

**SPECIAL MEETING**  
**OF**  
**JACKSON MUNICIPAL AIRPORT AUTHORITY**  
**BOARD OF COMMISSIONERS**  
**DECEMBER 19, 2013**

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-Medgar Wiley Evers International Airport ("JAN"), in Jackson, Mississippi at 10:00 a.m. on Thursday, December 19, 2013 (the "Meeting"), pursuant to proper notice, a copy of which is attached as an exhibit to these minutes.

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

Vice Chair, Dr. Sylvia Stewart, presided, called the Meeting to order, and called the roll of Commissioners.

The following Commissioners were present in person at the Meeting.

Vice Chair Sylvia Stewart  
Mr. Vernon Hartley  
Reverend James L. Henley, Jr.  
Ms. Evelyn Reed  
Bishop Jeffery Stallworth

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 Chief Administrative Officer  
Gene Moore, Director of Marketing & Communications  
Kenneth Randolph, JMAA Airport Police Chief  
Jack Thomas, JMAA Director of Disadvantaged Business Enterprise  
(DBE) and Community Development  
Cindy Crotchett, JMAA Executive Assistant  
Alan Moore, Baker Donelson Bearman Caldwell & Berkowitz  
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz  
Marlena Pickering, Baker Donelson Bearman Caldwell & Berkowitz

**II. INVOCATION.**

**III. BOARD ORIENTATION.**

**A. Introduction of Senior Management Team.**

Mr. Vanderleest introduced the following members of the JMAA senior staff:

Bonnie Wilson, JMAA Chief Operating Officer  
Gary Cohen, JMAA Chief Financial Officer  
Woody Wilson, JMAA Senior Director of Capital Planning  
René Woodward, JMAA Chief Administrative Officer  
Gene Moore, Director of Marketing & Communications  
Kenneth Randolph, JMAA Airport Police Chief  
Jack Thomas, JMAA Director of Disadvantaged Business Enterprise  
(DBE) and Community Development  
Cindy Crotchett, JMAA Executive Assistant

Mr. Vanderleest then presented and discussed a PowerPoint presentation entitled "JMAA Leadership Staff Members." A copy of this PowerPoint presentation is attached as an exhibit to the minutes of the Meeting.

**B. Overview of Airports.**

Mr. Vanderleest presented and discussed a PowerPoint presentation entitled "Jackson-Medgar Wiley Evers International Airport, 50 Years of Flight." A copy of this PowerPoint presentation is attached as an exhibit to the minutes of the Meeting.

1. *Jackson-Medgar Wiley Evers International Airport.*
2. *Hawkins Field.*

**C. FY 2014 Budget.**

Mr. Vanderleest presented and discussed a PowerPoint presentation entitled "FY 2014 Budget Presentation." A copy of this PowerPoint presentation is attached as an exhibit to the minutes of the Meeting.

At approximately 10:45 a.m., power was lost in the Community Room. The Board recessed the Meeting, moved the Meeting to the former Board Room on the third floor of the Main Terminal Building at JAN, and reconvened. A sign was placed on both entry doors to the Community Room, indicating that the Meeting had been moved to the old Board Room.

**D. FY 2014 Project Summary.**

Mr. Vanderleest presented and discussed a PowerPoint presentation entitled "Construction Industry Briefing." A copy of this PowerPoint presentation is attached as an exhibit to the minutes of the Meeting.

**E. Formation of JMAA and Bylaws.**

Ms. Pickering presented and discussed a PowerPoint presentation entitled "Formation of JMAA and Bylaws." A copy of this PowerPoint presentation is attached as an exhibit to the minutes of the Meeting.

**F. Board Responsibilities and Meeting Agenda.**

Mr. Moore presented and discussed a PowerPoint presentation entitled "Board Responsibilities and Agenda." A copy of this PowerPoint presentation is attached as an exhibit to the minutes of the Meeting.

**G. Board Ethics, Conflicts of Interest and Liabilities.**

Mr. Wagner presented and discussed a PowerPoint presentation entitled "Ethics and Conflicts of Interest." A copy of this PowerPoint presentation is attached as an exhibit to the minutes of the Meeting.

**IV. RECESS FOR LUNCH.**

At approximately 11:30 a.m., the Board recessed for lunch and returned to the Community Room where power had been restored.

**V. RECONVENE MEETING.**

The Board reconvened the Meeting at approximately 12:00 noon.

