

**COMBINED WORK SESSION AND RESCHEDULED REGULAR MONTHLY MEETING
OF JACKSON MUNICIPAL AIRPORT AUTHORITY BOARD OF COMMISSIONERS
MAY 24, 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 May 24, 2018, Combined Regular Work Session and Rescheduled Board Meeting in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport (“JAN”), in Jackson, Mississippi, at 8:30 a.m. on Thursday, May 24, 2018 (the “Meeting”), pursuant to proper notice. Copies of the Notice rescheduling the May 28, 2018 Board Meeting to May 24, 2018, and the Notice consolidating the May 28, 2018 Board Meeting with the May 24, 2018, Work Session are attached as Exhibits to the May 24, 2018, Combined Work Session and Board Meeting (“Meeting”) Minutes.

Chairman Pastor James L. Henley, Jr., presided, called the Meeting to order at 8:30 a.m. and called the roll of Commissioners.

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

Pastor James L. Henley, Jr., Chairman
Evelyn O. Reed, Commissioner
LTC(R) Lucius Wright, Commissioner

The following Commissioner was present, telephonically, at the Board Meeting:

LaWanda D. Harris, Vice Chairman

Chairman Pastor Henley 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 Combined Work Session and Rescheduled Board Meeting on Thursday, May 24, 2018, 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
Jack Thomas, Director of DBE & Community Development
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 R. May, Esq., The May Law Firm, PLLC, Attorneys at Law
And persons listed on **EXHIBIT A: Sign in Sheet for 5-24-18**

Next, Chairman Pastor Henley announced that Mr. Lee Bernard, Jr., was present and he will become

an official member of the Board after he completes the bonding process. Then Chairman Pastor Henley asked Mr. Bernard to introduce himself to those in attendance.

Mr. Bernard introduced himself. He provided his educational background and some of his work experience and accomplishments.

Chairman Pastor Henley then informed Mr. Bernard that the Board looks forward to him serving on the Board.

II. INVOCATION

Attorney John L. Walker gave the Invocation.

III. APPROVAL OF BOARD NOTICES

- A. Notice of the Rescheduling of the Regular Monthly Meeting of the Board of Commissioners scheduled for Monday, May 28, 2018, at 4:00 p.m. to Thursday, May 24, 2018, at 8:30 a.m.
- B. Notice of the Combined Regular Monthly Work Session and Rescheduled Monthly Meeting of the Board of Commissioners scheduled for Thursday, May 24, 2018, at 8:30 a.m.

RESOLUTION CY-2018-64

APPROVAL OF THE NOTICE OF THE RESCHEDULING OF THE REGULAR MONTHLY MEETING FROM MONDAY, MAY 28, 2018, AT 4:00 P.M. TO THURSDAY MAY 24, 2018, AT 8:30 A.M. AND APPROVAL OF THE NOTICE OF THE COMBINED REGULAR MONTHLY WORK SESSION AND RESCHEDULED MONTHLY BOARD MEETING SCHEDULED FOR THURSDAY MAY 24, 2018, AT 8:30 A.M.

After discussion and review, and upon the motion made by Commissioner LTC(R) Wright, seconded by Commissioner Reed, and approved by unanimous vote, the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Notice of the Rescheduling of the Regular Monthly Meeting of the Board of Commissioners scheduled for Monday, May 28, 2018, at 4:00 p.m. to Thursday, May 24, 2018, at 8:30 a.m.; and

IT IS, FURTHER RESOLVED that the Board hereby approves Notice of the Combined Regular Monthly Work Session and Rescheduled Monthly Meeting of the Board of Commissioners scheduled for Thursday, May 24, 2018, at 8:30 a.m.

Yeas: Harris, Henley, Reed, Wright

Nays: None
Abstentions: None

May 24, 2018

IV. APPROVAL AND EXECUTION OF MINUTES

- A. Rescheduled Regular Work Session of the Board of Commissioners, April 20, 2018.
- B. Regular Meeting of the Board of Commissioners, April 23, 2018.

RESOLUTION CY-2018-65

APPROVAL OF THE APRIL 20, 2018, RESCHEDULED REGULAR WORK SESSION MINUTES AND THE APRIL 23, 2018, REGULAR BOARD MEETING MINUTES

After discussion and review and upon the motion made by Commissioner Reed, seconded by Commissioner LTC(R) Wright, the Minutes of the Rescheduled Regular Work Session, April 20, 2018, and the Regular Board Meeting Minutes, April 23, 2018, were approved by a unanimous vote of the Commissioners, and the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Minutes of the Rescheduled Regular Work Session, April 20, 2018, and the Regular Board Meeting, April 23, 2018, as presented, and directs that said Minutes be filed in the appropriate Minute Book and Records of the Authority.

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

May 24, 2018

V. PUBLIC COMMENTS

None.

VI. REPORTS

A. Report from the Chairman

Chairman Pastor Henley encouraged everyone to “Enjoy every day and call your mom, dad, and grandparents or whoever raised you.”

B. Chief Executive Officer

Mr. Newman then invited Ms. Renee Antoine, Director of Human Resources and Administration, to introduce the 2018 Aviation Summer Interns currently working at JMAA.

Afterward, Ms. Antoine introduced the students selected to serve as interns in the JMAA Aviation Summer Internship Program. She then invited each student to the podium to introduce themselves.

Ms. Alicia Porter, Millsaps College, introduced herself and stated her primary areas of study, interests, and some of her career aspirations.

Next, Mr. Dreydan Doss, Belhaven University, introduced himself and stated his primary areas of study, interests outside of school, and some of his career aspirations.

The Board then took photographs with Ms. Porter and Mr. Doss and welcomed them to JMAA as participants in JMAA's 2018 Aviation Summer Internship Program.

