

**REGULAR MONTHLY MEETING OF JACKSON MUNICIPAL AIRPORT AUTHORITY
BOARD OF COMMISSIONERS
JUNE 25, 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 June 25, 2018, 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, June 25, 2018 (the “Meeting”), pursuant to proper notice.

Chairman Pastor James L. Henley, Jr., 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:

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

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

Evelyn O. Reed, Commissioner beginning at 4:09 p.m.

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 Regular Board Meeting scheduled for Monday, June 25, 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
Perry Miller, M.S., A.A.E., I.A.P. JMAA’s Chief Operating Officer
John L. Walker, Esq., Walker Group, PC, Attorneys at Law
Kevin Bass, Esq., Walker Group, PC, Attorneys at Law
Regina May, Esq., The May Law Firm, PLLC, Attorneys at Law
John R. May, Esq., The May Law Firm, PLLC, Attorneys at Law
And persons listed on **EXHIBIT A: Sign in Sheet for 6-25-18**

II. INVOCATION

Perry Miller, COO, gave the Invocation.

III. APPROVAL OF BOARD NOTICES

None.

IV. APPROVAL AND EXECUTION OF MINUTES

- A. Combined Work Session and Rescheduled Regular Meeting of the Board of Commissioners, May 24, 2018.

RESOLUTION CY-2018-81

APPROVAL OF THE MAY 24, 2018 COMBINED WORK SESSION AND RESCHEDULED REGULAR BOARD MEETING

After discussion and review and upon the motion made by Vice Chairman Harris, seconded by Commissioner LTC(R) Wright, the Minutes of the Combined Work Session and Rescheduled Regular Board Meeting of the Commissioners, May 24, 2018, were approved by a unanimous vote of the Commissioners present, and the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Minutes of the Combined Work Session and Rescheduled Regular Board Meeting of the Commissioners, May 24, 2018, as presented, and directs that said Minutes be filed in the appropriate Minute Book and Records of the Authority.

Yeas: Bernard, Harris, Henley, Wright

Nays: None

Abstentions: None

June 25, 2018

V. PUBLIC COMMENTS

Ms. Geilia Taylor, Brilliant Minds Consulting (“BMC”), approached the podium and addressed the Board. She informed the Board that BMC is a public relations/community and engagement outreach firm, and stated that she wanted to introduce herself and her firm. Further, she informed the Board that her firm is available to participate as a local partner as to any future disparity outreach study secured by JMAA. Also, she provided her background and some of her employment experience, including her prior work with the City of Jackson, Mississippi.

VI. REPORTS

- A. **Report from the Chairman**

Chairman Henley announced that “God is Good” and informed everyone that his mother is doing better than expected. Further, he stated that he is excited to be present and is looking forward to having a good meeting.

B. Chief Executive Officer

Mr. Newman, CEO, informed the Board that the Airport Project Manager Summary has been revised and updated to reflect the current status of JMAA projects, as the draft distributed prior to the Work Session did not contain current data.

**1. Airport Project Manager Summary, Period Ending
May 31, 2018.....Page 1¹**

Mr. Newman directed the Board’s attention to the Airport Project Manager Summary (“APMS”), found at pages 1 - 20 in the June 25, 2018 Board Meeting Packet and distributed to the Board before the Work Session and updated prior to the Regular Board Meeting. The Board reviewed the Report and had no questions.

**2. Airport Activity Statistics Report, Period Ending
May 31, 2018.....Page 21**

Mr. Newman directed the Board’s attention to the Airport Activity Statistics Report, which was distributed to the Board before the Regular Work Session and Board Meeting, found at pages 21-33 in the June 25, 2018 Board Meeting Packet. The Board reviewed the Report and had no questions.

C. Attorney

1. Attorney Walker announced that there are two (2) matters that he recommends the Board take up during an Executive Session. Therefore, he recommended the Board enter Closed Session to consider said matters at an appropriate time.
2. Attorney Walker then informed the Board that Attorney John May would explain new developments since the Work Session concerning the Bond Defeasance project.

Attorney May approached the podium and informed the Board that since the May 2017 Work Session, the Defeasance documents have been revised and are being distributed to them. Further, he informed the Board that Staff is requesting that the Resolution authorizing moving forward with the Bond Defeasance be approved.

¹ The page numbers herein are the page numbers contained in the Meeting Packet which is attached as an Exhibit to the June 25, 2018 Regular Board Meeting Minutes.

Next, Attorney May introduced Attorney Joyce Hall with Watkins & Eager, PLLC. He informed the Board that Attorney Hall is a member of the 2005C Bonds Legal Defeasance Team.

Attorney Hall then addressed the Board and asked if the Board of Commissioners had any questions concerning the defeasance of the 2005C Bonds.

In response to Chairman Henley's inquiry, Attorney May informed the Board that "SMC" is the verification agents, as to the defeasance of the 2005C Bonds. It will review the bonds that will be put into an escrow trust to ensure that they are adequate to pay off the Series 2005C bonds as they mature.

Commissioner Reed entered the Board Meeting by telephone during discussion concerning the 2005C Bond Defeasance.

The Board of Commissioners then considered the below Resolution.

RESOLUTION CY-2018-82

AUTHORIZING THE LEGAL DEFEASANCE OF THE JACKSON MUNICIPAL AIRPORT AUTHORITY'S \$8,260,000 AIRPORT REVENUE BONDS, SERIES 2005C (TAXABLE)

Thereupon, Commissioner Vice Chairman Harris offered and moved the adoption of the following resolution:

RESOLUTION AUTHORIZING AND APPROVING THE LEGAL DEFEASANCE OF BONDS DESIGNATED AS JACKSON MUNICIPAL AIRPORT AUTHORITY, \$8,260,000 AIRPORT REVENUE BONDS, SERIES 2005C (TAXABLE) ISSUED BY THE JACKSON MUNICIPAL AIRPORT AUTHORITY; AUTHORIZING AND APPROVING THE FORM OF AND THE EXECUTION AND DELIVERY OF AN ESCROW TRUST AGREEMENT AND CERTAIN OTHER DOCUMENTS IN CONNECTION WITH SUCH TRUST AND DEFEASANCE; APPOINTING AN ESCROW AGENT FOR SUCH LEGAL DEFEASANCE; AUTHORIZING PROPER OFFICERS TO DO ALL OTHER THINGS DEEMED NECESSARY OR ADVISABLE IN CONNECTION WITH THE AFORESAID LEGAL DEFEASANCE AND PAYMENT OF ALL COSTS AND RELATED CHARGES OF THE LEGAL DEFEASANCE; AND FOR RELATED PURPOSES.

