

**REGULAR BOARD MEETING OF JACKSON MUNICIPAL AIRPORT AUTHORITY  
BOARD OF COMMISSIONERS  
SEPTEMBER 24, 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”), September 24, 2018, Regular 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, September 24, 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  
LaWanda D. Harris, Vice-Chairman  
Evelyn O. Reed, Commissioner  
LTC(R) Lucius Wright, Commissioner  
Lee A. Bernard Jr., 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 Regular Board Meeting scheduled for Monday, September 24, 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  
Regina May, Esq., The May Law Firm, PLLC, Attorneys at Law  
And persons listed on **EXHIBIT A: Sign in Sheet for 9-24-18**

**II. INVOCATION**

Chairman Pastor Henley recited “The Lord’s Prayer.”

**III. APPROVAL OF BOARD NOTICES**

A. Notice of the September 12, 2018, “State of Airport” Press Conference.

- B. Notice of the Rescheduling September 2018 Pre-Work Session from September 17, 2018, to September 14, 2018.
- C. Notice of some Commissioners Attending the September 16-18, 2018 AAAE F. Russell Hoyt National Airports Conference.
- D. Notice Rescheduling September 20, 2018, Regular Monthly Work Session to September 21, 2018.

#### **RESOLUTION CY-2018-125**

**APPROVAL OF THE NOTICES AS TO: (I) THE SEPTEMBER 12, 2018, "STATE OF AIRPORT PRESS CONFERENCE; (II) RESCHEDULING THE SEPTEMBER 17, 2018 PRE-WORK SESSION; (III) THE BOARD OF COMMISSIONER'S ATTENDANCE AT THE 2018 AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES F. RUSSELL HOYT NATIONAL AIRPORTS CONFERENCE; AND (IV) RESCHEDULING THE SEPTEMBER 20, 2018 REGULAR WORK SESSION**

After discussion and review, and upon the motion made by Vice-Chairman Harris, seconded by Commissioner 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 September 12, 2018, "State of Airport" Press Conference; (ii) Notice of the Rescheduling of the September 17, 2018 Pre-Work Session; (iii) Notice Regarding the Board of Commissioners Attending the American Association of Airport Executive F. Russell Hoyt National Airports Conference; and (iv) Notice of the Rescheduling of the September 20, 2018 Regular Work Session.

Yeas: Bernard, Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

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#### **IV. APPROVAL AND EXECUTION OF MINUTES**

- A. Consolidated Rescheduled Regular Work Session and Regular Meeting of the Board of Commissioners, August 27, 2018, which recessed and was resumed on September 5, 2018.

#### **RESOLUTION CY-2018-126**

**APPROVAL OF THE MINUTES OF THE AUGUST 27, 2018 CONSOLIDATED RESCHEDULED WORK SESSION AND RESCHEDULED BOARD MEETING WHICH RECESSED AND RESUMED ON SEPTEMBER 5, 2018**

After discussion and review and upon the motion made by Commissioner Reed,

seconded by Commissioner LTC(R) Wright, the Minutes of the August 27, 2018 Consolidated Rescheduled Work Session and Rescheduled Board Meeting, which recessed and resumed on September 5, 2018, were approved by unanimous vote of the Commissioners, and the following resolution was made and entered.

**RESOLVED**, that the Board hereby approves the Minutes of the August 27, 2018 Consolidated Rescheduled Work Session and Rescheduled Board Meeting, which recessed and resumed on September 5, 2018, as presented, and directs that said Minutes be filed in the appropriate Minute Book and Records of the Authority.

Yeas: Bernard, Harris, 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 thanked JMAA Staff for a good 2018 Fiscal Year and stated that he is looking forward to another good year in 2019.

**B. Chief Executive Officer**

**1. Airport Project Manager Summary, Period Ending August 31, 2018**  
..... **Page 1<sup>1</sup>**

Mr. Carl D. Newman, CEO, directed the Board’s attention to the Airport Project Manager Summary (“APMS”), found at pages 1-18 in the September 24, 2018 Board Meeting Packet and distributed to the Board before the September 24, 2018 Regular Board Meeting. The Board reviewed the Summary and had no questions.

