

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

DECEMBER 12, 2017

BE IT REMEMBERED, that the Board of Directors (the “Board”) of the Mississippi Airports Association (the “Association”) convened a special meeting (the “Meeting”) of the Board at 11:30 a.m. on Tuesday, December 12, 2017, in accordance with Section 6.4.2 of the Bylaws of the Association 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
Samuel L. Washington, President-Elect, Delta State University
Carl Newman, Treasurer, Jackson Municipal Airport Authority
Clay Williams, Secretary, Gulfport-Biloxi Regional Airport Authority (by telephone)
Eric Konupka, Tunica County Airport Authority
Mike Forster, Louisville-Winston County Airport
Tom Heanue, Hattiesburg Laurel Regional Airport Authority
Lee Owen, Greenville Mid-Delta Airport

The following additional persons were present at the Meeting:

Kathy Kenne, Tellos Creative, Executive Director
Kirsten Shaw, Tellos Creative
Perry Miller, Assistant Treasurer, Jackson Municipal Airport Authority
Will Shuler, Federal Aviation Administration
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 15, 2017 BOARD MINUTES.

After discussion, upon motion duly made by Mr. Heanue and seconded Mr. Owen, the Board unanimously approved the minutes of the Special Meeting of the Board held on August 15, 2017, 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.

Mr. Newman presented the Balance Sheet for the Association dated as of October 31, 2017 and a Profit and Loss Statement for the Association as of September 30, 2017, each of which is attached to these minutes (the "Treasurer's Report"). Mr. Newman noted that although dues were down from 2016, revenues as a whole were up over 2016 with expenses lower. Ms. Kenne noted that in the future, Annual Conference revenues and expenses would be separately tracked in order to give a more fair representation of the Association's finances.

After discussion, upon motion duly made by Mr. Owen and seconded by Mr. Heanue, 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.

Ms. Kenne noted that membership renewals had been trickling in, slowly. Ms. Kenne asked that everyone in the room to make sure his or her airport's membership was renewed.

6. COMMITTEE REPORTS.

A. 2018 Annual Conference and Meeting.

Ms. Kenne advised the Board that the 2018 Annual Conference will be held at the Hilton Jackson with the party Thursday night to be at the Mississippi Sports Hall of Fame. Ms. Kenne noted that they had received commitments from a number of speakers, so she was looking forward to an excellent conference.

B. 2019 Annual Conference and Meeting.

Ms. Kenne reminded the Board that the 2019 Annual Conference would be in Natchez.

C. 2020 Annual Conference and Meeting

Ms. Kenne advised the Board that the 2020 Annual Conference would be returning to the coast with a location to be determined.

7. OLD BUSINESS.

A. Scholarships

Mr. Heanue advised the Board that scholarship letters had been sent with directions to contact Mr. Newman when the schools were ready for funding.

B. Investment of Surplus Funds of the Association

President Cotter advised that this matter would be held until the Association had gathered additional information on potential investments for the surplus funds of the Association.

C. SB 2162

President Cotter asked Mr. 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 the litigation was ongoing but that he did not expect anything significant to occur until mid- to late-2018.

D. Lakeland Income Properties, LLC vs. Rankin County

President Cotter asked that Mr. Wagner update the Board on the status of this matter. Mr. Wagner reminded the Board that this matter involved the effort by Rankin County to collect ad valorem taxes on a commercial development constructed on property leased from JMAA. The developer, Lakeland Income Properties, had sued for recovery of previously paid taxes and for a declaratory judgment that it would not be liable for ad valorem taxes on the development going forward. Mr. Wagner advised the Board that the parties had briefed the matter for the Mississippi Supreme Court with the Association filing an amicus brief in the matter. Mr. Wagner noted that since there will be no oral arguments, there is nothing to be done until the court issues its decision. Mr. Wagner did not expect a decision for several months.

8. NEW BUSINESS.

There was no new business introduced at the meeting.