WHEREAS, the Jackson Municipal Airport Authority (the "Authority"), a body corporate and politic of the State of Mississippi (the "State"), was created by the City of Jackson, Mississippi (the "City"), pursuant to the provisions of Laws, 1958, ch. 230, as amended and currently codified as Sections 61-3-1 *et seq.*, Mississippi Code of 1972, as amended (the "Act"), for the purpose of planning, establishing, developing, constructing, enlarging, improving, maintaining, equipping, operating, regulating and protecting the Jackson-Medgar Wiley Evers International Airport (the

"International Airport") located in the City of Jackson (Rankin County), Mississippi, and the Hawkins Field Airport ("Hawkins Field") located in the City of Jackson (Hinds County), Mississippi; and

WHEREAS, pursuant to the Act, the Board of Commissioners of the Authority (the "Commission") is authorized to incur debt and to provide for the repayment of debt incurred on behalf of the Authority; and

WHEREAS, the Authority has undertaken, from time to time, a program of modernization and expansion of the Authority's principal facilities at the International Airport; and

WHEREAS, in order to fund a portion of the costs of such program of modernization and expansion of the International Airport and to advance refund and defease a portion of the Series 1998 Bonds issued for that purpose, the Authority, pursuant to the Act and a Second Supplemental Indenture of Trust, dated as of June 1, 2005 (the "Second Supplemental Indenture") between the Authority and the Trustee, issued its \$17,200,000 Airport Revenue Bonds, Series 2005A (Non-AMT) (the "Series 2005A Bonds"), its \$7,775,000 Airport Revenue Bonds, Series 2005B (AMT) (the "Series 2005B Bonds") and its \$8,260,000 Airport Revenue Bonds, Series 2005C (Taxable) (the "Series 2005C Bonds", and together with the Series 2005A Bonds and the Series 2005B Bonds, the "Series 2005 Bonds"), all as more fully described in the Second Supplemental Indenture; and

WHEREAS, in order to further fund a portion of the costs of such program of modernization and expansion of the International Airport and to advance refund and defease a portion of the Series 2005 Bonds, the Authority, pursuant to the Act and a Fourth Supplemental Indenture of Trust, dated as of September 1, 2015 (the "Fourth Supplemental Indenture"), between the Authority and the Trustee, issued its \$16,670,000 Airport Revenue Refunding Bonds, Series 2015A (Non-AMT) (the "Series 2015A Bonds") and its \$7,855,000 Airport Revenue Refunding Bonds, Series 2015B (AMT) (the "Series 2015B Bonds" and together with the Series 2015A Bonds, the "Series 2015 Bonds"), all as more fully described in the Fourth Supplemental Indenture; and

WHEREAS, the Series 1996 Bonds, the Series 1998 Bonds, and the Series 2005A Bonds and Series 2005B Bonds are no longer outstanding; and

WHEREAS, the Second Supplemental Indenture expanded the definition of Net Revenues to provide that Customer Facility Charges (as defined therein) are included in Net Revenues; and

WHEREAS, the Commission has determined it to be in the best interests of the Authority to legally defease all of the Series 2005C Bonds to enhance the Authority's financial stability and provide for further financial flexibility to the Authority; and

WHEREAS, the Commission has further determined it to be in the best interest of the Authority to establish and fund an irrevocable escrow trust account (the "Escrow Fund") with sufficient funds to pay the interest, premium, if any, and principal of the Series 2005C Bonds as they mature, and all costs and related charges of the legal defeasance (the "Series 2005C Bonds Legal Defeasance Project") and to implement the Series 2005C Bonds Legal Defeasance Project; and

WHEREAS, the Authority proposes to retain Trustmark National Bank (the "Bank") as Escrow Agent for the Series 2005C Bonds Legal Defeasance Project to facilitate the Series 2005C Bonds Legal Defeasance Project; and

WHEREAS, the Commission and Trustmark National Bank, as Escrow Agent, will enter

into an Escrow Trust Agreement (the “Escrow Trust Agreement”); and

WHEREAS, the Commission, upon the advice of its financial advisor, Frasca & Associates, LLC (the “Financial Advisor”), hereby authorizes the use of the Series 2005C Bonds Interest Fund, the Series 2005C Bonds Principal Fund, Customer Facility Charges, and General Airport Revenues to fund the Escrow Fund for the implementation of the Series 2005C Bonds Legal Defeasance Project; and

WHEREAS, the Commission, upon the advice of its Financial Advisor, further authorizes the Escrow Agent to subscribe for U.S. Treasury Securities – State and Local Government Series, if such subscription is deemed necessary by the Financial Advisor in connection with the Series 2005C Bonds Legal Defeasance Project; and

WHEREAS, the Commission, upon the advice of its Financial Advisor, further authorizes the Escrow Agent to purchase U.S. Treasury Securities in the “open market,” if such purchase is deemed necessary by the Financial Advisor in connection with the Series 2005C Bonds Legal Defeasance Project; and

WHEREAS, the principal amount of the Series 2005C Bonds to be legally defeased shall not exceed \$2,155,000; and

WHEREAS, the Commission further authorizes the fulfilling of all requirements for the Series 2005C Bonds Legal Defeasance Project (including the filing with the Trustee and Escrow Agent of the required instruments, resolutions, statements, opinions and certifications) and all other things necessary to make the Escrow Trust Agreement valid and binding, and further authorizes all such acts in all respects herein stated on behalf of the Authority; and

WHEREAS, the Series 2005C Bonds Legal Defeasance Project is otherwise in accordance with all other provisions of the Act; and

WHEREAS, the Authority is now ready and desirous of proceeding with the Series 2005C Bonds Legal Defeasance Project through the funding of an Escrow Fund for that purpose; and

WHEREAS, the form of the Escrow Trust Agreement has been prepared and submitted to the Authority pursuant to which the Series 2005C Bonds shall be legally defeased; and

WHEREAS, it appears that the Escrow Trust Agreement currently before the Commission is in appropriate form and is an appropriate document for the purposes identified; and

WHEREAS, all conditions, acts and things required by the Act and the Constitution and laws of the State to have existed, to have happened and to have been performed precedent to and in connection with the adoption of this Resolution, the execution and delivery of the Escrow Trust Agreement, have happened and have been performed in regular and due time, form and manner as required by law; and

WHEREAS, it is proposed that the Authority should take all such additional actions, make all such elections, authorize the filings of such certificates, applications, reports and notices, and authorize such other actions and proceedings as shall be necessary in connection with the legal defeasance of the Series 2005C Bonds.

NOW, THEREFORE, BE IT RESOLVED, DETERMINED AND ORDERED BY THE BOARD OF COMMISSIONERS OF THE AUTHORITY, ACTING FOR AND ON BEHALF OF THE AUTHORITY, AS FOLLOWS:

SECTION 1. This Resolution is adopted pursuant to the Act.

SECTION 2. Pursuant to the Act, the funding of the Escrow Fund in accordance with the Escrow Trust Agreement for the legal defeasance of the Series 2005C Bonds is hereby authorized.

SECTION 3. To implement the Series 2005C Bonds Legal Defeasance Project, the creation and funding of the Escrow Fund under the Escrow Trust Agreement are hereby authorized, subject to the provisions of this Resolution, the Original Indenture, as amended and supplemented, and the Second Supplemental Indenture.

