

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

MAY 22, 2014

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”), in Jackson, Mississippi, at 9:04 a.m. on Thursday, May 22, 2014 (the “Meeting”), pursuant to special notice, a copy of which is attached as **Exhibit A**.

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

Chairman Pastor James L. Henley, Jr., presided, called the Meeting to order at 9:04 a.m., and called the roll of Commissioners.

The following Commissioners were present in person at the Meeting.

Pastor James Henley, Jr. Commissioner and Chairman
Vernon W. Hartley, Sr., Commissioner
Jeffery A. Stallworth, Commissioner
LaWanda D. Harris, Commissioner
[Evelyn O. Reed, Commissioner and Vice Chairman joined meeting in progress following invocation at 9:06am.]

The following other persons were also present at the Meeting. (And, see **Exhibit B** to these minutes containing names of all additional attendees signing the attendance sheet.).

Dirk B. Vanderleest, JMAA Chief Executive Officer
Bonnie Wilson, JMAA Chief Operating Officer
John L. Walker, Jr., Attorney at Walker Group, P.C.
Phillip J. Brookins, Attorney at Walker Group, P.C.
Alechia Lockhart, Paralegal at Walker Group, P.C.

II. INVOCATION

Chairman Henley requested and Commissioner Stallworth offered an invocation.
[Evelyn O. Reed, Commissioner and Vice Chairman joined meeting at 9:06am.]

III. APPROVAL AND EXECUTION OF MINUTES

A. Special Work Session of the Board of Commissioners, April 28, 2014

B. Regular Meeting of the Board of Commissioners, April 28, 2014

RESOLUTION CY-2014-62

APPROVAL AND EXECUTION OF APRIL MINUTES

After discussion and review and upon motion made by Commissioner Stallworth, seconded by Commissioner Hartley, and unanimously approved by the affirmative votes of all Commissioners present, the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Minutes of the Special Work Session of the Board of Commissioners, April 28, 2014 and of the Regular Meeting of the Board of Commissioners, April 28, 2014 as presented and directs that said minutes be filed in the appropriate minute book and records of the Authority.

C. Notice Regarding (I) Cancellation Of The May 2014 Regular Monthly Work Session; (II) Cancellation Of The May 2014 Regular Meeting; And (III) Call Of A Special Combined May 2014 Work Session And Regular Meeting

RESOLUTION CY-2014-63

RESOLUTION INCORPORATING NOTICE OF SPECIAL MEETING INTO MINUTES

Upon motion by Commissioner Hartley, Seconded by Commissioner Stallworth, the following RESOLUTION was made and unanimously approved

WHEREAS, the Mississippi Open Meetings Act directs that public bodies shall post and make a copy of the notice of a special meeting a part of the minutes or other permanent official records of the public body.

WHEREAS, the May 22, 2014, Special Combined Work Session and Regular Meeting of the Board is a special meeting held pursuant to proper notice.

IT IS, THEREFORE, RESOLVED, that the Notice of the special meeting shall be exhibited and made a part of the minutes of the May 22, 2014 Special Combined Work Session and Regular Meeting. [This notice is incorporated as **Exhibit A.**]

IV. PUBLIC COMMENTS

Mr. Derwood Boyles, a volunteer for the Mississippi Employer Support of the Guard and Reserve (ESGR), introduced ESGR whose vision is to develop and promote a culture in which all American employers support and value the military service of their employees with ESGR as the principal advocate within the U.S. Department of Defense. ESGR's mission is to develop and promote employer support for Guard and Reserve services by

advocating relevant initiatives, recognizing outstanding support, increasing awareness of applicable laws, and resolving conflict between employers and service members. Paramount to ESGR's mission is encouraging employment of Guardsmen and Reservists who bring integrity, global perspective and proven leadership to the civilian workforce.

Mr. Boyles stated that his purpose was to present "Patriot Awards" to employees of the Jackson Municipal Airport Authority. Mr. Boyles was assisted by Ms. Elizabeth Rocquin, Administrative Support Technician. The award recipients are as follows:

Bonnie Wilson
Dirk Vanderleest
Lesheena Lewis
Tonora Humphrey
Kenneth Randolph
Terry Miller

Commissioner Hartley made special commendations to Mr. Boyles, ESGR and to the Patriot Award Recipients. All Commissioners added their appreciations and participated in group photographs.