**1. Airport Project Manager Summary, Period Ending
April 30, 2018.....Page 1¹**

Mr. Newman directed the Board's attention to the Airport Project Manager Summary ("APMS"), found at pages 1-19 in the May 24, 2018, Combined Work Session and Board Meeting Packet and distributed to the Board before the Combined Work Session and Rescheduled Board Meeting. The Board reviewed the Report and had no questions.

**2. Airport Activity Statistics Report, Period Ending
April 30, 2018.....Page 20**

Next, Mr. Newman directed the Board's attention to the Airport Activity Statistics Report, which was distributed to the Board before the Combined Regular Work Session and Rescheduled Board Meeting and found at pages 20-32 in the May 24, 2018, Combined Work Session and Rescheduled Board Meeting Packet. The Board reviewed the Report and had no questions.

C. Attorney

Attorney Walker announced that there is one (1) matter that he recommends the Board take up during an Executive Session. Therefore, he recommended the Board enter Closed Session to consider the said matter at an appropriate time.

Then, Mr. Walker reminded the Board of: (i) the Resolution regarding authority for Staff to take needed action to defease JMAA's 2005C Bonds which was previously distributed to

¹ The page numbers herein are the page numbers contained in the Meeting Packet which is attached as an Exhibit to the May 24, 2018 Combined Work Session and Rescheduled Board Meeting Minutes.

them via email; and (ii) an additional Resolution to employ Bond Counsel to carry out the defeasement.

VII. ACTION ITEMS

A. Financial Matters

1. Financial Reports for April 2018:

(a) Balance Sheet: Accept.....Page 33

(b) Income Statement: Accept..... Page 35

Mr. Newman directed the Board's attention to the Balance Sheet, Income Statement, and Claims Docket for April 2018, which are included in the Packet, and he discussed them with the Board. Mr. Newman stated that the Board would be asked to adopt resolutions accepting the Balance Sheet and Income Statement for April 2018 and approving payment of the Claims Docket for April 2018.

Afterward, Mr. Newman recognized Ms. Stacey Alexander, Finance & Accounting Analyst, and asked her to address the Board.

Ms. Alexander gave highlights of the financial statements for April 2018 as follows:

Regarding the Balance Sheet, Ms. Alexander informed the Board that Unrestricted Cash balance is \$12,900,000.00, which is a reduction of \$3,500,000.00 or 21% compared to April 2017. Total cash and cash equivalent for April 2018 were \$47,100,000.00, which equates to a reduction of \$2,300,000.00 or 5% compared to April 2017. The accounts payable total for April 2018 is \$1,900,000.00, which amounts to an increase \$312,000.00 or 12% compared to April 2017.

Regarding the Income Statement, she stated that operating income for April 2018 is \$1,400,000.00, which is \$37,000.00 or 3% above budget.

Chairman Pastor Henley noted that the overall net income appears to have doubled.

RESOLUTION CY-2018-66

RESOLUTION ACCEPTING/APPROVING THE APRIL 2018 FINANCIAL REPORTS: BALANCE SHEET AND INCOME STATEMENT

Upon motion by Commissioner Reed, seconded by Commissioner LTC(R) Wright, 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 April 30, 2018, which were included in the Packet, at pages 33-37 and distributed to the Board prior to the May 24, 2018, Combined Regular Work Session and Rescheduled Monthly Meeting of the Board.

IT IS, THEREFORE, RESOLVED that the Board hereby accepts and approves the April 2018 Financial Reports: Balance Sheet and Income Statement for April 2018.

Yeas: Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

May 24, 2018

(c) *Claims Docket for April 2018: Approve.....Page 38*

In response to Commissioner Reed's inquiry, Ms. Alexander informed the Board that Claim No. 94890, at page 38 of the Packet, is related to the purchase of certificate and compliance software for JMAA's DBE Department.

RESOLUTION CY-2018-67

RESOLUTION APPROVING THE CLAIMS DOCKET FOR THE MONTH AND PERIOD ENDING APRIL 30, 2018

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

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 April 30, 2018, which was included in the Packet, at pages 38-41, and distributed to the Board prior to the May 24, 2018, Combined Regular Work Session and Rescheduled Meeting of the Board.

IT IS, THEREFORE, RESOLVED that the Board hereby authorizes payment of the Claims in the amount of \$1,859,120.17.

Yeas: Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

May 24, 2018

2. A. *2005C Bond, JMAA: Authorization to Defease.....Page 42*

Chairman Pastor Henley explained the Staff's request appearing on Page 42 in the Packet. The Board had no questions, and there was no discussion concerning this request.

RESOLUTION CY-2018-68

RESOLUTION AUTHORIZING STAFF TO LEGALLY DEFEASE THE JACKSON MUNICIPAL AIRPORT AUTHORITY'S SERIES 2005C BONDS

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

WHEREAS, the Board has considered Staff's request for authority to legally defease the Jackson Municipal Airport Authority's ("JMAA") Series 2005C Bonds by placing into an irrevocable escrow account with sufficient monetary funds comprised of securities backed by the United States government for the ultimate retirement of this debt; and

WHEREAS, the Board has also considered Staff's request for authority to: (i) negotiate an Escrow Agent Agreement with a banking institution to manage the irrevocable escrow account and pay off the Series 2005C Bonds upon final maturity; and (ii) hire the appropriate public finance professionals to effectuate defeasance of the Series 2005C Bonds; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated May 24, 2018, found at page 42 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that Staff is authorized to legally defease the Jackson Municipal Airport Authority's ("JMAA") Series 2005C Bonds by placing into an irrevocable escrow account with sufficient monetary funds comprised of securities backed by the United States government for ultimate the retirement of this debt; and

IT IS, THEREFORE, FURTHER RESOLVED that Staff is authorized to: (i) negotiate an Escrow Agent Agreement with a banking institution to manage the irrevocable escrow account and pay off the Series 2005C Bonds upon final maturity; and (ii) hire the appropriate public finance professionals to effectuate defeasance of the Series 2005C Bonds; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests are fully explained in the Memorandum dated May 24, 2018, found at page 42 of the Meeting Packet, ought to be granted.

