

SPECIAL MEETING
OF
BOARD OF COMMISSIONERS OF
JACKSON MUNICIPAL AIRPORT AUTHORITY
SEPTEMBER 26, 2013

The Board of Commissioners (the “Board”) of the Jackson Municipal Airport Authority (the “Authority” or “JMAA”) met in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport (“JAN”), Jackson, Mississippi, at 12:00 noon on Thursday, September 26, 2013, pursuant to proper notice, a copy of which is attached as an exhibit to the minutes of the Meeting.

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

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

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

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

Commissioner Glenda Glover was telephonically present and participated in the Meeting by teleconference. Commissioner Glover could hear everyone who spoke during the Meeting, and everyone at the Meeting could hear Commissioner Glover.

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

The following other persons were also present at the Meeting.

Dirk Vanderleest, JMAA Chief Executive Officer
René Woodward, JMAA Chief Administrative Officer
Woody Wilson, JMAA Senior Director of Capital Planning
Gary Cohen, JMAA Chief Financial Officer
Kenneth Randolph, JMAA Airport Police Chief
William Dickson, JMAA Airport Security Manager
Arnetrius Reed Branson, JMAA Comptroller
Cindy Crotchett, JMAA Executive Assistant
Kimberly Farmer, JMAA Administrative Assistant
Shawn Hanks, JMAA Information Technology Manager
Rhonda Knight, JMAA Human Resources Manager

Patrick Minor, JMAA Airport Security Specialist
Garry Montgomery, JMAA Maintenance Manager
Joyce Tillman, JMAA Facilities Engineer
Jack Weldy, JMAA Properties Manager
Tom Henderson, Neel-Schaffer, Inc.
Chuck Lott, Neel-Schaffer, Inc.
Kary Berry, HMS Host
Shannon Wasson, HMS Host
David Wall, SouthGroup Insurance
Alan Moore, Baker Donelson Bearman Caldwell & Berkowitz
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz

II. RECOGNITION OF COMMISSIONER EARLE F. JONES, JR.

Mr. Vanderleest welcomed Mrs. Irene Jones, widow of former Commissioner Earle F. Jones, to the Meeting.

Chair Patton read aloud the resolution praising Commissioner Jones' service to the Authority, the Greater Jackson community and the State of Mississippi, as adopted by the Board on August 26, 2013. Chair Patton, Vice Chair Stewart, Commissioner Irvin, Commissioner Glover and Mr. Vanderleest expressed their personal appreciation for Commissioner Jones' service to the Authority and expressed their condolences to Mrs. Jones and the Jones family. Chair Patton and Mr. Vanderleest then presented Mrs. Jones with the portrait of Commissioner Jones which had been displayed in the JAN Main Terminal Building.

Mrs. Jones thanked the Board and Mr. Vanderleest for their expressions of appreciation and said that Commissioner Jones highly valued his service on the Board.

III. APPROVAL AND EXECUTION OF MINUTES.

A. Work Session of the Board of Commissioners, August 22, 2013.

B. Regular Meeting of the Board of Commissioners, August 26, 2013.

After discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Irvin, and unanimously approved by the affirmative votes of all Commissioners present, the minutes described above were approved as presented and directed to be filed in the appropriate minute book and records of the Authority.

IV. PUBLIC COMMENTS.

None.

V. **REPORTS.**

A. **Chief Executive Officer.**

1. *Airport Project Manager Summary, Period Ending August 31, 2013.*
2. *Airport Activity Statistics Report, Period Ending August 31, 2013.*

Mr. Vanderleest directed the Board's attention to the Airport Project Manager Summary and the Airport Activity Statistics Report as found in the packet distributed to the Board prior to the Meeting (the "Packet"), and discussed these reports with the Board. A copy of the Packet is attached as an exhibit to the minutes of the Meeting.

3. ***Employee and Organizational Recognitions.***

- a. Employee of the Month, August 2013: Patrick Minor, Airport Security Specialist, Airport Security Department.

Mr. Vanderleest recognized and commended Mr. Minor for being named Employee of the Month for August 2013.

