

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

NOVEMBER 20, 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 at 11:30 a.m. on November 20, 2019, in the offices of the Mississippi Department of Transportation, 401 N. West Street, Jackson, Mississippi 39201, in accordance with Section 6.4.2 of the Bylaws of the Association.

1. ROLL CALL AND DECLARATION OF QUORUM.

After lunch, President Washington called the Meeting to order at 11:57 a.m. 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
Bill Cotter, Hancock County Port and Harbor Commission
Elton Jay, Retired
Clint Johnson, Cleveland Municipal Airport
Wes Kirkpatrick, Monroe County Airport
Eric Konupka, Tunica County Airport Commission
Rodney Lincoln, Starkville Airport
Carol Snapp, Jackson County Airport Authority
Darion Warren, Jackson Municipal Airport Authority (participating by telephone)
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 Dowell, Golden Triangle Regional Airport Authority
Kathy Kenne, Tellōs Creative, Executive Director
Kirsten Shaw, Tellōs 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 attached to these Minutes as Attachment 1. President Washington thanked Tommy Booth of the Mississippi Department of Transportation (MDOT) for hosting the meeting at MDOT’s offices.

2. APPROVAL OF AUGUST 15, 2019 SPECIAL BOARD MEETING MINUTES.

After discussion, upon motion duly made by Mr. Tom Williams and seconded by Mr. Ardillo, the Board unanimously approved the minutes of the Special Meeting of the Board held on August 15, 2019. President Washington directed that the minutes be filed in the minute book of the Association.

3. PRESIDENT’S REPORT.

President Washington thanked everyone for contributing to what has been a good year for the Association. President Washington noted that interest had increased in the Association’s newsletter with lots of good articles to keep everyone updated on developments around the state. Finally, President Washington noted that he understood that the airshow at the Louisville-Winston County Airport – Wings Over Winston – in October had gone very well.

4. FINANCIAL REPORT.

Ms. Kenne advised the Board that Watkins, Ward & Stafford, PLLC (“WWS”), the Association’s new accounting firm, has the Association’s books and accounts and is up to speed. Ms. Kenne then distributed the Statement of Revenue and Expenses for the Association as of October 31, 2019 attached to these Minutes as Attachment 2 prepared by WWS to the Board. After discussion, Mr. Konupka moved, and Mr. Johnson seconded, that the Statement of Revenue and Expenses for the Association as of October 31, 2019 be accepted as submitted. There being no further discussion, President Washington called for a vote on the matter with all Directors present voting in the affirmative.

Ms. Kenne advised that the process had become more drawn out than expected, but the Association now has five signatories for its accounts and is again able to issue checks.

5. EXECUTIVE DIRECTOR’S REPORT.

Ms. Kenne noted that it is membership drive time again, so to please get memberships paid if they have not been yet. Ms. Kenne also asked the Directors to communicate with any airports which are not currently members about joining. Ms. Shaw noted that the deadline for submission of articles for the next edition of the *Mississippi Flyer* would be December 4, 2019.

6. 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. Ms. Kenne noted that details would be forthcoming as plans are finalized.

B. 2021 Annual Conference and Meeting.

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

7. OLD BUSINESS.

A. Request to Legislature for Airport Funding.

The next matter to come before the Board for consideration was additional funding for airports in the state from the Mississippi Legislature. Mr. Warren noted that the Jackson Municipal Airport Authority (JMAA) is interested in pursuing funding through a state bond issue and would like the Association's support. Mr. Clay Williams noted that the Association had also previously discussed requesting increased funding through the Multi-Modal Grant Program that is currently in place rather than a stand-alone bond bill. President Washington suggested creating an ad-hoc committee to explore potential funding opportunities and, as appropriate, approach the Legislature about airport funding needs. Mr. Ardillo moved, and Mr. Jay seconded, that the Association be authorized to create an Ad-Hoc Committee Legislative Liaison Committee to explore potential funding opportunities through the Legislature with the members to be appointed by the President of the Association. There being no further discussion, President Washington called for a vote on the matter with all Directors present voting in the affirmative.

8. NEW BUSINESS.

A. Establishment of Process for Receipt and Review of Complaints.

The next matter to come before the Board was consideration of a process for receipt and review of complaints. President Washington reminded the Board that he had sent them an email about a pending complaint from a member of the Association and, as part of the discussions, he and a number of other Directors had determined that it would be in the best interest of the Association to develop a process for receipt and response to complaints. Mr. Clay Williams then moved, and Ms. Snapp seconded, that the Association adopt the following process for resolution of complaints:

1. The aggrieved party must submit its complaint or other grievance in writing to the President of the Association. The complaint or other grievance must include the details of the events or circumstances giving rise to the complaint or other grievance and the action desired from the Association.
2. Following receipt of the grievance, the President of the Association will form an ad-hoc committee of three (3) Directors to review the grievance. If the complaint or other grievance is from a Director (or the organization represented by the Director), neither the Director nor any Director employed or representing that organization will be appointed to the grievance committee. Likewise, if the complaint or other grievance is about a Director (or the organization represented by the Director), neither

the Director nor any Director employed or representing that organization will be appointed to the grievance committee.