Yeas: Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

May 24, 2018

B. 2005C Bond, JMAA: Employment of Bond Counsel
Page 7 of 25

During discussion of the request to employ Bond Counsel, Attorney John L. Walker responded to the Board's questions as follows.

In response to Commissioner Reed's inquiry, Attorney John L. Walker informed the Board that there is a need for Bond Counsel because of requirements associated with the bond defeasement, which are similar to the requirements associated with previous Bond actions performed by JMAA in 2015 and 2017. Further, Attorney Walker stated that the Bond Counsel performing the defeasement would consist of the same attorneys involved in the 2017 Bond Refunding.

RESOLUTION CY-2018-69

RESOLUTION AUTHORIZING THE EMPLOYMENT OF COUNSEL FOR THE POSSIBLE DEFEASEMENT OF THE REMAINING AMOUNT OF THE OUTSTANDING \$8,260,000.00 JACKSON MUNICIPAL AIRPORT AUTHORITY, AIRPORT REVENUE BONDS, SERIES 2005C (TAXABLE); AND FOR RELATED PURPOSES

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

WHEREAS, the Board of Commissioners of the Jackson Municipal Airport Authority (the "Governing Body"), acting for and on behalf of the Jackson Municipal Airport Authority ("JMAA"), is authorized by Sections 61-3-1, et seq., Mississippi Code of 1972, as amended (the "Act"), to defease the remaining amount of JMAA's outstanding \$8,260,000.00 Jackson Municipal Airport Authority, Airport Revenue Bonds, Series 2005C (Taxable) to complete the transition of JMAA's long-term debt from public to private debt and to provide greater flexibility to JMAA in the financing of its capital projects; and

WHEREAS, JMAA, acting by and through the Governing Body, has heretofore and from time to time, issued various series of JMAA bond obligations for the principal purpose of financing and/or refinancing the acquisition and/or improvements of various JMAA capital projects; and

WHEREAS, the Governing Body desires to possibly defease the remaining amount of JMAA's outstanding \$8,260,000.00 Jackson Municipal Airport Authority, Airport Revenue Bonds, Series 2005C (Taxable) to complete the transition of JMAA's long-term debt from public to private debt and to provide greater flexibility to JMAA in the financing of its capital projects; and

WHEREAS, the defeasement of the remaining amount of JMAA's outstanding \$8,260,000.00 Jackson Municipal Airport Authority, Airport Revenue Bonds, Series 2005C (Taxable), will result in completion of the transition of JMAA's long-term debt from public to private debt and the provision of greater flexibility to JMAA in the financing of its capital projects.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE JACKSON MUNICIPAL AIRPORT AUTHORITY, ACTING FOR AND ON BEHALF OF THE JACKSON MUNICIPAL AIRPORT AUTHORITY, IN A REGULAR MEETING ON MAY 24, 2018, AS FOLLOWS:

SECTION 1. This Resolution is adopted pursuant to the Act and the Constitution and Laws of the State of Mississippi (the “State”).

SECTION 2. The May Law Firm, PLLC (“MLF”) and Watkins & Eager, PLLC (“W&E”) are hereby retained to serve as Co-Bond counsel (“Co-Bond Counsel”), and Walker Group PC (“WG”) is retained to serve as counsel to the Governing Body (“JMAA Counsel”) in connection with the defeasement of the remaining amount of JMAA’s outstanding \$8,260,000.00 Jackson Municipal Airport Authority, Airport Revenue Bonds, Series 2005C (Taxable). MLF, W&E, and WG shall work in concert to bring about the defeasement of the remaining amount of the aforesaid bond series in the aforesaid manner and for the aforesaid purpose in the best interest of JMAA. If JMAA decides to proceed with this defeasement stated herein, MLF, W&E, and WG shall submit to JMAA their attorneys’ fees and expenses for JMAA’s approval of the legal services and opinions provided to JMAA to effect the defeasement.

SECTION 3. If any one (1) or more of the provisions of this Resolution shall be held to be illegal or invalid for any reason, such illegality or invalidity shall not affect any of the other provisions of this Resolution; and this Resolution shall be construed and enforced as if such illegal or invalid provision or provisions had not been contained herein.

SECTION 4. This Resolution shall take effect immediately and all resolutions and orders, or parts thereof, in conflict herewith, to the extent of such conflict, are hereby repealed.

Yeas: Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

May 24, 2018

3. Certified Public Accountants, JMAA: Authorization to Advertise RFP.....Page 43

Chairman Pastor Henley explained the Staff’s request appearing at pages 43-45 in the Packet. Afterward, the following discussion took place.

In response to Commissioner LTC(R) Wright’s inquiry as to why the total net worth of DBE applicants is required, Mr. Jack Thomas, DBE Director stated that the federal guidelines state that in order to be eligible for the program an applicant’s personal net worth must be less than a certain amount. Thus, JMAA is required to secure financial statements verifying an applicant’s personal net worth. Mr. Thomas added that Staff is also required to conduct

research in order to verify the truthfulness of applicants' financial documents.

