

**REGULAR BOARD MEETING OF JACKSON MUNICIPAL AIRPORT AUTHORITY
BOARD OF COMMISSIONERS
NOVEMBER 23, 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 November 23, 2020 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, November 23, 2020 (the "Meeting"), pursuant to proper notice.

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

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

LaWanda D. Harris, Vice-Chairman
Dr. Hursie Davis-Sullivan, Commissioner
Pastor James L. Henley Jr., Commissioner
LTC(R) Lucius Wright, Commissioner

Vice-Chairman Harris recognized Dr. Hursie Davis-Sullivan as the Jackson Municipal Airport Authority's ("JMAA") newly appointed Commissioner and expressed the Board's excitement for her being on the JMAA Board. Further, she announced that Commissioner Dr. Davis-Sullivan will be an excellent asset for JMAA based on her background experience and that the Board appreciates her appointment. Next, Vice-Chairman Harris announced that a quorum was present at the Meeting, as required by the Bylaws of the Authority, and announced that the Meeting would proceed with a discussion of the Agenda (the "Agenda") for the Regular Board Meeting, November 23, 2020, at the Jackson-Medgar Wiley Evers International Airport ("JAN"), in Jackson, Mississippi, at 4:00 p.m. Also, the following other persons were 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 11-23-20**

II. INVOCATION

Commissioner Pastor Henley gave the Invocation.

III. APPROVAL OF BOARD NOTICES

- A. Notice of the Monthly Pre-Work Session Meeting Tuesday, November 17, 2020, 9:00 a.m., at Hawkins Field Airport.

RESOLUTION CY-2020-199

APPROVAL OF THE NOTICE OF THE NOVEMBER 17, 2020 PRE-WORK SESSION MEETING AT HAWKINS FIELD AIRPORT

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

RESOLVED, that the Board hereby approves the Notice of the November 17, 2020 Pre-Work Session Meeting at Hawkins Field Airport.

Yeas: Harris, Henley, Davis-Sullivan, Wright

Nays: None

Abstentions: None

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IV. APPROVAL AND EXECUTION OF MINUTES

- A. Board of Commissioners Regularly Scheduled Monthly Work Session, Thursday, October 22, 2020, at 8:30 a.m., at Jackson-Medgar Wiley Evers International Airport.
- B. Board of Commissioners Rescheduled Monthly Board Meeting, Thursday, October 29, 2020, at 4:00 p.m., at Jackson-Medgar Wiley Evers International Airport.

RESOLUTION CY-2020-200

APPROVAL OF THE MINUTES OF THE OCTOBER 22, 2020 REGULAR WORK SESSION AND OCTOBER 29, 2020 RESCHEDULED BOARD MEETING

After discussion and review, and upon the motion made by Commissioner LTC(R) Wright, seconded by Commissioner Pastor Henley, the Minutes of the: (i) October 22, 2020 Regular Work Session; and (ii) October 29, 2020 Rescheduled Board Meeting, were approved by a majority vote of the Commissioners (3-0-1), and the following Resolution was made and entered.

RESOLVED, that the Board hereby approves the Minutes of the: (i) October 22, 2020 Regular Work Session; and (ii) October 29, 2020 Rescheduled Board Meeting, as presented, and directs that said Minutes be filed in the appropriate Minute Book and Records of the Authority.

Yeas: Harris, Henley, Davis-Sullivan, Wright
Nays: None
Abstentions:

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V. PUBLIC COMMENTS

There were no public comments.

VI. REPORTS

A. Report from the Chairman

Vice-Chairman Harris announced that Chairman Martin would not be attending the Board Meeting due to unforeseen circumstances and requested that everyone keep Chairman Martin in their prayers.

B. Chief Executive Officer

Employee Acknowledgements

Mr. Paul Brown, CEO, announced the recognition of several JMAA employees.

First, Mr. Brown announced that Ms. Dina Johnson, Badging and Communication Department, is JMAA's Employee of the Month for October 2020. He requested that Ms. Johnson approach the podium to be recognized. Mr. Brown announced that Ms. Johnson is being recognized for going above and beyond the call to ensure that JMAA badges employees in a timely manner. He added that Ms. Johnson oversees the ("AOC") Airport Operations Communications Department and that JMAA would not be able to maintain its certificate of responsibility to the public without the AOC Department. Lastly, he stated that Ms. Johnson works after-hours to make sure that the AOC Department is continuously staffed. Mr. Brown thanked Ms. Johnson for her dedication to JMAA.

