

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

AUGUST 15, 2019

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 on August 15, 2019, in the offices of Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C. in the City of Jackson, Mississippi, in accordance with Section 6.4.2 of the Bylaws of the Association.

Prior to calling the meeting to order, President Washington introduced Darion Warren, Interim Chief Executive Officer for the Jackson Municipal Airport Authority (“JMAA”) and Dorsey Carson, JMAA’s Legislative Liaison. Mr. Carson advised the Board that JMAA was interested in working with the Association on legislation to provide an additional source of funding to airports in the state. Although JMAA had no firm proposals for legislation, Mr. Carson stated that he thought the first step should be a needs assessment by the airports in the state. From there, they would be able to determine an amount to request and then the best way to distribute among the airports in the state. Before exiting the meeting, Mr. Carson indicated he would leave his contact information with Jeff Wagner should anyone desire to contact him.

Mr. Jeff Wagner, the Association’s counsel, advised the Board that the proposal put forth by Mr. Carson was very similar to what Mr. Wagner had recommended in a conversation with representatives of JMAA just prior to the 2019 Legislative Session but which was not amenable to JMAA at that time. Mr. Wagner advised the Board that he had previously indicated to JMAA that any bill that appeared to be primarily to provide funds to JMAA was not likely to be well received by the Legislature due to the on-going litigation over the state’s attempt to take-over the Jackson-Medgar Wiley Evers International Airport. Mr. Wagner cautioned that as long as that litigation was ongoing, any bill that appeared to mainly be for the benefit of JMAA could have problems in the Legislature.

Mr. Clay Williams stated that he agreed that airports throughout the state would all benefit from additional funding from the state, and that he believed the best route would be through increased funding to the Multimodal Transportation Improvement Fund (the “Multimodal Program”). The Multimodal Program already has grant award processes in place that would provide the most fair means of distributing funds.

President Washington thanked everyone for arriving early to hear JMAA’s presentation.

1. ROLL CALL AND DECLARATION OF QUORUM.

President Washington then called the Meeting to order at 12:00 noon and called the roll of Directors. The following Directors were present at the Meeting:

Samuel L. Washington, President, Greenville Mid-Delta Airport
Nick Ardillo, NPA, LLC

Mike Forster, Louisville - Winston County Airport
Elton Jay, Retired
Wes Kirkpatrick, Monroe County Airport
Rodney Lincoln, Starkville Airport
Carol Snapp, Jackson County Airport Authority
Tom Williams, Meridian Airport Authority
Clay Williams, Gulfport-Biloxi Regional Airport Authority (participating by telephone)

The following additional persons were present at the Meeting:

Tommy Booth, Mississippi Department of Transportation
Matt Dowdle, Golden Triangle Regional Airport Authority
Kathy Kenne, Tellos Creative, Executive Director
Kirsten Shaw, Tellos Creative
Darion Warren, Jackson Municipal Airport Authority
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. President Washington advised that there had been one change in the Agenda to move Item 8 to Item 5.

2. APPROVAL OF MAY 16, 2019 ANNUAL BOARD MEETING MINUTES.

After discussion, upon motion duly made by Mr. Tom Williams and seconded by Mr. Forster, the Board unanimously approved the minutes of the Annual Meeting of the Board held on May 16, 2019. President Washington directed that the minutes be filed in the minute book of the Association.

3. VACANCY IN BOARD; VACANCY IN OFFICE OF TREASURER.

The next matter to come before the Board for consideration was a vacancy on the Board and in the office of Treasurer created by Perry Miller leaving the Jackson Municipal Airport Authority. Mr. Wagner advised the Board that, in the event of a vacancy on the Board, the Bylaws provide that the President shall appoint a successor, subject to the concurrence of a majority of Directors present, to serve the remainder of the departed director's term and that, in the event of a vacancy in the office of Treasurer, the Board must elect a replacement. President Washington advised the Board that he would like to appoint Darion Warren, Interim Chief Executive Officer of the Jackson Municipal Airport Authority ("JMAA"), to the Board to serve the remainder of Mr. Miller's term as a Director and to nominate Mr. Warren to serve as Treasurer for the remainder of Mr. Miller's term as Treasurer. Following discussion on the matter, Mr. Ardillo moved, and Mr. Forster seconded, that the Board of Directors confirm the appointment of Mr. Warren to serve the unexpired portion of Mr. Miller's term as a Director and that Mr. Warren be elected to serve the unexpired portion of Mr. Miller's term as Treasurer. President Washington called for a vote on the motion with all Directors voting in the affirmative. President Washington welcomed Mr. Warren to the Association's Board of Directors and thanked Mr. Warren for agreeing to serve as Treasurer of the Association.