RESOLUTION CY-2018-70

RESOLUTION GRANTING AUTHORITY TO PUBLISH A REQUEST FOR PROPOSALS FOR PROFESSIONAL SERVICES FROM PUBLIC ACCOUNTING FIRMS TO CONDUCT FINANCIAL AUDITS AND PROVIDE AS NEEDED CONSULTING SERVICES

Upon motion by Vice Chairman Harris, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered Staff's request for authority to advertise a Request for Proposals ("RFP") for professional services from Certified Public Accounting firms ("CPA") to conduct financial audits of the Jackson Municipal Airport Authority's ("JMAA") financial statements, audits of fixed assets, assist the DBE Program Office with personal net worth reviews of applicants for DBE certification, and provide consulting services on an as-needed basis; and

WHEREAS, the term of the agreement is proposed for three (3) years, with two (2) one (1)-year renewal options; and

WHEREAS, the proposed contract budget is \$300,000.00 for the base term of the agreement; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated May 24, 2018, found at pages 43-45 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) Staff is authorized to advertise a Request for Proposals ("RFP") for professional services from Certified Public Accounting firms ("CPA") to conduct financial audits of the Jackson Municipal Airport Authority's ("JMAA") financial statements, audits of fixed assets, assist the DBE Program Office with personal net worth reviews of applicants for DBE certification, and provide consulting services on an as-needed basis; (ii) the proposed term of the agreement is proposed for three (3) years, with two (2) one (1) year renewal options are approved; and (iii) the proposed contract budget of \$300,000.00 for the base term of the agreement is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests are fully explained in the Memorandum dated May 24, 2018, found at pages 43-45 of the Meeting Packet.

Yeas: Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

May 24, 2018

4. Agreement with CPA Firm, JMAA: Approval of Amendment (Breazeale, Saunders, and O'Neil, LTD).....Page 47

Chairman Pastor Henley explained the Staff's request appearing on page 47 in the Packet. The Board asked no questions, and there was no discussion concerning this request.

RESOLUTION CY-2018-71

RESOLUTION GRANTING AUTHORITY TO EXECUTE A SECOND AMENDMENT TO THE AGREEMENT WITH CPA FIRM BREAZEALE, SAUNDERS & O'NEIL, LTD TO EXPAND THE SCOPE OF ITS SERVICES

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

WHEREAS, the Board has considered Staff's request for: (i) authority to execute a second amendment to the current Professional Services Agreement ("Agreement") with CPA Firm Breazeale, Saunders & O'Neil, LTD ("BSO") of Jackson, Mississippi, to expand the scope of its services to include BSO conducting an agreed-upon procedures review of the following:

- The concession agreement with AMS-AJA Jackson JV for the twelve (12) month period ending April 30, 2018; and
- The services and management agreement with SP Plus Corporation ("SP Plus") for the twelve (12) month period ending June 30, 2018; and

(ii) approval to increase the amount of fees and expenses paid to BSO to the not to exceed the amount of \$45,130.00; and (iii) approval of the proposed agreement term which shall not exceed six (6) calendar months; and

WHEREAS, Williams CPA Firm, PLLC ("Williams") of Ridgeland, Mississippi, a Certified Disadvantaged Business Enterprise ("DBE") will provide support services as a sub-consultant to BSO and shall receive 39.35% of the amounts paid to BSO under the amended Agreement; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated May 24, 2018, at pages 47-49 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) Staff is authorized to execute a second amendment to the current Professional Services Agreement ("Agreement") with Breazeale, Saunders & O'Neil, LTD ("BSO") of Jackson, Mississippi, to expand the scope of its services to include BSO conducting an agreed-upon procedures review of the following:

- The concession agreement with AMS-AJA Jackson JV for the twelve (12) month period ending April 30, 2018; and
- The services and management agreement with SP Plus Corporation (“SP Plus”) for the twelve (12) month period ending June 30, 2018; and

(ii) the increase of fees and expenses paid to BSO which shall not exceed \$45,130.00 is approved; and (iii) the proposed agreement term which shall not exceed six (6) calendar months is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that Williams CPA Firm, PLLC (“Williams”) of Ridgeland, Mississippi, a Certified Disadvantaged Business Enterprise (“DBE”) will provide support services as a sub-consultant to BSO and shall receive 39.35% of the amounts paid to BSO under the amended Agreement; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests are fully explained in the Memorandum dated May 24, 2018, at pages 47-49 of the Meeting Packet.

Yeas: Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

May 24, 2018

5. *Landing Fee, JMAA: Authorization to Increase.....Page 46*

Chairman Pastor Henley explained the Staff’s request appearing on page 46 in the Packet. The Board then held the following discussion.

In response to Vice-Chairman Harris’ inquiry, Mr. Newman, CEO, informed the Board that there had been no dialogue with the airlines operating at JAN concerning the increase in landing fees. He further explained that the Board of Commissioners establishes the fees, and the fees are essentially JMAA recouping funds lost because of the airlines’ activity.

In response to Commissioner Wright’s inquiry, Mr. Newman informed the Board that the increase in landing fees would have no impact on attracting new airlines to JAN. He explained that JMAA offers an incentive package to attract new airlines to JAN that includes a waiver of all fees for the initial one (1) or two (2) years.

The Board had some additional discussion and proceeded to consider the below Resolution.

RESOLUTION CY-2018-72

RESOLUTION GRANTING AUTHORITY TO INCREASE LANDING FEES REGARDING LANDING FEE OPERATIONS

Upon motion by Commissioner Reed, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and approved by a majority vote of 3-0-1.

WHEREAS, the Board has considered Staff's request for authority to increase the landing fee regarding the landing operations of air carriers from \$2.99 per thousand pounds of landed weight to \$3.54 per thousand pounds of landed weight, commencing June 1, 2018; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated May 24, 2018, at page 46 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that Staff is authorized to increase the landing fee regarding the landing operations of air carriers from \$2.99 per thousand pounds of landed weight to \$3.54 per thousand pounds of landed weight, commencing June 1, 2018; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated May 24, 2018, at page 46 of the Meeting Packet.

