

**ANNUAL MEETING
OF
BOARD OF DIRECTORS
OF
MISSISSIPPI AIRPORTS ASSOCIATION**

April 26, 2016

In accordance with Section 6.4.1 of the Bylaws of the Mississippi Airports Association (“MAA” and the “Association”), the annual meeting (the “Annual Meeting” and “Meeting”) of the Board of Directors of MAA (the “Board”) was held at 4:00 p.m. on April 26, 2016, at The Mill Conference Center in Starkville, Mississippi.

1. ROLL CALL AND DECLARATION OF QUORUM.

President Nash called the Annual Meeting to order and called the roll of Directors. The following Directors were present at the Annual Meeting:

Cliff Nash, President
Bill Cotter, Vice President/President-Elect
Nick Ardillo
Mike Hainsey
Tom Heanue
Elton Jay
Clint Johnson
Mac McManus
Clint Pomeroy
Carol Snapp
Dirk Vanderleest
Sam Washington
Clay Williams
Tom Williams

The following were also present:

Kathy Kenne, Executive Director, MAA
Jeff Wagner, Baker Donelson, General Counsel, MAA
Tommy Booth, Director, Aeronautics Division, Mississippi Department of
Transportation

President Nash declared that a quorum was present, and the Meeting was competent to proceed with the business at hand.

2. APPROVAL OF BOARD MINUTES.

After discussion, upon motion duly made and seconded, the Board unanimously approved the minutes of the Special Meeting of the Board on February 4, 2016, as submitted, and directed that the minutes be filed in the minute book of MAA.

3. PRESIDENT'S REPORT.

President Nash expressed his gratitude for the opportunity to serve as President of the Association for the last two years and announced that president Elect Bill Cotter would be assuming the office of President following the officers' reports. President Nash thanked Kathy Kenne and her staff for all the hard work in putting together the 2016 Annual Conference and thanked Rodney Lincoln, Airport Manager Starkville/Oktibbeha County Airport, for hosting the conference.

4. TREASURER'S REPORT.

President Nash introduced Perry Miller, Chief Operating Officer of the Jackson Municipal Airport Authority who would be presenting the Treasurer's report on behalf of Carl Newman. Mr. Miller expressed Mr. Newman's apologies for not being able to attend the Annual Conference, stating that he is travelling on American Association of Airport Executives business. Mr. Miller advised the Board that the Association is doing well financially. Income is up 43%, cash-on-hand is up 4% and liabilities are down significantly.

Upon motion duly made and seconded, the Board unanimously approved the Financial Report.

5. EXECUTIVE DIRECTOR'S REPORT.

Kathy Kenne, Executive Director of the Association, said that the 2016 Annual Conference was a great success with approximately 185 people in attendance with 28 exhibitors and 31 sponsors. Ms. Kenne noted that, based on comments made to her, attendees have been very pleased with the speakers.

6. INSTALLATION OF NEW PRESIDENT.

President Nash then turned the meeting over to the incoming President, Bill Cotter.

7. REPORTS OF COMMITTEES.

A. 2016 MAA Annual Conference Committee.

President Cotter again thanked everyone for a very successful event.

B. 2017 Annual Conference Committee.

President Cotter reminded the Board that the 2017 Annual Conference will be held on the Mississippi Gulf Coast. Clay Williams noted that May is the beginning of the busy

season for coast casinos, so recommended that the Conference be held in April. He then polled the Board on whether the event should be scheduled for Monday through Wednesday or Wednesday through Friday with the consensus being that the Conference should be Wednesday through Friday.

C. 2018 Annual Conference

President Cotter announced that Oxford University Airport had offered to host the 2018 Annual Conference and asked Mac McManus, Kathy Kenne and Tommy Booth to begin preliminary planning for the event.

8. OLD BUSINESS.

D. Legislation.

At President Cotter's request, Jeff Wagner, the Association's General Counsel, discussed the following bills enacted by the Mississippi Legislature during its 2016 Regular Session with the Board.

(1) House Bill 1074. This bill creates an "Economic Development and Infrastructure Fund" in the State Treasury and directs the Mississippi Development Authority to develop programs to:

- (a) Assist with infrastructure development and reconstruction in gaming counties.
- (b) Assist with air service development in gaming counties by assisting Part 121 carriers through:
 - (i) revenue and seat guaranties;
 - (ii) seat cost mitigation;
 - (iii) ground handling; and
 - (iv) marketing.

