

**SPECIAL MEETING OF JACKSON MUNICIPAL
AIRPORT AUTHORITY BOARD OF COMMISSIONERS
FEBRUARY 10, 2020**

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 Special Meeting in the Terminal Building, Hawkins Field Airport ("HKS"), West Ramp Road, in Jackson, Mississippi, at 9:00 a.m., on Monday, February 10, 2020 (the "Meeting"), pursuant to proper notice. A copy of the Notice is attached as an Exhibit to the February 10, 2020, Special Meeting Minutes.

Chairman LaWanda D. Harris, presided, called the Meeting to order at 9:00 a.m., and called the roll of Commissioners.

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

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

Chairman Harris, announced that a quorum was present at the Special 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 Special Meeting of the Board scheduled for 9:00 a.m. on Monday, February 10, 2020, in the Terminal Building, Hawkins Field Airport ("HKS"), in Jackson, Mississippi. The following other persons were also present at the Meeting:

Paul A. Brown, JMAA's Chief Executive Officer
John L. Walker, Esq., Walker Group, PC, Attorneys at Law
Kevin Bass, Esq., Walker Group, PC, Attorneys at Law
And persons listed on **EXHIBIT A: Sign-in Sheet for 2-10-20**

II. INVOCATION

Vice-Chairman Robert E. Martin gave the Invocation.

III. APPROVAL OF BOARD NOTICE

- A. Notice of the Special Meeting of the Board of Commissioners ("The Board") of the Jackson Municipal Airport Authority ("JMAA") on Monday, February 10, 2020, at 9:00 a.m.

~~RESOLUTION CY-2020-19~~

APPROVAL OF THE NOTICE OF THE FEBRUARY 10, 2020 SPECIAL MEETING

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

RESOLVED that the Board hereby approves the Notice of the February 10, 2020, Special Meeting and directs that said Notice be filed in the appropriate minute book and records of the Authority.

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

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IV. PUBLIC COMMENTS

None.

Chairman Harris informed the Board that the February Pre-Work Session Meeting will be held on February 14, 2020, at Hawkins Field Airport at 12:00 Noon.

V. PROFESSIONAL SERVICE MATTERS

1. Legal Services

Attorney John L. Walker announced that Gloria Green, Esquire, will be working with Walker Group, PC, as to performing legal/contract review services for the Jackson Municipal Airport Authority. He announced that Attorney Green's resume was distributed to each Commissioner for review.

In response to Commissioner LTC(R) Wright's next inquiry, Attorney Walker informed the Board that Attorney Green's past work with the Attorney General's Office was not related to any of JMAA's current litigation with the State of Mississippi.

RESOLUTION CY-2020-20

RESOLUTION ACKNOWLEDGING THAT GLORIA GREEN, ESQUIRE, WILL WORK WITH WALKER GROUP, PC, TO PERFORM LEGAL/CONTRACT REVIEW SERVICES FOR JMAA

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

WHEREAS, the Walker Group, PC, Board Counsel for Jackson Municipal Airport Authority (“JMAA”), announced that Gloria Green, Esquire, will be working with Walker Group, PC, to perform Legal/Contract Review Services for JMAA.

IT IS, THEREFORE, RESOLVED the Board acknowledges that Gloria Green, Esquire, will be working with Walker Group, PC, to perform Legal/Contract Review Services for JMAA.

Yeas: Harris, Martin, Wright

Nays: Henley

Abstentions: None

February 10, 2020

VI. FISCAL YEAR 2020 BUDGET AMENDMENTS

A. Board Memo Finance 2020-04: Budget Amendment

Upon Motion by Vice-Chairman Martin, seconded by Commissioner LTC(R) Wright, the JMAA Board considered Staff’s request for authorization amend the Fiscal Year 2020 Operating and Maintenance Budget.

During the discussion period, Commissioner Pastor Henley requested a list of the new positions, etc.