Yeas: Henley, Reed, Wright

Nays: None

Abstentions: Harris

May 24, 2018

B. Construction Projects

1. Terminal Restroom Improvements, HKS: Authorization to Advertise for Construction Bids, Award A Construction Contract, and Approval of the Total Project Budget.....Page 50

Mr. Darion Warren, CFM, Director of Capital Programming, explained the Staff's request appearing at pages 50-51 in the Packet. The Board then held the following discussion.

In response to Commissioner Reed's first question, Mr. Warren explained the way each of the bathrooms at Hawkins Field Airport would be installed, renovated, or expanded. He explained that four (4) bathrooms are either being renovated or installed.

Next, Commissioner Reed asked how the project budget was calculated. In response, Mr. Warren said that a cost analysis was completed, which compared projects of similar scale and scope to calculate the budget amount.

Next, in response to Vice-Chairman Harris' inquiry, Chairman Pastor Henley informed the Board that JMAA funds would be used to fund this project. He added that this project should not be delayed as this project will improve the Hawkins Field Airport, which is in the City of Jackson. He also stated that the project is particularly important as JMAA is vying to attract vendors and organizations to hold events, etc. on JMAA properties.

The Board further discussed the project and then considered the below Resolution.

Mr. Newman explained that because of the current conditions of the restrooms, the project would require significant demolition work, as well as piping/plumbing work. Additionally, he stated that other construction work would be required. Further, he explained there are enough funds included in the proposed budget to ensure that Staff will not have to request additional funds for the project later.

RESOLUTION CY-2018-73

RESOLUTION GRANTING AUTHORITY TO PUBLISH A REQUEST FOR BIDS FOR CONSTRUCTION SERVICES REGARDING TERMINAL RESTROOM IMPROVEMENTS AT THE HAWKINS FIELD AIRPORT

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

WHEREAS, the Board has considered Staff's request for: (i) authorization to advertise for competitive bids for construction services regarding terminal restroom improvements at the Hawkins Field Airport ("HKS"); (ii) authorization to award a construction contract to lowest responsible and responsive bidder once bids are received; and (iii) approval of the total project budget of \$318,685.60; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated May 24, 2018, at pages 50-51 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) Staff is authorized to advertise for competitive bids for construction services regarding terminal restroom improvements at the Hawkins Field Airport ("HKS"); (ii) Staff is authorized to award a construction contract to lowest responsible and responsive bidder once bids are received; and (iii) the total project budget of \$318,685.60 is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests are fully explained in the Memorandum dated May 24, 2018, at pages 50-51 of the Meeting Packet.

Yeas: Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

May 24, 2018

Chairman Pastor Henley announced that he would move ahead to Staff's request at page 59 of the Packet in order for the Board to be able to compare the budget for the two (2) projects related to restroom improvements.

2. ***Restroom Improvements, JAN: Authorization to Award a Construction Agreement to EW-DCS Joint Venture, a Mississippi General Partnership comprised of Electric Works, Inc. and Diversified Construction Services, Inc.....Page 59***

Mr. Darion Warren, CFM, Director of Capital Programming, explained the Staff's request appearing at pages 59-62 in the Packet. The Board asked no questions, and there was no discussion concerning this request.

Vice Chairman Harris' telephonic attendance of the Board Meeting ended at 9:17 a.m.

RESOLUTION CY-2018-74

RESOLUTION GRANTING AUTHORITY TO AWARD A CONSTRUCTION AGREEMENT TO EW-DCS JOINT VENTURE, A MISSISSIPPI GENERAL PARTNERSHIP COMPRISED OF ELECTRIC WORKS, INC. AND DIVERSIFIED CONSTRUCTION SERVICES, INC. FOR THE RESTROOM IMPROVEMENT PROJECT AT JAN

Upon motion by Commissioner Reed, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and approved by a unanimous vote (3-0-0).

WHEREAS, on April 27, 2018, the Jackson Municipal Airport Authority ("JMAA") received one (1) bid regarding the Restrooms Improvements Project at JAN; and

WHEREAS, the bid was reviewed by Staff, Dale Partners Architects, PA ("Dale Partners," the Project Architect), and Kimley-Horn (JMAA's Project Management Support Services Consultant) for accuracy and correctness; and

WHEREAS, after reviewing the bid, Staff, JMAA's design consultant (Dale Partners Architects, PA) and JMAA's Project Management Support Services Consultant (Kimley-Horn), collectively, "the Design and Project Management Team," recommends that the contract be awarded to the lowest, best responsible, and responsive bidder, EW-DCS Joint Venture ("EW-DCS"); and

WHEREAS, the Board has considered Staff's recommendation and request for authorization to award the Construction Agreement to the lowest, best responsible, and responsive bidder, EW-DCS Joint Venture ("EW-DCS"), a Mississippi general partnership comprised of Electric Works, Inc. and Diversified Construction Services, Inc., in the amount of \$701,681.00, with a \$117,289.00 contingency; and

WHEREAS, the Board finds that such request which is explained in the Memorandum dated May 24, 2018, at pages 59-62 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that after reviewing the one (1) bid received for the JAN Restroom Improvements Project, Staff, JMAA's design consultant (Dale Partners Architects,

PA) and JMAA's Project Management Support Services Consultant (Kimley-Horn), collectively, "the Design and Project Management Team," recommended that the contract be awarded to the lowest, best responsible, and responsive bidder, EW-DCS Joint Venture ("EW-DCS"); and

IT IS, THEREFORE, FURTHER RESOLVED that Staff is authorized to award the Construction Agreement to the lowest, best responsible, and responsive bidder, EW-DCS Joint Venture ("EW-DCS"), a Mississippi general partnership comprised of Electric Works, Inc. and Diversified Construction Services, Inc., in the amount of \$701,681.00, with a \$117,289.00 contingency; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated May 24, 2018, at pages 59-62 of the Meeting Packet.