9. OTHER MATTERS.

A. Resolution Commending the Service of Dirk B. Vanderleest to the Association and to Aviation in Mississippi.

President Cotter offered the following resolution:

RESOLUTION EXPRESSING THE APPRECIATION OF THE BOARD OF DIRECTORS OF THE MISSISSIPPI AIRPORTS ASSOCIATION FOR THE CONTRIBUTIONS OF MR. DIRK B. VANDERLEEST TO THE AIRPORTS AND AVIATION IN THE STATE OF MISSISSIPPI

WHEREAS, the Mississippi Airports Association (the "Association") exists to promote aviation and airport interests; to provide a medium for discussion of aviation and airport issues by its members; to support proper legislation in support of aviation and airports; to advise and give consultation to its members when requested; to cooperate with all organizations working for the general

advancement and benefit of aviation and airports; and to generally represent the interests of aviation and airports in Mississippi; and

WHEREAS, Dirk B. Vanderleest served as Chief Executive Officer of the Jackson Municipal Airport Authority (“JMAA”) for twenty-five years and was instrumental in the creation and development of the Association, serving on its Board of Directors from the time of incorporation; and

WHEREAS, Mr. Vanderleest exhibited the highest goals of the Association through his honorable representation of the Association and aviation in the State of Mississippi; and

WHEREAS, Mr. Vanderleest graciously provided assistance, guidance and counsel to airports throughout the state, helping develop commercial and general aviation throughout Mississippi; and

WHEREAS, the Board of Directors of the Association bestowed its highest honor on Mr. Vanderleest following his retirement from JMAA by electing Mr. Vanderleest to a life term on the Board of Directors; and

WHEREAS, Mr. Vanderleest has now accepted an appointment as the Aviation Director of the Concord Regional Airport, Concord, North Carolina; and

WHEREAS, the Board of Directors of the Association desires to commend Mr. Vanderleest for his contributions to the Association and to airports and aviation in the State of Mississippi;

NOW, THEREFORE, BE IT RESOLVED, the Board of Directors of the Mississippi Airports Association, for itself and on behalf of all its members, hereby expresses its deepest appreciation and gratitude to Mr. Dirk B. Vanderleest for his services to the Association and to airports and aviation in the State of Mississippi.

BE IT RESOLVED, FURTHER, the Board of Directors of the Association, for itself and on behalf of all of its members hereby wishes Mr. Vanderleest success in his future endeavors.

Following discussion, President Elect Washington seconded the motion. There being no further discussion, President Cotter called for a vote on the matter with all Directors voting in the affirmative.

B. Resolution Commending the Service of Jonathan Linqvist, Federal Aviation Administration, Airports District Office.

President Cotter offered the following resolution:

**RESOLUTION EXPRESSING THE APPRECIATION OF
THE BOARD OF DIRECTORS OF THE MISSISSIPPI**

**AIRPORTS ASSOCIATION FOR THE CONTRIBUTIONS
OF MR. JONATHAN LINQUIST TO THE AIRPORTS AND
AVIATION IN THE STATE OF MISSISSIPPI**

WHEREAS, the Mississippi Airports Association (the “Association”) exists to promote aviation and airport interests; to provide a medium for discussion of aviation and airport issues by its members; to support proper legislation in support of aviation and airports; to advise and give consultation to its members when requested; to cooperate with all organizations working for the general advancement and benefit of aviation and airports; and to generally represent the interests of aviation and airports in Mississippi; and

WHEREAS, during his tenure as Program Manager in the Jackson Airports District Office, Southern Region of the Federal Aviation Administration (the “FAA”), Jonathan Linquist provided exemplary service, assistance and guidance to airports throughout the region on matters of airport planning, development, safety and operations; and

WHEREAS, Mr. Linquist has accepted a position with the FAA in Anchorage, Alaska; and

WHEREAS, the Board of Directors of the Association desires to commend Mr. Linquist for his contributions to the airports and aviation in the State of Mississippi;

NOW, THEREFORE, BE IT RESOLVED, the Board of Directors of the Mississippi Airports Association, for itself and on behalf of all its members, hereby expresses its appreciation and gratitude to Mr. Jonathan Lindquist for his services to airports in the State of Mississippi.

