

**REGULAR MONTHLY MEETING OF JACKSON MUNICIPAL
AIRPORT AUTHORITY BOARD OF COMMISSIONERS
OCTOBER 23, 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 Regular Monthly Board Meeting in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi, at 4:00 p.m. on Monday, October 23, 2017 (the “Meeting”), pursuant to proper notice.

Chairman Pastor James L. Henley, Jr., presided, called the Meeting to order at 4:00 p.m. and called the roll of Commissioners.

The following Commissioners were present, in person, during roll call, for a quorum at the Board Meeting:

Pastor James L. Henley, Jr., Chairman
LaWanda D. Harris, Vice Chairman
Evelyn O. Reed, Commissioner
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 Monthly Meeting of the Board for 4:00 p.m. on Monday, October 23, 2017, in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, 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
And persons listed on **EXHIBIT A: Sign in Sheet for 10-23-17**

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, October 16, 2017 at 12:00 p.m. (Noon).

RESOLUTION CY-2017-134

APPROVAL OF THE NOTICE OF THE MEETING ON MONDAY, OCTOBER 16, 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 Vice Chairman Harris, and approved by the unanimous vote, the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Notice of the Monday, October 16, 2017, 12:00 P.M. (Noon) meeting of the Board's Chairman and Vice Chairman with JMAA Staff.

Yeas: Harris, Henley, Johnson, Reed, Wright

Nays: None

Abstentions: None

October 23, 2017

IV. APPROVAL AND EXECUTION OF MINUTES

- A. Regular Work Session of Board of Commissioners, September 21, 2017.
- B. Regular Meeting of the Board of Commissioners, September 25, 2017.
- C. Special Meeting of the Board of Commissioners, October 8, 2017.

RESOLUTION CY-2017-135

APPROVAL OF THE SEPTEMBER 21, 2017 REGULAR WORK SESSION MINUTES, THE SEPTEMBER 25, 2017 REGULAR BOARD MEETING MINUTES AND THE OCTOBER 8, 2017 SPECIAL MEETING MINUTES

After discussion and review and upon the motion made by Commissioner Reed, seconded by Commissioner Dr. Johnson, the Minutes of the Regular Work Session, September 21, 2017, the Regular Board Meeting, September 25, 2017 and the Special Meeting, October 8, 2017, were approved by unanimous vote of the Commissioners, and the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Minutes of the Regular Work Session, September 21, 2017, the Regular Board Meeting, September 25, 2017 and the Special Meeting, October 8, 2017, as presented, and directs that said Minutes be filed in the appropriate Minute Book and Records of the Authority.

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

October 23, 2017

V. PUBLIC COMMENTS

None.

VI. REPORTS

A. Report from the Chairman

Chairman Pastor Henley announced that there was no report from the Chairman and stated that he is looking forward to a great year.

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

B. Chief Executive Officer

1. **Airport Project Manager Summary, Period Ending
September 30, 2017.....Page 1¹**
2. **Airport Activity Statistics Report, Period Ending
September 30, 2017.....Page 18**

C. Attorney

1. Attorney Walker informed the Board that drafts of the following Resolutions discussed during the October 19, 2017 Work Session and previously provided to them were ready for their consideration:
 - (i) Fiscal Year 2018 Board Meeting and Work Session schedule;
 - (ii) The Chairman and Vice Chairman's meetings with Staff schedule; and
 - (iii) JMAA staff performing the tasks associated with the Work Session Minutes.
2. Next, Attorney Walker announced that there was one (1) matter that he recommended that the Board take up during an Executive Session. Therefore, he recommended the Board enter Closed Session to consider said matter at an appropriate time.

¹ The page numbers herein are the page numbers contained in the Meeting Packet which is attached as an Exhibit to the October 23, 2017 Regular Board Meeting Minutes.

VII. ACTION ITEMS

A. Financial Matters

1. Financial Reports for September 2017:

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

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

RESOLUTION CY-2017-136

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

Upon motion by Commissioner Dr. Johnson, seconded by Commissioner Reed, 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 September 30, 2017, which were included in the Packet, at pages 31-35 and distributed to the Board prior to the October 23, 2017 Monthly Meeting of the Board.

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

Yeas: Harris, Henley, Johnson, Reed, Wright

Nays: None

Abstentions: None

October 23, 2017

(c) Claims Docket for September 2017: Approve.....Page 36

RESOLUTION CY-2017-137

RESOLUTION APPROVING THE CLAIMS DOCKET FOR THE MONTH AND PERIOD ENDING SEPTEMBER 30, 2017

Upon motion by Vice Chairman Harris, seconded by Commissioner Dr. Johnson, 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 September 30, 2017, which was included in the Packet, at pages 36-40, and distributed to the Board prior to the October 23, 2017 Regular Meeting of the Board.

IT IS, THEREFORE, RESOLVED that the Board hereby authorizes payment of the Claims in the amount of \$1,424,135.24.

Yeas: Harris, Henley, Johnson, Reed, Wright

Nays: None

Abstentions: None

October 23, 2017

(d) Quarterly Statistics.....Page 41

Mr. Newman announced that no action is needed concerning the Quarterly Report.

2. Early Issues.....Page 44

(a) Reimburse Jim Hankins Air Service for overpayment of rent and three (3) JMAA employees for tuition fees, JMAA: Approve Early Issue Payments

In response to Commissioner Dr. Johnson, Mr. Newman confirmed that the amounts of the reimbursements being requested by Staff are correct.

Attorney Walker then informed the Board that this payment should conclude the Jim Hankins matter.