The following other individuals joined the Meeting when the Meeting was reconvened.

William Dickson, JMAA Airport Security Manager  
Kelly Elliott, JMAA Operations Manager  
Kimberly Farmer, JMAA Administrative Project Support  
Shawn Hanks, JMAA Information Technology Manager  
Rhonda Knight, JMAA Human Resources Manager  
Carl Ross, JMAA Ground Maintenance II  
Janice Scott, JMAA Finance Technician  
Joyce Tillman, JMAA Facilities Engineer  
Jack Weldy, JMAA Properties Manager  
John L. Walker, Walker Group, PC  
Tom Henderson, Neel-Schaffer, Inc.

**VI. APPROVAL AND EXECUTION OF MINUTES.**

- A. Regular Meeting of the Board of Commissioners, October 28, 2013.**
- B. Emergency Meeting of the Board of Commissioners, November 18, 2013.**
- C. Special Meeting of the Board of Commissioners, November 21, 2013.**

After discussion, upon motion duly made by Commissioner Stallworth, seconded by Commissioner Henley, and unanimously approved by the affirmative votes of all Commissioners present and authorized to vote,<sup>1</sup> the minutes described above were approved as presented and directed to be filed in the appropriate minute book and records of the Authority.

**VII. PUBLIC COMMENTS.**

**VIII. REPORTS.**

**A. Chief Executive Officer.**

- 1. *Airport Project Manager Summary, Period Ending November 30, 2013.***
- 2. *Airport Activity Statistics Report, Period Ending November 30, 2013.***

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.

**3. *Employee and Organizational Recognitions.***

- a. Employee of the Month, November 2013.**

Mr. Vanderleest recognized and commended Janice Scott, Finance Technician, Department of Finance, for being named Employee of the Month for November 2013.

- b. Employee of the Month, December 2013.**

Mr. Vanderleest recognized and commended Carl Ross, Grounds Maintenance II, Department of Airfield Maintenance, for being named Employee of the Month for December 2013.

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<sup>1</sup> Although nominated by the Mayor of Jackson and confirmed by the Jackson City Council, Commissioners are not authorized to act until they obtain a fidelity bond. Commissioner Reed had not received her bond at the time of the Meeting. Therefore, although she attended the entire Meeting, she was not authorized to and did not vote on any matter before the Board at the Meeting.

**B. Attorney.**

Vice Chair Stewart welcomed attorney Marlena Pickering to the Meeting, and explained to the other Commissioners that Ms. Pickering had worked on JMAA matters for the past 15 months as an attorney with Baker Donelson. She left Baker Donelson for a brief period to join the U.S. Justice Department, Bureau of Prisons, but had returned to Baker Donelson. Vice Chair Stewart expressed her appreciation for the work Ms. Pickering had done and looked forward to working with her in the future.

**IX. ACTION ITEMS.**

**A. Financial Matters.**

**1. *Financial Reports for November 2013:***

- a. Balance Sheet: Accept
- b. Income Statement: Accept
- c. Claims Docket for November 2013: Approve

Mr. Vanderleest directed the Board's attention to the above referenced financial reports for November 2013, and the Claims Docket for November 2013.

After discussion, upon motion duly made by Commissioner Henley, seconded by Commissioner Hartley, and unanimously approved by the affirmative votes of all Commissioners present and authorized to vote, the Board adopted the following resolution.

**RESOLUTION ACCEPTING FINANCIAL REPORTS  
FOR NOVEMBER 2013 AND APPROVING AND  
AUTHORIZING PAYMENT OF CLAIMS DOCKET  
FOR NOVEMBER 2013**

**WHEREAS**, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed and considered (i) the Balance Sheet and Income Statement for the Authority for the month and period ending November 30, 2013 (the "Financial Reports") and (ii) the Claims Docket for the Authority for the month of November 2013 (the "Claims"), each of which was (x) included in the packet distributed to the Board prior to the December 19, 2013, Special Meeting of the Board, and (y) 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 \$1,556,564.33.

