

ANNUAL MEETING
OF
BOARD OF DIRECTORS
OF
MISSISSIPPI AIRPORTS ASSOCIATION

May 15, 2014

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 3:15 p.m. on May 15, 2014, at Harrah’s Resort in Tunica, Mississippi.

1. ROLL CALL AND DECLARATION OF QUORUM.

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

Tom Heanue, President
Cliff Nash, Vice-President/President-Elect
Josh Abramson
Nick Ardillo
Bill Cotter
Draylin Gant
Mike Hainsey
Elton Jay
Don Shepley
Carol Snapp
Sam Washington
Tom Williams

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

The following other persons were also present:

Tommy Booth, Director, Aeronautics Division, Mississippi Department of
Transportation
Gary Cohen, Assistant Treasurer of MAA
Kathy Kenne, Executive Director, MAA
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz

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 6, 2014, as submitted, and directed that the minutes be filed in the minute book of MAA.

3. OUTGOING PRESIDENT'S REPORT.

President Heanue congratulated the 2014 MAA Annual Conference Committee for a successful 2014 Annual Conference.

4. TREASURER'S REPORT.

President Heanue introduced Gary Cohen, Chief Financial Officer of the Jackson Municipal Airport Authority and Assistant Treasurer of MAA. Mr. Cohen distributed a Financial Report, a copy of which is attached as an exhibit to the minutes of this Meeting. Mr. Cohen advised the Board that, although not shown on the report, MAA would begin disbursing scholarship funds (\$2,000.00 each) to Hinds Community College, East Mississippi Community College and Delta State University shortly after the conference.

5. EXECUTIVE DIRECTOR'S REPORT.

Kathy Kenne, Executive Director of the Association, said that the 2014 Annual Conference appeared to be a great success with over 175 people in attendance, including several new members. Ms. Kenne advised that she would distribute a more detailed report to the Board after the Conference.

6. INSTALLATION OF NEW PRESIDENT

President Heanue announced that Cliff Nash, who had served as Vice-President / President-Elect for the past two years, would succeed to the office of President of the Association upon completion of this Meeting.

7. REPORTS OF COMMITTEES.

A. 2014 MAA Annual Conference Committee.

President Heanue again thanked the 2014 MAA Annual Conference Committee for a very successful event.

B. 2015 Annual Conference Committee.

Josh Abramson provided a report on preparations for the 2015 Annual Conference to be held in Tupelo, Mississippi. President Heanue thanked Mr. Abramson and the other members of the 2015 Annual Conference Committee, Sam Washington and Kathy Kenne. President Heanue also advised the Board that Starkville had requested to host the 2016 Annual Conference.

C. Nominating Committee.

President Heanue said that, instead of appointing a Nominating Committee, he had decided to allow the Board as a whole to serve as the Nominating Committee.

i. Officers

At President Heanue's request, Mr. Wagner explained that the Bylaws of the Association provide that the Association's Officers shall serve 2 year terms, with new Officers being elected in even years. As previously discussed, Cliff Nash served as Vice-President/President-Elect for the prior two years and would automatically succeed Tom Heanue as President of the Association at the conclusion of the Meeting. Mr. Wagner said that the Officer positions open for election at this time were the positions of Vice-President/President-Elect, Secretary (and Assistant Secretary if the Board so elects) and Treasurer (and Assistant Treasurer if the Board so elects) for two year terms.

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

Vice-President/President-Elect	Bill Cotter
Secretary	Josh Abramson
Treasurer	Dirk Vanderleest
Assistant Treasurer	Gary Cohen

ii. Directors

Mr. Wagner said that Mike Hainsey, Don Shepley, Sam Washington, and Tom Williams were rotating off the Board as Directors and that the Board needed to nominate three individuals to be elected as Directors by the Members for three (3) year terms. The Bylaws require that all three Directors elected annually must be "actively engaged in full-time airport management," and at least one "shall be actively engaged in full-time airport management" for an airport which has commercial passenger service.

The Bylaws also permit the President of the Board to appoint one person to serve a three (3) year term as Director. The Director to be appointed by the new President must only be a Member of the Association. Mr. Nash said that he intended to appoint Clint Pomeroy to a three (3) year term as a Director.

After discussion, upon motion duly made and seconded, the Board unanimously nominated the following individuals to serve three (3) year terms as Directors of the Association:

Sam Washington

Clint Johnson

8. OLD BUSINESS.

A. Legislation.

President Heanue indicated that this issue would be discussed in more detail at the Annual Meeting of MAA Members the following morning; however, he asked Mr. Wagner to provide a brief overview of the 2014 Legislature, which Mr. Wagner provided.

