

**REGULAR MEETING OF JACKSON MUNICIPAL AIRPORT AUTHORITY  
BOARD OF COMMISSIONERS  
FEBRUARY 25, 2019**

**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 25, 2019 Regular Board Meeting in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport (“JAN”), in Jackson, Mississippi, at 4:00 p.m. on Monday, February 25, 2019 (the “Meeting”), pursuant to proper notice.

Chairman LaWanda D. Harris, presided, called the Meeting to order at 4:00 p.m., and called the roll of Commissioners.

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

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

Chairman Harris announced that a quorum was present at the 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 Regular Board Meeting scheduled for Monday, February 25, 2019, 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’s Chief Executive Officer  
Perry Miller, M.S., A.A.E., I.A.P. JMAA’s Chief Operating Officer  
John R. May, Esq., Attorney at Law, 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 2-25-19**

**II. INVOCATION**

Commissioner Pastor Henley gave the Invocation.

**III. APPROVAL OF BOARD NOTICES**

A. Notice Rescheduling February 2019 Pre-Work Session from Friday, February 15, 2019, at 12:00 p.m. (noon) to Friday, February 15, 2019, at 9:00 a.m.

**RESOLUTION CY-2019-13**

**APPROVAL OF THE NOTICE AS TO SCHEDULING THE FEBRUARY 15, 2019 PRE-WORK SESSION**

After discussion and review, and upon the motion made by Vice-Chairman Bernard, seconded by Commissioner Martin, and approved by unanimous vote, the following resolution was made and entered.

**RESOLVED**, that the Board hereby approves the Notice Scheduling the February 15, 2019 Pre-Work Session.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

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**IV. APPROVAL AND EXECUTION OF MINUTES**

A. Regular Work Session of the Board of Commissioners, January 24, 2019.

B. Regular Meeting of the Board of Commissioners, January 28, 2019.

In response to Commissioner Pastor Henley's inquiry, Mr. Newman, CEO, informed the Board that the revised Work Session Minutes were emailed to the Commissioners prior to the Board Meeting.

**RESOLUTION CY-2019-14**

**APPROVAL OF THE JANUARY 24, 2018 REGULAR WORK SESSION AND JANUARY 28, 2019 REGULAR BOARD MEETING MINUTES**

After discussion and review and upon the motion made LTC(R) Wright, seconded by Vice-Chairman Bernard, the Minutes of the January 24, 2019 Regular Work Session and the January 28, 2019 Regular Board Meeting were approved by majority vote 4-0-1 of the Commissioners, and the following resolution was made and entered.

**RESOLVED**, that the Board hereby approves the Minutes of the January 24, 2019 Regular Work Session and the January 28, 2019 Regular Board Meeting of the Board of Commissioners as presented, and directs that said Minutes be filed in the appropriate Minute Book and Records of the Authority.

Yeas: Bernard, Harris, Martin, Wright  
Nays: None  
Abstentions: Henley

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**V. PUBLIC COMMENTS**

None.

**VI. REPORTS**

**A. Report from the Chairman**

None.

**B. Chief Executive Officer**

**1. Airport Project Manager Summary, Period Ending January 31, 2019**  
.....Page 1<sup>1</sup>

Mr. Newman then directed the Board’s attention to the Airport Project Manager Summary (“APMS”), found at pages 1-18 in the February 25, 2019 Regular Board Meeting Packet and distributed to the Board before the February 25, 2019 Regular Board Meeting. The Board reviewed the Report and had no questions.

**2. Airport Activity Statistics Report, Period Ending January 31, 2019**  
.....Page 19

Mr. Newman directed the Board’s attention to the Airport Activity Statistics Report (“AASR”), found at pages 19-31 in the February 25, 2019 Regular Board Meeting Packet and distributed to the Board before the February 25, 2019 Regular Board Meeting. The Board reviewed the Report and had no questions.

**C. Attorney**

Attorney Walker announced that his office prepared three (3) proposed resolutions requested by the Board that he understands that the Board wants to consider near the end of the Agenda.

In response, Chairman Harris confirmed that the three (3) proposed Resolutions would be considered at the end of the Agenda.

<sup>1</sup> The page numbers herein are the page numbers contained in the Meeting Packet which is attached as an Exhibit to the February 25, 2019 Regular Board Meeting Minutes.

Next, Chairman Harris stated that the order of several Agenda Items under “Other Matters” would be rearranged. She announced that Agenda Item No. 3 will be presented before Agenda Item No. 2.

Mr. Newman then requested that the Board take up two (2) matters during an Executive Session. Therefore, he requested that the Board enter into Closed Session to consider those matters at an appropriate time.

**VII. ACTION ITEMS**

**A. Financial Matters**

**1. Financial Reports for January 2019:**

*a. Balance Sheet: Accept.....Page 32*

*b. Income Statement: Accept.....Page 34*

**RESOLUTION CY-2019-15**

**RESOLUTION ACCEPTING/APPROVING THE JANUARY 2019 FINANCIAL REPORTS: BALANCE SHEET AND INCOME STATEMENT**

Upon motion by Commissioner LTC(R) Wright, seconded by Commissioner Martin, the following **RESOLUTION** was made and approved by unanimous vote.

**WHEREAS**, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") reviewed and considered the Authority’s Balance Sheet and Income Statement (“the Financial Reports”) for the month and period ending January 31, 2019, which are included in the Packet at pages 32-35, and were distributed to the Board prior to the February 25, 2019 Regular Board Meeting.

**IT IS, THEREFORE, RESOLVED** that the Board hereby accepts and approves the January 2019 Financial Reports: Balance Sheet and Income Statement for January 2019.

Yeas: Bernard, Harris, Henley, Martin, Wright  
Nays: None  
Abstentions: None

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*c. Claims Docket for January 2019: Approve.....Page 36*

As to Claim No. 095963, Chairman Harris asked Staff to provide the amounts paid to the Greater Jackson Chamber Partnership (“Chamber”) over the last two (2) years.

