

**COMBINED WORK SESSION AND BOARD MEETING OF JACKSON MUNICIPAL  
AIRPORT AUTHORITY BOARD OF COMMISSIONERS  
NOVEMBER 27, 2017**

**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 Combined Work Session and 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 Monday, November 27, 2017 (the “Meeting”), pursuant to proper notice. A copy of the Notice is attached as an Exhibit to the November 27, 2017 Combined Work Session and Board Meeting Minutes.

Chairman Pastor James L. Henley, Jr., 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:

Pastor James L. Henley, Jr., Chairman  
LTC(R) Lucius Wright, Commissioner  
Rosie L.T. P. Johnson, Ph.D., 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 Combined Work Session and Board Meeting scheduled for 8:30 a.m. on Monday, November 27, 2017, 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, 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  
John R. May, Esq., The May Law Firm, PLLC, Attorneys at Law  
And persons listed on **EXHIBIT A: Sign in Sheet for 11-27-17**

**II. INVOCATION**

Commissioner Rosie L.T. P. Johnson, Ph.D. gave the Invocation.

**III. APPROVAL OF BOARD NOTICE**

A. Notice Regarding the Board’s Chairman and Vice Chairman meeting with JMAA

Staff on Monday, November 20, 2017 at 12:00 p.m. (Noon).

**RESOLUTION CY-2017-148**

**APPROVAL OF THE NOTICE OF THE MEETING ON MONDAY, NOVEMBER 20, 2017 AT 12:00 P.M. (NOON) OF THE BOARD'S CHAIRMAN AND VICE CHAIRMAN WITH JMAA STAFF**

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

**RESOLVED**, that the Board hereby approves the Notice of the Monday, November 20, 2017, 12:00 P.M. (Noon) meeting of the Board's Chairman and Vice Chairman with JMAA Staff.

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

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**IV. APPROVAL AND EXECUTION OF MINUTES**

- A. Regular Work Session of Board of Commissioners, October 19, 2017.
- B. Regular Meeting of the Board of Commissioners, October 23, 2017.

**RESOLUTION CY-2017-149**

**APPROVAL OF THE OCTOBER 19, 2017 REGULAR WORK SESSION MINUTES AND THE OCTOBER 23, 2017 REGULAR BOARD MEETING MINUTES**

After discussion and review and upon the motion made Commissioner LTC(R) Wright, seconded by Commissioner Dr. Johnson, the Minutes of the Regular Work Session, October 19, 2017 and the Regular Board Meeting, October 23, 2017, were approved by unanimous vote of the Commissioners present and the following resolution was made and entered.

**RESOLVED**, that the Board hereby approves the Minutes of the Regular Work Session, October 19, 2017 and the Regular Board Meeting, October 25, 2017, as presented, and directs that said Minutes be filed in the appropriate Minute Book and Records of the Authority.

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

November 27, 2017

**V. PUBLIC COMMENTS**

None.

**VI. REPORTS**

**A. Report from the Chairman**

For the Chairman's Report, Chairman Pastor Henley announced to the staff and all in attendance one that "Transparency Equals Trust."

He then recognized Mr. Carl D. Newman, CEO, to present his reports.

Commissioner Evelyn O. Reed entered the Combined Work Session and Board Meeting at 8:32 a.m.

**B. Chief Executive Officer**

**1. Airport Project Manager Summary, Period Ending  
October 31, 2017.....Page 1<sup>1</sup>**

Mr. Newman directed the Board's attention to the Airport Project Manager Summary ("APMS"), found on pages 1-17 in the Packet and distributed to the Board prior to the Combined Work Session and Board Meeting. The Board reviewed the Report and had no questions.

**2. Airport Activity Statistics Report, Period Ending  
October 31, 2017.....Page 18**

Mr. Newman directed the Board's attention to the Airport Activity Statistics Report, which was distributed prior to the Combined Work Session and Board Meeting and found at pages 18-30 in the November 27, 2017 Combined Work Session and Regular Meeting Packet. The Board reviewed the Report and had no questions.

**3. Greater Jackson Alliance**

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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 November 27, 2017 Combined Work Session and Board Meeting Minutes.

Next, Mr. Newman announced that Greg Word, of the Greater Jackson Alliance (“GJA”) was present at the Combined Work Session and Regular Meeting to provide a report. He asked Mr. Word to address the Board.

Mr. Word distributed the document entitled “Greater Jackson Alliance Mississippi 11.27.2017 Highlights” to the Board, which is attached to the Minutes of the Combined Work Session and Regular Meeting. Mr. Word then addressed the Board of Commissioners and stated information related to the “Highlights” as they are listed in the document. Below are a few of the salient points provided during the presentation as well as the Commissioners’ questions and Mr. Word responses thereto.

Mr. Word informed the Board that during 2018, GJA, which is a part of the Greater Jackson Chamber Partnership (“Partnership”), will be refocusing its brand, which will be revealed during the January 24, 2018 GJA meeting. He also stated that GJA will be working a lot more with the Partnership in the future. Next, he provided information related to the following topics: expanding drone capabilities, raising awareness for the Jackson Metro with Business Publication, seeking grant opportunities, European American Industrial Council-Lead Generation for the Jackson Metro, Border Adjustment Tax, Southwest Airlines airport survey, and the One Lake Project.

In response to Commissioner Dr. Johnson’s inquiry as to the Board reviewing the overall strategic plan for GJA to see where JMAA fits into its Plan, Mr. Word said an unofficial strategic plan exist. He will send it to Mr. Newman for distribution to the Board.

