

**EMERGENCY MEETING OF JACKSON MUNICIPAL
AIRPORT AUTHORITY BOARD OF COMMISSIONERS
DECEMBER 21, 2018**

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 Emergency Meeting in the Terminal Building, Hawkins Field Airport ("HKS"), in Jackson, Mississippi, at 12:00 p.m. noon, on Friday, December 21, 2018 (the "Meeting"), pursuant to proper notice. A copy of the Notice is attached as an Exhibit to the December 21, 2018 Emergency Meeting Minutes.

Chairman LaWanda D. Harris presided, called the Meeting to order at 12:00 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:

LaWanda D. Harris, Chairman
Lee A. Bernard Jr., Vice-Chairman
LTC(R) Lucius Wright, Commissioner
Pastor James L. Henley, Jr., Commissioner
Robert E. Martin, Commissioner

Chairman Harris, announced that a quorum was present at the Emergency 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 Emergency Meeting of the Board scheduled for 12:00 p.m. noon on Friday, December 21, 2018 in the Terminal Building, Hawkins Field Airport ("HKS"), in Jackson, Mississippi. The following other persons were also present at the Meeting:

Carl D. Newman, A.A.E., JMAA's Chief Executive Officer
John R. May, Esq., JMAA's Chief Legal Officer
John L. Walker, Esq., Walker Group, PC, Attorneys at Law
Kevin Bass, Esq., Walker Group, PC, Attorneys at Law
And persons listed on **EXHIBIT A: Sign in Sheet for 12-21-18**

II. INVOCATION

Commissioner Pastor Henley gave the Invocation.

III. APPROVAL OF DECEMBER 21, 2018 AMENDED EMERGENCY MEETING NOTICE

- A. Notice of the Emergency Meeting of the Board of Commissioners ("The Board") of the Jackson Municipal Airport Authority ("JMAA") on December 21, 2018, at 12:00 p.m. noon.

Commissioner Pastor Henley stated he believes that the items addressed during the Emergency Meeting are more appropriate for a Special Meeting. He provided further reasoning as to his position and suggested several options that the Board should consider.

Next, the Commissioners, along with Attorney Walker, held additional discussion concerning the requirements for emergency, special, and recessed meetings. During the discussion, Attorney Walker stated that December 21, 2018 Meeting qualified as an Emergency Meeting pursuant to the Bylaws. This is because it is very important for recently appointed Commissioner Martin to become knowledgeable immediately about his duties, responsibilities, and obligations as a JMAA Commissioner and current aviation industry issues, resources, and practices. Therefore, it is imperative that Commissioner Martin attend the upcoming American Association of Airport Executives (AAAE)'s Aviation Issues Annual Conference ("Conference") January 6-10, 2019 in Maui, Hawaii. In that regard, travel arrangements for Commissioner Martin need to be made immediately. Thus because of the upcoming holidays, time is of the essence to secure airline and hotel reservation for Commissioner Martin to attend the Conference.

Regarding the early issue payment to Marion and Silber, Attorney Walker stated that it was his understanding that said vendor submitted its invoice to JMAA sometime during early part of November 2018. Therefore, more than forty-five (45) days will elapse before the January 28, 2019 Regular Meeting. Accordingly, if said invoice is not paid now, JMAA will be required to pay interest on the invoiced amount.

Further, Attorney Walker confirmed that the December 21, 2018 Emergency Meeting Notice complied with the provisions of the MS Open Meetings Act. Afterward, the following action was taken:

RESOLUTION CY-2018-181

**APPROVAL OF THE AMENDED NOTICE OF THE DECEMBER 21, 2018
EMERGENCY MEETING**

After discussion and review, and upon the motion made by Vice-Chairman Bernard, seconded by Commissioner LTC(R) Wright, and approved by majority vote 4-1-0, the following resolution was made and entered.

WHEREAS, the Board desires to amend the Notice regarding the December 21, 2018 Emergency Meeting, dated December 18, 2018, by deleting from the Notice Paragraph 2 (iv) which states, "a policy related to Jackson Municipal Airport Authority Commissioners serving in holdover status;" and

WHEREAS, the Board further desires to approve the Amended Notice and attached said Amended Notice to the December 21, 2018 Emergency Meeting Minutes.