VI. REPORTS

A. Chief Executive Officer,

Mr. Vanderleest noted the following reports contained in the **Packet for 5-22-14** distributed prior to the meeting and exhibited with these minutes.

- 1. Airport Project Manager Summary, Period Ending March 30, 2014.*
- 2. Airport Activity Statistics Report, Period Ending March 30, 2014*

B. ATTORNEY

The attorney's report was deferred pending determination of whether to go into a closed executive session to discuss threatened or pending litigation

VII. ACTION ITEMS.

Chairman Pastor James Henley invited the Board's attention to the financial reports.

A. Financial Matters.

1. Financial Reports for April 2014:

- a) Balance Sheet: Accept **Page 31¹**
- b) Income Statement: Accept **Page 32**

RESOLUTION CY-2014-64

RESOLUTION ACCEPTING APRIL FINANCIAL REPORTS

Upon motion by Commissioner Hartley, Seconded by Commissioner Stallworth the following RESOLUTION was made and unanimously approved

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed and considered the Balance Sheet and Income Statement for the Authority for the month and period ending April 2014 (the "Financial Reports"), included in the packet, pages 31-34, distributed to the Board prior to the May 22, 2014, Special Meeting of the Board, and incorporated herein by reference;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby unanimously accepts and approves the Financial Reports.

- c) Claims Docket for April 2014: Approve **Page 35**

RESOLUTION CY-2014-65

RESOLUTION AUTHORIZING PAYMENT OF APRIL CLAIMS DOCKET

Upon motion by Commissioner Harris, Seconded by Commissioner Stallworth the following RESOLUTION was made and unanimously approved

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed and considered the Claims Docket for the Authority for the month of April 2014 (the "Claims") included in the packet distributed to the Board prior to the May 22, 2014, Special Meeting of the Board at pages 35-42, and incorporated herein by reference;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby unanimously approves and authorizes payment of the April 2014 Claims in the total amount of \$1,505,285.53.

B. Service Agreements

Chairman Pastor Henley invited the Board's attention to memorandum and recommendations concerning a proposed Service Agreements.

¹ Page numbers refer to page numbering in **Packet for 5-22-14** meeting

1. JMAA Contract No. 14-031, General Financial
Services and Rental Car Audit, JMAA: Accept Audit
Report and Authorize Addendum to Agreement
(Kayla Paul-Lindsey CPA Firm, LLC)Page 43

RESOLUTION CY 2014-66

**RESOLUTION APPROVING AND AUTHORIZING ADDENDUM TO SERVICE
AGREEMENT WITH KAYLA PAUL-LINDSSEY CPA, LLC (KPL)**

Upon motion by Commissioner Reed, Seconded by Commissioner Hartley the following RESOLUTION was made and unanimously approved

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 an addendum to the existing professional services agreement with Kayla Paul-Lindsey CPA Firm, P.C. (“KPL CPA”), a Jackson, Mississippi-based certified Disadvantaged Business Enterprise (DBE), to provide JMAA with technical and managerial support to create the parameters for a centralized Procurement Division within the Finance Department; develop a comprehensive procurement procedures manual identifying the various requirements for compliance with Mississippi regulations and guidance and federal procurement regulations and guidance, when applicable; and provide training for staff on the procedures contained in the comprehensive procurement procedures manual developed by KPL CPA.

WHEREAS, the Board has reviewed the Memorandum dated May 14, 2014 at pages 43-45 of the packet 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, authorize and approve staff to take the following action:

To enter into and to execute an addendum to the existing professional services agreement with Kayla Paul-Lindsey CPA Firm, P.C. (“KPL CPA”), a Jackson, Mississippi-based certified Disadvantaged Business Enterprise (DBE), to provide JMAA with technical and managerial support to create the parameters for a centralized Procurement Division within the Finance Department; develop a comprehensive procurement procedures manual identifying the various requirements for compliance with Mississippi regulations and guidance and federal procurement regulations and guidance, when applicable; and provide training for staff on the procedures contained in the comprehensive procurement procedures manual developed by KPL CPA; fees and expenses for services under the addendum to the agreement are not to exceed \$17,100.00 thereby resulting in a new contract total for fees and expenses to not exceed \$101,430.00.

Chairman Pastor Henley then invited Board’s attention to memoranda and recommendations concerning the following Construction Projects and procurements noting salient points and costs from the referenced memoranda relating to each project.

