

REGULAR MEETING
OF
JACKSON MUNICIPAL AIRPORT AUTHORITY
BOARD OF COMMISSIONERS

OCTOBER 22, 2007

The Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority ("Authority" or "JMAA") met in the Main Terminal Building at Hawkins Field in Jackson, Mississippi, at 4:00 p.m. on Monday, October 22, 2007 (the "Meeting"), pursuant to proper notice.

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

Vice Chair Sylvia Stewart presided, called the Meeting to order, and called the roll of Commissioners. The following Commissioners were present in person at the meeting:

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

Vice Chair Stewart noted that a quorum was present in person, and announced that the Meeting was competent to proceed with the business at hand.

The following other persons were also present at the Meeting.

Dirk B. Vanderleest, JMAA Chief Executive Officer
Bonnie Wilson, JMAA Chief Operating Officer
Woody Wilson, JMAA Vice President for Facilities
Rene' Woodward, JMAA Director of Human Resources and Administration
Gary Cohen, JMAA Chief Financial Officer
Kenneth Randolph, JMAA Airport Police Commander
Denson Stasher, JMAA Director of Operations and Security
Barbara Reed, JMAA Executive Assistant
Joyce Tillman, JMAA Facilities Engineer
Arnetrius Branson, JMAA Contoller
Alvin Beamon, HKS Manager, Public Safety & Operations
Jack Weldy, JMAA Properties Manager
Michael Haskins, JMAA Manager of Facilities and Services
Javores McKinney, JMAA Customer Service Representative
George McGee, JMAA Police Officer
Darold Mitchell, JMAA Police Officer
Shawn Terwilliger, JMAA Police Officer

Alan L. Moore, Baker Donelson Bearman Caldwell & Berkowitz
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz

II. APPROVAL AND EXECUTION OF MINUTES.

A. Regular Board Meeting on September 24, 2007.

B. Regular Work Session on October 18, 2007.

The Board considered the minutes of the Regular Monthly Board Meeting on September 24, 2007, and the minutes of the Regular Work Session on October 18, 2007.

After discussion, upon motion duly made by Commissioner Patton, seconded by Commissioner Glover, and unanimously approved by the affirmative votes of all Commissioners present, said 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, Ending September 30, 2007.
2. Airport Activity Statistics Report, Ending September 30, 2007.

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.

When discussing traffic statistics for Hawkins Field, Mr. Vanderleest said that the Hawkins Field Tenant Appreciation Luncheon on October 19, 2007, had been well received by tenants and others.

3. Employee Recognitions.

a. Employee of the Month.

- (1) Shawn Hanks, ITT Team Leader.

Mr. Vanderleest said that Mr. Hanks could not be present at the Meeting, so he would be recognized as Employee of the Month for October 2007 at the November Board Meeting.

b. AAAE ATSI Training Certificates.

- (1) Darold Mitchell, Certified Police Officer, Public Safety Division.
- (2) Shawn Terwilliger, Certified Police Officer, Public Safety Division.
 - (a.) Level 1 and Level 2 ATSI 100 Hours, All Categories.

Mr. Vanderleest introduced and commended Mr. Mitchell and Mr. Terwilliger for their completion of 100 hours in all categories of the AAAE ATSI Training program.

c. Professional Development.

- (1) Kenneth W. Randolph, Airport Police Commander, Public Safety Division.
 - (a.) Appointment to the Board of Directors of Airport Law Enforcement Agencies Network (ALEAN).

Mr. Vanderleest introduced and commended Commander Kenneth Randolph on his recent appointment to the Board of Directors of the Airport Law Enforcement Agencies Network.

- (2) George McGee, Jr., Certified Police Officer, Public Safety Division.
 - (a.) Mississippi Law Enforcement Training Academy (MLEOTA) Certification Refresher Course.

Mr. Vanderleest introduced and commended Mr. McGee on his recent completion of the Mississippi Law Enforcement Training Academy's Certification Refresher Course.

- (3) Rene Woodward, Director of Human Resources and Administration, Human Resources and Administration Division.
 - (a.) Appointment to the Board of Directors of Mississippi Association of Personnel Administrators (MAPA).

Mr. Vanderleest introduced and commended Ms. Woodward on her recent appointment to the Board of Directors of the Mississippi Association of Personnel Administrators.

d. New Employees.

- (1) Michael Haskins, Manager of Facilities and Services.

Mr. Vanderleest introduced Michael Haskins, who had joined the Authority as of October 1, 2007, as Manager of Facilities and Services.

- (2) Javores McKinney, Customer Service Representative II.

