

**REGULAR BOARD MEETING OF JACKSON MUNICIPAL AIRPORT AUTHORITY
BOARD OF COMMISSIONERS
DECEMBER 23, 2019**

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 December 23, 2019 Regular Board Meeting in the Community Room, Main Terminal Building, at the Jackson-Medgar Wiley Evers International Airport (“JAN”), in Jackson, Mississippi, at 4:00 p.m. on Monday, December 23, 2019 (the “Meeting”), pursuant to proper notice.

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 Board Meeting:

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

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 discussion of the Agenda (the “Agenda”) for the Regular Board Meeting, scheduled for Monday, December 23, 2019, at the Jackson-Medgar Wiley Evers International Airport (“JAN”), in Jackson, Mississippi, at 4:00 p.m. The following other persons were also present at the Meeting:

Darion Warren, CFM, JMAA’s Interim 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 12-23-19**

II. INVOCATION

Vice-Chairman Robert E. Martin gave the Invocation.

III. APPROVAL OF BOARD NOTICES

- A. Notice of Monthly Pre-Work Session Friday, December 13, 2019, at Noon at Hawkins Field Airport.

B. Notice of the JMAA Board of Commissioners Retreat, Wednesday, December 18, 2019, from 8:00 a.m. to 5:00 p.m., and Thursday, December 19, 2019, from 8:00 a.m. to 5:00 p.m., at the Fairview Inn, Jackson, MS.

C. Notice of the Rescheduling of the Board of Commissioners Work Session from Thursday, December 19, 2019 at 8:30 a.m. to Friday, December 20, 2019 at 8:30 a.m.

RESOLUTION CY-2019-190

APPROVAL OF THE: (I) NOTICE OF THE DECEMBER 13, 2019 PRE-WORK SESSION; (II) NOTICE OF THE BOARD OF COMMISSIONERS RETREAT, DECEMBER 18, 2019, FROM 8:00 A.M. TO 5:00 P.M., AND DECEMBER 19, 2019, FROM 8:00 A.M. TO 5:00 P.M., AT THE FAIRVIEW INN, JACKSON, MS; AND (III) NOTICE RESCHEDULING THE DECEMBER 19, 2019 REGULAR WORK SESSION TO FRIDAY, DECEMBER 20, 2019, AT 8:30 A.M.

After discussion and review, and upon the motion made by Vice-Chairman Martin, seconded by Commissioner Pastor Henley, and approved by a unanimous vote, the following resolution was made and entered.

RESOLVED, that the Board hereby approves the: (i) Notice of the December 13, 2019 Pre-Work Session; (ii) Notice the Board of Commissioners Retreat, December 18, 2019, from 8:00 a.m. to 5:00 p.m., and December 19, 2019, from 8:00 a.m. to 5:00 p.m.; and (iii) Notice Rescheduling the December 19, 2019 Work Session to Friday, December 20, 2019, at 8:30 a.m.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

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IV. APPROVAL AND EXECUTION OF MINUTES

A. Regular Scheduled Monthly Work Session of the Board of Commissioners, Thursday, November 21, 2019, at 8:30 a.m.

B. Board of Commissioners Retreat, Wednesday, December 18, 2019, from 8:00 a.m. to 5:00 p.m., and Thursday, December 19, 2019, from 8:00 a.m. to 5:00 p.m.

C. Regular Scheduled Monthly Board Meeting Monday, November 25, 2019, at 4:00 p.m.

RESOLUTION CY-2019-191

APPROVAL OF THE MINUTES OF THE: (I) NOVEMBER 21, 2019 REGULAR

MONTHLY WORK SESSION; NOVEMBER 25, 2019 REGULAR MONTHLY BOARD MEETING; AND (III) DECEMBER 18, 2019 AND DECEMBER 19, 2019 BOARD RETREAT

After discussion and review, and upon the motion made by Commissioner Pastor Henley, and seconded by Vice-Chairman Martin, the Minutes of the November 21, 2019 Regular Work Session, the Minutes of the November 25, 2019 Monthly Board Meeting, and the Minutes of the December 18, 2019 and December 19, 2019 Board Retreat were approved by a unanimous vote of the Commissioners, and the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Minutes of the November 21, 2019 Regular Monthly Work Session, the Minutes of the November 25, 2019 Regular Monthly Board Meeting, and the Minutes of the December 18, 2019 and December 19, 2019 Board Retreat, as presented, and directs that said Minutes be filed in the appropriate Minute Book and Records of the Authority.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

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V. PUBLIC COMMENTS

None.

