

**SPECIAL MEETING OF JACKSON MUNICIPAL
AIRPORT AUTHORITY BOARD OF COMMISSIONERS
FEBRUARY 29, 2016**

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

The Board of Commissioners (the “Board”) of the Jackson Municipal Airport Authority (the “Authority” and “JMAA”) convened its February 29, 2016 Special Meeting in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport (“JAN”), in Jackson, Mississippi, at 1:00 p.m., on Monday, February 29, 2016 (the “Meeting”), pursuant to proper notice. A copy of the Notice is attached as an Exhibit to the February 29, 2016 Special Meeting Minutes.

Chairman Rosie L.T. Pridgen, Ph.D., presided, called the Meeting to order at 1:00 p.m. and called the roll of Commissioners.

The following Commissioners were present, in person, during roll call for a quorum at the Special Board Meeting:

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

Chairman Dr. Pridgen, announced that a quorum was present at the Special Meeting, as required by the Bylaws of the Authority, and announced that the Meeting would proceed with discussion of the Agenda (the “Agenda”) for the Special Meeting of the Board scheduled for 1:00 p.m. on Monday, February 29, 2016 in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport (“JAN”), in Jackson, Mississippi. The following other persons were also present at the Meeting:

Carl D. Newman, A.A.E., JMAA Chief Executive Officer
Perry Miller, JMAA Chief Operating Officer
John L. Walker, Esq., Walker Group, PC Attorneys at Law
Kevin Bass, Esq., Walker Group, PC Attorneys at Law
Regina May, Esq., The May Law Firm, PLLC Attorneys at Law
John Richard May, Jr., Esq., The May Law Firm, PLLC Attorneys at Law
And persons listed on [EXHIBIT A: Sign in Sheet for 2-29-16](#)

II. INVOCATION

Vice Chairman Pastor Henley gave the Invocation.

III. ACCEPTANCE OF THE NOTICE OF THE SPECIAL MEETING

- A. Notice of the Special Meeting of the Board of Commissioners (“The Board”) of the Jackson Municipal Airport Authority (“JMAA”) February 29, 2016 at 1:00 p.m.

RESOLUTION CY-2016-22

APPROVAL OF THE NOTICE OF THE FEBRUARY 29, 2016 SPECIAL MEETING

After discussion and review, the motion made by Commissioner Hartley, seconded by Vice Chairman Pastor Henley, and approved by unanimous vote, the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Notice of the February 29, 2016 Special Meeting and directs that said notice be filed in the appropriate minute book and records of the Authority.

Yeas: Hartley, Harris, Henley, Pridgen, Reed

Nays: None

Abstentions: None

February 29, 2016

IV. PUBLIC COMMENTS

None

V. REPORTS

A. Chairman Dr. Pridgen

Chairman Dr. Pridgen greeted all persons in attendance at the meeting. She then announced the recognitions shared earlier during February.

She announced that two JMAA Board Members have been appointed to serve on the ACI- NA Directors Board, Commissioner Evelyn Reed and Commissioner Vernon Hartley. Also, she explained the make-up of the Director’s Board, along with its duties and goals. She congratulated Commissioner Hartley and Commissioner Reed. The Board, Staff Members and others in attendance applauded the Commissioners as to their appointments and service.

She congratulated JMAA for receiving AAAE’s excellence in training award. AAAE recognized 97 airports for excellence in training and JMAA was one of the recipients. The AAAE award levels are based on the number of employees trained and their training levels.

Next, she provided information as to the ANTN Digicast training system used by

JMAA to train airport employees, as well as contractors.

In closing, Chairman Dr. Pridgen stated that as JMAA continues to define, re-define and refine excellence, the previously identified appointments and awards are examples of how JMAA continues to be on the cutting edge of the aviation industry.

Chairman Dr. Pridgen then yielded to Mr. Newman.

B. Chief Executive Officer

1. Mr. Carl D. Newman, A.A.E., CEO, announced his upcoming travel plans. He informed the Board that he will be heading to Salt Lake City, UT for an Airport Consultants Council Meeting, to Galveston, TX for a session with the South Central chapter of AAAE, and then to Washington, DC, along with the Commissioners, for the ACI-NA/AAAE legislative event. He informed the Board that he will ensure that each Commissioner receives the schedule for the meetings with the MS delegation.

