

**COMBINED WORK SESSION AND RESCHEDULED REGULAR
MEETING OF JACKSON MUNICIPAL AIRPORT AUTHORITY
BOARD OF COMMISSIONERS
MAY 23, 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 May 23, 2019 Combined 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 Thursday, May 23, 2019 (the "Meeting"), pursuant to proper notice. Copies of the Notice Rescheduling the May 27, 2019 Board Meeting and the Notice of the Consolidated Work Session and Rescheduled Board Meeting are attached as Exhibits to the May 23, 2019 Consolidated 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
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 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 Work Session and Rescheduled Regular Board Meeting scheduled for Thursday, May 23, 2019, 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:

Perry Miller, M.S., A.A.E., I.A.P. JMAA's Interim Chief Executive 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 (entered the Meeting at 10:08 a.m.)
And persons listed on **EXHIBIT A: Sign in Sheet for 5-23-19**

II. INVOCATION

Commissioner Robert E. Martin gave the Invocation.

III. APPROVAL OF BOARD NOTICES

- A. Notice Rescheduling the May 2019 Pre-Work Session from Monday, May 20, 2019, at 12:00 Noon, to Friday, May 17, 2019, at 12:00 Noon.
- B. Notice of the Rescheduling of the May 27, 2019 Regular Monthly Meeting.
- C. Notice of the Combined Work Session and Rescheduled May 27, 2019 Regular Monthly Meeting.

RESOLUTION CY-2019-70

APPROVAL OF THE NOTICES AS TO: (I) SCHEDULING THE MAY 17, 2019 PRE-WORK SESSION; (II) RESCHEDULING THE MAY 27, 2019 REGULAR MONTHLY MEETING; AND (III) THE COMBINED MAY 23, 2019 WORK SESSION AND RESCHEDULED MAY 27, 2109 REGULAR MONTHLY MEETING

After discussion and review, and upon the motion made by Commissioner Martin, 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 Scheduling the May 17, 2019 Pre-Work Session; (ii) Notice of the Rescheduling of the May 27, 2019 Regular Monthly Meeting; and (iii) Notice of the Combined May 23, 2019 Work Session and Rescheduled December 27, 2019 Regular Monthly Meeting.

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

May 23, 2019

IV. APPROVAL AND EXECUTION OF MINUTES

- A. Regular Work Session of the Board of Commissioners, April 18, 2019.
- B. Regular Meeting of the Board of Commissioners, April 22, 2019.

RESOLUTION CY-2019-71

APPROVAL OF THE APRIL 18, 2019 REGULAR WORK SESSION AND APRIL 22, 2019 REGULAR BOARD MEETING MINUTES OF THE BOARD OF COMMISSIONERS

After discussion and review, and upon the motion made by Vice-Chairman Bernard and seconded by Commissioner Martin, the Minutes of the April 18, 2019 Regular Work Session and the April 22, 2019 Regular Board Meeting were approved by a unanimous vote of the Commissioners, and the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Minutes of the April 18, 2019 Regular Work Session; the April 22, 2019 Regular Board Meeting of the Board of Commissioners, as presented, and directs that said Minutes be filed in the appropriate Minute Book and Records of the Authority.

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

May 23, 2019

V. PUBLIC COMMENTS

None.

VI. REPORTS

A. Report from the Chairman

Chairman Harris urged the Commissioners and Staff Members to continue to persevere while JMAA is transitioning from previous management to new management. Chairman Harris announced that the JMAA Staff is doing a great job and she encouraged all of the JMAA Staff members to keep up the excellent work.

B. Interim Chief Executive Officer

1. **Airport Project Manager Summary, Period Ending April 30, 2019**
.....Page 1¹

Mr. Miller directed the Board's attention to the Airport Project Manager Summary ("APMS"), found at pages 1-19 in the May 23, 2019 Combined Work Session and Rescheduled Regular Board Meeting Packet and distributed to the Board before the May 23, 2019 Combined Work Session and Rescheduled Regular Board Meeting. The Board reviewed the Report and had no questions.

2. **Airport Activity Statistics Report, Period Ending April 30, 2019**

¹ The page numbers herein are the page numbers contained in the Meeting Packet which is attached as an Exhibit to the May 23, 2019 Combined Work Session and Rescheduled Board Meeting ("Meeting") Minutes.

Next, Mr. Miller directed the Board’s attention to the Airport Activity Statistics Report (“AASR”), found at pages 20-32 in the May 23, 2019 Combined Work Session and Rescheduled Regular Board Meeting Packet and distributed to the Board before the May 23, 2019 Combined Work Session and Rescheduled Regular Board Meeting. The Board reviewed the Report and had no questions.

