

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

**AUGUST 10, 2018**

**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 12:00 noon on Friday, August 10, 2018, 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 Washington called the Meeting to order and called the roll of Directors. The following Directors were present at the Meeting:

Samuel L. Washington, President, Greenville Mid-Delta Airport  
Carol Snapp, Vice President, Trent Lott International Airport (by telephone)  
Tom Heanue, Secretary, Hattiesburg Laurel Regional Airport Authority  
Perry Miller, Treasurer, Jackson Municipal Airport Authority  
Nick Ardillo, NPA, LLC  
Mike Forster, Louisville/Winston County Airport  
Mike Hainsey, Golden Triangle Regional Airport Authority  
Elton Jay, Retired  
Clint Johnson, Cleveland Municipal Airport  
Eric Konupka, Tunica County Airport Authority  
Rodney Lincoln, Starkville Airport  
Clay Williams, Gulfport-Biloxi Regional Airport Authority  
Tom Williams, Meridian Airport Authority

The following additional persons were present at the Meeting:

Rans Black, Federal Aviation Administration  
Leslie Bonnikson, Gulfport-Biloxi Regional Airport Authority  
Tommy Booth, Mississippi Department of Transportation  
Kathy Kenne, Tellos Creative, Executive Director  
Carl Newman, Jackson Municipal Airport Authority  
Kirsten Shaw, Tellos Creative  
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz, PC, General Counsel

President Washington 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 APRIL 6, 2018 ANNUAL BOARD MEETING MINUTES.**

After discussion, upon motion duly made by Mr. Forster and seconded by Mr. Miller, the Board unanimously approved the minutes of the Annual Meeting of the Board held on April 6, 2018. President Washington directed that the minutes be filed in the minute book of the Association.

## **3. PRESIDENT'S REPORT.**

President Washington thanked everyone for attending the meeting, and expressed his appreciation to the Jackson Municipal Airport Authority for hosting the meeting and lunch. At President Washington's request, Clay Williams introduced Leslie Bonnikson, the new Chief Financial Officer for the Gulfport-Biloxi Regional Airport Authority who was attending the meeting as a guest.

## **4. TREASURER'S REPORT.**

Mr. Miller presented the Balance Sheet for the Association dated as of June 30, 2018, and the Profit and Loss Statement for the Association for the six months ended June 30, 2018, each of which is attached to these minutes (the "Treasurer's Report"). Mr. Miller noted that the significant decrease in the amount of available cash was mainly due to conference expenses paid during the quarter. Tom Williams asked if 2018 conference expenses were higher than in 2017. Ms. Kenne advised that they were a little higher, but that the Association had prepaid certain 2017 expenses in 2016 which makes the prior year's number a little misleading.

After discussion, upon motion duly made by Mr. Hainsey and seconded by Mr. Johnson, the Board unanimously accepted the Treasurer's Report. President Washington 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 she only had a few comments to make during her Executive Director's report but would address additional matters during Committee Reports.

Ms. Kenne noted that the state has 73 airports, but less than half the Association's 66 members are airports. Ms. Kenne suggested that the Association look at ways of increasing membership to include all the airports in the state.

Ms. Kenne further noted that she had received a very nice thank you letter from Northwest Mississippi Community College for the scholarship provided by the Association.

## **6. COMMITTEE REPORTS.**

### **A. 2019 Annual Conference and Meeting.**

Ms. Kenne reminded the Board that the 2019 Annual Conference and Meeting will be held in Natchez at the Natchez Convention Center from May 15 through May 17, 2019. Ms. Kenne stated that the Committee would be working to reserve blocks of rooms in the hotels surrounding the Natchez Convention Center and working on social events in the coming months.

**B. 2020 Annual Conference and Meeting.**

Ms. Kenne reminded the Board that the 2020 Annual Conference and Meeting will be hosted by Gulfport-Biloxi Regional Airport Authority at a site to be determined.

**7. OLD BUSINESS.**

**A. Scholarships**

Ms. Kenne noted that there seemed to have been some misunderstanding as to when scholarship checks would be issued and the period that each covered. Ms. Kenne recommended that, in the future, checks be issued in August or September of each year for the current academic year. Following discussion of the amounts available to the Association and previous scholarship awards, Mr. Hainsey moved, and Mr. Lincoln seconded, that the Association make the following scholarship awards for the 2018-2019 academic year, with the recipient institution determining the number and amount of student awards to be made with the funds provided:

Delta State University	\$ 3,000.00
Northwest Mississippi Community College	\$ 1,500.00
Hinds Community College	\$ 1,500.00

There being no further discussion, President Washington called for a vote on the matter with all Directors present voting in the affirmative.

