

**SPECIAL MEETING**  
**OF**  
**JACKSON MUNICIPAL AIRPORT AUTHORITY**  
**BOARD OF COMMISSIONERS**

September 3, 2008

The Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority ("Authority" or "JMAA") met in the Community Room, Main Terminal Building, at Jackson-Evers International Airport ("JEIA") in Jackson, Mississippi, at 7:30 a.m. on Wednesday, September 3, 2008 (the "Meeting"), pursuant to proper notice. A copy of the notice is attached as an exhibit to the minutes of the Meeting.

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

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

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

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

The following other persons were also present at the Meeting.

Dirk B. Vanderleest, JMAA Chief Executive Officer  
Bonnie Wilson, JMAA Chief Operating Officer  
Gary Cohen, JMAA Chief Financial Officer  
Alan L. Moore, Baker Donelson Bearman Caldwell & Berkowitz

**II. EVALUATION AND COMPENSATION OF CHIEF EXECUTIVE OFFICER**

Chair Stewart recommended that this matter be deferred until the Special Meeting of the Board on September 29, 2008, to allow additional time for Amy Whitten of The Whitten Group, the Authority's professional consultant on this matter, to receive evaluations and prepare the summary evaluation for presentation to Mr. Vanderleest, the Chief Executive Officer.

During discussion, the Board determined to call a Special Meeting of the Board to consider and take action on this matter at the same time the Board conducts its Regular Monthly Work Session at 7:30 a.m. on Thursday, September 18, 2008, in the Community Room in the Main Terminal Building at JEIA.

At the request of Chair Stewart, Mr. Moore discussed the policy regarding the annual evaluation and compensation review of the Chief Executive Officer of the Authority, and said he would email a copy of the policy to the Board and attach a copy of the policy to the minutes of this Meeting.

### III. FISCAL YEAR 2009 BUDGET.

Chair Stewart announced that the Board would then discuss and consider approval and adoption of the Fiscal Year 2009 Budget (the "Budget"), and requested that Mr. Vanderleest lead the discussion.

Mr. Vanderleest distributed a copy of the Budget to the Board, a copy of which is attached as an exhibit to the minutes of the Meeting. Mr. Vanderleest and Mr. Cohen discussed the Budget with the Board, and identified minor modifications from the draft budget previously distributed to and discussed with the Board.

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

#### **RESOLUTION APPROVING BUDGET FOR FISCAL YEAR 2009**

**WHEREAS**, the staff of the Jackson Municipal Airport Authority (the "Authority") has presented a proposed budget for Fiscal Year 2009 (the "2009 Budget") to the Board of Commissioners (the "Board") of the Authority for review and approval, a copy of said 2009 Budget being (i) attached as an exhibit to the minutes of the September 3, 2008, Special Meeting of the Board and (ii) incorporated herein by reference; and

**WHEREAS**, the Board has reviewed and considered the 2009 Budget;

**NOW, THEREFORE, BE IT RESOLVED**, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, the Board hereby does, approve, adopt and authorize implementation of the 2009 Budget.

IV. ADJOURNMENT.

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

Respectfully submitted,

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Dr. Sylvia Stewart, Chair

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Dr. Glenda Glover, Vice Chair

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George E. Irvin, Sr.

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Earle Jones

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Johnnie P. Patton, R. Ph.