

SPECIAL MEETING
OF
BOARD OF DIRECTORS
OF
MISSISSIPPI AIRPORTS ASSOCIATION
DECEMBER 13, 2016

In accordance with Section 6.4.2 of the Bylaws of the Mississippi Airports Association (the “Association”), a special meeting (the “Meeting”) of the Board of Directors of the Association (the “Board”) convened at 11:30 a.m. on Tuesday, December 13, 2016, in the Community Room at the Jackson-Medgar Wiley Evers International Airport.

1. ROLL CALL AND DECLARATION OF QUORUM.

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

Bill Cotter, President, Stennis International Airport
Samuel L. Washington, President-Elect, Vicksburg Municipal Airport
Clay Williams, Secretary, Gulfport Biloxi Regional Airport Authority (by telephone)
Carl Newman, Treasurer, Jackson Municipal Airport Authority
Nick Ardillo
Tom Heanue, Hattiesburg Laurel Regional Airport Authority
Elton Jay
Clint Johnson, Cleveland Municipal Airport
Mac McManus, University – Oxford Airport
Clint Pomeroy
Dirk Vanderleest
Tom Williams, Meridian Airport Authority
Eric Konupka, Tunica Airport

The following additional persons were present at the Meeting:

Rans Black, Airports District Office, Federal Aviation Administration
Tommy Booth, Director, Aeronautics Division, Mississippi Department of Transportation
Kathy Kenne, Tellos Creative, Executive Director of MAA
Kirsten Shaw, Tellos Creative
Perry Miller, Assistant Treasurer, Jackson Municipal Airport Authority
Sam Carver, Jackson Municipal Airport Authority
Kevin Carlisle, Stennis International Airport
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz, PC, General Counsel

President Cotter noted that a quorum was present and declared that the Meeting was competent to proceed with the business identified on the Agenda.

2. APPROVAL OF AUGUST 30, 2016 BOARD MINUTES.

After discussion (including a request that Perry Miller's title as "Assistant Treasurer" be corrected where shown as "Secretary Treasurer"), upon motion duly made and seconded, the Board unanimously approved the minutes of the Annual Meeting of the Board held on August 30, 2016, and directed that the minutes be filed in the minute book of the Association.

3. PRESIDENT'S REPORT.

President Cotter thanked everyone for attending the Meeting, and expressed his appreciation to Mr. Newman and the Jackson Municipal Airport Authority (JMAA) for hosting the meeting and lunch.

4. TREASURER'S REPORT.

Carl Newman, the Association's Treasurer, presented the Balance Sheet and Profit and Loss Statement for the Association, each as of September 30, 2016 attached to these minutes (the "Treasurer's Report"). Mr. Newman noted that expenses were up slightly (mainly due to higher professional fees) and revenues down slightly (mainly from dues), but thus far this quarter, revenues have been good, so it should even out by year-end. revenues were down, mainly as a result of dues collections being lower than expected. President Cotter indicated that the Association needs to consider ways to increase revenues, be it from selling ads on the website to increasing dues or conference fees.

After discussion, upon motion duly made by Clint Pomeroy and seconded by Clint Johnson, 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. COMMITTEE REPORTS.

A. 2017 Annual Meeting.

Clay Williams reminded the Board that the Annual Meeting would be on the coast this year with Hollywood Casino being the site for the conference. Hancock County Port & Harbor Commission will be hosting the social activities. The dates for the Annual Meeting are April 19-21, 2017.

B. 2018 Annual Meeting.

Kathy Kenne, Executive Director of the Association, reminded the Board that the 2018 Annual Meeting would be in Oxford with the site for the conference being the Oxford Conference Center. Additional information will be available later.

6. EXECUTIVE DIRECTOR'S REPORT.

Ms. Kenne reminded the Board that it had requested that she consider ways of increasing revenue at the last Board meeting. Ms. Kenne offered the following:

- The new website has space for banner ads that could be sold for \$50.00 or so per month.
- Exhibitor fees for the Annual Meeting could be increased from \$450.00 to \$500.00.
- Silver Sponsor fees for the Annual Meeting could be increased from \$750.00 to \$800.00.

After discussion, upon motion by Dirk Vanderleest, seconded by Clint Pomeroy, the Board unanimously approved the fee increases proposed by Ms. Kenne.

Perry Miller, the Association's Assistant Treasurer, asked if it would be appropriate to eliminate to student member fees (which would be offset by other fee increases) in order to encourage participation by students in the Association. Nick Ardillo suggested that it would be appropriate to ask some of the Associations corporate partners to "sponsor" students desiring to join the Association or attend the Annual Meeting. Mr. Newman offered for the Jackson Municipal Airport Authority ("JMAA") to sponsor the conference fee for up to four students to attend the Annual Meeting (but not including the hotel or travel costs for any students in attendance).

