

# Peninsula Airport Commission Board of Commissioners Meeting Packet

*Lindsey Carney Smith, Chair*

*John Borden, Director*

Thursday, October 19, 2023

8:00 a.m.

Commission Room

900 Bland Blvd

Newport News, VA 23602

# AGENDAS

# **PENINSULA AIRPORT COMMISSION**

## **MEETING AGENDA**

**Date: October 19, 2023**

**Time: 8:00 a.m.**

**Location: Commission Room**

- 1) Call to Order
- 2) Approval of Minutes from September 2023
- 3) Read Instructions for Public Comment
- 4) Public Comment
- 5) Committee Reports
  - a) Finance & Audit
  - b) Planning & Development
- 6) Executive Director Report
- 7) Old Business
- 8) New Business
- 9) Closed Session

Personnel §2.2.3711.(A)(1) Discussion of employees of any public body.

Prospective Business §2.2.3711.(A)(5) Discussion concerning a prospective business or industry or the expansion of air service.

Adjourn

# Newport News Williamsburg Airport

## **PENINSULA AIRPORT COMMISSION**

### **COMMITTEE MEETING AGENDA**

#### **FINANCE AND AUDIT COMMITTEE**

**DATE: October 16, 2023**

**TIME: 4:00PM**

- 1) Call to Order
- 2) New Business
  - a) September Financials
- 3) Old Business
- 4) Adjourn

# Newport News Williamsburg Airport

## **PENINSULA AIRPORT COMMISSION**

### **COMMITTEE MEETING AGENDA**

#### **PLANNING AND DEVELOPMENT**

##### **COMMITTEE**

**DATE: October 16, 2023**

**TIME: 5:00PM**

- 1) Call to Order
- 2) New Business
- 3) Old Business
  - a) Easement Discussion
  - b) Terminal Parking Access Road
- 4) Adjourn

# Newport News Williamsburg Airport

## **PENINSULA AIRPORT COMMISSION**

### **COMMITTEE MEETING AGENDA**

#### **FACILITIES COMMITTEE**

**DATE: October 19, 2023**  
**IMMEDIATELY FOLLOWING COMMISSION**  
**MEETING**

- 1) Call to Order
- 2) New Business
  - a) PFC# 7 Discussion
- 3) Old Business
  - a) ATP Roof Allocations
- 4) Adjourn

# MINUTES

# Peninsula Airport Commission

Board of Commissioners Meeting Minutes

September 21, 2023, 8:00 a.m.

## **Commissioners in Attendance:**

Chair, Lindsey Carney Smith  
Vice Chair, Thomas Garner  
Treasurer, James “Jay” Joseph  
Secretary, Dr. McKinley Price  
Assistant Secretary, John Lawson

## **Staff Members in Attendance:**

Interim Executive Director, John Borden  
Office Manager, Barbara Rumsey  
Director of Finance, Mark Adams  
Commission Clerk, Patricia Speno  
Facility Director, Bill LaManque

## **Public Officials Present:**

Assistant City Manager of Newport News, Ralph “Bo” Clayton

## **Counsel:**

Counsel, L. Scott Seymour

## **Public Attendees:**

Mr. Fabio Bendana, Passero Associates  
Mr. John Murray, Hampton University  
Mr. Orestes Gooden, Hampton University  
Mr. David Hause, Kiln Creek HOA  
Ms. Jacqueline Wade, Hero’s Lounge Volunteer Manager

Chair Smith called the meeting to order at 8:00 a.m.

Chair Smith welcomed Mr. John Lawson to the Peninsula Airport Commission as our newly appointed Commissioner.

**Approval of Minutes:** Commissioner Dr. Price moved to accept the August 24, 2023 meeting minutes. Commissioner Joseph seconded the motion. **The minutes were approved unanimously.**

**Public Comment:** No public comment

**Finance and Audit Committee Report:** Commissioner Joseph reported that the committee did not meet but there was a discussion on Monday with Ms. Rumsey, Mr. Adams, and Mr. Borden. It was a

very brief meeting, and the financial results are included in the board packet. Commissioner Joseph added an additional item which is that the staff requests action on the Truist bank account.

Chair Smith clarified and gave background information for the new Commissioners and the public stating there are funds in Truist bank that the Commission discussed in previous months, of moving to Towne Bank. It was the desire of some of the Board to move funds from one particular Truist account to Towne Bank. The accounts have been opened but no funds have been transferred. Chair Smith said she would like to open it up to the floor for discussion.