**2. Airport Activity Statistics Report, Period Ending August 31, 2018**  
.....**Page 19**

Mr. Newman directed the Board’s attention to the Airport Activity Statistics Report, which was distributed to the Board before the September 24, 2018 Regular Board Meeting, found at

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<sup>1</sup> The page numbers herein are the page numbers contained in the Meeting Packet, which is attached as an Exhibit to the September 24, 2018 Regular Board Meeting (“Meeting”) Minutes.

pages 19-31 in the September 24, 2018 Regular Board Meeting Packet. The Board reviewed the Report and had no questions.

**C. Attorney**

Attorney Walker announced that there are two (2) Resolutions for the Board to consider at an appropriate time on the Agenda, which include: (i) a Resolution regarding the Board of Commissioners’ travel to the American Association of Airport Executives 33<sup>rd</sup> Annual Aviation Issues Annual Conference; and (ii) a Resolution regarding the Santander Consumer Parking Fees Payment Offer.

**VII. ACTION ITEMS**

**A. Financial Matters**

**1. Financial Reports for August 2018:**

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

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

**RESOLUTION CY-2018-127**

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

Upon motion by Commissioner Reed, seconded by Commissioner Bernard, 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 August 31, 2018, which are included in the Packet, at pages 32-36 and were distributed to the Board prior to the September 24, 2018 Regular Board Meeting.

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

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

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

In response to Commissioner LTC(R) Wright's inquiry as to Claim No. 95370, the purchase from Boots & More, Ms. Arnetrius Branson, CFO, explained that JMAA purchased work boots from Boots & More for JMAA employees.

**RESOLUTION CY-2018-128**

**RESOLUTION APPROVING THE CLAIMS DOCKET FOR THE MONTH AND PERIOD ENDING AUGUST 31, 2018**

Upon motion by Commissioner Reed, seconded by Commissioner 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 August 31, 2018, which is included in the Packet, at pages 37-40, and was distributed to the Board prior to the September 24, 2018 Regular Board Meeting.

**IT IS, THEREFORE, RESOLVED** that the Board hereby authorizes payment of the Claims in the amount of \$1,499,329.62.

Yeas: Bernard, Harris, Reed, Wright

Nays: Henley

Abstentions: None

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**B. Construction Projects**

None.

**C. Procurements**

None.

**D. Service Agreements**

- 1. Terminal Modernization Program Feasibility Study, JAN: Authorization To Publish A RFP.....Page 41***

**RESOLUTION CY-2018-129**

**RESOLUTION: (I) GRANTING AUTHORITY TO PUBLISH A REQUEST FOR PROPOSALS FOR SERVICES IN SUPPORT OF CONDUCTING A FEASIBILITY**

**STUDY FOR THE TERMINAL MODERNIZATION PROGRAM AT JAN; AND (II) APPROVING THE \$750,000.00 ESTIMATED BUDGET**

Upon motion by Commissioner Reed, seconded by Commissioner Bernard, the following **RESOLUTION** was made and unanimously approved.

**WHEREAS**, the Board has considered Staff’s request for: (i) authority to solicit proposals for services in support of conducting a feasibility study for the Terminal Modernization Program at the Jackson-Medgar Wiley Evers International (“JAN”); and (ii) approval of the \$750,000.00 estimated professional services budget; and

**WHEREAS**, the feasibility study will have a distinct focus on the facilities in the passenger terminal complex; and

**WHEREAS**, the Board finds that such requests, which are explained in the Memorandum dated September 24, 2018, found at pages 41-44 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that: (i) Staff is authorized to solicit proposals for services in support of conducting a feasibility study for the Terminal Modernization Program at the Jackson-Medgar Wiley Evers International (“JAN”); and (ii) the total estimated professional services budget amount of \$750,000.00 is approved; and

**IT IS, THEREFORE, FURTHER RESOLVED** that the Board finds that such requests are fully explained in the Memorandum dated September 24, 2018, found at pages 41-44 of the Meeting Packet.