After some additional discussion, the Board determined that this request should be considered at a later point on the Agenda, and Chairman Harris moved to table this item.

Vice-Chairman Martin seconded the motion to table this item, and it was approved by a unanimous vote.

Yeas: Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

Chairman Harris announced that the Board would consider and discuss personnel matters and potential litigation regarding contractual matters and JMAA Bylaws and Policies during a closed session, to determine whether entering Executive Session is appropriate. She then stated that the Board would move ahead to Item No. X on the Agenda.

X. PROCUREMENT OF VEHICLES

A. Board Memo DPSO 2020-07: Amendment

~~RESOLUTION CY-2020-21~~

RESOLUTION AMENDING RESOLUTION CY-2020-7 TO INCREASE THE AUTHORIZED NOT TO EXCEED PURCHASE AMOUNT OF VEHICLES

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

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") desires to amend Resolution CY-2020-7 to increase the authorized not to exceed purchase amount for three (3) vehicles included therein from \$104,000.00 to \$107,330.00; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated February 10, 2020, located in the February 10, 2020 Special Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that Resolution CY-2020-7 is amended to read that the not to exceed purchase amount for the three (3) vehicles identified therein is \$107,330.00:

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated February 10, 2020, located in the February 10, 2020 Special Meeting Packet.

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

February 10, 2020

OPEN SESSION

The Board, pursuant to the motion of Commissioner LTC(R) Wright, seconded by Vice-Chairman Martin, by unanimous vote, resolved to close the Meeting. Chairman Harris asked all, except Mr. Paul A. Brown, CEO, and attorneys from Walker Group, PC, to vacate the room.

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

The Board went into Closed Session at 9:29 a.m.

CLOSED SESSION

After discussion regarding the matter proposed to be discussed in Executive Session, Vice-Chairman Martin moved that the Board enter Executive Session to consider: a personnel matter regarding the classification of employees; two (2) personnel matters regarding incumbent executive-level employees; a personnel matter regarding an incumbent employee; a personnel matter regarding a

prospective executive-level employee; a personnel matter regarding a prospective management-level employee; three (3) additional personnel matters regarding incumbent employees; a personnel matter regarding a prospective executive-level employee; litigation as to Via Airlines' bankruptcy; and potential litigation as to a bylaw and policy matter. Commissioner LTC(R) Wright seconded the motion, and the Commissioners unanimously resolved to enter Executive Session for the stated purpose.

The Closed Session ended at 9:34 a.m.

OPEN SESSION

Chairman Harris then invited all persons outside the room to re-enter, and some did. Chairman Harris then stated in Open Session that the Board, during Closed Session, voted to enter Executive Session to discuss: a personnel matter regarding the classification of employees; two (2) personnel matters regarding incumbent executive-level employees; a personnel matter regarding an incumbent employee; a personnel matter regarding a prospective executive-level employee; a personnel matter regarding a prospective management-level employee; three (3) additional personnel matters regarding incumbent employees; a personnel matter regarding a prospective executive-level employee; a litigation as to Via Airlines' bankruptcy; and a potential litigation as to a bylaw and policy matter. Further, she stated that Vice-Chairman Martin made the motion to go into Executive Session, and Commissioner LTC(R) Wright seconded the motion. Continuing, she said the Commissioners unanimously resolved to enter Executive Session for the stated purposes.

Chairman Harris asked all present, except for Mr. Paul A. Brown, CEO, attorneys from Walker Group, PC, and Mr. Michael Gater, Director of Human Resources and Interim Chief Administrative Officer, to vacate the room.

The Board went into Executive Session at 9:36 a.m.

EXECUTIVE SESSION

During the Executive Session, the Board discussed the following: a personnel matter regarding the classification of employees; two (2) personnel matters regarding incumbent executive-level employees; a personnel matter regarding an incumbent employee; a personnel matter regarding a prospective executive-level employee; a personnel matter regarding a prospective management-level employee; three (3) additional personnel matters regarding incumbent employees; a personnel matter regarding a prospective executive-level employee; litigation as to Via Airlines' bankruptcy; and potential litigation as to a bylaw and policy matter.

