

**SPECIAL MEETING**  
**OF**  
**JACKSON MUNICIPAL AIRPORT AUTHORITY**  
**BOARD OF COMMISSIONERS**  
**OCTOBER 18, 2012**

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-Medgar Wiley Evers International Airport (“JAN”), Jackson, Mississippi, at 4:00 p.m. on Thursday, October 18, 2012 (the “Meeting”), pursuant to proper notice, a copy of which is attached as an exhibit to the minutes of the Meeting.

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

Chair Johnnie P. Patton, R. Ph. presided, called the Meeting to order, and called the roll of Commissioners.

The following Commissioners were present in person at the Meeting at this time.

Johnnie P. Patton, R. Ph., Chair  
Dr. Sylvia Stewart, Vice Chair  
George E. Irvin, Sr.

Chair Patton noted that a quorum was present in person as required by the Bylaws, and announced that the Meeting would proceed.

The following other persons were also present at the Meeting.

Dirk Vanderleest, JMAA Chief Executive Officer  
Bonnie Wilson, JMAA Chief Operating Officer  
René Woodward, JMAA Chief Administrative Officer  
Woody Wilson, JMAA Senior Director of Capital Planning  
Kenneth Randolph, JMAA Police Commander  
Jack Thomas, JMAA Director of Disadvantaged Business Enterprise  
(DBE) and Community Development  
Jack Weldy, JMAA Properties Manager  
Cindy Crotchett, JMAA Executive Assistant  
Arnetrius Reed Branson, JMAA Comptroller  
Kimberly Farmer, JMAA Administrative Project Support  
Dina Johnson, JMAA Communications Officer

Rhonda Knight, JMAA Human Resources Manager  
Joyce Tillman, JMAA Facilities Engineer  
Chuck Lott, Neel-Schaffer, Inc.  
Jim White, Waggoner Engineering, Inc.  
Rodney Chamblee, The Chamblee Company  
Jim Tohill, Attorney for The Chamblee Company  
Alan Moore, Baker Donelson Bearman Caldwell & Berkowitz  
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz  
Marlena Pickering, Baker Donelson Bearman Caldwell & Berkowitz

## II. APPROVAL AND EXECUTION OF MINUTES.

### A. Open Session and Executive Session of the Regular Monthly Meeting of the Board of Commissioners, September 24, 2012.

After discussion, upon motion duly made by Commissioner Irvin, seconded by Commissioner Stewart, and unanimously approved by the affirmative votes of all Commissioners present (Commissioner Glover not being present at this time), the minutes described above were approved as presented and directed to be filed in the appropriate minute book and records of the Authority.

[Commissioner Glover joined the Meeting at this time.]

## III. PUBLIC COMMENTS.

None.

## IV. REPORTS.

### A. Chief Executive Officer.

1. *Airport Project Manager Summary, Period Ending September 30, 2012.*
2. *Airport Activity Statistics Report, Period Ending September 30, 2012.*

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, October 2012: Dina Johnson, Communications Officer, Public Safety Department.

Mr. Vanderleest recognized and commended Ms. Johnson for being named Employee of the Month for October 2012.

**B. Attorney.**

Mr. Moore said that the attorneys would defer their comments until the end of the Meeting, when three matters merited consideration in Executive Session, as follows: (i) a proposed assignment and lease extension involving one of the FBO's at Hawkins Field; (ii) a possible real estate transaction involving land leased by JMAA; and (iii) a possible settlement of the dispute between the Authority and Rifenburg Construction, Inc., each of which qualified under Mississippi law for consideration in Executive Session, and each of which required confidential discussion.

**V. ACTION ITEMS.**

**A. Financial Matters.**

**1. *Financial Reports for September 2012.***

- a. Balance Sheet: Accept.
- b. Income Statement: Accept.
- c. Claims Docket for September 2012: Approve.
- d. Quarterly Statistics.

Mr. Vanderleest directed the Board's attention to the above referenced financial reports for September 2012, and the Claims Docket for September 2012, all of which were included in the Packet.

