

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

**December 17, 2010**

The Board of Commissioners (the “Board”) of the Jackson Municipal Airport Authority (the “Authority” or “JMAA”) met in the Third Floor Community Room, Main Terminal Building, Jackson-Evers International Airport (“JEIA”), Jackson, Mississippi, at 3:00 p.m. on Friday, December 17, 2010 (the “Meeting”), pursuant to proper notice, a copy of which is attached as an exhibit to the minutes of this Meeting.

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

Chair Glenda Glover presided, called the Meeting to order, and called the roll of Commissioners.

The following Commissioners were present in person at the Meeting.

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

Chair Glover noted that a quorum was present in person 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  
Bonnie Wilson, JMAA Chief Operating Officer  
Woody Wilson, JMAA Senior Director of Capital Planning  
René Woodward, JMAA Director of Human Resources and Administration  
Jack Thomas, JMAA Director of Disadvantaged Business Enterprise (DBE) and  
Community Development  
Denson Stasher, JMAA Director of Operations and Security  
Kenneth Randolph, JMAA Airport Police Commander  
Wayne Broadwater, JMAA Maintenance Technician  
Cindy Crotchett, JMAA Executive Assistant  
Kimberly Farmer, JMAA Administrative Project Support  
Garry Montgomery, JMAA Maintenance Manager  
Joyce Tillman, JMAA Facilities Engineer

Jack Weldy, JMAA Properties Manager  
Alan Moore, Baker Donelson Bearman Caldwell & Berkowitz  
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz  
Alex Martin, Baker Donelson Bearman Caldwell & Berkowitz  
Chuck Lott, Neel-Schaffer, Inc.  
James R. White, P.E., Waggoner Engineering, Inc.

## II. APPROVAL AND EXECUTION OF MINUTES.

### A. Regular Meeting of the Board of Commissioners, November 22, 2010.

After discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Irvin, and unanimously approved by the affirmative votes of all Commissioners present (Commissioner Jones not being present at this time), the minutes described above were approved as presented and directed to be filed in the appropriate minute book and records of the Authority.

## III. PUBLIC COMMENTS.

None.

## IV. REPORTS.

### A. Chief Executive Officer.

1. Airport Project Manager Summary, Period Ending November 30, 2010.
2. Airport Activity Statistics Report, Period Ending November 30, 2010.

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, December 2010: Wayne Broadwater, Maintenance Technician, Department of Maintenance.

Mr. Vanderleest recognized and commended Mr. Broadwater for being named Employee of the Month for December 2010.

4. Professional Development Recognitions.

a. Kimberly Farmer, Administrative Project Support.

- (1) Certificate of Completion, Level I ATSI, Sponsored by AAAE Airport Training & Safety Institute.

Mr. Vanderleest recognized and commended Ms. Farmer for receiving a Certificate of Completion for Level I ATSI from the AAAE Airport Training & Safety Institute.

b. René Woodward, Director of Human Resources & Administration.

- (1) Recertification as Human Resources Certified Professional, International Public Management Association for Human Resources (IPMA-CP).

Mr. Vanderleest recognized and commended Ms. Woodward for achieving recertification as a Human Resources Certified Professional by the International Public Management Association for Human Resources.

5. AMAC/AAAE Conference at JEIA.

Mr. Vanderleest thanked the Board and staff for an excellent job in hosting the recent AMAC/AAAE Economic Forum at JEIA on December 12 – 14, 2010. Mr. Vanderleest said that he had received many accolades for the outstanding program and hospitality shown by the JMAA Board and staff.

6. ACI-NA/AAAE Washington Legislative Conference.

Mr. Vanderleest reminded the Board that the annual ACI-NA/AAAE Washington Legislative Conference would be held earlier this year than usual, from February 1 – 3, 2011. Mr. Vanderleest urged each Commissioner to let Ms. Crotchett know if they plan to attend the Conference.

**B. Attorney.**

Mr. Moore said that a jury trial was held in the Debbie Brown v. JMAA law suit on December 13 – 14, 2010, in U. S. District Court in Jackson. Mr. Moore reminded the Board that Ms. Brown had claimed that JMAA had discriminated against her by denying her an employment position on the basis of her race. (Ms. Brown is white.) After a day and a half of testimony, the jury returned a unanimous verdict, finding that JMAA did not discriminate against Ms. Brown. Mr. Moore said that he would provide a more detailed report to the Board later in the Meeting.

