

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

SEPTEMBER 17, 2020

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 10:30 a.m. on September 17, 2020, via videoconference in accordance with Section 6.4.3 of the Bylaws of the Association.

1. ROLL CALL AND DECLARATION OF QUORUM.

President Washington called the Meeting to order at 10:46 a.m. and then called the roll of Directors. The following Directors were present for the Meeting:

Samuel L. Washington, President, Greenville Mid-Delta Airport
Bill Cotter, Hancock County Port and Harbor Commission
Mike Forster, Louisville-Winston County Airport
Mike Hainsey, Golden Triangle Regional Airport Authority
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
Clay Williams, Gulfport-Biloxi Regional Airport Authority
Tom Williams, Meridian Airport Authority

The following additional persons were present for the Meeting:

Rans Black, Federal Aviation Administration
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.

2. APPROVAL OF MAY 21, 2020 SPECIAL BOARD MEETING MINUTES.

After discussion, upon motion duly made by Mr. Tom Williams and seconded by Mr. Jay, the Board unanimously approved the minutes of the Special Meeting of the Board held on May 21, 2020. President Washington directed that the minutes be filed in the minute book of the Association.

3. PRESIDENT'S REPORT.

President Washington noted that his airport, as he expected was the case for most others, was busy dealing with the myriad of issues COVID-19 had raised and hoped that things would be calming down soon. President Washington further advised the Board that, as a sign of what he hopes are better times to come, that the Greenville Mid-Delta Airport had opened a new restaurant in its terminal building.

4. FINANCIAL REPORT.

Ms. Kenne then reviewed the financial statements prepared by Watkins, Ward and Stafford, PLLC ("WWS") distributed by email during the course of the meeting and attached to these minutes as Attachment 2. Ms. Kenne noted that, as of August 31, 2020, the Association had \$42,599.13 in its operating account. Ms. Kenne further noted that she has been working on collecting member dues and on sponsorship issues with the cancelled Annual Conference.

There being no further discussion on the reports submitted, Mr. Jay moved that the Board accept (i) the Statement of Assets, Liabilities and Fund Basis, (ii) the Statement of Revenues and Expenses, and (iii) the General Ledger for the Association, all dated as of August 31, 2020 attached to these Minutes as submitted. Mr. Hainsey seconded the motion. President Washington then called for a vote on the matter with all Directors present voting in the affirmative. President Washington declared the motion adopted.

Mr. Hainsey then inquired whether WWS could add Accounts Payable and Accounts Receivable reports to the financial reports submitted to the Board. Ms. Kenne stated she would advise WWS of the request.

5. EXECUTIVE DIRECTOR'S REPORT.

Ms. Kenne noted that the Association had added a new member – a student in California. Ms. Kenne indicated she did not have any additional information on the new member.

6. COMMITTEE REPORTS.

A. 2021 Annual Conference and Meeting.

Ms. Kenne advised the Board that the 2021 Annual Conference will be April 14-16, 2021 on the coast. The Annual Conference Committee will be working on the details of the Conference in the coming months.

B. 2022 Annual Conference and Meeting.

Ms. Kenne reminded the Board that the 2022 Annual Conference and Meeting would be in Starkville.

7. OLD BUSINESS.

A. Vacancy on the Board of Directors.

Mr. Wagner reminded the Board that the Board of Directors has a vacancy resulting from Darion Warren's resignation from the Board and that, in accordance with Section 6.3 of the Association's Bylaws, the vacancy could be filled by appointment made by President Washington with the confirmation of a majority of the Board of Directors. Mr. Wagner further noted that the appointment would run through the 2021 Annual Conference. President Washington stated that he believed that the Jackson Municipal Airport Authority ("JMAA") should be represented on the Board of Directors and was, therefore, appointing Paul A. Brown, Chief Executive Officer of JMAA, to serve the remainder of Mr. Warren's term, subject to confirmation by the Board. Following discussion, Mr. Hainsey moved, and Mr. Clay Williams seconded, that the Board confirm the appointment of Paul A. Brown to the Board of Directors of the Association. There being no further discussion, President Washington called for a vote on the matter with all Directors voting in the affirmative.

B. Vacancy in the Office of Treasurer.

The next matter to come before the Board was filling the vacancy in the office of Treasurer created by the resignation of Mr. Warren. Mr. Wagner reminded the Board that Mr. Forster had been elected to fill the position by consensus at the May 21, 2020 meeting of the Board, but was not present to accept election. President Washington asked Mr. Forster to confirm that he would accept election as Treasurer of the Association, to serve the remainder of Mr. Warren's term. Mr. Foster confirmed that he would be pleased to serve as Treasurer of the Association.