**B. Service Agreements.**

1. *JMAA Contract No. 055-06-291, Interior Plants for Main Terminal Building, JAN: Authorize Renewal of Agreement (Rushingreen, Inc. d/b/a Foliage Designs).*
2. *Airport Security Personnel Training Workshop, JAN: Authorize Agreement (Brainseed Global Aviation Services, LLC).*
3. *JMAA Contract No. 372, Economic Development Support, JAN: Authorize Addendum to Agreement (Waggoner Engineering, Inc.).*

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

After discussion, upon motion duly made by Commissioner Henley, seconded by Commissioner Stallworth, and unanimously approved by the affirmative votes of all Commissioners present and authorized to vote, 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 December 19, 2013, Special Meeting of the Board (the "Meeting"), 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 actions:

1. The Board approves and authorizes negotiation and execution of an amendment to the services agreement with Rushingreen, Inc. d/b/a Foliage Design Systems ("Rushingreen"), pursuant to which Rushingreen will provide maintenance of interior plants at Jackson-Medgar Wiley Evers International Airport ("JAN"), with fees and expenses for such services not to exceed \$1260 per month (the "Rushingreen Amended Agreement"), said Rushingreen Amended Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated November 15, 2013, which describes this matter, as may be deemed appropriate by Dirk Vanderleest, Chief Executive Officer of the Authority ("CEO"), as evidenced by his execution thereof.
2. The Board approves and authorizes negotiation and execution of a services agreement with Brainseed Global Aviation Services, LLC ("Brainseed"), pursuant to which Brainseed will provide certain training for JMAA employees, with fees and all travel and materials expenses (for two instructors) not to exceed \$21,500 (the "Brainseed Agreement"), said Brainseed Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated December 10, 2013, which describes this matter, as may be deemed appropriate by the CEO, as evidenced by his execution thereof.
3. The Board approves and authorizes negotiation and execution of an addendum to the professional services agreement with Waggoner Engineering, Inc. ("WEI"), pursuant to which WEI will provide certain engineering and related planning services (the "WEI Addendum"), said WEI Addendum to be in such form and to contain such terms and conditions consistent with the Memorandum dated December 13, 2013, which describes this matter, as may be deemed appropriate by the CEO, as evidenced by his execution thereof.

**C. Construction Projects.**

1. ***JMAA Contract No. 014-11-092, Airport Security and Access Control Systems Improvements; Premises Distribution System, JAN: Authorize Change Order No. 1 (Webster Electric Co., Inc.).***
2. ***JMAA Contract No. 008-12-048 Pavement Assessment and Overlay Runway 16/34, HKS: Authorize Amendment to Agreement (Aviation Group of Mississippi, LLC).***
3. ***JMAA Project No. 010-13 Runway, Taxiway and Ramp Marking Maintenance, JAN: Authorize Advertisement for Bids.***

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

After discussion, upon motion duly made by Commissioner Henley, seconded by Commissioner Stallworth, and unanimously approved by the affirmative votes of all Commissioners present and authorized to vote, the Board adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING  
CERTAIN ACTIONS WITH RESPECT TO CERTAIN  
CONSTRUCTION PROJECTS**

**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 certain actions with respect to certain construction projects identified below, all as more particularly described in certain memoranda (i) included in the packet distributed to the Board prior to the December 19, 2013, Special Meeting of the Board (the "Meeting"), 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 actions:



1. The Board approves and authorizes execution of Change Order No. 1 to JMAA Contract No. 014-11-092 with Webster Electric Co., Inc., all as more particularly described in that certain Memorandum dated December 13, 2013, which describes this matter, said Change Order No. 1 to be in such form and to contain such terms and conditions consistent with said Memorandum as may be deemed appropriate by Dirk Vanderleest, Chief Executive Officer of the Authority (the "CEO"), as evidenced by his execution thereof.
2. The Board approves and authorizes negotiation and execution of an amendment to the professional services agreement with Aviation Group of Mississippi, LLC for additional design engineering services (the "Aviation Group Amendment"), all as more particularly described in that certain Memorandum dated December 4, 2013, which describes this matter, said Aviation Group Amendment to be in such form and to contain such terms and conditions consistent with said Memorandum as may be deemed appropriate by the CEO, as evidenced by his execution thereof.
3. The Board approves and authorizes the advertisement for bids for certain runway, taxiway and ramp marking maintenance at Jackson-Medgar Wiley Evers International Airport (the "Advertisement"), all as more particularly described in that certain Memorandum dated November 15, 2013, which describes this matter, said Advertisement to be in such form and to contain such terms and conditions consistent with said Memorandum as may be deemed appropriate by the CEO, as evidenced by his approval thereof.