V. **ACTION ITEMS.**

A. **Financial Matters.**

1. Financial Reports for November 2010.
  - a. Balance Sheet: Accept.
  - b. Income Statement: Accept.
  - c. Claims Docket for November 2010: Approve.

Mr. Vanderleest directed the Board's attention to the above financial reports for November 2010 and the Claims Docket for November 2010, all of which were included in the Packet.

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

**RESOLUTION ACCEPTING FINANCIAL REPORTS FOR NOVEMBER  
2010 AND APPROVING AND AUTHORIZING PAYMENT OF CLAIMS  
DOCKET FOR NOVEMBER 2010**

**WHEREAS**, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed and considered (i) certain financial statements for the Authority for the month and period ending November 30, 2010 (the "Financial Reports"), and (ii) the Claims Docket of the Authority for the month of November 2010 (the "Claims"), both the Financial Reports and the Claims being (i) included in the packet distributed to the Board prior to the December 17, 2010, Special Meeting of the Board and (ii) 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 \$1,457,209.22.

B. **Service Agreement.**

1. Market Rent Study of FBO Property, JEIA: Authorize Agreement.
2. JMAA Airport Service Quality (ASQ) Agreement, JEIA: Authorize Renewal.

3. JMAA Contract No. 018-09-376, Storm Water Pollution Prevention Plan (SWPPP) and Spill Prevention, Control and Countermeasures Plan (SPCC) Compliance Training, JEIA and HKS: Authorize Amendment.

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 Irvin, seconded by Commissioner Patton, 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 of the Authority (the "Board") 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 December 17, 2010, 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 for certain professional services with Aviation Management Consulting Group to conduct a study to determine fair market rents for the facilities leased by Mercury Air Centers – Jackson, LLC (d/b/a Atlantic Aviation) at Jackson-Evers International Airport (the "AMCG Agreement"), said AMCG Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated December 9, 2010, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.
2. The Board approves and authorizes renewal of the agreement between the Authority and Airports Council International for participation in a certain Airport Service Quality Survey program (the "ACI Renewal Agreement"), said ACI Renewal Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated December 7,

2010, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

3. The Board approves and authorizes negotiation and execution of an amendment to the agreement with Gresham, Smith & Partners for certain professional engineering services in connection with updating the Authority's stormwater pollution prevention plan and spill prevention, control and countermeasure plan (the "Gresham Smith Amendment"), said Gresham Smith Amendment to be in such form and to contain such terms and conditions consistent with the Memorandum dated November 30, 2010, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

**C. Construction Projects.**

1. JMAA Project No. 002-11, North Roadway Pavement Improvements and Equipment Building Construction, JEIA: Authorize Project Budget and Agreement.
2. JMAA Project No. 003-11, Terminal Entrance Enhancement and Parking Area Improvements, HKS: Authorize Project Budget and Agreement.
3. JMAA Contract No. 04-08-366, Passenger Boarding Bridges at JEIA: Authorize Amendment.
4. Emergency Repairs to Water Line/Emergency Certificate, JEIA.

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 December 17, 2010, 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 hereby approves and authorizes execution and accomplishment of a professional services agreement with Integrated Management Services, P.A. for professional services in connection with (a) the repair and resurfacing of access roadways and equipment parking areas servicing the Airfield Maintenance facility and (b) the design and construction of an equipment storage building at Jackson-Evers International Airport (the "IMS JEIA Agreement"), said IMS JEIA Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated December 9, 2010, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.
2. The Board hereby approves and authorizes execution and accomplishment of a professional services agreement with Integrated Management Services, P.A. for professional services in connection with enhancements to the existing disabled parking facilities and terminal entrance at Hawkins Field (the "IMS HKS Agreement"), said IMS HKS Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated December 9, 2010, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.
3. The Board approves and authorizes negotiation and execution of an amendment to the professional services agreement with IMDC, Inc. for certain extended professional design and construction oversight services in connection with JMAA Contract No. 04-08-366, Passenger Boarding Bridges at JEIA (the "IMDC Amendment"), said IMDC Amendment to be in such form and to contain such terms and conditions consistent with the Memorandum dated December 8, 2010, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.
4. The Board accepts the Memorandum dated December 14, 2010 (the "Certificate"), certifying the circumstances and justification for certain emergency repairs to the ruptured water line in the median between the parking garage at Jackson-Evers International Airport and the employee parking lot west of the garage, and approves the repairs described in said Certificate, all as more particularly described in the Certificate.