RESOLUTION CY-2017-138

RESOLUTION AUTHORIZING AN EARLY ISSUE PAYMENT FOR REIMBURSEMENTS TO JIM HANKINS AIR SERVICE AND THREE (3) JMAA EMPLOYEES

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 the authority to make a payment of \$3,789.87 to Jim Hankins Air Service, as reimbursement for the months of May, June, and July 2017 resulting from the overpayment of rent; and

WHEREAS, LaToya Jeter, Esq., with the Brown, Bass, and Jeter Attorneys Law firm requested payment to Jim Hankins Air Service for overpayment of rent the reimbursement via official statement; and

WHEREAS, the Board has further considered the request of JMAA’s Staff for authority to make reimbursement payments of \$3,405.34 to Le-Sheena Lewis, \$4,262.50 to Perry Miller and \$2,557.50 to Patrick Minor, for tuition fees; and

WHEREAS, the Board finds that such requests, which are fully explained in a Memorandum dated October 18, 2017, at page 44 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that JMAA’s Staff is authorized to pay the amount of \$3,789.87 to Jim Hankins Air Service, as reimbursement for the overpayment of rents for months of May, June, and July 2017; and

IT IS, THEREFORE, FURTHER RESOLVED that JMAA’s Staff is authorized to pay the amount of \$3,405.34 to Le-Sheena Lewis, \$4,262.50 to Perry Miller and \$2,557.50 to Patrick Minor as reimbursements for tuition fees; and

IT IS, THEREFORE, FURTHER RESOLVED that such requests are fully explained in the Memorandum dated October 18, 2017, found at page 44 of the Meeting Packet.

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

October 23, 2017

- 3. **Tax-Exempt Financing Compliance Procedure-Annual Update, JMAA.....Page 45**

Mr. Newman announced that no action is needed concerning the Tax-Exempt Financing Compliance Procedure-Annual Update.

- 4. ***Amendment to the Master Indenture of Trust, JMAA: Authority to Amend Language).....Page 47***

RESOLUTION CY-2017- 139

**AUTHORIZING AMENDMENT OF SECTION 7.4
OF ORIGINAL INDENTURE OF TRUST
TO EXTEND SUBMISSION DEADLINE
FOR REQUIRED FINANCIAL STATEMENTS**

Thereupon, Commissioner LTC(R) Lucius Wright offered and moved for the adoption of the following resolution:

RESOLUTION AUTHORIZING AND APPROVING THE FORM OF AND THE EXECUTION AND DELIVERY OF A SIXTH SUPPLEMENTAL INDENTURE OF TRUST; AUTHORIZING PROPER OFFICERS TO DO ALL OTHER THINGS DEEMED NECESSARY OR ADVISABLE IN CONNECTION WITH AMENDING SECTION 7.4 OF THE ORIGINAL INDENTURE OF TRUST TO EXTEND THE DEADLINE FOR SUBMISSION OF THE REQUIRED AUDITED FINANCIAL STATEMENTS TO 180 DAYS AFTER THE END OF EACH FISCAL YEAR AND PAYMENT OF ALL RELATED CHARGES AND COSTS; AND FOR RELATED PURPOSES.

WHEREAS, the Jackson Municipal Airport Authority (the "Authority"), a body politic and corporate and a political subdivision of the State of Mississippi, was created by the City of Jackson, Mississippi (the "City") in accordance with the provisions of laws, 1958, ch. 230, as amended and currently codified as, Sections 61-3-1 *et seq.*, Mississippi Code of 1972, as amended (the "Act"), for the purposes of providing airports and air navigation facilities to serve the citizens of the City and the public generally; and

WHEREAS, Trustmark National Bank, a national banking association having its principal corporate trust office in Jackson, Mississippi, is duly organized and existing under the laws of the State of Mississippi (the "State"), and is trustee (the "Trustee") of all of the Authority's outstanding bonds; and

WHEREAS, the Jackson Municipal Airport Authority Board of Commissioners (the "Commission"), the governing body of the Authority, is empowered under the provisions of the Act to borrow money on behalf of the Authority and make and issue bonds payable solely from the revenue derived from the operation of any airport or air navigation facility in its charge for the purpose of paying costs incident to the operation and maintenance of its airport facilities or the cost of any extension, addition, or improvement to its airport facilities, or both, and to issue bonds to refund bonds previously issued by the Authority; and

WHEREAS, the Authority has undertaken, from time to time, a program of modernization and expansion of the Authority's principal facilities at Jackson-Medgar Wiley Evers International Airport (the "International Airport"); and

WHEREAS, in order to fund a portion of the costs of such program of modernization and expansion of the International Airport, the Authority, pursuant to the Act and an Indenture of Trust, dated as of December 1, 1996 (the "Original Indenture"), between the Authority and the Trustee, issued its \$8,095,000 Airport Revenue Bonds, Series 1996 (the "Series 1996 Bonds"), all as more fully described in the Original Indenture; and

WHEREAS, in order to further fund a portion of the costs of such program of modernization and expansion of the International Airport, the Authority, pursuant to the Act and a First Supplemental Indenture of Trust, dated as of March 15, 1998 (the "First

Supplemental Indenture"), between the Authority and the Trustee, issued its \$12,920,000 Airport Revenue Bonds, Series 1998A (the "Series 1998A Bonds") and its \$1,140,000 Airport Revenue Bonds, Series 1998B (the "Series 1998B Bonds" and together with the Series 1998A Bonds, the "Series 1998 Bonds"), all as more fully described in the First Supplemental Indenture; and

WHEREAS, in order to further fund a portion of the costs of such program of modernization and expansion of the International Airport, the Authority, pursuant to the Act and a Second Supplemental Indenture of Trust, dated as of June 1, 2005 (the "Second Supplemental Indenture"), between the Authority and the Trustee, issued its \$17,200,000 Airport Revenue Bonds, Series 2005A (the "Series 2005A Bonds"), its \$7,775,000 Airport Revenue Bonds, Series 2005B (the "Series 2005B Bonds") and its \$8,260,000 Airport Revenue Bonds, Series 2005C (the "Series 2005C Bonds" and together with the Series 2005A Bonds and the Series 2005B Bonds, the "Series 2005 Bonds"), all as more fully described in the Second Supplemental Indenture; and