Mr. Vanderleest said that financial information and quarterly statistics for the quarter ending September 30, 2012, could be found in the Packet on page 48. Mr. Vanderleest reminded the Board that the quarter ending September 30, 2012, was the last quarter of Fiscal Year 2012 for the Authority, and said

that the outside auditors would begin their annual audit in the near future.

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

**RESOLUTION ACCEPTING FINANCIAL REPORTS  
FOR SEPTEMBER 2012 AND APPROVING AND  
AUTHORIZING PAYMENT OF CLAIMS DOCKET  
FOR SEPTEMBER 2012**

**WHEREAS**, the Board of Commissioners (the “Board”) of the Jackson Municipal Airport Authority (the “Authority”) has reviewed and considered (i) the Balance Sheet and the Income Statement for the Authority for the month and period ending September 30, 2012 (the “Financial Reports”) and (ii) the Claims Docket of the Authority for the month of September 2012 (the “Claims”), both the Financial Reports and the Claims being (i) included in the packet distributed to the Board prior to the October 18, 2012, 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 \$1,496,064.58.

**B. Service Agreements.**

1. *Employee Training: Authorize Agreement.*
2. *JMAA Contract No. 12-002, Airport Radio System and Emergency Telecommunications Recording System: JAN: Authorize Renewal of Agreement.*

3. ***JMAA Contract No. 11-059 and JMAA Contract No. 11-060, Public Safety Radio System Maintenance Agreements, JMAA: Authorize Renewal of Agreements.***
4. ***JMAA Project No. 014-11, Airport Security and Access Control Systems Improvements; Premises Distribution System, JAN: Authorize Agreements.***
5. ***JMAA Contract No. 015-11-065, Consolidated Rental Car Quick Turnaround Service Facility, JAN: Accept Feasibility Study; Authorize Increase in CFCs; Authorize RFP; Authorize Amendment to Consulting 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. When discussing item number 5 above, Mr. Vanderleest distributed copies of the Consolidated Rental Car Service Facility Feasibility Study by Ricondo & Associates (the "Study") to the Board, and discussed the Study with the Board. A copy of the Study is attached as an exhibit to the minutes of the Meeting.

After discussion, upon motion duly made by Commissioner Glover, seconded by Commissioner Stewart, and 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  
SERVICE AGREEMENTS**

**WHEREAS**, 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 certain actions with respect to certain service agreements identified below, all as more particularly described in certain memoranda (i) included in the packet distributed to the Board prior to the October 18, 2012, 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 actions:

1. The Board approves and authorizes negotiation and execution of a professional services agreement with Hayes Enterprises (“Hayes”), whereby Hayes will provide workforce development and customized training programs in an interactive workshop format for Authority employees, with fees and expenses for such services not to exceed \$10,000 (the “Hayes Agreement”), said Hayes Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated October 5, 2012, 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 a one (1) year renewal of the existing agreement with Precision Communications, Inc. for general support and repair services for the Authority’s emergency telecommunications and radio communications recording system, with fees and expenses for such services not to exceed \$4,080 (the “Precision Renewal Agreement”), said Precision Renewal Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated October 10, 2012, 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 one (1) year renewals of the two existing agreements with Harris Corporation for maintenance, repair and oversight services for both hardware and software for the Authority’s 700/800 MHz public safety radio and communications system, with total fees and expenses for both agreements not to exceed \$77,817 (the “Harris Renewal Agreements”), said Harris Renewal Agreements to be in such form and to contain such terms and conditions consistent with the Memorandum dated October 2, 2012, which describes this matter, as may be deemed appropriate

