

**SPECIAL MEETING OF
JACKSON MUNICIPAL AIRPORT AUTHORITY
BOARD OF COMMISSIONERS**

November 19, 2009

The Board of Commissioners (the “Board”) of the Jackson Municipal Airport Authority (the “Authority” or “JMAA”) met in the Community Room, Main Terminal Building, Jackson-Evers International Airport, in Jackson, Mississippi (“JEIA”), at 4:00 p.m. on Thursday, November 19, 2009 (the “Special Meeting”), pursuant to proper notice (the “Notice”), a copy of which is attached as an exhibit to the minutes of the Special Meeting.

I. CALL TO ORDER/ROLL CALL/DECLARATION OF QUORUM.

Chairman George E. Irvin, Sr. presided, called the Special Meeting to order, and called the roll of Commissioners.

The following Commissioners were present in person at the Special Meeting.

George E. Irvin, Sr., Chairman
Dr. Glenda Glover, Vice Chair
Earle Jones
Johnnie P. Patton, R. Ph.
Dr. Sylvia Stewart

Chairman Irvin noted that a quorum was present as required by the Bylaws, and announced that the Special Meeting would proceed.

The following other persons were also present at the Special Meeting.

Dirk B. Vanderleest, JMAA Chief Executive Officer
Bonnie Wilson, JMAA Chief Operating Officer
Gary Cohen, JMAA Chief Financial Officer
Woody Wilson, JMAA Senior Director of Capital Planning
Kenneth Randolph, JMAA Airport Police Commander
Denson Stasher, JMAA Director of Operations and Security
Jack Thomas, JMAA Director of Community Development and DBE Program
René Woodward, JMAA Director of Human Resources & Administration
Arnetrius Reed Branson, JMAA Controller
Cindy Crotchett, JMAA Executive Assistant
Larry Davis, JMAA Compliance Analyst
Joyce Tillman, JMAA Facilities Engineer
Doug Breckenridge, JMAA Operations Coordinator
Wayne Broadwater, JMAA Maintenance Technician
Michael Cody, JMAA Operations Coordinator
Garry Montgomery, JMAA Maintenance Manager

Calvert Sanders, JMAA Grounds Maintenance Technician
Alan Moore, Baker Donelson Bearman Caldwell & Berkowitz
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz
Chuck Lott, Neel-Schaffer, Inc.

II. APPROVAL AND EXECUTION OF MINUTES.

- A. Open Session and Executive Session of Special Work Session of the Board, October 25, 2009.
- B. Special Meeting and Retreat of the Board, October 25-26, 2009.
- C. Regular Monthly Meeting of the Board, October 26, 2009.

After discussion, upon motion duly made by Commissioner Glover, seconded by Commissioner Stewart, and unanimously approved by the affirmative votes of all Commissioners present, the above minutes were approved as presented and directed to be filed in the appropriate minute book and records of the Authority.

III. PUBLIC COMMENTS.

None.

IV. REPORTS.

A. Chief Executive Officer.

- 1. Airport Project Manager Summary, Period Ending October 31, 2009.
- 2. Airport Activity Statistics Report, Period Ending October 31, 2009.

Mr. Vanderleest directed the Board's attention to the Airport Project Manager Summary and the Airport Activity Statistics Report as found in the packet distributed to the Board prior to the Meeting (the "Packet"), and discussed these reports with the Board. A copy of the Packet is attached as an exhibit to the minutes of the Meeting.

- 3. Employee Recognitions.
 - a. Employee of the Month, November 2009.

- (1) Wayne Broadwater, Maintenance Technician, Department of Maintenance.

Mr. Vanderleest recognized and commended Mr. Broadwater as Employee of the Month for November 2009, and

said that this was Mr. Broadwater's second time to be named Employee of the Month.

b. Professional Development Recognitions.

(1) Michael Cody, Operations Coordinator, Department of Operations and Security.

(a) Airport Security Coordinating Training Sponsored by AAAE.

Mr. Vanderleest recognized and commended Mr. Cody on completing the Airport Security Coordinating Training, sponsored by AAAE, and said that Mr. Cody is now certified as an Airport Security Coordinator.

(2) Doug Breckenridge, Operations Coordinator, Department of Operations and Security.