Next, Mr. Brown presented Ms. Johnson with a certificate from JMAA. The Board of Commissioners and others in attendance applauded and congratulated Ms. Johnson. Following this, the JMAA Commissioners and Mr. Brown took a photograph with Ms. Johnson.

Vice-Chairman Harris recognized and thanked the persons attending the Meeting via teleconference. Ms. Carolyn Upkins and Dr. Sharon U. Slater, Hope LLC, announced their teleconference attendance, and LaToya Merritt, Esq. and Nick Morisani, Esq., Phelps Dunbar LLP, announced their attendance as well. Vice-Chairman Harris thanked them for attending the Meeting via teleconference.

Continuing, Mr. Brown advised that the Airport Minority Advisory Council (“AMAC”) had recently elected its new leadership. Mr. Ricky Smith, Thurgood Marshall-Baltimore Washington International Airport, was elected as Chief Executive Officer. He informed the Board that AMAC set up the Airport Leadership Collective. It is an assembly of Airport Executives from around the nation coming together for a certification leadership program. The program advises up and coming airport executives throughout North America.

Further, he announced that he was named to the Collective by CEO Smith. Additionally, he said former JMAA Interim CEO, Mr. Perry Miller, was appointed to the Collective. Mr. Brown said that currently, he would be participating in this group through virtual meetings, etc., to advise some of the younger industry executives, both minorities and women, aspiring to advance their careers. He distributed to the Board the Collective Organizational Chart and identified the location of his position. He stated that he hopes to make a meaningful contribution to the Collective.

1. Airport Project Manager Summary, Period Ending October 31, 2020
.....Page 1¹

Mr. Paul A. Brown, CEO, directed the Board's attention to the Airport Project Manager Summary ("APMS"), found on pages 1-13 in the November 23, 2020 Regular Board Meeting Packet, and distributed to the Board before the November 23, 2020 Regular Board Meeting.

Further, Mr. Brown listed the Projects in the Airport Project Manager Summary at JAN and Hawkins Field Airport ("HKS"). The APMS was provided to the Board and discussed during the November 19, 2020 Work Session. There was no additional discussion.

2. Airport Activity Statistics Report, Period Ending October 31, 2020
.....Page 14

Mr. Brown directed the Board's attention to the Airport Activity Statistics Report ("AASR"), found on pages 14-32 in the October 23, 2020 Regular Board Meeting Packet, and distributed to the Board before the November 23, 2020 Regular Board Meeting. Mr. Brown announced that the passenger statistics report relates to passengers and operations at both JAN and HKS. Further, Mr. Brown noted that the period ending October 31, 2020, was the first period since the onset of the Covid-19 pandemic wherein JMAA experienced positive airport operations. He announced that the AASR was provided and discussed during the November 19, 2020 Work Session. The Board held no additional discussion.

3. Disadvantaged Business Enterprise Report

Next, Mr. Brown stated to the Board that the statistics as to contracts with Minority/Women/Disadvantaged Business Enterprises ("M/W/DBEs") and City of Jackson

¹ The page numbers herein are the page numbers contained in the Meeting Packet which is attached as an Exhibit to the November 23, 2020 Regular Board Meeting (“Meeting”) Minutes.

based businesses during October 2020 are as provided during the November 19, 2020 Work Session. He noted that 33% of the eligible funds went to minority and women-owned businesses, and 33% of the eligible funds going to the City of Jackson, MS businesses, minority and non-minority.

4. Consultant Reports

Next, Mr. Brown referenced the presentations provided by JMAA’s Legislative Consultants, Elevate Government Affairs, LLC, and The Daniels Group during the November 19, 2020 Work Session. He asked the Board if there were any questions concerning the legislative consultants. The Board had no questions.

C. Attorney

Attorney Walker then announced there are several matters that he believes the Board should consider during an Executive Session. Therefore, he recommended that the Board enter into Closed Session to discuss the matters at an appropriate time.

VII. ACTION ITEMS

A. Financial Matters

1. Financial Reports for October 2020:

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

Mr. Brown directed the Board's attention to the Balance Sheet for October 2020, included in the November 23, 2020 Regular Board Meeting Packet, excluding the ledger adjustment to the Delta Air Lines, Inc. account balance, which was discussed during the November 19, 2020 Work Session. Afterward, the Board and JMAA’s Staff held the following discussion:

Commissioner Pastor Henley referenced his inquiry made during the November 19, 2020 Work Session regarding the Ledger Adjustment for Delta Air Lines, referenced on page 45 in the Board Meeting Packet (“Packet”). He asked whether the adjustment had been made to the Balance Sheet.

