

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

February 23, 2009

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-Evers International Airport, in Jackson, Mississippi, at 4:00 p.m. on Monday, February 23, 2009 (the "Meeting"), pursuant to proper notice.

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

Chairman George E. Irvin, Sr. presided, called the Meeting to order, and called the roll of Commissioners.

The following Commissioners were present in person at the Meeting.

George E. Irvin, Sr., Chair
Dr. Glenda Glover, Vice Chair
Earle Jones
Dr. Sylvia Stewart

Chairman Irvin 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
Kenneth Randolph, JMAA Airport Police Commander
Jack Thomas, JMAA Director of Community Development and DBE Participation
Jack Weldy, JMAA Properties Manager
Rene Woodward, JMAA Director of Human Resources
Cindy Crotchett, JMAA Administrative Coordinator
Larry Davis, JMAA Compliance Analyst
Joyce Duncan, JMAA
Sharon Evans, JMAA
Larry Gozdecki, JMAA
Inez McAfee, JMAA
Garry Montgomery, JMAA
Clifford Ray, JMAA
Alan L. Moore, Baker Donelson Bearman Caldwell & Berkowitz
Chuck Lott, Neel-Schaffer, Inc.
Gregory Mundy, IMDC

Rodney Jackson, IMDC

II. APPROVAL AND EXECUTION OF MINUTES.

- A. **Planning and Economic Development Board Committee Meeting, January 26, 2009.**
- B. **Regular Monthly Meeting of the Board, January 26, 2009.**
- C. **Special Meeting of the Board, February 5, 2009.**
- D. **Regular Work Session of the Board, February 19, 2009.**

The Board considered the minutes of the Planning and Economic Development Board Committee Meeting and the Regular Monthly Board Meeting on January 26, 2009, the Special Board Meeting on February 5, 2009, and the Regular Board Work Session on February 19, 2009.

After discussion, upon motion duly made by Commissioner Jones, seconded by Commissioner Glover, and unanimously approved by the affirmative votes of all Commissioners present, the minutes 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, Ending January 31, 2009.
- 2. Airport Activity Statistics Report, Ending January 31, 2009.

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. Hawkins Field Board Committee Meeting Update.

As discussed during the meeting of the Hawkins Field Board Committee meeting immediately preceding the Meeting, Mr. Vanderleest asked the Board to approve the priority order for special project funding to be submitted to the Mississippi Congressional delegation.

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

**RESOLUTION APPROVING PRIORITY ORDER OF SPECIAL
FUNDING REQUEST TO BE SUBMITTED TO MISSISSIPPI
CONGRESSIONAL DELEGATION**

WHEREAS, each year the Jackson Municipal Airport Authority (the "Authority") presents a list of special funding requests to the Mississippi Congressional delegation (the "Delegation"); and

WHEREAS, the staff of the Authority has discussed various special funding needs with the Board of Commissioners (the "Board") of the Authority, and has requested that the Board approve the priority order of special funding requests to be submitted to the Delegation for funding during federal fiscal year 2010; and

WHEREAS, the Board has considered said request by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves and authorizes the presentation of the following special funding requests to the Delegation for federal fiscal year 2010 in the following priority order:

1. The East Metropolitan Corridor Road along the east side of Jackson-Evers International Airport ("JEIA");
2. A HUD-EDI grant for renovation of the South Terminal Building at Hawkins Field; and
3. Enhanced airfield lighting and marking for JEIA; and

RESOLVED, FURTHER, the Chief Executive Officer and other representatives of the Authority are authorized and directed to advise the Delegation of the special funding priorities set out above for federal fiscal year 2010.

4. Employee Recognitions.
 - a. Employee of the Month – February 2009: Sharon Evans, Housekeeping Supervisor, Department of Maintenance.

Mr. Vanderleest recognized and commended Sharon Evans as Employee of the Month for February 2009.

b. Professional Development Recognitions.

- (1) Clifford Ray, Grounds Maintenance Technician,
Department of Facilities.
 - (a.) Achievement of Excellence (150 ATSI Tests),
Sponsored by AAAE Airport Training & Safety
Institute.

Mr. Vanderleest recognized and commended Mr. Ray for receiving the Achievement of Excellence from AAAE Airport Training & Safety Institute.

- (2) Inez McAfee, Public Safety Coordinator, Department of
Public Safety.
 - (a.) Completion of Levels One and Two ATSI 2009
Training, Sponsored by AAAE Airport Training &
Safety Institute.

Mr. Vanderleest recognized and commended Ms. McAfee for completing Levels One and Two of the ATSI 2009 Training, as sponsored by AAAE Airport Training & Safety Institute.