**D. Procurements.**

1. ***Lease Agreement for Network Printers, Photocopiers and Scanners  
JMAA: Authorize Agreement (RJ Young Company, Inc.).***

Mr. Vanderleest directed the Board's attention to the Memorandum dated November 12, 2013, in the Packet, which described this matter, and discussed this matter with the Board.

After discussion, upon motion duly made by Commissioner Henley, seconded by Commissioner Stallworth, and unanimously approved by the affirmative votes of all Commissioners present and authorized to vote, the Board adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING  
EQUIPMENT LEASE WITH RJ YOUNG COMPANY,  
INC.**

**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 entering into an equipment lease agreement with RJ Young Company, Inc. to provide four combination printer, photocopier and scanner machines to the Authority (the "Equipment Lease"), all as more particularly described in that certain Memorandum dated November 12, 2013, (i) included in the packet distributed to the Board prior to the December 19, 2013, Special Meeting of the Board, and (ii) 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, approve and authorize negotiation and execution of the Equipment Lease, said Equipment Lease to be in such form and to contain such terms and conditions consistent with the Memorandum as may be deemed appropriate by Dirk Vanderleest, the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

**E. Grants**

There was no discussion or action on grants at the Meeting.

**F. Other Matters**

**1. *Tri-Jet, LLC: Approve Assignment of Membership Interest.***

Mr. Vanderleest referred the Board to the Memorandum dated November 15, 2013, in the packet distributed to the Board prior to the Meeting which described this matter, and discussed this matter with the Board.

After discussion, upon motion duly made by Commissioner Hartley, seconded by Commissioner Stallworth, and unanimously

approved by the affirmative votes of all Commissioners present and authorized to vote, the Board adopted the following resolution.

**RESOLUTION APPROVING CHANGE IN  
MEMBERSHIP OF TRI-JET, LLC**

**WHEREAS**, the staff of the Jackson Municipal Airport Authority (the "Authority") has recommended that the Board of Commissioners of the Authority (the "Board") consent to the transfer by Magnolia Development, LLC of its membership interest in Tri-Jet, LLC, which constructed a non-commercial hangar at Jackson-Medgar Wiley Evers International Airport for the use of its members, to The Dorothy Todd Puckett Marital Trust, subject to certain terms and conditions (the "Transfer"), all as more particularly described in that certain Memorandum dated November 15, 2013, (i) included in the packet distributed to the Board prior to the December 19, 2013, Special Meeting of the Board, and (ii) incorporated herein by reference (the "Memorandum"); and

**WHEREAS**, the Board has reviewed the Memorandum 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, consent to the Transfer, subject to the terms and conditions described in the Memorandum, said consent to be in such form and to contain such terms and conditions consistent with the Memorandum as may deemed appropriate by Dirk Vanderleest, the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

**2. *All About Planes, LLC/Aero Jackson, Inc.: Approve Consolidation of Operations and Authorize New Lease.***

Mr. Vanderleest referred the Board to the Memorandum dated November 15, 2013, in the packet distributed to the Board prior to the Meeting which described this matter, and discussed this matter with the Board.

After discussion, upon motion duly made by Commissioner Henley, seconded by Commissioner Hartley, and unanimously approved

by the affirmative votes of all Commissioners present and authorized to vote, the Board adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING  
TERMINATION OF EXISTING LEASES AND  
NEGOTIATION AND EXECUTION OF NEW LEASE  
WITH ALL ABOUT PLANES D/B/A HAWKINS JET  
CENTER**

**WHEREAS**, the staff of the Jackson Municipal Airport Authority (the “Authority”) has recommended that the Board of Commissioners of the Authority (the “Board”) (i) approve and authorize termination of the existing General Fixed Base Operations Lease and Operating Agreements with Aero Jackson, Inc. and All About Planes, LLC (“All About Planes”) (collectively, the “Existing Agreements”) and (ii) enter into a new General Fixed Base Operations Lease and Operating Agreement with All About Planes to operate a single, consolidated fixed base operation at Hawkins Field Airport under the name Hawkins Jet Center (the “New FBO Operating Agreement”), all as more particularly described in that certain Memorandum dated November 15, 2013, (x) included in the packet distributed to the Board prior to the December 19, 2013, Special Meeting of the Board, and (y) incorporated herein by reference (the “Memorandum”); and

**WHEREAS**, the Board has reviewed the Memorandum 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, (i) approve and authorize termination of the Existing Agreements and (ii) negotiation and execution of the New FBO Operating Agreement with All About Planes d/b/a Hawkins Jet Center, said New FBO Operating Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum as may deemed appropriate by Dirk Vanderleest, Chief Executive Officer of the Authority, as evidenced by his execution thereof.