BE IT RESOLVED, FURTHER, the Board of Directors of the Association, for itself and on behalf of all of its members hereby wishes Mr. Lindquist success in his future endeavors.

Following discussion, President Elect Washington seconded the motion. There being no further discussion, President Cotter called for a vote on the matter with all Directors voting in the affirmative.

C. Reverse Auctions under MISS CODE. ANN. §31-7-13 (HB 1106 (2017))

Mr. Wagner reminded the Board that during his Legislative Update presented at the 2017 Annual Conference, that he had noted HB 1106 which requires the use of reverse auctions for procurements of \$50,000 or more not involving construction. Mr. Wagner noted that the language of the bill was unusual and did not use the customary terms “governing authority” (local governments) or “agency” (for the state and its agencies), so it was unclear whether the provision would apply to local governments (such as municipal and regional airport authorities). Subsequently, though, the Mississippi Attorney General had opined that the provision does, in fact, apply to local governments. That apparently was not have the intent of certain members of

the Legislature when voting on the bill, including Rep. Jeff Smith (Columbus) and Rep. Mark Baker (Brandon), who had both requested reconsideration by the Attorney General.

With the Attorney General refusing to reconsider his opinion on the applicability of HB 1106 to local governments, Mr. Wagner indicated he had been informed by several legislators that this matter would be addressed in the 2018 legislative session with an amendment to exempt local governments from the reverse auction requirement.

D. Mississippi Ethics Commission - Hangars at Louisville-Winston County Airport

Mike Forster from Louisville-Winston County Airport asked to address the Board in connection with a resolution that the Louisville-Winston County Airport had been able to work out with the Mississippi Ethics Commission in connection with a complaint made by an individual relating to hangars at the Louisville Airport. Mr. Forster advised the Board that he leases a hangar for his personal use at the Louisville Airport, which lease was negotiated prior to him joining the Airport Board. In addition, he had acquired a company that also had a hangar lease at the airport. An individual had filed a complaint with the Ethics Commission claiming Mr. Forster's interest in the leases violated Mississippi law.

Mr. Forster noted that the Ethics Commission staff is well acquainted with the issue of airport commissioners leasing hangars and seems to understand that an airport is better served if the governing authority includes members that are knowledgeable of aviation (especially pilots) and airport operations - the same type of people that are likely to lease hangars. In order to address the current complaint regarding the two hangar leases with which Mr. Forster is involved, Mr. Forster agreed to relinquish the lease with his recently acquired business and the City of Louisville had agreed to assume administration of hangar rentals at the Louisville Airport from the Airport Board, thereby avoiding any violations of Section 109 of the Mississippi Constitution or the Mississippi Ethics in Government Law. The Ethics Commission seemed pleased with the resolution. Mr. Forster recommended that any other airports with similar issues consider allowing the sponsoring local government to administer hangar leases, thereby avoiding any conflicts of interest issues.

E. Mississippi Intermodal Council Legislative Breakfast

Mr. Wagner advised the Board that there would not be a Mississippi Intermodal Council Breakfast with the Legislature this year. Deirdre McGowan, Executive Director of the Mississippi Water Resources Association and Mississippi Intermodal Council had become incapacitated within the last several months, and no one had assumed the obligation of organizing the annual meeting of the Mississippi Intermodal Council or the annual breakfast with the Mississippi Legislature. Mr. Wagner indicated that he hoped that the various modes working together with Ms. McGowan's successor would be able to resume the annual event in 2019.

F. Aviation Industry Day

Mr. Newman advised the Board that JMAA would be hosting its Aviation Industry Day on May 9, 2018 from 8:00 a.m. to 1:00 p.m. at the Hilton Jackson and stated that he hoped other airports in the state would consider joining JMAA for the event.

10. ADJOURNMENT.

There being no further business to come before the Meeting, upon motion duly made, seconded, and unanimously adopted, the Meeting adjourned at 1:25 p.m.

Respectfully submitted,

Bill Cotter, President
Mississippi Airports Association