by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

4. The Board approves and authorizes (i) negotiation and execution of a professional services agreement with Top Belle Building Services, LLC (“Top Belle”), whereby Top Belle will provide commissioning services for new HVAC and fire suppression systems installed as part of the Airport Security and Access Control Systems Improvements and Premises Distribution System projects (the “ACS and PDS Projects”), at a cost not to exceed \$6,750 (the “Top Belle Agreement”); (ii) negotiation and execution of a professional services agreement with Advanced Environmental Consultants, Inc. (“AEC”), whereby AEC will provide environmental assessment services in connection with design and construction of the ACS and PDS Projects, at a cost not to exceed \$45,600 (the “AEC Agreement” and, together with the Top Belle Agreement, the “ACS/PDS Agreements”); and (iii) an increase in the total project budget for the ACS and PDS Projects to \$20,603,444; said ACS/PDS Agreements to be in such form and to contain such terms and conditions consistent with the Memorandum dated October 9, 2012, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.
5. The Board (i) accepts the Feasibility Study conducted by Ricondo & Associates, Inc. (“Ricondo”) for a consolidated quick turnaround facility for rental car operators at Jackson-Medgar Wiley Evers International Airport (“JAN”) (the “QTA Facility”); (ii) approves and authorizes an increase in the current Customer Facility Charge (“CFC”) assessed on rental car operators from \$4.00 per contract day to \$5.00 per contract day to help fund construction costs of the QTA Facility; (iii) approves and authorizes publication of a request for proposals for up to five (5) non-exclusive rental car concessions at JAN (the “RFP”); (iv) approves and authorizes an amendment to the existing professional services agreement with Ricondo, whereby Ricondo will assist in development of the RFP, assist in procurement of a design consultant experienced in

QTA development, and provide other support necessary to complete the QTA Facility, at a cost not to exceed \$120,382 (the "Ricondo Amendment"); and (v) approves and authorizes an increase in the total project budget to \$235,092; all as more particularly described in the Memorandum dated October 5, 2012, which describes these matters; said Ricondo Amendment to be in such form and to contain such terms and conditions consistent with said Memorandum as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

**C. Construction Projects.**

1. ***JMAA Contract No. 013-11-A-083, East Concourse and Tower Roof Replacement, JAN: Approve Change Order No. 2.***
2. ***JMAA Project No. 025-12, Federal Aviation Administration Building, Airport District Office Drainage and Stabilization, JAN: 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 Irvin, seconded by Commissioner Stewart, 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 (the "Board") of the Authority 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 October 18, 2012, 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 actions:

1. The Board approves and authorizes execution and accomplishment of Change Order No. 2 to Contract No. 013-11-A-083 with Industrial Roofing and Construction, LLC in connection with Project No. 013-11, East Concourse Terminal Improvements – Roof Replacement Element at Jackson – Medgar Wiley Evers International Airport (“JAN”), as more particularly described in the Memorandum dated October 9, 2012, which describes this matter.
2. The Board approves and authorizes (i) negotiation and execution of a professional services agreement with Canizaro Cawthon Davis (“CCD”), whereby CCD will provide an evaluation of alternatives, recommendations for corrective action and construction oversight to address continued building movement and damage to the Federal Aviation Administration Airport District Office Building at JAN from unstable subsoil conditions (JMAA Project No. 025-12) (the “ADO Building Project”), fees for said services not to exceed \$80,000 (the “CCD Agreement”), said CCD Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated October 9, 2012, which describes this matter as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof; and (ii) a total budget for the ADO Building Project of \$423,000, as set forth in said Memorandum.

**D. Procurements.**

**1. *JMAA Project No. 004-11, Terminal Artwork Program, JAN: Authorize Agreements.***

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  
NEGOTIATION AND EXECUTION OF AGREEMENTS  
WITH DIGITAL IMAGING GROUP AND ART SUPPLY  
HEADQUARTERS, INC.**

**WHEREAS**, 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 certain actions in connection with procuring artwork to be displayed in the Main Terminal Building at Jackson – Medgar Wiley Evers International Airport ("JAN") in connection with the 50<sup>th</sup> anniversary of JAN (JMAA Project No. 004-11), including negotiation and execution of separate agreements with (i) Digital Imaging Group for photo reproduction services at a cost not to exceed \$13,584.64 (the "DIG Agreement"), and (ii) Art Supply Headquarters, Inc. for professional framing services at a cost not to exceed \$6,992.20 (the "ASH Agreement"), all as more particularly described in that certain memorandum dated October 5, 2012, (x) included in the packet distributed to the Board prior to the October 18, 2012, Special Monthly Meeting of the Board, and (y) 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 DIG Agreement and the ASH Agreement, said DIG Agreement and ASH Agreement to be in such form and to contain such terms and conditions consistent with the foregoing and the Memorandum as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

**E. Grants.**

There was no discussion or action regarding grants at the Meeting.