4. ***East Metro Corridor Road, Phase II.***

Mr. Vanderleest advised the Board that approximately \$22.3 Million was available for Federal Surface Transportation Program grants from the Central Mississippi Planning and Development District, and that the East Metro Corridor Commission would like to apply for a \$4 Million grant for construction of Segment II of the East Metro Corridor Road, which would connect the East Metro Corridor Road to Old Brandon Road. Mr. Vanderleest recommended that the Board approve and authorize a \$1 Million contribution for the local match required for such a grant because all of the new construction of Segment II would be on JMAA property.

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

**RESOLUTION APPROVING AND AUTHORIZING
EXPENDITURE OF FUNDS FOR LOCAL MATCH FOR
FEDERAL SURFACE TRANSPORTATION PROGRAM
GRANT**

WHEREAS, the Jackson Municipal Airport Authority ("JMAA") is a member of the East Metro Corridor Commission (the "Commission") which is charged with design and construction of

the East Metro Corridor Road (the “Road”), most of which runs north and south on JMAA property along the east side of Jackson – Medgar Wiley Evers International Airport (the “Airport”); and

WHEREAS, the Commission has completed design of Phase II of the Road, which would connect the Road to Old Brandon Road; and

WHEREAS, all of Phase II would be on JMAA property at JAN; and

WHEREAS, the Central Mississippi Planning and Development District (“CMPDD”) is receiving applications for grants under the Federal Surface Transportation Program (the “FST Program”), and the Commission believes that Phase II of the Road would qualify for such a grant; and

WHEREAS, FST Program grants require a local match of 20% of the grant project cost, and construction of Phase II of the Road is estimated to cost approximately \$5 Million; and

WHEREAS, the JMAA staff has recommended that the Board of Commissioners (the “Board”) of the Authority approve and authorize the expenditure of up to \$1 million for the local match required for a FST Program grant for Phase II of the Road (the “Local Match”); and

WHEREAS, the Board has considered the recommendation of the JMAA staff;

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 the expenditure of up to \$1 million as the Local Match for a FST Program grant for Phase II of the Road.

5. Rankin First.

Mr. Vanderleest advised the Board that Rankin First, the economic development agency for Rankin County (the county in which JAN is located), had asked the Authority about leasing space in the Atlantic Aviation FBO building at JAN. Mr. Vanderleest said that there was space available, but he did not know at this time how much space Rankin First would be interested in leasing. He asked the Board for authority to negotiate such a lease, subject to Board approval of any final lease negotiated with Rankin First.

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

**RESOLUTION AUTHORIZING NEGOTIATION OF LEASE
WITH RANKIN FIRST**

WHEREAS, the staff of the Jackson Municipal Airport Authority (the "Authority") has advised the Board of Commissioners (the "Board") of the Authority that Rankin First, the economic development agency for Rankin County, Mississippi, has expressed an interest in leasing space in the Atlantic Aviation FBO building at Jackson-Medgar Wiley Evers International Airport (the "Atlantic Aviation Building"), which is owned by the Authority; and

WHEREAS, the staff of the Authority has requested authority to negotiate such a lease with Rankin First, subject to approval of the final form of any such lease by the Board; and

WHEREAS, the Board has 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 negotiation of a lease of space in the Atlantic Aviation Building to Rankin First, subject to approval by the Board of the final form of any such lease.

B. Attorney.

Mr. Moore said that the attorneys had nothing to report to the Board at this time.

VI. ACTION ITEMS.

A. Financial Matters.

- 1. *Financial Reports for August 2013.***
 - a. Balance Sheet: Accept.
 - b. Income Statement: Accept.

c. Claims Docket for August 2013: Approve.

Mr. Vanderleest directed the Board's attention to the above referenced financial reports for August 2013 and the Claims Docket for August 2013, all of which were included in the Packet.