In response, Mr. Newman informed the Board that in 2017 JMAA paid the Chamber \$20,000.00 and in 2018 JMAA paid nothing to the Chamber.

The Board then held some additional discussion, during which Mr. Newman explained the importance of JMAA's relationship with the Chamber, particularly as it concerns the development of JMAA's property, etc.

He further explained that it was his understanding that the Board voted to decrease payments to the Chamber in the past because of the Takeover Litigation issue. Also, he said that he was under the impression that the decrease was temporary.

Next, in response to Commissioner LTC(R) Wright's inquiry, Commissioner Pastor Henley stated that JMAA Board Members are allowed to attend the Chamber meetings.

**RESOLUTION CY-2019-16**

**RESOLUTION APPROVING THE CLAIMS DOCKET FOR THE MONTH AND PERIOD ENDING JANUARY 31, 2019**

Upon motion by Vice-Chairman Bernard, seconded by Commissioner Pastor Henley, the following **RESOLUTION** was made and approved by a majority vote 3-1-1.

**WHEREAS**, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") reviewed and considered the Authority's Claims Docket ("Claims") for the month and period ending January 31, 2019, which is included in the Packet at pages 36-38, and was distributed to the Board prior to the February 25, 2019 Regular Board Meeting.

**IT IS, THEREFORE, RESOLVED** that the Board hereby authorizes payment of the Claims in the amount of \$1,249,678.49.

Yeas: Bernard, Henley, Martin

Nays: Harris

Abstentions: Wright

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**2. Early Issue.....Page 39**

**RESOLUTION CY-2019-17**

**RESOLUTION AUTHORIZING AN EARLY ISSUE PAYMENT IN CONNECTION WITH THE REHABILITATION OF RUNWAY 16/34 PROJECT AT HAWKINS FIELD AIRPORT ("HKS")**

Upon motion by Commissioner Pastor Henley, seconded by Vice-Chairman Bernard, the following **RESOLUTION** was made and unanimously approved.

**WHEREAS**, the Board has considered the request of JMAA’s Staff for the authority to make an early issue payment of Thirty Thousand Eight Hundred Eighty-Seven Dollars and Sixty-Five Cent (\$30,887.65) in connection with a Design Review Reimbursable Agreement for the Rehabilitation of Runway 16/34 Project at Hawkins Field Airport (HKS); and

**WHEREAS**, the purpose of the reimbursable agreement is to complete the needed work as provided by increased grant funds from the Federal Aviation Administration (FAA) specifically earmarked for the needed work; and

**WHEREAS**, prior to executing the Design Review Reimbursable Agreement providing for JMAA to pay \$30,887.65, JMAA secured from FAA discretionary funds in the same amount through a grant increase; and

**WHEREAS**, this matter is being presented as an early issue because the construction design is scheduled to be complete by May 2019, and the process cannot begin until JMAA pays the FAA Thirty Thousand Eight Hundred Eighty-Seven Dollars and Sixty-Five Cent (\$30,887.65) required to offset the grant increase; and

**WHEREAS**, the Board finds that such request, which is explained in the Memorandum dated February 25, 2019, found at page 39 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that JMAA’s Staff is authorized to make an early issue payment in the amount of Thirty Thousand Eight Hundred Eighty-Seven Dollars and Sixty-Five Cent (\$30,887.65) in connection with a Design Review Reimbursable Agreement for the Rehabilitation of Runway 16/34 Project at Hawkins Field Airport (HKS); and

**IT IS, THEREFORE, FURTHER RESOLVED** that such request is fully explained in the Memorandum dated February 25, 2019, found at page 39 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Martin, Wright  
Nays: None  
Abstentions: None

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3. **Early Issue.....Page 40**

**RESOLUTION CY-2019-18**

**RESOLUTION AUTHORIZING AN EARLY ISSUE PAYMENT FOR TRAVEL ADVANCE TO COMMISSIONER ROBERT E. MARTIN**

Upon motion by Commissioner Pastor Henley, seconded by Commissioner Martin, the following **RESOLUTION** was made and unanimously approved.

**WHEREAS**, the Board has considered the request of JMAA’s Staff for the authority to make an early issue payment of Eight Hundred Dollars (\$800.00) to Commissioner Robert E. Martin as a travel advance for expenses related to travel to American Association of Airport Executives/Airport Council International-North America’s (“AAAE/ACI-NA”) Washington Legislative Conference in Washington, D.C. March 6-10, 2019; and

**WHEREAS**, the request for the advance payment was submitted after the deadline for payments to be included on the Claims Docket for February 2019; and

**WHEREAS**, the Board finds that such request, which is fully explained in a Memorandum dated February 25, 2019, found at page 40 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that JMAA’s Staff is authorized to make an early issue payment of Eight Hundred Dollars (\$800.00) to Commissioner Robert E. Martin as a travel advance for expenses related to travel to AAAE/ACI-NA’s Washington Legislative Conference in Washington, D.C. March 6-10, 2019; and

**IT IS, THEREFORE, FURTHER RESOLVED** that such request is fully explained in the Memorandum dated February 25, 2019, found at page 40 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Martin, Wright  
Nays: None  
Abstentions: None

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**B. Construction Projects**

- 1. *Rehabilitation of Taxiway Alpha, Phase 2, at Jackson-Medgar Wiley Evers International Airport (“JAN”): Authorization to Amend the Current Project Budget; Approval of Additional Engineering, Design, and Related Services Costs; and Approval of a Revised Project Budget (Kimley-Horn).....Page 41*

In response to Commissioner Martin’s inquiry, Mr. Newman informed the Board that this request involves completing Phase I of this project and that Phase II of the project will be discussed at a later point in the meeting.