8. NEW BUSINESS.

A. Virtual Annual Conference.

Mr. Hainsey stated the he had been speaking with several other members of the Board and Ms. Kenne about the possibility of the Association hosting a "virtual conference" since the Association had to cancel the 2020 Annual Conference due to the COVID-19 pandemic. Mr. Hainsey noted that a virtual conference would allow the Association to recover some of the funds lost as a result of the cancellation of the 2020 Annual Conference while giving the members of the Association a chance to gather in a virtual forum. Mr. Hainsey further noted that as discussed thus far, the virtual conference would run across three days (tentatively December 2, 3 and 4, 2020), for two-to-three hours per day. The cost would be relatively low – less than \$300.00 for Zoom videoconferencing and approximately \$500 for other costs. Finally, Mr. Hainsey noted that Trey Breckenridge with Mississippi State University had agreed to help with the technical aspects of the virtual conference.

Following discussion, Mr. Konupka moved, and Mr. Tom Williams seconded, that the Association be authorized to move forward with the virtual conference. President Washington called for a vote on the matter with all Directors voting in the affirmative. Mr. Hainsey stated that he or Ms. Kenne would report back to the Board as plans develop.

B. Legislative Committee.

Mr. Kirkpatrick reminded the Board that Mr. Warren was also a member of the Legislative Committee prior to leaving the Association. Currently the members of the Committee are Messrs. Ardillo, Kirkpatrick and Washington. Anyone desiring to join the Legislative Committee should contact President Washington or Mr. Kirkpatrick.

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 11:30 a.m.

Respectfully submitted,

Samuel L. Washington, President
Mississippi Airports Association

ATTACHMENT 1

AGENDA

**MISSISSIPPI AIRPORTS ASSOCIATION
SPECIAL MEETING OF BOARD OF DIRECTORS
10:30 A.M., THURSDAY, SEPTEMBER 17, 2020
[TELECONFERENCE]**

1. Roll Call and Declaration of Quorum
2. Approval of Minutes of May 21, 2020 Special Board Meeting
3. President's Report
4. Financial Report
5. Executive Director's Report
6. Committee Reports
 - a. 2021 Annual Conference Committee
 - b. 2022 Annual Conference Committee
7. Old Business
 - a. Director Vacancy
 - b. New Treasurer - Confirmation
8. New Business
 - a. Annual Conference Webinar – 2020
 - b. Legislative Committee
9. Other Matters
 - a. Airport Updates
10. Adjournment

ATTACHMENT 2
FINANCIAL REPORT

Watkins, Ward and Stafford, PLLC
Certified Public Accountants
PO Box 1216
West Point, MS 39773-1216

To the Board of Trustees of
Mississippi Airports Association
Post Office Box 16803
Jackson, MS 39236-6803

Management is responsible for the accompanying financial statements of Mississippi Airports Association (a nonprofit organization), which comprise the statement of assets, liabilities, and fund balance - tax basis as of August 31, 2020, and the related statements of revenues and expenses - tax basis for the one month and eleven months then ended, and for determining that the tax basis of accounting is an acceptable financial reporting framework. We have performed compilation engagements in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

The financial statements are prepared in accordance with the tax basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America.

Management has elected to omit substantially all the disclosures ordinarily included in financial statements prepared in accordance with the tax basis of accounting. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the Company's assets, liabilities, fund balance, revenues, and expenses. Accordingly, the financial statements are not designed for those who are not informed about such matters.

Watkins, Ward and Stafford, PLLC
September 15, 2020

Mississippi Airports Association
Statement of Assets, Liabilities, & Fund Balance - Tax Basis
As of August 31, 2020

	<u>Aug 31, 20</u>
ASSETS	
Current Assets	
Checking/Savings	
1001 · Operating - Trustmark	42,599.13
Total Checking/Savings	<u>42,599.13</u>
Total Current Assets	<u>42,599.13</u>
TOTAL ASSETS	<u>42,599.13</u>
LIABILITIES & EQUITY	
Equity	
3010 · Fund Balance	44,416.07
Net Income	<u>(1,816.94)</u>
Total Equity	<u>42,599.13</u>
TOTAL LIABILITIES & EQUITY	<u>42,599.13</u>