Yeas: Henley, Reed, Wright
Nays: None
Abstentions: None

May 24, 2018

3. *Upper Terminal Roadway Rehabilitation, JAN: Authorization to Award Construction Contract to Python Corporation.....Page 52*

Mr. Darion Warren, CFM, Director of Capital Programming, explained the Staff's request appearing at pages 52-55 in the Packet. The Board then held the following discussion.

In response to Chairman Pastor Henley's inquiry, Mr. Jack Thomas, DBE Director, informed the Board that the DBE percentage goal was initially incorrect due to the inclusion of the material costs in the original submission, and when the material costs were deducted the DBE percentage level of 11.4% was achieved.

RESOLUTION CY-2018-75

RESOLUTION GRANTING AUTHORITY TO AWARD A CONSTRUCTION CONTRACT FOR THE UPPER TERMINAL REHABILITATION PROJECT TO THE LOWEST, BEST RESPONSIBLE, AND RESPONSIVE BIDDER PYTHON CORPORATION

Upon motion by Commissioner Reed, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and approved by a unanimous vote (3-0-0).

WHEREAS, on April 24, 2018, JMAA received two (2) bids regarding the Upper Terminal Roadway Rehabilitation Project at Jackson-Medgar Wiley Evers International Airport ("JAN"); and

WHEREAS, the bids were reviewed by Staff and the project engineer, Neel-Schaffer, Inc. (“Neel-Schaffer”), for accuracy and completeness and it is the recommendation of Staff and Neel-Schaffer to award the contract to the lowest, best responsible, and responsive bidder, Python Corporation (“Python”); and

WHEREAS, the Board has considered the request of Staff for authorization to award the contract to Python Corporation (“Python”) of Lacombe, Louisiana, in the amount of \$740,393.54 with a contingency of \$174,756.46.

WHEREAS, Python will be supported by U.S. Coating Specialties & Supplies, LLC of Jackson, MS, a JMAA certified Disadvantaged Business Enterprise (“DBE”) and will receive 11.4% of the amounts paid to Python; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated May 24, 2018, at pages 52-55 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that as to the Upper Terminal Roadway Rehabilitation Project, after reviewing the two (2) bids receive for accuracy and completeness it is the recommendation of Staff and Neel-Schaffer to award the contract to the lowest, best responsible, and responsive bidder, Python Corporation (“Python”); and

IT IS, THEREFORE, FURTHER RESOLVED that Staff is authorized to award the contract to the lowest, best responsible, and responsive bidder, Python Corporation (“Python”) of Lacombe, Louisiana, in the amount of \$740,393.54 with a contingency of \$174,756.46; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated May 24, 2018, at pages 52-55 of the Meeting Packet.

Yeas: Henley, Reed, Wright

Nays: None

Abstentions: None

May 24, 2018

**4. Terminal Upgrades, JAN: Authorization to Award Construction Bids
(Dixon Interior Finishes, Inc.).....Page 56**

Mr. Darion Warren, CFM, Director of Capital Programming, explained the Staff’s request appearing at pages 56-58 in the Packet. The Board asked no questions, and there was no discussion concerning this request.

RESOLUTION CY-2018-76

**RESOLUTION GRANTING AUTHORITY TO AWARD A CONSTRUCTION
CONTRACT FOR THE TERMINAL UPGRADES AT JACKSON-MEDGAR WILEY**

EVERS INTERNATIONAL AIRPORT TO DIXON INTERIOR FINISHES, INC.

Upon motion by Commissioner LTC(R) Wright, seconded by Commissioner Reed, the following **RESOLUTION** was made and approved by a unanimous vote (3-0-0).

WHEREAS, on April 13, 2018, the Jackson Municipal Airport Authority (“JMAA”) received two (2) bids regarding the Terminal Upgrades Project at Jackson-Medgar Wiley Evers International Airport (“JAN”); and

WHEREAS, the bids were reviewed by Staff, McAfee3 Architects and General Services, PC (“McAfee,” the project architect), and Kimley-Horn (JMAA’s Project Management Support Services Consultant) for accuracy and correctness; and

WHEREAS, Staff, JMAA’s design consultant Dale Partners Architects, PA and JMAA’s Project Management Support Services Consultant Kimley-Horn, collectively, “the Design and Project Management Team,” recommended awarding the contract to the lowest, best responsible, and responsive bidder, Dixon Interior Finishes, Inc. (“Dixon Interiors”) of Jackson, Mississippi; and

WHEREAS, the Board has considered the request of Staff for authorization to award the contract to Dixon Interior Finishes, Inc. (“Dixon Interiors”) of Jackson, Mississippi in the amount of \$216,340.92, with a contingency of \$35,000.00; and

WHEREAS, Dixon is a Disadvantaged Business Enterprise (“DBE”), therefore, this project will have a 100% DBE participation percentage; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated May 24, 2018, at pages 56-58 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that as to the Terminal Upgrades Project, after reviewing the two (2 bids received) for accuracy and correctness it is the recommendation of Staff, McAfee3, and Kimley-Horn’s (collectively, “the Design and Project Management Team,”) to award the contract to the lowest, best responsible, and responsive bidder, Dixon Interior Finishes, Inc. (“Dixon Interiors”) of Jackson, Mississippi; and

IT IS, THEREFORE, FURTHER RESOLVED that Staff is authorized to award the contract to the lowest, best responsible, and responsive bidder, Dixon Interior Finishes, Inc. (“Dixon Interiors”) of Jackson, Mississippi, in the amount of \$216,340.92, with a contingency of \$35,000.00; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated May 24, 2018, at pages 56-58 of the Meeting Packet.