C. Construction Projects

1. JMAA Contract No. 011-11-086, Power Resources Evaluation and Improvement, JMAA: Approve Change Order No. 4 (Webster Electric Co., Inc.)..... **Page 46**

2. JMAA Contract No. 014-11-092, Airport Security and Access Control Systems Improvements; Premises Distribution System: Approve Settlement Agreement (Webster Electric Co., Inc.) **Page 63**

3. JMAA Contract No. 005-13-071, Northwest Ramp Repair and Repaving, HKS: Authorize Change Order No. 1 (Socrates Garret Enterprises, Inc.)**Page 66**

RESOLUTION CY-2014-67

RESOLUTION APPROVING AND AUTHORIZING CHANGE ORDER TO CONTRACT WITH WEBSTER ELECTRIC CO.

Upon motion by Commissioner Hartley, Seconded by Commissioner Stallworth, the following **RESOLUTION** was made and unanimously approved

WHEREAS, staff is requesting authority to execute Change Order No. 4 in the amount of \$8,619.00 to the agreement with Webster Electric Co, Inc. (“Webster”) of Meridian, Mississippi for a new contract total of \$4,807,789.50, reflecting the costs incurred by Webster in testing an automated switch gear supporting the East Concourse of the Jackson-Medgar Wiley Evers International Airport (JAN) and Staff is further requesting authority to increase the project budget by the amount of \$8,619.00 to address these costs for a new total project budget of \$6,324,895.

WHEREAS, the Board has reviewed the Memorandum dated 5/21/2014 at pages 46-52 of the packet, and considered the recommendations therein by the staff of the Authority and finds that the proposed change order and costs are warranted and should be done for the best interests of JMAA;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby authorizes the staff to execute Change Order No. 4 in the amount of \$8,619.00 and to increase the project budget by the amount of \$8,619.00 to address these costs for a new total project budget of \$6,324,895.

RESOLUTION CY-2014-68

RESOLUTION APPROVING AND AUTHORIZING SETTLEMENT AGREEMENT WITH WEBSTER ELECTRIC CO. INC. REGARDING AIRPORT SECURITY AND ACCESS CONTROL SYSTEMS IMPROVEMENTS; PREMISES DISTRIBUTION SYSTEM

Upon motion by Commissioner Hartley, Seconded by Commissioner Harris, the following **RESOLUTION** was made and unanimously approved

WHEREAS, Staff is recommending and requesting authority to negotiate and execute a Settlement Agreement with Webster Electric Co., Inc. (“Webster”) in connection with damage to a diesel fuel line providing fuel to the emergency generators in the Night Lighting Vault at the Jackson-Medgar Wiley Evers International Airport (“JAN”) attributable to Webster and to reimburse the Jackson Municipal Airport Authority for expenses incurred as a result of the damaged fuel line.

WHEREAS, the Board has reviewed the Memorandum dated 5/19/2014 at pages 63-65 of the packet, and considered the recommendations therein by the staff of the Authority and finds that the proposed settlement and reimbursement are warranted and should be done for the best interests of JMAA;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby authorizes the staff to enter into and to execute a Settlement Agreement with Webster Electric Co., Inc. in a form approved by the Board’s counsel, Baker Donelson, and to receive reimbursement on behalf of JMAA.

RESOLUTION CY-2014-69

RESOLUTION APPROVING AND AUTHORIZING CHANGE ORDER TO CONTRACT WITH SOCRATES GARRET ENTERPRISES, INC.

Upon motion by Commissioner Hartley, Seconded by Commissioner Stallworth, the following **RESOLUTION** was made and unanimously approved

WHEREAS, staff is requesting authority to execute Change Order No. 1 in the amount of \$11,642.73 to the agreement with Socrates Garrett Enterprises, Inc. (“Garrett”) for the Northwest Ramp Repair and Repaving at Hawkins Field (HKS) for a new contract total of \$413,319.10; The additional costs are reflective of costs (i) for overhead and other construction services for an additional 110 working days due to inclement weather and impacts on the supply of materials beyond Garrett’s control and (ii) to provide approved safety barricades for an additional period of eighty-eight (88) days beyond the original project schedule, again for reasons outside of Garrett’s control; The additional costs are off-set by a reduction in contract costs to JMAA of \$76,352.63 as a result of savings on asphalt quantities and joint sealant materials required to complete the work.