IT IS, THEREFORE, RESOLVED that the Board Notice regarding the December 21, 2018 Emergency Meeting, dated December 18, 2018, shall be amended to delete from the

Notice Paragraph 2 (iv) which states, “a policy related to Jackson Municipal Airport Authority Commissioners serving in holdover status;” and

IT IS, THEREFORE, FURTHER RESOLVED that the Board hereby approves the Amended Notice of the December 21, 2018 Emergency Meeting and the Amended Notice shall be attached to the December 21, 2018 Emergency Meeting Minutes.

Yeas: Bernard, Harris, Martin, Wright

Nays: Henley

Abstentions: None

December 21, 2018

IV. PUBLIC COMMENTS

None.

V. ACTION ITEMS

A. Other Matters

1. Commissioner’s travel to and participation in the 2019 Aviation Issues Annual Conference in Maui, Hawaii, (January 6-10, 2019).

Commissioner Pastor Henley stated that he is abstaining because of his concerns whether the meeting qualifies as an Emergency Meeting.

RESOLUTION CY-2018-182

RESOLUTION APPROVING COMMISSIONER ROBERT E. MARTIN’S TRAVEL TO AND PARTICIPATION IN THE AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES’ 33rd ANNUAL AVIATION ISSUES CONFERENCE

Upon motion by Commissioner LTC(R) Wright, seconded by Vice-Chairman Bernard, the following **RESOLUTION** was made and approved by majority vote 4-0-1.

WHEREAS, the AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES (AAAE) Aviation Issues Annual Conference has served as the preeminent gathering of aviation professionals for more than three (3) decades, bringing together top-level officials from government and all segments of the aviation industry for in-depth discussions of key issues and charting the course for the Washington, D.C. Agenda in 2019; and

WHEREAS, the 2019 conference will offer a unique, multi-day format with unparalleled opportunity for direct engagement and exchange with decision makers and industry leaders, as well as, Washington officials from Capitol Hill, Federal Aviation Administration

("FAA") and Transportation Safety Administration ("TSA"), regarding a multitude of issues of importance to the Jackson Municipal Airport Authority ("JMAA"), as set forth in the attached Agenda for the 2019 Conference; and

WHEREAS, the Board of Commissioners of JMAA recommends, approves, and authorizes the travel, lodging, and related expenses for Commissioner Robert E. Martin to attend and participate in the 2019 AAAE Aviation Issues 33rd Annual Conference, January 6-10, 2019, in Maui, Hawaii, for the reasons cited above; and

WHEREAS, the current Travel Policy for the Board ("Travel Policy") states that travel outside the continental limits of the United States by a Commissioner on behalf of the Authority shall not be permitted at Authority's expense unless there is specific prior approval by the Board and a determination by the Board that such travel would be "extremely beneficial" to the Authority; and

WHEREAS, based upon the above, the Board of Commissioners finds that it will be extremely beneficial to the Authority for Commissioner Robert E. Martin to attend and participate in the 2019 AAAE Aviation Issues Annual Conference.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby: (i) finds and determines that participation by Commissioner Robert E. Martin in the 2019 AAAE Aviation Issues Annual Conference, January 6-10, 2019 Maui, Hawaii, will be extremely beneficial to the Authority for the reasons cited above, and (ii) approves and authorizes payment and reimbursement for travel, lodging, and related expenses for Commissioner Robert E. Martin to attend and participate in the 2019 AAAE Aviation Issues Annual Conference as described above, all in accordance with the Travel Policy of JMAA.

Yeas: Bernard, Harris, Martin, Wright

Nays: None

Abstentions: Henley

December 21, 2018

2. Early Issue Payment: travel expenses related to a Commissioner's travel to and participation in the 2019 Aviation Issues Annual Conference in Maui, Hawaii, (January 6-10, 2019).

RESOLUTION CY-2018-183

RESOLUTION AUTHORIZING AN EARLY ISSUE PAYMENT FOR COMMISSIONER ROBERT E. MARTIN'S TRAVEL TO THE AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES' 33rd ANNUAL AVIATION ISSUES CONFERENCE

Upon motion by Vice-Chairman Bernard, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and approved by majority vote 4-0-1.

WHEREAS, the Board has considered the requests of JMAA's Staff for the authority to make an early issue payment of Fifteen Hundred Dollars (\$1,500.00) to Commissioner Martin for travel-related expenses related to the 2019 AAAE Aviation Issues 33rd Annual Conference, January 6-10, 2019, in Maui, Hawaii; and

WHEREAS, request for the payment was submitted after the deadline date for payments to be included on the November 2018 Claims Docket; and

IT IS, THEREFORE, RESOLVED that JMAA's Staff is authorized to make an early issue payment of Fifteen Hundred Dollars (\$1,500.00) to Commissioner Martin for travel-related expenses related to the 2019 AAAE Aviation Issues 33rd Annual Conference, January 6-10, 2019, in Maui, Hawaii.