**RESOLUTION CY-2019-19**

**RESOLUTION: (I) GRANTING AUTHORITY TO AMEND THE BUDGET FOR THE REHABILITATION OF TAXIWAY ALPHA-PHASE 2 PROJECT AT JACKSON-MEDGAR WILEY EVERS INTERNATIONAL AIRPORT (“JAN”); (II) APPROVING**

**THE ADDITIONAL ENGINEERING, DESIGN, AND RELATED SERVICES COSTS;  
AND (III) APPROVAL OF THE REVISED TOTAL PROJECT BUDGET**

Upon motion by Vice-Chairman Bernard, seconded by Commissioner Pastor Henley, the following **RESOLUTION** was made and unanimously approved.

**WHEREAS**, the Board has considered the request of the Staff of Jackson Municipal Airport Authority (“JMAA”) for: (i) authority to amend the budget for the Rehabilitation of Taxiway Alpha – Phase 2 Project at JAN; (ii) approval of the cost of additional engineering, design, and related services for the extra work required in an amount not to exceed \$128,683.00; and (iii) approval of the revised project budget amount of \$6,148,489.10; and

**WHEREAS**, due to the additional effort needed to repackage construction plans and documents associated with the previously approved re-advertisement, Kimley-Horn is requesting additional compensation for the additional work; and

**WHEREAS**, Kimley-Horn and Associates, Inc. (“Kimley-Horn”) shall maintain its Disadvantaged Business Enterprises (“DBE”) participation level commitments set forth in its current agreement with JMAA; and

**WHEREAS**, the Board finds that such requests, which are explained in the Memorandum dated February 25, 2019, found at pages 41-44 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that: (i) JMAA’s Staff is authorized, after review by legal counsel for JMAA, to amend the budget for the Rehabilitation of Taxiway Alpha – Phase 2 Project at JAN; (ii) the cost of additional engineering, design, and related services for the extra work required in an amount not to exceed \$128,683.00 is approved; and (iii) the revised project budget amount of \$6,148,489.10 is approved; and

**IT IS, THEREFORE, FURTHER RESOLVED** that Kimley-Horn and Associates, Inc. (“Kimley-Horn”) shall maintain its Disadvantaged Business Enterprises (“DBE”) participation level commitments set for in its current agreement with JMAA; and

**IT IS, THEREFORE, FURTHER RESOLVED** that such requests are fully explained in the Memorandum dated February 25, 2019, found at pages 41-44 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

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**C. Procurements**

1. *Equipment and Vehicle Purchases for Fiscal Year 2019, JMAA:*



*Authorization to Purchase One (1) Vehicle for the Airport Operations Division and One (1) Vehicle for the Maintenance Division; and Approval to Purchase Three (3) Pieces of Equipment: Two (2) Bush Hogs and One (1) Tractor-Mounted Edger for the Maintenance Division.....Page 45*

**RESOLUTION CY-2019-20**

**RESOLUTION: (I) GRANTING AUTHORITY TO PURCHASE: (I) ONE (1) VEHICLE FOR THE AIRPORT OPERATIONS DIVISION AND ONE (1) VEHICLE FOR THE MAINTENANCE DIVISION; AND (II) APPROVING THE PURCHASE OF THREE (3) PIECES OF EQUIPMENT: (A) TWO (2) BUSH HOGS, AND (B) ONE (1) TRACTOR-MOUNTED EDGER, FOR THE MAINTENANCE DIVISION**

Upon motion by Vice-Chairman Bernard, seconded by Commissioner Martin, the following **RESOLUTION** was made and unanimously approved.

**WHEREAS**, the Board has considered the request of the Staff of Jackson Municipal Airport Authority (“JMAA”) for: (i) authority to purchase one (1) vehicle for the Airport Operations Division and one (1) vehicle for the Maintenance Division, for a total cost not to exceed \$62,000.00; and (ii) approval to purchase three (3) pieces of equipment: (a) two (2) bush hogs, and (b) one (1) tractor-mounted edger for the Maintenance Division, for a total equipment cost of in an amount not to exceed \$45,000.00; and

**WHEREAS**, the Board finds that such requests, which are explained in the Memorandum dated February 25, 2019, found at pages 45-47 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that JMAA’s Staff is: (i) authorized to purchase one (1) vehicle for the Airport Operations Division and one (1) vehicle for the Maintenance Division, for a total cost not to exceed \$62,000.00; and (ii) approved to purchase three (3) pieces of equipment: (a) two (2) bush hogs, and (b) one (1) tractor-mounted edger for the Maintenance Division, for a total equipment cost not to exceed \$45,000.00; and

**IT IS, THEREFORE, FURTHER RESOLVED** that such requests are fully explained in the Memorandum dated February 25, 2019, found at pages 45-47 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

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**D. Service Agreements**

- 1. Terminal Modernization Program Feasibility Study, JAN: Authorization to Award the Professional Services Agreement (Alliance Architects)....Page 48**

In response to Commissioner LTC(R) Wright's question about the identity of the person/entity that will develop the particulars of the modernization project, Mr. Newman informed the Board that in the future Staff will come before the Board on several occasions throughout the Project as to particulars of it. He explained that this will be done to obtain the Board's input, etc. to ensure that the Staff and the Board are on the "same page."

#### **RESOLUTION CY-2019-21**

#### **RESOLUTION GRANTING AUTHORITY TO A PROFESSIONAL SERVICES AGREEMENT TO ALLIANCE ARCHITECTS ("ALLIANCE") FOR THE TERMINAL MODERNIZATION PROGRAM FEASIBILITY STUDY AT JACKSON-MEDGAR WILEY EVERS INTERNATIONAL AIRPORT ("JAN")**

Upon motion by Vice-Chairman Bernard, seconded by Chairman Harris, the following **RESOLUTION** was made and unanimously approved.