WHEREAS, the Board has reviewed the Memorandum dated 4/9/2014 at pages 66-69 of the packet, and considered the recommendations therein by the staff of the Authority and finds that the proposed change order and costs are warranted and should be done for the best interests of JMAA;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby authorizes the staff to execute Change Order No. 1 the amount of \$11,642.73 to the agreement with Socrates Garrett Enterprises, Inc. for the Northwest Ramp Repair and Repaving at Hawkins Field (HKS) for a new contract total of \$413,319.10.

Chairman Pastor Henley next called upon CEO Dirk Vanderleest to make presentations

regarding employee and organizational recognitions. Mr. Vanderleest then made the following recognitions.

Employee of Month

Alex Blanchard Employee of the Month - May
Operations Coordinator
Department of Operations

Organizational Recognitions

Jackson Municipal Airport Authority
Awarded by Mississippi Business Journal
2014 Best Places to Work in Mississippi

D. Procurements

Chairman Pastor Henley advised, with the consent of all Commissioners, that the matter of utility vehicles will be considered at a subsequent meeting of the Board.

1. Maintenance Utility Vehicles, JAN and HKS: Authorize
Purchase of New Utility Vehicles (Deviney Equipment)**Page 70**

Chairman Pastor Henley moved to the next items on the agenda.

E. Grants

None

F. Other

1. Portable Communication Device and Internet Access Policy for Jackson
Municipal Airport Authority Commissioners, JMAA: Adopt Policy.
..... **Page 82**

RESOLUTION CY-2014-70

**RESOLUTION APPROVING AND ADOPTING PORTABLE COMMUNICATION
DEVICE AND INTERNET ACCESS POLICY FOR JACKSON MUNICIPAL AIRPORT
AUTHORITY COMMISSIONERS**

Upon Motion by Commissioner Hartley, Seconded by Commissioner Stallworth and adopted on the affirmative vote of all Commissioners

WHEREAS, the Jackson Municipal Airport Authority at its meeting of April 28, 2014, passed a resolution authorizing procurement of cellular telephones, portable communications devices and internet service for Commissioners and

WHEREAS, a proposed written policy has been presented for consideration, be it therefore

RESOLVED that the authority hereby approves and adopts the written policy as presented at pages 82-84 of the packet entitled “Portable Communication Device and Internet Access Policy for Jackson Municipal Airport Authority Commissioners.”

2. Early Issues
None

3. Board Travel
None

4. ACI-NA Marketing & Communications Conference,
Edmonton, Alberta, Canada: Authorize Staff Participation
and Travel**Page 85**

RESOLUTION CY-2014-71

RESOLUTION APPROVING AND AUTHORIZING STAFF TRAVEL TO NORTH AMERICA MARKETING AND COMMUNICATIONS CONFERENCE AND JUMPSTART® AIR SERVICE DEVELOPMENT PROGRAM IN EDMONTON, ALBERTA CANADA

On motion by Commissioner Stallworth, Seconded by Commissioner Reed, the following **RESOLUTION** was made and unanimously approved

WHEREAS, the Board has considered and determined that the training and networking opportunities and participation and attendance by Mr. Gene Moore, Director of Marketing and Communications, at the Airports Council International – North America Marketing and Communications Conference and JumpStart® Air Service Development Program in Edmonton, Alberta Canada with travel dates of June 22, 2014 - June 28, 2014, will be *extremely beneficial* to JMAA, Mr. Moore and for the Jackson, MS community and of continuing benefit to the Authority,

NOW, THEREFORE, BE IT RESOLVED, the Board hereby authorizes and approves payment and reimbursement for travel, lodging and related expenses for Mr. Gene Moore, Director of Marketing and Communications to attend the Airports Council International – North America Marketing and Communications Conference and JumpStart® Air Service Development Program in Edmonton, Alberta Canada with travel dates of June 22, 2014 - June 28, 2014.

G. OPEN SESSION

At 9:37 a.m., Chairman Pastor Henley indicated that there were matters for discussion that he believed called for a closed executive session and moved to close session to consider whether a closed executive session were warranted. Vice Chairman Reed seconded the motion and all Commissioners voted to close the public session to consider if a closed executive session was needed.

Pastor Henley then asked all persons present other than the Walker Group Board counsel (John Walker and Phillip J Brookins) to please vacate the meeting room; this was done.