Mr. Vanderleest introduced Javores McKinney, who had joined the Authority as of October 4, 2007, as a part-time Customer Service Representative II.

B. Attorney.

Mr. Moore reported that, after a long series of negotiations, it appeared likely that the Authority would be able to reach a settlement with the City of Flowood ("Flowood"), whereby Flowood would not attempt to annex portions of Jackson-Evers International Airport ("JEIA") in return for the Authority agreeing to (i) certain development guidelines along the west side of JEIA and (ii) establishment of a buffer zone along the northeast corner of JEIA while the Authority develops a new master plan for JEIA, which will address overall land use and development at JEIA. Mr. Moore said that if a settlement is reached, it will be formalized by an interlocal agreement which would be submitted to the Board for approval and then executed on behalf of both the Authority and Flowood.

V. ACTION ITEMS.

A. Financial Matters.

1. Financial Reports for September 2007: Accept.

Mr. Vanderleest discussed with the Board the Financial Reports for the Authority for the month of September 2007, as set out in the Packet.

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

**RESOLUTION ACCEPTING FINANCIAL REPORTS FOR
SEPTEMBER 2007**

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed and considered certain financial statements for the Authority for the month and period ending September 30, 2007, said financial statements being (i) included in the packet

distributed to the Board prior to the October 22, 2007, Regular Monthly Meeting of the Board (the "Financial Reports") and (ii) incorporated herein by reference;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby accepts the Financial Reports.

2. Claims Docket for September 2007: Approve.

Mr. Vanderleest discussed with the Board the Claims Docket for the Authority for the month of September 2007, as set out in the Packet.

After discussion, upon motion duly made by Commissioner Glover, 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 PAYMENT OF
CLAIMS DOCKET FOR SEPTEMBER 2007**

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed and considered the Claims Docket of the Authority for the month of September 2007, as (i) included in the packet distributed to the Board prior to the October 22, 2007, Regular Monthly Meeting of the Board (the "Claims") and (ii) incorporated herein by reference;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves and authorizes payment of the Claims in the total amount of \$1,225,517.93.

3. Board Travel.

a. China Institute Executive Session.

Mr. Vanderleest requested that the Board consider approving and authorizing reimbursement of travel expenses for all Commissioners who attend the China Institute Executive Session in New York, New York, on November 8-9, 2007.

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

**RESOLUTION APPROVING BOARD TRAVEL TO CHINA INSTITUTE
EXECUTIVE SESSION**

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has considered whether to approve and authorize reimbursement of travel expenses for all Commissioners who attend

the China Institute Executive Session in New York, New York, on November 8-9, 2007; and

WHEREAS, the Board has previously expressed its commitment to developing international air cargo trade between Jackson-Evers International Airport and The People's Republic of China;

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, the Board hereby does, approve and authorize reimbursement of reasonable and necessary travel and lodging expenses for all Commissioners who attend the China Institute Executive Session in New York, New York, on November 8-9, 2007.

b. AMAC.

Mr. Vanderleest requested that the Board consider approving and authorizing reimbursement of travel expenses for all Commissioners who attend the AMAC meeting in San Antonio, Texas, on December 5-7, 2007.

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

RESOLUTION APPROVING BOARD TRAVEL

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has considered whether to approve and authorize reimbursement of travel expenses for all Commissioners who attend the AMAC meeting in San Antonio, Texas, on December 5-7, 2007;

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, the Board hereby does, approve and authorize reimbursement of reasonable and necessary travel and lodging expenses for all Commissioners who attend the AMAC meeting in San Antonio, Texas, on December 5-7, 2007.

B. Service Agreements.

1. Proposal from Dr. John Kasarda for Jackson Aerotropolis, JEIA: Approve Funding of Portion of Agreement with Rankin First.
2. Proposal for Wildlife Hazard Assessment, Plan & Training, JEIA: Approve Agreement.
3. DSL Services for Internet Access, JEIA: Approve Agreement.
4. Renewal of Annual Maintenance Agreement with M/A-COM, Inc. for 800 MHz Radio System, JMAA: Approve Renewal.
5. Renewal of Annual Maintenance Agreement with Avaya Telephone System, JMAA: Approve Renewal.