SECTION 4. In accordance with the requirements of the Act, the Board hereby finds, determines and adjudicates that (a) the Authority, upon the advice of its Financial Advisor, authorizes the use of the Series 2005C Bonds Interest Fund, the Series 2005C Bonds Principal Fund, Customer Facility Charges and General Airport Revenues to fund the Escrow Fund for the implementation of the Series 2005C Bonds Legal Defeasance Project and shall cause payments to be made through the Escrow Agent in amounts which shall be equal to the amount payable as interest, premium, if any, and principal, at the stated maturities of the Series 2005C Bonds as set forth in the Escrow Trust Agreement in full compliance and conformity with all provisions of the Act; (b) the Series 2005C Bonds Legal Defeasance Project is for a lawful and valid purpose in that it will satisfy all of the applicable requirements of the Act, result in the enhancement of the Authority's financial stability and provide further financial flexibility to the Authority; (c) the Commission, upon the advice of its Financial Advisor, further authorizes the Escrow Agent to subscribe for U.S. Treasury Securities – State and Local Government Series, if such subscription is deemed necessary by the Financial Advisor in connection with the Series 2005C Bonds Legal Defeasance Project; and (d) the Commission, upon the advice of its Financial Advisor, further authorizes the Escrow Agent to purchase U.S. Treasury Securities in the “open market,” if such purchase is deemed necessary by the Financial Advisor in connection with the Series 2005C Bonds Legal Defeasance Project.

SECTION 5. The Series 2005C Bonds shall be secured solely by any bond insurance previously-purchased by the Authority and by the irrevocable Escrow Trust Agreement, upon verification by SMC Terminus Group, Inc. (Terminus Analytics), the Verification Agent selected by the Financial Advisor, of the sufficiency of the moneys and investments in the Escrow Fund to pay the interest, premium, if any, and principal of the Series 2005C Bonds, as they mature. The legal defeasance of the Series 2005C Bonds will not constitute new bond debt or a bond issuance of any kind, and it will not create any new liability or obligation for the Authority, the City, the State or any political subdivision thereof, nor shall it constitute or be secured by a pledge of the faith and credit of the Authority, the City, the State or any political subdivision thereof, but shall be payable solely as herein provided and will not directly, indirectly or contingently, obligate the City or the State to levy or to pledge any form of taxation whatsoever for the payment thereof.

SECTION 6. Except as supplemented by the First Supplemental Indenture, the Second Supplemental Indenture, the Third Supplemental Indenture, the Fourth Supplemental Indenture, the Fifth Supplemental Indenture, and the Sixth Supplemental Indenture, the Original Indenture, in the

form submitted at this meeting and made a part of this Resolution, as though set forth in full herein, shall be, and the same hereby is, ratified and confirmed in said form.

SECTION 7. The Escrow Trust Agreement in the form submitted at this meeting and made a part of this Resolution, as though set forth in full herein, shall be, and the same hereby is, approved in substantially said form. The Chairperson and the Chief Executive Officer are hereby authorized and directed to execute and deliver the Escrow Trust Agreement with such changes, insertions and omissions as may be approved by such officers, said execution being conclusive evidence of such approval.

SECTION 8. Copies of the documents provided for in Sections 6 and 7 of this Resolution in the forms submitted at this meeting and approved in substantially said forms by this Resolution are on file in the office of the Chief Executive Officer.

SECTION 9. The Authority deems it most advantageous to designate, and hereby designates, Trustmark National Bank as Escrow Agent under the Escrow Trust Agreement for the legal defeasance of the Series 2005C Bonds.

SECTION 10. Except as otherwise expressly provided herein, nothing in this Resolution, express or implied, is intended or shall be construed to confer upon any person or firm or corporation other than the Authority, the Trustee, the Escrow Agent, and the holders of the Series 2005C Bonds issued under the Original Indenture (as amended and supplemented) and the Second Supplemental Indenture, any right, remedy or claim, legal or equitable, under and by reason of this Resolution or any of the provisions hereof, or the Original Indenture (as amended and supplemented) and the Second Supplemental Indenture, or any provision of either. This Resolution, the Original Indenture (as amended and supplemented), the Second Supplemental Indenture, and all of their provisions are intended to be and shall be for the sole and exclusive benefit of the Authority and the holders, from time to time, of the Series 2005C Bonds, and to the extent applicable thereto, the holders, from time to time, of the Series 2017 Refunding Bonds, the Series 2015 Refunding Bonds, and any Additional Bonds subsequently issued under the Original Indenture, as amended and supplemented from time to time.

SECTION 11. In case any one or more of the provisions of this Resolution, the Original Indenture (as amended and supplemented), the Second Supplemental Indenture and the Escrow Trust Agreement hereby approved shall, for any reason, be held to be illegal or invalid, such illegality or invalidity shall not affect any of the other provisions of this Resolution, the Original Indenture (as amended and supplemented), the Second Supplemental Indenture or the Escrow Trust Agreement, but this Resolution, the Original Indenture (as amended and supplemented), the Second Supplemental Indenture and the Escrow Trust Agreement shall be construed and enforced as if such illegal or invalid provision or provisions had not been contained therein. The terms and conditions set forth in the Escrow Trust Agreement, the pledge of the moneys and property under the Escrow Trust Agreement, the creation of the funds provided for in the Escrow Trust Agreement, and the handling of said moneys, property and receipts are all commitments and agreements on the part of the Authority, and the validity or the invalidity of the Escrow Trust Agreement shall not affect the commitments on the part of the Authority to create such funds and to handle such proceeds and such moneys, property and receipts for the purposes, in the manner and according to the terms and

conditions fixed in the Original Indenture (as amended and supplemented), the Second Supplemental Indenture, and the Escrow Trust Agreement, it being the intention hereof that such commitments on the part of the Authority are binding as if contained in this Resolution separate and apart from the Original Indenture (as amended and supplemented), the Second Supplemental Indenture, and the Escrow Trust Agreement.

SECTION 12. The Chief Executive Officer is hereby authorized to cause to be paid from the Series 2005C Costs of Defeasance Account such legal, accounting, financial and printing expenses, and all such other expenses, incurred by or on behalf of the Authority, the Trustee, and the Escrow Trust Agent in connection with the legal defeasance of the Series 2005C Bonds.

SECTION 13. The Chief Executive Officer, the Chairperson and any other officer of the Authority or member of the Commission be, and each of them are hereby, authorized and directed to do all acts and things required by them by this Resolution, the Original Indenture (as amended and supplemented), the Second Supplemental Indenture, and the Escrow Trust Agreement for the full and complete performance of all the terms, covenants and agreements contained in this Resolution, the Original Indenture (as amended and supplemented), the Second Supplemental Indenture, the Escrow Trust Agreement, and all of the documents necessary to conclude the legal defeasance of the Series 2005C Bonds.