**WHEREAS**, the Board has considered Staff's request for authority to award to Alliance Architects ("Alliance") of Minneapolis, Minnesota, a Professional Services Agreement ("Agreement") for the JAN Terminal Modernization Program Feasibility Study, after review by legal counsel for Jackson Municipal Airport Authority ("JMAA"), for fees not to exceed \$679,000.00, with a contingency of \$71,000.00; and

**WHEREAS**, Alliance shall enter into Disadvantaged Business Enterprises (DBE) contracts as outlined in its Proposal and in accordance with the executed Agreement between JMAA and Alliance; and

**WHEREAS**, the Board finds that such request, which is explained in the Memorandum dated February 25, 2019, found at pages 48-52 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that JMAA's Staff, after review by legal counsel for JMAA, is authorized to award to Alliance Architects ("Alliance") of Minneapolis, Minnesota, an Agreement for the JAN Terminal Modernization Program Feasibility Study, for fees not to exceed \$679,000.00, with a contingency of \$71,000.00; and

**IT IS, THEREFORE, FURTHER RESOLVED** that Alliance shall enter into Disadvantaged Business Enterprises (DBE) contracts as outlined in its Proposal and in accordance with the executed Agreement between JMAA and Alliance; and

**IT IS, THEREFORE, FURTHER RESOLVED** that such request is fully explained in the Memorandum dated February 25, 2019, found at pages 48-52 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

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2. *Jackson Metro Aeroplex Infrastructure Improvements-East Metro Corridor, JAN: Authorization to Publish a Request for Qualifications (RFQ): Approval of the Estimated Engineering Services Budget, and Approval of the Budget for this Phase of the Project.....Page 53*

Mr. Newman announced that this Memorandum is being withdrawn by Staff for consideration by the Board during February 2019 Meeting.

3. *Passenger Boarding Bridge Replacement at Aircraft Gate No. 2-East Concourse, Jackson-Medgar Wiley Evers International Airport ("JAN"): Authorization to publish a Request for Qualifications (RFQ); Approval of the Estimated Engineering Service Budget; and Approval of the Budget for this Design Phase of the Project.....Page 56*

**RESOLUTION CY-2019-22**

**RESOLUTION: (I) GRANTING AUTHORITY TO PUBLISH A REQUEST FOR QUALIFICATIONS (RFQ) FOR ENGINEERING DESIGN AND CONSTRUCTION ADMINISTRATION SERVICES IN SUPPORT OF THE PASSENGER BOARDING BRIDGE REPLACEMENT PROJECT AT AIRCRAFT GATE NO. 2 EAST COURSE AT JAN; (II) APPROVAL OF THE ENGINEERING SERVICES BUDGET; AND (III) APPROVAL OF THE DESIGN PHASE BUDGET**

Upon motion by Vice-Chairman Bernard, seconded by Commissioner Martin, the following **RESOLUTION** was made and unanimously approved.

**WHEREAS**, the Board has considered the request of the Staff of Jackson Municipal Airport Authority ("JMAA") for: (i) authority to publish a Request for Qualifications (RFQ) for engineering design and construction administration services in support of the Passenger Boarding Bridge Replacement Project at Aircraft Gate No. 2 ("Project") located on the East Concourse at JAN; (ii) approval of the \$75,000.00 engineering services budget; and (iii) approval of the design phase budget for the Project in an amount not to exceed \$130,000.00; and

**WHEREAS**, the Board finds that such requests, which are explained in the Memorandum dated February 25, 2019, found at pages 56-58 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that: (i) JMAA's Staff is authorized to publish an RFQ for engineering design and construction administration services in support of the Project located on the East Concourse at JAN; (ii) the \$75,000.00 engineering services budget is approved; and (iii) the design phase budget for the Project in an amount not to exceed \$130,000.00 is approved; and

**IT IS, THEREFORE, FURTHER RESOLVED** that such requests are fully explained in the Memorandum dated February 25, 2019, found at pages 56-58 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Martin, Wright  
Nays: None  
Abstentions: None

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**E. Grants**

None.

**F. Other Matters**

1. *Amend and Renew Lease and Concession Agreement, Jackson Municipal Airport Authority (“JMAA”) - Authorization To: (i) Amend Current Shoe Shine Lease and Concession Agreement to Include Additional Terms, and (ii) Extend the Term of the Agreement, as Amended, with the Shoe Shine Doctor for One Year, With an Option to Extend the Contract for a Second Year at JMAA’s Sole Discretion (Darrell Cousins d/b/a/ The Shoe Shine Doctor).....Page 59*

Commissioner Pastor Henley moved that Staff’s request to amend the current lease and concession agreement with Darrell Cousins D/B/A the Shoe Shine Doctor (“Shoe Shine Doctor”) be considered by the Board. No Commissioner seconded the motion. Therefore, the motion died for lack of a second.

The following discussion then occurred:

Mr. Newman explained that Staff’s proposal of extending the contract for one (1) year gives the Staff time to accumulate some data/information to better evaluate the shoe shine services at Jackson-Medgar Wiley Evers International Airport (“JAN”).

In response to Commissioner Martin’s inquiry, Mr. Newman stated that the request as to a one (1) year extension is neither made because JMAA is considering another provider for the service, nor is another provider seeking the shoe shine contract.

Then, Mr. Cousins addressed the Board. He stated that he wants to continue to providing shoe shine services at JAN and requested a two (2) year extension of his agreement with JMAA.

Further discussion concerning the Shoe Shine Doctor’s agreement occurred, after which Commissioner Martin moved to extend JMAA’s agreement with The Shoe Shine Doctor for two (2) additional years, with the same terms as JMAA’s current agreement with the Shoe Shine Doctor. Vice-Chairman Bernard seconded the motion.

Commissioner LTC(R) Wright asked if the motion requires Mr. Cousins to provide data requested by JMAA Staff concerning his services. In response, the Board discussed amending the motion to include this requirement.

Thereafter, Commissioner Martin amended his motion to include the requirement for Mr. Cousins to provide the data requested by JMAA Staff. Vice-Chairman Bernard did not accept Commissioner Martin's amended motion. Therefore, the Board voted on the original motion by Commissioner Martin which only provided for the two (2) year extension of JMAA's current agreement with The Shoe Shine Doctor.