Mississippi Airports Association
Statements of Revenues and Expenses - Tax Basis
August 2020

	Aug 20	Oct '19 - Aug 20
Ordinary Income/Expense		
Income		
5 · Earned revenues		
5210 · Membership dues		
5211 · Executive Dues	0.00	35,850.00
5212 · Associate Dues	0.00	2,150.00
5213 · Student Dues	0.00	25.00
5214 · Corporate Dues	0.00	2,250.00
5215 · Presidential Sponsor	0.00	4,750.00
5216 · Platinum Sponsor	0.00	2,500.00
5217 · Gold Sponsor	0.00	5,000.00
5218 · Silver Sponsor	0.00	3,000.00
Total 5210 · Membership dues	0.00	55,525.00
Total 5 · Earned revenues	0.00	55,525.00
5800 · Annual Conference Revenues		
5820 · Sponsor Registration	0.00	1,750.00
5800 · Annual Conference Revenues - Other	0.00	2,500.00
Total 5800 · Annual Conference Revenues	0.00	4,250.00
Total Income	0.00	59,775.00
Expense		
7000 · Grant & contract expense		
7070 · Sponsorships & Donations	0.00	200.00
Total 7000 · Grant & contract expense	0.00	200.00
7500 · Other personnel expenses		
7520 · Accounting fees	0.00	1,045.00
7530 · Legal fees	1,250.00	30,234.24
7540 · Professional fees - other	1,487.50	23,662.50
Total 7500 · Other personnel expenses	2,737.50	54,941.74
8100 · Non-personnel expenses		
8110 · Supplies	0.00	90.99
8115 · Website Updates & Programming	0.00	601.00
8130 · Telephone & telecommunications	140.34	896.88
8140 · Postage, shipping, delivery	0.00	211.23
8170 · Printing & copying	0.00	1.00
Total 8100 · Non-personnel expenses	140.34	1,801.10
8300 · Travel & meetings expenses		
8310 · Travel	9.78	522.08
8330 · Business Meals	0.00	544.99
8300 · Travel & meetings expenses - Other	0.00	214.60
Total 8300 · Travel & meetings expenses	9.78	1,281.67
8500 · Misc expenses		
8520 · Insurance - non-employee	1,286.00	2,572.00
Total 8500 · Misc expenses	1,286.00	2,572.00
8600 · Business expenses		
8615 · Bank & Credit Card Fees	0.00	0.05
Total 8600 · Business expenses	0.00	0.05

Mississippi Airports Association
Statements of Revenues and Expenses - Tax Basis
August 2020

	<u>Aug 20</u>	<u>Oct '19 - Aug 20</u>
8700 · Conference Expenses		
8701 · Sponsor Plaques	0.00	233.79
8704 · General Conference Expenses	0.00	561.59
	<hr/>	<hr/>
Total 8700 · Conference Expenses	0.00	795.38
	<hr/>	<hr/>
Total Expense	4,173.62	61,591.94
	<hr/>	<hr/>
Net Ordinary Income	(4,173.62)	(1,816.94)
	<hr/>	<hr/>
Net Income	(4,173.62)	(1,816.94)
	<hr/> <hr/>	<hr/> <hr/>