SECTION 14. No stipulation, obligation or agreement herein contained or contained in the Original Indenture (as amended and supplemented), the Second Supplemental Indenture, and the Escrow Trust Agreement, or other documents necessary to conclude the legal defeasance of the Series 2005C Bonds shall be deemed to be a stipulation, obligation or agreement of any officer, director, agent or employee of the Authority or member of the Commission in his or her individual capacity, and no such officer, director, agent, employee, or member shall be personally liable on the Series 2005C Bonds or be subject to personal liability or accountability by reason of the legal defeasance thereof.

SECTION 15. The Chief Executive Officer is hereby authorized and directed to prepare and furnish to the Trustee and Escrow Agent certified copies of all the proceedings and records of the Authority relating to the legal defeasance of the Series 2005C Bonds, and such other affidavits and certificates as may be required to show the facts relating to the legality of the defeasance of the Series 2005C Bonds as such facts appear from the books and records in the Chief Executive Officer's custody and control or as otherwise known to him; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the Authority as to the truth of all statements contained therein.

SECTION 16. From and after the execution and delivery of the documents hereinabove authorized, the proper officers, directors, agents, and employees of the Authority and members of the Commission are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents, as may be necessary, to carry out and comply with the provisions of said documents, as executed, and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the legal defeasance of the Series 2005C Bonds and the execution and delivery of the Escrow

Trust Agreement or other documents necessary to conclude the legal defeasance of the Series 2005C Bonds, and to document the Authority's compliance with the Act.

SECTION 17. The Chief Executive Officer and the Chairperson shall be, and hereby are, authorized and directed to make all final determinations necessary in connection with the legal defeasance of the Series 2005C Bonds and to execute and deliver in connection therewith all such other documents, certificates and reports as requested in connection therewith and approved by the Commission's counsel.

SECTION 18. All acts and doings of the officers of the Authority which are in conformity with the purposes and intents of this Resolution and in furtherance of the legal defeasance of the Series 2005C Bonds, and the execution, delivery and performance of the Original Indenture (as amended and supplemented), the Second Supplemental Indenture, and the Escrow Trust Agreement shall be, and the same hereby are, in all respects, approved and confirmed.

SECTION 19. This Resolution and all acts, permissions, and authorizations provided for hereunder shall become effective immediately, and all resolutions and orders, or parts thereof, in conflict herewith are, to the extent of such conflict, repealed.

The motion was seconded by Commissioner LTC(R) Wright, and the question being put to a vote, the Resolution was adopted by the Commissioners, voting as follows:

Yeas: Bernard, Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

The motion having received the affirmative vote of all of the members of the Board of Commissioners of the Jackson Municipal Airport Authority present, being a quorum of said Board, the Chairperson declared the motion carried and the Resolution adopted, this the 25th day of June 2018.

VII. ACTION ITEMS

A. Financial Matters

1. Financial Reports for May 2018:

(a) Balance Sheet: Accept.....Page 34

(b) Income Statement: Accept.....Page 37

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

RESOLUTION CY-2018-83

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

Upon motion by Vice Chairman Harris, seconded by Commissioner Bernard, 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 May 31, 2018, which were included in the Packet, at pages 34-38 and distributed to the Board prior to the June 25, 2018, Regular Monthly Meeting of the Board.

IT IS, THEREFORE, RESOLVED that the Board hereby accepts and approves the May 2018 Financial Reports.

Yeas: Bernard, Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

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(c) *Claims Docket for May 2018: Approve.....Page 39*

In response to Chairman Henley's inquiry, Mr. Newman informed the Board that Mid-South Uniforms is located in Jackson, MS.

Next, in response to Chairman Henley's inquiry, Mr. Newman informed the Board that the funds for payment to the Great Jackson Area Council was included in JMAA's budget.

Chairman Henley then asked the reason for Claim No. 095115, in the amount of \$34,650.00, of On Spot Productions. In response, Mr. Newman stated that the payment was for air service advertisement commercials that will be presented to the Board for approval in the near future.

Further, Chairman Henley asked the reason(s) for increased amount of the categories of "rentals" and "minor equipment and appliances" during the month of May 2018. Ms. Branson stated that increases during May, 2018 are related to the Industry Day Event. She also added that the increase in the "business meals" section is a result of the Industry Day Event as well.

Lastly, Ms. Branson identified several vendors and amounts that are included in the payments as to the "Other Services" line item.

RESOLUTION CY-2018-84

RESOLUTION APPROVING THE CLAIMS DOCKET FOR THE MONTH AND PERIOD ENDING MAY 31, 2018

Upon motion by Vice Chairman Harris, 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 May 31, 2018, which was included in the Packet, at pages 39-42, and distributed to the Board prior to the June 25, 2018, Regular Monthly Meeting of the Board.

IT IS, THEREFORE, RESOLVED that the Board hereby authorizes payment of the Claims in the amount of \$2,348,157.01.

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

June 25, 2018

2. Financial Investment Policy, JMAA: Adoption of A Policy.....Page 43

RESOLUTION CY-2018-85

RESOLUTION ADOPTING FINANCIAL INVESTMENT POLICY FOR THE JACKSON MUNICIPAL AIRPORT AUTHORITY

Upon motion by Vice Chairman Harris, seconded by Commissioner Bernard, the following **RESOLUTION** was made and approved by unanimous vote.

WHEREAS, the Board has considered Staff's request for adoption of a Financial Investment Policy for the Jackson Municipal Airport Authority ("JMAA"); and

WHEREAS, JMAA does not currently have a Board-approved Financial Investment Policy that governs the investment of excess cash; and

WHEREAS, a Board-adopted investment policy will establish investment guidelines for Staff and Investment Managers, as well as establish a reporting structure to govern investment activities; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated June 25, 2018, along with the proposed policy attached as Exhibit A thereto, found at pages 43-49 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that the Financial Investment Policy for the JMAA, located at pages 44-49 of the Meeting Packet, is hereby adopted; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated June 25, 2018, along with the proposed policy attached as Exhibit A thereto, found at pages 43-49 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

June 25, 2018

B. Construction Projects

None

C. Procurements

None

D. Service Agreements

1. *Main Terminal 5th Floor and West Concourse Replacement of Roofs, JAN: Authorization to Award A Professional Services Contract and Approval of the Project Budget for this Phase of the Project (Durell Design Group, PLLC).....Page 50*

RESOLUTION CY-2018-86

RESOLUTION GRANTING AUTHORITY TO AWARD AN ARCHITECTURAL DESIGN AND CONSTRUCTION OVERSIGHT PROFESSIONAL SERVICES AGREEMENT TO DURELL DESIGN GROUP, PLLC AS TO THE MAIN TERMINAL 5TH FLOOR AND WEST CONCOURSE ROOFS AT JAN AND APPROVAL OF THE PROJECT BUDGET

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

WHEREAS, on April 24, 2018, JMAA received two (2) Statements of Qualifications (“SOQs”) in connection with the replacement of the Main Terminal 5th Floor and West Concourse Roofs at Jackson-Medgar Wiley Evers International Airport (“JAN”) (“Project”) and

WHEREAS, the SOQs were reviewed by Staff and Staff recommends awarding the contract to the Durrell Design Group, PLLC (“Durrell Design Group”) of Jackson, Mississippi, as it had the highest score of the Selection Committee; and