VI. ACTION ITEMS

A. OTHER MATTERS

1. Strategic Plan for JMAA Consideration and Adoption.

Mr. Newman addressed the Board and announced that JMAA's Staff received comments as to editing the Strategic Plan from Chairman Rosie L.T. Pridgen, Ph. D., Commissioner Evelyn O. Reed and Commissioner Lawanda D. Harris. He further stated that a memorandum listing the edits/actions, suggested by said Board Members, was distributed to each Commissioner. The Memorandum Re: Strategic Plan 2021 Suggested Edits from the JMAA Board of Commissioners is attached as an exhibit to the February 29, 2016 Special Meeting Minutes. He then discussed several of the actions suggested and changes made as provided in the Memorandum.

As to Action No. 12 of the Strategic Plan, Mr. Newman stated that currently JMAA will focus on improving service domestically and will not focus on increasing service internationally. As such, that edit was not added, but additional language was added that addresses JMAA's intentions to enhance domestic services.

As to Action No. 22 concerning evaluations, Mr. Newman announced that the issue concerning the requested edit was addressed in a separate action of the Human Resources plan. As such, the requested change was not made.

Mr. Newman then requested that the Board consider adopting "Strategic Plan 2021."

RESOLUTION CY-2016-23

RESOLUTION ADOPTING “STRATEGIC PLAN 2021” FOR THE JACKSON MUNICIPAL AIRPORT AUTHORITY

Upon motion by Commissioner Hartley, seconded by Commissioner Reed, the following **RESOLUTION** was made and approved by unanimous vote 5-0-0.

WHEREAS, the Board of Commissioner (“Board”) of the Jackson Municipal Airport Authority (“JMAA”) recognized the need for JMAA to have a Strategic Plan to guide and direct the growth and development of JMAA and therefore by Resolution CY-2016-28, dated February 23, 2015, it authorized JMAA’s Staff to solicit proposals from Strategic Planning Consultants; and

WHEREAS, JMAA Staff, in Board Memorandum No. CEO 2015-18, dated May 9, 2015, recommended to the Board Jacobsen | Daniels (“Jacobsen | Daniels”), to serve as the Strategic Planning Consultant to develop a Strategic Plan for JMAA; and

WHEREAS, the Board, pursuant to Resolution CY-2015-86, May 28, 2015, authorized JMAA’s Staff to execute a professional services agreement with Jacobsen | Daniels to prepare a five (5) year Strategic Plan for JMAA; and

WHEREAS, beginning in July of 2015, Jacobsen | Daniels, led JMAA’s Board, employees, and stakeholders, through a series of meetings to identify various aspects of JMAA and its environment, including its strengths, weaknesses, opportunities, and threats, and with those findings to formulate JMAA’s goals and objectives to articulate and achieve those goals during the next five (5) years; and

WHEREAS, on February 18, 2016, drafts of the “Strategic Plan 2021” prepared by Jacobsen | Daniels was provided to the Board and afterwards members of the Board provided comments, etc. regarding the draft to Jacobsen | Daniels, which Jacobsen | Daniels incorporated into a final version of “Strategic Plan 2021”; and

WHEREAS, Jacobsen | Daniels has presented to the Board the final version “Strategic Plan 2021” and the Board is prepared to adopt “Strategic Plan 2021” in order for it to be communicated to JMAA’s Staff, stakeholders, and business partners and thereafter to the public in a press release.

IT IS THEREFORE, RESOLVED, that the Board adopts “Strategic Plan 2021” as the five (5) year Strategic Plan for the Jackson Municipal Airport Authority and the Chief Executive Officer and JMAA’s management staff shall communicate said Strategic Plan to JMAA’s Staff, stakeholders, and business partners and afterwards to the public through a press release.

Yeas: Hartley, Harris, Henley, Pridgen, Reed

Nays: None

Abstentions: None

February 29, 2016

OPEN SESSION

Commissioner Hartley then moved that the Board enter into a Closed Session to discuss whether to go into an Executive Session to consider matters that he believed could be discussed in Executive Session, and Commissioner Harris seconded the motion.