**D. Procurements.**

1. JMAA Project No. 004-11, Terminal Artwork for JEIA: Authorize Project Budget and Agreement.
2. Fuel Purchases, JEIA and HKS: Authorize Agreement.
3. Modular Building at HKS: Authorize Purchase.

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 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 CERTAIN ACTIONS  
WITH RESPECT TO CERTAIN PROCUREMENTS**

**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 procurements identified below, all as more particularly described in certain memoranda (i) included in the packet distributed to the Board prior to the December 17, 2010, 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 action:

1. The Board approves and authorizes negotiation, execution and accomplishment of an agreement with Canizaro Cawthon Davis for professional services in connection with the development of a Request for Qualifications and Statements of Interest for (i) a series of photographs and murals depicting images of central Mississippi, and (ii) a montage celebrating the 50<sup>th</sup> anniversary of the construction and operation of the Jackson-Evers International Airport (the "CCD Agreement"), all as more particularly described in that certain Memorandum dated December 6, 2010, which describes this matter, said CCD Agreement to be in such form and to contain such terms and conditions consistent with said



Memorandum as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

2. The Board approves and authorizes negotiation and execution of a purchase agreement (the "PTC Agreement") with Petroleum Traders Corporation ("PTC"), pursuant to which PTC will sell fuel to the Authority on an as-needed basis through December 19, 2011, as more particularly described in that certain Memorandum dated December 8, 2010, which describes this matter, said PTC Agreement to be in such form and to contain such terms and conditions consistent with said Memorandum as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.
3. The Board approves and authorizes negotiation and execution of a certain purchase agreement whereby JMAA will purchase a certain modular building located at Hawkins Field from the Mississippi Department of Public Safety for use as a new maintenance facility at a price not to exceed \$25,000.00, all as more particularly described in that certain Memorandum dated December 10, 2010, which describes this matter.

**E. Grants.**

No action or discussion took place at the Meeting regarding grants.

**F. Other Matters.**

1. Hawkins Field Minimum Standards, Authorize Request for Variance in Aircraft and Passenger Liability Insurance.

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 Irvin, seconded by Commissioner Patton, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING SIX (6) MONTH  
VARIANCE IN AIRCRAFT AND PASSENGER LIABILITY INSURANCE  
FOR JIM HANKINS AIR SERVICE, INC.**

**WHEREAS**, at its July 27, 2009, Regular Monthly Meeting, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") revised the minimum requirements for Aircraft and Passenger Liability Insurance downward from \$5,000,000 to \$2,000,000 for Multi-Engine Piston Aircraft (the "Reduced Insurance") owned and operated by Jim Hankins Air Service, Inc. ("Hankins"), a Specialized Air Service Operator based at Hawkins Field, as more particularly described in that certain memorandum (i)

included in the packet distributed to the Board prior to the December 17, 2010, Special Meeting of the Board, and (ii) incorporated herein by reference (the "Memorandum"); and

**WHEREAS**, to date, Hankins has not obtained and maintained the Reduced Insurance and has requested additional relief whereby the Authority would accept Hankins' current liability insurance policy in the amount of \$1,000,000 for its aircraft based at Hawkins Field for a period of six (6) months (the "Insurance Variance"); and

**WHEREAS**, as set forth in the Memorandum, the staff of the Authority has recommended that the Board grant the Insurance Variance for a period of six (6) months, after which Hankins will be required to come into full compliance with all current minimum standards for a Specialized Air Service Operator at Hawkins Field, including the \$5,000,000 minimum requirement for Aircraft and Passenger Liability Insurance for Multi-Engine Piston Aircraft owned and operated by Hankins; and

**WHEREAS**, the Board has reviewed the Memorandum and considered the recommendation 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 the Insurance Variance for Hankins for a period of six (6) months; and

**RESOLVED, FURTHER**, the Board authorizes the staff and representatives of the Authority to provide a copy of this resolution to Hankins to ensure (i) that Hankins understands the limited time period for which the Insurance Variance will be allowed and (ii) that, at the end of said period, Hankins must be in full compliance with all minimum standards for a Specialized Air Service Operator at Hawkins Field, including without limitation the \$5,000,000 minimum requirement for Aircraft and Passenger Liability Insurance for Multi-Engine Piston Aircraft owned and operated by Hankins.