WHEREAS, the Board has considered the request of Staff for: (i) authorization to award the contract to Durrell Design Group of Jackson, Mississippi, for fees not to exceed \$56,625.00; and (ii) approval of the budget amount of \$89,825.00 for this phase of the Project; and

WHEREAS, Durrell Design Group will be supported by Advanced Environmental Consultants, LLC of Jackson, MS, a JMAA certified Disadvantaged Business Enterprise (“DBE”), which will receive 6.2% of the amounts paid to Durrell Design Group; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated June 25, 2018, at pages 50-53 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that as to replacement of the Main Terminal 5th Floor and West Concourse Roofs at the Jackson-Medgar Wiley Evers International Airport (“JAN”), after reviewing the two (2) SOQs received, it is Staff’s recommendation to award the contract to the Durrell Design Group which had the highest Selection Committee score; and

IT IS, THEREFORE, FURTHER RESOLVED that: (i) Staff is authorized to award the contract to the Durrell Design Group of Jackson, Mississippi, for fees not to exceed \$56,625.00; and (ii) the budget amount of \$89,825.00 for this phase of the Project is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that Durrell Design Group shall be supported by Advanced Environmental Consultants, LLC of Jackson, MS, a JMAA certified Disadvantaged Business Enterprise (“DBE”), which shall receive 6.2% of the amounts paid to Durrell Design Group; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests are fully explained in the Memorandum dated June 25, 2018, at pages 50-53 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

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2. ***Runway 16/34 Assessment and Overlay, HKS: Authorization to Amend the Existing Professional Services Contract Agreement, Approval of Additional Cost for Additional Services, and Approval of the New Total Contract Amount (Aviation Group Mississippi, LLC).....Page 54***

RESOLUTION CY-2018-87

RESOLUTION: (I) GRANTING AUTHORITY TO EXECUTE AN AMENDMENT TO THE AGREEMENT WITH AVIATION GROUP MISSISSIPPI, LLC TO INCREASE THE SCOPE OF WORK; (II) APPROVING THE ADDITIONAL COST; AND (III) APPROVING THE NEW CONTRACT AMOUNT

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: (i) authority to amend the existing November 6, 2012, Professional Services Agreement ("Agreement") with Aviation Group Mississippi, LLC of Jackson, Mississippi ("AGM"), to increase the scope of work for professional engineering and related services in connection with an engineering assessment and overlay of Runway 16/34 at Hawkins Field Airport ("HKS"); (ii) approval of the additional cost for the additional services in an amount not to exceed \$258,803.21; and (iii) approval of the new, total contract amount not to exceed \$1,097,723.21; and

WHEREAS, AJA Management & Technical Services, Inc. ("AJA") of Jackson, Mississippi, a Certified Disadvantaged Business Enterprise ("DBE"), shall provide support services, as a sub-consultant to AGM, and shall receive 29.8% of the amounts paid to AGM under the amended Agreement; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated June 25, 2018, at pages 54-57 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) Staff is authorized to amend the existing November 6, 2012 Professional Services Agreement ("Agreement") with Aviation Group Mississippi, LLC of Jackson, Mississippi ("AGM") to increase the scope of work for professional engineering and related services in connection with an engineering assessment and overlay of Runway 16/34 at Hawkins Field Airport ("HKS"); (ii) the additional cost for the additional services in an amount not to exceed \$258,803.21 is approved; and (iii) the new, total contract amount not to exceed \$1,097,723.21 is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that AJA Management & Technical Services, Inc. ("AJA") of Jackson, Mississippi, a Certified Disadvantaged Business Enterprise ("DBE"), shall provide support services as a sub-consultant to AGM and shall receive 29.8% of the amounts paid to AGM under the amended Agreement; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests are fully explained in the Memorandum dated June 25, 2018, at pages 54-57 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

June 25, 2018

3. *Enterprise Resource Planning (ERP) Solution, JMAA: Authorization to Execute Agreement and Use the Remaining Balance of the Previously Approved ERP Project Budget (Tyler Technologies).....Page 58*

In response to Commissioner LTC(R) Wright's inquiry, Mr. Newman stated that he would provide Mr. Abe Hudson's (Abe Hudson Consulting Services) contact information to Commissioner LTC(R) Wright.

RESOLUTION CY-2018-88

RESOLUTION GRANTING AUTHORITY TO: (I) EXECUTE AN AGREEMENT WITH TYLER TECHNOLOGIES TO PROVIDE SERVICES IN SUPPORT OF IMPLEMENTING AN ENTERPRISE RESOURCE PLANNING ("ERP") SOLUTION FOR JACKSON MUNICIPAL AIRPORT AUTHORITY; AND (II) UTILIZE THE REMAINING BALANCE OF THE ERP PROJECT BUDGET

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

WHEREAS, the Board has considered the request of Staff for authority to: (i) execute an agreement with Tyler Technologies ("Tyler"), a Delaware Corporation, headquartered in Plano, Texas, to provide software licenses, technical support, and hosting services in support of implementing an Enterprise Resource Planning ("ERP") solution for the Jackson Municipal Airport Authority ("JMAA") for a total amount not to exceed \$708,096.00 ("Agreement"); and (ii) utilize \$66,904.00, the remaining balance of the previously approved \$775,000.00 ERP Project Budget to secure any needed additional services, licenses, etc. from Tyler outside the scope of work of the Agreement; and

WHEREAS, the additional funds will be needed to secure additional services, licenses, etc., from Tyler, outside the scope of work of JMAA's proposed Agreement with Tyler, that may arise to complete the ERP Project; and

WHEREAS, the ERP solution will enable Staff to collectively manage financials, human capital, and enterprise/capital assets at Jackson-Medgar Wiley Evers International Airport and Hawkins Field Airport; and

WHEREAS, Abe Hudson Consulting Services, a Mississippi Corporation, headquartered in Cleveland, MS, and Certified Minority Business Enterprise ("MBE") shall provide support services, as a subcontractor to Tyler, consisting of consulting and client project management, and shall receive 21.5% of the amounts paid to Tyler under the agreement; and

WHEREAS, JMAA’s DBE department determined that Tyler made a good faith effort to achieve the DBE goal of 25%; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated June 25, 2018, at pages 58-61 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that Staff is authorized to: (i) execute an agreement with Tyler Technologies (“Tyler”), a Delaware Corporation, headquartered in Plano, Texas, to provide software licenses, technical support, and hosting services in support of implementing an Enterprise Resource Planning (“ERP”) solution for the Jackson Municipal Airport Authority (“JMAA”) for a total amount not to exceed \$708,096.00 (“Agreement”); and (ii) utilize \$66,904.00, the remaining balance of the previously approved \$775,000.00 ERP Project Budget to secure any needed additional services, licenses, etc. from Tyler outside the scope of work of the Agreement; and