Commissioner Joseph added that he is on the record stating that it is not necessary, we do not need to do it, and if we do want to open up different relationships, we should go through the procurement process.

Commissioner Dr. Price asked if an official vote is required, and Chair Smith answered it was the consensus of the board at the time it was discussed, and with the seat vacancies, it did not happen. Chair Smith stated we should put it to a vote.

**Move funds from Truist to Towne.** A motion was made by Commissioner Dr. Price to transfer the funds. Commissioner Garner seconded the motion. Voice vote by roll call: Chair Smith-Abstained, Commissioner Joseph- No, Commissioner Garner-Yes, Commissioner Dr. Price-Yes, Commissioner Lawson – Abstained. **The motion passed.**

Chair Smith added she had a question pertaining to our expenses being higher than budgeted, with regard to utilities, repairs, and maintenance. Part of the explanation for utilities was the seasonal temperature deviation. Chair Smith stated that there was not much of a deviation between last summer and this summer and asked for additional clarification or explanation.

Mr. Adams reported that the budget was not seasonally adjusted, and it is difficult to make seasonal adjustments for the budget because rates have changed. He stated we could expect a lower utility budget in the cooler months. Chair Smith asked if we could come closer to the target by adding an adjustment in the next budget period, knowing there could be an increase in rates. Chair Smith also asked about the repairs and maintenance, stating it too, was higher than budgeted.

Mr. Borden stated we had roof repairs and parking lot expenses. Chair Smith reported that she feels it would be helpful to have a committee to assist staff with capital asset assessment and capital asset condition reports. She stated we need to plan for this and budget for this so we are not getting hit with \$40,000.00 off budget for the month.

**Planning and Development Committee Report:** Chair Smith reported that the Planning and Development Committee did not meet although Commissioner Garner and Chair Smith spoke. Commissioner Garner and Mr. Borden did meet. Those items will be addressed today in closed session with regard to perspective business or industry.

**Executive Director Report :** Mr. Borden introduced Fabio Bendana from Passero Associates to give an update on the Master Plan.

Mr. Bendana offered an update on what has been done so far and what we will be working on in the next period. He reported they had the kickoff meeting with the FAA, the State, and the airport. The Field Inventory is complete, and the aerial imagery has been scheduled. The FAA has approved the flyover. Historical facts about the airport were gathered which will be the introduction to the Master Plan. The catchment area is completed and will be the base for the forecasting, which is the next step. Mr. Bendana reported they had an initial meeting with the Public Outreach consultant that will be managing the website. The website should be up and running before the next meeting with the FAA in early December. Mr. Bendana reported they were anxious to see the regional study and see what the recommendations are and how they can be incorporated into the Master Plan. There is a desire to compress the schedule and when we have the meeting with the FAA, we will mention this and give them the reasons and hopefully this will be approved. Mr. Bendana added that he believes this is in everyone's best interest to finish the project earlier than 25 months.

Commissioner Smith asked at what stage, in this schedule that we have been presented, would the regional study feedback be required? When would you need this information? Mr. Bendana and Mr. Borden responded it is needed before we have the ALP put together. Mr. Bendana added before the Public Outreach that people will have a lot of questions. Chair Smith thanked Mr. Bendana and said they could get initial data, not the final report, before the December public comment or work session.

Mr. Borden reported on the Vice President's visit. The mayor was in attendance as well.

5K on the Runway went very well with over 590 runners. We will have the final numbers by next month's meeting, and we will be donating the proceeds to Dream Catchers.

Mr. Borden reported there is a conference next week with UAV. Mr. Bill LaManque and Mr. Borden will be attending the conferences. Mr. Borden reported that Mr. Bendana is also here because of the third round of the BIL, which is the competitive terminal bid process, and we can try to get more funding to fix the roof, bathrooms, and stairwells. We will be piecing that together next week.

Mr. Joseph asked Mr. Borden how many rounds there are of this competitive funding for small airports and how much money?

Mr. Borden replied with five rounds, and we were not awarded in the first two rounds. It is \$100,000,000.00 for small airports such as ours. Commissioner Joseph asked if any Virginia airports have gotten awards in the last two rounds. Mr. Borden responded with the last two rounds, Norfolk, and Richmond were awarded. Commissioner Joseph asked if there was any feedback on our application. Mr. Borden responded we were told in the first round that our project was not ready. We were also told that some of these projects are actually funded by diverse sources, and they are using the BIL, that way they can save their PFC funds or their state entitlement money. Some of these projects were actually started before they got their approval. They have one source of funding already and are using BIL as a backup. Commissioner Joseph asked what the deadline for this application is. Mr. Borden responded October 16<sup>th</sup>. Commissioner Joseph stated that we need to strategize on how to win this as it is new money, and it is competitive.