(a) Airport Security Coordinating Training Sponsored by AAAE.

Mr. Vanderleest recognized and commended Mr. Breckenridge on completing the Airport Security Coordinating Training, sponsored by AAAE, and said that Mr. Breckenridge is now certified as an Airport Security Coordinator.

(3) Calvert Sanders, Grounds Maintenance Technician, Department of Maintenance.

(a) Achievement of Excellence (150 ATSI Tests) Sponsored by AAAE Airport Training & Safety Institute.

Mr. Vanderleest recognized and commended Mr. Sanders on achieving the Achievement of Excellence (150 ATSI Tests), sponsored by AAAE Airport Training & Safety Institute.

c. Professional Recognitions.

(1) Jackson Municipal Airport Authority: 2009 Platinum Award for Excellence, MMBA 9th Annual Awards Gala, Mississippi Minority Business Alliance, Inc.

(2) Jackson Municipal Airport Authority: Dedicated Service and Outstanding Accomplishments, 2009 Minority

Business Champion Award, MMBA 9th Annual Awards
Gala, Mississippi Minority Business Alliance, Inc.

Mr. Vanderleest said that JMAA had received two awards
at the recent 9th Annual Awards Gala of the Mississippi Minority
Business Alliance, as indicated above.

B. Attorney.

Mr. Moore said he had nothing to report at this time.

V. ACTION ITEMS.

A. Financial Matters.

1. Financial Reports for October 2009:
 - a. Balance Sheet: Accept.
 - b. Income Statement: Accept.
 - c. Claims Docket for October 2009: Approve.

Mr. Vanderleest directed the Board's attention to the Financial Reports for
October 2009 and the Claims Docket for October 2009, which were included in
the Packet.

After discussion, upon motion duly made by Commissioner Stewart,
seconded by Commissioner Glover, and unanimously approved by the affirmative
votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION ACCEPTING FINANCIAL REPORTS FOR OCTOBER
2009 AND APPROVING AND AUTHORIZING PAYMENT OF CLAIMS
DOCKET FOR OCTOBER 2009**

WHEREAS, the Board of Commissioners (the "Board") of the Jackson
Municipal Airport Authority (the "Authority") has reviewed and considered (i)
certain financial statements for the Authority for the month and period ending
October 31, 2009 (the "Financial Reports"), and (ii) the Claims Docket of the
Authority for the month of October 2009 (the "Claims"), both the Financial
Reports and the Claims being (i) included in the packet distributed to the Board
prior to the November 19, 2009, Special Meeting of the Board, and (ii)
incorporated herein by reference;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby (i) accepts the
Financial Reports and (ii) approves and authorizes payment of the Claims in the
total amount of \$1,030,621.45.

B. Service Agreements.

No discussion or action was taken at the Meeting regarding service agreements.

C. Construction Projects.

1. JMAA Project No. 008-09, Deicing Fluid Tank Installation, JEIA: Authorize Agreement.
2. JMAA Project No. 001-10, Charlie Taxiway and Runway 11-29 Repairs, HKS: Authorize Agreements.
3. JMAA Project No. 003-10, Rubber Removal, Runway 16R-34L, JEIA: Authorize Agreement.

Mr. Vanderleest directed the Board's attention to the memoranda in the Packet which described these matters, and discussed these matters with the Board.

After discussion, upon motion duly made by Commissioner Patton, seconded by Commissioner Jones, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING CERTAIN ACTIONS
WITH RESPECT TO CERTAIN CONSTRUCTION PROJECTS**

WHEREAS, the staff of the Jackson Municipal Airport Authority (the "Authority") has recommended that the Board of Commissioners of the Authority (the "Board") approve and authorize certain actions with respect to certain construction projects identified below, all as more particularly described in certain memoranda (i) included in the packet distributed to the Board prior to the November 19, 2009, Special Meeting of the Board, and (ii) incorporated herein by reference (separately, each a "Memorandum;" collectively, the "Memoranda"); and

WHEREAS, the Board has reviewed the Memoranda and considered the recommendations therein by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, take the following action:

1. The Board approves and authorizes negotiation and execution of an agreement with Singley Construction Company, Inc., Environmental Services Division, for construction and installation of a bulk deicing fluid storage tank for use by Delta Air Lines at Jackson-Evers International Airport (the "Singley Agreement"), said Singley Agreement to be in such form and to contain such terms and conditions consistent with the