Commissioner Pastor Henley explained that the ledger adjustment that Staff is requesting in the Board Memo on page 45 in the Packet would affect the Income Statement and the Balance Sheet that the Board is being asked to approve currently. He asked has the ledger adjustment been made to the Balance Sheet and Income Statement in the Packet.

Ms. Carolyn Dupre’, Chief Financial Officer, explained to the Board that once the ledger adjustment is approved, it would be reflected in the November 2020 financials.

The Board, along with Mr. Brown, then held some additional discussion concerning the

adjustment, and Vice-Chairman Harris suggested that the Board approve the ledger adjustment at this time before approving the October 2020 financials.

Next, Attorney Walker brought to the Board's attention that the delay regarding the amendment to Delta's Agreement with JMAA, which was discussed during the November 19, 2020 Work Session, was not caused by any inaction by the Walker Group, PC. A timeline of events regarding the amendment of the Delta Agreement was provided to the Commissioners by Attorney Walker in further support of his statements about the Delta Agreement amendment. In response to Attorney Walker's remarks, Mr. Brown clarified his statements during the November 19, 2020 Work Session. Mr. Brown informed the Board that when he said legal caused a delay, he was referring to Delta Air Lines' legal department.

Vice-Chairman Harris then called for a motion to approve the ledger adjustment.

Ledger Adjustment for Delta Air Lines, Inc. JMAA: Authorization to Credit Accounts Receivable in JMAA's Ledger in the Amount of \$52,169.92 to Reflect the Correct Account Balance for Delta Air Lines, Inc.....Page 45

RESOLUTION CY-2020-201

RESOLUTION AUTHORIZING LEDGER ADJUSTMENT FOR ACCOUNTS RECEIVABLE AS TO DELTA AIR LINES, INC.

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

WHEREAS, the Board has considered the request of Jackson Municipal Airport Authority's ("JMAA") Staff for authorization to credit accounts receivable in JMAA's ledger, in the amount of \$52,169.92, to reflect the correct account balance for Delta Air Lines, Inc. ("Delta"); and

WHEREAS, the Board finds that such request, which is explained in Memorandum No. Properties 2021-01, dated November 23, 2020, found at pages 45-46 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that JMAA's Staff is authorized to credit accounts receivable in JMAA's ledger, in the amount of \$52,169.92, to reflect the correct account balance for Delta Air Lines, Inc. ("Delta"); and

IT IS, THEREFORE, FURTHER RESOLVED that such request is fully explained in Memorandum No. Properties 2021-01, dated November 23, 2020, found on pages 45-46 of the Meeting Packet.

Yeas: Harris, Henley, Davis-Sullivan, Wright

Nays: None

Abstentions: None

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Mr. Brown then requested that the Board adopt a Resolution accepting the Balance Sheet for October 2020.

Commissioner LTC(R) Wright moved that the JMAA Board approve the October 2020 Balance Sheet, and Vice-Chairman Harris seconded the motion.

In response to Commissioner Dr. Davis-Sullivan’s question about whether the numbers on the Balance Sheet reflect the Ledger Adjustment previously authorized by the Board, the Board held additional discussions. Afterward, Vice-Chairman Harris called for an amended motion to approve the Balance Sheet with the Ledger Adjustment.

In response, Commissioner LTC(R) Wright moved to amend his previous motion to include approving the Balance Sheet, with the ledger adjustment for Delta Air Lines, Inc. Vice-Chairman Harris seconded Commissioner LTC(R) Wright’s amended motion, and the Board resolved the following:

RESOLUTION CY-2020-202

RESOLUTION ACCEPTING/APPROVING THE OCTOBER 2020 BALANCE SHEET

Upon motion by Commissioner LTC(R) Wright, seconded by Vice-Chairman Harris, 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") reviewed and considered the Authority's Balance Sheet for the month and period ending October 31, 2020, which was discussed and reviewed by the Board before the November 23, 2020 Regular Board Meeting, and the ledger adjustment to the Delta Air Lines, Inc. account balance previously approved by the JMAA Board of Commissioners via Resolution CY-2020-201.