VI. REPORTS

A. Report from the Chairman

Chairman Harris announced that all JMAA Commissioners and Staff need to keep moving through change.

B. Interim Chief Executive Officer

1. Airport Project Manager Summary, Period Ending November 30, 2019
..... Page 1¹

Mr. Darion Warren, Interim CEO, then directed the Board's attention to the Airport Project Manager Summary ("APMS"), found at pages 1-15 in the December 23, 2019 Regular Board Meeting Packet and distributed to the Board before the December 23, 2019 Regular Board Meeting. The Board reviewed the Report and had no questions.

¹ The page numbers herein are the page numbers contained in the Meeting Packet which is attached as an Exhibit to the

2. Airport Activity Statistics Report, Period Ending November 30, 2019
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Next, Mr. Warren directed the Board's attention to the Airport Activity Statistics Report ("AASR"), found at pages 16-28 in the December 23, 2019 Regular Board Meeting Packet and distributed to the Board before the December 23, 2019 Regular Board Meeting. The Board reviewed the Report and had no questions.

C. Attorney

Attorney Walker announced that 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 those matters at an appropriate time. Lastly, he wished God's Blessings during the upcoming Christmas and New Year's Holidays to JMAA's Commissioners and Staff and all others attending the meeting.

VII. ACTION ITEMS

A. Financial Matters

1. Financial Reports for November 2019:

a. Balance Sheet: Accept.....Page 29

RESOLUTION CY-2019-192

RESOLUTION ACCEPTING/APPROVING THE NOVEMBER 2019 BALANCE SHEET

Upon motion by Commissioner Pastor Henley, and seconded by Vice-Chairman Martin, 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 November 30, 2019, which is included in the Packet at pages 29-30, and was distributed to the Board prior to the December 23, 2019 Regular Board Meeting.

IT IS, THEREFORE, RESOLVED that the Board hereby accepts and approves the November 2019 Balance Sheet.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

December 23, 2019

b. Income Statement: Accept.....Page 31

RESOLUTION CY-2019-193

RESOLUTION ACCEPTING/APPROVING THE NOVEMBER 2019 INCOME STATEMENT

Upon motion by Commissioner Pastor Henley, and seconded by Vice-Chairman Martin, 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 November 30, 2019, which is included in the Packet at pages 31-33, and was distributed to the Board prior to the December 23, 2019 Regular Board Meeting.

IT IS, THEREFORE, RESOLVED that the Board hereby accepts and approves the November 2019 Income Statement.

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

December 23, 2019

c. Claims Docket for November 2019: Approve.....Page 34

RESOLUTION CY-2019-194

RESOLUTION ACCEPTING/APPROVING THE NOVEMBER 2019 CLAIMS DOCKET

Upon motion by Commissioner LTC(R) Wright, seconded by Vice-Chairman Martin, 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 Claims Docket for the month and period ending November 30, 2019, which is included in the Packet at pages 34-37, and was distributed to the Board prior to the December 23, 2019 Regular Board Meeting.

IT IS, THEREFORE, RESOLVED that the Board hereby authorizes payment of the claims appearing on the November 2019 Claims Docket in the amount of \$690,774.44.

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

December 23, 2019

B. Construction Projects

None.

C. Procurements

None.

D. Service Agreements

1. *Network Printer Services Agreement, JMAA: (i) Authorization to Execute a Rental Agreement for four (4) Combination Printers, etc. Machines, Print Supplies, and Services for 36 Months; (ii) Approval of the Cost for the Printers, Supplies, and Services for the Term of the Agreement; and Authority to Extend the Term of the Current Rental, Etc. Agreement until January 31, 2020 (RJ Young)Page 38*

RESOLUTION CY-2019-195

RESOLUTION: (I) AUTHORIZING JACKSON MUNICIPAL AIRPORT AUTHORITY (“JMAA”) STAFF TO EXECUTE, AFTER REVIEW BY JMAA’S LEGAL COUNSEL, A RENTAL AGREEMENT FOR FOUR (4) COMBINATION PRINTERS, ETC. MACHINES, PRINT SUPPLIES, AND SERVICES FOR 36 MONTHS WITH RJ YOUNG COMPANY; (II) APPROVING THE TERM OF THE AGREEMENT AND THE TOTAL FEE AMOUNT; AND (III) AUTHORIZING JMAA TO EXTEND THE TERM OF THE CURRENT EQUIPMENT AGREEMENT WITH RJ YOUNG COMPANY FOR ONE (1) ADDITIONAL MONTH