IT IS, THEREFORE, FURTHER RESOLVED that Abe Hudson Consulting Services, a Mississippi Corporation, headquartered in Cleveland, MS and Certified Minority Business Enterprise (“MBE”) shall provide support services as a subcontractor to Tyler consisting of consulting and client project management, and shall receive 21.5% of the amounts paid to Tyler under the agreement; and

IT IS, THEREFORE, FURTHER RESOLVED that JMAA’s DBE department determined that Tyler made a good faith effort to achieve the DBE goal of 25%; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests are fully explained in the Memorandum dated June 25, 2018, at pages 58-61 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

June 25, 2018

4. *Flight Information Display System (FIDS), JMAA: Authorization to Solicit Proposals for Equipment, Software, Technical Support, Installation and Training Services and Approval of the Total Proposed Project Budget*

.....Page 62

RESOLUTION CY-2018-89

RESOLUTION GRANTING AUTHORITY TO PUBLISH A REQUEST FOR PROPOSALS FOR EQUIPMENT, SOFTWARE, TECHNICAL SUPPORT, INSTALLATION, AND TRAINING SERVICES IN SUPPORT OF REPLACING THE

FLIGHT INFORMATION DISPLAY SYSTEM FOR JACKSON MUNICIPAL AIRPORT AUTHORITY AND APPROVAL OF THE PROPOSED BUDGET

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: (i) authority to solicit proposals for equipment, software, technical support, installation, and training services in support of replacing the Flight Information Display System ("FIDS") for the Jackson Municipal Airport Authority ("JMAA"); and (ii) approval of the total proposed project budget amount not to exceed \$200,000.00; and

WHEREAS, the new FIDS will be deployed at the Jackson-Medgar Wiley Evers International Airport ("JAN"); and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated June 25, 2018, found at pages 62-64 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) Staff is authorized to solicit proposals for equipment, software, technical support, installation, and training services in support of replacing the Flight Information Display System ("FIDS") for the Jackson Municipal Airport Authority ("JMAA"); and (ii) the total proposed project budget amount not to exceed \$200,000.00 is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests are fully explained in the Memorandum dated June 25, 2018, found at pages 62-64 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

June 25, 2018

E. Grants

- 1. Federal Aviation Administration's ("FAA") AIP Grant Offers, JMAA: Authorization to Accept.....Page 65*

RESOLUTION CY-2018-90

RESOLUTION GRANTING AUTHORITY TO ACCEPT FEDERAL AVIATION ADMINISTRATION GRANT OFFERS

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

WHEREAS, the Board has considered Staff's request for authority to accept six (6) Federal Aviation Administration ("FAA") Airport Improvement Program ("AIP") grant offers; and

WHEREAS, the grant offers will provide for professional and construction services projects at: (a) the Jackson-Medgar Wiley Evers International Airport ("JAN") and consist of: (i) an amount not to exceed \$884,119.00, in support of the costs associated with Project No. 011-17, the Upper Roadway Rehabilitation Project; (ii) an amount not to exceed \$522,643.00, in support of costs associated with Project No. 001-15, the Roadway Signage Improvements Project; (iii) an amount not to exceed \$92,340.00, in support of costs associated with the East Metro Corridor Land Use Development Plan; and (iv) an amount not to exceed \$4,664.00 in support of costs associated with the Hearing Loop System at Ticket Counters in the main terminal and concourses; and (b) the Hawkins Field Airport ("HKS") and consist of: (i) an amount not to exceed \$679,422.00, in support of costs associated with the HKS Runway 16/34 Rehabilitation; and (ii) an amount not to exceed \$70,688.00 in support of costs associated with the HKS Land Use Development Plan; and

WHEREAS, Staff is also further requesting authority to seek a resolution from the City Council of Jackson, Mississippi, to accept the Fiscal Year 2018 Airport Improvement Program (AIP) grant funds, in the amount not to exceed \$2,253,876.00 (the total amount of AIP Grant offers); and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated June 25, 2018, found at pages 65-66 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that Staff is authorized to accept six (6) Federal Aviation Administration ("FAA") Airport Improvement Program ("AIP") grant offers; and

IT IS, THEREFORE, FURTHER RESOLVED that the grant offers will provide for professional and construction services projects at: (a) the Jackson-Medgar Wiley Evers International Airport ("JAN") and consist of: (i) an amount not to exceed \$884,119.00, in support of the costs associated with Project No. 011-17, the Upper Roadway Rehabilitation Project; (ii) an amount not to exceed \$522,643.00, in support of costs associated with Project No. 001-15, the Roadway Signage Improvements Project; (iii) an amount not to exceed \$92,340.00, in support of costs associated with the East Metro Corridor Land Use Development Plan; and (iv) an amount not to exceed \$4,664.00 in support of costs associated with the Hearing Loop System at Ticket Counters in the main terminal and concourses; and (b) the Hawkins Field Airport ("HKS") and consist of (i) an amount not to exceed \$679,422.00, in support of costs associated with the Hawkins Field Airport ("HKS") Runway 16/34 Rehabilitation; and (ii) an amount not to exceed \$70,688.00 in support of costs associated with the HKS Land Use Development Plan; and

IT IS, THEREFORE, FURTHER RESOLVED that Staff is also authorized to seek a resolution from the City Council of Jackson, Mississippi, to accept the Fiscal Year 2018

Airport Improvement Program (AIP) grant funds, in the amount not to exceed \$2,253,876.00 (the total amount of AIP grant offers); and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests are fully explained in the Memorandum dated June 25, 2018, found at pages 65-66 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

June 25, 2018

2. *Mississippi Department of Transportation's ("MDOT") Grant Offers, JMAA: Authorization to Accept.....Page 67*

RESOLUTION CY-2018-91

RESOLUTION GRANTING AUTHORITY TO ACCEPT MISSISSIPPI DEPARTMENT OF TRANSPORTATION GRANT OFFER

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 accept six (6) Mississippi Department of Transportation ("MDOT") grant offers to provide professional and construction services for projects at the Jackson-Medgar Wiley Evers International Airport ("JAN") and the Hawkins Field Airport ("HKS"); and

WHEREAS, the grants consist of: (i) an amount not to exceed \$49,118.00 in support of the costs associated with Project No. 011-17, the Upper Roadway Rehabilitation Project; (ii) an amount not to exceed \$29,036.00, in support of costs associated with Project No. 001-15, the Roadway Signage Improvements Project; (iii) an amount not to exceed \$5,130.00, in support of costs associated with the East Metro Corridor Land Use Development Plan; (iv) an amount not to exceed \$259.00 in support of costs associated with the Hearing Loop System at Ticket Counters in the main terminal and concourses; (v) an amount not to exceed \$37,745.00 in support of costs associated with the HKS Runway 16/34 Rehabilitation; and (vi) an amount not to exceed \$3,927.00, in support of costs associated with the HKS Land Use Development Plan; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated June 25, 2018, found at pages 67-68 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that Staff is authorized to accept six (6) Mississippi Department of Transportation ("MDOT") grant offers to provide professional and construction services for projects at JAN and HKS; and

IT IS, THEREFORE, FURTHER RESOLVED that the grants consist of: (i) an amount not to exceed \$49,118.00 in support of the costs associated with Project No. 011-17, the Upper Roadway Rehabilitation Project; (ii) an amount not to exceed \$29,036.00, in support of costs associated with Project No. 001-15, the Roadway Signage Improvements Project; (iii) an amount not to exceed \$5,130.00, in support of costs associated with the East Metro Corridor Land Use Development Plan; (iv) an amount not to exceed \$259.00 in support of costs associated with the Hearing Loop System at Ticket Counters in the main terminal and concourses; (v) an amount not to exceed \$37,745.00 in support of costs associated with the HKS Runway 16/34 Rehabilitation; and (vi) an amount not to exceed \$3,927.00, in support of costs associated with the HKS Land Use Development Plan; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated June 25, 2018, found at pages 67-68 of the Meeting Packet.