Then, Ms. LaSeine Hillard, Management Assistant, came forward at the request of Mr. Miller and gave the following statistics as to contracts with Minority/Women/Disadvantaged Business Enterprises (“M/W/DBEs”) and City of Jackson based businesses during April 2019:

- Direct and Indirect Payments to M/W/DBEs Firms: \$304,625.00 or 26% of the Total Amount of Eligible Payments; and
- Payments to City of Jackson, MS-based firms: \$354,589.00 or 31 % of the Total Amount of Eligible Payments

Attorney

Attorney John Walker announced that there were several matters that he recommended the Board consider during an Executive Session. Therefore, he recommended the Board enter into Closed Session to discuss those matters at an appropriate time.

Further, Attorney Walker informed the Board that Attorney Kevin B. Bass was attending his daughter’s pre-kindergarten graduation and will join the Meeting after the conclusion of the graduation.

VII. ACTION ITEMS

A. Financial Matters

1. Financial Reports for April 2019:

a. Balance Sheet: Accept.....Page 33

b. Income Statement: Accept.....Page 35

Interim CEO, Mr. Perry Miller directed the Board’s attention to the Balance Sheet and Income Statement for April 2019. Then, Mr. Miller recognized Ms. Arnetrius Branson, CFO, and asked her to address the Board.

In response to Commissioner Pastor Henley’s inquiry as to the Balance Sheet, Ms. Branson informed the Board that travel advances issued by JMAA are not booked until the month of travel. She explained that because of this practice, the Balance Sheet does reflect the exact cash amount.

Commissioner Pastor Henley stated that based upon his experience as a Certified Public Accountant, the practice explained by Ms. Branson was not a usual practice.

RESOLUTION CY-2019-72

RESOLUTION ACCEPTING/APPROVING THE APRIL 2019 FINANCIAL REPORTS: BALANCE SHEET AND INCOME STATEMENT

Upon motion by Vice-Chairman Bernard, seconded by Commissioner Martin, the following **RESOLUTION** was made and approved by majority vote 4-1-0.

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 April 30, 2019, which are included in the Packet at pages 33-36, and were distributed to the Board prior to the May 23, 2019 Combined Work Session and Rescheduled Regular Board Meeting.

IT IS, THEREFORE, RESOLVED that the Board hereby accepts and approves the April 2019 Financial Reports: Balance Sheet and Income Statement for April 2019.

Yeas: Bernard, Harris, Martin, Wright

Nays: Henley

Abstentions: None

May 23, 2019

c. Claims Docket for April 2019: Approve.....Page 37

The Board held some discussion concerning expenses related to JMAA's Travel Policy.

Perry Miller, the CEO, informed the Board that the Claims Docket was amended after the Packet was emailed to the Commissioners. He explained that a payment to Johnson Controls was added to the docket as it was initially overlooked because Johnson Control's invoice was mistakenly stapled to another invoice.

In response to Commissioner LTC(R) Wright's question as to the purpose of Claim #96277, Ms. Branson and Mr. Yul McNair, Director of Business Development, explained that the claim was the fee for JMAA Staff Members to participate in the Mississippi Exhibit and use the meeting area secured by the Mississippi Department Authority ("MDA") during the Paris Air Show. Afterward, the MDA/JMAA relationship was discussed. The Board further discussed the payment to MDA.

Next, Commissioner LTC(R) Wright asked the purpose for Claim #96321. Ms. Branson explained that the payment was for a Spring Break advertisement displayed on WLBT. It

advertised available flights departing from the Jackson-Medgar Wiley Evers International Airport during the 2019 Spring Break period.

RESOLUTION CY-2019-73

RESOLUTION APPROVING THE CLAIMS DOCKET FOR THE MONTH AND PERIOD ENDING APRIL 30, 2019

Upon motion by Commissioner Martin, seconded by Vice-Chairman Bernard, the following **RESOLUTION** was made and approved by a majority vote 4-1-0.

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 April 30, 2019, which is included in the Packet at pages 37-40, and was distributed to the Board prior to the May 23, 2019 Combined Work Session and Rescheduled Regular Board Meeting.

IT IS, THEREFORE, RESOLVED that the Board hereby authorizes payment of the claims appearing on the April 2019 Claims Docket in the amount of \$1,267,440.80.

