

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

**December 16, 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 MAA (the “Board”) was held at 12:00 noon on Wednesday, December 16, 2015, at the Veranda Restaurant in Starkville, 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 Cliff Nash called the Meeting to order, and noted that the following Directors were present at the Meeting:

Nick Ardillo, Neel-Schaffer, Inc.  
Mike Hainsey, Golden Triangle Regional Airport  
Elton Jay  
Clint Johnson, Cleveland Municipal Airport  
Clint Pomeroy  
Dirk Vanderleest, Consultant/Waggoner Engineering, Inc.  
Tom Williams, Meridian 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:

Tommy Booth, Director, Aeronautics Division, MS Department of Transportation  
Kathy Kenne, Tellos Creative, Executive Director of MAA  
Alan Moore, Baker Donelson  
Jeff Wagner, Baker Donelson  
Matt Dowell, Operations Manager, Golden Triangle Regional Airport Authority

**2. APPROVAL OF AUGUST 13, 2015 BOARD MINUTES.**

After discussion, upon motion duly made and seconded, the Board unanimously approved the minutes of the Special Meeting of the Board held on August 13, 2015, 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.**

Carl Newman, Treasurer, was not present at the Meeting, but he had prepared a Balance Sheet and Profit and Loss Statement for the Association as of September 30, 2015 (collectively, the “Treasurer’s Report”), which was distributed to the Board at the Meeting.

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.

**5. EXECUTIVE DIRECTOR’S REPORT.**

Kathy Kenne, Executive Director of MAA, reported that the annual membership drive had commenced, and that renewals were coming in slowly. She asked everyone to be sure that their organization pays its membership dues for the upcoming year.

**6. REPORTS OF COMMITTEES.**

**A. 2016 MAA Annual Conference Committee.**

President Nash and Mike Hainsey reported that the dates for the 2016 Annual Conference had been changed to April 25-27, 2016, and that the conference would be held at the new Starkville conference center.

**7. OLD BUSINESS.**

**A. Air Service Development Program.**

Mr. Wagner reported that the Mississippi Development Authority ("MDA") had adopted regulations setting out the application and reporting requirements for the Program, but no grant applications had been filed. Upon request, Mr. Wagner agreed to distribute a copy of MDA's regulations for the Program to the Board.

**B. Brochure Describing Economic Impact of Airports and Multi-Modal Grants.**

Tommy Booth and Ms. Kenne said that they were finalizing the brochure and hoped to have a thousand ready for distribution at the Annual Intermodal Legislative Breakfast on February 4, 2016.

**C. AMAC Conference.**

In the absence of Mr. Newman, there was no discussion of this conference which had recently been held on October 14 - 15, 2015, at Jackson - Medgar Wiley Evers International Airport.

**D. FAA Reauthorization and Conference with Sen. Wicker.**

Chairman Nash reported that representatives of MAA had a very positive meeting with Sen. Wicker, who expressed support for Mississippi airports and passage of the FAA Reauthorization legislation in Washington.

**E. 2016 Legislative Issues.**

1. Ad Valorem Tax Exemption.

Mr. Wagner and Mr. Moore reminded the Board that they expected an attempt to be made during the 2016 Legislative Session to repeal the exemption of leasehold improvements on airports from ad valorem taxes.

2. Uber and Lyft Exemption.

There was no discussion of the possibility that alternative (non - cab) ground transportation providers such as Uber and Lyft would be exempted from local licensing requirements.

3. Multi-Modal Statute and Funding.

Mr. Booth and Mr. Moore said they expected MDOT's Fiscal Year 2017 budget request to include \$10 Million for the Multi-Modal Grant Fund.

The Board discussed the possibility that the Legislature and/or MDOT might seek to change the committee that selects airport Multi-Modal grants to diminish the authority of the committee composed of airport directors and enhance MDOT's role.

**8. NEW BUSINESS.**

**A. 2016 Mississippi Intermodal Council Board Dinner; 2016 Mississippi Intermodal Legislative Breakfast; and Payment of \$1,300 for 2016 Mississippi Intermodal Legislative Breakfast.**

President Nash reminded the Board of the importance of attending the 2016 Annual Intermodal Board Dinner on February 3, 2016, and the 2016 Intermodal Legislative Breakfast on February 4, 2016.

After discussion, upon motion duly made and seconded, the Board unanimously approved and authorized a contribution of \$1,300 from MAA to the Mississippi Intermodal Council to help pay for expenses in connection with the Legislative Breakfast.

**9. OTHER MATTERS.**

**A. General Counsel.**

Mr. Moore expressed his appreciation to the Board for being able to serve as General Counsel to MAA and the Board, and announced his intent to cut back on his legal practice and resign as General Counsel to MAA and the Board. Mr. Nash thanked Mr. Moore for his service to MAA and the Board.

After discussion, upon motion duly made and seconded, the Board unanimously selected Jeff Wagner of the Baker Donelson law firm to serve as General Counsel to MAA and the Board.

**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,

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Carol Snapp, Secretary  
Mississippi Airports Association