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

After discussion, upon motion duly made by Commissioner Glover, 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 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 which were (i) included in the packet distributed to the Board prior to the October 22, 2007, Regular Monthly Meeting of the Board, and (ii) incorporated herein by reference (separately, each a "Memorandum;" collectively, the "Memoranda") ; and

WHEREAS, the Board has reviewed and considered said Memoranda and considered said recommendations 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 (the "Rankin First Agreement") with the Rankin First Economic Development Authority ("Rankin First"), whereby the Authority would provide funding to Rankin First for use by Rankin First in connection with an agreement to be

entered into by Rankin First with Dr. John Kasarda (“Kasarda”) for professional services in connection with a study and recommendations for expansion of air cargo at Jackson-Evers International Airport and related development (the “Services”), said Rankin First Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated October 9, 2007, 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 (the “DeTect Agreement”) with DeTect, Inc. to conduct a wildlife hazard assessment at and around Jackson-Evers International Airport, produce a Wildlife Hazard Management Plan, and provide wildlife management training for Authority staff, said DeTect Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated October 10, 2007, 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 (the “AT&T Agreement”) with AT&T for an additional DSL line to support Internet access at Jackson-Evers International Airport, said AT&T Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated October 9, 2007, 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 negotiation and execution of a one (1) year renewal of the existing agreement (the “M/A-COM Renewal Agreement”) with M/A-COM, Inc. for maintenance, repair and oversight services for the Authority’s 700/800 MHz radio system, said M/A-COM Renewal Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated October 12, 2007, 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 approves and authorizes negotiation and execution of a four (4) year renewal of the existing agreement (the “Avaya Renewal Agreement”) with Avaya, Inc. for telephone voice mail, unit repairs and service, said Avaya Renewal Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated October 12, 2007, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

C. Construction Projects.

1. JMAA Project No. 002-08, Rental Car Overflow Parking Lot, JEIA: Approve Agreement.
2. JMAA Project No. 002-08, Rental Car Overflow Parking Lot, JEIA: Authorize Advertisement for Bids.
3. JMAA Project No. 014-06, Medgar Evers Pavilion, JEIA: Award Bid.

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

After discussion, upon motion duly made by Commissioner Patton, 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 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 execution and accomplishment of 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 22, 2007, Regular Monthly Meeting of the Board (separately, each a "Memorandum;" collectively, the "Memoranda") and (ii) incorporated herein by reference; and

WHEREAS, the Board has reviewed and considered said Memoranda and considered said recommendations 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 execution and accomplishment of Addendum No. 6 to the Standard Form Agreement for engineering services with IMS Engineers for design and construction oversight services in connection with construction of a new shared use rental car parking lot on South Hangar Drive (the "Rental Car Overflow Parking Lot") at Jackson-Evers International Airport ("JEIA"), as more particularly described in the Memorandum dated October 11, 2007, relating to this matter, said Addendum No. 6 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.

2. The Board approves and authorizes publication of an advertisement for bids for construction of the Rental Car Overflow Parking Lot at JEIA, as more particularly described in the Memorandum dated October 11, 2007, relating to this matter.
3. The Board (i) accepts the bid by International Museum Corporation d/b/a Southwest Museum Services (“SMS”) as the lowest and best bid for fabrication and related services in connection with the new Medgar Evers Pavilion in the Main Terminal Building at JEIA (the “Project”), and (ii) authorizes and directs the Chief Executive Officer and representatives of the Authority to negotiate and execute an agreement (the “SMS Agreement”) with SMS to accomplish the Project, as more particularly described in the Memorandum dated October 12, 2007, relating to this matter, said SMS Agreement 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.

D. Procurements.

1. Purchase of Information Technology Equipment, JMAA: Approve Purchase.

Mr. Vanderleest directed the Board’s attention to the memorandum dated October 12, 2007, in the Packet which described this matter, and discussed this matter with the Board.

After discussion, upon motion duly made by Commissioner Glover, 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 PURCHASE OF
COMPUTER EQUIPMENT**

WHEREAS, the staff of the Jackson Municipal Airport Authority (the “Authority”) has previously submitted to the Board of Commissioners (the “Board”) of the Authority a budget for information technology expenses during Fiscal Year 2008 (the “Budget”); and

WHEREAS, said Budget was approved by the Board at the September 24, 2007, Board meeting; and

WHEREAS, the staff has requested approval and authorization to purchase certain computer hardware items (the “Equipment”) included in said Budget and more particularly set forth in that certain memorandum dated October 12, 2007 (the “Memorandum”), a copy of which is (i) included in the packet distributed to the Board prior to the October 22, 2007, Regular Monthly Meeting of the Board and (ii) incorporated herein by reference; 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 purchase of the Equipment as set forth in the Memorandum.

E. Lease and Concession Agreements.

There was no discussion or action regarding Lease and Concession Agreements at the Meeting.

F. Grants.

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

G. Other Matters.

1. Sale of Surplus Property, JMAA: Approve Sale and Authorize Service Agreement with Auctioneer.

Mr. Vanderleest directed the Board's attention to the memorandum dated October 12, 2007, in the Packet which described this matter, and discussed this matter with the Board.