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

**RESOLUTION ACCEPTING FINANCIAL REPORTS
FOR AUGUST 2013, AND APPROVING AND
AUTHORIZING PAYMENT OF CLAIMS DOCKET
FOR AUGUST 2013**

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed and considered (i) the Balance Sheet and Income Statement for the Authority for the month and period ending August 31, 2013 (the "Financial Reports"), and (ii) the Claims Docket for the Authority for the month of August 2013 (the "Claims"), each of which was (x) included in the packet distributed to the Board prior to the September 26, 2013, Special Meeting of the Board, and (y) incorporated herein by reference;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby (i) accepts the Financial Reports and (ii) approves and authorizes payment of the Claims in the total amount of \$2,652,436.33.

2. *Fiscal Year 2014 Operating Budget, JMAA: Approve.*

At Chair Patton's request, this matter was deferred until the end of the Meeting.

B. Service Agreements.

1. *Employee Drug Testing, JMAA: Authorize Agreement (Mississippi Mobile Drug Testing, LLC).*

2. ***JMAA Contract No. 011-60, Public Safety Radio System Software Agreement (Harris Corporation).***

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

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

**RESOLUTION APPROVING AND AUTHORIZING
CERTAIN ACTIONS WITH RESPECT TO CERTAIN
SERVICE AGREEMENTS**

WHEREAS, the staff of the Jackson Municipal Airport Authority (the "Authority") has recommended that the Board of Commissioners (the "Board") of the Authority approve and authorize certain actions with respect to certain service agreements identified below, all as more particularly described in certain memoranda (i) included in the packet distributed to the Board prior to the September 26, 2013, Special Meeting of the Board, and (ii) incorporated herein by reference (separately, each a "Memorandum;" collectively, the "Memoranda"); and

WHEREAS, the Board has reviewed the Memoranda and considered the recommendations therein by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, take the following actions:

1. The Board approves and authorizes negotiation and execution of an agreement with Mississippi Mobile Drug Testing, LLC ("MMDT"), whereby MMDT will provide on-site, after hours drug and alcohol screening services for post-accident, random and/or reasonable suspicion testing as required by the Authority's Drug and Alcohol Testing Policy, with fees for such services not to exceed \$5,000 (the "MMDT Agreement"), all as more particularly set out in the Memorandum dated September 10, 2013, which describes this matter, said MMDT 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 (the “CEO”), as evidenced by his execution thereof.

2. The Board approves and authorizes negotiation and execution of one (1) year renewals of the two existing agreements with Harris Corporation for maintenance, repair and oversight services for both hardware and software for the Authority’s 700/800 MHz public safety radio and communications system, with total fees and expenses for both agreements not to exceed \$79,452 (the “Harris Renewal Agreements”), said Harris Renewal Agreements to be in such form and to contain such terms and conditions consistent with the Memorandum dated September 20, 2013, which describes this matter, as may be deemed appropriate by the CEO, as evidenced by his execution thereof.

C. Construction Projects.

1. ***JMAA Contract No. 009-12-042, East Parallel Runway 16L/34R Pavement Rehabilitation, Phase II, JAN: Approve Change Order No. 3 (APAC-Mississippi, Inc.).***
2. ***Emergency Repair to Water Mains at Taxiway Alpha and Aircraft Parking Ramp, Emergency Certificate, JAN (Metro Mechanical).***

Mr. Vanderleest directed the Board’s attention to the memoranda in the Packet, which described these matters, and discussed these matters with the Board.

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

**RESOLUTION APPROVING AND AUTHORIZING
CERTAIN ACTIONS WITH RESPECT TO CERTAIN
CONSTRUCTION PROJECTS**

WHEREAS, the staff of the Jackson Municipal Airport Authority (the “Authority”) has recommended that the Board of Commissioners (the “Board”) of the Authority approve and authorize certain actions with respect to certain construction projects identified below, all as more particularly described in certain memoranda (i) included in the packet distributed to the Board prior to the September 26, 2013, Special Meeting of the

Board, and (ii) incorporated herein by reference (separately, each a “Memorandum;” collectively, the “Memoranda”); and

WHEREAS, the Board has reviewed the Memoranda and considered the recommendations therein by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, take the following actions:

1. The Board approves and authorizes execution and accomplishment of Change Order No. 3 to Contract No. 009-12-042 with APAC-Mississippi, Inc. in connection with Project No. 009-12, East Parallel Runway 16L/34R Pavement Rehabilitation, Phase II at Jackson-Medgar Wiley Evers International Airport (“JAN”), as more particularly described in the Memorandum dated September 4, 2013, which describes this matter.
2. The Board accepts the Memorandum dated September 10, 2013 (the “Certificate”), certifying the circumstances and justification for certain emergency repairs to a certain water leak at JAN, and approves the repairs described in said Certificate, all as more particularly described in the Certificate.