Commissioner LTC(R) Wright then asked if there are minutes taken at the GJA quarterly meetings that the Board can review. In response, Mr. Word stated that the meeting is informal and no minutes are taken.

Mr. Newman added that he attends the meetings and takes notes, after which he provides a report to the Board concerning.

Vice Chairman LaWanda D. Harris entered the Combined Work Session and Board Meeting at 8:36 a.m. during the Greater Jackson Alliance presentation.

#### **4. Allied Aviation Partners, LLC**

Commissioner LTC(R) Wright introduced Allied Aviation Partners, LLC to speak to the Board concerning a potential economic development project in Jackson, MS. Commissioner LTC(R) Wright then asked Mr. Porter Bingham and Mr. Jalal Haidar to address the Board.

Mr. Bingham introduced himself as a Jackson, MS native and informed the Board of his background, work experience, and cliental in the City of Jackson and around the State of Mississippi. He then introduced Mr. Jalal Haidar to address the Board.

Mr. Haider informed the Board of his background and work experience. He stated that he is the current manager of the World Aviation Firm, which is an aviation thinktank involved in infrastructure development and aviation policy issues. He stated that Jackson, MS is in a geographical hub that currently requires, and in the future, will require, composite materials. He informed the Board that Jackson, MS is in an ideal place to manufacture composite materials that will be utilized in the aviation industry. He stated that this is the case for three (3) reasons. First, because of its location near the oil refineries on the Gulf Coast and the raw materials required to make the composite material. Second, there are several universities available for possible partnerships for training, etc. and there is an abundance of under-utilized facilities at Hawkins Airport. He added that this is particularly important as the aviation industry is expecting a generational shortage in aviation personnel. Third, he referenced a recreational air show, and stated that statistical data shows that air shows bring in revenue and jobs.

He informed the Board that he and Mr. Bingham would be happy to come before the Board at a future date and provide some statistical and empirical data as to the manufacturing project. He explained that having the manufacturing entity in Jackson, MS would enhance the shipping, warehousing and cargo businesses as well.

In response to Commissioner Dr. Johnson's inquiry as to the possible next steps, Mr. Haidar informed the Board that this project would be completely funded by Allied Aviation Partners, LLC. This is because several potential partners have already been identified in the areas that are manufacturers, end users, and providers of training/education, and funding.

Next, in response to LTC(R) Wright's inquiry, Mr. Haidar stated that the City of Jackson has the appropriate location, transportation, infrastructure, real estate, and buildings at Hawkins Field for this type of economic development manufacturing project.

**5. *Statistics of JMAA's Payments to Minority Businesses and City of Jackson, MS Based Businesses During October 2017***

Mr. Newman recognized Mr. Jack Thomas, Director of DBE and Community Development, to discuss the statistics as to payments by JMAA to minority businesses and City of Jackson, MS based businesses during the month of October 2017.

Mr. Thomas informed the Board about the following payment statistics of JMAA

during the month of October 2017, as to minority businesses and City of Jackson, MS based businesses.

- Percentage of Direct and Indirect Payments to MWBE or DBE Firms: 31% of the Total Amount of Eligible Payments;
- Percentage of Payments to City of Jackson, MS based firms: 8.3%.

Mr. Thomas explained that if payments to JMAA's legal team are subtracted, payments to DBEs will equal to 28% of the docket.

He then explained that the payments reflected at page 3959 of the MWDBE handout under the "subcontract payments to MWDBEs" section represent payments that were paid to sub-contractors that are working with prime contractors under an agreement with JMAA.

**6. *Update on the Jackson Municipal Airport Authority Enterprise Website: JMAA.com.***

Mr. Newman recognized Mr. Bryan Helaire, Director of Information Technology, to update the Board of Commissioners on the status of the upcoming launch of JMAA's New Enterprise website, which will modernize the current corporate website, JMAA.com.

Mr. Helaire then explained that the current website design is outdated and needs to be improved aesthetically. Additionally, it is not user friendly and difficult to view on devices such as cell phones and tablets. He further addressed the Board and presented from the JMAA PowerPoint Presentation on pages 3-12. The JMAA PowerPoint Presentation is attached as an exhibit to the November 27, 2017 Combined Work Session and Board Meeting Minutes.

**7. *Update on Advertisement Concession***

Mr. Newman informed the Board that during December 2017, Staff will be requesting authority to solicit proposals related to the advertisement concession. He then recognized Ms. Robin Byrd, Procurement Manager, to update the Board of Commissioners on the status of the advertisement concession.

Ms. Byrd then explained to the Board the actions being taken by Staff to support a successful solicitation process as to the advertisement concession. First, she announced that Staff has identified locations inside the terminal (internally), as well as externally, that are appropriate for potential advertising. She also stated that there will be an internal and external solicitation process. She informed the Board that Staff researched aviation industry practices regarding advertisement concessions. Those practices recommend a separate solicitation process for internal and external advertisement concessionaires. Specifically, she stated that utilizing this process

provides disadvantaged business enterprises and local businesses more of an opportunity to compete or partner up with other entities. Additionally, she informed the Board that Staff has been working with JMAA's DBE department to conduct outreach to DBEs and local entities as to the solicitation.

Next, she explained that as to the external advertisements, some require Federal Aviation Association ("FAA") approval. Therefore, staff is working to ensure that the external areas selected by Staff are in line with the FAA regulations.

Lastly, Ms. Byrd reiterated that Staff, during December 2017, will be requesting the authority to solicit proposals from advertisement concessionaires. She added that Staff is excited about this project. This is because it provides the opportunity to upgrade the technology that is currently utilized as to advertisements, secure more capital investment, make aesthetic improvements, and generate more revenue for JMAA from advertisements.