3. ***Obsolete Information Technology Equipment, JMAA: Authorize Disposal of Equipment.***

Mr. Vanderleest referred the Board to the Memorandum dated November 12, 2013, in the packet distributed to the Board prior to the December 19, 2013, Special Meeting of the Board which described this matter, and discussed this matter with the Board.

After discussion, upon motion duly made by Commissioner Hartley, seconded by Commissioner Stallworth, and unanimously approved by the affirmative votes of all Commissioners present and authorized to vote, the Board adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING  
DISPOSAL OF OBSOLETE COMPUTER  
EQUIPMENT**

**WHEREAS**, the staff of the Jackson Municipal Airport Authority (the "Authority") has recommended that the Board of Commissioners of the Authority (the "Board") (i) determine and declare certain equipment to be obsolete and of no value and (ii) approve and authorize the disposal of such equipment by Magnolia Data Solutions, LLC, all as more particularly described in that certain memorandum dated November 12, 2013, including Exhibit A thereto, which (i) was included in the packet distributed to the Board prior to the December 19, 2013, Special Meeting of the Board, and (ii) 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 (i) determines and declares that the equipment identified on Exhibit A to the Memorandum is obsolete and of no value and (ii) approves, authorizes and directs that the Equipment be delivered for disposal to Magnolia Data Solutions, LLC in accordance with the Memorandum.

4. ***Decommissioning of Runway 11/29, Hawkins Field Airport.***

Mr. Vanderleest referred the Board to the Memorandum dated November 19, 2013, in the packet distributed to the Board prior to the December 19, 2013, Special Meeting of the Board which described this matter, and discussed this matter with the Board.

After discussion, upon motion duly made by Commissioner Stallworth, seconded by Commissioner Henley, and unanimously approved by the affirmative votes of all Commissioners present and authorized to vote, the Board adopted the following resolution.

**RESOLUTION APPROVING, AUTHORIZING AND  
DIRECTING DECOMMISSION OF RUNWAY 11/29  
AT HAWKINS FIELD AIRPORT**

**WHEREAS**, the staff of the Jackson Municipal Airport Authority (the "Authority") has recommended that the Board of Commissioners of the Authority (the "Board") approve, authorize and direct that Runway 11/29 at Hawkins Field Airport ("Runway 11/29") be decommissioned, all as more particularly described in that certain memorandum dated November 19, 2013, (i) included in the packet distributed to the Board prior to the December 19, 2013, Special Meeting of the Board, and (ii) 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, approve, authorize and direct that Runway 11/29 be decommissioned.

**5. *Early Issues.***

No early issues were presented, so no action was taken on this matter at the Meeting.

**6. *Board Travel.***

- a. Farnborough International Airshow, Farnborough England, July 14-20, 2014.

The Board discussed whether to attend the Farnborough International Airshow in Farnborough, England, on July 14-20, 2014. During discussion, Mr. Vanderleest described the positive contacts JMAA Commissioners and representatives had made at the 2013 Paris Airshow. Mr. Vanderleest said that he believed the

Board should continue to attend similar events in order to establish positive relationships with businesses that invest at airports.

After discussion, upon motion duly made by Commissioner Stallworth, seconded by Commissioner Hartley, and unanimously approved by the affirmative votes of all Commissioners present and authorized to vote, the Board adopted the following resolution.

**RESOLUTION APPROVING TRAVEL TO AND  
PARTICIPATION IN FARNBOROUGH  
INTERNATIONAL AIR SHOW ON JULY 14-20, 2014**

**WHEREAS**, Dirk Vanderleest, Chief Executive Officer (“CEO”) of the Jackson Municipal Airport Authority (the “Authority”), has recommended that the Board of Directors of the Authority (the “Board”) and Mr. Vanderleest attend the Farnborough International Air Show on July 14-20, 2014, in Farnborough, England (the “Farnborough Air Show”), to promote aerospace investment and development opportunities at Jackson-Medgar Wiley Evers International Airport (“JAN”); and

**WHEREAS**, Mr. Vanderleest has recommended that the Board approve and authorize travel, lodging and related expenses for the Board and Mr. Vanderleest to attend and participate in the Farnborough Air Show for the reasons cited above; and

