

SPECIAL MEETING
OF
JACKSON MUNICIPAL AIRPORT AUTHORITY
BOARD OF COMMISSIONERS

September 24, 2010

The Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority" or "JMAA") met in the Community Room, Main Terminal Building, Jackson-Evers International Airport ("JEIA"), Jackson, Mississippi, at 8:00 a.m. on Friday, September 24, 2010 (the "Meeting"), pursuant to proper notice, a copy of which is attached as an exhibit to the minutes of this Meeting.

I. CALL TO ORDER/ROLL CALL/DECLARATION OF QUORUM.

Chairman George E. Irvin, Sr. presided, called the Meeting to order, and called the roll of Commissioners.

The following Commissioners were present in person at the Meeting.

George E. Irvin, Sr., Chairman
Dr. Glenda Glover, Vice Chair
Earle Jones
Johnnie P. Patton, R. Ph.
Dr. Sylvia Stewart

Chairman Irvin noted that a quorum was present in person as required by the Bylaws, and announced that the Meeting would proceed.

The following other persons were also present at the Meeting.

Dirk Vanderleest, JMAA Chief Executive Officer
Bonnie Wilson, JMAA Chief Operating Officer
Gary Cohen, JMAA Chief Financial Officer
Woody Wilson, JMAA Senior Director of Capital Planning
René Woodward, JMAA Director of Human Resources and Administration
Denson Stasher, JMAA Director of Operations and Security
Kenneth Randolph, JMAA Airport Police Commander
Arnetrius Reed Branson, JMAA Finance Department
Sharon Carter, JMAA Administrative Assistant
Cindy Crotchett, JMAA Executive Assistant
Sharon Evans, JMAA Housekeeping Supervisor
Kimberly Farmer, JMAA Administrative Assistant
Larry Gozdecki, JMAA Custodial Superintendent

Jacqueline Mitchell, JMAA Public Safety Coordinator
Joyce Moore, JMAA Housekeeper
Joyce Tillman, JMAA Facilities Engineer
Jack Weldy, JMAA Properties Manager
Alan Moore, Baker Donelson Bearman Caldwell & Berkowitz
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz
David Wall, SouthGroup Insurance Services
Chuck Lott, Neel-Schaffer, Inc.

II. APPROVAL AND EXECUTION OF MINUTES.

- A. **Administration Committee Meeting, August 23, 2010.**
- B. **Regular Monthly Meeting, August 23, 2010.**

After discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Jones, and unanimously approved by the affirmative votes of all Commissioners present (Commissioner Glover not being present at this time), the minutes of (i) the Administration Committee Meeting on August 23, 2010; and (ii) the Regular Monthly Meeting on August 23, 2010, were approved as presented and directed to be filed in the appropriate minute book and records of the Authority.

III. PUBLIC COMMENTS.

None.

IV. REPORTS.

A. **Chief Executive Officer.**

1. **Airport Project Manager Summary, Period Ending August 31, 2010.**
2. **Airport Activity Statistics Report, Period Ending August 31, 2010.**

Mr. Vanderleest directed the Board's attention to the Airport Project Manager Summary and the Airport Activity Statistics Report as found in the packet distributed to the Board prior to the Meeting (the "Packet"), and discussed these reports with the Board. A copy of the Packet is attached as an exhibit to the minutes of the Meeting.

During discussion, Mr. Vanderleest said that for the first time in 13 – 14 months, the decrease in enplanements at JEIA seems to be stabilizing and perhaps turning around.

3. Employee and Organizational Recognitions.

- a. Employee of the Month, September 2010: Sharon Carter, Administrative Assistant, Department of Human Resources & Administration.

Mr. Vanderleest recognized and commended Ms. Carter for being named Employee of the Month for September 2010.

4. Professional Development Recognitions.

- a. Joyce Moore, Housekeeper I, Department of Maintenance.

- (1) Certificate of Completion, Levels I, II & III ATSI, Sponsored by AAAE Airport Training & Safety Institute.