WHEREAS a portion of the proceeds of the Series 2005C Bonds were used to advance refund and defease \$3,595,000 in aggregate principal amount of the Series 1998A Bonds;

WHEREAS, in order to further fund a portion of the costs of such program of modernization and expansion of the International Airport and to advance refund and defease a portion of the Series 1996 Bonds and a portion of the Series 1998A Bonds, the Authority, pursuant to the Act and a Third Supplemental Indenture of Trust, dated as of March 1, 2007 (the "Third Supplemental Indenture"), between the Authority and the Trustee, issued its \$6,480,000 Gulf Opportunity Zone Airport Revenue Refunding Bonds, Series 2007A (AMT) (the "Series 2007A Bonds"), and its \$7,620,000 Airport Revenue Refunding Bonds, Series 2007B (Non-AMT) (the "Series 2007B Bonds" and together with the Series 2007A Bonds, the "Series 2007 Bonds"), all as more fully described in the Third Supplemental Indenture; and

WHEREAS, in order to further fund a portion of the costs of such program of modernization and expansion of the International Airport and to advance refund and defease a portion of the Series 2005 Bonds, the Authority, pursuant to the Act and the Fourth Supplemental Indenture, dated as of September 1, 2015 (the "Fourth Supplemental Indenture"), between the Authority and the Trustee, issued its \$16,670,000 Airport Revenue Refunding Bonds, Series 2015A (Non-AMT) (the "Series 2015A Bonds"), and its \$7,855,000 Airport Revenue Refunding Bonds, Series 2015B (AMT) (the "Series 2015B Bonds" and together with the Series 2015A Bonds, the "Series 2015 Bonds"), all as more fully described in the Fourth Supplemental Indenture; and

WHEREAS, the Series 1996 Bonds, the Series 1998 Bonds, and the Series 2005A Bonds and the Series 2005B Bonds are no longer outstanding; and

WHEREAS, by a resolution duly adopted by the Commission on August 16, 2017, (the "Resolution"), the Commission authorized the issuance of two (2) additional Series of

Bonds under the Original Indenture and the Fifth Supplemental Indenture, dated as of September 1, 2017 (the "Fifth Supplemental Indenture"), designated as Airport Revenue Refunding Bonds, Series 2017A (AMT) (the "Series 2017A Bonds") and the Airport Revenue Refunding Bonds, Series 2017B (Non-AMT) (the "Series 2017B Bonds" and together with the Series 2017A Bonds, the "Series 2017 Bonds") for the purpose of providing funds with which to fund the cost of the Series 2017 Refunding Project and to pay the Costs of Issuance of the Series 2017 Bonds, which Series 2017 Bonds were issued as Additional Bonds under the Original Indenture; and

WHEREAS, the Commission has determined it is in the best interest of the Authority to extend the time deadline for submission of the audited financial statements required by Section 7.4 of the Original Indenture to 180 days after the end of each Fiscal Year so that the Authority will have equal time deadlines for such financial statements submission and the Authority's submission requirements under the Continuing Disclosure Agreement dated as of June 1, 2005, executed in connection with the Series 2005 Bonds; and

WHEREAS, pursuant to Section 9.2 of the Original Indenture, to extend the time deadline for submission of the audited financial statements required by Section 7.4 of the Original Indenture to 180 days after the end of each Fiscal Year, the Authority has obtained a written instrument of approval from the Holders of at least 66-2/3% in principal amount of the current Outstanding Bonds and has submitted such written instrument of approval to the Trustee in support and as authorization of issuance by the Authority of a Sixth Supplemental Indenture of Trust, dated as of November 1, 2017 (the "Sixth Supplemental Indenture"); and

WHEREAS, the Sixth Supplemental Indenture of Trust will be supplemental and amendatory to the Original Indenture, the First Supplemental Indenture, the Second Supplemental Indenture, the Third Supplemental Indenture, the Fourth Supplemental Indenture, and the Fifth Supplemental Indenture; and

WHEREAS, the form of the Sixth Supplemental Indenture of Trust has been prepared and submitted to the Authority and appears to be in appropriate form and is an appropriate document for the purposes identified; and

WHEREAS, all conditions, acts and things required by the Act and the Constitution and laws of the State to have existed, to have happened and to have been performed precedent to and in connection with the adoption of this Resolution and the execution and the delivery of the Sixth Supplemental Indenture, have happened and have been performed in regular and due time, form and manner as required by law; and

NOW, THEREFORE, BE IT RESOLVED, DETERMINED AND ORDERED BY THE BOARD OF COMMISSIONERS OF THE AUTHORITY, ACTING FOR AND ON BEHALF OF THE AUTHORITY, AS FOLLOWS:

SECTION 1. This Resolution is adopted pursuant to the Act for the purpose of extending the Authority's time deadline for submission of its audited financial statements

required by Section 7.4 of the Original Indenture to 180 days after the end of each Fiscal Year. The Authority hereby acknowledges that each of the above recitals is true and correct.

SECTION 2. The Sixth Supplemental Indenture, in the form submitted at this meeting and made part of this Resolution, as though set forth in full herein, shall be, and the same hereby is, approved in substantially said form. The Chairperson of the Commission (the “Chairperson”) and the Chief Executive Officer of the Authority are hereby authorized and directed to execute and deliver the Sixth Supplemental Indenture with such changes, insertions and omissions as may be approved by such officers, said execution being conclusive evidence of such approval. The Chairperson and the Chief Executive Officer of the Authority are further authorized to do all acts and things required by them by this Resolution and the Sixth Supplemental Indenture for the full and complete performance of all the terms, covenants, and agreements contained in this Resolution and the Sixth Supplemental Indenture.

SECTION 3. Copies of the Sixth Supplemental Indenture in the form submitted at this meeting and approved in substantially said form by this Resolution are on file in the office of the Chief Executive Officer.