Memorandum dated November 7, 2009, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

2. The Board approves and authorizes negotiation and execution of separate agreements with (i) American Field Services Corporation and Sunbelt Sealing, Inc. for repairs to Taxiway Charlie and Runway 11-29 at Hawkins Field (the "AFS Agreement" and the "SSI Agreement," respectively), said AFS Agreement and SSI Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated November 7, 2009, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.
3. The Board approves and authorizes negotiation and execution of an agreement with CKS Hydro Services, Inc. for removal of waste rubber deposits from Runway 16R-34L at Jackson-Evers International Airport (the "CKS Agreement"), said CKS Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated November 7, 2009, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

D. Procurements.

1. Fuel Purchases, JMAA: Approve Terms and Authorize Purchases.

Mr. Vanderleest directed the Board's attention to the memorandum in the Packet which described this matter, and discussed this matter with the Board.

After discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Glover, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING FUEL PURCHASE
AGREEMENT WITH WARING OIL COMPANY, LLC**

WHEREAS, after receiving and reviewing two (2) written quotes, the staff of the Jackson Municipal Airport Authority (the "Authority") has recommended that the Board of Commissioners (the "Board") of the Authority approve and authorize negotiation and execution of a purchase agreement (the "Waring Agreement") with Waring Oil ("Waring"), pursuant to which Waring will sell fuel to the Authority through November 24, 2010, as more particularly described in that certain memorandum dated November 10, 2009, which is (i) included in the packet distributed to the Board prior to the November 19, 2009, Special Meeting of the Board and (ii) incorporated herein by reference (the "Memorandum"); and

WHEREAS, the Board has reviewed the Memorandum and considered the recommendation therein by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, approve and authorize negotiation and execution of the Waring Agreement, said Waring Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

E. Grants.

No discussion or action was taken at the Meeting regarding grants.

F. Other Matters.

1. East Metro Corridor: Authorize Application to Federal Aviation Administration to Release Land from Aeronautical Use Obligations.

Mr. Vanderleest directed the Board's attention to the memorandum in the Packet which described this matter, and discussed this matter with the Board.

After discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Glover, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING APPLICATION TO
FEDERAL AVIATION ADMINISTRATION TO RELEASE LAND AT
JACKSON-EVERS INTERNATIONAL AIRPORT FROM
AERONAUTICAL USE OBLIGATIONS**

WHEREAS, by resolution duly adopted on June 22, 2009, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") approved and authorized the contribution of up to \$2.5 million to be combined with other federal, state and local funds and used for construction of Segment 1 of the East Metro Corridor, which when completed will connect Highway 25 (Lakeland Drive) at Old Fannin Road on the north with U. S. Highway 80/Interstate 20 on the south at Crossgates Boulevard; and

WHEREAS, most of Segment 1 of the East Metro Corridor will be constructed on property comprising a part of Jackson-Evers International Airport ("JEIA"); and

WHEREAS, when completed, the East Metro Corridor will provide access for development of the east side of JEIA; and

WHEREAS, all of the property at JEIA which will be crossed by the East Metro Corridor (the “Property”) is currently dedicated for aeronautical use; and

WHEREAS, in order to construct the East Metro Corridor across JEIA, the Federal Aviation Administration (“FAA”) must release the Property from aeronautical use obligations; and

WHEREAS, the staff of the Authority has recommended that the Board approve and authorize an application to FAA to release the Property from aeronautical use obligations for the purpose of constructing and maintaining the East Metro Corridor;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves and authorizes the preparation and submittal of an application to FAA to release the Property from aeronautical use obligations for the purpose of constructing and maintaining the East Metro Corridor.

2. JMAA Project No. 004-10, Timber Assessment and Sale, JEIA: Authorize Agreement.

Mr. Vanderleest directed the Board’s attention to the memorandum in the Packet which described this matter, and discussed this matter with the Board.

After discussion, upon motion duly made by Commissioner Jones, seconded by Commissioner Glover, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted the following resolution.