Mr. Vanderleest recognized and commended Ms. Moore for receiving a Certificate of Completion for Levels I, II & III ATSI from the AAAE Airport Training & Safety Institute.

- b. Joyce Tillman, Facilities Engineer, Department of Capital Programming.

- (1) Certificate of Completion, Level II ATSI, Sponsored by AAAE Airport Training & Safety Institute.

Mr. Vanderleest recognized and commended Ms. Tillman for receiving a Certificate of Completion for Level II ATSI from the AAAE Airport Training & Safety Institute.

- c. Sharon Evans, Housekeeper Supervisor, Department of Maintenance.

- (1) Certificate of Completion, Levels I & II ATSI, Sponsored by AAAE Airport Training & Safety Institute.

Mr. Vanderleest recognized and commended Ms. Evans for receiving a Certificate of Completion for Levels I & II ATSI from the AAAE Airport Training & Safety Institute.

- d. Jacqueline Mitchell, Public Safety Coordinator, Department of Public Safety.

- (1) Certificate of Completion, Level I ATSI, Sponsored by AAAE Airport Training & Safety Institute.

Mr. Vanderleest recognized and commended Ms. Mitchell for receiving a Certificate of Completion for Level I ATSI from the AAAE Airport Training & Safety Institute.

e. Woodrow (Woody) Wilson, Jr., Senior Director, Department of Capital Programming.

- (1) Certificate of Completion, Level I ATSI, Sponsored by AAAE Airport Training & Safety Institute.

Mr. Vanderleest recognized and commended Mr. Wilson for receiving a Certificate of Completion for Level I ATSI from the AAAE Airport Training & Safety Institute.

5. Meeting with Airlines.

Mr. Vanderleest reported that he had recently discussed the Fiscal Year 2011 Budget and Rates and Charges with the airlines serving JEIA, and that none had objected to the adjustments to be made effective October 1, 2010.

6. China Institute.

Mr. Vanderleest advised the Board that, after discussing the matter with Chairman Irvin, he had attended the annual dinner of the China Institute in New York, at the invitation of Virginia Kamsky, the Authority's consultant for development of air cargo between JEIA and China. The specific purpose of Mr. Vanderleest's attendance was to meet with representatives of the HNA Group, with whom JMAA has entered into a Memorandum of Understanding regarding the possibility of locating an air cargo facility at JEIA. Mr. Vanderleest said that he discussed the proposed project with the Chairman, Vice Chairman and other representatives of the HNA Group before and during the annual dinner. Mr. Vanderleest said that the HNA Group continued to respond positively to the possibility of developing air cargo facilities at JEIA, but confirmation of backhaul opportunities continues to be a primary issue. Mr. Vanderleest said that the Authority was negotiating the terms and conditions of the contract with Wilbur Smith & Associates, the consultant chosen for the backhaul study.

[Commissioner Glover joined the Meeting at this time.]

7. East Runway Pavement Project.

Mr. Vanderleest said that the contractor was in the process of milling the asphalt, which effectively closed the east runway at JEIA for the near future.

8. Passenger Boarding Bridges.

Mr. Vanderleest provided the Board with an update on the status of this project.

9. Master Plans.

Mr. Vanderleest said that the master planning projects for both Hawkins Field and JEIA were on schedule with several meetings being held during the past month.

10. Small Community Development Grant.

Mr. Vanderleest said that JMAA had filed an application with the FAA for a grant to fund more aggressive marketing of direct passenger service between Washington-Reagan National Airport in Washington, DC and Baltimore-Washington International Airport.

B. Attorney.

1. Continental Airlines Stock.

Mr. Wagner explained to the Board that many years ago, during a bankruptcy proceeding by Continental Airlines, Inc. (“Continental”), JMAA filed a claim for certain monies owed by Continental to JMAA. JMAA recently received notice that it is a registered holder of Class B common stock of Continental (the “Continental Stock”), which JMAA believes was issued in lieu of a payment for the monies owed. When JMAA sought clarification of the notice regarding the Continental Stock, JMAA was advised that it would have to file a Board resolution designating Mr. Vanderleest, as CEO, to act on behalf of JMAA in connection with the Continental Stock in order to receive additional information. Accordingly, Mr. Wagner asked the Board to consider adoption of a resolution authorizing Mr. Vanderleest, as CEO, to act on behalf of JMAA in connection with the Continental Stock.

After discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Patton, and unanimously adopted by the affirmative votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION AUTHORIZING THE CHIEF EXECUTIVE OFFICER OF
THE JACKSON MUNICIPAL AIRPORT AUTHORITY TO TAKE ANY
AND ALL ACTIONS ON BEHALF OF THE JACKSON MUNICIPAL
AIRPORT AUTHORITY IN CONNECTION WITH THE OWNERSHIP
OF CLASS B COMMON STOCK OF CONTINENTAL AIRLINES, INC.**

WHEREAS, the Jackson Municipal Airport Authority (the “Authority”) is a municipal airport authority and political subdivision of the State of Mississippi

organized and existing under the Mississippi Airport Authorities Law, Section 61-3-1 *et seq.*, Mississippi Code of 1972, as amended, which operates the Jackson-Evers International Airport and Hawkins Field General Aviation Airport, each located in the City of Jackson, Mississippi; and

WHEREAS, as a result of certain bankruptcy proceedings of Continental Airlines, Inc., (“Continental”), the Authority is a registered holder of Class B Common Stock of Continental (the “Continental Stock”); and

WHEREAS, the Authority desires to designate Dirk B. Vanderleest, the Chief Executive Officer of the Authority, as the Authority’s designated, authorized representative (the “Authorized Representative”) for all purposes in connection with the Continental Stock and any accounts in which the Continental Stock is held including, without limitation, to act for and on behalf of the Authority in all dealings with BNYMellon Shareowner Services (“BNY”), Transfer Agent for Continental;

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of the Jackson Municipal Airport Authority (the “Authority”):

1. The Chief Executive Officer of the Authority shall be, and hereby is, designated as the Authorized Representative of the Authority, with full power and authority to act for and on behalf of the Authority in all matters in connection with the Continental Stock.
2. The Chief Executive Officer of the Authority shall be, and hereby is, as Authorized Representative of the Authority, authorized to transact all business on behalf of the Authority in connection with the Continental Stock.
3. Any person including, but not limited to, BNY is authorized to rely on this resolution in communicating with and in acting upon instructions given by the Chief Executive Officer of the Authority as the Authority’s Authorized Representative in connection with the Continental Stock.

V. ACTION ITEMS.

A. Financial Matters.

1. Financial Reports for August 2010.
 - a. Balance Sheet: Accept.
 - b. Income Statement: Accept.
 - c. Claims Docket for August 2010: Approve.

Mr. Vanderleest directed the Board's attention to the above financial reports for August 2010 and the Claims Docket for August 2010, all of which were included in the Packet.

After discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Jones, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION ACCEPTING FINANCIAL REPORTS FOR AUGUST 2010
AND APPROVING AND AUTHORIZING PAYMENT OF CLAIMS
DOCKET FOR AUGUST 2010**

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed and considered (i) certain financial statements for the Authority for the month and period ending August 31, 2010 (the "Financial Reports"), and (ii) the Claims Docket of the Authority for the month of August 2010 (the "Claims"), both the Financial Reports and the Claims being (i) included in the packet distributed to the Board prior to the September 24, 2010, Special Meeting of the Board, and (ii) incorporated herein by reference;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby (i) accepts the Financial Reports and (ii) approves and authorizes payment of the Claims in the total amount of \$889,974.60.

2. Fiscal Year 2011 Airline Rates & Charges and Fiscal Year 2011 Operating Budget, JMAA: Approve.

Chairman Irvin asked that this matter be deferred until later in the Meeting.

