

**REGULAR BOARD MEETING OF JACKSON MUNICIPAL AIRPORT AUTHORITY
BOARD OF COMMISSIONERS
SEPTEMBER 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 September 23, 2019 Regular Board Meeting in the Community Room, Main Terminal Building, at the Jackson-Medgar Wiley Evers International Airport (“JAN”), in Jackson, Mississippi, at 4:00 p.m. on Monday, September 23, 2019 (the “Meeting”), pursuant to proper notice.

Chairman LaWanda D. Harris, 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:

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 Regular Board Meeting scheduled for Monday, September 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:

Darion Warren, CFM, JMAA’s Interim Chief Executive Officer
John L. Walker, Esq., Walker Group, PC, Attorneys at Law
Kevin Bass, Esq., Walker Group, PC, Attorneys at Law
And persons listed on **EXHIBIT A: Sign-in Sheet for 9-23-19**

II. INVOCATION

Commissioner James L. Henley Jr. gave the Invocation.

III. APPROVAL OF BOARD NOTICES

- A. Notice of the Board of Commissioners Attending the Airport Minority Advisory Council (AMAC) 2019 Annual Conference, August 19, 2019, through August 23, 2019.

- B. Notice of the Monthly Pre-Work Session Friday, September 13, 2019, at Noon at Hawkins Field Airport (HKS).
- C. Notice of the Board of Commissioners Attending the Hinds County, Mississippi, State Delegation Tour, September 18, 2019, at 11:00 a.m. at Hawkins Field Airport (HKS).

RESOLUTION CY-2019-140

APPROVAL OF THE: (I) NOTICE OF THE BOARD OF COMMISSIONERS ATTENDING THE 2019 ANNUAL AIRPORT MINORITY ADVISORY COUNCIL CONFERENCE FROM AUGUST 19, 2019 THROUGH AUGUST 23, 2019; (II) NOTICE OF THE SEPTEMBER 13, 2019 PRE-WORK SESSION; AND (III) NOTICE OF THE BOARD OF COMMISSIONERS ATTENDING THE HINDS COUNTY, MISSISSIPPI, STATE DELEGATION TOUR, SEPTEMBER 18, 2019 AT 11:00 A.M. AT HAWKINS FIELD AIRPORT (HKS)

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

RESOLVED, that the Board hereby approves the: (i) Notice of the Board of Commissioners attending the Airport Minority Advisory Council (AMAC) 2019 Annual Conference from August 19, 2019 through August 23, 2019; (ii) Notice of the Monthly Pre-Work Session Friday, September 13, 2019, at noon at Hawkins Field Airport (HKS); and (iii) Notice the Board of Commissioners attending the Hinds County, Mississippi, State Delegation Tour, September 18, 2019, at 11:00 a.m. at Hawkins Field Airport (HKS).

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

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IV. APPROVAL AND EXECUTION OF MINUTES

- A. August 26, 2019 Combined Rescheduled August 22, 2019 Regular Monthly Work Session and Rescheduled August 26, 2019 Regular Monthly Meeting.

RESOLUTION CY-2019-141

APPROVAL OF THE AUGUST 26, 2019 COMBINED RESCHEDULED AUGUST 22, 2019 REGULAR MONTHLY WORK SESSION AND RESCHEDULED AUGUST 26, 2019 REGULAR MONTHLY BOARD MEETING MINUTES

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

Henley, and seconded by Commissioner LTC(R) Wright, the Minutes of the August 26, 2019 Combined Rescheduled August 22, 2019 Regular Monthly Work Session and Rescheduled August 26, 2019 Regular Monthly 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 August 26, 2019 Combined Rescheduled August 22, 2019 Regular Monthly Work Session and Rescheduled August 26, 2019 Regular Monthly 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

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V. PUBLIC COMMENTS

1. Cornell Mays, Jacobsen Daniels' Associate Vice-President for Planning Services, approached the podium and thanked the Board and Staff for assisting with the work required to open the restaurant concessions in both concourses of the Jackson-Medgar Wiley Evers International Airport.

2. Tim Gretkierewicz, of the Bank of Ann Arbor Officer, approached the podium and informed the Board that the Bank of Ann Arbor is providing financing to Jacobsen Daniels for the restaurant project. Further, he stated that the Bank of Ann Arbor is elated to support Jacobsen Daniels in the concession project.