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

**RESOLUTION DECLARING CERTAIN ITEMS OF JMAA PROPERTY
TO BE SURPLUS, APPROVING AND AUTHORIZING AGREEMENT
WITH DURHAM AUCTIONS, INC., AND AUTHORIZING SALE OF
SAID ITEMS AT AUCTION TO THE HIGHEST BIDDERS**

WHEREAS, the staff of the Jackson Municipal Airport Authority (the "Authority") has compiled a master list of personal property no longer needed by the Authority for the conduct of its business (the "Surplus Property"), said list of Surplus Property being (i) included in the packet distributed to the Board prior to the October 22, 2007, Regular Monthly Meeting of the Board (the "Surplus Property List") and (ii) incorporated herein by reference; and

WHEREAS, the staff of the Authority has (i) advised the Board of Commissioners (the "Board") of the Authority that the Surplus Property is no longer needed by the Authority for the conduct of its business and should be declared surplus; (ii) has advised the Board that no state agency, board, commission or any governing authority has expressed a need or use for the Surplus Property, and the federal government has not expressed a need or use for

the Surplus Property; (iii) has requested authority to retain Durham Auctions, Inc. ("Durham") to assist in the sale of said Surplus Property; and (iv) has requested authority to sell said Surplus Property at auction to the highest bidder in accordance with applicable law; all as more particular set forth in that certain memorandum dated October 12, 2007, a copy of which is (x) included in the packet distributed to the Board prior to the October 22, 2007, Regular Monthly Meeting of the Board (the "Memorandum") and (y) incorporated herein by reference; and

WHEREAS, the Board has considered said recommendation by the staff of the Authority and reviewed the Memorandum and the Surplus Property List;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby finds and determines that (i) the Surplus Property is surplus and no longer needed for Authority purposes and is not to be used in the Authority's operations; (ii) no state agency, board, commission or any governing authority has expressed a need or use for the Surplus Property, and the federal government has not expressed a need or use for the Surplus Property; and

RESOLVED, FURTHER, 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 and authorize negotiation and execution of an agreement (the "Agreement") with Durham to assist in the sale of the Surplus Property, said Agreement to be in such form and to contain such terms and conditions as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof; and (ii) approve and authorize sale of the Surplus Property at auction to the highest bidder in accordance with applicable law.

2. Election of Officers.

Vice Chair Stewart asked that the Board defer the election of officers until later in the meeting.

3. Adoption of Strategic Initiatives.

Mr. Vanderleest directed the Board's attention to the memorandum dated October 9, 2007, in the Packet which described this matter, and discussed this matter with the Board.

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

RESOLUTION ADOPTING STRATEGIC INITIATIVES

WHEREAS, at the Regular Monthly Meeting of the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") on April 23, 2007, the Board adopted a resolution establishing four (4) Board committees to focus on the following four (4) general areas: (i) Planning and Economic Development; (ii) Administration; (iii) Hawkins Field; and (iv) Customer Service and Marketing; and

WHEREAS, the staff of the Authority has developed specific strategic initiatives to be addressed and accomplished within each of the four categories identified above during the fiscal year ending September 30, 2008 (the "Strategic Initiatives"), all as more particularly set forth in that certain memorandum dated October 9, 2007, a copy of which is (i) included in the packet distributed to the Board prior to the October 22, 2007, Regular Monthly Meeting of the Board (the "Memorandum") and (ii) incorporated herein by reference; and

WHEREAS, the Board has reviewed the Memorandum and considered the recommended Strategic Initiatives set out therein;

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 and adopt the Strategic Initiatives set forth in the Memorandum, and (ii) authorize and direct the staff of the Authority to address and accomplish said Strategic Initiatives during fiscal year 2008, and to provide periodic reports to the Board on the progress thereof.

4. Confidential Project.

VI. CLOSED SESSION.

At approximately 4:40 p.m., Mr. Vanderleest requested that the Board consider entering Closed Session to discuss whether to enter into Executive Session for the limited purpose of discussing the terms and conditions by which the Authority might lease certain real property at Jackson-Evers International Airport in connection with a project which required confidential treatment in accordance with applicable law.

After discussion, upon motion duly made by Commissioner Jones, seconded by Commissioner Patton, and unanimously approved by the affirmative votes of all Commissioners present, the Board agreed to enter into Closed Session for the limited purpose of considering whether to enter into Executive Session to discuss the terms and conditions by which the Authority might lease certain real property at Jackson-Evers International Airport in connection with a project which required confidential treatment in accordance with applicable law. The Board asked Mr. Vanderleest, Ms. Wilson, Mr. Moore and Mr. Wagner to remain during the Closed Session. All others present at the Meeting, other than the Board itself, then left the Meeting.