D. Procurements.

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

E. Grants.

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

F. Other Matters.

1. ***Equipment Maintenance Service Operating Agreement, JAN: Authorize Agreement (Global Aviation Services, LLC).***

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

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

**RESOLUTION APPROVING AND AUTHORIZING
EQUIPMENT MAINTENANCE SERVICES LEASE AND
OPERATING AGREEMENT WITH GLOBAL AVIATION
SERVICES, LLC**

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 negotiation and execution of an equipment maintenance services lease and operating agreement with Global Aviation Services, LLC (“Global”) to allow Global to lease approximately 2,880 square feet of space in the South Cargo facility at Jackson-Medgar Wiley Evers International Airport (“JAN”) at the rate of \$280 per month and provide ground service equipment maintenance and repairs for Delta Air Lines at JAN (the “Global Service Agreement”), pursuant to which the Authority will also receive five percent (5%) of the monthly gross revenues generated under the Global Service Agreement; all as more particularly described in the memorandum dated September 13, 2013, which is (x) included in the packet distributed to the Board prior to the September 26, 2013, Special Meeting of the Board, and (y) incorporated herein by reference (the “Memorandum”); and

WHEREAS, the Board has reviewed the Memorandum and considered the recommendations therein by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, approve and authorize negotiation and execution of the Global Service Agreement, said Global Service Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

2. *Authorize Amendment to Federal Aviation Administration Lease.*

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

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

**RESOLUTION APPROVING AND AUTHORIZING LEASE
AGREEMENT BETWEEN THE AUTHORITY AND THE
FEDERAL AVIATION ADMINISTRATION**

WHEREAS, the Federal Aviation Administration (the “FAA”) currently leases approximately 8,439 square feet of space in various locations in the Main Terminal Building at Jackson-Medgar Wiley Evers International Airport (the “Leased Premises”) (the “Existing FAA Lease”); and

WHEREAS, the Existing FAA Lease expires on September 30, 2013, and the FAA has expressed a desire to negotiate a new lease agreement for the Leased Premises; and

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 negotiation and execution of a new lease agreement with the FAA for the Leased Premises based on the current terminal rental rate of \$75.75 per square foot per year for a 5-year lease term, or a rental rate of \$77.89 per square foot per year for a 1-year lease term (either, the “New FAA Lease”), all as more particularly described in the memorandum dated September 13, 2013, which is (i) included in the packet distributed to the Board prior to the September 26, 2013, Special Meeting of the Board, and (ii) incorporated herein by reference (the “Memorandum”); and

WHEREAS, the Board has reviewed the Memorandum and considered the recommendations therein by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, approve and authorize negotiation and execution of the New FAA Lease with the rental rate of the New FAA Lease to be dependent upon the term of the New FAA Lease as described in the Memorandum, said New FAA Lease to be in such form and to contain such terms and conditions consistent with the Memorandum as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

3. *FY 2014 Insurance: Accept Proposal.*

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

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

**RESOLUTION APPROVING AND AUTHORIZING PURCHASE
OF FISCAL YEAR 2014 PROPERTY, CASUALTY AND
LIABILITY INSURANCE**

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 acceptance of a certain insurance renewal proposal (the "FY2014 Insurance Proposal") submitted by SouthGroup Insurance Services ("SouthGroup"), the Authority's insurance consultant, said FY2014 Insurance Proposal being more fully set out in that certain memorandum dated September 13, 2013, which is (i) included in the packet distributed to the Board prior to the September 26, 2013, Special Meeting of the Board, and (ii) incorporated herein by reference (the "Memorandum"); and

WHEREAS, the Board has reviewed the Memorandum and considered the recommendations therein by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, (i) approve and authorize acceptance of and payment for the FY2014 Insurance Proposal as set out in the Memorandum, and (ii) authorize and direct the Chief Executive Officer of the Authority to take all necessary and appropriate steps to implement the FY2014 Insurance Proposal.

