

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

**MAY 21, 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 10:00 a.m. on May 21, 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 10:15 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 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, Meridian Airport Authority

The following additional persons were present for the Meeting:

Rans Black, Federal Aviation Administration  
Tommy Booth, Mississippi Department of Transportation  
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 FEBRUARY 3, 2020 SPECIAL BOARD MEETING MINUTES.**

After discussion, upon motion duly made by Mr. Jay and seconded by Mr. Lincoln, the Board unanimously approved the minutes of the Special Meeting of the Board held on February 3, 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.

President Washington then advised the Board that Mr. Darion Warren had left the Jackson Municipal Airport Authority ("JMAA") and would no longer be on the Board of Directors of the Association or the Treasurer for the Association. President Washington indicated the openings on the Board and in the office of Treasurer would be discussed more under New Business.

Finally, President Washington noted that the changeover to a new Board of Directors and new officers was scheduled to occur at the 2020 Annual Conference which had been cancelled. President Washington asked the Board to consider whether it would be amenable to maintaining the status quo until the next meeting.

### **4. FINANCIAL REPORT.**

Ms. Kenne then reviewed the financial statements distributed by email prior to the meeting and attached to these minutes as Attachment 2. Ms. Kenne noted that the Association currently has just under \$46,000.00 in its checking account. Ms. Kenne further noted that she has been working on collecting member dues and on sponsorship issues with the cancelled Annual Conference. Ms. Kenne stated that most sponsors that had paid were agreeable to rolling their sponsorships over to the next Annual Conference.

There being no further discussion, Mr. Hainsey moved that the Board accept the Statement of Assets, Liabilities and Fund Basis, Statement of Revenues and Expenses, and General Ledger for the Association as of April 30, 2020 attached to these as submitted. Mr. Konopka 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. Wagner advised the Board that he understood the financial situation of the Association as a result of cancellation of the Annual Conference and had initiated discussions with firm management about reducing his firm's fee for the remainder of the calendar year.

### **5. EXECUTIVE DIRECTOR'S REPORT.**

Ms. Kenne noted that the deadline for submissions to the next *Mississippi Flyer* would be June 3, 2020, so to please send your materials to Kirsten Shaw.

### **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 in Biloxi. 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 advised the Board that the 2021 Annual Conference and Meeting would be in Starkville.

**7. OLD BUSINESS.**

There was no Old Business to come before the Board.

**8. NEW BUSINESS.**

**A. CARES Act Funding.**

Mr. Black advised the Board that CARES Act grants had been extended to approximately 140 airports in the state (all but two). Mr. Black asked that if anyone had any problems with the e-sign process for his or her airport's grant to let him know, but it seemed to be working well for most airports. Mr. Black reminded the Board that permissible uses of the CARES Act funding are identified on the FAA's website. Finally, Mr. Black noted that there had been some confusion over the applicability of retention criteria for airports receiving CARES Act funding, and that only applied to small hub and larger airports.

**B. Director and Officer Vacancies.**

As noted earlier in the meeting, President Washington advised the Board that with Mr. Warren's departure from JMAA, there is a vacancy on the Board and in the office of Treasurer. President Washington suggested deferring consideration of filling the Director vacancy until the next meeting of the Board and asked for nominations for Treasurer. The consensus of the Board was not to fill the Director vacancy at this time. The only nomination for Treasurer being Mr. Forster, President Washington stated that, by consensus, Mr. Forster would fill the remainder of the existing term of the Treasurer assuming his willingness to serve in that capacity.

**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 11:00 a.m.

Respectfully submitted,

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Samuel L. Washington, President  
Mississippi Airports Association

**ATTACHMENT 1**

**AGENDA**

**MISSISSIPPI AIRPORTS ASSOCIATION  
SPECIAL MEETING OF BOARD OF DIRECTORS  
10:00 A.M., THURSDAY, MAY 21, 2020  
[TELECONFERENCE]**

1. Roll Call and Declaration of Quorum
2. Approval of Minutes of February 3, 2020 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
8. New Business
  - a. CARES Act Funding
  - b. Director Vacancy
  - c. Treasurer Vacancy
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 April 30, 2020, and the related statements of revenues and expenses - tax basis for the one month and seven 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  
May 18, 2020

**Mississippi Airports Association**  
**Statement of Assets, Liabilities, & Fund Balance - Tax Basis**  
As of April 30, 2020