VII. EXECUTIVE SESSION.

At approximately 4:45 p.m., the Board considered whether to enter into Executive Session for the limited purpose of discussing the terms and conditions by which the Authority might lease certain real property at Jackson-Evers International Airport in connection with a project which required confidential treatment in accordance with applicable law.

Upon motion duly made by Commissioner Patton, seconded by Commissioner Irvin, and unanimously approved by the affirmative votes of all Commissioners present, the Board agreed to enter into Executive Session for the limited purpose of discussing the terms and conditions by which the Authority might lease certain real property at Jackson-Evers International Airport in connection with a project which required confidential treatment in accordance with applicable law. The Board asked Mr. Vanderleest, Ms. Wilson, Mr. Moore and Mr. Wagner to remain during the Executive Session.

Mr. Wagner then stepped outside the Main Terminal Building at Hawkins Field and told those outside the Meeting that the Board had voted to go into Executive Session to discuss the terms and conditions by which the Authority might lease certain real property at Jackson-Evers International Airport in connection with a project which required confidential treatment in accordance with applicable law.

The Board then met in Executive Session to discuss the terms and conditions by which the Authority might lease certain real property at Jackson-Evers International Airport in connection with a project which required confidential treatment in accordance with applicable law.

VIII. OPEN SESSION.

At approximately 5:10 p.m., the Board reconvened in Open Session, and invited the public and staff of the Authority back into the Meeting.

Vice Chair Stewart announced that, during discussion of the confidential project described above, the Board had voted unanimously to approve and authorize negotiation and execution of a confidentiality agreement which the proposed lessor had insisted be executed prior to disclosure of terms and conditions material to the proposed lease.

G. Other Matters, Continued.

2. Election of Officers.

Vice Chair Stewart asked Mr. Moore, as general counsel to the Authority, to explain the process for electing a new Chair of the Board.

Mr. Moore said that the Bylaws of the Authority state that the Board shall elect a Chair and Vice Chair at the Regular Monthly Meeting of the Board in October of each year. Mr. Moore said that the Board could elect both officers at the same time or separately.

Commissioner Irvin nominated Commissioner Stewart for Chair and Commissioner Patton for Vice Chair.

Commissioner Jones nominated Commissioner Glover for Vice Chair.

Commissioner Irvin moved that nominations be closed.

The Board and Mr. Moore then discussed the procedures and order by which the elections would proceed, without reaching a consensus.

During discussion, Mr. Moore asked Vice Chair Stewart and Mr. Wagner to step outside the Meeting with him. After Vice Chair Stewart, Mr. Moore and Mr. Wagner reentered the Meeting, Mr. Moore said that he had recommended to Vice Chair Stewart that the Board vote first on the slate of officers nominated by Commissioner Irvin, that being Commissioner Stewart for Chair and Commissioner Patton for Vice Chair.

Vice Chair Stewart then asked the Commissioners to vote for the slate nominated by Commissioner Irvin, that being Commissioner Stewart for Chair and Commissioner Patton for Vice Chair. Commissioners Irvin and Patton voted for said slate. Commissioners Glover, Jones and Stewart abstained. Mr. Moore said that the Bylaws require the affirmative votes of a majority of the Commissioners present at a meeting in order for the Board to take action. Therefore, the slate of Commissioner Stewart for Chair and Commissioner Patton for Vice Chair had not been elected.

Vice Chair Stewart then asked the Board to vote on the nomination by Commissioner Jones of Commissioner Glover for Vice Chair. Commissioners Jones, Glover and Stewart voted in favor of said nomination. Commissioners Irvin and Patton abstained. Commissioner Glover was thus elected Vice Chair of the Board.

Commissioner Jones then nominated Commissioner Stewart to serve as Chair of the Board. Commissioners Glover, Jones and Stewart voted in favor of said nomination. Commissioners Irvin and Patton abstained. Commissioner Stewart was thus elected Chair of the Board.

Commissioner Irvin asked that the minutes reflect that he believed that Mr. Moore, the Authority's general counsel, had improperly influenced the election of Board officers.

IX. DISCUSSION: STRATEGIC INITIATIVES.

There was no further discussion or action taken regarding Strategic Initiatives at the Meeting.

X. ADJOURNMENT.

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

Respectfully submitted,

Dr. Sylvia Stewart, Chair

Dr. Glenda Glover, Vice Chair

George E. Irvin, Sr.

Earle Jones

Johnnie P. Patton, R. PH.