#### **Old Business:**

**The Chair asked Mr. Seymour to provide an easement update.** Mr. Seymour reported that City Engineering has signed off by email on the no conflict between HRSD and VNG and we are waiting for

their confirmation letter back which we expect at any time. This will allow us to close on the HRSD easement. With respect to the MOU on parking, we have a draft from the City Attorney's office of Newport News. Chair Smith stated that the city did send an MOU to Mr. Borden, me and Mr. Seymour. Mr. Seymour reviewed it and provided his legal provisions regarding it. Chair Smith provided the MOU trajectory and stated the city would make progress payments on the project during the time of the construction. Upon substantial completion, the PAC would then reimburse the city. Chair Smith asked Commissioner Garner if he had any questions to put forth.

Commissioner Garner reported he spoke with Mr. Clayton, Assistant City Manager, regarding the curb and guttering. Mr. Clayton reported he was going to have the Engineering staff take a look to see if the curb and guttering is necessary. If not, it would take considerable cost away from the project. Chair Smith suggested that we allow our legal counsel to send back the legal revisions, leaving a place for the dollar amount in the event we can reduce the amount.

Chair Smith asked Mr. Bill LaManque if he had the opportunity to talk to the rental car companies making it easier for customers to pick up their rental cars. Mr. LaManque responded that the car companies do have that in place. However, the issue is a lack of inventory, and the premium vehicles are sent back out as soon as they are returned. Any deviation in time can break down the system and unfortunately, the passengers can be without their requested car.

**New Business:** Chair Smith asked Commissioner Dr. Price to join the Finance and Audit Committee. Chair Smith stated we face challenges due to failing infrastructure and facilities, therefore we form a Facilities Committee to aid our Interim Director and his team and give guidance regarding our priorities in our next round of funding. Chair Smith asked Commissioners Garner and Lawson to serve on the facility committee.

Chair Smith stated that the bylaws will come before the board for amendment with regard to changing the date of the meetings. We will need a resolution for next month's meeting to be changed to the 3<sup>rd</sup> Thursday of the month.

**Resolution: We resolve that the Peninsula Airport Commission approve and adopt a Resolution changing the October meeting from October 26 to October 19, 2023.** A motion was made by Commissioner Garner to accept the resolution. The motion was seconded by Commissioner Joseph. Voice vote by roll call: Chair Smith – For, Commissioner Joseph – For, Commissioner Dr. Price – For, Commissioner Garner-For, Commissioner Lawson – For. **The motion passed unanimously.**

**Closed Session:** Counsel Scott Seymour asked the board if they would be discussing real estate and Chair Smith replied yes. Mr. Seymour stated the agenda would need to be modified to incorporate the agenda we are going in under A (1), A (3) and A (5).

At this time the Chair will accept a motion to move that the Peninsula Airport Commission convene in closed session pursuant to the Virginia code section 2.2-3711.A.(1): for the assignment, appointment, promotion, performance, demotion, salaries, disciplining or resignation of specific public officers, appointees, or employees of the Commission regarding various employee matters of the Commission and A(3) regarding discussion and consideration and acquisition of real property for public purpose where the disposition of publicly held real property where the discussion in open meeting would adversely affect the Commission's bargaining position or negotiating strategy and A (5) regarding the

discussion or concerning a prospective business or industry or the expansion of an existing business or industry where no previous announcement has been made of the business or industry's interest in locating or expanding its facilities in the community regarding expansion of aviation services and other business opportunities.

**Closed Session.** A motion was made by Commissioner Dr. Price and seconded by Commissioner Garner. A roll call vote was taken. Chair Smith – For, Commissioner Joseph – For, Dr. Price -For, Commissioner Garner-For, Commissioner Lawson-For. **The motion passed unanimously.**

Closed session began at 8:37 a.m.

Attorney Seymour read the following: "To conclude the closed session meeting and return to the open meeting and that prior to a roll call vote, the Commissioners of the Peninsula Airport Commission shall certify that to the best of their knowledge (i) only such public business matters lawfully exempted from open meeting requirements under the Virginia Freedom of Information Act, and (ii) only such public business matters as were identified in the motion by which the closed meeting was convened, were heard, discussed or considered in the meeting by the members of the Commission.