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	<u>Apr 30, 20</u>
<b>ASSETS</b>	
Current Assets	
Checking/Savings	
1001 - Operating - Trustmark	45,702.14
Total Checking/Savings	<u>45,702.14</u>
Total Current Assets	<u>45,702.14</u>
<b>TOTAL ASSETS</b>	<u><u>45,702.14</u></u>
<b>LIABILITIES &amp; EQUITY</b>	
Equity	
3010 - Fund Balance	44,416.07
Net Income	1,286.07
Total Equity	<u>45,702.14</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><u>45,702.14</u></u>



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

	Apr 20	Oct '19 - Apr 20
<b>Ordinary Income/Expense</b>		
<b>Income</b>		
<b>5 · Earned revenues</b>		
5210 · Membership dues		
5211 · Executive Dues	400.00	25,350.00
5212 · Associate Dues	0.00	1,200.00
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
<b>Total 5210 · Membership dues</b>	<u>400.00</u>	<u>44,075.00</u>
<b>Total 5 · Earned revenues</b>	400.00	44,075.00
5800 · Annual Conference Revenues	0.00	2,500.00
<b>Total Income</b>	400.00	46,575.00
<b>Expense</b>		
7000 · Grant & contract expense		
7070 · Sponsorships & Donations	100.00	200.00
<b>Total 7000 · Grant &amp; contract expense</b>	100.00	200.00
7500 · Other personnel expenses		
7520 · Accounting fees	595.00	820.00
7530 · Legal fees	5,000.00	22,734.24
7540 · Professional fees - other	2,487.50	17,100.00
<b>Total 7500 · Other personnel expenses</b>	8,082.50	40,654.24
8100 · Non-personnel expenses		
8110 · Supplies	0.00	(55.00)
8115 · Website Updates & Programming	0.00	601.00
8130 · Telephone & telecommunications	73.87	621.07
8140 · Postage, shipping, delivery	8.80	204.73
8170 · Printing & copying	0.00	1.00
<b>Total 8100 · Non-personnel expenses</b>	82.67	1,372.80
8300 · Travel & meetings expenses		
8310 · Travel	22.62	454.66
8330 · Business Meals	0.00	544.99
8300 · Travel & meetings expenses - Other	0.00	214.60
<b>Total 8300 · Travel &amp; meetings expenses</b>	22.62	1,214.25
8500 · Misc expenses		
8520 · Insurance - non-employee	0.00	1,286.00
<b>Total 8500 · Misc expenses</b>	0.00	1,286.00
8600 · Business expenses		
8615 · Bank & Credit Card Fees	0.00	0.05
<b>Total 8600 · Business expenses</b>	0.00	0.05
8700 · Conference Expenses		
8704 · General Conference Expenses	1,061.59	561.59
<b>Total 8700 · Conference Expenses</b>	1,061.59	561.59
<b>Total Expense</b>	9,349.38	45,288.93
<b>Net Ordinary Income</b>	(8,949.38)	1,286.07
<b>Net Income</b>	<u>(8,949.38)</u>	<u>1,286.07</u>

