

SPECIAL MEETING
OF
BOARD OF DIRECTORS
OF
MISSISSIPPI AIRPORTS ASSOCIATION

February 5, 2015

In accordance with Section 6.4.2 of the Bylaws of the Mississippi Airports Association (“MAA” and the “Association”), a special meeting (the “Meeting”) of the Board of Directors of the MAA (the “Board”) was held at 8:45 a.m. on Thursday, February 5, 2015, at the Old Capitol Inn in Jackson, Mississippi. A copy of the notice of the Meeting is attached as an exhibit to these minutes.

1. ROLL CALL AND DECLARATION OF QUORUM.

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

Cliff Nash, President, Tunica County Airport Commission
Bill Cotter, President-Elect, Stennis International Airport
Nick Ardillo, NPA, LLC
Mike Hainsey, Golden Triangle Regional Airport
Tom Heanue, Hattiesburg-Laurel Regional Airport Authority
Elton Jay
Mac McManus, University – Oxford Airport
Clint Pomeroy, Natchez-Adams County Airport
Carol Snapp, Trent Lott International Airport
Dirk Vanderleest, Consultant
Clay Williams, Gulfport-Biloxi Regional Airport Authority

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

The following other persons were present at the Meeting:

Rans Black, Airports District Office, Federal Aviation Administration
Tommy Booth, Director, Aeronautics Division, MDOT
Charles Carr, Director of Intermodal Planning, Mississippi Department of Transportation
 (“MDOT”)
Gary Cohen, Jackson Municipal Airport Authority, Assistant Treasurer of MAA
Kathy Kenne, Tellos Creative, Executive Director of MAA

Alan Moore, Baker Donelson Bearman Caldwell & Berkowitz, PC, General Counsel of
MAA
Carl Newman, Jackson Municipal Airport Authority
Marlena Pickering, Baker Donelson Bearman Caldwell & Berkowitz, PC
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz, PC
Tom Williams, Meridian Airport Authority
Woodrow Wilson, Jackson Municipal Airport Authority

2. APPROVAL OF DECEMBER 9, 2014 BOARD MINUTES.

After discussion, upon motion duly made and seconded, the Board unanimously approved the minutes of the Special Meeting of the Board on December 9, 2014, and directed that the minutes be filed in the minute book of MAA.

3. PRESIDENT'S REPORT.

President Nash thanked everyone for attending the Meeting, and expressed his appreciation to everyone for the spirit of cooperation among the airports represented on the Board.

4. TREASURER'S REPORT.

Gary Cohen, Assistant Treasurer, presented a Balance Sheet and Profit and Loss Statement as of December 31, 2014, and a budget for 2015 (the "Treasurer's Report").

After discussion, upon motion duly made and seconded, the Board unanimously accepted the Treasurer's Report and directed that a copy of the Treasurer's Report be attached as an exhibit to the minutes of the Meeting.

President Nash congratulated Mr. Cohen on his upcoming retirement and thanked him for his service as Assistant Treasurer for the Association.

5. EXECUTIVE DIRECTOR'S REPORT.

Kathy Kenne, Executive Director of MAA, said that most of her recent work on behalf of MAA had been devoted to distribution of 2015 membership packets and the 2015 Annual Conference.

6. REPORTS OF COMMITTEES.

A. 2015 MAA Annual Conference Committee.

Ms. Kenne said that since Josh Abramson, Director of the Tupelo Airport Authority, had resigned to take a similar position in College Station, Texas, she was working to complete plans for the 2015 Annual Conference to be held in Tupelo, Mississippi, on May 13-15, 2015. Ms. Kenne discussed the program and status of invited speakers.

In response to a question from Mike Hainsey regarding economic development incentives available to airports, Mr. Moore said that his firm would be pleased to present a program on economic incentives available for airport development in Mississippi.

Dirk Vanderleest and others discussed the possibility of MAA publishing a brochure describing the economic impact of airports and multi-modal grant projects for distribution at the 2016 Annual Intermodal Legislative Breakfast. After discussion, action on this matter was deferred until the MAA Annual Meeting in May 2015.

B. Scholarship Committee.

Mike Hainsey asked the status of the Association's commitment to provide scholarships to college students interested in studying aviation.