Yeas: Bernard, Harris, Martin, Wright

Nays: None

Abstentions: Henley

December 21, 2018

3. Early Issue Payment: expenses for portrait and installment services related to a new Commissioner to Marion and Silber Fine Portraiture.

Commissioners Pastor Henley asked how many days until payments of invoices are due. In response, Mr. Newman informed the Board that the provision is forty-five (45) days. Commissioner Pastor Henley made further comments and stated that this payment could be paid at a later point in consideration of JMAA's forty-five (45) day usual course of action. He also added that if the JMAA is going to make this payment to Marion and Silber Fine Portraiture before the forty-five (45) period has expired, then the Board needs to do the same for all small businesses.

There was some additional discussion amongst the Commissioners and Mr. Newman. Afterward, Mr. Newman informed the Board that he suggests that the Board minimize, as much as possible, the use of early issue payments. The reason for his suggestion is that as everyone doing business would want their payment to be paid as an early issue payment. After additional discussion, the Board considered the following:

Next, Commissioner Pastor Henley commented that he will be abstaining because of his concerns related to whether the meeting qualifies as an Emergency Meeting.

RESOLUTION CY-2018-184

RESOLUTION AUTHORIZING AN EARLY ISSUE PAYMENT TO MARION AND SILBER FINE PORTRAITURE FOR EXPENSES RELATED TO PORTRAIT AND INSTALLMENT SERVICES FOR NEW COMMISSIONER ROBERT E. MARTIN

Upon motion by Commissioner LTC(R) Wright, seconded by Commissioner Martin, the following **RESOLUTION** was made and approved by majority vote 4-0-1.

WHEREAS, the Board has considered the requests of JMAA's Staff for the authority to make an early issue payment of Two Thousand One Hundred Thirty-Five Dollars (\$2,135.00) to Marion and Silber Fine Portraiture for expenses related to portrait and installment services related to Commissioner Robert E. Martin; and

WHEREAS, request for the payment was submitted after the deadline date for payments to be included on the November 2018 Claims Docket; and

IT IS, THEREFORE, RESOLVED that JMAA's Staff is authorized to make early issue payments of Two Thousand One Hundred Thirty-Five Dollars (\$2,135.00) to Marion and Silber Fine Portraiture for expenses related to portrait and installment services related to Commissioner Robert E. Martin; and

Yeas: Bernard, Harris, Martin, Wright

Nays: None

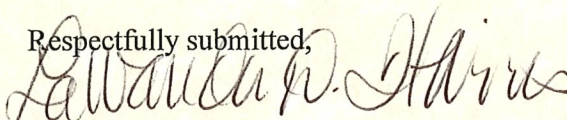
Abstentions: Henley

December 21, 2018

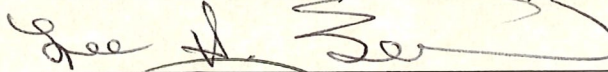
VI. ADJOURNMENT

Thereafter, it was moved by Chairman Harris, seconded by Commissioner LTC(R) Wright, and resolved by a majority vote 4-0-1, Commissioner Pastor Henley abstained, of the Commissioners that the meeting of the Board was ADJOURNED at 12:36 p.m.

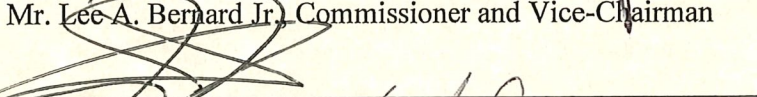
Respectfully submitted,



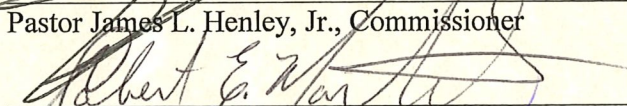
Ms. LaWanda D. Harris, Commissioner, and Chairman



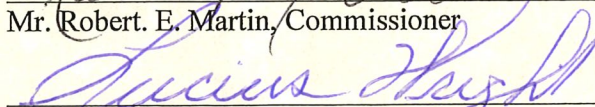
Mr. Lee A. Bernard Jr., Commissioner and Vice-Chairman



Pastor James L. Henley, Jr., Commissioner



Mr. Robert E. Martin, Commissioner



LTC(R) Lucius Wright, Commissioner