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

May 23, 2019

B. Construction Projects

1. *Joint Seal Repair on West Ramp Apron, HKS: Authorization to Award the Construction Contract; Approval of the Construction Contract Amount, with a Contingency; and Approval of the Total Project Budget (Sunbelt Sealing Inc.).....Page 41*

Mr. Leroy Lee, Maintenance Manager, explained the Board Memorandum for Project Title: “Hawkins Field Airport (HKS) Joint Seal Repair on West Ramp Apron,” and the action requests listed therein, which appear at pages 41-42 in the Packet. Mr. Lee further presented from the JMAA PowerPoint Presentation, at pages 13-16. The JMAA PowerPoint Presentation is attached as an exhibit to the May 23, 2019 Combined Work Session and Rescheduled Board Meeting Minutes.

In response to Commissioner LTC(R) Wright’s question as to the excess funds in the approved budget, Mr. Miller informed the Board that the project came in under budget and that the excess amounts of the approved budget will not be spent.

RESOLUTION CY-2019-74

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

RESOLUTION: (I) GRANTING AUTHORITY TO AWARD THE HKS JOINT SEAL REPAIR WEST RAMP APRON CONSTRUCTION CONTRACT TO SUNBELT SEALING, INC.; (II) APPROVING THE CONSTRUCTION CONTRACT AND CONTINGENCY AMOUNT; AND (III) APPROVAL OF TOTAL PROJECT BUDGET

WHEREAS, the Board has considered the request of the Jackson Municipal Airport Authority (“JMAA”) Staff for: (i) authorization to award the HKS Joint Seal Repair West Ramp Apron construction contract to Sunbelt Sealing, Inc. (“Sunbelt”), a Mississippi corporation, located at 710 Farish Street, Jackson, MS 39201; (ii) approval of the construction contract amount of \$30,625.00, with a contingency of \$4,593.75, for a total construction budget in an amount not to exceed \$35,218.75; and (iii) approval of the total project budget in an amount not to exceed \$75,000.00; and

WHEREAS, JMAA received and JMAA Staff reviewed one bid for the HKS Joint Seal Repair for accuracy, adequacy, and completeness and recommended that the JMAA Board of Commissioners award the contract to Sunbelt for the amount of its bid; and

WHEREAS, upon completion of the services, the useful life of the HKS West Ramp Apron will be extended by approximately three (3) years; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated May 23, 2019, found at pages 41-42 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) Staff is authorized to award the HKS Joint Seal Repair West Ramp Apron construction contract to Sunbelt Sealing, Inc. (“Sunbelt”), a Mississippi corporation, located at 710 Farish Street, Jackson, MS 39201; (ii) the construction contract amount of \$30,625.00, with a contingency of \$4,593.75, for a total construction budget in an amount not to exceed \$35,218.75 is approved; and (iii) the total project budget in an amount not to exceed \$75,000.00 is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated May 23, 2019, at pages 41-42 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

May 23, 2019

2. *Main Terminal 5th Floor and West Concourse Roofs, JAN: Authorization to Reject and Re-Advertise for Construction Bids; Approval of the Construction Budget, with a Contingency; and Approval of the Overall Project*

Mr. Darion Warren, Interim COO, explained the Board Memorandum for Project Title: “Jackson-Medgar Wiley Evers International Airport (“JAN”) Main Terminal 5th Floor & West Concourse Roofs,” and the action requests listed therein, which appear at pages 47-50 in the Packet. Mr. Warren further presented from the JMAA PowerPoint Presentation, at pages 17-21. The JMAA PowerPoint Presentation is attached as an exhibit to the May 23, 2019 Combined Work Session and Rescheduled Board Meeting Minutes.

RESOLUTION CY-2019-75

RESOLUTION REGARDING THE MAINTENANCE FACILITY ROOF PLACEMENT PROJECT GRANTING: (I) AUTHORITY TO REJECT THE NON-RESPONSIVE BID RECEIVED; (II) AUTHORITY TO RE-ADVERTISE FOR CONSTRUCTION BIDS; (III) APPROVAL OF THE CONSTRUCTION BUDGET; AND (IV) APPROVAL OF THE TOTAL PROJECT BUDGET

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

WHEREAS, on April 11, 2019, the Jackson Municipal Airport Authority (“JMAA”) Staff received one (1) bid in connection with the Main Terminal 5th Floor & West Concourse Roofing Systems Replacement Project at JAN; and

WHEREAS, Staff reviewed the bid for accuracy, adequacy, and completeness; and

WHEREAS, Staff deemed the bid non-responsive because all the required information was not submitted with the bid; and