The Motion failed 2-3-0:

Yeas: Bernard, Martin  
Nays: Harris, Henley, Wright  
Abstentions: None

Next, Commissioner Martin moved for the two (2) year extension of JMAA's current agreement with The Shoe Shine Doctor and with the requirement that Mr. Cousins provide the data related to his services requested by JMAA Staff. Commissioner LTC(R) Wright seconded the Motion.

Commissioner Pastor Henley asked if the Board intends to address the change in hours requested by Mr. Cousins.

In response, Commissioner Martin amended his motion to include the hours requested by Mr. Cousins. Commissioner LTC(R) Wright accepted the amended motion and the Board resolved the following:

#### **RESOLUTION CY-2019-23**

**MOTION TO: (I) EXTEND THE TERM OF THE CURRENT AGREEMENT FOR TWO (2) ADDITIONAL YEARS, AND (II) AMEND THE CURRENT LEASE AND CONCESSION AGREEMENT WITH DARRELL COUSINS D/B/A THE SHOE SHINE DOCTOR ("SHOE SHINE DOCTOR") TO INCLUDE THE SHOE SHINE DOCTOR PROVIDING THE DATA REQUESTED BY JMAA STAFF AND CHANGING THE OPERATING HOURS OF THE SHOE SHINE DOCTOR**

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

**WHEREAS**, the Board has considered Staff's request for authority to: (i) extend the lease and concession agreement with the Shoe Shine Doctor for shoe shine services; and (ii) amend the lease and concession agreement with the Shoe Shine Doctor; and

**WHEREAS**, the Board also considered the current demand for shoe shine services at JAN, JMAA Staff's desire to obtain and evaluate data related to shoe shine services provided at

JAN, and the request of the Shoe Shine Doctor for a two (2) year agreement extension and change in operating hours.

**IT IS, THEREFORE, RESOLVED** that JMAA’s Staff is authorized, after review by legal counsel for JMAA to: (i) renew the lease and concession agreement with the Shoe Shine Doctor for two (2) years; and (ii) amend the lease and concession agreement to: (a) change the operating hours of the Shoe Shine Doctor at JAN from 5:00 a.m. - 3:00 p.m. to 8:00 a.m. to 6:00 p.m. Monday through Friday; and (b) require the Shoe Shine Doctor to complete and submit a Monthly Activities Report (MARs) containing the data requested by JMAA’s Staff to enable JMAA Staff to evaluate the demand for shoe shine services and the current services provided in response to the demand.

Yeas: Bernard, Harris, Martin, Wright  
Nays: Henley  
Abstentions: None

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- 2. *CEO Carl D. Newman, A.A.E. Travel to Washington D. C. to Attend the National Infrastructure Advisory Council (NIAC) Quarterly Meetings: A Determination that the Travel will be Beneficial to JMAA and Approval of the Travel.....Page 66*

**RESOLUTION CY-2019-24**

**RESOLUTION: (I) DETERMINING THAT THE PROPOSED TRAVEL OF JMAA’S CHIEF EXECUTIVE OFFICER, CARL D. NEWMAN, TO THE NATIONAL INFRASTRUCTURE ADVISORY COUNCIL QUARTERLY MEETINGS IN WASHINGTON, D.C. WILL BE EXTREMELY BENEFICIAL TO JMAA; AND (II) AUTHORIZING TRAVEL OF JMAA’S CHIEF EXECUTIVE OFFICER, CARL D. NEWMAN, TO THE NATIONAL INFRASTRUCTURE ADVISORY COUNCIL QUARTERLY MEETINGS IN WASHINGTON, D.C.**

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

**WHEREAS**, in 2016 President of the United States Barack Obama appointed JMAA’s CEO, Carl D. Newman, to the National Infrastructure Advisory Council (“NIAC”); and

**WHEREAS**, JMAA’s CEO, Carl D. Newman currently serves on the National Infrastructure Advisory Council which meets quarterly in Washington, D.C.; and

**WHEREAS**, Mr. Newman strongly represents that his in-person attendance and participation in the quarterly meetings and activities of NIAC in Washington, D.C. will be extremely beneficial to JMAA; and

**WHEREAS**, the Board considered the recommendations of Mr. Newman to: (i) determine that the proposed travel by JMAA’s CEO, Carl D. Newman, to the National Infrastructure Advisory Council’s Quarterly Meetings in Washington, D.C. will be extremely beneficial to JMAA; and (ii) authorize the travel of JMAA’s CEO, Carl D. Newman, to the National Infrastructure Advisory Council’s Quarterly Meetings in Washington, D.C.; and

**WHEREAS**, the estimated cost of attending each NIAC quarterly meeting is \$1,115.00 for a total yearly amount not to exceed \$4,460.00; and

**WHEREAS**, the Board has considered the foregoing and the benefits which will accrue to JMAA regarding Mr. Newman’s in-person attendance of the quarterly meetings and activities of NIAC; and

**WHEREAS**, the Board finds that such request, which is explained in the Memorandum dated February 25, 2019, found at pages 66-67 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that JMAA: (i) determines that the proposed travel by JMAA’s CEO, Carl D. Newman, to the Quarterly Meetings and activities of NAIC in Washington, D.C. will be extremely beneficial to JMAA; and (ii) authorizes the travel of JMAA’s CEO, Carl D. Newman, to the Quarterly Meetings and activities of NAIC in Washington, D.C.; and

**IT IS, THEREFORE, FURTHER RESOLVED** that JMAA approves and authorizes payment of the estimated cost of JMAA’s CEO, Carl D. Newman, to travel to and attend the Quarterly Meetings of NAIC in Washington, D.C. in the amount of \$1,115.00 for each trip or an annual amount not to exceed \$4,460.00, as fully explained in the Memorandum dated February 25, 2019, found at pages 66-67 of the Meeting Packet, all in accordance with the Travel Policy of JMAA.