After discussion, President Nash appointed Tom Heanue to review the Association's finances and make a recommendation for scholarships to be awarded during the upcoming academic year.

7. OLD BUSINESS.

A. 2015 Legislation.

President Nash asked Alan Moore, General Counsel for MAA, to discuss bills pending before the 2015 Legislature which would impact airports.

i. Mississippi Air Service Development Act.

Mr. Moore reminded the Board that it had endorsed legislation enacted in 2014 to create the Mississippi Air Service Development Program to provide marketing funds to commercial airports through grants administered by the Mississippi Development Authority ("MDA"). However, no funds had been appropriated for the Program. Mr. Moore said that the Gulfport-Biloxi Regional Airport Authority (the "Gulfport-Biloxi Airport") had taken the leadership role in seeking a \$2 million appropriation for this Program in 2015. Mr. Moore asked Clay Williams, Director of the Gulfport-Biloxi Airport, to discuss the status of that effort. Mr. Williams said that MDA and legislative leaders in both the Senate and House had expressed support for the appropriation, but no action had been taken yet. Mr. Williams and Mr. Moore urged those present to be prepared at the appropriate time to ask their local legislator to support appropriating \$2 million to the Program.

ii. Ethics Legislation: Section 25-5-105 of the Mississippi Code.

Mr. Moore called on Jeff Wagner to discuss this proposed legislation.

Mr. Wagner said that under current Mississippi ethics laws, when a local airport board member or commissioner rents a hangar or other facilities at that same airport, a problem arises when there is an increase in rent or renewal of the lease because the board member has an inherent financial interest – a conflict – in the matter. On the other hand, individuals who own

aircraft based at small airports are often the most knowledgeable candidates to serve on the governing board of local airports. In an effort to resolve this dilemma, an amendment to Section 25-5-105 had been prepared, which would have offered limited protection to such board members when the board action was tied to some objective criteria or index. However, after discussing the matter with legislative leaders, the effort to enact this legislation during 2015 had been withdrawn. Mr. Wagner suggested that this matter might be appropriate for reconsideration in the future.

B. Membership Dues

President Nash reminded the Board that it had taken action on membership dues at the December 9, 2014, Board meeting.

C. Multi-Modal Transportation Improvement Fund.

Mr. Moore reminded the Board that there had been a series of meetings in the Fall among Melinda McGrath, Executive Director of the Mississippi Department of Transportation (“MDOT”), Charles Carr, MDOT Director of Intermodal Planning, Tommy Booth, MDOT Director of Aeronautics, other senior MDOT staff members, and representatives of Mississippi ports, airports and public railroads. The purpose of those meetings had been to address MDOT’s commitment to make the grant selection processes more transparent and to hold grantees accountable for spending grant funds timely and on the projects described in their applications. Mr. Moore said that those meetings had been very productive and that everyone was working together to improve the Program. Mr. Moore said that MDOT was also moving to an electronic application process, with initial applications being available by mid-March 2015.

Charles Carr, MDOT Director of Intermodal Planning, confirmed MDOT’s commitment to greater transparency and accountability.

After further discussion, Mr. Moore asked the Board to consider adopting a resolution supporting MDOT’s budget for FY2016, including \$10 million for the Multi-Modal Transportation Improvement Program.

Upon motion duly made and seconded, the Board then unanimously adopted the following resolution, and directed the Association’s representatives to distribute the resolution to Lieutenant Governor Tate Reeves, Speaker of the House Philip Gunn, each of the three MDOT Commissioners, and legislators who chair key transportation committees.

**RESOLUTION EXPRESSING APPRECIATION FOR MULTI-MODAL
FUNDING AND SUPPORT FOR MISSISSIPPI DEPARTMENT OF
TRANSPORTATION**

WHEREAS, the Mississippi Airports Association represents eight (8) commercial airports and sixty-nine (69) general aviation airports in the State of Mississippi (the “State”); and

WHEREAS, the Mississippi Department of Transportation (“MDOT”), through its Aeronautics Division, supports airports and aviation interests in the State, and MDOT is responsible for developing and maintaining an intermodal transportation system in the State; and