RESOLUTION AUTHORIZING TIMBER ASSESSMENT AT JACKSON-EVERS INTERNATIONAL AIRPORT

WHEREAS, the Jackson Municipal Airport Authority (the “Authority”) operates Jackson-Evers International Airport (“JEIA”) in Rankin County, Mississippi; and

WHEREAS, a portion of the real property at JEIA will be used as right-of-way for the East Metro Corridor, a roadway which will connect Highway 25 (Lakeland Drive) at Old Fannin Road on the north with U. S. Highway 80/Interstate 20 on the south at Crossgates Boulevard (the “Right of Way Property”); and

WHEREAS, the Right of Way Property is largely undeveloped and heavily wooded; and

WHEREAS, unless the Authority sells the timber from the Right of Way Property prior to a contract being let to construct the East Metro Corridor over the Right of Way Property, the Authority will not receive any benefit from removal of any merchantable timber on the Right of Way Property; and

WHEREAS, in light of the foregoing, the staff of the Authority has recommended that the Board of Commissioners (the “Board”) of the Authority

approve and authorize negotiation and execution of an agreement with Ken Ezelle (“Ezelle”), a registered forester previously used by the Authority in connection with timber sales by the Authority, to perform an analysis of the timber located on the Right of Way Property to determine whether there is sufficient merchantable timber to make a sale of such timber worthwhile (the “Ezelle Agreement”); and

WHEREAS, the staff of the Authority has also recommended that the Ezelle Agreement provide that if Ezelle determines there is sufficient merchantable timber to warrant a sale, Ezelle will be employed to assist the Authority in advertising for bids for the sale of the merchantable timber; and

WHEREAS, as more particularly described in that certain memorandum dated November 16, 2009, which is (i) included in the packet distributed to the Board prior to the November 19, 2009, Special Meeting of the Board and (ii) incorporated herein by reference (the “Memorandum”); and

WHEREAS, the Board has reviewed the Memorandum and considered the recommendations therein by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, approve and authorize negotiation and execution of the Ezelle Agreement, said Ezelle Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

3. Confidential Personnel Matter.

a. Closed Session.

At approximately 4:55 p.m., upon motion duly made by Commissioner Stewart, seconded by Commissioner Jones, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted a resolution authorizing the Board to enter Closed Session for the limited purpose of considering whether to enter into Executive Session for the limited purpose of discussing and taking action regarding a certain personnel matter which required confidential treatment, and which could lead to litigation.

The Board requested that Mr. Vanderleest, Mr. Moore and Mr. Wagner remain with the Board during the Closed Session. At this time, everyone else vacated the Closed Session.

At approximately 4:56 p.m., during the Closed Session, upon motion duly made by Commissioner Jones, seconded by Commissioner Stewart, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted a resolution authorizing the

Board to enter into Executive Session for the limited purpose of discussing and taking action regarding a certain personnel matter which required confidential treatment, and which could lead to litigation.

The Board requested that Mr. Vanderleest, Mr. Moore and Mr. Wagner remain with the Board during the Executive Session.

Mr. Wagner then informed those outside the Meeting that the Board had voted to enter Executive Session for the limited purpose of discussing and taking action regarding a certain personnel matter which required confidential treatment, and which could lead to litigation.

b. Executive Session.

At approximately 4:57 p.m., the Board met in Executive Session.

c. Open Session.

At approximately 5:45 p.m., the Board reconvened the Meeting in Open Session. Mr. Wagner went outside the Meeting to announce that the Meeting had reconvened in Open Session. No one previously outside the Meeting joined the Meeting at this time.

Chairman Irvin announced that, during the Executive Session, the Board had discussed a certain personnel matter which required confidential treatment, and which could lead to litigation, and had taken certain actions on that matter, which the Board had determined should remain confidential.

VI. DISCUSSION: STRATEGIC INITIATIVES.

No discussion or action was taken at the Meeting regarding strategic initiatives.

VII. ADJOURNMENT.

There being no further business to come before the Special Meeting, upon motion duly made by Commissioner Glover, seconded by Commissioner Patton, and unanimously approved by the affirmative votes of all Commissioners present, the Special Meeting was adjourned.

Respectfully submitted,

George E. Irvin, Sr., Chairman

Dr. Glenda Glover, Vice Chair

Earle Jones

Johnnie P. Patton, R. PH.

Dr. Sylvia Stewart