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

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- 2. *Runway 16R/34L, Taxiway Alpha and Cross Connector Taxiways Repavement Rehabilitation, JAN: Amend the Existing Professional Services Contract; Approval of the Additional Engineering, Design, and Construction Administration Services Costs; Approval of the New Total Contract Amount; and Approval of the New Project Budget with a Contingency (Integrated Management Services, P.A.).....Page 45*

**RESOLUTION CY-2018-130**

**RESOLUTION: (I) GRANTING AUTHORITY TO AMEND THE EXISTING MAY 16, 2012 PROFESSIONAL SERVICES CONTRACT AGREEMENT WITH INTEGRATED MANAGEMENT SERVICES, P.A. OF JACKSON, MISSISSIPPI; (II) APPROVING THE ADDITIONAL COSTS TO ACCOMMODATE THE EXTENDED**

**CONSTRUCTION SCHEDULE IN AN AMOUNT NOT TO EXCEED \$244,965.00; (III) APPROVING THE NEW TOTAL CONTRACT AMOUNT NOT TO EXCEED \$1,836,076.00; AND (IV) APPROVING THE NEW PROJECT BUDGET OF \$21,823,791.25 WHICH INCLUDES THE CONSTRUCTION CONTINGENCY AMOUNT OF \$1,367,364.55**

Upon motion by Commissioner Bernard, seconded by Commissioner Reed, the following **RESOLUTION** was made and unanimously approved.

**WHEREAS**, the Board has considered Staff's request for: (i) authority to amend the existing May 16, 2012 Professional Services Contract Agreement ("Agreement") with Integrated Management Services, P.A. of Jackson, Mississippi ("IMS") for engineering, design, and construction administration services in connection with Runway 16R/34L, Taxiway Alpha, and Cross Connector Taxiways Pavement Rehabilitation to include necessary construction administration services for the extended construction schedule; (ii) approval of the additional engineering, design, and construction administration services costs to accommodate the extended construction schedule in an amount not to exceed \$244,965.00; (iii) approval of the new total contract amount for engineering, design, and construction administration services in an amount not to exceed \$1,836,076.00; and (iv) approval of the new project budget of \$21,823,791.25, which includes a construction contingency amount of \$1,367,364.55; and

**WHEREAS**, the Board finds that such requests, which are explained in the Memorandum dated September 24, 2018, found at pages 45-49 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that: (i) Staff is authorized to amend the existing May 16, 2012 Professional Services Contract Agreement ("Agreement") with Integrated Management Services, P.A. of Jackson, Mississippi ("IMS") for engineering, design, and construction administration services in connection with Runway 16R/34L, Taxiway Alpha, and Cross Connector Taxiways Pavement Rehabilitation to include necessary construction administration services for the extended construction schedule; (ii) the additional engineering, design, and construction administration services costs to accommodate the extended construction schedule amount not to exceed \$244,965.00 are approved; (iii) the new total contract amount for engineering, design, and construction administration services amount not to exceed \$1,836,076.00 is approved; and (iv) the new project budget of \$21,823,791.25, which includes the construction contingency amount of \$1,367,364.55, is approved; and

**IT IS, THEREFORE, FURTHER RESOLVED** that the Board finds that such requests are fully explained in the Memorandum dated September 24, 2018, found at pages 45-49 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

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**E. Grants**

None.

**F. Other Matters**

1. *Easement and Installation Agreement, JAN: Authorization to Enter Into An Agreement (Bellsouth Telecommunications, LLC d/b/a AT&T Mississippi).....Page 50*

**RESOLUTION CY-2018-131**

**RESOLUTION AUTHORIZING JMAA TO ENTER AN AGREEMENT WITH BELLSOUTH TELECOMMUNICATIONS, LLC D/B/A AT&T MISSISSIPPI REGARDING A UTILITY EASEMENT AND INSTALLMENT OF A FIBER OPTIC COMMUNICATIONS CABLE**