SECTION 4. Nothing expressed in the Sixth Supplemental Indenture of Trust is intended or should be construed to confer upon or give to any person other than the Authority, the Trustee, and the Holders of the Bonds, any legal or equitable right, remedy or claim under or by reason of or in respect to the Sixth Supplemental Indenture or any covenant, condition, stipulation, promise, agreement or provision therein contained. The Sixth Supplemental Indenture of Trust and all of the covenants, conditions, stipulations, promises, agreements and provisions thereof are intended to be and shall be for and inure to the sole and exclusive benefit of the Authority, the Trustee, and the Holders of the Bonds as herein and therein provided.

SECTION 5. All the terms, provisions, conditions, covenants, warranties and agreements contained in the Sixth Supplemental Indenture shall be binding upon the successors and assigns of the Authority and shall inure to the benefit of the Trustee, its successors or substitutes in trust and assigns, and the Holder of the Bonds.

SECTION 6. No recourse shall be had for the enforcement of any obligation, covenant, promise or agreement of the Authority contained in the Sixth Supplemental Indenture against any member of the Commission, any officer or employee, as such, in his or her individual capacity, past, present or future, of the Authority, either directly or through the Authority, whether by virtue of any constitutional provision, statute or rule of law, or by the enforcement of any assessment or penalty or otherwise. The Sixth Supplemental Indenture of Trust is solely the obligation of the Authority, and no personal liability whatsoever shall attach to, or be incurred by, any member, officer or employees (past, present or future) of the Authority.

SECTION 7. The Authority ratifies and reaffirms each and every representation either expressed or implied in or by the terms and provisions of the Original Indenture, except as otherwise specifically provided in the Sixth Supplemental Indenture of Trust.

SECTION 8. Each and every covenant and agreement of the Authority and the Trustee contained in the Original Indenture, as subsequently amended, shall apply equally in force and effect with respect to the Bonds, except as otherwise specifically provided in the Sixth Supplemental Indenture of Trust.

SECTION 9. The Sixth Supplemental Indenture of Trust shall become effective upon its execution.

The motion was seconded by Vice Chairman LaWanda D. Harris, and the question being put to a vote, the Resolution was adopted by the Commissioners, voting as follows:

Yeas: Harris, Henley, Johnson, Reed, Wright

Nays: None

Abstentions: None

October 23, 2017

The motion having received the affirmative vote of all the members of the Board of Commissioners of the Jackson Municipal Airport Authority present, being a quorum of said Board, the Chairperson declared the motion carried and the Resolution adopted, this the 23rd day of October 2017.

B. Construction Projects

- 1. *Runway 16R/34L, Taxiway Alpha and Cross Connector Taxiways Pavement Rehabilitation, JAN: Authority to Execute a Change Order and Approval of the Necessary Amendment to the Project Budget (Superior Asphalt, Inc.).....Page 49***

RESOLUTION CY-2017-140

RESOLUTION AUTHORIZING EXECUTION OF CHANGE ORDER NO. 1 AND APPROVAL OF PROJECT BUDGET AMENDMENT

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 authority to execute Change Order No. 1 to the Standard Form Agreement between the Jackson Municipal

Airport Authority (“JMAA”) and Superior Asphalt, Inc. of Philadelphia, Mississippi (“Superior Asphalt”) in the amount of \$154,557.00; and

WHEREAS, during the construction phase of the project, the contractor discovered a necessary “pay item” for cement material which was not listed in the project specifications, as such, the contractor’s bid did not include the cement material “pay item”; and

WHEREAS, the contractor is requesting an additional amount of \$282,557.00 for the cement material cost as an “add-on” to cover the material; and

WHEREAS, after review of the “change order” request of Superior Asphalt by JMAA Staff and JMAA’s design consultant, IMS Engineers, other material underruns in the amount of \$128,000.00 were identified that could be deducted from the “change order” request of Superior Asphalt and therefore JMAA Staff recommended approval of Change Order No.1 to Superior Asphalt’s agreement in the amount of \$154,557.00; and

WHEREAS, with the additional cost, the new construction total contract amount will be \$17,327,860.00; and

WHEREAS, the Board has also considered the request of JMAA’s Staff for approval of the necessary amendment to the project budget for a new project budget in the amount of \$19,630,458.97 to accommodate additional costs associated with Change Order No. 1; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated October 16, 2017, at pages 49-51 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that JMAA’s Staff is authorized to execute Change Order No. 1 to the Standard Form Agreement between the Jackson Municipal Airport Authority (“JMAA”) and Superior Asphalt, Inc. of Philadelphia, Mississippi (“Superior Asphalt”) in the amount of \$154,557.00; and

IT IS, THEREFORE, FURTHER RESOLVED that during the construction phase of the project, the contractor discovered a necessary “pay item” for cement material which was not listed in the project specifications, as such, the contractor’s bid did not include the cement material “pay item”; and

IT IS, THEREFORE, FURTHER RESOLVED that with the additional cost, the new construction total contract amount will be \$17,327,860.00; and

IT IS, THEREFORE, FURTHER RESOLVED that the necessary amendment to the project budget for a new project budget in the amount of \$19,630,458.97 to accommodate the additional costs associated with Change Order No. 1 is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests are fully explained in the Memorandum dated October 16, 2017, at pages 49-51 of the Meeting

Packet.

Yeas: Harris, Henley, Johnson, Reed, Wright

Nays: None

Abstentions: None

October 23, 2017

C. Procurements

None.

D. Service Agreements

None.

E. Grants

None.

F. Other Matters

- 1. Antenna License and Ground Lease Agreement, JAN: (Cellular South Real Estate, Inc.).....Page 52*

RESOLUTION CY-2017-141

RESOLUTION GRANTING AUTHORITY TO ENTER AN ANTENNA LICENSE AND GROUND LEASE AGREEMENT WITH CELULAR SOUTH REAL ESTATE, INC.