WHEREAS, the Mississippi Airports Association recognizes the critical importance of a world class intermodal transportation system to the State’s economic development and growth, and fully supports development of a world class intermodal transportation system within the State, including airports, roads and highways, gulf and inland river ports, inland waterways, railroads, and public transit;

NOW, THEREFORE, BE IT RESOLVED, the Board of Directors of the Mississippi Airports Association, for and on behalf of the Mississippi Airports Association, states the following:

1. The Mississippi Airports Association expresses appreciation to MDOT Commissioners Dick Hall, Tom King and Mike Tagert; MDOT Executive Director Melinda McGrath; Charles Carr, MDOT Director of Intermodal Planning; Tommy Booth, Director of the MDOT Aeronautics Division; and other members of the MDOT staff for their commitment to airports and aviation in the State and development of a world class intermodal transportation system within the State.
2. The Mississippi Airports Association expresses special appreciation for the appropriation of \$10 Million to the Multi-Modal Transportation Improvement Fund for Fiscal Year 2015, which resulted in over \$3,400,000.00 in grants for airport improvement projects throughout the State.
3. The Mississippi Airports Association expresses its strong support for full funding of MDOT’s budget request for Fiscal Year 2016, which includes \$10 Million for the Multi-Modal Transportation Improvement Fund, so that all transportation modes in the State will be adequately funded.

8. NEW BUSINESS.

A. Election of Director.

President Nash said that because of Josh Abramson’s move to College Station, Texas, a vacancy on the Board had been created for his two year term. President Nash said that the Bylaws of the Association authorize him to appoint a new Director to be confirmed by the Board. President Nash then appointed Woodrow Wilson, Senior Director of Capital Programming, Jackson Municipal Airport Authority, to serve the remainder of Mr. Abramson’s term.

Upon motion duly made and seconded, the Board unanimously confirmed Mr. Wilson's appointment to the Board.

B. Election of Secretary.

President Nash reminded the Board that Mr. Abramson had also served as Secretary of the Association. After discussion, President Nash and the Board decided to defer action on appointing and confirming a new Secretary until the MAA Annual Conference in May 2015.

C. Election of Assistant Treasurer.

Because of the pending retirement of Gary Cohen, Assistant Treasurer of the Association, President Nash said that a vacancy would occur in the office of Assistant Treasurer as of the end of this Meeting.

During discussion of whether to appoint and confirm a new Assistant Treasurer, President Nash said that the Jackson accounting firm of Breazeale, Saunders and O'Neil had offered to provide accounting services to the Association at no charge. After further discussion, the Board decided to defer action on that offer until the MAA Annual Conference in May 2015.

President Nash then appointed Carl Newman, Executive Director, Jackson Municipal Airport Authority, to serve as Assistant Treasurer until the election of a successor, to be confirmed by the Board in accordance with the Association's Bylaws.

Upon motion duly made and seconded, the Board of Directors of the Mississippi Airports Association (the "Association") unanimously (i) withdrew Gary Cohen's authorization to sign checks and other instruments on behalf of the Association ; (ii) confirmed Carl Newman's appointment as Treasurer of the Association and authorized Mr. Newman to sign checks and other instruments on behalf of the Association; and (iii) authorized and directed Cliff Nash, President of the Association, and Mr. Newman to notify all appropriate banks and other parties of this resolution.

9. OTHER MATTERS.

A. FAA News.

Rans Black, Airports District Office, FAA, reported on current matters of interest regarding the Federal Aviation Administration

B. Proposed Redesignation and Expansion of Restricted Area R4403

Bill Cotter, Director, Stennis International Airport, advised the Board that numerous public entities near Stennis International Airport had filed objections to the proposed new rule to expand the restricted airspace around the Stennis Space Center and change the primary usage from confined rocket engine testing to the testing of drones and air to surface weapons. As of this date, FAA had not taken any action to move the proposed rule forward.

C. Use Tax

President Nash told the Board about the Tunica County Airport Commission's successful effort to persuade Dillard's to register three corporate jets at the Tunica Airport because of Mississippi's favorable use tax rate. President Nash said that he thought other airports in the state should pursue similar opportunities.

10. ADJOURNMENT.

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

Respectfully submitted,

Cliff Nash, President
Mississippi Airports Association