**B. Ad Valorem Tax Exemption for Leases of Airport Property**

President Washington asked that Mr. Wagner advise the Board on the status of the ad valorem tax exemption for leases of airport property in light of the Mississippi Supreme Court’s decision in *Lakeland Income Properties, LLC v. Rankin County*. Mr. Wagner advised the Board that the Mississippi Supreme Court had upheld the trial court’s ruling that the ad valorem tax exemption in MISS. CODE ANN. §61-3-21 is not limited to aviation-related activities as argued by Rankin County. Mr. Wagner noted that he expected attempts to be made in the Legislature to remove or limit the exemption and asked Mr. Hainsey to describe the meeting he recently attended with certain members of the Legislature, economic developers and lessees at the Golden Triangle Regional Airport. Mr. Hainsey indicated that the main point that he took from the meeting was that counties were not including the airport tax exemption in formulating the package of benefits offered to developers and that the court’s decision in *Lakeland Income Properties* could seriously impact cities, counties and school districts if tenants (1) applied for refunds of taxes paid in previous years or (2) refused to agree to a payment in lieu of taxes in future years. Clay Williams indicated that he had had similar discussions with officials in Harrison County.

**C. Membership**

The next matter to come before the Board for discussion was possible expansion of the membership of the Association. Mr. Wagner reminded the Board that at its last meeting he had been asked to review membership requirements in the Association’s Bylaws to determine what

changes, if any, may be needed to be able to expand the membership in the Association to more non-airport members. Mr. Wagner noted that the Bylaws already provide for voting memberships which are limited to private and public airports in the state and non-voting memberships which are open to “each other person, organization and business that supports the purposes of the Association and pays annual membership dues in the amount determined by the Board of Directors.” Mr. Wagner further noted that the Bylaws provide that non-voting memberships are intended for, among others, “consultants, contractors, vendors, suppliers, professionals, fixed base operators (not serving as primary airport operators) and employees of non-airport local, regional, state and federal government entities.”

Ms. Kenne stated that the Association’s current membership includes airport operators and consultants, but has no members representing the aviation industry. Ms. Kenne suggested that the Association consider appealing to participants in the aviation industry and, potentially, allowing for representation on the Board to provide a voice to that industry. Mr. Newman noted that the American Association of Airport Executives provides a good model in that allows non-airport operators as members and even Board members, but does not allow them on the Executive Committee.

President Washington asked Mr. Hainsey, Mr. Konupka, Ms. Kenne and Mr. Wagner to work on proposals to broaden membership and, as appropriate, expand the Board to provide a voice to the expanded membership.

## **8. NEW BUSINESS.**

### **A. Officer Terms**

President Washington noted that, in his report to the Board at the Annual Meeting, then-President Washington suggested that the Board consider changing officer terms from two years to one year in order to lessen the burden on officers. Following discussion, the Board elected to take no action at this time.

### **B. Assistant Treasurer**

Mr. Wagner noted to the Board that Mr. Miller had formerly served as Assistant Treasurer for the Association but had been elected to the Board and was now serving as Treasurer with Mr. Jay being elected Assistant Treasurer. The Bylaws provide that the Board may appoint “such other officers as they may deem appropriate” from time-to-time, but that there is no requirement for an Assistant Treasurer and there are no provisions relating to the qualifications, responsibilities or term of the Assistant Treasurer. The position has existed, however, for a number of years to ensure that there would be an officer in the Jackson area available to execute checks in the event the Treasurer or other approved signatories were unavailable. Mr. Washington asked that Mr. Wagner prepare proposed revisions to the Bylaws to formalize the position of Assistant Treasurer to be presented at the next meeting of the Board of Directors.

**C. Other Matters**

Mr. Miller noted that he had received a number of check requests from “spoofed” email addresses that would have appeared genuine without investigation. He suggested that the Association consider a more formalized process for check requests/check issuances.

**9. 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,

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Samuel L. Washington, President  
Mississippi Airports Association

**TREASURER'S REPORT**

**[ATTACHED]**