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

**WHEREAS**, the Board has considered the request of JMAA Staff for authority to enter into an agreement with AT&T giving AT&T a utility easement for installation of approximately 810 feet of underground fiber-optic communications cable at the Jackson-Medgar Wiley Evers International Airport (“JAN”); and

**WHEREAS**, the Board finds that such request, which is explained in the Memorandum dated September 24, 2018, found at pages 50-52 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that Staff is authorized to enter into an agreement with AT&T giving AT&T a utility easement for installation of approximately 810 feet of underground fiber-optic communications cable at the Jackson-Medgar Wiley Evers International Airport (“JAN”); and

**IT IS, THEREFORE, FURTHER RESOLVED** that the Board finds that such request is fully explained in the Memorandum dated September 24, 2018, and found at pages 50-52 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

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2. *Hangar Site and Fuel Farm Operating Agreement-Proposed Changes in Membership, JAN: Authorization to Execute Agreement (Tri-Jet,*



LLC).....Page 53

**RESOLUTION CY-2018-132**

**RESOLUTION AUTHORIZING : (I) MISSISSIPPI AVIATION SERVICES, LLC TO SELL ITS ONE-THIRD (1/3) MEMBERSHIP INTEREST IN TRI-JET, LLC TO TENAX AEROSPACE, LLC; AND (II) CARL D. NEWMAN, A.A.E., CEO TO EXECUTE CONSENT TO ASSIGNMENT DOCUMENTS FOR THE TRANSACTION WHICH AUTHORITY IS CONDITIONED UPON TENAX AEROSPACE, LLC EXECUTING A CERTAIN DOCUMENT**

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

**WHEREAS**, the Board has considered the request of JMAA’s Staff to authorize: (i) Mississippi Aviation Services, LLC (“MAS”) to sell its one-third (1/3) membership interest in Tri-Jet, LLC (“Tri-Jet”), to Tenax Aerospace, LLC (“Tenax”); and (ii) Carl D. Newman, A.A. E., CEO, to execute the Consent to Assignment of Membership Interest (“Consent”) for this transaction, which is attached to the Board Memorandum at Pages 57-59 of the Meeting Packet as Exhibit B; and

**WHEREAS**, MAS desires to sell its one-third (1/3) membership interest in Tri-Jet, to Tenax, a Mississippi Limited Liability Company; and

**WHEREAS**, following the proposed sale transaction, the members of Tri-Jet and their membership interest will be as follows: Tenax, two-thirds (2/3) and Jetsouth, LLC, one third (1/3); and

**WHEREAS**, **CONDITIONED** upon Tenax executing “The Agreement To Adhere To And Be Bound By All Terms And Conditions Of The January 2018 Non-Commercial Hangar and Fuel Farm Lease and Operating Agreement, Between Tri-Jet, LLC and Jackson Municipal Airport Authority,” (“Adhere Agreement”) attached as Exhibit A, to the Board Memorandum at Pages 55-56 of the Meeting Packet, the Board finds that such requests, which are explained in the Memorandum dated September 24, 2018, and the attached proposed Adhere Agreement (Exhibit A), and the proposed Consent (“Exhibit B), all of which are found at pages 53-59 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that **CONDITIONED** upon Tenax executing the Adhere Agreement attached as Exhibit A to the Board Memorandum at Pages 55-56 of the Meeting Packet: (i) Mississippi Aviation Services, LLC is authorized to sell its one-third (1/3) membership interest in Tri-Jet, LLC (“Tri-Jet”), to Tenax Aerospace, LLC; and (ii) Carl D. Newman, A.A. E., CEO is authorized to execute the Consent for this transaction, which is attached to the Board Memorandum at Pages 57-59 of the Meeting Packet as Exhibit B; and

**IT IS, THEREFORE, FURTHER RESOLVED** that such requests are fully explained in the

Memorandum dated September 24, 2018, and the attached Adhere Agreement, and the Consent form, all of which are found at pages 53-59 of the Meeting Packet.