- 1. The Board took the following action as to the personnel matter regarding the classification of employees.*

RESOLUTION CY-2020-22

RESOLUTION ADOPTING THE UPDATED ORGANIZATIONAL CHART FOR THE JACKSON MUNICIPAL AIRPORT AUTHORITY

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

WHEREAS, the Jackson Municipal Airport Authority (“JMAA”) previously adopted an Organizational Chart for JMAA; and

WHEREAS, Mr. Paul A. Brown, CEO, recommended updating and amending JMAA’s current Organizational Chart in order for JMAA to operate more efficiently, effectively, and expeditiously; and

WHEREAS, the Board of Commissioners of JMAA reviewed and studied the proposed updated and amended Organizational Chart, a copy of which is attached to this Resolution as Exhibit 1, and the Board finds that said proposed amended Organizational Chart should be adopted and implemented as the Organizational Chart for JMAA.

IT IS, THEREFORE, RESOLVED that the Board approves the proposed updated and amended Organizational Chart, a copy of which is attached as Exhibit 1 to this Resolution, as the Organizational Chart for the Jackson Municipal Airport Authority and authorizes the use and implementation of said updated and amended Organizational Chart upon adoption of this resolution.

Yeas: Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

February 10, 2020

2. *The Board took the following actions as to the two (2) personnel matters regarding incumbent employees.*

- i. **RESOLUTION CY-2020-23**

RESOLUTION AS TO A PERSONNEL MATTER REGARDING AN INCUMBENT EMPLOYEE

Upon Motion by Vice-Chairman Martin, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and approved by majority vote (3-0-1).

WHEREAS, the JMAA Board of Commissioners considered the recommendation of Staff of Jackson Municipal Airport Authority (“JMAA”) as to particular actions specified during Executive Session regarding an incumbent employee; and

IT IS, THEREFORE, RESOLVED that JMAA Staff is authorized to take the particular

actions as to an incumbent employee specified during Executive Session.

Yeas: Harris, Martin, Wright

Nays: None

Abstentions: Henley

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Mr. Michael Gater, Director of Human Resources and Administration and Interim Chief Administrative Officer, exited the Executive Session at 9:52 a.m.

ii. **RESOLUTION CY-2020-24**

RESOLUTION AS TO A PERSONNEL MATTER REGARDING AN INCUMBENT EMPLOYEE

Upon Motion by Commissioner Pastor Henley, seconded by Vice-Chairman Martin, the following **RESOLUTION** was made and approved by a unanimous vote.

WHEREAS, the JMAA Board of Commissioners considered the recommendation of Staff of Jackson Municipal Airport Authority ("JMAA") as to an incumbent employee as specified during Executive Session.

IT IS, THEREFORE, RESOLVED that JMAA's Staff is authorized to take the action as specified during Executive Session as to an incumbent employee.

Yeas: Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

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3. *The Board took the following action as to a personnel matter regarding an incumbent employee.*

RESOLUTION CY-2020-25

RESOLUTION AS TO A PERSONNEL MATTER REGARDING AN INCUMBENT EMPLOYEE

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

WHEREAS, the JMAA Board of Commissioners considered the recommendation of Staff of Jackson Municipal Airport Authority ("JMAA") as to an incumbent employee as specified

during Executive Session.

IT IS, THEREFORE, RESOLVED that JMAA's Staff is authorized to take the action as specified during Executive Session as to an incumbent employee.

Yeas: Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

February 10, 2020

4. *The Board took the following action as to a personnel matter regarding a prospective executive-level employee.*

RESOLUTION CY-2020-26

RESOLUTION REGARDING A PROSPECTIVE EXECUTIVE-LEVEL EMPLOYEE

Upon motion by Commissioner Pastor Henley, seconded by Vice-Chairman Martin, the following **RESOLUTION** was made and approved by a unanimous vote.