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

June 25, 2018

F. Other Matters

1. *JJSA Aviation, LLC, JMAA: Authorization to Amend and Extend the Ground Lease Agreement.....Page 69*

RESOLUTION CY-2018-92

RESOLUTION GRANTING AUTHORITY TO EXECUTE AN AMENDED GROUND LEASE AGREEMENT WITH JJSA AVIATION, LLC (“JJSA”)

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

WHEREAS, the Board has considered Staff’s request for authority to execute an amended Ground Lease Agreement (“Agreement”) between the Jackson Municipal Airport Authority (“JMAA”) and JJSA Aviation, LLC (“JJSA”) regarding JJSA final five (5) year lease extension; and

WHEREAS, according to rental rate projections, the proposed amendment to the Agreement will allow JMAA to add a fuel farm charge to JJSA Aviation, LLC’s final five-year extension; and

WHEREAS, JMAA is projected to receive total revenue in the amount of \$23,527.04 per year during the final, five (5) year lease extension; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated June 25, 2018, found at pages 69-70 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that Staff is authorized to execute an amended Ground Lease Agreement (“Agreement”) between JMAA and JJSA; and

IT IS, THEREFORE, FURTHER RESOLVED that according to rental rate projections, JMAA shall receive total revenue in the amount of \$23,527.04 per year during the final, five (5) year lease extension; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated June 25, 2018, found at pages 69-70 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

June 25, 2018

- 2. *Non-Exclusive Concession Agreements for On-Airport Automobile Rental Operations With Car Rental Companies, JMAA: Authorization to Extend and Amend the Current Agreements (Enterprise Leasing Company-South Central, LLC (“Enterprise”); Avis Budget Car Rental, LLC (“AVIS”); and The Hertz Corporation (“Hertz”)).....Page 71*

RESOLUTION CY-2018-93

RESOLUTION GRANTING AUTHORITY TO EXERCISE ONE OF THE ONE (1) YEAR OPTIONS IN EACH OF THE CURRENT AGREEMENTS WITH ENTERPRISE LEASING COMPANY-SOUTH CENTRAL, LLC (“ENTERPRISE”), AVIS BUDGET CAR RENTAL, LLC (“AVIS”), AND HERTZ CORPORATION (“HERTZ”)

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: (i) exercise one (1) of the one (1) year extension options included in the current agreements with Enterprise Leasing Company-South Central, LLC (“Enterprise”); Avis Budget Car Rental, LLC (“Avis”); and the Hertz Corporation (“Hertz”) (collectively “Car Rental Companies”); and (ii) amend said three (3) agreements by:

1. Removing and replacing Exhibit C currently attached thereto, as cited in Section 4.1.(b)(iii) of the current Agreements, with a new Exhibit C that depicts the location of JMAA's new overflow lot;
2. Revising the Section 4.1.(b)(iii) of the current Agreements to reflect the correct approximate amount of parking space in the new overflow lot;
3. Deleting items (c) and (d) in "Section 6.3 Use of CFCs" of the Agreement, which references a loan that was contemplated at the time that the Agreement was originally executed, but which was never obtained by JMAA; and
4. Inserting language providing for the use of Customer Facility Charges (CFC) to credit the Concessionaire's rent for the Overflow Lot; and

WHEREAS, the amendments will improve the operational efficiencies at the Jackson-Medgar Wiley Evers International Airport and address the use of CFC funds; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated June 25, 2018, found at pages 71-72 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that Staff is authorized to: (i) exercise one (1) of the one (1) year extension options included in the current agreements with Enterprise Leasing Company-South Central, LLC ("Enterprise"); Avis Budget Car Rental, LLC ("Avis"); and the Hertz Corporation ("Hertz") (collectively "Car Rental Companies"); and (ii) amend said three (3) agreements by:

1. Removing and replacing Exhibit C currently attached thereto, as cited in Section 4.1.(b)(iii) of the current Agreements, with a new Exhibit C that depicts the location of JMAA's new overflow lot;
2. Revising the Section 4.1.(b)(iii) of the current Agreements to reflect the correct approximate amount of parking space in the new overflow lot;
3. Deleting items (c) and (d) in "Section 6.3 Use of CFCs" of the Agreement, which references a loan that was contemplated at the time that the Agreement was originally executed, but which was never obtained by JMAA; and
4. Inserting language providing for the use of Customer Facility Charges (CFC) to credit the Concessionaire's rent for the Overflow Lot; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests are fully explained in the Memorandum dated June 25, 2018, found at pages 71-72 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

June 25, 2018

3. *Evaluation and Consideration of Alternative Professional Services Vendors, JMAA: Authorization to Evaluate and Present Vendors as Potential Backup at the July 2018 Regular Board Meeting to Resolve Current Vendor Operational Issues.....Page 73*

RESOLUTION CY-2018-94

RESOLUTION GRANTING AUTHORITY TO EVALUATE AND PRESENT ALTERNATIVE PROFESSIONAL SERVICES VENDORS DURING THE JULY 2018 REGULAR BOARD MEETING

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 evaluate and present alternative professional services vendors as potential backup vendors at the Board's July 2018 Regular Board Meeting to resolve some current vendor operational issues; and

WHEREAS, JMAA evaluated the performance and operations of various JMAA professional service vendors and found certain operational issues, and therefore believes it is in the best interest of JMAA and its customers to evaluate other vendors as backup professional service providers, which are able to step in and provide the vendor services, should JMAA be unsuccessful in resolving operational issues; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated June 25, 2018, found at page 73 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that Staff is authorized to evaluate and present alternative professional services vendors as potential backup vendors at the Board's July 2018 Regular Board Meeting to resolve some current vendor operational issues; and

IT IS, THEREFORE, FURTHER RESOLVED that JMAA evaluated the performance and operations of various JMAA professional service vendors and found certain operational issues, and therefore believes it is in the best interest of JMAA and its customers to evaluate other vendors as backup professional service providers, which are able to step in and provide the vendor services, should JMAA be unsuccessful in resolving operational issues; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated June 25, 2018, found at page 73 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Reed, Wright

Nays: None
Abstentions: None

June 25, 2018

4. Federal Legislative Consulting Services, JMAA: Authorization to Extend Agreement (The Signal Group Consulting, LLC).....Page 74

RESOLUTION CY-2018-95

RESOLUTION GRANTING AUTHORITY TO EXECUTE AN AMENDED AGREEMENT WITH THE SIGNAL GROUP CONSULTING, LLC TO EXTEND THE EXISTING TERM FOR CONSULTING SERVICES

Upon motion by Vice Chairman Harris, seconded by Commissioner Reed the following **RESOLUTION** was made and approved by majority vote 4-1-0.

