

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

April 20, 2017

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 4:00 p.m. on April 20, 2017, at Hollywood Casino, Bay St. Louis, Mississippi.

1. ROLL CALL AND DECLARATION OF QUORUM.

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

Bill Cotter, President
Sam Washington, Vice President/President-Elect
Nick Ardillo
Tom Heanue
Elton Jay
Clint Johnson
Eric Konupka
Mac McManus
Cliff Nash
Carl Newman
Clint Pomeroy
Carol Snapp
Dirk Vanderleest
Clay Williams
Tom Williams

The following were also present:

Kathy Kenne, Executive Director, MAA
Jeff Wagner, Baker Donelson, General Counsel, MAA
Tommy Booth, Director, Aeronautics Division, Mississippi Department of
Transportation
Lee Owen, Greenville Mid-Delta Regional Airport

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

2. APPROVAL OF BOARD MINUTES.

After discussion, upon motion duly made by Clint Johnson and seconded by Sam Washington, the Board unanimously approved the minutes of the Special Meeting of the Board held on February 9, 2017, as submitted, and directed that the minutes be filed in the minute book of the Association.

3. PRESIDENT'S REPORT.

President Cotter thanked everyone for their hard work in putting together what was shaping up as a great conference. President Cotter also advised anyone that had check-in issues the day before to talk to the hotel; he understood the hotel is giving partial or full reimbursement of costs for those for whom the hotel was unable to timely provide rooms.

4. TREASURER'S REPORT.

Carl Newman, the Association's Treasurer, then presented the Financial Report for the Association. Mr. Newman advised the Board that the Association is doing well financially. The Association has no debt or outstanding bills and, although revenue is down slightly (-1.6%), that appears to be more a timing issue on receipt of payments as opposed to a reduction in expected income. Mr. Newman further noted that conference revenues are up, the Association's expenses are down with the result of net income being slightly higher than in the previous year.

Upon motion duly made by Sam Washington and seconded by Clint Pomeroy, the Board unanimously approved the Financial Report.

5. EXECUTIVE DIRECTOR'S REPORT.

Kathy Kenne, Executive Director of the Association, stated that the 2017 Annual Conference was a great success with 175 registered attendees and with approximately 180 people in attendance. Further, although the number of exhibitors was approximately the same as in prior years, sponsorships are up slightly.

6. REPORTS OF COMMITTEES.

A. 2017 MAA Annual Conference Committee.

President Cotter again thanked everyone for a very successful event.

B. 2018 Annual Conference Committee.

President Cotter reminded the Board that the 2018 Annual Conference will be held in Oxford with a target date in mid- to late-April. Kathy Kenne indicated that she was working with Mac McManus, Cliff Nash and Tommy Booth on plans for the 2018 Annual Conference.

C. 2019 Annual Conference Committee.

Following a request from President Cotter, Clint Pomeroy volunteered for Natchez to host the 2019 Association Annual Conference. President Cotter appointed a committee consisting of Sam Washington, Clint Pomeroy and Sam Garver from the Jackson Municipal Airport Authority to work with Kathy Kenne on planning the 2019 Annual Conference.

7. OLD BUSINESS.

A. Legislation.

At President Cotter's request, Jeff Wagner, the Association's General Counsel, discussed bills enacted by the Mississippi Legislature during its 2017 Regular Session.

B. Multi-Modal Transportation Fund.

Tommy Booth, Director of Aeronautics for the Mississippi Department of Transportation ("MDOT"), reminded everyone that the Mississippi Legislature concluded its 2017 Regular Session without approving a budget for MDOT and stated that, until the Legislature approves a budget for MDOT that provides adequate funding, funding of the Multi-Modal Transportation Fund will be in question.

8. NEW BUSINESS.

A. APPOINTMENT OF TWO DIRECTORS TO TWO YEAR TERMS.

President Cotter advised the Board that he was appointing Sam Washington and Lee Owen of the Greenville Mid-Delta Regional Airport each to two-year terms as Directors.

B. NOMINATION OF THREE DIRECTORS TO THREE-YEAR TERMS.

President Cotter recommended that the Board nominate Mike Forster (Louisville - Winston County Airport), Mike Hainsey (Golden Triangle Regional Airport) and Rodney Lincoln (Starkville/Oktibbeha County Airport) to serve three-year terms on the Board, subject to election by the Members of the Association at the Annual Member Meeting which would be the following morning, April 21, 2017.

After discussion, upon motion duly made by Clint Pomeroy and seconded by Mac McManus, the Board unanimously nominated the following individuals to serve three-year terms on the Board, subject to election by the Members of the Association: Mike Forster; Mike Hainsey; and, Rodney Lincoln.

9. OTHER MATTERS.

President Cotter reminded the Board that the Annual Meeting of Members of the Association would be held at 8:00 a.m. on April 21, 2017.

10. ADJOURNMENT.

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

Clay Williams, Secretary