In response to Chairman Pastor Henley's inquiry, Ms. Byrd informed the Board that the solicitation will include external advertisements which will incorporate electronic billboards located in various locations and at intersections on Old Brandon Rd.

#### **8. *Edge4Vets Program***

Mr. Newman recognized Ms. Renee Antoine, Director of Human Resources and Administration, to provide information to the Board of Commissioners as to the Edge4Vets program.

Ms. Antoine distributed a few articles related to the Edge4Vets program. She explained to the Board that Staff met with the a Edge4Vets representative, and Staff is looking forward to partnering with the Edge4Vets program in the future. She then explained what the Edge4Vets program entails and provided some history of the program. Ms. Antoine presented from the JMAA PowerPoint Presentation on pages 13-17. The JMAA PowerPoint Presentation is attached as an exhibit to the November 27, 2017 Combined Work Session and Board Meeting Minutes.

Commissioner Reed thanked the Staff for providing the presentation on the Edge4Vets Program.

Commissioner LTC(R) Wright then announced that he has some contacts within the Program, as well, information pertaining to the Program. He will share the same with Ms. Antoine as possibly they will be helpful in facilitating a productive relationship between JMAA and the Program.

Mr. Newman announced that JMAA's employee Christmas luncheon is Monday December 11, 2017 at 11:30 a.m. He invited the Board Members to attend.

**C. Attorney**

1. Attorney Walker referenced the Attorney General’s Opinion previously circulated by the Board and explained that the opinion authorizes JMAA to provide notice for the Special and Emergency Meetings solely on the JMAA website, if that is the notice method the Board wants to use. Further, he explained that the Bylaws would need to be amended to choose that method. He suggested that, if the Board decides to amend the Bylaws as to the method of giving notice of Special and Emergency Meetings, at that time, the Board also make any other desired amendments. He stated that making all desired amendments at one time is the best procedure. Therefore, he recommended that the Commissioners review the Bylaws and forward to the Board Counsel any desired amendments. Afterward, Board Counsel would compile and present to the Board for consideration all desired amendments.
2. Next, Attorney Walker announced that there were several matters that he recommended the Board take up during an Executive Session. Therefore, he recommended the Board enter Closed Session to consider said matters at an appropriate time.

**VII. ACTION ITEMS**

**A. Financial Matters**

**I. Financial Reports for October 2017:**

*(a) Balance Sheet: Accept.....Page 31*

*(b) Income Statement: Accept..... Page 33*

Mr. Newman directed the Board’s attention to the Balance Sheet, Income Statement, and Claims Docket for October 2017, which was included in the Packet, and he discussed them with the Board. Mr. Newman stated that the Board would be asked to adopt resolutions accepting the Balance Sheet and Income Statement for October 2017 and approving payment of the Claims Docket for October 2017.

Afterward, Mr. Newman recognized Ms. Arnetrius Branson, Chief Financial Officer, and asked her to address the Board.

Ms. Branson gave highlights of the major components of each financial statement for October 2017 as follows:

Regarding the Balance Sheet, Ms. Branson informed the Board that total assets increased by \$3,500,000.00 or 2% during October 2017, as compared to October 2016. This increase was primarily due to increases in work-in-progress and property, plant and equipment netted against an increase in accumulated depreciation. For

October 2017, unrestricted cash was \$13,300,000.00. While total cash for October 2017 was \$47,000,000.00, which is a \$1,900,000.00 or 4% decrease in total cash, as compared to October 2016.

Total liabilities increased by \$893,000.00, which is equal to 2%, as compared to October 2016, primarily due to a \$2,000,000.00 increase in current liabilities. The increase in current liabilities was primarily due to a \$1,900,000.00 increase in accounts payable relating to major construction expenses such as the following:

- Dale Partners / Concession Improvement - \$3,000.00
- Faith Group / Access Control Project - \$10,000.00
- Flagstar / Concessions Facility Improvements - \$32,000.00
- Gregory Construction / HKS Runway 11/29 Rehab - \$81,000.00
- IMS Engineers / West Runway / Taxiway - \$46,000.00
- Infax / Queue Monitoring Solution - \$18,000.00
- Kimley Horn / Various - \$28,000.00
- E. Malone / Atlantic Aviation Roof - \$54,000.00
- Neel Schaffer / HKS Runway 11/29 Rehab - \$3,000.00
- Superior / West Runway - \$1,300,000.00

Passenger enplanements for October 2017 were flat as compared to October 2016. Commercial landings were 5% above budget and cargo landings were 5% below budget as compared to October 2016.

Regarding the Income Statement, operating income for October 2017 was \$1,500,000.00 or \$75,000.00 above budget. This equates to 5%. The following items contributed to the variance:

1. Commercial landing fees: \$8,000.00 or 5% above budget
2. Parking: \$50,000.00 or 10% above budget
3. Rental Car Concessions: \$9,000.00 or 5% above budget

JMAA's total operating expenses for October 2017 were \$1,100,000.00, which equates to approximately 12% or \$149,000.00 below the budget.

1. Engineering/Architecture fees were \$13,000.00 above budget
2. Legal Fees were \$15,000.00 above budget

Net Operating Income for October 2017 was \$419,000.00, which was \$224,000.00 or 115% above budget.

Year to date, net operating income was \$419,000.00, which was \$224,000.00 or 115% above budget.

Capital and other income were \$400,000.00, which equates to \$766,000.00 or 66% below budget. This reduction was primarily due to federal and state grant revenue reductions caused by the work stoppage on the west runway.