4. *Bond Inducement Resolution.*

At Mr. Vanderleest's request, Mr. Moore explained the purpose of a "bond inducement resolution," which is to state the public body's present intent to issue bonds for certain projects. The adoption of a "bond inducement resolution" allows public bodies to capitalize the costs for

those projects, including those costs incurred prior to actual issuance of the bonds.

Mr. Moore then discussed with the Board a proposed “bond inducement resolution” for consideration by the Board. During discussion, Mr. Vanderleest and the Board discussed the various projects identified in the draft resolution to be funded by the proposed bond issue.

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

**RESOLUTION AUTHORIZING AND DIRECTING
PREPARATIONS FOR THE SALE AND ISSUANCE OF
ONE OR MORE SERIES OF AIRPORT REVENUE BONDS
IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO
EXCEED \$30,000,000; AND FOR RELATED PURPOSES**

WHEREAS, the Jackson Municipal Airport Authority (the “Authority”), a body corporate and politic of the State of Mississippi (the “State”), was created by the City of Jackson, Mississippi (the “City”), pursuant to the provisions of the Airport Authorities Law, Section 61-3-1 et seq., Mississippi Code of 1972, as amended (the “Act”), for the purpose of planning, establishing, developing, constructing, enlarging, improving, maintaining, equipping, operating, regulating and protecting the Jackson-Medgar Wiley Evers International Airport (“JAN”) located in Rankin County, Mississippi, and Hawkins Field Airport (“Hawkins Field”) located in Hinds County, Mississippi; and

WHEREAS, the Board of Commissioners (the “Board”) of the Authority is the governing body for the Authority; and

WHEREAS, the Act authorizes the Authority to issue revenue bonds of the Authority for the purposes set forth in the Act; and

WHEREAS, the Act authorizes the Board, among other things, to provide for the terms and details of revenue bonds and to sell revenue bonds at public or private sale (which sale shall be on such terms and in such manner as the Board shall determine to be in the Authority’s best interest); and

WHEREAS, the Authority, acting by and through the Board, has heretofore, from time-to-time, issued various series of prior obligations of the Authority for the principal purpose of financing

and/or refinancing the acquisition and/or improvements of various projects of the Authority; and

WHEREAS, the Authority intends to authorize the contemporaneous sale and issuance of one or more series of revenue bonds in an aggregate principal amount of not to exceed Thirty Million Dollars (\$30,000,000.00) (the "Revenue Bonds") to finance the costs of the following projects: (a) East and West Concourse security checkpoint expansions, passenger concourse renovations and air traffic control tower improvements at JAN; (b) evaluation of and improvements to power resources, boiler plant modifications, and standby power and electrical vault improvements at JAN; (c) assessments of and repairs to aircraft parking aprons at JAN; (d) assessments of and repairs to Runway 16R/34L, Taxiway Alpha, Taxiway Bravo, Taxiway Charlie, and connecting taxiways and taxi lanes at JAN; (e) replacement of fixed mounted boarding bridges at Aircraft Gates 2 and 16 at JAN; (f) interactive employee training system updates and Spanish language training modules; (g) airport entrance and terminal roadway system rehabilitation at JAN; (h) funding one or more debt service reserve funds for the Revenue Bonds; (i) payment of capitalized interest on the Revenue Bonds; and (j) payment of the costs of issuance of the Revenue Bonds (collectively the "Projects"), all for the purpose of improving the operations of JAN and Hawkins Field; and

WHEREAS, the Board is authorized pursuant to the Act to provide funding for the Projects through the issuance of airport revenue bonds such as the Revenue Bonds; and

WHEREAS, the financing of the Projects will comply with the provisions of the Act and the Authority has determined that it is necessary and advisable for the Authority to provide financing for the Projects through the issuance of the Revenue Bonds; and

WHEREAS, the Revenue Bonds shall not constitute a debt of the City of Jackson, the State of Mississippi, or any political subdivision thereof, other than the Authority, and shall be payable solely from the revenues of the Authority legally available for the payment thereof; and

WHEREAS, the Authority anticipates that it may incur expenses in connection with the Projects prior to the issuance of the Revenue Bonds and desires and intends to reimburse itself for costs incurred with respect to the Projects;

NOW, THEREFORE, BE IT RESOLVED 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 and the Constitution and laws of the State of Mississippi.