4. ACCOUNTING SERVICES.

The next matter to come before the Board for consideration was hiring an accounting firm to provide bookkeeping and check-writing services for the Association. Ms. Kenne advised the Board that she had been approached by Watkins, Ward & Stafford, PLLC of West Point, Mississippi (“WW&S”) about providing bookkeeping and check-writing services for the Association. Ms. Kenne noted that WW&S is already preparing the tax returns for the Association and had offered to provide bookkeeping and check-writing services for the Association for \$225.00 per quarter. Mr. Forster noted that the Louisville-Winston County Airport uses WW&S and has been very pleased with their services. There being no further discussion, Mr. Ardillo moved and Mr. Tom Williams seconded that the Association retain WW&S to provide bookkeeping and check-writing services at the rate of \$225.00 per quarter. President Washington called for a vote on the matter with all Directors present voting in the affirmative.

5. SIGNATORIES OF THE ASSOCIATION.

The next matter to come before the Board was consideration of the signatories of the Association. Ms. Kenne advised the Board that due to departures from the Association, the Association currently has only one designated signatory that is active with the Association, Elton Jay. Historically, with JMAA providing most of the bookkeeping and check-writing services for the Association, the Association’s signatories were generally located in the Jackson area. With the move of bookkeeping and check-writing services to WW&S in West Point, Ms. Kenne recommended considering adding additional signatories in the northeast portion of the State. In addition, Ms. Kenne noted that the Association has several authorized signatories that are no longer associated with the Association including Perry Miller, Carl Newman and Dirk Vanderleest.

After discussion, Mr. Ardillo offered the following resolution:

**RESOLUTIONS OF THE MISSISSIPPI AIRPORTS ASSOCIATION
REMOVING CERTAIN SIGNATORIES AND ADDING CERTAIN
SIGNATORIES FOR THE ACCOUNTS OF THE ASSOCIATION**

WHEREAS, the Mississippi Airports Association, a Mississippi nonprofit corporation (the “Association”), maintains certain deposit accounts with Trustmark National Bank (“Trustmark”); and

WHEREAS, certain designated signatories on the accounts of the Association are no longer associated with the Association, and the Association desires to remove such individuals as authorized signatories for the Association; and

WHEREAS, in order to help ensure availability of signatories on the accounts of the Association, the Board of Directors of the Association desires to appoint certain additional individuals as signatories for the accounts of the Association;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE ASSOCIATION AS FOLLOWS:

1. The following individuals are no longer active in the Association and shall be, and hereby are, removed as authorized signatories on the accounts of the Association:
 - a) Carl D. Newman
 - b) Perry J. Miller
 - c) Dirk B. Vanderleest
2. The following individuals shall be, and hereby are, named as signatories on the accounts of the Association:
 - a) Nick Ardillo
 - b) Mike Forster
 - c) Mike Hainsey
 - d) Kathy Kenne
 - e) Rodney Lincoln
3. Nothing in this resolution shall affect any other authorized signatory of the Association.
4. The officers of the Association shall be, and hereby are, authorized and directed to take all actions required by Trustmark to cause the removal and addition of signatories on the accounts of the Association as contemplated by these resolutions.

Mr. Forster seconded the motion. There being no further discussion, President Washington called for a roll call vote on the matter with all Directors voting in the affirmative.