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

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3. *Common Use Permit Agreement, JAN: Authorization to Execute Consent (Frontier Airlines, Inc.).....Page 60*

**RESOLUTION CY-2018-133**

**RESOLUTION GRANTING AUTHORITY TO EXECUTE AN AIRLINE PERMIT USE AGREEMENT WITH FRONTIER AIRLINES, INC. TO PROVIDE CERTAIN AIR TRANSPORTATION SERVICES AT JACKSON-MEDGAR WILEY EVERS INTERNATIONAL AIRPORT**

Upon motion by Commissioner Reed, seconded by Vice-Chairman Harris, the following **RESOLUTION** was made and unanimously approved.

**WHEREAS**, the Board has considered the request of JMAA’s Staff for authority to execute an Airline Use Permit Agreement (“Agreement”), with Frontier Airlines, Inc. (“Frontier Airlines”), a Colorado corporation, effective October 13, 2018, to provide certain air transportation services at Jackson-Medgar Wiley Evers International Airport (“JAN”); and

**WHEREAS**, the proposed Agreement will permit Frontier Airlines to use approximately three thousand four hundred seventy-five (3,475) square feet of “Common Use Premises” at JAN, and will provide Frontier Airlines with incentives pursuant to Jackson Municipal Airport Authority’s (“JMAA”) Amended Air Service Development Promotional Program (“Promotional Program”) adopted by JMAA’s Board of Commissioners (“Board”) on July 25, 2016, and subsequently amended by the Board on November 25, 2017; and

**WHEREAS**, the proposed Agreement is a month-to-month agreement commencing on October 13, 2018; and

**WHEREAS**, the Board finds that such request, which is explained in the Memorandum dated September 24, 2018, found at pages 60-61 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that Staff is authorized to execute an Airline Use Permit Agreement (“Agreement”), with Frontier Airlines, Inc. (“Frontier Airlines”), a Colorado corporation, effective October 13, 2018, to provide certain air transportation services at Jackson-Medgar Wiley Evers International Airport (“JAN”); and

**IT IS, THEREFORE, FURTHER RESOLVED** that the proposed Agreement will permit

Frontier Airlines to use approximately three thousand four hundred seventy-five (3,475) square feet of “Common Use Premises” at JAN, and will provide Frontier Airlines with incentives pursuant to Jackson Municipal Airport Authority’s (“JMAA”) Amended Air Service Development Promotional Program (“Promotional Program”) adopted by JMAA’s Board of Commissioners (“Board”) on July 25, 2016, and subsequently amended by the Board on November 25, 2017; and

**IT IS, THEREFORE, FURTHER RESOLVED** that the proposed Agreement is a month-to-month agreement commencing on October 13, 2018; and

**IT IS, THEREFORE, FURTHER RESOLVED** that the Board finds that such request is fully explained in the Memorandum dated September 24, 2018, and found at pages 60-61 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

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**4. Signatory Authority Policy, JMAA: Authorization to Approve.....Page 62**

Chairman Pastor Henley stated that JMAA’s current Signatory Policy is working. Therefore, he does not see a need to alter what is currently working. Further, he explained that the current policy provides for signatory authority moving to employees higher in the organizational chart. Next, he added the current policy is more prudent than the proposed policy because the top-level employee to whom signatory authority is now delegated, were vetted more carefully than lower level employees to whom signatory authority would be granted under the proposed Signatory Policy.

**RESOLUTION CY-2018-134**

**RESOLUTION ADOPTING THE AMENDED JACKSON MUNICIPAL AIRPORT AUTHORITY’S SIGNATORY AUTHORITY POLICY**

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

**WHEREAS**, the Board has considered Staff’s request for adoption of the Amended Jackson Municipal Airport Authority’s Signatory Authority Policy; and

**WHEREAS**, it is imperative to have a Signatory Authority Policy that reflects an efficient and effective approach towards the approvals of various matters necessary during the absence

of the staff person responsible for approving, including interim approvals of matters, prior to presenting them to the Board for action; and

**WHEREAS**, the Board finds that such request, which is explained in the Memorandum dated September 24, 2018, along with the proposed Amended Jackson Municipal Airport Authority's Signatory Authority Policy attached thereto, found at pages 62-69 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that the Amended Jackson Municipal Airport Authority's Signatory Authority Policy, located at pages 64-69 of the Meeting Packet, is hereby adopted; and

**IT IS, THEREFORE, FURTHER RESOLVED** that the Board finds that such request is fully explained in the Memorandum dated September 24, 2018, along with the proposed Amended Jackson Municipal Airport Authority's Signatory Authority Policy attached thereto, both of which are attached to the Resolution herein, found at pages 62-69 of the Meeting Packet.