WHEREAS, the Board has considered the request of the Jackson Municipal Airport Authority (“JMAA”) Staff for: (i) authorization to reject the Non-responsive Bid received for construction services for the Main Terminal 5th Floor and West Concourse Roofing Systems Replacement Project at JAN; (ii) authorization to re-advertise for construction bids; (iii) approval of the construction budget (\$1,235,710.00) and contingency amount (\$101,175.00) in a total amount not to exceed \$1,336,885.00; and (iv) approval of the total project budget of \$1,435,710.00; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated May 23, 2019, located at pages 47-50 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that on April 11, 2019, the Jackson Municipal Airport Authority (“JMAA”) Staff received one (1) bid in connection with the Main Terminal 5th Floor & West Concourse Roofing Systems Replacement Project at JAN; and

IT IS, THEREFORE, FURTHER RESOLVED that Staff deemed the bid non-responsive because all the required information was not submitted with the bid; and

IT IS, THEREFORE, FURTHER RESOLVED that: (i) Staff is authorized to reject the Non-responsive Bid received for construction services for the Main Terminal 5th Floor and West Concourse Roofing Systems Replacement Project at JAN; (ii) Staff is authorized to re-advertise for construction bids; (iii) the construction budget (\$1,235,710.00) and contingency amount (\$101,175.00), in a total amount not to exceed \$1,336,885.00 are approved; and (iv) the total project budget of \$1,435,710.00 is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests are fully explained in the Memorandum dated May 23, 2019, found at pages 47-50 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

May 23, 2019

C. Procurements

None.

D. Service Agreements

1. *Passenger Boarding Bridge Replacement at Aircraft Gate No. 2-East Concourse (Design Services), JAN: Authorization to Reject the Non-responsive Statement of Qualifications; Approval of the Design and Engineering Services Budget; Approval of the Total Budget for the Design; and Approval to Re-Advertise a Request for Qualifications for Design and Engineering Services and Construction Administration Services.....Page 43*

Mr. Darion Warren, Interim COO, explained the Board Memorandum for Project Title: "Jackson-Medgar Wiley Evers International Airport ("JAN") Passenger Boarding Bridge Replacement at Aircraft Gate No. 2 – East Concourse (Design Services)," and the action requests listed therein, which appear at pages 43-46 in the Packet. Mr. Warren further presented from the JMAA PowerPoint Presentation, at pages 17-21. The JMAA PowerPoint Presentation is attached as an exhibit to the May 23, 2019 Combined Work Session and Rescheduled Board Meeting Minutes.

Commissioner Martin and Mr. Warren held some discussion concerning boarding bridge designs and possible safety concerns. After which, Commissioner Martin requested that Mr. Warren check on the design of any proposed bridge replacement and to contact him concerning the design recommended by JMAA's consultant.

RESOLUTION CY-2019-76

RESOLUTION

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

WHEREAS, on April 8, 2019, the Jackson Municipal Airport Authority (“JMAA”) Staff received one (1) Statement of Qualifications (“SOQ”) for design and engineering services in connection with the Project; and

WHEREAS, Staff deemed the SOQ non-responsive because the required licensure documentation was not submitted with the SOQ; and

WHEREAS, the Board has considered the request of the Jackson Municipal Airport Authority (“JMAA”) Staff for: (i) authorization to reject the Non-responsive Statement of Qualifications it received; (ii) approval of the \$75,000.00 Design and Engineering Services budget; (iii) approval of the total budget for the Design Phase in an amount not to exceed \$130,000.00; and (iv) approval to re-advertise a Request for Qualifications (“RFQ”) for Design and Engineering Services, as well as Construction Administration Services, for the JAN Passenger Boarding Bridge Replacement Project at Aircraft Gate No. 2 – East Concourse (the “Project”); and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated May 23, 2019, located at pages 43-46 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that on April 8, 2019, the Jackson Municipal Airport Authority (“JMAA”) Staff received one (1) Statement of Qualifications (“SOQ”) for design and engineering services in connection with the Project; and

IT IS, THEREFORE, FURTHER RESOLVED that Staff deemed the SOQ non-responsive because the required licensure documentation was not submitted with the SOQ; and