For the month of October 2017, net income was \$46,000.00, which equals to \$533,000.00 or 92% below budget.

**RESOLUTION CY-2017-150**

**RESOLUTION ACCEPTING/APPROVING THE OCTOBER 2017 FINANCIAL REPORTS: BALANCE SHEET AND INCOME STATEMENT**

Upon motion by Vice Chairman Harris, seconded by Commissioner Dr. Johnson, 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 October 31, 2017, which were included in the Packet, at pages 31-34 and distributed to the Board prior to the November 27, 2017 Combined Work Session and Board Meeting.

**IT IS, THEREFORE, RESOLVED** that the Board hereby accepts and approves the October 2017 Financial Reports: Balance Sheet and Income Statement for October 2017.

Yeas: Harris, Henley, Johnson, Reed, Wright

Nays: None

Abstentions: None

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(c) **Claims Docket for October 2017: Approve.....Page 35**

As to the Claims Docket, regarding Claim No. 094239, in response to Commissioner Pastor Henley's request, Ms. Branson stated that the payment made to the City of Pearl, MS was Pearl's twenty percent (20%) share of seized funds retained by JMAA.

**RESOLUTION CY-2017-151**

**RESOLUTION APPROVING THE CLAIMS DOCKET FOR THE MONTH AND PERIOD ENDING OCTOBER 31, 2017**

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

**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 October 31, 2017, which was included in the Packet, at pages 35-39, and distributed to the Board prior to the November 27, 2017 Combined Work Session and Board Meeting.

**IT IS, THEREFORE, RESOLVED** that the Board hereby authorizes payment of the Claims in the amount of \$2,214,057.03.

Yeas: Harris, Henley, Johnson, Reed, Wright

Nays: None

Abstentions: None

November 27, 2017

**2. Early Issues.....Page 42**

Mr. Carl D. Newman, Chief Executive Officer, explained the Board Memorandum for Project Title: Early Issue, and the action requests listed therein, which appear on page 42 in the Packet.

**RESOLUTION CY-2017-152**

**RESOLUTION AUTHORIZING AN EARLY ISSUE PAYMENT FOR REIMBURSEMENTS TO COMMISSIONER EVELYN O. REED FOR TRAVEL EXPENSES, PAYMENT TO ELIZA PILLARS REGISTERED NURSES OF MISSISSIPPI ORGANIZATION AND PAYMENT TO JACKSON PUBLIC SCHOOLS/PARTNERS IN EDUCATION CAMPAIGN**

Upon motion by Commissioners LTC(R) Wright and Reed, seconded by Vice Chairman Harris, the following **RESOLUTION** was made and approved by unanimous vote.

**WHEREAS**, the Board has considered the request of JMAA's Staff for the authority to make a payment of \$136.20 to Commissioner Evelyn O. Reed, as reimbursement for travel expenses; and

**WHEREAS**, the Board has further considered the request of JMAA's Staff for authority to issue an advertisement payment in the amount of \$500.00 to the Eliza Pillars Registered Nurses of Mississippi Organization; and

**WHEREAS**, the Board has further considered the request of JMAA's Staff for authority to issue an advertisement payment for \$5,000.00 to the Jackson Public Schools/Partners in Education Campaign for the distribution of information promoting aviation careers; and

**WHEREAS**, these requests for payment were submitted after the deadline date for payments to be included on the current claims docket; and

**WHEREAS**, the Board finds that such requests, which are fully explained in a Memorandum dated November 27, 2017, at page 42 of the Combined Work Session and Board Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that the Board is authorized to make a payment of \$136.20 to Commissioner Evelyn O. Reed, as reimbursement for Travel expenses; and

**IT IS, THEREFORE, FURTHER RESOLVED** that the Board is authorized to issue an advertisement payment in the amount of \$500.00 to the Eliza Pillars Registered Nurses of Mississippi Organization; and

**IT IS, THEREFORE, FURTHER RESOLVED** that the Board is authorized to issue an advertisement payment for \$5,000.00 to the Jackson Public Schools/Partners in Education Campaign for the distribution of information promoting aviation careers; and

**IT IS, THEREFORE, FURTHER RESOLVED** that these requests for payment were submitted after the deadline date for payments to be included on the current claims docket; and

**IT IS, THEREFORE, FURTHER RESOLVED** that the Board finds that such requests are fully explained in a Memorandum dated November 27, 2017, at page 42 of the Combined Work Session and Board Meeting Packet.

Yeas: Harris, Henley, Johnson, Reed, Wright

Nays: None

Abstentions: None

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**3. Moody Investors Service: Cancellation of Service.....Page 40**

Ms. Arnetrius Branson, Chief Financial Officer, explained the Board Memorandum for Project Title: Cancellation of Services of Moody Investors Service, Incorporated, and the action request listed therein, which appear on pages 40-41 in the Packet. Ms. Branson further presented from the JMAA PowerPoint Presentation at pages 27-30. The JMAA PowerPoint Presentation is attached as an exhibit to the November 27, 2017 Combined Work Session and Board Meeting Minutes.

**RESOLUTION CY-2017-153**

**RESOLUTION AUTHORIZING CANCELLATION OF SERVICES OF MOODY'S INVESTORS SERVICE, INCORPORATED**

Upon motion by Commissioner Dr. Johnson, seconded by Commissioner Reed, the following **RESOLUTION** was made and approved by unanimous vote.