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

WHEREAS, the Board has considered the request of Jackson Municipal Airport Authority (“JMAA”) Staff for: (i) authority to execute, after approval by legal counsel for JMAA, an agreement with Robert J. Young Company, LLC doing business as RJ Young Company, Inc. (“RJ Young”), a Tennessee limited liability company, with a principal place of business in Nashville, TN and a local office in Jackson, Mississippi for the rental of four (4) combination (printer, photocopier, and scanner) machines to JMAA, supplying JMAA with associated materials needed for printing, toner, etc. (excluding paper), and performing maintenance services on the combination machines at JMAA’s business offices located at the Jackson-Medgar Wiley Evers International Airport (“JAN”), as needed; (ii) approval of the term of the agreement and the total fee in the amount of \$22,890.00 per year, or a total of \$68,670.00, for the term of the Agreement; and (iii) authority to extend the term of the current equipment rental agreement with RJ Young for one (1) additional month, expiring January 31, 2020; and

WHEREAS, the term of the proposed Agreement will be for thirty-six (36) months, commencing on February 1, 2020, and ending January 31, 2023; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated December 23, 2019, found at pages 38-40 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) JMAA’s Staff is authorized to execute, after approval by legal counsel for JMAA, an agreement with Robert J. Young Company, LLC doing business as RJ Young Company, Inc. (“RJ Young”), a Tennessee limited liability company, with a principal place of business in Nashville, TN and a local office in Jackson, Mississippi for the rental of four (4) combination (printer, photocopier, and scanner) machines to JMAA, supplying JMAA with associated materials needed for printing, toner, etc. (excluding paper), and performing maintenance services on the combination machines at JMAA’s business offices located at the Jackson-Medgar Wiley Evers International Airport (“JAN”), as needed; (ii) the term of the agreement and the total fee in the amount of \$22,890.00 per year, or a total of \$68,670.00, for the term of the Agreement is approved; and (iii) JMAA’s Staff is authorized to extend the term of the current equipment rental agreement with RJ Young for one (1) additional month, expiring January 31, 2020; and

IT IS, THEREFORE, FURTHER RESOLVED that the term of the proposed Agreement will be for thirty-six (36) months, commencing on February 1, 2020, and ending January 31, 2023; and

IT IS, THEREFORE, FURTHER RESOLVED that such requests are fully explained in the Memorandum dated December 23, 2019, found at pages 38-40 of the Meeting Packet.

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

December 23, 2019

2. *Security Check Point Reconfiguration Project, JAN: (i) Authorization to Amend Existing Professional Services Agreement for Professional Design and Construction Oversight; (ii) Approval of Additional Architectural Design and Related Services; (iii) Approval of the New Design and Engineering Services Total Contract; (iv) Approval of the New Project Budget (Duvall Decker).....Page 41*

RESOLUTION CY-2019-196

RESOLUTION: (I) AUTHORIZING JACKSON MUNICIPAL AIRPORT AUTHORITY STAFF (“JMAA”) TO AMEND, AFTER REVIEW BY JMAA’S LEGAL COUNSEL, THE EXISTING MAY 16, 2017 PROFESSIONAL SERVICE

AGREEMENT WITH DUVALL DECKER ARCHITECTS; (II) APPROVING THE NEEDED ADDITIONAL ARCHITECTURAL DESIGN AND RELATED SERVICES; (III) APPROVING THE ADDITIONAL FEE FOR SERVICES IN AN AMOUNT NOT TO EXCEED \$8,560.00; (IV) APPROVING THE NEW TOTAL AGREEMENT AMOUNT NOT TO EXCEED \$106,851.00; AND (V) APPROVING THE NEW PROJECT BUDGET OF \$1,403,441.30