**WHEREAS**, the Travel Policy for the Board, as adopted by the Board on February 28, 2011 (the “Travel Policy”), states that travel outside the continental limits of the United States by a Commissioner on behalf of the Authority shall not be permitted at Authority expense unless there is specific prior approval by the Board and a determination by the Board that such travel would be “extremely beneficial” to the Authority; and

**WHEREAS**, the Board has considered the foregoing and the recommendation by Mr. Vanderleest, and has considered the benefits which would accrue to the Authority from attendance by Commissioners and Mr. Vanderleest at the Farnborough Air Show;

**NOW, THEREFORE, BE IT RESOLVED**, the Board hereby (i) finds and determines that participation by the Board and Mr. Vanderleest in the Farnborough Air Show would be extremely beneficial to the Authority for the



reasons cited above, and (ii) approves and authorizes payment and reimbursement for travel, lodging and related expenses for Board members and Mr. Vanderleest to attend and participate in the Farnborough Air Show as described above, all in accordance with the Travel Policy.

**7. *Election of Chairman.***

Vice Chair Stewart said that because the former Chairman had been replaced on the Board, the office of Board Chairman was now vacant. Vice Chair Stewart then asked for nominations for the office of Chairman of the JMAA Board of Commissioners.

Commissioner Stallworth nominated Commissioner Henley to serve as Chairman. Chairman Henley seconded the nomination.

Commissioner Hartley nominated himself to be Chairman. Vice Chair Stewart seconded the nomination.

Vice Chair Stewart then called for a vote. Commissioners Hartley and Stewart voted for Commissioner Hartley. Commissioners Henley and Stallworth voted for Commissioner Henley. Commissioner Reed was not authorized to vote because her bond had not yet been issued. With no Commissioner receiving a majority of the votes cast, the election was tabled until the next Board Meeting scheduled for 4:00 p.m. on Monday, January 27, 2014.

**8. *General Counsel***

Upon motion duly made by Commissioner Henley, seconded by Commissioner Stallworth, and approved by the affirmative votes of Commissioners Hartley, Henley and Stallworth, with Commissioner Stewart voting against the motion, the Board adopted the following resolution.

**RESOLUTION EMPLOYING WALKER GROUP, PC  
AS GENERAL COUNSEL**

**RESOLVED**, that the Jackson Municipal Airport Authority (“JMAA”) employ Walker Group, PC (“WG”) of Jackson, Mississippi, to be general counsel to JMAA effective immediately; and

**RESOLVED, FURTHER**, that WG shall be authorized at its discretion to associate additional/other attorneys/law firms, including Baker Donelson (“BD”), regarding



particular matters that may arise upon giving JMAA notice of such association; and

**RESOLVED, FURTHER,** the JMAA Board of Commissioners (the "Board") approves and authorizes the negotiation and execution of a professional services agreement between JMAA and WG, with standard and customary fees for such services, in such form and to contain such standard and customary terms and conditions; and

**RESOLVED, FURTHER,** that BD, current general counsel to JMAA, shall provide the Board and Chief Executive Officer of JMAA on or before December 31, 2103, a description of and status report as to each matter/project/case which BD is currently handling; and

**RESOLVED, FURTHER,** that the Board and Chief Executive Officer of JMAA, after receiving and reviewing the status report, shall instruct BD as to each matter/project/case whether it should continue to handle the same and, if so, under what terms and conditions or whether it should transfer the same to WG for future handling; and

**RESOLVED, FURTHER,** that BD shall continue handling all current matters/projects/cases which BD is currently handling until such time as the Board and Chief Executive Officer of JMAA gives BD instructions about the future handling of same; and

**RESOLVED, FURTHER,** WG shall handle all new law matters/projects/cases arising on or after this date; and

**RESOLVED, FURTHER,** that BD is instructed and authorized to disclose to WG attorney-client and/or work product privilege and confidential documents, information and tangible items requested by WG as to past, current and/or future matters/projects/cases handled by BD.

**X. ADJOURNMENT.**

There being no further action to come before the Meeting, upon motion duly made by Commissioner Henley, seconded by Commissioner Stallworth, and unanimously approved by the affirmative votes of all Commissioners present and authorized to vote, the Meeting was adjourned.

Respectfully submitted,

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Dr. Sylvia Stewart, Vice Chair

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Mr. Vernon W. Hartley

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Reverend James L. Henley, Jr.

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Ms. Evelyn Reed

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Bishop Jeffery A. Stallworth