**WHEREAS**, the Board has considered the request of JMAA's Staff for authority to terminate credit-rating services performed by Moody's Investors Service, Incorporated relating to the Jackson Municipal Airport Authority's outstanding, publicly traded debt, specifically JMAA's Series 2005C Bonds; and

**WHEREAS**, the Board finds that such request, which is explained in the Memorandum dated November 27, 2017, at pages 40-41 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that JMAA's Staff is authorized to terminate credit-rating services performed by Moody's Investors Service, Incorporated relating to the Jackson Municipal Airport Authority's outstanding, publicly traded debt, specifically JMAA's Series 2005C Bonds; and

**IT IS, THEREFORE, FURTHER RESOLVED** that such request is fully explained in the Memorandum dated November 27, 2017, at pages 40-41 of the Meeting Packet.

Yeas: Harris, Henley, Johnson, Reed, Wright

Nays: None

Abstentions: None

November 27, 2017

**B. Construction Projects**

None.

**C. Procurements**

None.

**D. Service Agreements**

- 1. Master Plan, JAN: Authority to Amend the Existing Professional Services Contract Agreement; Approval of the Additional Not to Exceed Cost: Approval of the New Total Not to Exceed Contract Amount; and Approval of a Contract Term Extension (Reynolds, Smith, and Hills, Inc.).....Page 43***

Mr. Darion Warren, Director of Capitol Programming, explained the Board Memorandum for Project Title: JAN Master Plan, and the action requests listed therein, which appear on pages 43-46 in the Packet. Mr. Warren further presented from the JMAA PowerPoint Presentation at pages 34-37. The JMAA PowerPoint Presentation is attached as an exhibit to the

November 27, 2017 Combined Work Session and Board Meeting Minutes.

In response to Commissioner LTC(R) Wright's question, Mr. Warren informed that Board that Staff did not coordinate with the City of Jackson, as to the land zoning portion of this project.

Commissioner LTC(R) Wright then stated that the Board should be involved and have some input as to the airport property being zoned.

Next, in response to Commissioner Dr. Johnson's inquiry, Mr. Warren informed the Board that there is a detailed timeline by which the consultant must abide to prevent any setbacks and to ensure any setbacks are addressed.

#### **RESOLUTION CY-2017-154**

#### **RESOLUTION GRANTING: (I) AUTHORITY TO AMEND CONTRACT AGREEMENT WITH REYNOLDS, SMITH AND HILLS, INC. FOR SERVICES RELATED TO THE MASTER PLAN; (II) APPROVAL OF ADDITIONAL COSTS; (III) APPROVAL OF NEW CONTRACT TOTAL; AND (IV) APPROVAL OF CONTRACT EXTENSION**

Upon motion by Commissioner Dr. Johnson, seconded by Vice Chairman Harris, the following **RESOLUTION** was made and approved by unanimous vote.

**WHEREAS**, the Board has considered the request of JMAA's Staff for: (i) authority to amend the existing October 9, 2009 Professional Services Contract Agreement with Reynolds, Smith, and Hills, Inc. of Jacksonville, Florida ("RS&H") for planning and related services in connection with preparation of an update to the Master Plan at the Jackson-Medgar Wiley Evers International Airport; (ii) approval of the additional cost not to exceed \$60,000.00; (iii) approval of the new total contract amount not to exceed \$1,496,841.00; and (iv) approval of a contract term extension through June 30, 2018; and

**WHEREAS**, in 2014 RS&H provided consulting services to complete the Master Plan update, including forecasting, demand/capacity analysis, and facility requirements; and

**WHEREAS**, when RS&H submitted the updated Master Plan to the Federal Aviation Administration (FAA) the Master Plan followed the requirements of FAA Standard Operating Procedures ("SOP") 2.0; and

**WHEREAS**, in response to the updated submittal, the FAA informed RS&H that the Master Plan must meet the requirements of the FAA Standard Operating Procedure 3.0; and

**WHEREAS**, FAA SOP 3.0 requires airports to maintain and update the Exhibit 'A' property map included in the Master Plan; and

**WHEREAS**, the DBE Goal has not been met; however, JMAA’s DBE Director determined that RS&H made a good faith effort to meet the DBE Goal; and

**WHEREAS**, the Board finds that such requests, which are explained in the Memorandum dated November 27, 2017, at pages 43-46 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that: (i) the Board is authorized to amend the existing October 9, 2009 Professional Services Contract Agreement with Reynolds, Smith, and Hills, Inc. of Jacksonville, Florida for planning and related services in connection with preparation of an update to the Master Plan at the Jackson-Medgar Wiley Evers International Airport; (ii) the additional cost not to exceed \$60,000.00 is approved; (iii) the new total contract amount not to exceed \$1,496,841.00 is approved; and (iv) the contract term extension through June 30, 2018 is approved; and

**IT IS, THEREFORE, FURTHER RESOLVED** that in 2014 RS&H provided consulting services to complete the Master Plan update, including forecasting, demand/capacity analysis, and facility requirements; and

**IT IS, THEREFORE, FURTHER RESOLVED** that when RS&H submitted the updated Master Plan to the Federal Aviation Administration (FAA), the Master Plan followed the requirements of FAA Standard Operating Procedures (“SOP”) 2.0; and

**IT IS, THEREFORE, FURTHER RESOLVED** that in response to the updated submittal, the FAA informed RS&H that the Master Plan must meet the requirements of the FAA Standard Operating Procedure 3.0; and

**IT IS, THEREFORE, FURTHER RESOLVED** that FAA SOP 3.0 requires airports to maintain and update the Exhibit ‘A’ property map included in the Master Plan; and

**IT IS, THEREFORE, FURTHER RESOLVED** that JMAA’s DBE Director determined that RS&H made a good faith effort to meet the DBE Goal; and

**IT IS, THEREFORE, FURTHER RESOLVED** that the Board finds that such requests are fully explained in the Memorandum dated November 27, 2017, at pages 43-46 of the Meeting Packet.