Upon motion by Commissioner Pastor Henley, seconded by Commissioner Bernard, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered the request of Jackson Municipal Airport Authority (“JMAA”) Staff for: (i) authority to amend, after review by JMAA legal counsel, the existing May 16, 2017 Professional Services Contract Agreement (“Agreement”) with Duvall Decker Architects (“Duvall Decker”) of Jackson, Mississippi, a Disadvantaged Business Enterprise (“DBE”) certified by JMAA, for professional design and construction oversight services in connection with the reconfiguration of the security checkpoints at the Jackson-Medgar Wiley Evers International Airport (“JAN”); (ii) approval of the needed additional architectural design and related services; (iii) approval of the additional fee for services in an amount not to exceed \$8,560.00; (iv) approval of the new total Agreement amount not to exceed \$106,851.00; and (v) approval of the new project budget of \$1,403,441.30; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated December 23, 2019, found at pages 41-44 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) JMAA’s Staff is authorized to amend, after review by JMAA legal counsel, the existing May 16, 2017 Professional Services Contract Agreement (“Agreement”) with Duvall Decker Architects (“Duvall Decker”) of Jackson, Mississippi, a Disadvantaged Business Enterprise (“DBE”) certified by JMAA, for professional design and construction oversight services in connection with the reconfiguration of the security checkpoints at the Jackson-Medgar Wiley Evers International Airport (“JAN”); (ii) the needed additional architectural design and related services are approved; (iii) the additional fee for services in an amount not to exceed \$8,560.00 is approved; (iv) the new total Agreement amount not to exceed \$106,851.00 is approved; and (v) the new project budget of \$1,403,441.30 is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that such requests are fully explained in the Memorandum dated December 23, 2019, found at pages 41-44 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

December 23, 2019

3. *Runway 16L/34R, Taxiway Alpha, and Cross Connector Taxiways Pavement Rehabilitation, JAN: (i) Authorization to Amend Existing Professional*

***Service Contract Agreement (Integrated Management Services Agreement);
(ii) Approve Additional Construction Administrative Costs; (iii) Approve New
Total Contract Amount; and (iv) Approve New Total Project
Budget.....Page 45***

Upon Motion by Commissioner Pastor Henley, seconded by Vice-Chairman Martin, the JMAA Board considered Staff's request for Authorization to: (i) Amend Existing Professional Service Contract Agreement (Integrated Management Services Agreement); (ii) Approve Additional Construction Administrative Costs; (iii) Approve New Total Contract Amount; and (iv) Approve New Total Project.

The Board, during its discussion period, determined that further discussion was needed regarding this project, and Chairman Harris announced that she would entertain a motion to table this item.

Commissioner LTC(R) Wright moved to table this item. The motion was seconded by Chairman Harris and approved by a unanimous vote.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

E. Grants

None.

F. Other Matters

- 1. Managed Commercial Wireless Network, JAN, Authorization to: (i) Execute an Agreement to Deploy and Manage a Commercial Wireless Network; (ii) Grant Exclusive Rights to Negotiate for Cellular Providers to Utilize Deployed CWN Inside of JAN (Boingo LLC)
.....Page 50***

Upon Motion by Commissioner Pastor Henley, seconded by Commissioner Bernard, the JMAA Board considered Staff's request for Authorization to: (i) Execute an Agreement to Deploy and Manage a Commercial Wireless Network; (ii) Grant Exclusive Rights to Negotiate for Cellular Providers to Utilize Deployed CWN Inside of JAN (Boingo LLC).

The Board held some discussion concerning the terms of the proposed agreement. During the discussion, Commissioner Pastor Henley explained the reason the Agreement includes a ten (10) year term. Next, Commissioner Pastor Henley suggested authorizing eXpert Professional Solutions to review the proposed services, and Chairman Harris agreed with the sentiment presented.

Chairman Harris then announced that she would entertain a motion to table this item as the Board believes a review of the project terms needs to be completed.

Commissioner Pastor Henley moved to table this item until the January 23, 2020 Work Session to allow for an evaluation by eXpert Professional Solutions. The motion was seconded by Commissioner LTC(R) Wright, and approved by a unanimous vote.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

G. New Business

Commissioner LTC(R) Wright announced that at Hawkins Field Airport (“HKS”), some great things are happening and that there are several projects that he would like to place high on the Agenda. He stated that during several of the recent tours of HKS, there was discussion about projects that could potentially make HKS more appealing to the neighborhood and visitors.

Chairman Harris stated that the Board will discuss any potential economic development projects during Executive Session.

OPEN SESSION

The Board, pursuant to the motion of Commissioner Pastor Henley, seconded by Commissioner Bernard, by a majority vote 4-0-1 (Commissioner LTC(R) Wright abstained), resolved to close the Meeting. Chairman Harris asked all, except Mr. Darion Warren, Interim CEO, and attorneys from Walker Group, PC, to vacate the room.