SECTION 2. The Board, as the governing body for the Authority, does hereby declare its intention to issue the Revenue Bonds in one or more series in a principal amount not to exceed Thirty Million Dollars (\$30,000,000.00) to finance the Projects.

SECTION 3. The Chair of the Board of Commissioners of the Authority and the Chief Executive Officer of the Authority are each hereby appointed representatives of the Authority (the "Representatives") for the purposes of preparing, on behalf of the Authority, for the sale and issuance of the Revenue Bonds in one or more series in accordance with the terms and provisions of this resolution and the applicable requirements of the Act for the purpose of financing the costs of the Projects.

SECTION 4. In full compliance with the Act, the Representatives, or either of them, are hereby authorized and directed to publish a copy of this resolution or amendatory resolution, if any, in newspapers published in and having a general circulation in the City of Jackson, Hinds County, Mississippi and Rankin County, Mississippi.

SECTION 5. The Authority hereby declares its official intent to reimburse itself from the proceeds from the sale of the Revenue Bonds for expenses incurred with the respect to the Projects during the applicable Reimbursement Period. This resolution is intended as a declaration of official intent under Treasury Regulation 1.150-2.

SECTION 6. If any one or more of the provisions of this resolution shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any of the other provisions of this resolution, but this resolution shall be construed and enforced as if such illegal or invalid provision or provisions had not been contained herein.

SECTION 7. This resolution shall take effect immediately and all resolutions and orders, or parts thereof, in conflict herewith, to the extent of such conflict, are repealed.

5. Proposed Meeting Dates.

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

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

RESOLUTION ADOPTING SPECIAL MEETING DATES

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority ("JMAA") has taken into consideration certain travel obligations of JMAA Commissioners and staff and certain upcoming holidays, and has determined that it is necessary to reschedule certain upcoming Board meetings;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that the following Board meetings shall be held in October, November and December 2013, and directs that proper notice of said meetings be distributed to the Board and general public in accordance with applicable law:

1. The Regular Work Session of the Board scheduled for 7:30 a.m. on Thursday, October 24, 2013, in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport ("JAN") shall be held as scheduled.
2. The Regular Monthly Meeting of the Board scheduled for 4:00 p.m. on Monday, October 28, 2013, in the Main Terminal Building, Hawkins Field, shall be held as scheduled.
3. The Regular Work Session of the Board scheduled for 7:30 a.m. on Thursday, November 21, 2013, in the Community Room, Main Terminal Building, JAN, is hereby cancelled.
4. The Regular Monthly Meeting of the Board scheduled for 4:00 p.m. on Monday, November 25, 2013, in the Community Room, Main Terminal Building, JAN, is hereby cancelled.
5. A Special Board Meeting shall be held at 12:00 noon on Thursday, November 21, 2013, in the Community Room,

Main Terminal Building, JAN. (There will be no Work Session in November.)

6. The Regular Work Session of the Board scheduled for 7:30 a.m. on Thursday, December 19, 2013, in the Community Room, Main Terminal Building, JAN, is hereby cancelled.
7. The Regular Monthly Meeting of the Board scheduled for 4:00 p.m. on Monday, December 23, 2013, in the Community Room, Main Terminal Building, JAN, is hereby cancelled.
8. A Special Board Meeting shall be held at 12:00 noon on Thursday, December 19, 2013, in the Community Room, Main Terminal Building, JAN. (There will be no Work Session in December.)