**F. Other Matters.**

1. *Utility Agreement with AT&T, JAN: Authorize Agreement.*
2. *Public Telephone Service, JAN: 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 Stewart, seconded by Commissioner Irvin, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING A  
UTILITY AGREEMENT WITH AT & T AND A PUBLIC  
TELEPHONE SERVICE AGREEMENT WITH TALTON  
COMMUNICATIONS, INC.**

**WHEREAS**, the staff of the Jackson Municipal Airport Authority has recommended that the Board of Commissioners (the "Board") of the Authority approve and authorize certain actions with respect to certain matters identified below, all as more particularly described in certain memoranda (i) included in the packet distributed to the Board prior to the October 18, 2012, 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 actions:

1. The Board approves and authorizes negotiation and execution of a utility installation agreement with AT&T (“AT&T”), whereby AT&T will install additional underground fiber optic communications cable at Jackson-Medgar Wiley Evers International Airport (“JAN”) to serve the cargo building leased to the University of Mississippi Medical Center (the “AT&T Cable Agreement”), said AT&T Cable Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated October 8, 2012, 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 an agreement with Talton Communications, Inc. (“Talton”), whereby Talton will provide one public pay telephone in the baggage claim area at JAN at a cost to JMAA of \$59 per month (the “Talton Agreement”), said Talton Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated October 2, 2012, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

**3. *Disposal of Lost or Abandoned Property Items.***

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 Irvin, seconded by Commissioner Stewart, and unanimously approved by the

affirmative votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING  
DISPOSAL OF LOST OR ABANDONED PROPERTY**

**WHEREAS**, the staff of the Jackson Municipal Airport Authority (the “Authority”) has recommended, in accordance with the Authority’s Lost or Abandoned Property Policy, that the Board of Commissioners (the “Board”) of the Authority approve and authorize disposal of certain lost or abandoned items found at Jackson-Medgar Wiley Evers International Airport (the “Abandoned Property”), as more particularly described in that certain memorandum dated October 2, 2012, which is (i) included in the packet distributed to the Board prior to the October 18, 2012, Special Meeting of the Board, and (ii) incorporated herein by reference (the “Memorandum”); and

**WHEREAS**, the Board has reviewed the Memorandum and considered said recommendation 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 donation of the Abandoned Property to the Salvation Army in accordance with the Authority’s Lost or Abandoned Property Policy and the Memorandum.

**4. *Early Issues.***

There was no discussion or action regarding early issues during the Meeting.

**5. *Board Travel.***

There was no discussion or action regarding Board travel during the Meeting.

## VI. CLOSED SESSION.

- A. **The Chamblee Company: Lease Extension.**
- B. **Assignment of FBO Lease and Operating Agreement from Sittman Aircraft Company, LLC to All About Planes, LLC and Sublease to Aero Jackson, Inc.**
- C. **JMAA Contract No. 007-09-014, East Parallel Runway 16L/34R Pavement Rehabilitation: Litigation/Arbitration Strategy.**

At approximately 4:40 p.m., upon motion duly made by Commissioner Irvin, 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 Closed Session for the limited purpose of considering whether to enter Executive Session for the limited purpose of discussing and taking action on the above identified three matters (the "Confidential Matters"), each of which qualified under Mississippi law to be considered in Executive Session and each of which required confidential discussion and action, if any.

The Board asked Mr. Vanderleest, Ms. Wilson, Mr. Chamblee, Mr. Tohill, Mr. Moore, Mr. Wagner and Ms. Pickering to remain during the Closed Session. Everyone else present at the Meeting left the Community Room at this time.