IT IS, THEREFORE, FURTHER RESOLVED that: (i) Staff is authorized to reject the Non-responsive Statement of Qualifications it received; (ii) the \$75,000.00 Design and Engineering Services budget is approved; (iii) the total budget for the Design Phase in an amount not to exceed \$130,000.00 is approved; and (iv) Staff is authorized to re-advertise a Request for Qualifications (“RFQ”) for Design and Engineering Services, as well as Construction Administration Services, for the JAN Passenger Boarding Bridge Replacement Project at Aircraft Gate No. 2 – East Concourse; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests are fully explained in the Memorandum dated May 23, 2019, found at pages 43-46 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

May 23, 2019

2. *Elevator and Escalator Services, JAN: Authorization to Enter into an Agreement; Approval of an Initial Three (3) Year Term with an Option to Renew for an Additional Two (2) Year Term; and Approval of the Total Project (Schindler Elevator Corporation).....Page 51*

In response to Commissioner LTC(R) Wright question, Interim CEO Miller explained that the proposed budget is for the initial term of the three (3) year contract. Further, he said that Staff would come back before the Board for approval in the event Staff recommends that JMAA exercise the option to renew.

RESOLUTION CY-2019-77

RESOLUTION: (I) AUTHORIZING STAFF TO ENTER INTO AN AGREEMENT WITH SCHINDLER ELEVATOR CORPORATION FOR ELEVATOR AND ESCALATOR SERVICES AT JAN; (II) APPROVING THE INITIAL THREE (3) YEAR TERM AND OPTION TO RENEW; AND (III) APPROVING THE TOTAL PROJECT BUDGET

Upon motion by Commissioner Martin, seconded by Vice-Chairman Bernard, 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: (i) authorization to enter into an agreement with Schindler Elevator Corporation (“Schindler”), a Delaware Corporation, with a Mississippi location at 5251 Greenway Drive Ext., Jackson, Mississippi 39204, for elevator and escalator services at JAN; (ii) approval of an initial three (3) year term with an option to renew for an additional two (2) year term at JMAA’s discretion; and (iii) approval of the total project budget in an amount not to exceed \$315,000.00 over the initial term of the agreement; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated May 23, 2019, located at pages 51-53 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) JMAA Staff is authorized to enter into an agreement with Schindler Elevator Corporation (“Schindler”), a Delaware Corporation, with a Mississippi location at 5251 Greenway Drive Ext., Jackson, Mississippi 39204, for elevator and escalator services at JAN; (ii) the initial three (3) year term with an option to renew for an additional two (2) year term at JMAA’s discretion is approved; and (iii) the total project budget in an amount not to exceed \$315,000.00 over the initial term of the agreement is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests are fully explained in the Memorandum dated May 23, 2019, found at pages 51-53 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

May 23, 2019

E. Grants

None.

F. Other Matters

OPEN SESSION

The Board, pursuant to the motion of Commissioner Pastor Henley, seconded by Vice-Chairman Bernard, by unanimous vote, resolved to close the Meeting. Chairman Harris asked all, except Mr. Perry Miller, Interim CEO, and 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 9:28 a.m.

CLOSED SESSION

After discussion regarding matters proposed to be discussed in Executive Session, Commissioner LTC(R) Wright moved that the Board enter Executive Session to consider: an economic development matter regarding JMAA undeveloped property; a personnel matter regarding an incumbent employee; a pending litigation matter, JMAA v. Bryant et al.; and a potential litigation matter regarding a financial matter. Commissioner Martin seconded the motion, and the Commissioners unanimously resolved to enter Executive Session for the stated purposes.

The Closed Session ended at 9:33 a.m.

OPEN SESSION

Chairman Harris then invited all persons outside the room to re-enter, and some did. Chairman Harris then stated in Open Session that the Board, during Closed Session, voted to enter Executive Session to discuss: an economic development matter regarding JMAA undeveloped property; a personnel matter regarding an incumbent employee; a pending litigation matter, JMAA v. Bryant et al.; and a potential litigation matter regarding a financial matter. Further, she stated that Commissioner LTC(R) Wright made the motion to go into Executive Session and Commissioner Martin seconded the motion. Afterward, she said the Commissioners unanimously resolved to enter Executive Session for

the stated purposes.

Chairman Harris asked all present, except for Mr. Perry Miller, Interim CEO, and attorneys from Walker Group, PC to vacate the room.

The Board went into Executive Session at 9:34 a.m.

EXECUTIVE SESSION

During the Executive Session, the Board discussed the following: an economic development matter regarding JMAA undeveloped property; a personnel matter regarding an incumbent employee; a pending litigation matter, JMAA v. Bryant et al.; and a potential litigation matter regarding a financier.