3. The grievance committee will research the facts and circumstances including communicating with the aggrieved party and the party against whom the grievance has been filed, and brief the Board of Directors on its conclusions and any recommended action at its next regular or special meeting.
4. Following the briefing by the ad-hoc grievance committee, the Board of Directors of the Association shall act on the complaint or other grievance by simple majority vote.
5. Following action of the Board of Directors, the President will notify all interested parties of the determination of the Board.

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

B. Legislative Issues/Requests.

Mr. Tom Williams suggested that if any requests were made to the Legislature for changes in administrative processes (*e.g.*, bid laws, surplus property, etc.), he would like to see the reverse auction requirement for procurements be removed for airports. Mr. Williams noted that his airport had paid more than he felt it should have on at least two occasions because of the mandated reverse auction process which sets an artificially high initial price rather than seeking the lowest price. Mr. Clay Williams indicated that his airport's experience was the same. Mr. Cotter noted that it took three efforts by the Hancock County Port and Harbor Commission to buy locomotives for its railyard because of the reverse auction process.

9. OTHER MATTERS.

A. Airport Updates.

President Washington asked each Director to provide an update on activities at his or her airport.

10. ADJOURNMENT.

There being no further business to come before the Meeting, upon motion duly made, seconded, and unanimously adopted, the Meeting adjourned at 1:00 p.m.

Respectfully submitted,

Samuel L. Washington, President
Mississippi Airports Association

ATTACHMENT 1

AGENDA

**MISSISSIPPI AIRPORTS ASSOCIATION
SPECIAL MEETING OF BOARD OF DIRECTORS
11:30 A.M., WEDNESDAY, NOVEMBER 20, 2019
MISSISSIPPI DEPARTMENT OF TRANSPORTATION
401 N. WEST STREET, JACKSON, MISSISSIPPI 39201**

1. Roll Call and Declaration of Quorum
2. Approval of Minutes of August 15, 2019 Special Board Meeting
3. President's Report
4. Financial Report
5. Executive Director's Report
6. Committee Reports
 - a. 2020 Annual Conference Committee
 - b. 2021 Annual Conference Committee
7. Old Business
 - a. Request to Legislature for Funding
8. New Business
 - a. Establishment of Process for Receipt and Review of Complaints
 - b. Legislative Issues/Requests
9. Other Matters
 - a. Airport Updates
10. Adjournment

ATTACHMENT 2
FINANCIAL REPORT

Mississippi Airports Association
Statements of Revenues and Expenses - Tax Basis
October 2019

	Oct 19	Jan - Oct 19
Ordinary Income/Expense		
Income		
5 · Earned revenues		
5210 · Membership dues		
5211 · Executive Dues	4,000.00	9,750.00
5212 · Associate Dues	0.00	4,040.00
5214 · Corporate Dues	0.00	2,250.00
5216 · Platinum Sponsor	0.00	5,500.00
5217 · Gold Sponsor	1,000.00	8,450.00
5218 · Silver Sponsor	0.00	4,350.00
Total 5210 · Membership dues	5,000.00	34,340.00
Total 5 · Earned revenues	5,000.00	34,340.00
5800 · Annual Conference Revenues		
5810 · Exhibitor Registration	0.00	6,500.00
5820 · Sponsor Registration	0.00	1,500.00
5830 · Member Registration	0.00	15,300.00
5840 · Spouse Registration	0.00	1,205.00
5850 · Golf Shirts	0.00	70.00
5860 · Golf	0.00	780.00
5863 · Sporting Clays	0.00	1,535.00
5867 · Misc Revenue	0.00	858.58
Total 5800 · Annual Conference Revenues	0.00	27,748.58
Total Income	5,000.00	62,088.58
Expense		
7500 · Other personnel expenses		
7530 · Legal fees	0.00	25,234.24
7540 · Professional fees - other	2,099.45	30,020.36
Total 7500 · Other personnel expenses	2,099.45	55,254.60
8100 · Non-personnel expenses		
8110 · Supplies	0.00	257.98
Total 8100 · Non-personnel expenses	0.00	257.98
8500 · Misc expenses		
8520 · Insurance - non-employee	0.00	1,776.00
Total 8500 · Misc expenses	0.00	1,776.00
8700 · Conference Expenses		
8704 · General Conference Expenses	0.00	25,027.43
Total 8700 · Conference Expenses	0.00	25,027.43
Total Expense	2,099.45	82,316.01
Net Ordinary Income	2,900.55	(20,227.43)
Net Income	2,900.55	(20,227.43)

See Accountants' Compilation Report

Mississippi Airports Association
Statement of Assets, Liabilities, & Fund Balance - Tax Basis
As of October 31, 2019

	<u>Oct 31, 19</u>
ASSETS	
Current Assets	
Checking/Savings	
1001 - Operating - Trustmark	37,226.59
Total Checking/Savings	<u>37,226.59</u>
Total Current Assets	<u>37,226.59</u>
TOTAL ASSETS	<u><u>37,226.59</u></u>
LIABILITIES & EQUITY	
Equity	
3010 - Fund Balance	57,454.02
Net Income	<u>(20,227.43)</u>
Total Equity	<u>37,226.59</u>
TOTAL LIABILITIES & EQUITY	<u><u>37,226.59</u></u>

See Accountants' Compilation Report