7. OLD BUSINESS.

A. State Airport Visitation Program

President-Elect Washington advised the Board that he had followed up with a couple of states that have rewards programs for visiting the airports in their states. For example, Minnesota, through its Airports Association and Department of Transportation, presents an award to the pilot that visits the most airports in the State of Minnesota each year. A representative of the Minnesota Airports Association may be able to attend the Annual Meeting to speak on the benefits of its program. Mr. Pomeroy noted that there are quite a few planes sitting idle at Natchez Airport, so anything that would encourage people to fly around the state would be good.

B. SB 2162

President Cotter asked Carl Newman to brief the Board on the latest developments in the litigation relating to Senate Bill 2162 passed by the Mississippi Legislature during its 2016 Regular Session (the central provisions of which are codified at MISS CODE ANN. §61-3-6) pursuant to which JMAA would be replaced as operator of the Jackson-Medgar Wiley Evers International Airport (JAN) with a regional authority. Mr. Newman stated that he did not expect anything significant to occur in the near future as a result of the policy issued by the Federal Aviation Administration (FAA) on changes in airport operators. The FAA will not consider an application to change control of any airport if there is an ongoing dispute. Mr. Newman noted that he understood that Senator Josh Harkins, the main proponent of SB 2162, has indicated that he would not offer additional legislation on the matter during the upcoming legislative session. Finally, Mr. Newman noted that Michael Huerta, the Administrator of the FAA, has an

additional 18 months on his term, so the change in administration should not have any influence, even if there is a new Secretary of Transportation.

8. NEW BUSINESS.

A. Authorization to Fund Association Share of Intermodal Council Breakfast

Ms. Kenne reminded the Board of the Mississippi Intermodal Council Legislative Breakfast scheduled for Thursday, February 9, 2017 at 7:30 a.m. at the Old Capitol Inn in Jackson. Ms. Kenne noted that the Association's share of the cost for the breakfast is \$1,300.00. There being no further discussion, upon motion by Sam Washington, second by Dirk Vanderleest, the Board unanimously authorized the Association to pay its share of the cost of the Mississippi Intermodal Council Legislative Breakfast in the amount of \$1,300.00.

B. Scholarships.

Miss Kenne advised the Board that for various reasons, the Association was a little behind in funding scholarships for aviation-related study. However, she had finally been able to work through the requests with each of the three schools affected. Ms. Kenne stated that Delta State University requested four \$1,000.00 scholarships, Northwest Community College requested one \$2,000.00 scholarship, and Hinds Community College requested \$2,000.00 to be split as the school deemed appropriate. Mr. Pomeroy offered that he agreed with Hinds and thought the Associate should allow the schools to divide the money as they see fit.

After discussion, upon motion by Carl Newman, second by Clint Pomeroy, the Board unanimously authorized the Association making the scholarship awards recommended by Ms. Kenne.

C. Membership Fees for Retired Members.

The next matter to come before the Board was consideration of a reduced membership fee for retired individuals that desire to remain involved with the Association. Jeff Wagner, the Association's General Counsel, advised the Board that under the current Bylaws, the Association may, and has, awarded life memberships (with or without cost) to a number of individuals that have made significant contributions to the Association. In addition, it would be appropriate to consider reducing costs of membership for members that have retired from active employment but upon whom the Board has not conferred a no-cost life membership. Ms. Kenne advised the Board that the cost for a membership is currently \$250.00.

After discussion, upon motion made by Nick Ardillo and seconded by Elton Jay, the Board unanimous approved a membership fee of \$100 per year for retirees desiring to remain active in the Association.

D. Legislative Matters.

President Cotter asked Mr. Wagner to address legislative matters. Mr. Wagner stated he had been contacted by Mike Foster with the Louisville Airport Authority which was continuing to

have questions raised about certain of its commissioners leasing hangars at the airport. He indicated to Mr. Wagner that the Louisville Airport Authority was interested in pursuing legislation that had been drafted (but held) last year that would allow a commissioner to remain in a hangar leased by his or her authority after being appointed to the Board as long as the commissioner took no action with respect to the lease (e.g., regarding rent adjustments). The proposed legislation would not affect the prohibition on a commissioner being interested in a lease initially authorized as amended during his or her term. The consensus of the Board following discussion was that it would support the legislation if requested.

9. OTHER.

- A.** Perry Miller introduced Sam Carver to the Board. Mr. Miller advised the Board that Mr. Carver has been hired by JMAA to manage Hawkins Field Airport.
- B.** Mr. Miller advised the Board that JMAA would be hiring a new police chief in mid-February and anticipated hosting airport law enforcement training to be provided by the American Association of Airport Executives. Mr. Miller indicated law enforcement from other airports would be welcome to participate in the training sessions.
- C.** Rans Black of the FAA commended Tommy Booth on recently hosting a conference targeting engineers working on state and federally funded airport projects. Mr. Black indicated that approximately 40 engineers participated in the conference and that it was very well received by all in attendance.

10. ADJOURNMENT.

There being no further business to come before the Meeting, upon motion duly made, seconded, and unanimously adopted, the Meeting adjourned at 11:15 p.m.

Respectfully submitted,

Bill Cotter, President
Mississippi Airports Association