

**SPECIAL MEETING OF JACKSON MUNICIPAL
AIRPORT AUTHORITY BOARD OF COMMISSIONERS
SEPTEMBER 10, 2015**

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 Special Meeting in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport (“JAN”), in Jackson, Mississippi, at 12:00 p.m. on Thursday, September 10, 2015 (the “Meeting”), pursuant to proper notice. A copy of the Notice is attached as an Exhibit to the September 10, 2015 Special Meeting Minutes.

Chair LaWanda Harris, presiding, called the Meeting to order at 12:00 p.m., and called the roll of Commissioners.

The following Commissioners were present in person at the Meeting.

LaWanda D. Harris, Commissioner and Chair
Vernon W. Hartley, Sr., Commissioner and Vice Chair
Pastor James L. Henley, Jr., Commissioner
Dr. Rosie L.T. Pridgen, Commissioner
Evelyn O. Reed, Commissioner

Chair Harris 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 Special Meeting of the Board scheduled for 12:00 p.m. on Thursday, September 10, 2015, in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport (“JAN”), in Jackson, Mississippi. The following other persons were also present at the Meeting.

Carl D. Newman, Chief Executive Officer
Bonnie Wilson, JMAA Chief Operating Officer
John L. Walker, Walker Group, PC Attorneys at Law
Kevin Bass, Walker Group, PC Attorneys at Law
Regina Quinn, The May Law Firm, PLLC Attorneys at Law
And persons listed on [EXHIBIT A: Sign in Sheet for 9-10-15](#)

II. INVOCATION

Commissioner Pastor James L. Henley, Jr. gave the invocation.

**III. APPROVAL AND EXECUTION OF AUGUST 2015 WORK SESSION AND
REGULAR MEETING MINUTES AND SEPTEMBER 10, 2015 SPECIAL MEETING**

NOTICE

- A. Regular Work Session of the Board of Commissioners, August 20, 2015
- B. Regular Meeting of the Board of Commissioners, August 24, 2015
- C. Special Meeting Notice September 10, 2015

RESOLUTION CY-2015-135

APPROVAL AND EXECUTION OF AUGUST 2015 WORK SESSION AND REGULAR MEETING MINUTES AND SEPTEMBER 10, 2015 SPECIAL MEETING NOTICE

After discussion and review and upon the motion made by Commissioner Dr. Pridgen, seconded by Commissioner Vice Chair Hartley, the Minutes of the Regular Work Session, August 20, 2015, and Regular Meeting, August 24, 2015 and the September 10, 2015 Special Meeting Notice were approved by the affirmative votes of all Commissioners present, and the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Minutes of the Regular Work Session, August 20, 2015, and the Regular Meeting of the Board of Commissioners, August 24, 2015 and the September 10, 2015 Special Meeting Notice as presented and directs that said minutes and notice be filed in the appropriate minute book and records of the Authority.

Yeas: Harris, Hartley, Henley, Pridgen, Reed

Nays: None

Abstentions: None

September 10, 2015

IV. PUBLIC COMMENTS

None

Mr. Carl D, Newman, CEO, announced that he would not proceed in the order as shown in the agenda, and moved ahead to the Action Item before returning to the Fiscal Year 2016 Budget Presentation under Reports.

V. ACTION ITEMS

Mr. Jack Weldy, Properties Manager, introduced Rodney Chamblee and Chris Thigpen of The Chamblee Company and then explained the Project Title: Sleep Inn Transfer and Amendment, and presented information concerning the project from the JMAA PowerPoint Presentation at pages 2-3. The JMAA PowerPoint Presentation is attached as an exhibit to the September 10, 2015 Special Board Meeting Minutes. The Board then resolved the Motion below.

A. *The Chamblee Company's Request to Reacquire and Extend the Sleep Inn Property Lease, JMAA: Authorize Transfer and Amendment of Lease.....Page 1*

RESOLUTION CY-2015-136

RESOLUTION AUTHORIZING TRANSFER OF A LEASE AGREEMENT FROM JACKSON SI NOTE, LLC TO SUMMIT INCOME PROPERTIES, LLC AND AMENDMENT AND RESTATEMENT OF A LEASE AGREEMENT TO PROVIDE FOR A LEASE TERM OF FIFTY (50) CALENDAR YEARS AFTER EXECUTION OF THE NEW LEASE.