See Accountants' Compilation Report

**Mississippi Airports Association  
General Ledger  
As of April 30, 2020**

Type	Date	Num	Name	Memo	Debit	Credit	Balance
<b>1001 - Operating - Trustmark</b>							54,651.52
Deposit	04/15/2020				400.00		55,051.52
Check	04/22/2020	2119	Watkins, Ward and Stafford	17635		595.00	54,456.52
Check	04/22/2020	2120	Tellos Marketing, LLC	MAA33020		3,654.38	50,802.14
Check	04/22/2020	2121	Olive Branch Church of Christ	Memorial for David Taylor		100.00	50,702.14
Check	04/22/2020	2122	Baker, Donelson	Invoice#8671455 & 8729794		5,000.00	45,702.14
<b>Total 1001 - Operating - Trustmark</b>					400.00	9,349.38	45,702.14
<b>3010 - Fund Balance</b>							(44,416.07)
<b>Total 3010 - Fund Balance</b>							(44,416.07)
<b>5 - Earned revenues</b>							(43,675.00)
<b>5210 - Membership dues</b>							(43,675.00)
<b>5211 - Executive Dues</b>							(24,950.00)
Deposit	04/15/2020			Panola County Airport		200.00	(25,150.00)
Deposit	04/15/2020			Hinds Community College		200.00	(25,350.00)
<b>Total 5211 - Executive Dues</b>					0.00	400.00	(25,350.00)
<b>5212 - Associate Dues</b>							(1,200.00)
<b>Total 5212 - Associate Dues</b>							(1,200.00)
<b>5213 - Student Dues</b>							(25.00)
<b>Total 5213 - Student Dues</b>							(25.00)
<b>5214 - Corporate Dues</b>							(2,250.00)
<b>Total 5214 - Corporate Dues</b>							(2,250.00)
<b>5215 - Presidential Sponsor</b>							(4,750.00)
<b>Total 5215 - Presidential Sponsor</b>							(4,750.00)
<b>5216 - Platinum Sponsor</b>							(2,500.00)
<b>Total 5216 - Platinum Sponsor</b>							(2,500.00)
<b>5217 - Gold Sponsor</b>							(5,000.00)
<b>Total 5217 - Gold Sponsor</b>							(5,000.00)
<b>5218 - Silver Sponsor</b>							(3,000.00)
<b>Total 5218 - Silver Sponsor</b>							(3,000.00)
<b>Total 5210 - Membership dues</b>					0.00	400.00	(44,075.00)
<b>Total 5 - Earned revenues</b>					0.00	400.00	(44,075.00)
<b>5800 - Annual Conference Revenues</b>							(2,500.00)
<b>7000 - Grant &amp; contract expense</b>							100.00
<b>7070 - Sponsorships &amp; Donations</b>							100.00
Check	04/22/2020	2121	Olive Branch Church of Christ	Memorial for David Taylor	100.00		200.00
<b>Total 7070 - Sponsorships &amp; Donations</b>					100.00	0.00	200.00
<b>Total 7000 - Grant &amp; contract expense</b>					100.00	0.00	200.00
<b>7500 - Other personnel expenses</b>							32,571.74
<b>7520 - Accounting fees</b>							225.00
Check	04/22/2020	2119	Watkins, Ward and Stafford	17635	595.00		820.00
<b>Total 7520 - Accounting fees</b>					595.00	0.00	820.00
<b>7530 - Legal fees</b>							17,734.24
Check	04/22/2020	2122	Baker, Donelson	Invoice#8671455 & 8729794	5,000.00		22,734.24
<b>Total 7530 - Legal fees</b>					5,000.00	0.00	22,734.24
<b>7540 - Professional fees - other</b>							14,612.50
Check	04/22/2020	2120	Tellos Marketing, LLC	MAA33020	362.50		14,975.00
Check	04/22/2020	2120	Tellos Marketing, LLC	MAA33020	1,000.00		15,975.00
Check	04/22/2020	2120	Tellos Marketing, LLC	MAA33020	712.50		16,687.50
Check	04/22/2020	2120	Tellos Marketing, LLC	MAA33020	412.50		17,100.00
<b>Total 7540 - Professional fees - other</b>					2,487.50	0.00	17,100.00
<b>Total 7500 - Other personnel expenses</b>					8,082.50	0.00	40,654.24
<b>8100 - Non-personnel expenses</b>							1,290.13
<b>8110 - Supplies</b>							(55.00)
<b>Total 8110 - Supplies</b>							(55.00)
<b>8115 - Website Updates &amp; Programming</b>							601.00
<b>Total 8115 - Website Updates &amp; Programming</b>							601.00
<b>8130 - Telephone &amp; telecommunications</b>							547.20
Check	04/22/2020	2120	Tellos Marketing, LLC	MAA33020	73.87		621.07
<b>Total 8130 - Telephone &amp; telecommunications</b>					73.87	0.00	621.07
<b>8140 - Postage, shipping, delivery</b>							195.93
Check	04/22/2020	2120	Tellos Marketing, LLC	MAA33020	8.80		204.73
<b>Total 8140 - Postage, shipping, delivery</b>					8.80	0.00	204.73

**Mississippi Airports Association  
General Ledger  
As of April 30, 2020**

Type	Date	Num	Name	Memo	Debit	Credit	Balance
8170 · Printing & copying							1.00
Total 8170 · Printing & copying							1.00
Total 8100 · Non-personnel expenses					82.67	0.00	1,372.80
8300 · Travel & meetings expenses							1,191.63
8310 · Travel							432.04
Check	04/22/2020	2120	Tellos Marketing, LLC	MAA33020	22.62		454.66
Total 8310 · Travel					22.62	0.00	454.66
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					22.62	0.00	1,214.25
8500 · Misc expenses							1,286.00
8520 · Insurance - non-employee							1,286.00
Total 8520 · Insurance - non-employee							1,286.00
Total 8500 · Misc expenses							1,286.00
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							(500.00)
8704 · General Conference Expenses							(500.00)
Check	04/22/2020	2120	Tellos Marketing, LLC	MAA33020	1,061.59		561.59
Total 8704 · General Conference Expenses					1,061.59	0.00	561.59
Total 8700 · Conference Expenses					1,061.59	0.00	561.59
<b>TOTAL</b>					<b>9,749.38</b>	<b>9,749.38</b>	<b>0.00</b>