Yeas: Bernard, Harris, Henley, Martin, Wright  
Nays: None  
Abstentions: None

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3. *Amend the General Fixed Based Operations Lease and Operating Agreement, JMAA: Authorization to: (i) Amend the Current General Fixed Based Operations Lease and Operating Agreement between Hawkins Jet Center, LLC (“HJC”) and the Jackson Municipal Airport Authority (“JMAA”); (ii) Provide in the Proposed Amendment that HJC Pays its Current Annual Lease Rate for HJC’s Hangars, with the First Payment Due Upon the Completion of Renovations; and (iii) Allow HJC to Exercise a Five (5) Year Lease Agreement Extension (Hawkins Jet Center, LLC).....Page 61*

Vice-Chairman Bernard asked if approving the requested amendment will have any effect on plans for the future of Hawkins Field Airport (HKS). In response, Mr. Newman informed the

Board that Staff's request is in line with the JMAA Strategic Plan 2021 goals for HKS. Further, he explained that the renovation expenses, if this agreement is approved, will be covered by the fixed based operator instead of JMAA.

Commissioner Pastor Henley then moved to authorize JMAA Staff to: (i) amend the current General Fixed Based Operations Lease and Operating Agreement between Hawkins Jet Center, LLC ("HJC") and the Jackson Municipal Airport Authority in accordance with HJC's proposal; (ii) include a requirement in the proposed amendment that HJC pays its current annual lease rate for HJC's hangars, with the first payment due upon the completion of renovations; and (iii) allow HJC to exercise a five (5) year lease agreement extension from November 1, 2034 through October 31, 2039. Chairman Harris seconded the motion.

The Board then voted on the motion as stated. The Motion failed 2-2-1:

Yeas: Bernard, Henley  
Nays: Martin, Wright  
Abstentions: Harris

Next, Mr. Newman asked if the proposed deal with the fixed based operator is "off the table" forever or as of now. In response, Chairman Harris announced that the deal is off the table for now.

## **G. New Business**

### ***1. Expired Holdover Terms Commissioners***

Commissioner Pastor Henley stated that this proposed Resolution violates a valid State Statute.

In response, Chairman Harris stated that the proposed Resolution is not in violation of the state law.

## **RESOLUTION CY-2019-25**

### **PARTICIPATION OF AN EXPIRED HOLDOVER TERM COMMISSIONER AT MEETINGS OF THE BOARD OF COMMISSIONERS OF JACKSON MUNICIPAL AIRPORT AUTHORITY**

After discussion and review, and upon the motion made by Commissioner LTC(R) Wright, seconded by Commissioner Martin, and approved by Majority vote 3-1-1, the following Resolution was made and entered.

**WHEREAS**, the Board of Commissioners ("Board") of the Jackson Municipal Airport Authority ("JMAA") desires to adopt a policy regarding the participation, in discussions with the Commissioners at meetings of the Board, by a Commissioner after the expiration of his/her appointment-term and the ninety (90) day holdover period allowed by §21-15-41, Miss



Code of 1972, (2018 Supp) (“Expired Holdover Term Commissioner”) and before either the Expired Holdover Term Commissioner’s reappointment or the appointment of a new Commissioner to replace the Expired Holdover Term Commissioner; and

**WHEREAS**, the Board recognizes and understands that §21-15-41, Miss Code 1972 (Supp 2018) prohibits: (i) Expired Holdover Term Commissioner from being counted for determining a quorum at meetings of the Board; (ii) voting on any matters voted upon by the Board; and (iii) JMAA paying any money to or on behalf of the Expired Holdover Term Commissioner; and

**WHEREAS**, the Board wants to have the benefit of the knowledge and experience of the Expired Holdover Term Commissioner until such time as the Mayor and City Council of the City of Jackson, Mississippi either reappoints the Expired Holdover Term Commissioner or appoints a new Commissioner; and

**WHEREAS**, if an Expired Holdover Term Commissioner chooses to attend meetings of the Board, the Expired Holdover Term Commissioner may participate in the discussions with the Commissioners at those meetings until such time that the Mayor and City Council of the City of Jackson either reappoints the Expired Holdover Term Commissioner or appoints a new Commissioner.

**IT IS, THEREFORE, RESOLVED**, that the following is the policy of the Board as to an Expired Holdover Term Commissioner:

- He/she shall not be counted for determining a quorum at any meeting of the Board
- He/she shall not vote on any matters voted upon by the Board
- He/she shall not take any action on behalf of the Board or JMAA
- JMAA shall not pay any money to or on his/her behalf
- If he/she chooses to do so, he/she may attend meetings of the Board and participate in discussions with the Commissioners at those meetings until such time as the Mayor and City Council of the City of Jackson, Mississippi, either reappoints him/her or appoints a new Commissioner in his/her place. However, he/she shall neither participate in nor attend any Closed and Executive Sessions of the Board that take place during any meetings of the Board that he/she may attend.

Yeas: Harris, Martin, Wright

Nays: Henley

Abstentions: Bernard

February 25, 2019

2. *Memorandum of Understanding Regarding Disposing of Abandoned Vehicles at the Jackson-Medgar Wiley Evers International Airport (“JMAA”) and Hawkins Field Airport (“HKS”) Between the City of Jackson, Mississippi, and JMAA*

**RESOLUTION CY-2019-26**

**RESOLUTION APPROVING THE MEMORANDUM OF UNDERSTANDING (“MOU”) REGARDING DISPOSING OF VEHICLES ABANDONED AT THE JACKSON-MEDGAR WILEY EVERS INTERNATIONAL AIRPORT (“JAN”) AND HAWKINS FIELD AIRPORT (“HKS”) BY AND BETWEEN THE CITY OF JACKSON, MISSISSIPPI AND JACKSON MUNICIPAL AIRPORT AUTHORITY (“JMAA”)**

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

**WHEREAS**, Staff desires to dispose of vehicles abandoned at JAN and HKS; and

**WHEREAS**, the Mississippi Attorney General on February 16, 2018, issued an Opinion that stated that JMAA must transfer to the City of Jackson, MS abandoned and lost personal property for disposal according to applicable statute.