6. *JMAA Employee Handbook: Approve.*

Mr. Vanderleest reminded the Board that a copy of the revised Employee Handbook had been available for review in the Authority's administrative office. Mr. Vanderleest said that he had received no comments or requests for revisions to the revised Employee Handbook, so he asked the Board to consider approving and adopting the revised Employee Handbook at this time.

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

**RESOLUTION APPROVING AND ADOPTING
EMPLOYEE HANDBOOK**

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 adopt a certain revised Employee Handbook (the "Employee Handbook"), a draft copy of the Employee Handbook having been available for review by the Board prior to the September 26, 2013, Special Meeting of the Board; and

WHEREAS, the Board has considered said recommendation;

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 Employee Handbook and (ii) authorize its use and application on all matters covered therein.

7. *Early Issues.*

Mr. Vanderleest asked the Board to consider approval of certain Early Issue Claims in the amount of \$81,736.30. A copy of the Early Issue Claims is attached as an exhibit to the minutes of the Meeting.

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

**RESOLUTION APPROVING AND AUTHORIZING
PAYMENT OF EARLY ISSUE CLAIMS**

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 prompt payment of certain early issue claims (the "Early Issue Claims"), a description of the Early Issue Claims being (i) attached as an exhibit to the minutes of the September 26, 2013, Special Meeting of the Board and (ii) incorporated herein by reference; and

WHEREAS, the Board has reviewed the Early Issue Claims and considered the recommendation by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that the Early Issue Claims are appropriate and proper expenses incurred in connection with authorized responsibilities and duties of the Authority, and hereby approves and authorizes prompt payment of the Early Issue Claims in the total amount of \$81,736.30.

8. *Board Travel.*

Mr. Vanderleest asked the Board if any Commissioners wished to consider authorizing any travel for Commissioners not previously authorized.

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

RESOLUTION APPROVING BOARD TRAVEL TO AND PARTICIPATION IN (I) THE BOYD GROUP INTERNATIONAL'S 18TH ANNUAL INTERNATIONAL AVIATION FORECAST SUMMIT ON NOVEMBER 3-5, 2013, IN BALTIMORE, MARYLAND; AND (II) THE AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES SIXTH ANNUAL AIRPORTS GOING GREEN CONFERENCE ON NOVEMBER 12-14, 2013, IN CHICAGO, ILLINOIS

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed the agenda and considered the benefits which would accrue to the Authority from attendance by the Authority's Commissioners at the (i) Boyd Group International's 18th Annual International Aviation Forecast Summit in Baltimore, Maryland on November 3-5, 2013; and (ii) the American Association of Airport Executives (AAAE) Sixth Annual Going Green Conference in Chicago, Illinois, on November 12-14, 2013 (collectively, the "Conferences");

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that participation by the Authority's Commissioners in the Conferences would be beneficial to Authority, and hereby approves and authorizes travel to the Conferences by the Authority's Commissioners and reimbursement of reasonable expenses incurred by the Authority's Commissioners in connection with attendance at the Conferences, all in accordance with the Authority's Board Travel Policy.

9. *JMAA Board of Commissioners Elections.*

Chair Patton reminded the Board that, in accordance with the Bylaws of the Authority, the Board was expected to elect a Chair and Vice Chair at the Regular Monthly Meeting of the Board in September of each year to serve during the next fiscal year of the Authority, which begins on October 1 each year.

During discussion, Commissioners Glover and Irvin reminded the Board that the Board has consistently allowed officers to serve two year terms, and the current officers had only served one year in their present positions.

After discussion, upon motion duly made by Commissioner Glover, seconded by Commissioner Irvin, and unanimously approved by the affirmative votes of all Commissioners present, the Board elected

Johnnie Patton to serve a second term as Chair of the Board, and Dr. Sylvia Stewart to serve a second term as Vice Chair of the Board.

[Commissioner Glover left the Meeting at this time.]

VII. CLOSED SESSION.

At approximately 12:40 p.m., after discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Irvin, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted a resolution authorizing the Board to enter Closed Session for the limited purpose of considering whether to enter Executive Session for the limited purpose of discussing and taking action on a confidential personnel matter, specifically the job performance of the Chief Executive Officer of JMAA, Mr. Dirk Vanderleest, which qualified under Mississippi law to be considered in Executive Session and which required confidential discussion and action, if any.