WHEREAS, the Board has considered Staff’s request for authority to execute an amendment extending the term of the existing Jackson Municipal Airport Authority (“JMAA”) agreement with The Signal Group Consulting, LLC (“Signal”) from July 2018 to July 2019 at the current rate of \$8,333.33 per month or \$100,000.00 annually, inclusive of expenses; and

WHEREAS, Signal shall be supported in their “federal lobbying” efforts by Exstare Federal Services Group (“Exstare”) of Alexandria, Virginia, a JMAA-certified Disadvantaged Business Enterprise Exstare which shall receive 25% of the amounts paid to Signal under the extended agreement; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated June 25, 2018, found at pages 74-76 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that Staff is authorized to execute an amendment extending the term of the existing JMAA agreement with Signal from July 2018 to July 2019 at the current rate of \$8,333.33 per month or \$100,000.00 annually, inclusive of expenses; and

IT IS, THEREFORE, FURTHER RESOLVED that Signal shall be supported in their “federal lobbying” efforts by Exstare of Alexandria, Virginia, a JMAA-certified Disadvantaged Business Enterprise, Exstare which shall receive 25% of the amounts paid to Signal under the extended agreement; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated June 25, 2018, found at pages 74-76 of the Meeting Packet.

Yeas: Bernard, Harris, Reed, Wright
Nays: Henley

Abstentions: None

June 25, 2018

G. New Business

Vice Chairman Harris announced that she wanted to present new business concerning a personnel matter and requested that the Board consider taking up said matter in executive session.

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. Vice Chairman Harris then moved that the Board go into a Closed Session to discuss whether to go into an Executive Session to consider matters that she believed could be discussed in Executive Session and Commissioner Bernard seconded the motion.

The Board unanimously resolved to close the Meeting. Chairman Pastor Henley asked all, except Mr. Carl Newman, CEO, Mr. Perry Miller, COO, 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 4:30 p.m.

Pursuant to Bylaw provisions regarding Commissioners participation in Closed and Executive Session by telephone, Chairman Pastor Henley asked Commissioner Reed the questions contained in the Bylaws. In response to those questions, Commissioner Reed stated the following:

- i. that the device that she was using to participate in the June 25, 2018 Meeting of the Board of Commissioners does not potentially allow persons other than her to hear the Meeting's proceedings;
- ii. that in the location where she is participating in the June 25, 2018 Meeting of the Board of Commissioners, no other person is able to hear any of the Board Meeting's proceedings;
- iii. that neither she nor any other person or entity is currently or will be recording the Executive Session; and
- iv. that she will immediately inform the other Commissioners participating in the Board Meeting if any of the above matters, affirmed by her, cease to exist during the course of the Executive Session and, in the event that occurs, she shall immediately terminate her participation in the Executive Session by disconnecting the device that she is using to participate in the Meeting of the Board of

Commissioners.

CLOSED SESSION

Vice Chairman Harris then moved that the Board enter Executive Session to discuss one (1) pending litigation matter, Jackson Municipal Airport Authority, Et Al. v Governor Phil Bryant, Et Al., one (1) personnel matter regarding an incumbent employee, and one (1) personnel matter regarding a new JMAA Department. 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 4:39 p.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) pending litigation matter, Jackson Municipal Airport Authority, Et Al. v Governor Phil Bryant, Et Al., one (1) personnel matter regarding an incumbent employee, and one (1) personnel matter regarding a new JMAA Department.

Chairman Pastor Henley asked all present, except the Board of Commissioners, to vacate the room.

The Board went into Executive Session at 4:43 p.m.

EXECUTIVE SESSION

During the Executive Session, the Board discussed one (1) pending litigation matter, Jackson Municipal Airport Authority, Et Al. v Governor Phil Bryant, Et Al., one (1) personnel matter regarding an incumbent employee, and one (1) personnel matter regarding incorporating a new JMAA Department.

- 1. The Board took no action as to the one (1) pending litigation matter, Jackson Municipal Airport Authority, Et Al. v Governor Phil Bryant, Et Al.*
- 2. The Board took the following action as to the one (1) personnel matter regarding an incumbent employee.*

RESOLUTION CY-2018-96

RESOLUTION AUTHORIZING CERTAIN ACTION RELATED TO ONE (1) PERSONNEL MATTER REGARDING AN INCUMBENT EMPLOYEE

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

WHEREAS, the Board has considered the evaluation and salary of JMAA's Chief Executive Officer as well as the discussion held during Executive Session; and

IT IS, THEREFORE, RESOLVED that the salary of JMAA's current Chief Executive Officer shall be set at the amount determined and specified by the JMAA Board of Commissioners during Executive Session.

Yeas: Bernard, Harris, Henley, Reed, Wright

Nays: None

Abstentions: None

June 25, 2018

3. *The Board took the following action as to the one (1) personnel matter regarding incorporating a new JMAA Department.*

RESOLUTION CY-2018-97

RESOLUTION AUTHORIZING CERTAIN ACTION RELATED TO INCORPORATING A NEW JMAA DEPARTMENT

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

WHEREAS, the Board has considered the discussion held during Executive Session.

IT IS, THEREFORE, RESOLVED that JMAA's Chief Executive Officer is authorized to include an in house legal department, separate and distinct from JMAA's current General Counsel, in the proposed 2019 Fiscal Year.

Yeas: Bernard, Harris, Reed, Wright

Nays: Henley

Abstentions: None

June 25, 2018

Upon motion by Vice Chairman Harris, seconded by Commissioner LTC(R) Wright, and unanimous approval of the Commissioners, the Executive Session ended at 5:59 p.m.

Open Session reconvened at 6:00 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 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) pending litigation matter, Jackson Municipal Airport Authority, Et Al. v Governor Phil Bryant, Et Al., one (1) personnel matter regarding an incumbent employee, and one (1) personnel matter regarding including in the proposed 2019 Fiscal Year Budget an in house legal department, separate and distinct from JMAA's current General Counsel in the proposed 2019 Fiscal Year Budget.

VIII. ADJOURNMENT

Thereafter, it was moved by Vice Chairman Harris, 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 6:08 p.m.

Respectfully submitted,

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

Ms. LaWanda D. Harris, Commissioner and Vice Chairman

Ms. Evelyn O. Reed, Commissioner

Mr. Lee A. Bernard, Jr., Commissioner

LTC(R) Lucius Wright, Commissioner