**WHEREAS**, the proposed Memorandum of Understanding (“MOU”) must be executed by JMAA, by and through Carl D. Newman, JMAA’s Chief Executive Officer, after it is executed by the Mayor for the City of Jackson, Mississippi; and

**WHEREAS**, the Board of Commissioners has considered the request from Staff for approval of the MOU with the City of Jackson, Mississippi for proper disposal of vehicles abandoned at JAN and HKS; and

**WHEREAS**, the Board of Commissioners has reviewed the proposed MOU, a copy of which is attached to this Resolution as Exhibit 1, and the Board finds that said proposed MOU is approved.

**NOW BE IT, THEREFORE, RESOLVED** that the Board approves the proposed Memorandum of Understanding (“MOU”), a copy of which is attached to this Resolution as Exhibit 1 and authorizes Mr. Carl D. Newman, JMAA CEO, to execute said MOU after it is executed by the Mayor of the City of Jackson, Mississippi.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

February 25, 2019

3. *Review and Possible Revision of the Strategic Plan for Hawkins Field Airport (“HKS”) contained in Strategic Plan 2021 for Jackson Municipal Airport Authority (“JMAA”)*

**RESOLUTION CY-2019-27**

**REVIEW AND POSSIBLE REVISION OF THE STRATEGIC PLAN FOR HAWKINS FIELD AIRPORT (“HKS”) INCLUDED IN STRATEGIC PLAN 2021 FOR JMAA**

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

**WHEREAS**, the Board of Commissioners (“Board”) of the Jackson Municipal Airport Authority (“JMAA”) on February 29, 2016, adopted, “Strategic Plan 2021” for JMAA and subsequently on April 17, 2017, amended Strategic Plan 2021; and

**WHEREAS**, Strategic Plan 2021 contains a strategic plan for Hawkins Field Airport (“HKS”); and

**WHEREAS**, the Board of JMAA desires to review and possibly revise Strategic Plan 2021, as amended, regarding the strategic plan for HKS; and

**WHEREAS**, the Board of JMAA desires to engage Jacobsen/Daniels, Associates, LLC, (“Jacobsen/Daniels”) the entity that developed Strategic Plan 2021, to assist the JMAA Board regarding its review and possible revision of the strategic plan for HKS contained in Strategic Plan 2021, as amended.

**IT IS, THEREFORE, RESOLVED**, that the Board of JMAA shall review and possibly revise the strategic plan as to HKS contained in Strategic Plan 2021, as amended;

**IT IS, THEREFORE, FURTHER RESOLVED**, that JMAA Staff shall negotiate a proposed professional service contract with Jacobsen/Daniels to provide assistance to the JMAA Board regarding the review and possible revision of the strategic plan as to Hawkins Field Airport contained in Strategic Plan 2021, as amended, and submit the proposed professional services contract negotiated with Jacobsen/Daniels to the JMAA Board for its review and consideration; and

**IT IS, THEREFORE, FURTHER RESOLVED**, that, in the future, the JMAA Board will schedule a Special Meeting, on a date and at a time to be determined, to discuss possible revisions of the strategic plan as to HKS contained in the Strategic Plan 2021, as amended, and take the actions deemed appropriate and proper by the JMAA Board as to the strategic plan as to Hawkins Field Airport contained in Strategic Plan 2021, as amended.

Yeas: Bernard, Harris, Martin, Wright

Nays: Henley

Abstentions: None

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## **OPEN SESSION**

Then, the Board, pursuant to the motion of Commissioner LTC(R) Wright, seconded by Commissioner Martin, by unanimous vote 5-0-0, resolved to close the Meeting. Chairman Harris asked all, except Mr. Carl Newman, CEO; Attorney John R. May, CLO; and attorneys from Walker Group, PC to vacate the room.

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

The Board went into Closed Session at 5:06 p.m.

## **CLOSED SESSION**

After discussion regarding matters proposed to be discussed in Executive Session, Commissioner Martin moved that the Board enter Executive Session to consider: one (1) potential litigation matter regarding a construction project; and one (1) potential litigation matter regarding real estate development matter. Commissioner LTC(R) Wright seconded the motion to enter Executive Session, and the Commissioners unanimously resolved to enter Executive Session for the stated purposes.

The Closed Session ended at 5:10 p.m.

## **OPEN SESSION**

Chairman Harris then invited all persons outside the room to re-enter, some did. Chairman Harris then stated in Open Session that the Board, during Closed Session, voted to enter Executive Session to discuss: one (1) potential litigation matter regarding a construction project; and one (1) potential litigation matter regarding a real estate development matter. Further, she stated that Commissioner Martin made the motion to go into Executive Session and Commissioner LTC(R) Wright seconded the motion. Afterward, she said the Commissioners unanimously resolved to enter Executive Session for the stated purposes.

Chairman Harris asked all present, except Mr. Carl Newman, CEO; Attorney John R. May, CLO; and attorneys from Walker Group, PC to vacate the room.

The Board went into Executive Session at 5:11 p.m.

## **EXECUTIVE SESSION**

During the Executive Session, the Board discussed the following: one (1) potential litigation matter regarding a construction project; and one (1) potential litigation matter regarding a real estate development matter and did the following as to said matters.

- 1. The Board took the following action as to the one (1) potential litigation matter regarding a construction project.***

Mr. Perry Miller, CFO and Mr. Darion Warren, Director of Capital Programming entered the

Executive Session at 5:12 p.m.

**RESOLUTION CY-2019-28**

**RESOLUTION AUTHORIZING THE CHIEF EXECUTIVE OFFICER TO TAKE CERTAIN ACTIONS RELATED A POTENTIAL LITIGATION MATTER REGARDING A CONSTRUCTION PROJECT**

After discussion and review, and upon the motion made by Commissioner Martin, seconded by Commissioner LTC(R) Wright, and approved by unanimous vote (4-0-0), the following Resolution was made and entered.