Any member of the Commission who believes that there was a departure from the requirements just stated must state prior to the roll call vote and indicate the substance of the departure that, in such Commissioner's judgment has taken place.

If there are no such statements of departure, if we could please have a motion and second to end and certify the closed session and return to open meeting."

**Open Session.** A motion was made by Commissioner Garner and seconded by Commissioner Dr. Price. A roll call vote was taken. Chair Smith – Yes, Commissioner Joseph – Yes, Commissioner Dr. Price– Yes, Commissioner Garner- Yes, Commissioner Lawson – Yes. **The motion passed unanimously.**  
**The meeting resumed in open session at 9:20 a.m.**

Chair Smith asked if there was any other business to come before the commission.

There was none.

There being no further business to come before the commission, the **meeting adjourned at 9:21 a.m.**

# FINANCIALS

**PENINSULA AIRPORT COMMISSION  
SEPTEMBER 2023  
OPERATING INCOME STATEMENT**

DESCRIPTION	SEP 2023 ACTUAL	SEP 2023 BUDGET		YTD ACTUAL	YTD BUDGET		ANNUAL BUDGET	
<b>REVENUE</b>								
Airline Fees	44,044	36,946	119.2%	124,085	114,229	108.6%	450,482	27.5%
Fixed Based Operators	48,295	55,027	87.8%	152,896	167,245	91.4%	664,881	23.0%
Property Rental	143,040	95,419	149.9%	350,069	307,094	114.0%	1,145,311	30.6%
Rental Cars	186,788	135,377	138.0%	527,356	437,571	120.5%	1,690,718	31.2%
Parking Lot	66,359	47,205	140.6%	193,911	142,143	136.4%	567,572	34.2%
Restaurant Income	22,930	22,715	100.9%	82,542	73,541	112.2%	283,947	29.1%
<b>TOTAL REVENUE</b>	<b>511,456</b>	<b>392,689</b>	<b>130.2%</b>	<b>1,430,859</b>	<b>1,241,823</b>	<b>115.2%</b>	<b>4,802,911</b>	<b>29.8%</b>
<b>EXPENSES</b>								
Labor and Benefits	305,973	317,355	96.4%	910,409	952,065	95.6%	3,808,255	23.9%
Marketing & Advertising	89	28,184	0.3%	30,794	84,552	36.4%	338,199	9.1%
Office & Administration	24,306	25,603	94.9%	352,222	358,880	98.1%	665,363	52.9%
Utilities	68,890	50,087	137.5%	193,918	150,261	129.1%	717,766	27.0%
Repairs & Maintenance	25,293	36,950	68.5%	139,475	121,225	115.1%	459,220	30.4%
Restaurant Expense	22,138	22,502	98.4%	70,141	72,609	96.6%	282,592	24.8%
Bond Debt	55,100	55,100	100.0%	165,300	165,300	100.0%	661,202	25.0%
<b>TOTAL OPERATING EXPENDITURES</b>	<b>501,789</b>	<b>535,781</b>	<b>93.7%</b>	<b>1,862,259</b>	<b>1,904,892</b>	<b>97.8%</b>	<b>6,932,597</b>	<b>26.9%</b>
<b>NET INCOME</b>	<b>9,667</b>	<b>(143,092)</b>	<b>-6.8%</b>	<b>(431,400)</b>	<b>(663,069)</b>	<b>65.1%</b>	<b>(2,129,686)</b>	<b>20.3%</b>
<b>OTHER ITEMS</b>								
Trailer Park	(52,525)	-		(52,663)	-		-	
Expense Subsidy	-	-		-	-		-	
Sale of Land/Fixed Assets	301	-		33,601	-		-	
<b>NET AFTER OTHER</b>	<b>(42,557)</b>	<b>(143,092)</b>		<b>(450,462)</b>	<b>(663,069)</b>		<b>(2,129,686)</b>	

**BALANCE SHEET**

	<u>Total</u>
Cash - Unrestricted	3,156,843
Cash - Restricted	12,948,295
Other Current Assets	627,466
Fixed Assets (Net of Depreciation)	71,071,761
<b>TOTAL ASSETS</b>	<b>87,804,365</b>
Current Liabilities	707,723
Long Term Notes Payable - Restricted	-
Long Term Notes Payable - Unrestricted	4,774,133
OPEB	5,504,332
<b>TOTAL LIABILITIES</b>	<b>10,986,188</b>
Net Capital Beginning	51,981,643
Capital Contributions	25,286,996
YTD Earnings Current Year	(450,462)
<b>TOTAL LIABILITIES AND CAPITAL</b>	<b>87,804,365</b>

## Peninsula Airport Commission

### Operating Income Statement results analysis

September 2023

Airline Fees Revenue above budget due to American fill rates and maintaining a full schedule of flights. This could be a seasonal fluctuation on the high side during the summer months. The budget is NOT adjusted for seasonal scheduling. The unusual fluctuations for the past three years are not a good gage to use for seasonal budget allocations.