At approximately 4:40 p.m., the Board met in Closed Session.

At approximately 4:41 p.m., upon motion duly made by Commissioner Glover, seconded by Commissioner Stewart, and unanimously approved by the affirmative votes of all Commissioners present, the Board voted to enter into Executive Session for the limited purpose of discussing and taking action, if any, regarding the Confidential Matters, each of which qualified under Mississippi law to be considered in Executive Session and each of which required confidential discussion and action, if any.

The Board asked everyone present during the Closed Session to remain for the Executive Session.

Mr. Wagner and Ms. Pickering attempted to inform those outside the Meeting that the Board had voted to enter Executive Session, but there was no one outside the Meeting.

## VII. EXECUTIVE SESSION.

At 4:41 p.m., the Board met in Executive Session.

## VIII. OPEN SESSION.

At approximately 5:10 p.m., the Board reconvened the Meeting in Open Session. Mr. Wagner and Ms. Pickering attempted to invite those outside the Meeting back into the Meeting, but no one was outside the Meeting.

Chair Patton announced that, during the Executive Session, the Board discussed the following matters and took the following actions.

### A. The Chamblee Company: Lease Extension.

Chair Patton reported that, during the Executive Session, the Board had asked Rodney Chamblee of The Chamblee Company and Jim Tohill, attorney for The Chamblee Company, to join the Executive Session solely for discussion and action regarding this matter, and that after discussion and action regarding this matter, they left the Executive Session.

Chair Patton said that during the Executive Session, after the Board had discussed this matter with Mr. Chamblee and Mr. Wagner, upon motion duly made by Commissioner Irvin, seconded by Commissioner Stewart, and unanimously approved by all Commissioners present, the Board had adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING  
NEGOTIATION AND EXECUTION OF LEASE AGREEMENT BY  
AND BETWEEN THE JACKSON MUNICIPAL AIRPORT  
AUTHORITY, AS LESSOR, AND LAKELAND INCOME  
PROPERTIES, LLC, AS LESSEE**

**WHEREAS**, at the January 23, 2012, Regular Monthly Meeting, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") adopted a certain Resolution Setting Forth the Intent of, and Terms and Conditions Pursuant To Which, the Jackson Municipal Airport Authority Will Enter Into New Leases with The Chamblee Company or Its Affiliates for the Property Previously Leased by JMAA to Parkway Crossing, LLC and Lakeland Income Properties, LLC (the "Chamblee Resolution"); and

**WHEREAS**, at the September 24, 2012, Regular Monthly Meeting of the Board, Rodney Chamblee of The Chamblee Company and its affiliate, Lakeland Income Properties, LLC ("Lakeland"), discussed with the Board proposed improvements to certain property leased by JMAA to Lakeland pursuant to what is identified in the Chamblee Resolution as the Shopping

Center Lease, and requested that the Board enter into a new lease of that property with Lakeland substantially in the form attached to and identified in the Chamblee Resolution as a “New Lease” (herein referred to as the “New Lakeland Lease”); and

**WHEREAS**, legal counsel for Chamblee has requested that the provision granting the Authority a first right of refusal (the “First Refusal Provision”) in the case of foreclosure or similar action be removed from the New Lakeland Lease; and

**WHEREAS**, staff and legal counsel for the Authority have recommended that the Board approve and authorize negotiation and execution of the New Lakeland Lease substantially in the form of the New Lease previously approved in the Chamblee Resolution; provided, that, the First Refusal Provision is removed as described above; and

**WHEREAS**, the Board has reviewed the Chamblee Resolution, the New Lakeland Lease and the recommendation by the Authority’s staff and legal counsel;

**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 New Lakeland Lease, said New Lakeland Lease to be in such form and to contain such terms and conditions consistent with the Chamblee Resolution and the foregoing, including removal of the First Refusal Provision, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

**B. Assignment of FBO Lease and Operating Agreement from Sittman Aircraft Company, LLC to All About Planes, LLC and Sublease to Aero Jackson, Inc.**

Chair Patton reported that, during the Executive Session, after discussion, upon motion duly made by Commissioner Irvin, seconded by Commissioner Stewart, and unanimously approved by all Commissioners present, the Board had adopted the following resolution.