Yeas: Henley, Reed, Wright

Nays: None

Abstentions: None

May 24, 2018

5. *Rehabilitation of Taxiway Alpha, Phase 2, JAN: Authorization to Reject the Bid Received and Re-Advertise for New Construction Bids.....Page 63*

Mr. Darion Warren, CFM, Director of Capital Programming, explained the Staff's request appearing at pages 63-65 in the Packet. The Board then held the following discussion.

In response to Commissioner Reed's inquiry, Mr. Newman informed the Board that no grant funds would be lost in rejecting the bid received and re-advertising for new construction bids.

Mr. Newman added that he expects to have more bids submitted in response to the advertisement this time.

RESOLUTION CY-2018-77

RESOLUTION GRANTING AUTHORITY TO: (I) REJECT THE BID RECEIVED; AND (II) RE-ADVERTISE FOR NEW CONSTRUCTION BIDS

Upon motion by Commissioner Reed, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and approved by a unanimous vote (3-0-0).

WHEREAS, on August 4, 2017, the Jackson Municipal Airport Authority ("JMAA") received only one (1) bid from Superior Asphalt in the amount of \$6,410,206.00 regarding construction services for the Rehabilitation of Taxiway Alpha (Phase 2) at JAN; and

WHEREAS, Staff and the project management support and engineering services consultant, Kimley-Horn reviewed the Superior Asphalt bid, and the bid amount exceeded Kimley-Horn's probable construction cost estimate of \$6,273,997.01 by \$136,208.99; and

WHEREAS, because Superior Asphalt's previous bid was within ten percent (10%) of the budget estimate, Staff entered into negotiations with Superior, but was unable to negotiate an agreement that met the needs of both the FAA and Superior Asphalt within the Airport Improvement Program ("AIP") grant budget amount; and

WHEREAS, the Board has considered the requests from Staff for authority to: (i) reject the bid received; and (ii) re-advertise for new construction bids; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated May 24, 2018, at pages 63-65 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that on August 4, 2017, the Jackson Municipal Airport Authority ("JMAA") received only one (1) bid from Superior Asphalt in the amount of

\$6,410,206.00 regarding construction services for the Rehabilitation of Taxiway Alpha (Phase 2) at JAN; and

IT IS, THEREFORE, FURTHER RESOLVED that Staff and the project management support and engineering services consultant, Kimley-Horn reviewed the Superior Asphalt bid, and the bid amount exceeded Kimley-Horn's probable construction cost estimate of \$6,273,997.01 by \$136,208.99; and

IT IS, THEREFORE, FURTHER RESOLVED that because Superior Asphalt's previous bid was within ten percent (10%) of the budget estimate, Staff entered into negotiations with Superior, but was unable to negotiate an agreement that met the needs of both the FAA and Superior Asphalt within the AIP grant budget amount; and

IT IS, THEREFORE, FURTHER RESOLVED that Staff is authorized to: (i) reject the bid received; and (ii) re-advertise for new construction bids; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests are fully explained in the Memorandum dated May 24, 2018, at pages 63-65 of the Meeting Packet.

Yeas: Henley, Reed, Wright

Nays: None

Abstentions: None

May 24, 2018

C. Procurements

None

D. Service Agreements

1. International Drive Rehabilitation, JAN: Authorization to Award the Professional Services Contract (Michael Baker International).....Page 66

Mr. Darion Warren, CFM, Director of Capital Programming, explained the Staff's request appearing at pages 66-69 in the Packet. The Board then held the following discussion.

In response to Chairman Pastor Henley's inquiry about JMAA's accessibility to Michael Baker International ("Baker"), headquartered in Pennsylvania, versus IMS, headquartered in Jackson, MS. Mr. Warren stated that Baker is equally accessible to JMAA because it has local offices in Mississippi, one of which is in Ridgeland, MS.

In response to Commissioner LTC(R) Wright's inquiry, Ms. Robin Byrd, Procurement Manager, explained that the difference between the top two (2) responders, Michael Baker International and IMS, was the points scored in the areas of capacity and experience.

RESOLUTION CY-2018-78

RESOLUTION GRANTING AUTHORITY TO: (I) AWARD THE CONTRACT FOR PROFESSIONAL SERVICES REGARDING THE INTERNATIONAL DRIVE REHABILITATION PROJECT AT JACKSON-MEDGAR WILEY EVERS INTERNATIONAL AIRPORT (“JAN”) TO MICHAEL BAKER INTERNATIONAL; AND (II) APPROVAL OF THE \$411,623.00 BUDGET FOR THIS PHASE OF THE PROJECT

Upon motion by Commissioner Reed and seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and approved by a majority vote of the Commissioners present.

WHEREAS, the Board has considered the request of Staff for: (i) authority to award the contract for professional services regarding the International Drive Rehabilitation Project at JAN to Michael Baker International (“Michael Baker”) of Pittsburgh, Pennsylvania, for fees, plus contingency, not to exceed \$381,235.50; and (ii) approval of the \$411,623.00 budget for this phase of the Project; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated May 24, 2018, at pages 66-69 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) Staff is authorized to award the contract for professional services regarding the International Drive Rehabilitation Project at JAN to Michael Baker International (“Michael Baker”) of Pittsburgh, Pennsylvania for fees, plus contingency, not to exceed \$381,235.50; and (ii) the \$411,623.00 budget for this phase of the Project is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests are fully explained in the Memorandum dated May 24, 2018, at pages 66-69 of the Meeting Packet.

Yeas: Reed, Wright

Nays: Henley

Abstentions: None

May 24, 2018

E. Grants

None.