1. *The Board took no action as to the economic development matter regarding JMAA undeveloped property.*
2. *The Board took the following action as to the personnel matter regarding an incumbent employee.*

RESOLUTION CY-2019-78

RESOLUTION APPROVING AND AUTHORIZING THE INTERIM CHIEF EXECUTIVE OFFICER TO OFFER AN EXECUTIVE LEVEL POSITION AND COMPENSATION PACKAGE TO AN INCUMBENT MANAGEMENT LEVEL EMPLOYEE

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

WHEREAS, the Board has considered the request of JMAA's CEO to offer an executive level position, on an interim basis, to an incumbent management level employee and a compensation package specified during Executive Session. Further, the compensation amount for the executive level 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 an executive level position, on an interim basis, to an incumbent 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: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

May 23, 2019

3. *The Board took no action as to the pending litigation matter, JMAA v. Bryant et al.*
4. *The Board took no action as to the potential litigation matter regarding a financial matter.*

Attorney Kevin Bass entered the Executive Session at 10:08 a.m.

Upon motion by Vice-Chairman Bernard, seconded by Commissioner Martin and unanimous approval of the Commissioners present, the Executive Session ended at 10:51 a.m.

OPEN SESSION

Open Session reconvened at 10:53 a.m.

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 open. She announced that during Executive Session the above-stated action was taken as to the personnel matter regarding an incumbent employee and that no action was taken regarding an economic development matter regarding JMAA undeveloped property; a pending litigation matter, JMAA v. Bryant et al.; and a potential litigation matter regarding a financier.

G. New Business

1. **Chairman Harris's report on the 2019 ACI-NA/AAAE Board & Commissioners Conference, May 5-7, 2019, San Francisco, CA**

Chairman Harris reported that the Airport Council International, North America Commissioners Conference attended by all Commissioners in San Francisco provided a wealth of information to all of the Commissioners.

2. **Vice-Chairman Bernard's report on the 2019 Mississippi Airports Association Annual Conference, May 15-17, 2019, Natchez, MS**

Vice-Chairman Bernard reported that he, along with Interim CEO Perry Miller, attended the Mississippi Airports Association Annual Conference in Natchez, Mississippi. He provided a list of the speakers that spoke during the conference as follows:

Persons	Topics
Michael O'Harra, FAA Southern Region Regional Administrator	Contract Towers and Reauthorization of the Federal Aviation Administration
Tom Hood, MS Ethics Commission	Ethics in Government & Open Meetings

Executive Director	
Tom King, Transportation Commissioner, Southern District	State of Transportation in Mississippi
Dallas Brooks, MSU Raspet Flight Research Lab Director	What's New with Drones and Airports

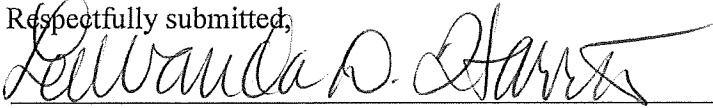
Additionally, Vice-Chairman Bernard informed the Board that Interim CEO Perry Miller and Interim COO Darion Warren participated as panelists on the Roundtable at the Conference. He stated that during the Roundtable, the panelist discussed the shortage of aircraft mechanics.

Lastly, Vice-Chairman Bernard announced that JMAA received an award at the Conference. He then displayed the award to those in attendance and delivered it to JMAA Staff to place in the appropriate location.

VIII. ADJOURNMENT

Thereafter, it was moved by Vice-Chairman Bernard, seconded by Commissioner LTC(R), and resolved by a unanimous vote, that the meeting of the Board was ADJOURNED at 11:00 a.m. *UNCAT (20)*

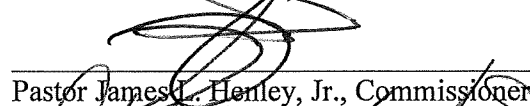
Respectfully submitted,



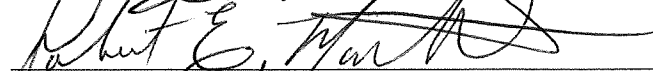
Ms. LaWanda D. Harris, Commissioner and Chairman



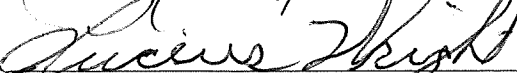
Mr. Lee A. Bernard Jr., Commissioner and Vice-Chairman



Pastor James L. Henley, Jr., Commissioner



Mr. Robert, E. Martin, Commissioner



LTC(R) Lucius Wright, Commissioner