- (3) Rene Woodward, Director, Department of Human
Resources and Administration.
 - (a.) Completion of Level One ATSI 2009 Training,
Sponsored by AAAE Airport Training & Safety
Institute.

Mr. Vanderleest recognized and commended Ms. Woodward for completing Level One of the ATSI 2009 Training, as sponsored by AAAE Airport Training & Safety Institute.

- (4) Dirk B. Vanderleest, Chief Executive Officer.
 - (a.) “2008 Air Carrier Airport Manager of the Year,”
Federal Aviation Administration’s Southern
Region.

Chairman Irvin called special attention to Mr. Vanderleest’s award. Chairman Irvin praised Mr. Vanderleest for his excellent leadership as Chief Executive Officer of the Authority. Chairman Irvin also thanked the Authority’s staff, noting that an award of this magnitude

reflects favorably on the Authority as a whole and the entire staff, as well as on Mr. Vanderleest.

B. Attorney.

Mr. Moore said that he had nothing to report at this time.

V. ACTION ITEMS.

A. Financial Matters.

1. Financial Reports for January 2009: Accept.
 - a. Balance Sheet.
 - b. Income Statement.
2. Claims Docket for January 2009: Approve.

Mr. Vanderleest directed the Board's attention to the Financial Reports for January 2009 and the Claims Docket for January 2009, which were included in the Packet.

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

**RESOLUTION ACCEPTING FINANCIAL REPORTS FOR JANUARY
2009 AND APPROVING AND AUTHORIZING PAYMENT OF CLAIMS
DOCKET FOR JANUARY 2009**

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 January 31, 2009 (the "Financial Reports"), and (ii) the Claims Docket of the Authority for the month of January 2009 (the "Claims"), both the Financial Reports and the Claims being (i) included in the packet distributed to the Board prior to the February 23, 2009, Regular Monthly 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 \$570,073.77.

B. Service Agreements.

1. Jackson Parking Associates, Management Agreement for Designated Parking Areas, JEIA: Authorize Extension.
2. G.A.T. – Airline Ground Support, Inc., Ground Support Operating Agreement, JEIA: Approve Amendment.
3. Worldwide Flight Services, Inc., Ground Support Operating Agreement, JEIA: Approve Agreement.
4. Air Carrier Operating Permits, JEIA: Approve Amendments.

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 Jones, seconded by Commissioner Glover, 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 which were (i) included in the packet distributed to the Board prior to the February 23, 2009, Regular Monthly Meeting of the Board, and (ii) incorporated herein by reference (separately, each a "Memorandum;" collectively, the "Memoranda"); and

WHEREAS, the Board has reviewed and considered the Memoranda and considered the recommendations 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 and execution of an extension to the agreement with Jackson Parking Associates, A Joint Venture of Central Parking System of Mississippi, Inc. and Pullum & Associates, Ltd. for management of specific parking areas at Jackson-Evers International Airport (the "Parking Agreement"), said Parking Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated February 12, 2009, 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 negotiation and execution of an amendment to the Ground Support Operating Agreement with G.A.T. to (i) provide for the lease of space by G.A.T. in the Main Terminal Building at Jackson-Evers International Airport (“JEIA”) at standard rates and (ii) eliminate the 3% override on gross revenues earned by G.A.T. at JEIA (the “GAT Amendment”), said GAT Amendment to be in such form and to contain such terms and conditions consistent with the Memorandum dated February 13, 2009, 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 a certain ground support operating agreement with Worldwide Flight Services, Inc. (“Worldwide”) whereby Worldwide will (i) provide ground handling services for Delta Airlines at JEIA and (ii) pay the Authority an override of 3% on all gross revenues from operations at JEIA (the “Worldwide Agreement”), said Worldwide Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated February 13, 2009, 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 approves and authorizes (i) termination of the Airport Use Permit and Lease Agreement with Northwest Airlines effective March 3, 2009; (ii) negotiation and execution of amendments (the “US Airways Amendment” and the “Continental Express Amendment,” respectively) to the Airport Use Permit and Lease Agreements between the Authority and U. S. Airways and Continental Express, respectively, whereby U. S. Airways will be relocated to the West Concourse and Continental Express will be relocated temporarily to Gate 2 on the East Concourse at JEIA; (iii) waiver of the additional rental fees for the increased leased space that would normally be due from U. S. Airways and Continental Express for a period of twelve (12) months, all as more particularly set out in the Memorandum dated February 13, 2009, which describes this matter, said US Airways Amendment and Continental Express Amendment 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.