Yeas: Harris, Henley, Johnson, Reed, Wright

Nays: None

Abstentions: None

November 27, 2017

2. *Air Service Development Consulting Services, JMAA: Authority to Execute a Professional Service Agreement UBMI Princeton, LLC (“UBM”).....Page 47*

Mr. Liston Sage, Marketing and Air Service Development Coordinator, explained the Board Memorandum for Project Title: Air Service Development Consulting Services, and the action request listed therein, which appear on pages 47-50 in the Packet. Mr. Sage further presented from the JMAA PowerPoint Presentation at pages 38-44. The JMAA PowerPoint Presentation is attached as an exhibit to the November 27, 2017 Combined Work Session and Board Meeting Minutes.

In response to Commissioner Reed's inquiry, Mr. Sage informed the Board that UBMI Princeton, LLC; ICF SH&E; and InterVISTAS were the only entities that responded to the second solicitation. Further, he stated all responses to the first solicitation were rejected.

#### **RESOLUTION CY-2017-155**

#### **RESOLUTION GRANTING AUTHORITY TO EXECUTE A PROFESSIONAL SERVICE AGREEMENT WITH UBMI PRINCETON, LLC FOR AIR SERVICE DEVELOPMENT CONSULTING SERVICES**

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

**WHEREAS**, the Board has considered the request of JMAA's Staff for: (i) authority to execute a professional service agreement with UBMI Princeton, LLC ("UBM"), a New York corporation that is registered in Mississippi, to provide air service development consulting services for the Jackson Municipal Airport Authority ("JMAA"); (ii) approval of the fee amount not to exceed \$70,000.00; and (iii) approval of the agreement term commencing upon execution of the agreement and ending one (1) calendar year thereafter; and

**WHEREAS**, Fahrenheit Creative Group, a Mississippi Limited Liability Corporation and certified Disadvantaged Business Enterprise ("DBE"), will support UBM by supplying Market Research & Advertising Services and shall receive at least twenty percent (20%) of the total amount paid by JMAA to UBM regarding this agreement; and

**WHEREAS**, the Board finds that such requests, which are explained in the Memorandum dated November 27, 2017, at pages 47-50 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that: (i) the Board is authorized to execute a professional service agreement with UBMI Princeton, LLC ("UBM"), a New York corporation that is registered in Mississippi, to provide air service development consulting services for the Jackson Municipal Airport Authority ("JMAA"); (ii) the fee amount not to exceed \$70,000.00 is approved; and (iii) the agreement term commencing upon execution of the agreement and ending one (1) calendar year thereafter is approved; and

**IT IS, THEREFORE, FURTHER RESOLVED** that Fahrenheit Creative Group, a Mississippi Limited Liability Corporation and certified Disadvantaged Business Enterprise ("DBE"), will support UBM by supplying Market Research & Advertising Services and shall

receive at least twenty percent (20%) of the total amount paid by JMAA to UBM regarding this agreement; and

**IT IS, THEREFORE, FURTHER RESOLVED** that the Board finds that such requests are fully explained in the Memorandum dated November 27, 2017, at pages 47-50 of the Meeting Packet.

Yeas: Harris, Henley, Johnson, Reed, Wright

Nays: None

Abstentions: None

November 27, 2017

**E. Grants**

None.

**F. Other Matters**

- 1. JMAA Cooperative Promotional Program, JAN: Authority to Amend the Existing Cooperative Promotional Program.....Page 51*

Mr. Liston Sage, Marketing and Communications Project Coordinator, explained the Memorandum for Project Title: Amendment to JMAA Cooperative Promotional Program, the action request listed therein, and the attached drafts of the original Cooperative Program and Amended Cooperative Promotional Program, which appear on pages 51-56 in the Packet. Mr. Sage further presented from the JMAA PowerPoint Presentation at pages 47-48. The JMAA PowerPoint Presentation is attached as an exhibit to the November 27, 2017 Combined Work Session and Board Meeting Minutes.

He also provided the Board with some background information concerning the need to implement the change to the Program. He explained that the change will assist with JMAA's ongoing negotiations with a certain low-cost air carrier.

**RESOLUTION CY-2017-156**

**RESOLUTION AUTHORIZING ADOPTION OF THE AMENDED COOPERATIVE PROMOTIONAL PROGRAM**

Upon motion by Vice Chairman Harris, seconded by Commissioner Dr. Johnson, the following **RESOLUTION** was made and approved by unanimous vote.

**WHEREAS**, Staff is requesting authority to amend the current JMAA Cooperative Promotional Program ("Program") that offers incentives to attract additional commercial air service and retain existing air service at the Jackson-Medgar Wiley Evers International

Airport (JAN), which is attached to the Board Packet Memorandum as Exhibit A and replace Exhibit A with the proposed amended program, which is attached to the Board Packet Memorandum as Exhibit B; and

**WHEREAS**, the current Program was previously adopted, as amended, at the July 25, 2016 Board Meeting; and

**WHEREAS**, the Board finds that such request, which is explained in the Memorandum dated November 27, 2017 and the attached Exhibits A and B, found at pages 51-56 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that JMAA's Staff is authorized to amend the current JMAA Cooperative Promotional Program ("Program") that offers incentives to attract additional commercial air service and retain existing air service at the Jackson-Medgar Wiley Evers International Airport (JAN), which is attached to the Board Packet Memorandum as Exhibit A and replace it with the proposed amended program, which is attached to the Board Packet Memorandum as Exhibit B; and

**IT IS, THEREFORE, FURTHER RESOLVED** that the current Program was previously adopted, as amended, at the July 25, 2016 Board Meeting; and

**IT IS, THEREFORE, FURTHER RESOLVED** that such request is fully explained in the Memorandum dated November 27, 2017 and the attached Exhibits A and B, found at pages 51-56 of the Meeting Packet.