F. Other Matters

1. Common-Use Airline Permit Agreement, JAN: (Via Airlines,

Inc.).....Page 70

Mr. Liston Sage, Marketing and Air Service Development Coordinator, explained the Staff's request appearing at pages 70-71 in the Packet. The Board asked no questions, and there was no discussion concerning this request.

RESOLUTION CY-2018-79

RESOLUTION GRANTING AUTHORITY TO EXECUTE AN AIRLINE USE PERMIT AGREEMENT WITH VIA AIRLINES, INC.

Upon motion by Commissioner LTC(R) Wright, seconded by Commissioner Reed, the following **RESOLUTION** was made and approved by a unanimous vote (3-0-0).

WHEREAS, the Board has considered the request of Staff for authority to execute an Airline Use Permit Agreement ("Agreement"), with Via Airlines, Inc., a Delaware corporation, doing business as ViaAir ("ViaAir"), to provide certain air transportation services at Jackson-Medgar Wiley Evers International Airport ("JAN"); and

WHEREAS, the proposed Agreement is a month-to-month Agreement that will be effective June 11, 2018, and will permit ViaAir to use approximately three thousand four hundred seventy-five (3,475) square feet of "Common Use Premises" at JAN; and

WHEREAS, the proposed Agreement provides ViaAir with incentives pursuant to the Amended Air Service Development Promotional Program ("Promotional Program") adopted by the Board of Commissioners ("Board") of the Jackson Municipal Airport Authority ("JMAA") on July 25, 2016, and subsequently amended by the Board on November 25, 2017; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated May 24, 2018, at pages 70-71 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) Staff is authorized to execute an Airline Use Permit Agreement ("Agreement"), with Via Airlines, Inc., a Delaware corporation, doing business as ViaAir ("ViaAir"), to provide certain air transportation services at Jackson-Medgar Wiley Evers International Airport ("JAN"); and

IT IS, THEREFORE, FURTHER RESOLVED that the proposed Agreement is a month-to-month Agreement that will be effective June 11, 2018, and will permit ViaAir to use approximately three thousand four hundred seventy-five (3,475) square feet of "Common Use Premises" at JAN; and

IT IS, THEREFORE, FURTHER RESOLVED that the proposed Agreement provides ViaAir with incentives pursuant to the Amended Air Service Development Promotional Program ("Promotional Program") adopted by the Board of Commissioners ("Board") of the

Jackson Municipal Airport Authority (“JMAA”) on July 25, 2016, and subsequently amended by the Board on November 25, 2017; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated May 24, 2018, at pages 70-71 of the Meeting Packet.

Yeas: Henley, Reed, Wright

Nays: None

Abstentions: None

May 24, 2018

G. New Business

None.

OPEN SESSION

Chairman Pastor Henley stated that it was necessary for the Board to enter Closed Session to determine if an Executive Session is appropriate and that he would entertain a motion to do so. Commissioner LTC(R) Wright then moved that the Board go 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 Reed seconded the motion.

The Board unanimously resolved to close the Meeting. Chairman Pastor Henley asked all, except Mr. Carl Newman, CEO, Mr. Yul McNair, Business Development Director, 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; this was done.

The Board went into Closed Session at 9:34 a.m.

CLOSED SESSION

Commissioner Reed then moved that the Board enter Executive Session to discuss one (1) potential litigation as to a contract matter. Commissioner LTC(R) Wright seconded the motion to enter Executive Session and the Commissioners unanimously (3-0-0) resolved to enter Executive Session for the stated purpose.

The Closed Session ended at 9:36 a.m.

OPEN SESSION

Chairman Pastor Henley then invited all persons outside the room to re-enter, some did. Chairman

Pastor Henley then stated in Open Session that the Board, during Closed Session, voted to enter Executive Session to discuss one (1) potential litigation as to a contract matter.

Chairman Pastor Henley asked all present, except for Mr. Carl Newman, CEO, Mr. Yul McNair, Business Development Director, 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.

The Board went into Executive Session at 9:37 a.m.

EXECUTIVE SESSION

During the Executive Session, the Board discussed one (1) potential litigation as to a contract matter.

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

RESOLUTION CY-2018-80

RESOLUTION AUTHORIZING CERTAIN ACTION RELATED TO A POTENTIAL LITIGATION AS TO A CONTRACT MATTER

Upon amended motion by Commissioner Reed, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and approved by majority vote (3-0-0).

WHEREAS, the Board has considered the details provided by JMAA's Chief Executive Officer during Executive Session concerning potential litigation as to a contract matter which was discussed during Executive Session.

IT IS, THEREFORE, RESOLVED that JMAA Staff shall act in accordance with the directive of the Board of Commissioners given during Executive Session as to the potential litigation as to a contract matter.

Yeas: Henley, Reed, Wright

Nays: None

Abstentions: None

May 24, 2018

Upon motion by Commissioner Reed, seconded by Commissioner LTC(R) Wright, and unanimous approval of the Commissioners, the Executive Session ended at 9:47 a.m.

Open Session reconvened at 9:48 a.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 Pastor Henley announced that the meeting was once again open. He then announced that during Executive Session, the above-stated actions were taken as to one (1) potential litigation as to a contract matter.

Mr. Newman then informed the Board about the events scheduled to occur at JAN after the meeting on May 24, 2018, in remembrance of a World War II Veteran.

VIII. ADJOURNMENT

Thereafter, it was moved by Commissioner Reed, seconded by Commissioner LTC(R) Wright, and resolved by a unanimous vote of the Commissioners present that the meeting of the Board was ADJOURNED at 9:50 a.m.

Respectfully submitted,

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

Ms. LaWanda D. Harris, Commissioner and Vice Chairman

Ms. Evelyn O. Reed, Commissioner

LTC(R) Lucius Wright, Commissioner