C. Construction Projects.

1. JMAA Project No. 017-08, Old Maintenance Facility Demolition and Environmental Clean Up, JEIA: Award Contract.
2. JMAA Project No. 002-09, FAA Building Painting and Carpet, JEIA: Authorize Addendum to Architectural Services Agreement; Authorize Agreement with FAA; Authorize Advertisement for Bids.
3. JMAA Project No. 003-09, Signage and Markings at Hawkins Field: Authorize Negotiation of Contract for Engineering and Related Services.
4. JMAA Contract No. 006-08-342, Installation of a Reinforced Concrete Pad and Fuel Tank for NextGroup, LLC Hangar Site, JEIA: Authorize Change Order.

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 Glover, seconded by Commissioner Jones, with 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 February 23, 2009, Regular Monthly 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 hereby accepts the bid by Elite Contractors, Inc. ("Elite") in the amount of \$42,755.00 for JMAA Project No. 017-08 for demolition of the old maintenance facility and environmental cleanup at Jackson-Evers International Airport ("JEIA") (the "Demolition Services") as the lowest and best bid for the Demolition Services, and approves and authorizes execution

and accomplishment of a contract (the "Elite Contract") with Elite to accomplish the Demolition Services, all as more particularly described in the Memorandum dated February 9, 2009, relating to this matter, said Elite Contract to be in such form and to contain such terms and conditions consistent with said Memorandum and the foregoing 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 (i) negotiation and execution of an Addendum (the "CCD Addendum") to the Professional Services Agreement with Canizaro Cawthon Davis ("CCD") to employ CCD to provide certain additional professional design and construction oversight services in connection with refurbishment of the interior of the Federal Aviation Administration ("FAA") Building at JEIA; (ii) negotiation and execution of an agreement (the "FAA Agreement") whereby the FAA will agree to pay the additional costs associated with the increased scope of work contemplated by the CCD Addendum (the "Services"), said CCD Addendum and FAA Agreement to be in such form and to contain such terms and conditions consistent with the foregoing and the Memorandum dated February 6, 2009, relating to this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority as evidenced by his execution thereof; and (iii) publication of an advertisement for bids for refurbishment of the interior of the FAA Building at JEIA, all as more particularly described in the Memorandum.
3. The Board hereby authorizes and directs the staff of the Authority to enter into negotiations with IMDC, Inc. for an Engineering Services Contract to perform engineering and related services as set forth in that certain Request for Qualifications in connection with JMAA Project No. 003-09 for enhanced signage and markings at Hawkins Field (the "IMDC Contract"), all as more particularly described in the Memorandum dated February 6, 2009, and to submit the final form and terms of said IMDC Contract to the Board for approval.
4. The Board approves and authorizes execution and accomplishment of Change Order No. 1 to Contract No. 006-08-342 with NextGroup, LLC for installation of a reinforced concrete pad and fuel tank at JEIA, as more particularly described in the Memorandum dated February 17, 2009.

D. Procurements.

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

E. Grants.

1. JMAA Project No. 013-08, Hawkins Field Stormwater Drainage Improvements; JMAA Project No. 003-09, Hawkins Field Signage and Marking: Accept Grant Offer.
2. JMAA Project No. 004-08, Acquire Passenger Boarding Bridges, JEIA; JMAA Project No. 005-09, Stormwater Drainage Improvements at JEIA; JMAA Project No. 006-09, Dispatch Console and Radios; JMAA Project No. 007-09, Airfield Pavement Assessment and Design re: 16L/34R, JEIA: Accept Grant Offer.

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 Jones, seconded by Commissioner Glover, with the affirmative votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING RECEIPT OF
FEDERAL GRANTS FOR CERTAIN PROJECTS**

WHEREAS, the staff of the Jackson Municipal Airport Authority (the "Authority") previously submitted two (2) pre-applications for grants from the Federal Aviation Administration's Airport Improvement Program (the "AIP Grants"), both to be used to fund certain capital projects at Jackson-Evers International Airport ("JEIA") and Hawkins Field ("HKS"); and

WHEREAS, the staff of the Authority has advised the Board of Commissioners (the "Board") of the Authority that the applications for both AIP Grants have been approved, and that it is necessary and appropriate at this time for the Board to approve and authorize acceptance of the AIP Grants in the total combined amount of \$5,005,351.00, as more particularly described in two memoranda (i) included in the packet distributed to the Board prior to the February 23, 2009, Regular Monthly 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 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, the Board hereby does: (i) approve and authorize acceptance of the AIP Grants in the total amount of \$5,005,351.00, and (ii) authorizes and directs the staff of the Authority to take all other steps necessary and appropriate to accomplish receipt of the AIP Grants.