B. Service Agreements.

1. JMAA Human Resources and Administration Consulting Services Agreement with The Whitten Group, P.A.: Authorize Addendum to Agreement.
2. JMAA Employee Assistance Program (EAP): Authorize Agreement.
3. FY2011 Insurance Proposal: Accept Proposal.
4. JMAA Project No. 012-09, Alternative Energy Study Collection, JEIA: Authorize Agreement.
5. JMAA Project No. 012-10, Secure Portal Study, JEIA: Authorize Agreement.

Mr. Vanderleest directed the Board's attention to the Memoranda in the Packet which described these matters, and discussed these matters with the Board.

Chairman Irvin asked that Item 1 above be discussed and considered separately.

After discussion, upon motion duly made by Commissioner Jones, seconded by Commissioner Stewart, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING CERTAIN ACTIONS
WITH RESPECT TO CERTAIN SERVICE AGREEMENTS**

WHEREAS, the staff of the Jackson Municipal Airport Authority (the "Authority") has recommended that the Board of Commissioners of the Authority (the "Board") approve and authorize certain actions with respect to certain service agreements identified below, all as more particularly described in certain memoranda (i) included in the packet distributed to the Board prior to the September 24, 2010, Special Meeting of the Board, and (ii) incorporated herein by reference (separately, each a "Memorandum;" collectively, the "Memoranda"); and

WHEREAS, the Board has reviewed the Memoranda and considered the recommendations therein by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, take the following action:

1. The Board approves and authorizes negotiation and execution of an agreement with MEA Cares to provide certain professional services in connection with the Authority's Employee Assistance Program (the "EAP Agreement"), said EAP Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated September 15, 2010, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.
2. The Board approves and authorizes purchase of the FY 2011 Commercial Insurance Program as proposed by SouthGroup as set forth in the Memorandum dated September 22, 2010, which describes this matter, and authorizes and directs the Chief Executive Officer of the Authority to take all necessary and appropriate steps to implement the FY 2011 Commercial Insurance Program as described therein.

3. The Board approves and authorizes negotiation and execution of a professional services agreement with Pace Global Energy Services, LLC for certain services in connection with a feasibility study for an alternative/renewable energy collection and distribution system at Jackson-Evers International Airport (the "Pace Agreement"), said Pace Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated September 16, 2010, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.
4. The Board approves and authorizes negotiation and execution of a professional services agreement with TransSolutions, LLC to evaluate the processing of people, vehicles and materials to and from certain secured areas at Jackson-Evers International Airport (the "TransSolutions Agreement"), said TransSolutions Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated September 18, 2010, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

The Board then considered Item 1 above, which was the proposed addendum to the existing professional services agreement between the Authority and The Whitten Group, P.A. During discussion, Mr. Vanderleest confirmed that the addendum was a renewal and extension of the current agreement between the Authority and The Whitten Group for general services, as directed by Mr. Vanderleest, with fees not to exceed \$50,000 during the fiscal year.

After discussion, upon motion duly made by Commissioner Glover, seconded by Commissioner Patton, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING ADDENDUM TO
AGREEMENT WITH THE WHITTEN GROUP, P.A.**

WHEREAS, the staff of the Jackson Municipal Airport Authority (the "Authority") has recommended that the Board of Commissioners (the "Board") of the Authority approve and authorize execution of an addendum to the existing agreement between the Authority and The Whitten Group, P.A. (the "Whitten Addendum"), as more particularly described in that certain memorandum dated September 1, 2010, which described this matter and which was included in the packet distributed to the Board prior to the September 24, 2010, Special Meeting of the Board, and (ii) which is incorporated herein by reference (the "Memorandum"); and

WHEREAS, the Board has reviewed the Memorandum and considered the recommendation therein by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, authorize negotiation and execution of the Whitten Addendum, said Whitten Addendum to be in such form and to contain such terms and conditions consistent with the Memorandum as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

C. Construction Projects.

1. JMAA Project No. 013-10, Structural Enhancements to the Old Air Cargo Facility, JEIA: Authorize Agreement.

Mr. Vanderleest directed the Board's attention to the memorandum in the Packet which described this matter, and discussed this matter with the Board.

After discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Glover, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted the following resolution.

RESOLUTION APPROVING AND AUTHORIZING NEGOTIATION AND EXECUTION OF AGREEMENT WITH JBHM ARCHITECTS, P.A.

WHEREAS, at the August 23, 2010, Regular Monthly Meeting of the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority"), the Board approved and authorized the staff of the Authority to enter into negotiations with JBHM Architects, P.A. ("JBHM") for a contract to perform certain professional design and construction oversight services in connection with rehabilitation and structural enhancement of the old air cargo facility at Jackson-Evers International Airport, as more particularly described in that certain memorandum dated September 16, 2010, which was (i) included in the packet distributed to the Board prior to the September 24, 2010, Special Meeting of the Board, and (ii) incorporated herein by reference (the "Memorandum"); and

WHEREAS, the staff of the Authority has negotiated with JBHM a scope of work to include a schematic design, preparation of construction documents, assistance in bidding the construction work, and construction administration services (collectively, the "Services"); and

WHEREAS, the staff has recommended that the Board approve and authorize negotiation and execution of an agreement to employ JBHM to perform the Services for compensation not to exceed \$100,000 (the "JBHM Agreement"); and

WHEREAS, the Board has reviewed and considered the Memorandum and considered the recommendation therein by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, approve and authorize negotiation and execution of the JBHM Agreement, said JBHM Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum and the foregoing, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

D. Procurements.

1. Aircraft Tug: Authorize Purchase.

Mr. Vanderleest directed the Board's attention to the memorandum in the Packet which described this matter, and discussed this matter with the Board.

After discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Glover, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING PURCHASE OF
ELECTRIC AIRCRAFT TUG**

WHEREAS, the staff of the Jackson Municipal Airport Authority (the "Authority") has recommended that the Board of Commissioners (the "Board") of the Authority approve and authorize purchase of a certain Lektro Model AP8750CX-EZ, electric-powered aircraft towing vehicle (the "Equipment") from Lektro at a cost of \$49,904.00, as more particularly set forth in that certain memorandum dated September 18, 2010, which was (i) included in the packet distributed to the Board prior to the September 24, 2010, Special Meeting of the Board, and (ii) incorporated herein by reference (the "Memorandum"); and

WHEREAS, the Board has reviewed the Memorandum and considered said recommendation by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, the Board hereby does, approve and authorize purchase of the Equipment at a price of \$49,904.00 from Lektro.

E. Grants.

No action or discussion took place at the Meeting regarding grants.

F. Other Matters.

1. Fiscal Year 2011 Airline Rates & Charges and Fiscal Year 2011 Operating Budget, JMAA: Approve.

At Chairman Irvin's request, Mr. Vanderleest discussed the proposed Fiscal Year 2011 Budget and the proposed changes in the 2011 Rates and Charges.

Mr. Vanderleest confirmed that the proposed Fiscal Year 2011 Budget and 2011 Rates and Charges are the same as previously distributed to the Board for review.

During discussion, Mr. Vanderleest said that major new expense items for Fiscal Year 2011 included the disparity study, the backhaul study, the alternative energy study, and sponsorship of the AMAC/AAAE Conference. He said that the aircraft landing fee would be reduced from \$2.25 per thousand pounds for Fiscal Year 2010 to \$1.99 per thousand pounds for Fiscal Year 2011.

After discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Glover, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION APPROVING AND ADOPTING FISCAL YEAR 2011
BUDGET AND 2011 AIRLINE RATES AND CHARGES**

WHEREAS, the staff of the Jackson Municipal Airport Authority (the "Authority") has presented a proposed budget for Fiscal Year 2011, which includes airline rates and other charges for Fiscal Year 2011 (the "FY 2011 Budget"), to the Board of Commissioners (the "Board") of the Authority for review and approval, a copy of said FY 2011 Budget being (i) attached as an exhibit to the minutes of the September 24, 2010, Special Meeting of the Board and (ii) incorporated herein by reference; and

WHEREAS, the Board has reviewed and considered the FY 2011 Budget;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, approve, adopt and authorize implementation of the FY 2011 Budget.