3. Kurt Schwager, Jacobsen Daniels' Vice-President for Operational Services, approached the podium and thanked the Commissioners for visiting the new concessions on the West Concourse. He encouraged them to continue providing any comments and suggestions because they are beneficial. Further, he informed the Board that the Concessions in the East Concourse would be finished within the next week. He also announced that Jacobsen Daniels is very excited about the project and really appreciates the support from Staff.

VI. REPORTS

A. Report from the Chairman

Chairman Harris announced that she would provide the Chairman's Report at the end of the meeting.

B. Interim Chief Executive Officer

1. Airport Project Manager Summary, Period Ending August 31, 2019
.....**Page 1¹**

Mr. Darion Warren, Interim CEO, then directed the Board’s attention to the Airport Project Manager Summary (“APMS”), found at pages 1-16 in the September 23, 2019 Regular Board Meeting Packet and distributed to the Board before the September 23, 2019 Board Meeting. The Board reviewed the Report and had no questions.

2. Airport Activity Statistics Report, Period Ending August 31, 2019
.....**Page 17**

Next, Mr. Warren directed the Board’s attention to the Airport Activity Statistics Report (“AASR”), found at pages 17-29 in the September 23, 2019 Regular Board Meeting Packet and distributed to the Board before the September 23, 2019 Regular Board Meeting. The Board reviewed the Report and had no questions.

C. Attorney

Attorney Walker informed the Board of Commissioners that there were no items on the agenda from the Board Counsel.

VII. ACTION ITEMS

A. Financial Matters

1. Financial Reports for August 2019:

a. Balance Sheet: Accept.....Page 30

RESOLUTION CY-2019-142

RESOLUTION ACCEPTING/APPROVING THE AUGUST 2019 BALANCE SHEET

Upon motion by Vice-Chairman Bernard, seconded by Commissioner Martin, the following **RESOLUTION** was made and approved by a 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 for the month and period ending August 31, 2019, which is included in the Packet at pages 30-31, and was distributed to the Board prior to the September 23, 2019 Regular Board Meeting.

¹ The page numbers herein are the page numbers contained in the Meeting Packet which is attached as an Exhibit to the September 23, 2019 Regular Board Meeting (“Meeting”) Minutes.

IT IS, THEREFORE, RESOLVED that the Board hereby accepts and approves the August 2019 Balance Sheet.

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

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b. Income Statement: Accept.....Page 32

RESOLUTION CY-2019-143

RESOLUTION ACCEPTING/APPROVING THE AUGUST 2019 FINANCIAL INCOME STATEMENT

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

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") reviewed and considered the Authority's Income Statement for the month and period ending August 31, 2019, which is included in the Packet at pages 32-34 and was distributed to the Board prior to the September 23, 2019 Regular Board Meeting.

IT IS, THEREFORE, RESOLVED that the Board hereby accepts and approves the August 2019 Income Statement.

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

c. Claims Docket for August 2019: Approve.....Page 35

RESOLUTION CY-2019-144

RESOLUTION ACCEPTING/APPROVING THE AUGUST 2019 CLAIMS DOCKET

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

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") reviewed and considered the Authority's Claims Docket for the month and period ending August 31, 2019, which is included in the Packet at pages 35-38, and was distributed to the Board prior to the September 23, 2019 Regular Board Meeting.

IT IS, THEREFORE, RESOLVED that the Board hereby authorizes payment of the claims appearing on the August 2019 Claims Docket in the amount of \$639,872.14.

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

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B. Construction Projects

None.

C. Procurements

None.

D. Service Agreements

- 1. Quick Turn Around Facility, JMAA: Authorization to Amend Agreement (Leo A Daly).....Page 39*

RESOLUTION CY-2019-145

RESOLUTION AUTHORIZING: (I) JACKSON MUNICIPAL AIRPORT AUTHORITY STAFF TO AMEND THE EXISTING PROFESSIONAL SERVICES AGREEMENT WITH LEO A DALY COMPANY; (II) APPROVAL OF ADDITIONAL FEES; AND (III) APPROVAL OF NEW CONTRACT AMOUNT

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

WHEREAS, the Board has considered the request of Jackson Municipal Airport Authority (“JMAA”) Staff for: (i) authority, after review by legal counsel for JMAA, to amend the existing Professional Services Contract Agreement (“Agreement”) with Leo A Daly Company (“Daly”) for architectural, engineering and related services in connection with development of a Quick Turnaround Area (“QTA”) facility at JAN; (ii) approval of additional fees for architectural, engineering, and related services related to modification of the initial QTA design in the amount of \$491,428.00; and (iii) approval of the new contract amount of \$1,575,428.00; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated September 23, 2019, found at pages 39-41 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) JMAA’s Staff, after review by legal counsel for JMAA, is authorized to amend the existing Professional Services Contract Agreement (“Agreement”) with Leo A Daly Company (“Daly”) for architectural, engineering, and related services in connection with development of a Quick Turnaround Area (“QTA”) facility at JAN; (ii) the additional fees for architectural, engineering, and related services related to modification of the initial QTA design in the amount of \$491,428.00 are approved; and (iii) the new contract amount of \$1,575,428.00 is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that such requests are fully explained in the Memorandum dated September 23, 2019, found at pages 39-41 of the Meeting Packet.