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

The Board went into Closed Session at 4:28 p.m.

CLOSED SESSION

After discussion regarding matters proposed to be discussed in Executive Session, Commissioner Pastor Henley moved that the Board enter Executive Session to consider: a potential litigation regarding a contract matter, a personnel matter regarding a management-level employee, and a personnel matter regarding a prospective executive-level employee. Commissioner LTC(R) Wright seconded the motion, and the Commissioners unanimously resolved to enter Executive Session for the stated purposes.

The Closed Session ended at 4:30 p.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 potential litigation regarding a contract matter; a personnel matter regarding a management-level employee; and a personnel matter regarding a prospective executive-level employee. Further, she stated that Commissioner Pastor Henley 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. Darion Warren, Interim CEO, and attorneys from Walker Group, PC, to vacate the room.

The Board went into Executive Session at 4:32 p.m.

EXECUTIVE SESSION

During the Executive Session, the Board discussed the following: potential litigation regarding a contract matter, a personnel matter regarding a management-level employee, and a personnel matter regarding a prospective executive-level employee.

1. ***The Board took the following action as to the potential litigation regarding a contract matter.***

RESOLUTION CY-2019-197

RESOLUTION AMENDING THE AGREEMENT WITH CARSON LAW GROUP, JMAA'S AD HOC CONSTRUCTION ATTORNEY, TO INCLUDE CERTAIN AUTHORITY

Upon Motion by Vice-Chairman Martin, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and approved by a majority vote 4-0-1.

WHEREAS, the Board considered discussions held with Dorsey Carson, Esq., JMAA's Ad Hoc Construction Attorney, during previous Board Meetings; and

WHEREAS, the JMAA Board of Commissioners desires to amend its agreement with the Carson Law Group to grant it certain authority, as specified during Executive Session; and

IT IS, THEREFORE, RESOLVED that JMAA's agreement with the Carson Law Group shall be amended to grant the Carson Law Group with certain authority, as specified during Executive Session.

Yeas: Bernard, Harris, Martin, Wright

Nays: None

Abstentions: Henley

December 23, 2019

Mr. Patrick Minor, Manager Hawkins Field Airport, entered the Executive Session at 4:39 p.m. and exited at 5:03 p.m.

Mr. Michael Gater, Director of Human Resources and Administration, entered the Executive Session at 5:06 p.m.

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

RESOLUTION CY-2019-198

RESOLUTION CHANGING JOB TITLE, REPORTING RESPONSIBILITY, AND COMPENSATION PACKAGE OF PATRICK MINOR, AN INCUMBENT EMPLOYEE

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

WHEREAS, based on the job performance and increased job duties and responsibilities of Patrick Minor, the current “Manager of Hawkins Field Airport,” the JMAA Board of Commissioners desires to change Patrick Minor’s job position title to “Director of Hawkins Field Airport” and his reporting responsibilities directly to JMAA’s CEO; and

WHEREAS, based on the above identified factors, the JMAA Board of Commissioners desires to adjust the compensation package of Patrick Minor, as specified during Executive Session.

IT IS, THEREFORE, FURTHER RESOLVED that Patrick Minor, incumbent employee, shall become the “Director of Hawkins Field Airport” and report directly to JMAA’s CEO, effective upon passage of this Resolution.

IT IS, THEREFORE, FURTHER RESOLVED that based on the above identified factors, the Board adjusts the compensation package of Patrick Minor, Director of Hawkins Field Airport, as specified during Executive Session.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

December 23, 2019

Mr. Darion Warren, Interim CEO and Mr. Michael Gater, Director of Human Resources and Administration, exited the Executive Session at 5:20 p.m.

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

RESOLUTION CY-2019-199

RESOLUTION REGARDING A JMAA PROSPECTIVE EXECUTIVE-LEVEL EMPLOYEE

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

WHEREAS, the Board desires to offer an executive-level position to a candidate identified during the Executive Session; and

WHEREAS, the Board has further considered the previous information and documents received from ADK Consulting & Executive Search (“ADL”) as to candidates for the executive-level position.

IT IS, THEREFORE, RESOLVED that the Chairman of the JMAA Board of Commissioners is authorized to negotiate and execute an employment agreement containing a benefit and compensation package, drafted by JMAA’s legal counsel, with an executive-level candidate for an executive-level position identified during Executive Session.