2. Early Issue Check.

Mr. Vanderleest asked the Board to authorize payment of an expense reimbursement to him in the amount \$1728.75, most of which related to out of pocket expenses incurred by Mr. Vanderleest in connection with the AMAC/AAAE Economic Forum hosted by JMAA on December 12 – 14, 2010 (the "Early Issue Check"), rather than waiting for approval at the Regular Monthly Meeting of the Board to be held in January 2011.

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

**RESOLUTION APPROVING AND AUTHORIZING PAYMENT OF  
CERTAIN EARLY ISSUE CLAIM**

**WHEREAS**, the staff of the Jackson Municipal Airport Authority (the “Authority”) has recommended that the Board of Commissioners of the Authority (the “Board”) approve and authorize prompt payment of a certain early issue claim payable to Dirk Vanderleest, the Authority's CEO, in the amount of \$1728.75, most of which was incurred by Mr. Vanderleest in connection with the AMAC/AAAE Economic Forum hosted by the Authority on December 12 – 14, 2010 (the “Early Issue Claim”), rather than waiting for approval at the Regular Monthly Meeting of the Board to be held in January 2011; and

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

**NOW, THEREFORE, BE IT RESOLVED**, the Board hereby determines that the Early Issue Claim was an appropriate and proper expense incurred in connection with Mr. Vanderleest's authorized responsibilities and duties on behalf of the Authority, and hereby approves and authorizes prompt payment of the Early Issue Claim to Mr. Vanderleest in the total amount of \$1728.75.

3. Debbie Brown litigation.

a. Closed Session.

At approximately 3:35 p.m., Chair Glover requested that the Board enter into a Closed Session for the limited purpose of considering whether to enter Executive Session for the limited purpose of discussing and taking action on a litigation matter which required confidential treatment, specifically the claim by Debbie Brown that JMAA had discriminated against her on the basis of race by denying her a certain employment position.

Upon motion duly made by Commissioner Irvin, seconded by Commissioner Stewart, and 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 litigation matter which required confidential treatment, specifically the claim by Debbie Brown that JMAA had discriminated against her on the basis of race by denying her a certain employment position.

The Board requested that everyone present leave the Closed Session of the Meeting except for Mr. Vanderleest, Ms. Wilson, Ms. Woodward, Mr. Thomas, Mr. Moore and Mr. Wagner.

At approximately 3:36 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 on a litigation matter which required confidential treatment, specifically the claim by Debbie Brown that JMAA had discriminated against her on the basis of race by denying her a certain employment position.

The Board requested that Mr. Moore, Mr. Wagner, Mr. Vanderleest, Ms. Wilson, Ms. Woodward, Mr. Thomas, Mr. Moore and Mr. Wagner remain with the Board during the Executive Session.

Mr. Wagner then informed those outside the Meeting that the Board had voted to enter Executive Session for the limited purpose of discussing and taking action on a litigation matter which required confidential treatment, specifically the claim by Debbie Brown that JMAA had discriminated against her on the basis of race by denying her a certain employment position.

b. Executive Session.

At approximately 3:37 p.m., the Board met in Executive Session for the limited purpose of discussing and taking action on a litigation matter which required confidential treatment, specifically the claim by Debbie Brown that JMAA had discriminated against her on the basis of race by denying her a certain employment position.

c. Open Session.

At approximately 3:55 p.m., the Board reconvened the Meeting in Open Session. Chair Glover invited the staff of the Authority and the general public back into the Meeting, but no one joined the Meeting who was not already present.

Chair Glover announced that during the Executive Session, Mr. Moore had provided the Board with a detailed report on the recent jury trial in U. S. District Court of the claim by Debbie Brown, a former JMAA employee, that she had been discriminated against by JMAA in an employment matter on the basis of race. Chair Glover said that the Board took no action during the Executive Session.

## **VI. DISCUSSION: STRATEGIC INITIATIVES.**

Mr. Vanderleest said that the staff would make special presentations to the Board on strategic initiatives at 3:00 p.m. prior to the Regular Monthly Board Meetings in February, May,

August and November of 2011. Mr. Moore said that he would distribute a notice of those meetings in order to comply with the Open Meetings Act.

**VII. ADJOURNMENT.**

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

Respectfully submitted,

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Dr. Glenda Glover, Chair

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Johnnie P. Patton, R. Ph., Vice Chair

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George E. Irvin, Sr.

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Earle Jones

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Dr. Sylvia Stewart