Mr. Wagner advised the Board that there were three bills of special interest to airports passed by the Mississippi Legislature during the 2014 Regular Session.

i. Senate Bill No. 2785: Mississippi Air Service Development Program Act

This bill created the Mississippi Air Service Development Program, which will provide financial grants to commercial airports for one of the following goals:

- (1) Adding air service for new destinations;
- (2) Adding frequencies to current service;
- (3) Lowering fares/introducing new competitive service; and
- (4) Up-gauging aircraft and/or adding a new FAA Part 121 commercial air carrier.

Funds can be used for marketing and advertising a new service, new routes and additional frequencies. Funds may not be used to purchase airline passenger seats. The Mississippi Development Authority is authorized to administer Program grants, monitor and evaluate the Program. The amount of a grant will be based on a formula of \$10.00 per seat per day, not to exceed an annual total of \$500,000 per year per airport. Grants will be disbursed over the course of twelve months, to ensure that a carrier would not receive funds on the front end and then not fulfill its obligations. However, notwithstanding the foregoing, the Legislature failed to appropriate money for this Program. This act will automatically sunset on July 1, 2018.

ii. Senate Bill No. 2373: New Market Tax Credits

MAA sponsored the introduction of two bills to add “municipal airport authorities” to the list of public entities authorized to utilize “new market tax credits” for development on airport property. Both bills died, but the authorization sought was included in a separate, more comprehensible bill (SB 2373), so MAA accomplished what it set out to accomplish, and “municipal airport authorities” are now authorized to utilize new market tax credits for development on airport property.

iii. Senate Bill No. 2137: Use of Internet Web Services to Advertise Public Sales of Surplus Airport Equipment

MAA introduced legislation to eliminate all newspaper publications required when airports elect to sell surplus equipment by internet auction. When the Mississippi Press Association objected, in order to get the bill passed, MAA agreed to require the normal three publications over fifteen days in a newspaper in exchange for not requiring the proposed sale to be republished in a newspaper if the airport relists the equipment for sale pursuant to a second internet auction. The bill also eased the requirements to be included in the notice to conform to the realities of internet auctions.

Mr. Wagner encouraged the Members of the Association to express their appreciation to each of the MDOT Commissioners and MDOT Executive Director Melinda McGrath for their continuing support of the Multi-Modal Transportation Improvement Fund. Mr. Wagner also asked the Members to express their appreciation to those members of the Mississippi State Senate and Mississippi House of Representatives who support airports and multi-modal transportation. Mr. Wagner specifically mentioned Lieutenant Governor Tate Reeves; Speaker of the House, Phillip Gunn; Senator Willie Simmons, Chair of the Senate Highways and Transportation Committee; Senator David Blount of Jackson; Representative Robert Johnson of Natchez, Chair of the House Transportation Committee; and Representative Alex Monsour of Vicksburg, Chair of the House Ports, Harbors and Airports Committee.

B. Multi-Modal Transportation Improvement Fund.

Tommy Booth advised the Board that 2014 Multi-Modal Transportation Improvement Fund grants for airports had been scored with recommendations for award to be submitted to the Mississippi Transportation Commission for approval at its meeting on May 27, 2014. Mr. Booth further advised the Board that the MDOT budget for Fiscal Year 2015, as passed by the 2014 Mississippi Legislature, included \$10 million for the Multi-Modal Transportation Improvement Fund. \$3.4 million of that amount would be allocated to Mississippi airports. Mr. Booth said he would provide a more detailed report on the Multi-Modal Transportation Improvement Fund during the General Session of the Conference the following morning.

C. Proclamation of May as Aviation Month.

President Heanue reminded the Board that House Resolution No. 124, adopted by the Mississippi Legislature in 2011, declared May to be Aviation Month in Mississippi. President Heanue encouraged everyone to circulate the Resolution to local media and make a special effort to promote the importance of aviation and airports during May of each year.

D. Air Service Study.

President Heanue announced completion of the Mississippi Air Service Study by the Boyd Group, which study had been funded by a grant from the Mississippi Development Authority. President Heanue advised the Board that the original report had been delivered to Kathy Kenne who had a copy for each member of the Board of Directors. President Heanue asked that no one publicly release the report until after the next Board meeting in order to allow everyone a chance to review.

9. NEW BUSINESS.

A. 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:

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|--------------------------------|------------------|
| Vice-President/President-Elect | Bill Cotter |
| Secretary | Josh Abramson |
| Treasurer | Dirk Vanderleest |
| Assistant Treasurer | Gary Cohen |

B. Appointment of One (1) Director for Three (3) Year Term.

New President Nash appointed Clint Pomeroy to serve as a Director of MAA for a three (3) year term, as authorized by Section 6.2.d of the Bylaws of the Association.

10. OTHER MATTERS.

A. Annual Meeting of Members of the Association.

President Heanue reminded the Board that the Annual Meeting of Members of the Association would be held at 8:00 a.m. on May 16, 2014.

B. Next Board Meeting.

New President Nash said that he would distribute a notice of the next Board meeting.

11. ADJOURNMENT.

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

Josh Abramson, Secretary