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

December 23, 2019

Upon motion by Commissioner Pastor Henley, seconded by Vice-Chairman Martin, and unanimous approval of the Commissioners present, the Executive Session ended at 5:51 p.m.

OPEN SESSION

Open Session reconvened at 5:53 p.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 a potential litigation regarding a contract matter, a personnel matter regarding a management-level employee, and a personnel matter regarding a prospective executive-level employee.

Commissioner Pastor Henley then motioned to move from the table the Motion regarding Staff’s

request for Authorization to: (i) Amend Existing Professional Service Contract Agreement (Integrated Management Services Agreement); (ii) Approve Additional Construction Administrative Costs; (iii) Approve New Total Contract Amount; and (iv) Approve New Total Project. Vice-Chairman Martin seconded the motion to move from the table the request, and the motion was unanimously approved.

The Board then considered the following Resolution.

RESOLUTION CY-2019-200

RESOLUTION: (I) AUTHORIZING JACKSON MUNICIPAL AIRPORT AUTHORITY (“JMAA”) STAFF TO AMEND, AFTER REVIEW BY JMAA’S LEGAL COUNSEL, THE EXISTING MAY 16, 2012 PROFESSIONAL SERVICE AGREEMENT WITH INTEGRATED MANAGEMENT SERVICES INC; (II) APPROVING THE ADDITIONAL ENGINEERING, DESIGN, AND CONSTRUCTION ADMINISTRATION SERVICES COSTS TO ACCOMMODATE THE EXTENDED CONSTRUCTION SCHEDULE, IN AN AMOUNT NOT TO EXCEED \$199,104.00; (III) APPROVING THE NEW TOTAL CONTRACT AMOUNT FOR ENGINEERING, DESIGN, AND CONSTRUCTION ADMINISTRATION SERVICES IN AN AMOUNT NOT TO EXCEED \$2,035,180.00; AND (IV) APPROVING THE NEW PROJECT BUDGET OF \$23,788,830.89

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

WHEREAS, the Board has considered the request of Jackson Municipal Airport Authority (“JMAA”) Staff for: (i) authority to amend, after the review of JMAA’s legal counsel, the existing May 16, 2012 Professional Services Contract Agreement (“Agreement”) with Integrated Management Services, Inc. of Jackson, Mississippi (“IMS”), for engineering, design, and construction administration services in connection with JAN Runway 16R/34L, Taxiway Alpha and Cross Connector Taxiways Pavement Rehabilitation, to include necessary construction administration services for the extended construction schedule; (ii) approval of the additional engineering, design, and construction administration services costs to accommodate the extended construction schedule, in an amount not to exceed \$199,104.00; (iii) approval of the new total contract amount for engineering, design, and construction administration services in an amount not to exceed \$2,035,180.00; and (iv) approval of the new total project budget of \$23,788,830.89; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated December 23, 2019, found at pages 45-48 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) JMAA’s Staff is authorized to amend, after the review of JMAA’s legal counsel, the existing May 16, 2012 Professional Services Contract Agreement (“Agreement”) with Integrated Management Services, Inc. of Jackson, Mississippi (“IMS”), for engineering, design, and construction administration services in connection with JAN Runway 16R/34L, Taxiway Alpha and Cross Connector Taxiways Pavement Rehabilitation, to include necessary construction administration services for the extended

construction schedule; (ii) the additional engineering, design, and construction administration services costs to accommodate the extended construction schedule, in an amount not to exceed \$199,104.00 are approved; (iii) the new total contract amount for engineering, design, and construction administration services in an amount not to exceed \$2,035,180.00 is approved; and (iv) the new total project budget of \$23,788,830.89 is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that such requests are fully explained in the Memorandum dated December 23, 2019 found at pages 45-48 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

December 23, 2019

VIII. ADJOURNMENT

Thereafter, it was moved by Vice-Chairman Martin, seconded by Commissioner Pastor Henley, and resolved by a unanimous vote, that the meeting of the Board was ADJOURNED at 5:56 p.m.

Respectfully submitted,

Ms. LaWanda D. Harris, Commissioner and Chairman

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

Mr. Lee A. Bernard Jr., Commissioner

Pastor James L. Henley, Jr., Commissioner

LTC(R) Lucius Wright, Commissioner