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

WHEREAS, Cellular South Real Estate, Inc. (“Cellular South”) desires to enter a new Antenna License and Ground Lease Agreement with the Jackson Municipal Airport Authority (“JMAA”) for nine (9) cellular antennas installed on the water tower and 375 square feet of property at the base of the water tower located at the Jackson-Medgar Wiley Evers International Airport (“JAN”).

WHEREAS, Cellular South Real Estate, Inc. is offering pay JMAA the negotiated license fee of \$3,750.00 per antenna plus \$0.25 per square foot of ground lease for an initial annual total rate of \$33,843.75 for the license and ground lease.

WHEREAS, the Antenna License and Ground Lease amount will increase three percent (3%) annually.

WHEREAS, the Board has considered the request of JMAA's Staff for authority to enter into an Antenna License and Ground Lease Agreement with Cellular South Real Estate, Inc.; and

WHEREAS, the lease will be for an initial term of five (5) years, with a renewal option for an additional five (5) years, at the option of Cellular South; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated October 9, 2017 and the attached Exhibit A, at pages 52-54 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that JMAA's Staff is authorized to enter into an Antenna License and Ground Lease Agreement with Cellular South Real Estate, Inc. for nine (9) cellular antennas installed on the water tower and 375 square feet of property at the base of the water tower located at the Jackson-Medgar Wiley Evers International Airport ("JAN"); and

IT IS, THEREFORE, FURTHER RESOLVED that Cellular South Real Estate, Inc. shall pay JMAA the negotiated license fee of \$3,750.00 per antenna plus \$0.25 per square foot of ground lease for an initial annual total rate of \$33,843.75 for the license and ground lease; and

IT IS, THEREFORE, FURTHER RESOLVED that the Antenna License and Ground Lease amount will increase three percent (3%) annually.

IT IS, THEREFORE, FURTHER RESOLVED that the lease shall be for an initial term of five (5) years, with a renewal option for an additional five (5) years, at the option of Cellular South; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated October 9, 2017 and the attached Exhibit A, at pages 52-54 of the Meeting Packet.

Yeas: Harris, Henley, Johnson, Reed, Wright

Nays: None

Abstentions: None

October 23, 2017

2. *Non-Commercial Hangar and Fuel Farm Lease Agreement, JAN: Authority to Execute A Lease Agreement (Tir-Jet,*

LLC).....Page 55

RESOLUTION CY-2017-142

RESOLUTION AUTHORIZING JMAA STAFF TO EXECUTE A TEN (10) YEAR LEASE WITH TRI-JET, LLC FOR 41,246 SQUARE FEET OF HANGAR SPACE, COMMERCIAL IMPROVED LAND, ASPHALT APRON, ASPHALT VEHICLE PARKING, AND FUEL FARM

Upon motion by Commissioner Reed, 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 authority to execute a ten (10) year lease with Tri-Jet, LLC (“Tri-Jet”) for 41,246 square feet of Hangar Space, Commercial Improved Land, Asphalt Apron, Asphalt Vehicle Parking, and Fuel Farm (“the Property”); and

WHEREAS, the Property is located at 137 Freightways Drive, Jackson, Mississippi 39208 at the Jackson-Medgar Wiley Evers International Airport (“JAN”); and

WHEREAS, the current twenty (20) year ground lease agreement with Tri-Jet expires on December 31, 2017 at which time the Hangar and Fuel Farm that Tri-Jet built and maintained becomes the Jackson Municipal Airport Authority’s (“JMAA”) property; and

WHEREAS, the new proposed 10-year lease, will begin January 1, 2018 and end December 31, 2027; and

WHEREAS, Tri-Jet has requested, and Staff is recommending, that Tri-Jet be given the option to exercise two (2) consecutive five (5) year extensions at the end of the initial 10-year term of the lease; and

WHEREAS, the rent for the initial 10-year lease term will be \$45,913.06 per year or \$3,826.09 per month and the fuel flowage fee will be \$.07 per gallon during the initial 10-year term of the lease; and

WHEREAS, upon each lease extension, if any, an adjustment will be made to the rental amount paid by Tri-Jet to JMAA based on the Consumer Price Index (“CPI”), but in no case shall the rent for the successive year be less than the prior term; and

WHEREAS, JMAA’s Legal Counsel shall review the proposed new lease agreement with Tri-Jet before JMAA executes it; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated October 9, 2017, at pages 55-56 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that JMAA’s Staff is authorized to execute a ten (10) year lease with Tri-Jet, LLC (“Tri-Jet”) for 41,246 square feet of Hangar Space, Commercial Improved Land, Asphalt Apron, Asphalt Vehicle Parking, and Fuel Farm (“the Property”); and

IT IS, THEREFORE, FURTHER RESOLVED that the Property is located at 137 Freightways Drive, Jackson, Mississippi 39208 at the Jackson-Medgar Wiley Evers International Airport (“JAN”); and

IT IS, THEREFORE, FURTHER RESOLVED that the current twenty (20) year ground lease agreement with Tri-Jet expires on December 31, 2017 at which time the Hangar and Fuel Farm that Tri-Jet built and maintained becomes the Jackson Municipal Airport Authority’s (“JMAA”) property; and

IT IS, THEREFORE, FURTHER RESOLVED that the new proposed 10-year lease, will begin January 1, 2018 and end December 31, 2027; and

IT IS, THEREFORE, FURTHER RESOLVED that Tri-Jet will be given the option to exercise two (2) consecutive five (5) year extensions at the end of the initial 10-year term of the lease; and

IT IS, THEREFORE, FURTHER RESOLVED that the rent for the initial 10-year lease term will be \$45,913.06 per year or \$3,826.09 per month and the fuel flowage fee will be \$.07 per gallon during the initial 10-year term of the lease; and

IT IS, THEREFORE, FURTHER RESOLVED that upon each lease extension, if any, an adjustment will be made to the rental amount paid by Tri-Jet to JMAA based on the Consumer Price Index (“CPI”), but in no case shall the rent for the successive year be less than the prior term; and

IT IS, THEREFORE, FURTHER RESOLVED that JMAA’s Legal Counsel shall review the new proposed lease agreement with Tri-Jet before JMAA executes it; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated October 9, 2017, found at pages 55-56 of the Meeting Packet.