H. CLOSED SESSION

At 9:40a.m., Chairman Pastor Henley moved for the Board to go into a closed executive session to consider matters fitting within the definitions of MCA 25-41-7 (4) (a, b and k) as paraphrased:

- (a) Transaction of business and discussion of personnel matters relating to the job performance and professional competence of persons seeking a specific management position per prior EEOC charges and a new third charge.
- (b) Strategy sessions or negotiations with respect to prospective litigation involving EEOC charges and on going arbitration proceedings in which a noteworthy revelation was made and an open meeting would have a detrimental effect on the litigating position of JMAA.
- (k) Transaction of business and discussions regarding employment or job performance of persons in senior staff positions.

Commissioner Harris seconded the motion for a closed executive session and all Commissioners voted in the affirmative to go into a closed executive session. Chairman Pastor Henley then asked that the meeting be opened and all persons previously asked to vacate the meeting room be recalled. This was done.

I. OPEN SESSION

At about 9:45 a.m., Chairman Henley announced that the meeting was once again open to the public to hear the Board's decision to enter into a closed executive session to consider matters requiring discussion of personnel matters relating to the job performance and professional competence of persons seeking a specific management position per EEOC charges ; discussion of matters regarding strategy sessions or negotiations with respect to prospective litigation and ongoing arbitration and an open meeting would have a detrimental effect on the litigating position of JMAA; and business and discussions regarding employment or job performance of persons in senior staff positions.

Chairman Pastor Henley then announced that the Board would be in closed executive session and that all persons other then Board members and attorneys Walker and Brookins and CEO Vanderleest should vacate the meeting room. This was done.

J. CLOSED SESSION

The Board then proceeded with its closed discussions in executive session. At approximately 10:33a.m., Mr. Vanderleest departed and the Board continued its discussions. Mr. Vanderleest returned at approximately 11:05 am to give input on matters under discussion concerning personnel and senior staff. The Board after discussion adopted the following **RESOLUTION**.

RESOLUTION CY-2014-72

RESOLUTION REQUESTING AND DIRECTING THAT COPY OF WRITTEN COMPLAINTS ABOUT JMAA SENIOR STAFF BE GIVEN TO BOARD

Upon Motion by Commissioner Stallworth, Seconded by Commissioner Reed and adopted on the affirmative vote of a majority of all Commissioners with Commissioners Henley, Harris, Reed and Stallworth voting in the affirmative and Commissioner Hartley voting “no.”

RESOLVED that the Board of Commissioners of the Jackson Airport Authority requests and directs the CEO to send to the Board a copy of any written complaint or grievance signed by any employee of JMAA about any JMAA Senior Staff person and that thereafter the CEO send to the Board before the next regularly scheduled work session his recommendations for response and resolution of such complaint or grievance.

K. OPEN SESSION

At approximately 11:52 am, the Board reconvened the Meeting in Open Session. All persons previously in attendance on the outside were invited back into the meeting.

Chairman Pastor Henley stated that during the Executive Session, the Board discussed the status of and strategy regarding potential litigation as to three EEOC charges and the Hatch Mott arbitrations and that the action taken regarding personnel performance was to adopt the following resolution approved by majority vote with Commissioners Henley, Reed, Harris and Stallworth voting “aye” and Commissioner Hartley voting “no.”

RESOLUTION CY-2014-72

RESOLUTION REQUESTING AND DIRECTING THAT COPY OF WRITTEN COMPLAINTS ABOUT JMAA SENIOR STAFF BE GIVEN TO BOARD

Upon Motion by Commissioner Stallworth, Seconded by Commissioner Reed and adopted on the affirmative vote of a majority of all Commissioners with Commissioners Henley, Harris, Reed and Stallworth voting in the affirmative and Commissioner Hartley voting “no.”

RESOLVED that the Board of Commissioners of the Jackson Airport Authority requests and directs the CEO to send to the Board a copy of any written complaint or grievance signed by any employee of JMAA about any JMAA Senior Staff person and that thereafter the CEO send to the Board before the next regularly scheduled work session his recommendations for response and resolution of such complaint or grievance.

VIII. ADJOURNMENT

There being no further business to come before the Board, upon motion and second and unanimously approved by the affirmative votes of all Commissioners, the Board Meeting was adjourned at 11:55 a.m. on May 22, 2014.

Respectfully submitted,

Pastor James L. Henley, Jr., Chairman

Mr. Vernon W. Hartley, Sr., Commissioner

Ms. LaWanda D. Harris, Commissioner

Mr. Jeffery A. Stallworth, Commissioner

Ms. Evelyn O. Reed, Vice Chairman