Yeas: Harris, Henley, Johnson, Reed, Wright

Nays: None

Abstentions: None

November 27, 2017

### **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 such. Commissioner Dr. Johnson 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 leave the room.

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

The Board went into Closed Session at 9:45 a.m.

### **CLOSED SESSION**

Commissioner Dr. Johnson then moved that the Board enter Executive Session to discuss one (1) pending litigation matter, Cresslyn Bailey v. Jackson Municipal Airport Authority; one (1) personnel matter regarding a potential management level employee; and one (1) potential litigation matter regarding a governmental entity and Commissioner Reed seconded the motion to enter Executive Session. The Commissioners unanimously resolved to enter Executive Session for the stated purposes.

The Closed Session ended at 9:49 a.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) pending litigation matter, Cresslyn Bailey v. Jackson Municipal Airport Authority; one (1) personnel matter regarding a potential employee; and one (1) potential litigation matter regarding a governmental entity

Chairman Pastor Henley asked all present, except for attorneys from Walker Group, PC, and The May Law Firm, to leave the room.

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

The Board went into Executive Session at 9:50 a.m.

### **EXECUTIVE SESSION**

During the Executive Session, the Board discussed one (1) pending litigation matter, Cresslyn Bailey v. Jackson Municipal Airport Authority; one (1) personnel matter regarding a potential employee; and one (1) potential litigation matter regarding a governmental entity.

1. ***The Board took no action as to the potential litigation matter regarding a governmental entity***

Ms. Renee Antoine, Director of Human Resources and Administration, entered the Executive Session at 9:50 a.m. Ms. Antoine left the Executive Session at 10:42 a.m.

2. ***The Board took no action as to the pending litigation matter, Cresslyn Bailey v. Jackson Municipal Airport Authority***

Upon motion by Vice Chairman Harris, seconded by Commissioner LTC(R) Wright and unanimous approval of the Commissioners, the Executive Session recessed at 10:43 a.m.

## **OPEN SESSION**

Chairman Pastor Henley announced that the meeting was open once again. All persons outside the room were invited to rejoin the meeting in Open Session; some persons present outside the room re-entered.

Open Session reconvened at 10:44 a.m.

### **G. New Business**

#### ***1. Travel Report***

Commissioner Reed reported about her attendance at the ACI-NA 2017 Marketing and Communications Conference in St. Louis, MO from November 6-8, 2017. She gave a summary report on the conference. Additionally, she submitted a full report concerning the conference which is attached as an exhibit to the November 27, 2017 Combined Work Session and Board Meeting Minutes. The conference agenda is also attached as an exhibit to the November 27, 2017 Combined Work Session and Board Meeting Minutes.

#### ***2. Consideration of a Lobbying firm for Mississippi Government***

Attorney Regina May, JMAA's Government Liaison, announced that the lobbying firms scheduled to present to the Board were in attendance at the November 27, 2017 Combined Work Session and Board Meeting. She asked that each firm to exit the Meeting. She told the Board that the presentation of each firm would be given outside the presence of the remaining firms to avoid any firms from gaining an unfair advantage. Attorney May informed the Board that each firm was prepared to present to the Board. Afterward, the following lobbying firms, in the following order, presented their qualifications; experience; and client list to the Board and answered questions asked by the Commissioners:

1. WB Consolidated Consultants
2. Cornerstone Government Affairs
3. The Daniels Group, LLC
4. The Octagon Group, LLC
5. US Consolidated Group

After the presentations, the Commissioners discussed their votes as to each of the lobbying firms and invited all the firms to reenter the meeting room. Chairman Pastor Henley explained to the firms the process utilized by the Board in rankings the firms.

Based on the discussion and process utilized by the Board, Cornerstone Government Affairs was ranked first and The Daniels Group, LLC second.

## **RESOLUTION CY-2017-157**

**RESOLUTION AUTHORIZING JMAA'S STAFF TO ATTEMPT TO NEGOTIATE A PROFESSIONAL SERVICES AGREEMENT WITH CORNERSTONE GOVERNMENT AFFAIRS OR THE DANIELS GROUP, LLC FOR MISSISSIPPI GOVERNMENT LOBBYING SERVICES ON BEHALF OF JMAA**

Upon motion by Vice Chairman Harris, seconded by Commissioner Dr. Johnson, the following **RESOLUTION** was made and approved by unanimous vote.

**WHEREAS**, the JMAA Board of Commissioners desires to enter into a professional service agreement with a Lobbyist registered with the State of Mississippi, to provide MS Government consulting services for the Jackson Municipal Airport Authority ("JMAA") concerning JMAA's 2018 MS Legislative Agenda and other MS Government matters regarding JMAA ("Services").