**RESOLUTION APPROVING AND AUTHORIZING CONSENT TO  
ASSIGNMENT OF GENERAL FIXED BASE OPERATIONS  
LEASE AND OPERATING AGREEMENT BY SITTMAN  
AIRCRAFT COMPANY, LLC TO ALL ABOUT PLANES, LLC  
AND SUBLEASE OF SITTMAN FBO FACILITY TO AERO  
JACKSON, INC.**

**WHEREAS**, in accordance with a certain General Fixed Base Operations Lease and Operating Agreement (the “Operating Agreement”) between the Jackson Municipal Airport Authority (the “Authority”) and Sittman Aircraft Company, LLC (“Sittman”), Sittman is a fixed base operator serving Hawkins Field (“HKS”); and

**WHEREAS**, under the Operating Agreement and the Authority’s current Minimum Standards and Requirements for Aeronautical Operations at HKS, the Authority’s prior approval is required if Sittman wishes to assign its interest in the Operating Agreement; and

**WHEREAS**, Sittman has requested and the staff of the Authority has recommended that the Board of Commissioners (the “Board”) of the Authority approve and authorize negotiation and execution of a consent (the “Consent”) to an assignment of the Operating Agreement from Sittman to All About Planes, LLC (“AAP”), said Consent to be conditioned upon a sublease of the land and improvements comprising Sittman’s fixed base operations facility (the “FBO Facility”) to Aero Jackson, Inc. (“Aero Jackson”), all as more particularly described in a certain memorandum dated October 17, 2012, which is (i) included in the packet distributed to the Board prior to the October 18, 2012, Special Meeting of the Board, and (ii) incorporated herein by reference (the “Memorandum”); and

**WHEREAS**, the Board has reviewed the Memorandum and considered said recommendation 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 execution of the Consent approving assignment of the Operating Agreement by Sittman to AAP, subject to a sublease of Sittman’s FBO Facility to Aero Jackson or another qualified, fixed base operator approved by JMAA, said Consent 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.

**C. JMAA Contract No. 007-09-014, East Parallel Runway 16L/34R Pavement Rehabilitation: Litigation/Arbitration Strategy.**

Chair Patton reported that, during the Executive Session, the Board, Mr. Vanderleest and legal counsel had discussed the terms and conditions of a proposed Settlement Agreement and Absolute Mutual Release (the “Settlement Agreement”) whereby Rifenburg Construction, Inc. (“Rifenburg”) and JMAA would settle their dispute involving Rifenburg’s performance under the above-referenced contract. After considerable discussion of reasons for and against settling the dispute with Rifenburg, the Board had decided to terminate the Executive Session and vote in Open Session on whether to approve and authorize execution of the Settlement Agreement.

With no further discussion, upon motion duly made by Commissioner Irvin, seconded by Commissioner Stewart, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING  
SETTLEMENT WITH RIFENBURG CONSTRUCTION, INC. OF  
DISPUTE REGARDING JMAA CONTRACT NO. 007-09-014, EAST  
PARALLEL RUNWAY 16L/34R PAVEMENT REHABILITATION  
AT JACKSON-MEDGAR WILEY EVERS INTERNATIONAL  
AIRPORT**

**WHEREAS**, the Jackson Municipal Airport Authority (“JMAA”) and Rifenburg Construction, Inc. (“Rifenburg”) have been involved in a dispute relating to Rifenburg’s performance under JMAA Contract No. 007-09-014 for East Parallel Runway 16L/34R Pavement Rehabilitation at Jackson-Medgar Wiley Evers International Airport (the “Contract”) (the claims of both JMAA and Rifenburg against each other being collectively referred to herein as the “Dispute”); and