IT IS, THEREFORE, RESOLVED that the Board hereby accepts and approves the Balance Sheet for October 2020, with the ledger adjustment to the Delta Air Lines, Inc. account balance previously approved by the JMAA Board of Commissioners via Resolution CY-2020-201.

Yeas: Harris, Henley, Davis-Sullivan, Wright
Nays: None
Abstentions: None

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

Next, Mr. Brown directed the Board's attention to the Income Statement for October 2020, which was included in the November 23, 2020 Regular Board Meeting Packet, which did not include the ledger adjustment to the Delta Air Lines, Inc. account balance, and was discussed during the November 19, 2020 Work Session. There were no additional questions.

Mr. Brown requested that the Board adopt a Resolution accepting the Income Statement for October 2020 with the Delta Air Lines ledger adjustment approved by Resolution CY-2020-201.

RESOLUTION CY-2020-203

RESOLUTION ACCEPTING/APPROVING THE OCTOBER 2020 INCOME STATEMENT

Upon motion by Commissioner LTC(R) Wright, seconded by Commissioner Paster Henley, 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") reviewed and considered the Authority's Income Statement for the month and period ending October 31, 2020, which was discussed and reviewed by the Board before the November 23, 2020 Regular Board Meeting, and the ledger adjustment to the Delta Air Lines, Inc. account balance previously approved by the JMAA Board of Commissioners via Resolution CY-2020-201.

IT IS, THEREFORE, RESOLVED that the Board hereby accepts and approves the Income Statement for November 2020, with the ledger adjustment to the Delta Air Lines, Inc. account balance previously approved by the JMAA Board of Commissioners via Resolution CY-2020-201.

Yeas: Harris, Henley, Davis-Sullivan, Wright
Nays: None
Abstentions: None

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c. Claims Docket for October 2020: Approve.....Page 39

Next, Mr. Brown directed the Board's attention to the Claims Docket for October 2020, which was included in the November 23, 2020 Regular Board Meeting Packet and discussed during the November 19, 2020 Work Session. The Board and Staff then held the following discussion.

Regarding Commissioner Pastor Henley's question and the discussion held during the November 19, 2020 Work Session about the bill for a one-year period instead of one month

period of time received by JMAA from the West Rankin Utility Authority (“West Rankin”), Mr. Brown stated that Staff contacted West Rankin. In response, West Rankin informed JMAA Staff that the annual amount could be adjusted into monthly payments.

In response to Vice-Chairman Harris’s question as to whether West Rankin provided JMAA Staff with a meter reading or any other documentation substantiating the bill amount, Ms. Carolyn Dupre’, Chief Financial Officer, explained that the West Rankin bill to JMAA is calculated based on the flowage of the members of the organization. She added that West Rankin prepares a budget for the next fiscal year and applies the flowage percentages of each member to the proposed budget. The amount each member pays is based on the member’s percentage of the budget, according to their flowage amount or how much waste flowage they have. She further explained that at the end of the year, West Rankin has an audit done, and any adjustments that need to be made, West Rankin will apply credits over into the next year.

In response to Vice-Chairman Harris’s additional question, Ms. Dupre’ informed the Board that JMAA’s percentage flowage rate is .9%, and West Rankin includes Brandon, Flowood, Pearl, a hospital, and Richland, MS. She also informed the Board that the Rankin County municipalities have the largest flowage percentages at 24% to 27%.

Next, Commissioner Pastor Henley commented that previously he completed an audit with a utility district, and its audit showed an assessment of how the flowage percentages are calculated. He then asked Staff to obtain a copy of the last three (3) West Rankin audits. Further, he explained that JMAA could have the audits examined to determine whether JMAA has been allocated the proper flowage percentage. Mr. Brown confirmed that said request would be made to West Rankin.

After some additional discussion, Mr. Brown confirmed that Claim No. 98668 for \$90,331.00, related to West Rankin Utility Authority, is still included on the Claims Docket.

Ms. Dupre’ then informed the Board that JMAA would have a payment due for \$7,528.00, which is the \$90,331.00 payment divided into monthly installments. Vice-Chairman Harris stated that the Claims Docket as to the West Rankin claim should be revised from \$90,331.00 to \$7,528.00 to reflect the reduced invoice amount.

Next, in response to Commissioner LTC(R) Wright’s question regarding Claim No. 98608, Mr. Brown confirmed that Staff would obtain a copy.