2. JMAA Board of Commissioners Elections.

Chairman Irvin reminded the Board that, in accordance with the Bylaws of the Authority, the Board is expected to elect a Chairman and Vice Chairman at the Regular Monthly Meeting of the Board in September of each year to serve during the next fiscal year of the Authority.

In response, upon motion duly made by Chairman Irvin, seconded by Commissioner Stewart, and unanimously approved by the affirmative votes of all Commissioners present, the Board elected Dr. Glenda Glover to serve as Chair of the Board, effective October 1, 2010, and until the naming of her successor.

Upon motion duly made by Commissioner Glover, seconded by Commissioner Jones, and unanimously approved by the affirmative votes of all Commissioners present, the Board elected Ms. Johnnie P. Patton to serve as Vice Chair of the Board, effective October 1, 2010, and until the naming of her successor.

3. Confidential Personnel Matter.

a. Closed Session.

At approximately 8:40 a.m., upon motion duly made by Commissioner Stewart, seconded by Commissioner Glover, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted a resolution authorizing the Board to enter Closed Session for the limited purpose of considering whether to enter Executive Session for the limited purpose of discussing and taking action regarding a certain personnel matter relating to the performance evaluation of Dirk Vanderleest, Chief Executive Officer of JMAA, and related issues, which required confidential treatment.

The Board requested that Alan Moore and Jeff Wagner, legal counsel, remain with the Board during the Closed Session.

b. Executive Session.

At approximately 8:41 a.m., during the Closed Session, upon motion duly made by Commissioner Glover, seconded by Commissioner Stewart, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted a resolution authorizing the Board to enter Executive Session for the limited purpose of discussing and taking action regarding a certain personnel matter relating to the performance evaluation of Dirk Vanderleest, Chief Executive Officer of JMAA, and related issues, which required confidential treatment.

The Board requested that Mr. Moore and Mr. Wagner remain with the Board during the Executive Session.

Mr. Wagner stepped outside the meeting room to announce that the Board had voted to enter Executive Session for the limited purpose of discussing and taking action regarding a certain personnel matter relating to the performance evaluation of Dirk Vanderleest, Chief Executive

Officer of JMAA, and related issues, which required confidential treatment.

c. Adjournment of Executive Session.

At approximately 9:01 a.m., there being no further business to come before the Executive Session, upon motion duly made by Commissioner Stewart, seconded by Commissioner Glover, and unanimously approved by the affirmative votes of all Commissioners present, the Executive Session of the Board was adjourned.

d. Open Session.

At approximately 9:02 a.m., Chairman Irvin reconvened the Meeting in Open Session, and Mr. Wagner went outside the Meeting to invite everyone present to rejoin the Meeting.

Chairman Irvin announced to those present that, during the Executive Session, the Board had considered the performance evaluation of Mr. Vanderleest, CEO, and related issues.

Chairman Irvin said that at the conclusion of the Executive Session, upon motion duly made by Commissioner Glover, seconded by Commissioner Stewart, with the affirmative votes of Commissioners Glover, Jones, Patton and Stewart, with Commissioner Irvin voting against the motion, the Board had adopted a resolution (i) increasing Mr. Vanderleest's compensation as CEO by 3% effective October 1, 2010, and (ii) directing that the standard performance evaluation for Mr. Vanderleest be accomplished.

VI. DISCUSSION: STRATEGIC INITIATIVES.

No discussion or action was taken at the Meeting regarding strategic initiatives.

VII. ADJOURNMENT.

There being no further business to come before the Meeting, upon motion duly made by Commissioner Glover, seconded by Commissioner Jones, and unanimously approved by the affirmative votes of all Commissioners present, the Meeting was adjourned.

Respectfully submitted,

George E. Irvin, Sr., Chairman

Dr. Glenda Glover, Vice Chair

Earle Jones

Johnnie P. Patton, R. PH.

Dr. Sylvia Stewart