Yeas: Harris, Henley, Johnson, Reed, Wright

Nays: None

Abstentions: None

October 23, 2017

G. New Business

1. *Chairman Pastor Henley announced that the Board would consider a*

motion to adopt a Resolution Commending Former Commissioner Vernon W. Hartley, Sr., for his service on the Board and the following Resolution was passed.

RESOLUTION CY-2017-143

RESOLUTION TO ADOPT A RESOLUTION COMMENDING FORMER COMMISSIONER VERNON W. HARTLEY, SR FOR HIS SERVICE ON THE BOARD OF COMMISSIONERS OF THE JACKSON MUNICIPAL AIRPORT AUTHORITY.

Upon motion by Chairman Pastor Henley, seconded by Commissioner Reed, the following **RESOLUTION** was made and unanimously approved by the Commissioners:

RESOLVED that the Commissioners shall draft a **RESOLUTION** commending former Commissioner Vernon W. Hartley, Sr. for his service on the Board of Commissioners of the Jackson Municipal Airport Authority; and

FURTHER RESOLVED, that former Commissioner Hartley will be invited to attend a future meeting of the Board of Commissioners of the Jackson Municipal Airport Authority to be presented with the **RESOLUTION**.

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

October 23, 2017

2. *Rescheduling and Consolidating future 2017 and 2018 Meetings of the Board of Commissioners.*

RESOLUTION CY-2017-144

RESOLUTION RESCHEDULING AND CONSOLIDATING SOME FUTURE 2017 AND 2018 MEETINGS OF THE BOARD OF COMMISSIONERS OF THE JACKSON MUNICIPAL AIRPORT AUTHORITY PRESCRIBED BY ITS BYLAWS

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

WHEREAS, the Board of Commissioners (“Board”) of the Jackson Municipal Airport Authority (“JMAA”) desires to reschedule and consolidate some future 2017 and 2018 Meetings of JMAA’s Board, prescribed by JMAA’s Bylaws; and

WHEREAS, the Board previously discussed and considered future scheduling conflicts due to holidays and scheduled JMAA related obligations and commitments regarding future 2017 and 2018 Meetings of JMAA's Board, prescribed by JMAA's Bylaws; and

WHEREAS, based upon the Board's discussion and consideration of future scheduling conflicts, the Board takes the following actions, regarding the following future 2017 and 2018 Meetings of JMAA's Board, prescribed by JMAA's Bylaws:

- November 23, 2017 Regular Work Session shall be consolidated with the Rescheduled Regular Board Meeting to be held on November 27, 2017 at 8:30 a.m. in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport in Jackson, Mississippi;
- November 27, 2017 4:00 p.m. Regular Board Meeting shall be rescheduled to November 27, 2017 at 8:30 a.m. in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport in Jackson, Mississippi;
- December 21, 2017 Regular Work Session shall be consolidated with the Rescheduled Regular Board Meeting to be held on December 21, 2017 at 8:30 a.m. in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport in Jackson, Mississippi;
- December 25, 2017 4:00 p.m. Regular Board Meeting shall be rescheduled to December 21, 2017 at 8:30 a.m. in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport in Jackson, Mississippi;
- March 22, 2018 8:30 a.m. Regular Work Session shall be rescheduled to March 23, 2018 at 8:30 a.m. in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport in Jackson, Mississippi;
- April 19, 2018 8:30 a.m. Regular Work Session shall be rescheduled to April 20, 2018 at 8:30 a.m. in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport in Jackson, Mississippi;
- May 24, 2018 Regular Work Session shall be consolidated with the Rescheduled Regular Board Meeting to be held on May 24, 2017 at 8:30 a.m. in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport in Jackson, Mississippi;
- May 28, 2018 4:00 p.m. Regular Board Meeting shall be rescheduled to May 24, 2017 at 8:30 a.m. in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport in Jackson, Mississippi;

WHEREAS, the Resolution herein will serve as notice to the public as to the consolidation and rescheduling of the above identified future 2017 and 2018 Meetings of JMAA's Board, prescribed by JMAA's Bylaws; and

WHEREAS, the Board directs JMAA's Staff to transmit this Resolution to each JMAA Commissioner by email and U.S. Postal Service Mail and to post this Resolution at the Administrative Office of the Jackson Municipal Airport Authority at the Jackson-Medgar Wiley Evers International Airport in Jackson, MS and the Terminal Building at Hawkins Field Airport in Jackson, MS, in accordance with the requirements of Mississippi Open Meetings Act, Miss Code Ann. §25-41-13 and for it to remain so posted, without interruption, until May 29, 2018; and

WHEREAS, the Board further directs JMAA's Staff to post this Resolution on JMAA's public official online website, with the website address, "jmaa.com", and for it to remain so posted, without interruption, until May 29, 2018.