From available funds, not less than \$2.5 million are to be used for air service development.

(2) House Bill 1381. This bill provides a regulatory framework for transportation network companies such as Uber and Lyft. Companies must be licensed by the Mississippi Insurance Department and driver information must be provided on the company's website. This will allow transportation network companies to operate throughout the state without having to comply with local taxi cab or similar requirements. Prior to passage, transportation network companies had been prohibited from working in many areas of the state.

(3) Senate Bill 2162. This bill would abolish the Jackson Municipal Airport Authority (JMAA) and create the Jackson Metropolitan Area Airport Authority (JMAAA) to operate the Jackson Medgar Wiley Evers International Airport (JAN). The JMAAA would have a 9-member Board of Commissioners consisting of the following:

- (1) Adjutant General of the State of Mississippi.
- (2) Executive Director of the Mississippi Development Authority.
- (3) One appointee of the Mayor of Jackson.
- (4) One appointee of the Jackson City Council.
- (5) One appointee of the Madison County Board of Supervisors.
- (6) One appointee of the Rankin County Board of Supervisors.
- (7) Two appointees of the Governor (Jackson residents).
- (8) One appointee of the Lieutenant Governor (Jackson resident).

In addition, each appointee would have to meet one of several minimum experience or qualification requirements to serve.

The bill would not change ownership of any land comprising a part of JAN or any right to receive tax revenues from JAN. The bill will not be effective until the Federal Aviation Administration approves transfer of the operating certificate for JAN to JMAAA.

(4) Senate Bill 2533. This bill amends the Mississippi Public Records Act to provide that a public body must disclose what might otherwise be protected confidential or proprietary information provided by a third-party if the third-party does not secure a protective order within 21 days of the date that the public body gives notice to the third-party. The bill does not, however, impose a time limit for the public body to give notice to the third-party.

(5) Senate Bill 2587. This bill limits interim appointments and holdovers on municipal boards, commissions and authorities to 180 days and prohibits the expenditure of municipal funds to compensate interim appointments or holdovers past 180 days.

(6) Senate Bill 2593. This bill amends the Mississippi Public Records Act to provide that a public body need not disclose the contents of a sealed-proposal if there are on-going negotiations with respect to the proposal. The public body must, however, disclose the contents within seven (7) working days after issuance of a notice of intent to award a contract. A potential protestor will have a reasonable period of time – not less than seven (7) working days – after receipt of a copy of a competitor's sealed proposal to protest the award.

At the conclusion of Mr. Wagner's report, Perry Williams of JMAA expressed the gratitude of JMAA for the support MAA had provided thus far in connection with Senate Bill 2162.

B. Multi-Modal Transportation Fund.

Tommy Booth, Director of Aeronautics for the Mississippi Department of Transportation, announced that the Multi-Modal Transportation Fund received its now-becoming-standard \$10 million appropriation, of which \$3.4 million would go to airports. Awards have been made from the funds to grant recipients, subject to Mississippi Transportation Commission concurrence which is expected at its May 24, 2016 meeting.

9. NEW BUSINESS.

A. APPOINTMENT OF TWO DIRECTORS TO TWO YEAR TERMS.

President Cotter advised the Board that he was appointing Cliff Nash and Nick Ardillo each to two-year terms as Directors.

B. NOMINATION OF THREE DIRECTORS TO THREE-YEAR TERMS.

President Cotter recommended that the Board nominate Tom Heanue, Eric Konupka and Clay Williams to serve three-year terms on the Board, subject to election by the Members of the Association at the Annual Member Meeting which would be the following morning, April 27, 2016.

After discussion, upon motion duly made and seconded, the Board unanimously nominated the following individuals to serve three-year terms on the Board, subject to election by the Members of the Association: Tom Heanue, Eric Konupka and Clay Williams.

C. ELECTION OF OFFICERS.

After discussion, upon motion duly made and seconded, the Board unanimously elected the following individuals to serve as Officers of the Association for two-year terms:

Vice-President/President-Elect	Sam Washington
Secretary	Clay Williams
Treasurer	Carl Newman
Assistant Treasurer	Perry Miller

10. OTHER MATTERS.

President Cotter reminded the Board that the Annual Meeting of Members of the Association would be held at 8:00 a.m. on April 27, 2016.

11. ADJOURNMENT.

There being no further business to come before the Meeting, upon motion duly made, seconded, and unanimously adopted, the Meeting was adjourned.

Clay Williams, Secretary