The Board asked Mr. Moore and Mr. Wagner to remain during the Closed Session. Everyone else present at the Meeting left the Community Room at this time.

At approximately 12:42 p.m., the Board met in Closed Session.

At approximately 12:43 p.m., upon motion duly made by Commissioner Stewart, seconded by Commissioner Irvin, and unanimously approved by the affirmative votes of all Commissioners present, the Board voted to enter into Executive Session for the limited purpose of discussing and taking action, if any, regarding a confidential personnel matter, specifically the job performance of the Chief Executive Officer of JMAA, Mr. Dirk Vanderleest, which qualified under Mississippi law to be considered in Executive Session and which required confidential discussion and action, if any.

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

Mr. Wagner informed those outside the Meeting that the Board had voted to enter Executive Session to discuss and consider taking action on a confidential personnel matter, specifically the job performance of the Chief Executive Officer of JMAA, Mr. Dirk Vanderleest.

VIII. EXECUTIVE SESSION.

At 12:45 p.m., the Board met in Executive Session.

IX. OPEN SESSION.

At approximately 12:55 p.m., the Board reconvened the Meeting in Open Session. Mr. Wagner invited those outside the Meeting back into the Meeting. Mr. Vanderleest, Ms. Wilson, Mr. Wilson and Ms. Woodward rejoined the Meeting.

Chair Patton announced that, during the Executive Session, the Board had considered the job performance of the Chief Executive Officer of JMAA, Mr. Dirk Vanderleest, and had discussed whether he merited a raise in compensation, but no action had been taken.

X. FISCAL YEAR 2014 OPERATING BUDGET, JMAA (CONTINUED).

At Chair Patton's request, Mr. Vanderleest discussed the proposed JMAA Fiscal Year 2014 Operating Budget (the "FY2014 Budget"), a copy of which is attached as an exhibit to the minutes of the Meeting.

During discussion, Chair Patton, Vice Chair Stewart and Commissioner Irvin thanked the staff for their excellent work on behalf of the Authority. Each expressed particular appreciation to Mr. Vanderleest for his excellent performance as Chief Executive Officer.

After discussion, upon motion duly made by Commissioner Irvin, seconded by Commissioner Stewart, and unanimously approved by the affirmative votes of all Commissioners present (Commissioner Glover not being present at this time), the Board adopted the following resolution.

**RESOLUTION APPROVING AND ADOPTING FISCAL YEAR 2014
OPERATING BUDGET AND APPROVING COMPENSATION
INCREASE FOR CHIEF EXECUTIVE OFFICER**

WHEREAS, the staff of the Jackson Municipal Airport Authority (the "Authority") has presented a proposed operating budget for Fiscal Year 2014, which includes airline rates and other charges for Fiscal Year 2014 (the "FY2014 Budget"), to the Board of Commissioners (the "Board") of the Authority for review and approval, a copy of said FY2014 Budget being (i) attached as an exhibit to the minutes of the September 26, 2013, Special Meeting of the Board and (ii) incorporated herein by reference; and

WHEREAS, during consideration of the FY2014, the Board noted that the FY2014 Budget included a 3% increase in overall employee compensation, with individual merit based raises to be determined by JMAA senior staff and supervisors; and

WHEREAS, the Board is charged with setting annual compensation for the Chief Executive Officer of the Authority (the "CEO") when considering the budget each year; and

WHEREAS, the Board has reviewed and considered the FY2014 Budget and Mr. Vanderleest's job performance as CEO;

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, adopt and authorize implementation of the FY2014 Budget, specifically including a 3% increase in annual compensation for Mr. Vanderleest, the CEO.

XI. DISCUSSION: STRATEGIC INITIATIVES.

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

XII. ADJOURNMENT.

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

Respectfully submitted,

Johnnie P. Patton, R. Ph.

Dr. Sylvia Stewart, Vice Chair

Dr. Glenda Glover

George E. Irvin, Sr.