WHEREAS, the Board considered and discussed the information provided by Staff of Jackson Municipal Airport Authority ("JMAA") as to a prospective executive-level position during the Executive Session; and

IT IS, THEREFORE, RESOLVED that the Board authorizes JMAA's CEO to offer employment to a prospective executive-level employee identified during Executive Session for an executive-level position with the benefit and compensation package specified during Executive Session.

Yeas: Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

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5. *The Board took the following action as to a personnel matter regarding a prospective management-level employee.*

RESOLUTION CY-2020-27

RESOLUTION REGARDING A PROSPECTIVE, MANAGEMENT-LEVEL EMPLOYEE

~~Upon motion by Commissioner Pastor Henley, seconded by Vice-Chairman Martin, the following **RESOLUTION** was made and approved by a unanimous vote.~~

WHEREAS, the Board considered and discussed the information provided by Staff of Jackson Municipal Airport Authority (“JMAA”) as to a prospective, management-level position during the Executive Session; and

IT IS, THEREFORE, RESOLVED that the Board authorizes JMAA’s CEO to offer employment to a prospective, management-level employee identified during Executive Session for a management-level position with the benefit and compensation package specified during Executive Session.

Yeas: Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

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6. *The Board took the following actions as to three (3) personnel matters regarding incumbent employees.*

i. **RESOLUTION CY-2020-28**

RESOLUTION AS TO A PERSONNEL MATTER REGARDING AN INCUMBENT EMPLOYEE

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

WHEREAS, the JMAA Board of Commissioners considered the current position, salary, and compensation package of an incumbent employee identified during Executive Session and considered promoting said employee to a position identified during Executive Session and adjusting said employee’s salary to an amount specified during Executive Session.

IT IS, THEREFORE, RESOLVED that the Board, after considering the current position, salary, and compensation package of an incumbent employee identified during Executive Session, promotes said employee to a position identified during Executive Session and adjusts said employee’s salary to an amount specified during Executive Session.

Yeas: Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

February 10, 2020

ii. **RESOLUTION CY-2020-29**

RESOLUTION AS TO PERSONNEL MATTER REGARDING AN INCUMBENT EMPLOYEE

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

WHEREAS, the JMAA Board of Commissioners considered the current position, salary, and compensation package of an incumbent employee identified during Executive Session and considered promoting said employee to a position identified during Executive Session and adjusting said employee's salary to an amount specified during Executive Session.

IT IS, THEREFORE, RESOLVED that the Board, after considering the current position, salary, and compensation package of an incumbent employee identified during Executive Session, promotes said employee to a position identified during Executive Session and adjusts said employee's salary to an amount specified during Executive Session.

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

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iii. RESOLUTION CY-2020-30

RESOLUTION AS TO A PERSONNEL MATTER REGARDING AN INCUMBENT EMPLOYEE

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

WHEREAS, the JMAA Board of Commissioners considered the current salary and compensation package of an incumbent employee and considered adjusting said salary to an amount specified during Executive Session.

IT IS, THEREFORE, RESOLVED that the Board, after considering the current salary and compensation package of an incumbent employee and adjusts said salary to the amount specified during Executive Session.

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

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7. *The Board took no action after discussing employment terms and conditions of existing job titles/positions.*

8. *The Board took the following action as to a contract matter as to Via Airlines.*

RESOLUTION CY-2020-31

RESOLUTION AS TO A LITIGATION MATTER REGARDING VIA AIRLINES' BANKRUPTCY

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

WHEREAS, the JMAA Board of Commissioners discussed and considered certain matters as to Via Airlines' Bankruptcy presented during the Executive Session.

IT IS, THEREFORE, RESOLVED that, after considering the matters discussed during Executive Session, the Board directs the CEO of Jackson Municipal Airport Authority ("JMAA") to take the actions discussed during Executive Session as to Via Airlines' Bankruptcy.