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

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E. Grants

None

F. Other Matters

- 1. Lease Agreement, JMAA: Authorization to Amend Lease Agreement (Delta Airlines).....Page 42*

RESOLUTION CY-2019-146

RESOLUTION AUTHORIZING: (I) JACKSON MUNICIPAL AIRPORT AUTHORITY STAFF TO AMEND THE CURRENT AIRPORT USE PERMIT AND LEASE AGREEMENT WITH DELTA AIR LINES; AND (II) REDUCE THE AMOUNT OF SPACE DELTA LEASES FROM JMAA

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 Jackson Municipal Airport Authority (“JMAA”) Staff for authority to: (i) amend, after review by legal counsel for JMAA, the current Airport Use Permit and Lease Agreement of JMAA (“Agreement”) with Delta Air Lines, Inc. (“Delta”); and (ii) reduce the amount of space Delta leases from JMAA; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated September 23, 2019, along with the attached notification letter from Delta in which it requested to reduce its leased space, found at pages 42-44 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that JMAA’s Staff is authorized to: (i) amend, after review by legal counsel for JMAA, the current Airport Use Permit and Lease Agreement of JMAA (“Agreement”) with Delta Air Lines, Inc. (“Delta”) and (ii) to reduce in the amount of space Delta leases from JMAA; and

IT IS, THEREFORE, FURTHER RESOLVED that such requests are fully explained in the Memorandum dated September 23, 2019, along with the attached notification letter from Delta requesting to reduce its leased space, found at pages 42-44 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

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OPEN SESSION

The Board, pursuant to the motion of Commissioner Pastor Henley, seconded by Commissioner Martin, by a unanimous vote, resolved to close the Meeting. Chairman Harris asked all, except Mr. Darion Warren, 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 4:13 p.m.

CLOSED SESSION

After discussion regarding matters proposed to be discussed in Executive Session, Commissioner Pastor Henley moved that the Board enter Executive Session to consider: a potential litigation regarding a contract matter; two (2) potential economic development matters; a personnel matter regarding an incumbent employee; and a personnel matter regarding a prospective executive-level employee. Commissioner Martin seconded the motion, and the Commissioners unanimously resolved to enter Executive Session for the stated purposes.

The Closed Session ended at 4:17 p.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: a potential litigation regarding a contract matter; two (2) potential economic development matters; a personnel matter regarding an incumbent employee; and a personnel matter regarding a prospective executive-level employee. Further, she stated that Commissioner Pastor Henley made the motion to go into Executive Session, and Commissioner Martin seconded the motion. Continuing, she said the Commissioners unanimously resolved to enter Executive Session for the stated purposes.

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

The Board went into Executive Session at 4:20 p.m.

EXECUTIVE SESSION

During the Executive Session, the Board discussed the following: a potential litigation regarding a contract matter; two (2) potential economic development matters; a personnel matter regarding an incumbent employee; and a personnel matter regarding a prospective executive-level employee.

1. The Board took no action as to a potential economic development matter.

Mr. Jeremiah Gerald, Director of Air Service Strategy and Marketing at ASM Global Route Development, entered the Executive Session at 4:20 p.m. and exited at 4:54 p.m.

2. The Board took no action as to another potential economic development matter.

Bentley Miller Global Consulting, consisting of Christy Henry, President, and CEO; Michael Baptiste, Vice President of Business Development; Rodney Crenshaw, Vice President of Technology; and Edna Brown, Corporate Administrator, entered the Executive Session at 5:15 p.m. and exited at 6:18 p.m.

3. The Board took no action as to the potential litigation regarding a construction matter.

Ms. Arnetrius Branson, Chief Financial Officer, and Mr. Chad Parker, Properties Manager, entered the Executive Session at 6:35 p.m. and exited at 6:45 p.m.