Upon motion by Commissioner Pastor Henley, seconded by Commissioner Dr. Pridgen, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered the request of JMAA's staff for authority to: (1) assign the Ground Lease Agreement dated August 14, 1997 (the "Hotel Lease") between Jackson SI Note, LLC ("Jackson SI") and the Jackson Municipal Airport Authority (JMAA) from Jackson SI to Summit Income Properties, LLC, a Mississippi limited liability company and an affiliate of The Chamblee Company ("Chamblee"); and (2) amend and restate the Hotel Lease in its entirety (the "New Lease"); and

WHEREAS, the amendment and restatement will provide for a lease term of fifty (50) calendar years from the date of execution of the New Lease, subject to reversion to the original remaining lease term (currently 22 years), if Summit does not complete certain improvements to the Sleep Inn constructed on the leased property, and make certain other changes to the Hotel Lease to make it financeable in the current banking environment; and

WHEREAS, the Chief Executive Officer shall not sign a new lease with Chamblee until Chamblee reacquires the Sleep Inn lease from Jackson SI and closes its funding transaction with the PriorityOne Bank to provide the funds to make the improvements to the Sleep Inn, which it represented to the Board of Commissioners that it will make; and

WHEREAS, if the above events do not take place before November 6, 2015, the Chief Executive Officer shall bring this matter back to the Board of Commissioners for review and consideration; and

WHEREAS, the Board finds that such requests are fully explained in the Memorandum dated September 9, 2015, at pages 1-4 of the Special Meeting Packet.

IT IS THEREFORE, RESOLVED that the Board authorizes JMAA's Staff to: (1) assign the Ground Lease Agreement dated August 14, 1997 (the "Hotel Lease") between Jackson SI Note, LLC ("Jackson SI") and the Jackson Municipal Airport Authority (JMAA) from Jackson SI to Summit Income Properties, LLC, a Mississippi limited liability company and an affiliate of The Chamblee Company ("Chamblee"); and (2) amend and restate the Hotel Lease in its entirety (the "New Lease") to provide for a lease term of fifty (50) calendar years from the date

of execution of the New Lease; and

IT IS THEREFORE, FURTHER RESOLVED that if Summit does not complete certain improvements to the Sleep Inn constructed on the leased property and make certain other changes to the Hotel Lease to make it financeable in the current banking environment, the New Lease will revert to the original remaining lease term (22 years); and

IT IS THEREFORE, FURTHER RESOLVED that the Chief Executive Officer shall not sign a new lease with Chamblee until Chamblee reacquires the Sleep Inn lease from Jackson SI and closes its funding transaction with the PriorityOne Bank to provide the funds to make the improvements to the Sleep Inn, which it represented to the Board of Commissioners that it will make; and

IT IS THEREFORE, FURTHER RESOLVED that if the above events do not take place before November 6, 2015, the Chief Executive Officer shall bring this matter back to the Board of Commissioners for review and consideration. The Board finds that such requests are fully explained in the Memorandum dated September 9, 2015, at pages 1-4 of the Special Meeting Packet.

Yeas: Hartley, Pridgen, Harris, Reed, Henley

Nays: None

Abstentions: None

September 10, 2015

Various Commissioners asked Mr. Weldy questions about some of the information provided during the presentation. Mr. Rodney Chamblee and Mr. Newman, CEO responded to those questions.

VI. REPORTS

A. Chief Executive Officer

1. Presentation Regarding the Jackson Municipal Airport Authority's Fiscal Year 2016 Budget.

Mr. Carl D, Newman, CEO, addressed the Commissioners and informed them that a draft of the Fiscal Year 2016 budget was being presented for their consideration, in order for them to be fully informed and ask any questions that they may have. Mr. Newman then provided information concerning the budget contained in the JMAA Fiscal Year 2016 Budget Presentation at pages 1-23. The JMAA Fiscal Year 2016 Budget Presentation is attached as an exhibit to the September 10, 2015 Special Meeting Minutes. The components of the Budget Presentation included, "Financial Targets" (page 3), "Operational Focus Elements" (page 4), "Major Operating Revenue Changes FY 2016 Budget" (page 11), "Major Operating Expense Changes" (page 14), "Statement of Income and Expenses - FY16 Budget vs FY15 Forecast" (page 17-20) and "2016 Capital Budget" (page 23).

Each Commissioner asked questions about some of the information stated during the presentation and Mr. Newman, CEO, Arnetrius Branson, Interim CFO, Gary Montgomery, Maintenance Manager, Bonnie Wilson, COO and Renee Antione, Director of Human Resources & Administration responded to those questions.

Mr. Newman announced that the budget will be discussed further at the September 24, 2015 Work Session.

VII. ADJOURNMENT

Thereafter, it was moved by Vice-Chair Hartley, seconded by Commissioner Dr. Pridgen, and unanimously resolved that the Special Meeting of the Board be ADJOURNED at 1:52 p.m.

Respectfully submitted,

Ms. LaWanda D. Harris, Chair

Mr. Vernon W. Hartley, Sr., Vice Chair

Ms. Evelyn O. Reed, Commissioner

Pastor James L. Henley, Jr., Commissioner

Dr. Rosie L.T. Pridgen, Commissioner