR FOR CASH, AND WHICH IS LISTED IN THE JACKSON MUNICIPAL AIRPORT AUTHORITY'S AIRPORT LAYOUT PLAN FILED WITH THE FEDERAL AVIATION ADMINISTRATION, AND APPROVING EXPENDITURES FOR APPRAISALS IN AN AMOUNT NOT TO EXCEED TEN THOUSAND DOLLARS (\$10,000.00)

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

WHEREAS, the Jackson Municipal Airport Authority (“JMAA”), a municipal airport authority organized and existing under the Airport Authorities Law of the State of Mississippi, Section 61-3-1 et seq., Mississippi Code of 1972, as amended, and the City of Jackson, Mississippi, a municipal corporation in and of the State of Mississippi (“the City”), have identified certain property located at Hawkins Field Airport that the City would like to use to construct a new Fire Station 20 (“the Project”); and

WHEREAS, the approximately 1.75 acres of property identified for the Project, the legal description of which will be secured upon completion of a survey by a certified Land Surveyor, is listed within JMAA’s Airport Layout Plan filed with the Federal Aviation Administration (“FAA”), and all FAA requirements will be met to lease or convey the property to the City, whether in-kind or for cash; and

WHEREAS, the Jackson Municipal Airport Authority shall share the cost of the required appraisals with the City of Jackson, Mississippi, for all property appraised in furtherance of this transaction, the cost of which appraisals shall not exceed TEN THOUSAND DOLLARS (\$10,000.00); and

WHEREAS, the City has secured \$3.5 million of United States Department of Housing and Urban Development Community Development Block Grants (“CDBG”) to fund the Project and has complied and is complying with all requirements for said grants; and

WHEREAS, upon completion of the Project the City will provide Hawkins Field Airport with fire protection services, including, but not limited to the following: response to all Emergency Management Service (“EMS”) calls, Hazardous Materials calls, and fire suppression calls; and provision of fire suppression and EMS joint response training; and

WHEREAS, the City will outfit the new fire station with all necessary fire apparatus; and maintain the fire station and apparatus; and

WHEREAS, JMAA has determined that it is in the best interest of the Jackson Municipal Airport to enter into an Interlocal Agreement with the City to lease or convey the above-described property, whether in-kind or cash, to the City for construction, equipping, and maintenance of a new Fire Station 20 for the reasons stated herein; and

WHEREAS, time is of the essence in that the City has certain deadlines by which it must expend certain portions of the CDBG funds.

IT IS, THEREFORE, RESOLVED that JMAA hereby authorizes the execution of an Interlocal Agreement with the City of Jackson for the lease or conveyance of the aforementioned property, whether in-kind or for cash, to the City of Jackson, Mississippi, subject to state and federal law, and the procurement of all necessary appraisals for this Project up to the legal limit, but in no case in excess of Ten Thousand Dollars (\$10,000.00).

IT IS, FURTHER, RESOLVED that JMAA’s Chief Executive Officer, Carl D. Newman, or his duly appointed designee, is hereby authorized to procure all necessary surveys and legal property descriptions for the project and to do all other things he deems necessary for lease or conveyance of the approximately 1.75 acres of property for the Project in accordance with state and federal law.

Yeas: Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

March 26, 2018

3. *Amendment to Contract with Justice Fred Banks and Phelps Dunbar LLP regarding litigation expenses.*

The Board discussed the Tony Yarber, et al. vs. Governor Dewey Phillip “Phil” Bryant, et al. litigation. As the litigation budget amount, previously authorized is approaching exhaustion, and the case is currently in litigation, the Board agreed to consider increasing the litigation budget.

RESOLUTION CY-2018-45

RESOLUTION AUTHORIZING AMENDMENT TO CONTRACT WITH JUSTICE FRED BANKS AND PHELPS DUNBAR LLP

Upon motion by Commissioner Reed, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and approved by a majority vote 3-1-0.

WHEREAS, the Board, in Resolution CY-2015-45, authorized the filing of litigation by Justice Fred L. Banks, Jr., and Phelps Dunbar LLP and John L. Walker, Esq. and Walker Group, PC regarding 2016 SB 2162; and

WHEREAS, the litigation was filed in the United States District Court for the Southern District of Mississippi, the litigation is ongoing, and there is a need to amend the contract to increase the maximum amount of the contract in the amount of \$100,000.00; and

IT IS, THEREFORE, RESOLVED that the Board approves amending the Professional Services Agreement with former Justice Fred L. Banks, Jr., and Phelps Dunbar LLP, regarding the ongoing litigation, to increase the maximum amount payable to Justice Banks and Phelps Dunbar in the amount of \$100,00.00, plus expenses such as court fees, court reporter fees, etc.

Yeas: Henley, Reed, Wright

Nays: Harris

Abstentions: None

March 26, 2018

Next, the Board of Commissioners, Staff, and all in attendance wished Happy Birthday to Vice-Chairman Harris.

Vice Chairman Harris thanked all for their Birthday Wishes.

VIII. ADJOURNMENT

Thereafter, it was moved by Commissioner Reed, seconded by Commissioner LTC(R) Wright, and resolved by a unanimous vote of the Commissioners present that the meeting of the Board was ADJOURNED at 5:53 p.m.

Respectfully submitted,

Pastor James L. Henley, Jr., Commissioner and Chairman

Ms. LaWanda D. Harris, Commissioner and Vice Chairman

Ms. Evelyn O. Reed, Commissioner

LTC(R) Lucius Wright, Commissioner