**WHEREAS**, the JMAA Board of Commissioners considered and discussed authorizing: (i) JMAA's Staff to attempt to negotiate a professional service agreement with Cornerstone Government Affairs ("CGA") to provide the Services for a monthly retainer not to exceed the monthly amount paid to JMAA's most recent state lobbyist, beginning on the date of execution of the agreement and extending for one (1) calendar year thereafter; and (ii) JMAA's Chief Executive Officer (CEO), Carl D. Newman, A.A.E., to execute the professional service agreement at the conclusion of negotiations with CGA; and

**WHEREAS**, in the event negotiations with CGA fail, the Board of Commissioners considered and discussed authorizing: (i) JMAA's Staff to attempt to negotiate with The Daniels Group, LLC ("DG") to provide the Services for a monthly retainer not to exceed the monthly amount paid to JMAA's most recent state lobbyist, beginning on the date of execution of the agreement and extending for one (1) calendar year thereafter; and (ii) JMAA's CEO, Carl D. Newman, A.A.E., to execute the professional service agreement at the conclusion of negotiations with DG.

**NOW BE IT THEREFORE, RESOLVED** that the JMAA Board of Commissioners desires to enter into a professional service agreement with a Lobbyist registered with the State of Mississippi, to provide MS Government consulting services for the Jackson Municipal Airport Authority ("JMAA") concerning JMAA's 2018 MS Legislative Agenda and other MS Government matters regarding JMAA; and

**NOW BE IT THEREFORE, FURTHER RESOLVED** that: (i) JMAA's Staff is authorized to attempt to negotiate a professional service agreement with Cornerstone Government Affairs ("CGA") to provide the Services for a monthly retainer not to exceed the monthly amount paid to JMAA's most recent state lobbyist, beginning on the date of execution of the agreement and extending for one (1) calendar year thereafter; and (ii) JMAA's CEO, Carl D. Newman, A.A.E., is authorized to execute the professional service agreement at the conclusion of negotiations with CGA; and

**NOW BE IT THEREFORE, FURTHER RESOLVED** that in the event negotiations with CGA fail: (i) JMAA's Staff is authorized to attempt to negotiate with The Daniels Group, LLC ("DG") to provide the Services for a monthly retainer not to exceed the monthly amount paid to JMAA's most

recent state lobbyist, beginning on the date of execution of the agreement and extending for one (1) calendar year thereafter; and (ii) JMAA's CEO, Carl D. Newman, A.A.E., is authorized to execute the professional service agreement at the conclusion of negotiations with DG.

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

November 27, 2017

### **OPEN SESSION**

Chairman Pastor Henley stated that he would entertain a motion to end the Executive Session recess and reconvene the Executive Session. Commissioner Reed then moved that the Board end the Executive Session recess and reconvene the Executive Session to consider the matters announced earlier during the Meeting and Commissioner Dr. Johnson seconded the motion.

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

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

The Board went into Executive Session at 1:12 p.m.

### **EXECUTIVE SESSION**

Upon reconvening of the Executive Session, the Board continued the discussion as to one (1) personnel matter regarding a potential employee.

- 3. The Board took the following action as to the personnel matter regarding a potential employee.*

#### **RESOLUTION CY-2017-158**

#### **RESOLUTION AUTHORIZING CARL D. NEWMAN, CEO, TO MAKE AN OFFER OF EMPLOYEMENT AND A COMPENSATION AGREEMENT TO A POTENTIAL EXECUTIVE LEVEL EMPLOYEE**

Upon motion by Commissioner Dr. Johnson, seconded by Chairman Pastor Henley, the following **RESOLUTION** was made and approved by majority vote 3-1-1.

**WHEREAS**, the Board has considered the request of Carl D. Newman, JMAA's CEO, to offer an executive level position and a specified compensation agreement to a specified potential executive level containing conditions specified during Executive Session. Further,

the compensation amount for the position shall become effective on the start date of employment stated in the potential employee's contract agreement.

**IT IS THEREFORE, RESOLVED** that Carl D. Newman, JMAA's CEO, is authorized to offer an executive level position to a specified potential executive level employee and offer a specified compensation agreement containing conditions specified during Executive Session. The compensation amount for the position shall become effective on start date of employment stated in the potential employee's contract agreement.

Yeas: Johnson, Reed, Wright

Nays: Harris

Abstentions: Henley

November 27, 2017

Upon motion by Vice Chairman Harris, seconded by Commissioner Dr. Johnson, and unanimous approval of the Commissioners, the Executive Session ended at 1:36 p.m.

### **OPEN SESSION**

Chairman Pastor Henley announced that the meeting was open once again.

All persons outside the room were invited to rejoin the meeting in Open Session; some persons present outside the room re-entered.

Open Session reconvened at 1:37 p.m.

Chairman Pastor Henley announced that the meeting was once again open. He then announced that during Executive Session the Board considered the previously identified motion and took the previously identified action on said motion.

Chairman Pastor Henley then announced that no actions were taken as to one (1) pending litigation matter, Cresslyn Bailey v. Jackson Municipal Airport Authority and one (1) potential litigation matter regarding a governmental entity.

Regarding the personnel matter regarding a potential executive level employee, Chairman Pastor Henley announced that the Board voted to authorize Mr. Newman to offer employment to an Executive Level employee pursuant to an employment contract containing compensation term and conditions approved during the Executive Session. The vote of the Commissioners on this matter: Commissioners Johnson, Reed, and Wright voted "Yea;" Vice Chairman Harris voted "Nay;" and Chairman Pastor Henley, Abstained.

### **VIII. ADJOURNMENT**

Thereafter, it was moved by Commissioner Dr. Johnson, seconded by Vice Chairman Harris, and resolved by unanimous vote of the Commissioners present that the meeting of the Board be ADJOURNED at 1:39 p.m.

Respectfully submitted,

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

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Ms. LaWanda D. Harris, Commissioner and Vice Chairman

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Rosie L.T. P. Johnson, Ph.D., Commissioner

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Ms. Evelyn O. Reed, Commissioner

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LTC(R) Lucius Wright, Commissioner