6. FISCAL YEAR OF THE ASSOCIATION.

The next matter to come before the Association was consideration of a change in the fiscal year of the Association. Ms. Kenne advised the Board that many businesses and nonprofit organizations select a fiscal year that is different from the calendar year to more accurately reflect the seasonal nature of their operations. Ms. Kenne suggested that since the Annual Conference is the major fundraising event for the Association each year, the Association's financial statements would more clearly portray the financial condition of the Association if the Association adopted a fiscal year of October 1 to September 30. Following discussion on the matter, Mr. Forster moved and Mr. Jay seconded that the Association adopt a fiscal year of October 1 to September 30. President Washington called for a vote on the matter with all Directors voting in the affirmative. Mr. Washington asked Ms. Kenne to work with the Association's accountants to cause the change.

7. MULTIMODAL FUND.

Mr. Warren inquired as to the process for award of grants under the Multimodal Program since JMAA had not received an award during the last several grant cycles. Mr. Warren further inquired as to the method for appointment of members to the selection committee for grants under the Multimodal Program and whether JMAA would be eligible to have two individuals appointed to the selection committee since it operates two airports: one commercial and one general aviation. Mr. Booth advised the Board that the Mississippi Department of Transportation follows the Multimodal Program statute as well as the processes developed as a result of the PEER Report prepared on the Multimodal Program fund a number of years ago with the President of the Association being consulted on all appointments to the selection committee. Mr. Booth further noted that each member of the selection committee is excluded from review or consideration of an application submitted by his or her airport. Finally, Mr. Booth stated that he did not believe that any one airport operator could have multiple members on the selection committee, regardless of the number of airports operated. Mr. Wagner noted that with only five airport directors on the selection committee at any one time, two members being from JMAA may be a problem for other airports in the state. Mr. Booth invited Mr. Warren to call him directly should he have any further questions regarding the Multimodal Program, the selection process or the reasons that JMAA may not have received an award.

8. TREASURER'S REPORT.

Mr. Jay advised the Board that he did not have a formal report, but that the Association is in good shape financially.

9. EXECUTIVE DIRECTOR'S REPORT.

Ms. Kenne advised that she had nothing to add to what had previously been discussed during the meeting.

10. COMMITTEE REPORTS.

A. 2020 Annual Conference and Meeting.

Ms. Kenne advised the Board that the 2020 Annual Conference Committee (Clay Williams, Sam Washington, Clint Johnson, Carol Snapp Tommy Booth and herself) is working on plans for the 2020 Annual Conference and Meeting scheduled for May 6-8, 2020 at the Golden Nugget Casino in Biloxi, Mississippi. As part of the Committee's planning process, Clay Williams had reviewed exhibitor and sponsor fees versus similar organizations. Mr. Williams noted that the Association's charges lagged behind other similar organizations. Ms. Kenne stated that the Committee recommended raising fees for each Exhibitor to \$750 and changing Sponsor levels to \$1,000 (silver), \$3,000 (gold) and \$5,000 (platinum). There being no further discussion, Mr. Forster moved, and Mr. Clay Williams seconded, that fees for each Exhibitor for the 2020 Annual Conference be changed to \$750 and that the Sponsor levels for the 2020 be set at \$1,000 (silver), \$3,000 (gold) and \$5,000 (platinum). President Washington called for a vote on the matter with all Directors present voting in the affirmative.

B. 2021 Annual Conference and Meeting.

Ms. Kenne advised the Board that she had been talking to a number of folks about sites for the 2021 Annual Conference and Meeting with the hope that things would work out for the Conference to be in Starkville.

11. OTHER MATTERS.

Mr. Tom Williams noted to the Board that wind generation for electricity had been gaining interest in the state and noted the potential impact that it could have on aeronautical operations in the state, both civilian and military. Mr. Williams indicated that he understood that a developer was proposing an 84-windmill facility near Tunica which could have a significant impact on military flights in the north part of the state. He did not believe the Air Force was viewing the proposal favorably and would attempt to prevent the development. Mr. Williams further advised that he expected lobbying efforts in the Legislature year to make the state more amenable to windfarms. Mr. Dowdle indicated that Golden Triangle Airport was watching the situation closely as well due to the adverse impact they believed windfarms could have on aviation.

12. ADJOURNMENT.

There being no further business to come before the Meeting, upon motion duly made, seconded, and unanimously adopted, the Meeting adjourned at 1:30 p.m.

Respectfully submitted,

Samuel L. Washington, President
Mississippi Airports Association