

**SPECIAL MEETING
OF THE
BOARD OF DIRECTORS
OF THE
MISSISSIPPI AIRPORTS ASSOCIATION
AUGUST 15, 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, August 15, 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.

In the absence of President Cotter, President-Elect Washington called the Meeting to order and called the roll of Directors. The following Directors were present at the Meeting:

Samuel L. Washington, President-Elect, Delta State University
Carl Newman, Treasurer, Jackson Municipal Airport Authority
Mike Hainsey, Golden Triangle Regional Airport
Nick Ardillo, NPA, LLC
Tom Heanue, Hattiesburg Laurel Regional Airport Authority
Cliff Nash, Tupelo Airport
Rodney Lincoln, Starkville Airport
Lee Owen, Greenville Mid-Delta Airport
Elton Jay
Dirk Vanderleest, Concord (North Carolina) Regional Airport

The following additional persons were present at the Meeting:

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
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz, PC, General Counsel

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

Prior to proceeding with the business identified on the Agenda, President-Elect Washington advised the Board that Dirk Vanderleest had accepted the job as Airport Manager for the

Concord Regional Airport in Concord, North Carolina and would soon be leaving Mississippi. Mr. Vanderleest then addressed the Board, expressing his appreciation for the relationships he had developed in his twenty-five years in the state.

2. APPROVAL OF AUGUST 15, 2017 BOARD MINUTES.

After discussion, upon motion duly made by Mr. Heanue and seconded Mr. Nash, 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-Elect Washington 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 and Profit and Loss Statement for the Association, each as of June 30, 2017, attached to these minutes (the "Treasurer's Report"). Mr. Newman noted that due to the timing of receipt of revenues and payments of expenses (mainly those relating to the Annual Conference) interim statements for the Association tend to be skewed. Ms. Kenne suggested that the Association consider a fiscal year that more accurately shows the financial results from the Annual Conference.

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 advised the Board that the membership of the Association now stands at 65, noting that this number reflected good representation of airports in the state - 25 airports - but could be higher.

A. Funds of the Association Not Currently Needed for Operations

Ms. Kenne advised the Board that the Association had accumulated a surplus of funds that it would not likely need to draw upon in the near future and suggested that the Board consider (1) increasing scholarship funding and (2) investing surplus funds in an interest bearing account. Following discussion, Mr. Hainsey moved that the Association increase the scholarship funds allocated to Delta State University each year to \$5,000 and the scholarship funds allocated to each of Hinds Community College and North West Mississippi Community College to \$3,000 each year. Mr. Nash seconded the motion. There being no further discussion on the motion, President-Elect Washington called for a vote on the matter with all Directors voting in the affirmative. Mr. Hainsey further suggested that the Board should consider an internship program

much as the SEC/AAAE have developed. Ms. Kenne she would investigate investment options for the Association's other surplus funds and report to the Board.

6. COMMITTEE REPORTS.

A. 2018 Annual Conference and Meeting.

Mr. Nash advised the Board that, due to scheduling issues, it would not be possible to have the 2018 Annual Conference in Oxford. Mr. Newman volunteered for JMAA to host the 2018 Conference.

B. 2019 Annual Conference and Meeting.

President-Elect Washington indicated there was no report for the 2019 Conference Committee at this time.

7. EXECUTIVE DIRECTOR'S REPORT.

8. OLD BUSINESS.

A. Lakeland Income Properties, LLC vs. Rankin County

President-Elect Washington requested that Mr. Wagner update the Board on the status of the 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. The developer's counsel had asked the Association to file an amicus brief in the matter, which the Board had previously approved. Mr. Wagner then provided a draft of the brief that he intended to file in the next several days with the Mississippi Supreme Court. Mr. Wagner reminded the Board that the Association had to request permission from the Mississippi Supreme Court to file the brief at the same time it actually filed the brief, and that Rankin County could object to the Association being allowed to file as an amicus as well as attacking the positions set forth in the brief.

B. SB 2162

President-Elect Washington 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 with three City of Jackson claims dismissed, but the remainder going forward. Mr. Newman stated that he did not expect anything significant to occur until 2018.

9. NEW BUSINESS.

A. Report of the Working Group on Improving Air Service to Small Communities

Mr. Hainsey advised the Board that the Working Group on Improving Air Service to Small Communities issued its report required under Section 23031 of the FAA Extension, Safety, and Security Act of 2016 (P.L. 114-190) on May 9, 2017. The Working Group included twenty-five stakeholders representing a cross-section of airport officials, state aviation officials, airline executives, pilot unions, consultants and academics, including Association alumnus Josh Abramson. Mr. Hainsey noted that the report contains some very good recommendations, including (1) alleviating the pilot shortage; and (2) bolstering the Essential Air Service and Small Community Air Service Development programs. Mr. Hainsey requested that everyone read the report if they had not done so and support the recommendations of the working group to the FAA and Congress.

10. ADJOURNMENT.

There being no further business to come before the Meeting, upon motion duly made, seconded, and unanimously adopted, the Meeting adjourned at 1:15 p.m.

Respectfully submitted,

Bill Cotter, President
Mississippi Airports Association

TREASURER'S REPORT

[ATTACHED]