Commissioner Dr. Davis-Sullivan then asked for an explanation of Claim No. 98710. In response, Vice-Chairman Harris and Attorney Walker stated Claim No. 98710 is the gross annual premiums for all of JMAA’s Insurance Coverage for FY2021.

Next, Mr. Brown requested that the Board adopt a Resolution accepting the Claims Docket for October 2020.

RESOLUTION CY-2020-204

RESOLUTION ACCEPTING/APPROVING THE OCTOBER 2020 CLAIMS DOCKET WITH ADJUSTMENT TO CLAIM NO. 98668 AND THE TOTAL CLAIMS DOCKET PAYMENT

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

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") reviewed and considered the Authority's Claims Docket for the month and period ending October 31, 2020, which is included in the November 23, 2020 Regular Board Meeting Packet at pages 39-41, distributed to the Board before the November 23, 2020 Regular Board Meeting, and Claim No. 98668, which has been adjusted from \$90,331.00 to \$7,528.00.

IT IS, THEREFORE, RESOLVED that Claim No. 98668 is adjusted from \$90,331.00 to \$7,528.00 and the Claims Docket Grand Total is adjusted from 3,112,314.50 to \$3,029,511.50; and

IT IS, THEREFORE, RESOLVED that the Board hereby authorizes payment of the claims appearing on the October 2020 Claims Docket for \$3,029,511.50.

Yeas: Harris, Davis-Sullivan, Wright

Nays: Henley

Abstentions: None

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B. Construction Projects

None.

C. Procurements

None.

D. Service Agreements

None.

E. Grants

None.

F. Other Matters

1. *Employee Handbook Revisions and Updates, JMAA: Authorization to: (i) Approve the Revisions and Updates of the Current 2013 Employee Handbook; and (ii) Adopt the Revised 2020 Employee Handbook to Replace the Current 2013 JMAA Employee Handbook.....Page 43*

Mr. Brown requested that the Board adopt a Resolution: (i) approving the revised Employee Handbook for JMAA; and (ii) adopting the proposed revised 2020 Employee Handbook to replace the current 2013 JMAA Employee Handbook. Mr. Brown also announced that the Handbook was reviewed by Attorney LaToya Merritt and is attached as Exhibit A to the Board Memorandum.

Commissioner LTC(R) Wright moved that the JMAA Board: (i) approve the revised employee handbook; and (ii) adopt the proposed 2020 revised 2020 Employee Handbook to replace the current 2013 JMAA Employee Handbook, and Commissioner Dr. Davis-Sullivan seconded the motion.

After Vice-Chairman Harris asked the Board Members if everyone received a copy of the proposed Employee Handbook, Commissioner Pastor Henley stated that he received an email copy around 2:00 p.m. and a hard copy upon his arrival at the November 23, 2020 Board Meeting.

Vice-Chairman Harris provided the timeline since the November Work Session regarding the final copy of the proposed handbook. She explained to the Board that the Committee did meet and agree to some reasonable changes after discussion with Hope, LLC and legal review by Attorney Merritt. She then announced that each Commissioner would be able to speak regarding the proposed handbook.

The Board discussed the policy changes included in the proposed handbook. Vice-Chairman Harris stated that she believes Attorney Merritt and the HR Consultant, and the Committee need to meet and make adjustments to the proposed handbook. She said that in her opinion, the attendance and punctuality policies are good policies, which the Board needs to adopt.

Then, Vice-Chairman Harris suggested tabling the motion regarding adopting the proposed revised handbook and called for a motion to table.

Commissioner Pastor Henley moved to table the motion to: (i) approve the revised employee handbook; and (ii) adopt the proposed 2020 revised 2020 Employee Handbook to replace the current 2013 JMAA Employee Handbook. The motion to table was seconded by Commissioner Dr. Davis-Sullivan and approved by unanimous vote.

G. New Business

OPEN SESSION

The Board, pursuant to Commissioner Pastor Henley's motion, seconded by Commissioner LTC(R) Wright, by a unanimous vote, resolved to close the Meeting. Vice-Chairman Harris asked all, except Mr. Paul A. Brown, CEO, attorneys from Walker Group, PC, to vacate the room. Additionally, persons attending the Meeting telephonically or via video conference, except for the attorneys from Phelps Dunbar LLP, were disconnected from the Meeting.

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

The Board went into Closed Session at 4:58 p.m.