**WHEREAS**, the Board has considered authorizing Carl D. Newman, JMAA's Chief Executive Officer, to take certain specified actions, in the event substantial construction progress is not made by the time-period specified during Executive Session related to a potential litigation matter regarding a construction project.

**IT IS, THEREFORE, RESOLVED** that JMAA's Chief Executive Officer, is authorized to take certain specified actions, identified during Executive Session, in the event substantial construction progress is not made by the time-period specified during Executive Session related to a potential litigation matter regarding a construction project.

Yeas: Harris, Henley, Martin, Wright  
Nays: None  
Abstentions: None

February 25, 2019

Vice-Chairman Bernard exited the February 25, 2019 Board Meeting at 5:22 p.m. during the discussion related to the above Resolution.

Mr. Perry Miller, CFO and Mr. Darion Warren, Director of Capital Programming exited the Executive Session at 6:03 p.m.

2. *The Board took no action as to the one (1) potential litigation matter regarding real estate development matter.*

Mr. Yul McNair entered the Executive Session at 6:05 p.m. and exited at 6:18 p.m.

Upon motion by Commissioner Pastor Henley, seconded by Commissioner LTC(R) Wright and unanimous approval of the Commissioners, the Executive Session ended at 6:19 p.m.

Open Session reconvened at 6:21 p.m.

## OPEN SESSION

All persons outside the room were invited to rejoin the meeting in open session, and some persons present outside the room re-entered.

Chairman Harris announced that the meeting was once again open. She stated that during Executive Session no action was taken as to the one (1) potential litigation matter regarding real estate development matter. Further, Chairman Harris said that the above-stated action was taken as to one (1) potential litigation matter regarding a construction project and Chairman Harris and Commissioner Pastor Henley, LTC(R) Wright and Martin voted in favor of the resolution.

### ***4. JMAA's Board's Reaffirmation of its Support for the Consolidated Rental Car Facility ("ConRac") provision of Strategic Plan 2021.***

Mr. Newman was asked about the status of the Consolidated Rental Facility ("ConRac") included in Strategic Plan 2021. In response, he said that JMAA Staff is engaged in discussions with the various rental car companies regarding implementing the provisions of Strategic Plan 2021 as to a Consolidated Rental Car Facility ("ConRac"). Because of the desire of the Board to complete the Strategic Plan 2021, as to the ConRac as soon as possible, the Board adopted the following Resolution.

## **RESOLUTION CY-2019-29**

### **RESOLUTION REAFFIRMING SUPPORT FOR JMAA'S STRATEGIC PLAN REGARDING THE CONSOLIDATED RENTAL CAR FACILITY ("CONRAC") AS STATED IN STRATEGIC PLAN 2021 FOR THE JACKSON MUNICIPAL AIRPORT AUTHORITY ("JMAA")**

After discussion and review, and upon the motion made by Commissioner Pastor Henley, seconded by Commissioner LTC(R) Wright, and approved by unanimous vote (4-0-0), the following Resolution was made and entered.

**WHEREAS**, the Board of JMAA ("Board") desires to reaffirm its support of the strategic plan regarding the Consolidated Rental Car Facility (ConRAC) included in JMAA Strategic Plan 2021.

**WHEREAS**, the strategic plan as to the ConRac included in JMAA's Strategic Plan 2021 will be extremely beneficial to JMAA once fully implemented.

**WHEREAS**, the Board supports 100%, without any reservations, the strategic plan as to the ConRac in Strategic Plan 2021 and directs JMAA Staff to implement the strategic plan as to the ConRac in Strategic Plan 2021 as soon as possible; and

**IT IS, THEREFORE, RESOLVED** that the JMAA Board of Commissioners hereby reaffirms its 100% support, without any reservations, of the strategic plan as to the ConRac in JMAA Strategic Plan 2021; and

**IT IS, THEREFORE, FURTHER, RESOLVED** that the Board directs JMAA Staff to immediately take the necessary actions to implement, as soon as possible, the strategic plan as to the ConRac in JMAA's Strategic Plan 2021.

**IT IS, THEREFORE, FURTHER, RESOLVED** that JMAA Staff shall convey a copy of this Resolution to all of the rental car companies engaged in discussions with JMAA Staff as to implementing the ConRac pursuant to Strategic Plan 2021.

Yeas: Harris, Henley, Martin, Wright

Nays: None

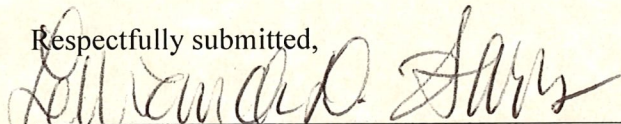
Abstentions: None

February 25, 2019

### VIII. ADJOURNMENT

Thereafter, it was moved by Commissioner Martin, seconded by Chairman Harris, and resolved by a unanimous vote of the four (4) Commissioners present that the meeting of the Board was ADJOURNED at 6:24 p.m.

Respectfully submitted,

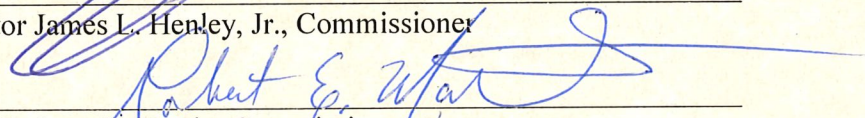


Ms. LaWanda D. Harris, Commissioner and Chairman

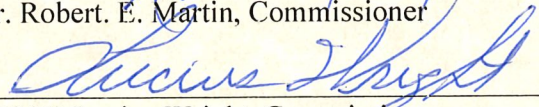


Mr. Lee A. Bernard Jr., Commissioner and Vice-Chairman

Pastor James L. Henley, Jr., Commissioner



Mr. Robert. E. Martin, Commissioner



LTC(R) Lucius Wright, Commissioner