4. The Board took the following action as to the personnel matter regarding an incumbent employee.

RESOLUTION CY-2019-147

RESOLUTION AS TO A PERSONNEL MATTER REGARDING AN INCUMBENT EMPLOYEE

Upon Motion by Commissioner Martin, seconded by Vice-Chairman Bernard, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the JMAA Board of Commissioners has considered a management level position and information provided by JMAA Staff during Executive Session; and

WHEREAS, the Board has further considered the discussion held during Executive Session.

IT IS, THEREFORE, RESOLVED that the Board authorizes the employment of a management-level employee identified during Executive Session for a management-level position with the benefit and compensation package identified during Executive Session.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

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5. *The Board took the following action as to a personnel matter regarding a prospective executive-level employee.*

RESOLUTION CY-2019-148

RESOLUTION REGARDING A JMAA PROSPECTIVE EXECUTIVE-LEVEL EMPLOYEE

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

WHEREAS, the Board has considered the information provided by JMAA Staff as to an executive-level position during the Executive Session; and

WHEREAS, the Board has further considered the discussion held during Executive Session.

IT IS, THEREFORE, RESOLVED that the Board authorizes the employment of an executive-level employee identified during Executive Session for an executive-level position with the benefit and compensation package identified during Executive Session.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

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Upon motion by Commissioner Pastor Henley, seconded by Vice-Chairman Bernard, and unanimous approval of the Commissioners present, the Executive Session ended at 7:02 p.m.

OPEN SESSION

Open Session reconvened at 7:05 p.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 then announced that during Executive Session, the above-stated actions were taken as to a personnel matter regarding an incumbent employee; a personnel matter regarding a prospective executive-level employee; and the vote of Commissioners. She also announced that no action was taken as to a potential litigation regarding a contract matter and two (2) potential economic development matters.

G. New Business

1. Mr. Warren announced Mr. Ron Marsalis, Operations Manager, was retiring effective September 30, 2019, after twenty (20) plus years of service at JMAA. Mr. Marsalis was invited to address the Board, and he came forward. Mr. Marsalis thanked JMAA for the many opportunities he was afforded during his tenure at JMAA.

2. Board Elections

Chairman Harris provided her report at this point on the Agenda. She summarized JMAA's accomplishments during her 2019 Fiscal Year tenure as Chairman of the JMAA Board of Commissioners and expressed her appreciation to the individuals and entities who supported and continues to support her and the Jackson Municipal Airport Authority ("JMAA"). Further, she thanked the Commissioners for their support and confidence in her.

RESOLUTION CY-2018-149

RESOLUTION REGARDING THE ELECTION OF THE VICE-CHAIRMAN OF THE BOARD OF COMMISSIONERS OF JMAA FOR FISCAL YEAR 2020

Upon motion by Chairman Harris, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and adopted by a unanimous vote (5-0-0) of all Commissioners.

WHEREAS, Chairman Harris nominated Commissioner Robert. E. Martin to be Vice-Chairman of the JMAA Board of Commissioners for Fiscal Year 2020 and Commissioner LTC(R) Wright seconded that nomination; and

WHEREAS, there were no further nominations.

IT IS, THEREFORE, RESOLVED that Commissioner Robert. E. Martin is elected as the Vice-Chairman of the JMAA Board of Commissioners during JMAA's Fiscal Year 2020.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

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RESOLUTION CY-2019-150

RESOLUTION REGARDING THE ELECTION OF THE CHAIRMAN OF THE BOARD OF COMMISSIONERS OF JMAA FOR FISCAL YEAR 2020

Upon motion by Commissioner LTC(R) Wright, seconded by Commissioner Martin, the following **RESOLUTION** was made and adopted by a unanimous vote (5-0-0) of all Commissioners.

WHEREAS, Commissioner LTC(R) Wright nominated Chairman/Commissioner LaWanda D. Harris to be Chairman of the JMAA Board of Commissioners for Fiscal Year 2020 and Commissioner Martin seconded that nomination; and

WHEREAS, there were no further nominations.

IT IS, THEREFORE, RESOLVED that Chairman/Commissioner LaWanda D. Harris is elected as the Chairman of the JMAA Board of Commissioners during JMAA's Fiscal Year 2020.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

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VIII. ADJOURNMENT

Thereafter, it was moved by Commissioner Martin, seconded by Vice-Chairman Bernard, and resolved by a unanimous vote, that the meeting of the Board was ADJOURNED at 7:24 p.m.

Respectfully submitted,

Ms. LaWanda D. Harris, Commissioner and Chairman

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

Pastor James L. Henley, Jr., Commissioner

Mr. Robert. E. Martin, Commissioner

LTC(R) Lucius Wright, Commissioner