Yeas: Bernard, Harris, Reed, Wright

Nays: Henley

Abstentions: None

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#### **5. Board Travel**

Commissioner LTC(R) Wright moved that the Board approve the travel of several Commissioners' to the American Association of Airport Executives 33<sup>rd</sup> Annual Aviation Issues Conference, January 6-10, 2019 in Maui, Hawaii. Vice-Chairman Harris seconded the motion. Commissioner Reed objected to the Resolution because she was not one the Commissioners named in the Resolution. In response, Vice-Chairman Harris suggested that the Board hold this matter in abeyance until October 2018 Meeting. The Motion failed 1-4-0

Yeas: Henley

Nays: Bernard, Harris, Reed, Wright

Abstentions: None

#### **6. Santander Consumer USA, Inc. Removal of Vehicle from JAN**

#### **RESOLUTION CY-2018-135**

**RESOLUTION GRANTING AUTHORITY TO THE STAFF OF THE JACKSON MUNICIPAL AIRPORT AUTHORITY TO ALLOW SANTANDER CONSUMER USA, INC. TO REMOVE FROM THE PARKING AREA AT JACKSON-MEDGAR WILEY EVERS INTERNATIONAL AIRPORT A CERTAIN VEHICLE AFTER**

**RECEIVING FROM SANTANDER AN EXECUTED INDEMNITY AND HOLD HARMLESS AGREEMENT AND PAYMENT IN A CERTAIN AMOUNT**

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

**WHEREAS**, Santander Consumer USA, Inc. (“Santander”) is the “1<sup>st</sup> LIENHOLDER” on the Mississippi Vehicle Certificate of Title regarding a 2015 Toyota Camry automobile, Vehicle Identification Number 4T4BF1FX9FR452490 (“Vehicle”) owned by Walter Thomas (“Thomas”); and

**WHEREAS**, the Vehicle was initially parked in a parking area at Jackson-Medgar Wiley Evers International Airport (“JAN”) on or about November 8, 2017, and since then it has remained parked continuously up through the date of this Resolution; and

**WHEREAS**, the daily parking rate for the JAN parking area where the Vehicle is parked is \$16.00 per day; and

**WHEREAS**, Santander represented to JMAA that Thomas is delinquent as to his payments pursuant the Installment Sale Contract and Security Agreement (“Agreement”) that he executed on September 15, 2017, to purchase the Vehicle and that as a result, Santander desires to exercise its rights pursuant to the Agreement executed by Thomas and Mississippi law to repossess the Vehicle; and

**WHEREAS**, Santander contacted JMAA some time on or before June 27, 2018, regarding securing possession of the Vehicle; and

**WHEREAS**, Santander is offering to pay Four Thousand Dollars and no cents (\$4,000.00) to satisfy the parking fees owed for the Vehicle; and

**WHEREAS**, John L. Walker, Esq., JMAA’s General Counsel, sent Federal Express delivery letters dated July 13, 2018 and August 23, 2018 to Thomas notifying Thomas that the Vehicle was in the parking area at JAN, and the amount of parking fees owed regarding the Vehicle and Thomas after receiving said letters has not taken any actions or expressed any intent to pay the parking fees owed on the Vehicle or remove the Vehicle from the parking area at JAN.