CLOSED SESSION

After a discussion regarding the matters proposed to be discussed in Executive Session, Commissioner Pastor Henley moved that the Board enter Executive Session to consider: three (3) pending litigation matters: JMAA vs. Bryant et al.; Yolanda Commons vs. JMAA; and Jacobsen/Daniels Associates, LLC vs. JMAA; one (1) personnel matter as to an incumbent employee; one (1) potential litigation as to a contract matter; and two (2) personnel matters as to prospective management-level employees. Commissioner Dr. Davis-Sullivan seconded the motion, and the Commissioners resolved to enter Executive Session for the stated purposes by a unanimous vote.

The Closed Session ended at 5:03 p.m.

OPEN SESSION

Vice-Chairman Harris then invited persons outside the room to re-enter, and some did. Vice-Chairman Harris then stated in Open Session that the Board, during Closed Session, voted to enter Executive Session to discuss: three (3) pending litigation matters: JMAA vs. Bryant et al.; Yolanda Commons vs. JMAA; and Jacobsen/Daniels Associates, LLC vs. JMAA; one (1) personnel matter as to an incumbent employee; one (1) potential litigation as to a contract matter; and two (2) personnel matters as to prospective management-level employees. Further, she stated that Commissioner Pastor Henley made the motion to go into Executive Session, Commissioner Dr. Davis-Sullivan seconded the motion, and the Commissioners, by a unanimous vote, resolved to enter Executive Session for the stated purposes.

Vice-Chairman Harris asked all present, except for Mr. Paul A. Brown, CEO, and attorneys from Walker Group, PC, to vacate the room. Further, she added that the attorneys from Phelps Dunbar LLP would remain connected to the Meeting.

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

EXECUTIVE SESSION

During the Executive Session, the Board discussed: three (3) pending litigation matters: JMAA vs. Bryant et al.; Yolanda Commons vs. JMAA; and Jacobsen/Daniels Associates, LLC vs. JMAA; one

(1) personnel matter as to an incumbent employee; one (1) potential litigation as to a contract matter; and two (2) personnel matters as to prospective management-level employees.

1. ***The Board took no action as to the first pending litigation matter, Jackson Municipal Airport Authority, et al. vs. Governor Phil Bryant, et al.***
2. ***The Board took no action as to the second pending litigation matter, Yolanda Common vs. Jackson Municipal Airport Authority.***
3. ***The Board took the following action as to the personnel matter as to an incumbent employee.***

RESOLUTION CY-2020-205

RESOLUTION AS TO A PERSONNEL MATTER REGARDING AN INCUMBENT EMPLOYEE

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

WHEREAS, the Board considered and discussed the information provided by Staff of Jackson Municipal Airport Authority (“JMAA”) as to an incumbent employee during the Executive Session; and

IT IS, THEREFORE, RESOLVED that the Board directs JMAA’s CEO to take action as specified during Executive Session as to an incumbent employee.

Yeas: Henley, Davis-Sullivan, Wright
Nays: None
Abstentions: Harris

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4. ***The Board took no action as to the potential litigation as to a contract matter.***

LaToya Merritt, Esq. and Nick Morisani, Esq., Phelps Dunbar LLP, ended their attendance via video conference at 7:00 p.m.

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

RESOLUTION CY-2020-206

RESOLUTION REGARDING A PROSPECTIVE MANAGEMENT-LEVEL EMPLOYEE

Upon motion by Commissioner Pastor Henley, seconded by Commissioner Dr. Davis-Sullivan, 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 an executive-level position with the benefit and compensation package specified during Executive Session.

Yeas: Harris, Henley, Davis-Sullivan, Wright

Nays: None

Abstentions: None

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6. *The Board took the following action as to the second matter as to a prospective management-level employee.*

RESOLUTION CY-2020-207

RESOLUTION REGARDING A PROSPECTIVE MANAGEMENT-LEVEL EMPLOYEE

Upon motion by Commissioner Pastor Henley, seconded by Commissioner Dr. Davis-Sullivan, 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 an executive-level position with the benefit and compensation package specified during Executive Session.

Yeas: Harris, Henley, Davis-Sullivan, Wright

Nays: None

Abstentions: None

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7. The Board took no action as to the third pending litigation matter, Jacobsen/Daniels Associates, LLC vs. JMAA.

Dorsey Carson, Esq., Carson Law Group, PLLC, entered the executive session at 7:12 p.m. and exited at 7:35 p.m.