The Board, by a vote of 5-0-0, resolved to close the session. Chairman Dr. Pridgen, asked all, except Mr. Carl D. Newman, A.A.E., CEO, Mr. Perry Miller, JMAA Chief Operating Officer, and the attorneys from Walker Group, PC and The May Law Firm, to leave the room.

All present, with the exceptions noted, were directed to vacate the room and this was done.

The Board went into Closed Session at 1:13 p.m.

CLOSED SESSION

Commissioner Hartley then moved that the Board enter into Executive Session to discuss one (1) potential litigation matter concerning contract bids and one (1) potential litigation matter concerning legislation. Commissioner Harris seconded the motion to enter Executive Session and the Commissioners, by a vote of 5-0-0, resolved to enter Executive Session for the stated purposes.

The Closed Session ended at 1:17 p.m.

OPEN SESSION

Chairman Dr. Pridgen, invited all persons outside the room to re-enter and some did.

Chairman Dr. Pridgen stated in Open Session that the Board, during Closed Session, voted to enter into Executive Session to discuss one (1) potential litigation matter concerning contract bids and one (1) potential litigation matter concerning legislation.

Chairman Dr. Pridgen asked all present, with the exception of Mr. Carl D. Newman, A.A.E. CEO, Mr. Perry Miller, JMAA Chief Operating Officer and the attorneys from Walker Group, PC and The May Law Firm, to leave the room.

The Board went into Executive Session at 1:18 p.m.

EXECUTIVE SESSION

During the Executive Session, the Board discussed matters as to one (1) potential litigation matter concerning contract bids and one (1) potential litigation matter concerning legislation and took no action.

Upon motion by Commissioner Hartley, seconded by Vice Chairman Pastor Henley, and the unanimous approval of the Board Members present in the Executive Session (5-0-0), the Executive Session was ended at 3:36 p.m.

OPEN SESSION

Chairman Dr. Pridgen, invited all persons outside the room to re-enter and some did.

Chairman Dr. Pridgen, stated in Open Session that the Board, during Executive Session discussed a one (1) potential litigation matter concerning contract bids and one (1) potential litigation matter concerning legislation and took no action regarding those matters.

2. Attorney Professional Services Agreement

The Board discussed amending the professional service agreement with Justice Fred Banks, Jr. and the Phelps Dunbar LLP Law firm. Chairman Dr. Pridgen then announced that she would consider a motion concerning as to amending said professional services agreement.

RESOLUTION CY-2016-24

RESOLUTION AMENDING THE EXISTING PROFESSIONAL SERVICES AGREEMENT WITH JUSTICE FRED BANKS, JR. AND PHELPS DUNBAR LLP LAW FIRM

Upon motion by Vice Chairman Pastor Henley, seconded by Commissioner Hartley, the following **RESOLUTION** was made and approved by a unanimous vote.

WHEREAS, the Board has considered amending the existing professional services agreement with Justice Fred Banks, Jr. and Phelps Dunbar LLP to increase the maximum compensation amount for legal services included therein from \$8,000.00 to \$20,000.00, effective as of 2/29/16.

IT IS THEREFORE RESOLVED, that the existing professional services agreement with Justice Fred Banks, Jr. and Phelps Dunbar LLP shall be amended to increase the maximum compensation amount for legal services included therein from \$8,000.00 to \$20,000.00, effective as of 2/29/16.

Yeas: Hartley, Henley, Harris, Pridgen, Reed

Nays: None

Abstentions: None

February 29, 2016

VII. ADJOURNMENT

Thereafter, it was moved by Commissioner Harris, seconded by Commissioner Hartley, and unanimously resolved (5-0-0) that the Special Meeting of the Board be ADJOURNED at 3:39 p.m.

Respectfully submitted,

Rosie L.T. Pridgen, Ph.D., Commissioner and Chairman

Pastor James L. Henley, Jr., Commissioner and Vice Chairman

Ms. LaWanda D. Harris, Commissioner

Mr. Vernon W. Hartley, Sr., Commissioner

Ms. Evelyn O. Reed, Commissioner