**IT IS THEREFORE, RESOLVED** that after Santander provides to the Jackson Municipal Airport Authority: (i) An Indemnity and Hold Harmless Agreement specifically naming Jackson Municipal Airport Authority regarding allowing Santander to remove the Vehicle from the parking area at Jackson-Medgar Wiley Evers Airport (“Indemnity Agreement”); and (ii) Payment in the amount of \$4,000.00 to resolve the parking fees owed regarding the Vehicle, the Staff of the Jackson Municipal Airport Authority shall allow Santander to remove the Vehicle from the parking area at JAN.

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

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**G. New Business**

***1. Amendment of June 25, 2018 Resolution CY-2018-97***

Chairman Pastor Henley stated that the Board Minutes relating to establishing an in-house legal department did not authorize JMAA's CEO to employ an attorney. He added that currently, the minutes reflect only that the Board voted to establish an in-house legal department, as a part of the budget.

The Board held some additional discussion. Vice-Chairman Harris and Commissioners Reed and Bernard expressed that they interpreted the motion to include authorizing the CEO to employ an in-house attorney. Then, Vice-Chairman Harris suggested that the Board act to amend the previous motion regarding an in-house legal department.

Chairman Pastor Henley said that the Board did not address the employment of in-house attorney. He added that the Board could not abdicate its legal duty as to employing an in-house attorney simply by adopting a resolution. Next, Chairman Pastor Henley stated that he wants the record to be clear that he understands his legal duty as to the employment of an in-house attorney, particularly as to the ethical obligations of an in-house attorney and to whom she/he reports.

In response, Vice-Chairman Harris announced that she is comfortable with moving forward and authorizing the CEO to employ an in-house attorney. Then, Vice-Chairman Harris requested that the Board move forward with a vote as to the following Motion:

**RESOLUTION CY-2018-136**

**RESOLUTION AMENDING RESOLUTION CY-2018-97 RESOLVED ON JUNE 25, 2018**

Upon motion by Vice-Chairman Harris, seconded by Commissioner Bernard, the following **RESOLUTION** was made and approved by majority vote 3-1-1.

**WHEREAS**, in Resolution CY-2018-96 the JMAA Board of Commissioners resolved on June 25, 2018, "that JMAA's Chief Executive Officer is authorized to include an in-house legal department, separate and distinct from JMAA's current General Counsel, in the proposed 2019 Fiscal Year;" and

**WHEREAS**, the JMAA Board of Commissioners is clarifying the above Resolution to include authorization for JMAA's Chief Executive Officer to take all necessary actions as to

create and operate an in-house legal department for the Jackson Municipal Airport Authority.

**IT IS, THEREFORE, RESOLVED** that **RESOLUTION CY-2018-97**, adopted on June 25, 2018, is amended to read as follows:

**IT IS, THEREFORE, RESOLVED** that JMAA's Chief Executive Officer is authorized to include an in-house legal department, separate and distinct from JMAA's current General Counsel, in the proposed 2019 Fiscal Year; and

**IT IS, THEREFORE, FURTHER RESOLVED** that JMAA's Chief Executive Officer is authorized to take all necessary actions as to creating and operating an in-house legal department for the Jackson Municipal Airport Authority

Yeas: Bernard, Harris, Reed

Nays: Henley

Abstentions: Wright

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### **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. Vice-Chairman Harris then moved that the Board go into a Closed Session to discuss whether to go into an Executive Session to consider matters that she believed could be discussed in Executive Session and Commissioner Reed 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 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 4:34 p.m.

### **CLOSED SESSION**

Commissioner LTC(R) Wright then moved that the Board enter Executive Session to discuss 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 resolved by majority vote 4-1-0 (Chairman Pastor Henley voted "Nay") to enter Executive Session for the stated purposes.

The Closed Session ended at 4:37 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) personal matter regarding offering employment to a management level employee.

Chairman Pastor Henley asked all present, except Mr. Carl Newman, CEO, Mr. Perry Miller, COO, and attorneys from Walker Group, PC to vacate the room.

The Board went into Executive Session at 4:38 p.m.

## **EXECUTIVE SESSION**

During the Executive Session, the Board discussed one (1) personal matter regarding offering employment to a management level employee.