**WHEREAS**, on November 8, 2011, Rifenburg filed a Demand for Arbitration of its claims against JMAA in the Dispute with the American Arbitration Association, which assigned the matter number 69 110 Y 20911 (the “Arbitration”); and

**WHEREAS**, by letter dated December 15, 2011, JMAA default terminated Rifenburg under the Contract; and

**WHEREAS**, on March 15, 2012, JMAA filed its Second Amended Counterclaim against Rifenburg in the Arbitration, which included JMAA's claims against Rifenburg in the Dispute; and

**WHEREAS**, after considerable discovery by both parties and review of expert reports on behalf of both parties, JMAA's legal counsel advised the JMAA Board of Commissioners (the "Board") that the Dispute includes legitimate and bona fide claims on behalf of JMAA, but JMAA's ability to fully enforce its Dispute claims through the Arbitration is uncertain and doubtful; and

**WHEREAS**, by resolution adopted on June 21, 2012, the Board authorized and directed JMAA's legal counsel and JMAA's senior staff to attempt to negotiate a settlement of the Dispute; and

**WHEREAS**, JMAA and Rifenburg attempted but failed to mediate the Dispute on September 13, 2012, and the Arbitration of the Dispute is now scheduled to begin on November 7, 2012; and

**WHEREAS**, on October 18, 2012, the Chief Executive Officer of JMAA (the "CEO") and JMAA's legal counsel (i) advised the Board that a certain Settlement Agreement and Absolute Mutual Release (the "Settlement Agreement") had been negotiated by representatives of JMAA and Rifenburg; (ii) presented the Settlement Agreement to the Board and discussed the Settlement Agreement with the Board; and (iii) recommended that the Board approve the terms and conditions set out in the Settlement Agreement and authorize its execution on behalf of JMAA by the CEO; and

**WHEREAS**, the Board has reviewed and considered the Settlement Agreement and the recommendation by the CEO and JMAA's legal counsel; and

**WHEREAS**, the Board has specifically considered the following: the proposed payment of \$686,910.00 by Rifenburg to JMAA; the proposed rescission of JMAA's default termination of Rifenburg under the Contract; the various releases described in the Settlement Agreement; the other terms and conditions in the Settlement Agreement; the risk of Rifenburg prevailing on its Dispute claims in the Arbitration; the costs incurred and to be incurred by JMAA in engineering, legal and other consultant fees in connection with the Dispute; the time and attention devoted and to be devoted to the Dispute by the JMAA staff; the Board's duties to both prosecute legitimate and bona fide claims on behalf of JMAA and protect

the assets of JMAA from unfounded and uncertain claims by others; the uncertainty and doubt that JMAA will be able to fully enforce its Dispute claims by the Arbitration; and such other matters as deemed appropriate by the Board;

**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: (i) approve the terms and conditions set out in the Settlement Agreement, specifically including rescission of its default termination of Rifenburg under the Contract; (ii) authorize execution of the Settlement Agreement by the CEO in the form attached to this resolution and implementation of the terms and conditions in the Settlement Agreement; and (iii) direct that a copy of the Settlement Agreement, after execution on behalf of JMAA and Rifenburg, be attached as an exhibit to the minutes of the Special Meeting of the Board on October 18, 2012.

**IX. FUTURE BOARD MEETINGS.**

After discussion, the Board decided by consensus that there would be a single Board Meeting in November at 8:00 a.m. on Tuesday, November 20, 2012, and a single Board Meeting in December at 4:00 p.m. on Thursday, December 20, 2012. Mr. Moore said that he would draft and distribute a notice of those Special Meetings.

**X. DISCUSSION: STRATEGIC INITIATIVES.**

There was no discussion or action regarding strategic initiatives at the Meeting.

**XI. ADJOURNMENT.**

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

Respectfully submitted,

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Johnnie P. Patton, R. Ph., Chair

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Dr. Sylvia Stewart, Vice Chair

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Dr. Glenda Glover

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George E. Irvin, Sr.

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Earle Jones