**Mississippi Airports Association
General Ledger
As of August 31, 2020**

Type	Date	Num	Name	Memo	Debit	Credit	Balance
1001 · Operating - Trustmark							46,772.75
Check	08/11/2020	2130	Fisher Brown Bottrell Ins, Inc.	Invoice#83422		1,286.00	45,486.75
Check	08/11/2020	2131	Tellos Marketing, LLC	Invoice#MAA73020		1,637.62	43,849.13
Check	08/11/2020	2132	Baker, Donelson	Invoice# 8765381		1,250.00	42,599.13
Total 1001 · Operating - Trustmark					0.00	4,173.62	42,599.13
3010 · Fund Balance							(44,416.07)
Total 3010 · Fund Balance							(44,416.07)
5 · Earned revenues							(55,525.00)
5210 · Membership dues							(55,525.00)
5211 · Executive Dues							(35,850.00)
Total 5211 · Executive Dues							(35,850.00)
5212 · Associate Dues							(2,150.00)
Total 5212 · Associate Dues							(2,150.00)
5213 · Student Dues							(25.00)
Total 5213 · Student Dues							(25.00)
5214 · Corporate Dues							(2,250.00)
Total 5214 · Corporate Dues							(2,250.00)
5215 · Presidential Sponsor							(4,750.00)
Total 5215 · Presidential Sponsor							(4,750.00)
5216 · Platinum Sponsor							(2,500.00)
Total 5216 · Platinum Sponsor							(2,500.00)
5217 · Gold Sponsor							(5,000.00)
Total 5217 · Gold Sponsor							(5,000.00)
5218 · Silver Sponsor							(3,000.00)
Total 5218 · Silver Sponsor							(3,000.00)
Total 5210 · Membership dues							(55,525.00)
Total 5 · Earned revenues							(55,525.00)
5800 · Annual Conference Revenues							(4,250.00)
5820 · Sponsor Registration							(1,750.00)
Total 5820 · Sponsor Registration							(1,750.00)
5800 · Annual Conference Revenues - Other							(2,500.00)
Total 5800 · Annual Conference Revenues - Other							(2,500.00)
Total 5800 · Annual Conference Revenues							(4,250.00)
7000 · Grant & contract expense							200.00
7070 · Sponsorships & Donations							200.00
Total 7070 · Sponsorships & Donations							200.00
Total 7000 · Grant & contract expense							200.00
7500 · Other personnel expenses							52,204.24
7520 · Accounting fees							1,045.00
Total 7520 · Accounting fees							1,045.00
7530 · Legal fees							28,984.24
Check	08/11/2020	2132	Baker, Donelson	Invoice# 8765381	1,250.00		30,234.24
Total 7530 · Legal fees					1,250.00	0.00	30,234.24
7540 · Professional fees - other							22,175.00
Check	08/11/2020	2131	Tellos Marketing, LLC	Invoice#MAA73020	337.50		22,512.50
Check	08/11/2020	2131	Tellos Marketing, LLC	Invoice#MAA73020	1,000.00		23,512.50
Check	08/11/2020	2131	Tellos Marketing, LLC	Invoice#MAA73020	50.00		23,562.50
Check	08/11/2020	2131	Tellos Marketing, LLC	Invoice#MAA73020	100.00		23,662.50
Total 7540 · Professional fees - other					1,487.50	0.00	23,662.50
Total 7500 · Other personnel expenses					2,737.50	0.00	54,941.74
8100 · Non-personnel expenses							1,660.76
8110 · Supplies							90.99
Total 8110 · Supplies							90.99
8115 · Website Updates & Programming							601.00
Total 8115 · Website Updates & Programming							601.00
8130 · Telephone & telecommunications							756.54
Check	08/11/2020	2131	Tellos Marketing, LLC	Invoice#MAA73020	140.34		896.88
Total 8130 · Telephone & telecommunications					140.34	0.00	896.88
8140 · Postage, shipping, delivery							211.23
Total 8140 · Postage, shipping, delivery							211.23
8170 · Printing & copying							1.00
Total 8170 · Printing & copying							1.00
Total 8100 · Non-personnel expenses					140.34	0.00	1,801.10

**Mississippi Airports Association
General Ledger
As of August 31, 2020**

Type	Date	Num	Name	Memo	Debit	Credit	Balance
8300 · Travel & meetings expenses							1,271.89
8310 · Travel							512.30
Check	08/11/2020	2131	Tellos Marketing, LLC	Invoice#MAA73020	9.78		522.08
Total 8310 · Travel					9.78	0.00	522.08
8330 · Business Meals							544.99
Total 8330 · Business Meals							544.99
8300 · Travel & meetings expenses - Other							214.60
Total 8300 · Travel & meetings expenses - Other							214.60
Total 8300 · Travel & meetings expenses					9.78	0.00	1,281.67
8500 · Misc expenses							1,286.00
8520 · Insurance - non-employee							1,286.00
Check	08/11/2020	2130	Fisher Brown Bottrell Ins, Inc.	Invoice#83422	1,286.00		2,572.00
Total 8520 · Insurance - non-employee					1,286.00	0.00	2,572.00
Total 8500 · Misc expenses					1,286.00	0.00	2,572.00
8600 · Business expenses							0.05
8615 · Bank & Credit Card Fees							0.05
Total 8615 · Bank & Credit Card Fees							0.05
Total 8600 · Business expenses							0.05
8700 · Conference Expenses							795.38
8701 · Sponsor Plaques							233.79
Total 8701 · Sponsor Plaques							233.79
8704 · General Conference Expenses							561.59
Total 8704 · General Conference Expenses							561.59
Total 8700 · Conference Expenses							795.38
TOTAL					4,173.62	4,173.62	0.00