F. Other Matters.

1. Sale of Surplus Equipment, JMAA: Approve Sale of Surplus Vehicle to the Town of Hickory, Mississippi.

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 Glover, seconded by Commissioner Jones, with the affirmative votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION DECLARING VEHICLE AS SURPLUS AND
AUTHORIZING TRANSFER OF SAID VEHICLE TO THE CITY OF
HICKORY, MISSISSIPPI**

WHEREAS, the staff of the Jackson Municipal Airport Authority (the "Authority") has advised the Board of Commissioners (the "Board") of the Authority that a certain 1999 Ford Crown Victoria, currently listed in the Authority's inventory as PD 5 (the "Vehicle") and more particularly described in that certain memorandum dated February 11, 2009 (the "Memorandum"), a copy of which is (i) included in the packet distributed to the Board prior to the February 23, 2009, Regular Monthly Meeting of the Board and (ii) incorporated herein by reference, is no longer needed by the Authority for the conduct of its business and should be declared surplus, and has further advised the Board that the City of Hickory, Mississippi (the "City"), has expressed a need for the Vehicle and a willingness to pay a nominal amount to the Authority for said Vehicle, as set out in the Memorandum; and

WHEREAS, the Board has reviewed the Memorandum and considered said recommendation by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby finds and determines that (i) the Vehicle is surplus and no longer needed for Authority purposes and is not to be used in the Authority's operations; (ii) the City has expressed a need and use for the Vehicle, as set out in the Memorandum; and (iii) the sale of the Vehicle to the City for a nominal amount will promote and foster the development and improvement of the Authority, the community in which it is located, and the City, and the civic, social, educational, cultural, moral, economic or industrial welfare thereof; and

RESOLVED, FURTHER, the Board hereby approves and authorizes the sale of the Vehicle to the City for \$1.00, as described in the Memorandum, subject to proper documentation in accordance with applicable law.

2. Delta Air Lines Lease Amendment, JEIA: Approve Amendment.
3. Shuttle American Corporation: Approve Airport Use Permit.
4. Tri-Jet, LLC: Consent to Sale of Membership Interest.

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 Jones, seconded by Commissioner Glover, with the affirmative votes of all Commissioners present, the Board adopted the following resolution.

RESOLUTION APPROVING AND AUTHORIZING CERTAIN ACTIONS

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, all as more particularly described in certain memoranda which were (i) included in the packet distributed to the Board prior to the February 23, 2009, Regular Monthly Meeting of the Board and (ii) incorporated herein by reference (separately, each a "Memorandum;" collectively, the "Memoranda"); and

WHEREAS, the Board has reviewed and considered 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 and execution of (i) an amendment (the "Delta Amendment") to the Airport Use Permit and Lease Agreement between the Authority and Delta Air Lines ("Delta"), to authorize and provide space for (a) a ground services equipment repair shop and (b) installation of a bulk storage tank for storage of deicing chemicals at Jackson-Evers International Airport ("JEIA"); and (ii) an Addendum (the "Neel-Schaffer Addendum") to the Authority's Engineering Services Contract with Neel-Schaffer, Inc. ("Neel-Schaffer") to employ Neel-Schaffer to (a) design and provide construction oversight in connection with construction of a concrete pad for said bulk storage facility and (b) to inspect said bulk storage facility prior to use at JEIA, all as more particularly set out in the Memorandum dated February 13, 2009, which describes this matter, said Delta Amendment and Neel-Schaffer Addendum 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 standard Airport Use Permit and Agreement (the "Permit") to allow Shuttle America Corporation ("Shuttle America") to provide commercial passenger service at JEIA under the name of Delta Air Lines, said Permit to be in such form and to contain such terms and conditions consistent with the Memorandum dated February 2, 2009, 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 (i) the withdrawal of NextGroup, LLC ("NextGroup") from membership in Tri-Jet, LLC ("Tri-Jet") and (ii) the admission of Blakeney Land Company, LLC ("Blakeney") as a member of Tri-Jet, subject to Blakeney's compliance with the terms and conditions of the existing lease between the Authority and Tri-Jet, all as more particularly described in that certain Memorandum dated February 12, 2009, which describes this matter.

VI. DISCUSSION: STRATEGIC INITIATIVES.

There was no discussion or action regarding Strategic Initiatives at the Meeting.

VII. ADJOURNMENT.

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

Respectfully submitted,

George E. Irvin, Sr., Chair

Dr. Glenda Glover, Vice Chair

Earle Jones

Johnnie P. Patton, R. PH.

Dr. Sylvia Stewart