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

## **RESOLUTION CY-2018-137**

### **RESOLUTION ACCEPTING JMAA CHIEF EXECUTIVE OFFICER'S RECOMMENDATION AS TO OFFERING EMPLOYMENT TO A MANAGEMENT LEVEL EMPLOYEE AND A COMPENSATION PACKAGE**

Upon motion by Commissioner Reed, seconded by Commissioner Bernard, the following **RESOLUTION** was made and approved by majority vote 3-1-1.

**WHEREAS**, the Board has considered the request of JMAA's CEO to offer employment to a management 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 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, Reed

Nays: Henley

Abstentions: Wright

September 24, 2018

Upon motion by Commissioner Reed, seconded by Vice-Chairman Harris, and unanimous



approval of the Commissioners, the Executive Session ended at 4:59 p.m.

Open Session reconvened at 5:00 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 action was taken as to one (1) personal matter regarding offering employment to a management level employee.

### **2. *Board Elections***

#### **RESOLUTION CY-2018-138**

#### **RESOLUTION REGARDING THE ELECTION OF THE CHAIRMAN OF THE BOARD OF COMMISSIONERS OF JMAA FOR FISCAL YEAR 2019**

Upon motion by Commissioner Pastor Henley, seconded by Commissioner Reed, the following **RESOLUTION** was made and adopted by unanimous vote 5-0-0 of all Commissioners.

**WHEREAS**, Chairman Pastor Henley nominated Vice-Chairman/Commissioner LaWanda D. Harris to be Chairman of the JMAA Board of Commissioners for Fiscal Year 2019 and Commissioner Reed seconded that nomination; and

**WHEREAS**, there were no further nominations.

**IT IS, THEREFORE, RESOLVED** that Commissioner LaWanda D. Harris is elected as the Chairman of the JMAA Board of Commissioners during JMAA's Fiscal Year 2019.

Yeas: Bernard, Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

September 24, 2018

#### **RESOLUTION CY-2018-139**

#### **RESOLUTION REGARDING THE ELECTION OF THE VICE-CHAIRMAN OF THE BOARD OF COMMISSIONERS OF JMAA FOR FISCAL YEAR 2019**

Upon motion by Commissioner Reed, seconded by Vice-Chairman Harris, the following **RESOLUTION** was made and adopted by unanimous vote 5-0-0 of all Commissioners

**WHEREAS**, Commissioner Reed nominated Commissioner Lee A. Bernard Jr., to be Vice-Chairman of the JMAA Board of Commissioners for Fiscal Year 2019 and Vice-Chairman Harris seconded that nomination; and

**WHEREAS**, there were no further nominations.

**IT IS THEREFORE, RESOLVED** that Commissioner Lee A. Bernard Jr. is elected as the Vice-Chairman of the JMAA Board of Commissioners during JMAA's Fiscal Year 2019.

Yeas: Bernard, Harris, Henley, Reed, Wright

Nays: None

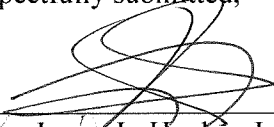
Abstentions: None


September 24, 2018

#### VIII. ADJOURNMENT


Thereafter, it was moved by Commissioner Reed, seconded by Vice-Chairman Harris, and resolved by a unanimous vote of the Commissioners that the meeting of the Board was ADJOURNED at 5:04 p.m.

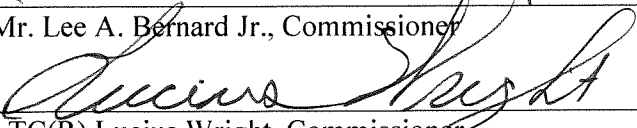
Respectfully submitted,

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

  
\_\_\_\_\_  
Ms. LaWanda D. Harris, Commissioner and Vice-Chairman

\_\_\_\_\_  
Ms. Evelyn O. Reed, Commissioner

  
\_\_\_\_\_  
Mr. Lee A. Bernard Jr., Commissioner

  
\_\_\_\_\_  
LTC(R) Lucius Wright, Commissioner