IT IS, THEREFORE, RESOLVED that the meeting schedule for the future 2017 and 2018 Meetings of JMAA's Board, prescribed by JMAA's Bylaws, is amended as follows:

- November 23, 2017 Regular Work Session shall be consolidated with the Rescheduled Regular Board Meeting to be held on November 27, 2017 at 8:30 a.m. in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport in Jackson, Mississippi;
- November 27, 2017 4:00 p.m. Regular Board Meeting shall be rescheduled to November 27, 2017 at 8:30 a.m. in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport in Jackson, Mississippi;
- December 21, 2017 Regular Work Session shall be consolidated with the Rescheduled Regular Board Meeting to be held on December 21, 2017 at 8:30 a.m. in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport in Jackson, Mississippi;
- December 25, 2017 4:00 p.m. Regular Board Meeting shall be rescheduled to December 21, 2017 at 8:30 a.m. in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport in Jackson, Mississippi;
- March 22, 2018 8:30 a.m. Regular Work Session shall be rescheduled to March 23, 2018 at 8:30 a.m. in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport in Jackson, Mississippi;
- April 19, 2018 8:30 a.m. Regular Work Session shall be rescheduled to April 20, 2018 at 8:30 a.m. in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport in Jackson, Mississippi;

- May 24, 2018 Regular Work Session shall be consolidated with the Rescheduled Regular Board Meeting to be held on May 24, 2017 at 8:30 a.m. in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport in Jackson, Mississippi;
- May 28, 2018 4:00 p.m. Regular Board Meeting shall be rescheduled to May 24, 2017 at 8:30 a.m. in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport in Jackson, Mississippi;

IT IS, THEREFORE, FURTHER RESOLVED that the Resolution herein serves as notice to the public as to the consolidation and rescheduling of the above identified future 2017 and 2018 Meetings of JMAA's Board, prescribed by JMAA's Bylaws; and

IT IS, THEREFORE, FURTHER RESOLVED that JMAA's Staff shall transmit this Resolution to each JMAA Commissioner by email and U.S. Postal Service Mail and to post this Resolution at the Administrative Office of the Jackson Municipal Airport Authority at the Jackson-Medgar Wiley Evers International Airport in Jackson, MS and the Terminal Building at Hawkins Field Airport in Jackson, MS, in accordance with the requirements of Mississippi Open Meetings Act, Miss Code Ann. §25-41-13 and for it to remain so posted, without interruption, until May 29, 2018; and

IT IS, THEREFORE, FURTHER RESOLVED that JMAA Staff shall post this Resolution on JMAA's public official online website, with the website address, "jmaa.com", and for it to remain so posted, without interruption, until May 29, 2018.

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

October 23, 2017

3. *Scheduling of future 2017 and 2018 Chairman and Vice Chairman Meetings with JMAA Staff*

RESOLUTION CY-2017-145

RESOLUTION REGARDING FISCAL YEAR 2018 PRE-WORK SESSION MEETINGS OF THE CHAIRMAN AND VICE CHAIRMAN OF THE JACKSON MUNICIPAL AIRPORT AUTHORITY BOARD COMMISSIONERS WITH JMAA STAFF

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

WHEREAS, the Chairman and Vice Chairman of the Board of Commissioners (“Board”) of the Jackson Municipal Airport Authority (“JMAA”), during Fiscal Year 2018, will meet with JMAA Staff Members before each Work Session of the Board on the following dates and times and at the following locations:

- November 20, 2017, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi;
- December 18, 2017, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi;
- January 15, 2018, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi;
- February 19, 2018, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi;
- March 19, 2018, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi;
- April 13, 2018, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi;
- May 21, 2018, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi;
- June 18, 2018, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi;
- July 16, 2018, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi;
- August 20, 2018, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi;
- September 17, 2018, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi; and

WHEREAS, the Resolution herein will serve as notice to the public as to the scheduling of the above listed meetings; and

WHEREAS, the Board directs JMAA’s Staff to transmit this Resolution to each JMAA Commissioner by email and U.S. Postal Service Mail and to post this Resolution at the Administrative Office of the Jackson Municipal Airport Authority at the Jackson-Medgar Wiley Evers International Airport in Jackson, MS and the Terminal Building at Hawkins Field Airport in Jackson, MS, in accordance with the requirements of Mississippi Open Meetings Act, Miss Code Ann. §25-41-13 and for it to remain so posted, without interruption, until September 30, 2018; and

WHEREAS, the Board further directs JMAA’s Staff to post this Resolution on JMAA’s public official online website, with the website address, “jmaa.com”, and for it to remain so posted, without interruption, until September 30, 2018.

IT IS, THEREFORE, RESOLVED the Chairman and Vice Chairman of the Board of Commissioners (“Board”) of the Jackson Municipal Airport Authority (“JMAA”), during Fiscal Year 2018, will meet with JMAA Staff Members before each Work Session of the Board on the following dates and times and at the following locations:

- November 20, 2017, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi;
- December 18, 2017, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi;
- January 15, 2018, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi;
- February 19, 2018, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi;
- March 19, 2018, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi;
- April 13, 2018, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi;
- May 21, 2018, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi;
- June 18, 2018, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi;
- July 16, 2018, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi;

- August 20, 2018, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi;
- September 17, 2018, 12:00 p.m. (noon) in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi; and

IT IS, THEREFORE, FURTHER RESOLVED that the Resolution herein serves as notice to the public as to the scheduling of the above listed meetings; and

IT IS, THEREFORE, FURTHER RESOLVED that JMAA’s Staff shall transmit this Resolution to each JMAA Commissioner by email and U.S. Postal Service and to post this Resolution at the Administrative Office of the Jackson Municipal Airport Authority at the Jackson-Medgar Wiley Evers International Airport in Jackson, MS and the Terminal Building at Hawkins Field Airport in Jackson, MS, in accordance with the requirements of Mississippi Open Meetings Act, Miss Code Ann. §25-41-13 and for it to remain so posted, without interruption, until September 30, 2018; and

IT IS, THEREFORE, FURTHER RESOLVED that JMAA Staff shall post this Resolution on JMAA’s public official online website, with the website address, “jmaa.com”, and for it to remain so posted, without interruption, until September 30, 2018.