Upon motion by Commissioner Pastor Henley, seconded by Commissioner Dr. Davis-Sullivan, and unanimous approval of the Commissioners, the Executive Session ended at 7:35 p.m.

OPEN SESSION

Open Session reconvened at 7:37 p.m.

The persons attending the Meeting telephonically or via videoconference were invited to rejoin the Meeting in open session. Some persons rejoined the Meeting.

Vice-Chairman Harris announced that the Meeting was open. Vice-Chairman Harris then announced that the above-stated actions were taken as to: the personnel matter as to an incumbent employee, by a majority vote for the Resolution with Vice-Chairman Harris abstaining; the first matter as to a prospective management-level employee, with all Commissioners voting unanimously for the Resolution; and the second matter as to a prospective management-level employee, with all Commissioners voting unanimously for the Resolution. She also announced that no action was taken as to: three (3) pending litigation matters: JMAA vs. Bryant et al.; Yolanda Commons vs. JMAA; and Jacobsen/Daniels Associates, LLC vs. JMAA; and the potential litigation as to a contract matter.

1. Amendment to JMAA's Agreement with Carson Law Group, PLLC ("CLG")

Mr. Brown gave each Commissioner copies of Amendment No. 2 to the Carson Law Group Agreement. He explained that he would be distributing a proposed Amendment No. 3 to the Carson Law Group Agreement for the Board's consideration. Mr. Brown then distributed the proposed Amendment No. 3 to the Carson Law Group Agreement and the proposed Resolution.

Commissioner Pastor Henley requested the documents showing Amendment No. 2 to the Carson Law Group Agreement and the Proposed Amendment No. 3. In response, Vice-Chairman Harris informed the Board that the sheet displaying the Carson Law Group's rates was Amendment No. 3 to the Carson Law Group's Agreement.

Commissioner Pastor Henley clarified that the proposed Resolution does not include a maximum amount for the Services. Vice-Chairman Harris confirmed that there is no maximum amount stated as the services are being provided as needed and that the agreement is simply the amounts being charged by the Carson Law Group for the services.

Afterward, Vice-Chairman Harris stated that she would entertain a motion to adopt the following Resolution.

RESOLUTION CY-2020-208

RESOLUTION ADOPTING THE RESOLUTION APPROVING AND AUTHORIZING JMAA'S CEO, PAUL BROWN TO EXECUTE AMENDMENT NO. 3 OF JMAA'S LEGAL AND PROFESSIONAL SERVICES AGREEMENT WITH CARSON LAW GROUP, PLLC ("CLG")

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

RESOLUTION

WHEREAS, the Jackson Municipal Airport Authority ("Authority") and the Carson Law Group, PLLC ("CLG") previously entered into an Agreement for Legal and Professional Services (the "Agreement") on September 30, 2019, which was amended by Amendment No. 1 on December 23, 2019, and Amendment No. 2 on May 25, 2020; and

WHEREAS, that Agreement presently has a total cap of \$100,00.00, which limits the usefulness and purpose of the Agreement; and

WHEREAS, the Authority desires to amend the Agreement further as set forth in Amendment No. 3, attached hereto, to remove the maximum amount and update the annual rates.

RESOLVED that the Authority approves Amendment No. 3 to the Agreement; and

RESOLVED that the Authority authorizes the execution of Amendment No. 3 to the Agreement by Chief Executive Officer Paul Brown.

Yeas: Harris, Davis-Sullivan, Wright

Nays: Henley

Abstentions: None

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Next, Commissioner LTC(R) Wright thanked Dr. Nycole Campbell-Lewis, CAO, for the Veteran's program as it was very successful. He also requested that Dr. Lewis send his regards to Ms. LSherie Dean, Director of Communications, Marketing & Public Relations, for helping put on an outstanding program.

Vice-Chairman Harris then encouraged Dr. Lewis and JMAA's Staff to keep up the progress.

VIII. ADJOURNMENT

Thereafter, it was moved by Commissioner Pastor Henley, seconded by Commissioner Dr. Davis-Sullivan, and resolved by a unanimous vote of the Commissioners present, that the Meeting of the Board be ADJOURNED at 7:51 p.m.

Respectfully submitted,

Mr. Robert E. Martin, Commissioner, and Chairman

Ms. LaWanda D. Harris, Commissioner, and Vice-Chairman

Dr. Hursie Davis-Sullivan, Commissioner

Pastor James L. Henley, Jr., Commissioner

LTC(R) Lucius Wright, Commissioner