Yeas: Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

February 10, 2020

9. *The Board took no action as to the potential litigation matter as to a bylaw and policy matter*

Upon motion by Commissioner Pastor Henley, seconded by Vice-Chairman Martin, and unanimous approval, the Executive Session ended at 11:27 a.m.

OPEN SESSION

Open Session reconvened at 11:28 a.m.

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

Chairman Harris announced that the meeting was open. She then announced that during Executive Session, the above-stated actions were taken as to: a personnel matter regarding the classification of employees; two (2) personnel matters regarding incumbent employees; a personnel matter regarding an incumbent employee; a personnel matter regarding a prospective, executive-level employee; a personnel matter regarding a prospective, management-level employee; three (3) personnel matters regarding incumbent employees; and a litigation matter as to Via Airlines' Bankruptcy. She also announced that no action was taken as to a personnel matter regarding employment terms and conditions of existing job titles and positions.

Commissioner Pastor Henley then motioned to move from the table, the Motion regarding Staff's request for authorization to amend the Fiscal Year 2020 Operating and Maintenance Budget. Commissioner LTC(R) Wright seconded the motion, and the motion was unanimously approved.

The Board then considered the following Resolution.

RESOLUTION CY-2020-32

RESOLUTION AUTHORIZING FISCAL YEAR 2020 OPERATING AND MAINTENANCE BUDGET AMENDMENT #1

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

WHEREAS, the Board has considered the request of JMAA's Staff for the authority to amend the Fiscal Year 2020 Operating and Maintenance Budget ("O&M") and realign funds within the O&M Budget for new positions and staff hires to fill said positions; and

WHEREAS, the realignments solely and partially funds the salaries and benefits for the positions presented to the JMAA Board of Commissioners during the February 10, 2020 Special Board Meeting; and

WHEREAS, the remaining monetary funds necessary to fully fund all costs associated with the positions will be covered by previously vacant positions and the year-to-date budgetary savings from the vacancies; and

WHEREAS, the Board finds that such request, which is fully explained in a Memorandum dated February 10, 2020, found attached to the February 10, 2020 Special Meeting Agenda, ought to be granted.

IT IS, THEREFORE, RESOLVED that JMAA's Staff is authorized to amend the Fiscal Year 2020 Operating and Maintenance Budget ("O&M") and realign funds within the O&M Budget for new positions and staff hires to fill said positions; and

IT IS, THEREFORE, FURTHER RESOLVED that such request is fully explained in a Memorandum dated February 10, 2020, found attached to the February 10, 2020 Special Meeting Agenda.

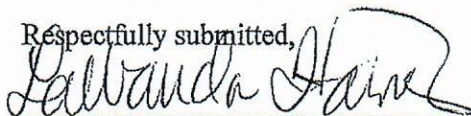
Yeas: Harris, Henley, Martin, Wright
Nays: None
Abstentions: None

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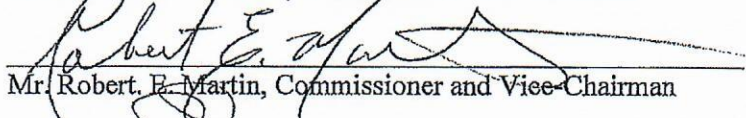
VII. ADJOURNMENT

Thereafter, it was moved by Commissioner Pastor Henley, seconded by Vice-Chairman Martin, and resolved by a unanimous vote of the Commissioners present that the Special Meeting of the Board be ADJOURNED at 11:30 a.m.

Respectfully submitted,



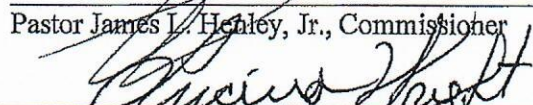
Ms. LaWanda D. Harris, Commissioner and Chairman



Mr. Robert E. Martin, Commissioner and Vice-Chairman



Pastor James L. Henley, Jr., Commissioner



LTC(R) Lucius Wright, Commissioner