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

October 23, 2017

3. *JMAA Staff Drafting, Composing and Performing all Duties Associated with the Work Session Minutes*

RESOLUTION CY-2017-146

RESOLUTION REGARDING THE STAFF OF THE JACKSON MUNICIPAL AIRPORT AUTHORITY DRAFTING AND COMPOSING THE MINUTES OF THE MONTHLY WORK SESSIONS OF THE BOARD OF COMMISSIONERS OF THE JACKSON MUNICIPAL AIRPORT AUTHORITY BEGINNING IN JANUARY 2018

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

WHEREAS, the Board of Commissioners (“the Board”) of the Jackson Municipal Airport Authority (“JMAA”) previously considered assigning to JMAA’s Staff the responsibility of drafting and composing the Monthly Work Session Minutes of the Board of JMAA; and

WHEREAS, beginning in January 2018, JMAA's Staff shall draft the Monthly Work Session Minutes of the Board of JMAA; and

WHEREAS, beginning in January in 2018, JMAA Staff shall be responsible for performing and taking all necessary and required actions as to the Monthly Work Session Minutes of the Board of JMAA until the Monthly Work Session Minutes of the Board of JMAA are presented to the Board of JMAA for approval and execution; and

WHEREAS, beginning in January 2018, General Counsel for JMAA, will no longer be responsible for taking any actions, of any type, regarding the Monthly Work Session Minutes of the Board of JMAA.

IT IS, THEREFORE, RESOLVED that, beginning January in 2018, JMAA's Staff shall draft the Monthly Work Session Minutes of the Board of JMAA; and

IT IS, THEREFORE, FURTHER RESOLVED that, beginning in January in 2018, JMAA Staff shall be responsible for performing and taking all necessary and required actions as to the Monthly Work Session Minutes of the Board of JMAA until the Monthly Work Session Minutes of the Board of JMAA are presented to the Board of JMAA for approval and execution; and

IT IS, THEREFORE, FURTHER RESOLVED that, beginning in January 2018, General Counsel for JMAA, will no longer be responsible for taking any actions, of any type, regarding the Monthly Work Session Minutes of the Board of JMAA.

Yeas: Harris, Henley, Johnson, Reed, Wright

Nays: None

Abstentions: None

October 23, 2017

Next Vice Chairman Harris informed the Board that she will wait until next month to present the suggestions included in her JMAA Procurement Advisory Committee Report.

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 Reed 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 Dr. Johnson 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 4:17 p.m.

CLOSED SESSION

Commissioner Reed then moved that the Board enter Executive Session to discuss one (1) pending litigation matter, Cresslyn Bailey v. Jackson Municipal Airport Authority and Vice Chairman Harris seconded the motion to enter Executive Session. The Commissioners unanimously resolved to enter Executive Session for the stated purpose.

The Closed Session ended at 4:19 p.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.

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 4:20 p.m.

EXECUTIVE SESSION

During the Executive Session, the Board discussed one (1) pending litigation matter, Cresslyn Bailey v. Jackson Municipal Airport Authority.

- 1. The Board took the following action as to the pending litigation matter, Cresslyn Bailey v. Jackson Municipal Airport Authority.***

RESOLUTION CY-2017-147

RESOLUTION REGARDING EMPLOYING ADDITIONAL ATTORNEYS TO REPRESENT JMAA AND AUTHORITY GRANTED TO THE ATTORNEYS FOR JMAA AS TO THE PENDING CRESSLYN BAILEY v. JACKSON MUNICIPAL AIRPORT AUTHORITY LITIGATION

Upon motion by Chairman Pastor Henley, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and adopted by unanimous vote of the Commissioners present.

WHEREAS, John L. Walker, Esq., General Counsel for JMAA explained to the Board the facts, considerations, and circumstances regarding employing additional counsel to represent JMAA and the possible resolution of the *Cresslyn Bailey v. Jackson Municipal Airport Authority* litigation; and

WHEREAS, the Board considered authorizing John L. Walker, Esq., to associate and employ LaToya Merritt, Esq., and Phelps Dunbar LLP as additional attorneys for JMAA as to *Cresslyn Bailey v. Jackson Municipal Airport Authority*; and

WHEREAS, the Board further considered granting authority to John L. Walker, Esq., regarding a possible resolution of the *Cresslyn Bailey v. Jackson Municipal Airport Authority* litigation, pursuant to and in accordance with the terms and conditions specified during Executive Session.

IT IS, THEREFORE, RESOLVED that the Board authorizes John L. Walker, Esq., to associate and employ LaToya Merritt, Esq., and Phelps Dunbar LLP as additional attorneys for JMAA as to *Cresslyn Bailey v. Jackson Municipal Airport Authority*; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board grants authority to John L. Walker, Esq., regarding a possible resolution of the *Cresslyn Bailey v. Jackson Municipal Airport Authority* litigation, pursuant to and in accordance with the terms and conditions specified during Executive Session.

Yeas: Harris, Henley, Johnson, Reed, Wright

Nays: None

Abstentions: None

October 23, 2017

Upon motion by Commissioner Reed, seconded by Commissioner Dr. Johnson, and by unanimous approval, the Executive Session ended at 4:57 p.m.

Chairman Pastor Henley invited all persons outside the room to re-enter; some did, and Chairman Pastor Henley announced that the meeting was once again open.

OPEN SESSION

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 4:59 p.m.

Chairman Pastor Henley announced that the meeting was once again open. He then announced that during Executive Session the Board voted to authorize JMAA's General Counsel to associate and employ additional attorneys for JMAA regarding the *Cresslyn Bailey v. Jackson Municipal Airport Authority* litigation and to grant authority to JMAA's General Counsel regarding a possible resolution of the litigation pursuant to the terms and conditions specified during Executive Session.

VIII. ADJOURNMENT

Thereafter, it was moved by Vice Chairman Harris, seconded by Commissioner Dr. Johnson, and resolved by unanimous vote of the Commissioners Present that the meeting of the Board be ADJOURNED at 5:01 p.m.

Respectfully submitted,

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

Ms. LaWanda D. Harris, Commissioner and Vice Chairman

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

Ms. Evelyn O. Reed, Commissioner

LTC(R) Lucius Wright, Commissioner