Rental cars, parking lot and restaurant are above budget due to the airline passenger counts.

Property rental revenues received two annual payments in September (City of Newport News Firehouse and TSA reimbursement for terminal expenses). Both had been budgeted as revenue in prior periods. The current rent rolls are being managed at very near to 100% occupancy.

The utilities costs usage compared to budget is expected to moderate by June 2024 due to seasonal temperature variations. The impact of price inflation in utilities expense remains an unknown and will be watched closely.

Repairs and maintenance expense reporting (current month and year to date) have been adjusted to show a reduction in costs related to Virginia Department of Aviation annual Airport support restricted funds used. This expense is now reported based on the unrestricted funds used only.

Labor costs are below budget estimates. Controlling the hours worked is the main reason for this below budget amount. This area will be closely monitored monthly.

Marketing and Advertising expense includes a refund of unused retainer deposits in the amount of \$4,800 during September.

# AIR SERVICE REPORT

## Monthly Air Service Report Summary September 2023

- Load factors:
  - 90.2% for American
  - 90% Charters
  - 90.1% Overall
- 4,169 Flight Ops (landings & take offs)

<u>FY Actual PAX</u> <u>(7/1/23 – 6/30/24)</u>	<u>FY23 Actual PAX</u> <u>(7/1/22 – 6/30/23)</u>	<u>FY22 Actual PAX</u> <u>(7/1/21 – 6/30/22)</u>
Jul: 13,283	Jul: 15,044	Jul: 21,586
Aug: 13,558	Aug: 14,280	Aug: 18,582
Sep: 14,153	Sep: 12,372	Sep: 16,210
Oct:	Oct: 13,649	Oct: 19,044
Nov:	Nov: 14,626	Nov: 16,375
Dec:	Dec: 14,860	Dec: 15,846
Jan:	Jan: 9,029	Jan: 10,538
Feb:	Feb: 10,879	Feb: 11,864
Mar:	Mar: 13,322	Mar: 16,810
Apr:	Apr: 11,596	Apr: 15,896
May:	May: 8,480	May: 12,719
Jun:	Jun: 12,623	Jun: 13,702
<b>Total: 40,994</b>	<b>Total: 150,760 PAX</b>	<b>Total: 189,172 PAX</b>

RESOLUTION(S)

## PENINSULA AIRPORT COMMISSION

### RESOLUTION 23 - 011 AUTHORIZING A MEMORANDUM OF UNDERSTANDING: PENINSULA AIRPORT COMMISSION PARKING ACCESS ROAD WITH THE CITY OF NEWPORT NEWS, VIRGINIA

**WHEREAS**, the Peninsula Airport Commission (the “Commission”) is a political subdivision of the Commonwealth of Virginia, created pursuant to Chapter 22 of the Acts of the General Assembly of the Commonwealth of Virginia of 1946, as amended, and owns and operates Newport News – Williamsburg International Airport;

**WHEREAS**, the Commission is the owner of an approximately 824.63 acre parcel of land in Newport News, Virginia (the “City”) having a Parcel ID of 112.0001-01 and a street address of 900 Bland Boulevard (the “PAC Parcel”);

**WHEREAS**, the City owns and maintains that certain right-of-way adjacent to the PAC Parcel known as Bland Boulevard, and the Commission desires to construct or have constructed an access road to provide more direct access from Bland Boulevard to parking lots and other Commission-owned facilities on the PAC Parcel (collectively, the “Project”);

**WHEREAS**, there has been presented to the Commissioners of the Commission the form of a proposed Memorandum of Understanding: Peninsula Airport Commission Parking Access Road (the “MOU”), by and between the Commission and the City, to provide for the construction and financing of the Project, and such MOU has been presented at this meeting and is attached hereto as Exhibit A;

**WHEREAS**, the MOU provides that the City will undertake the construction of certain improvements to the PAC Parcel and Bland Boulevard in order to complete the Project, and that the Commission agrees to reimburse the City for its costs in the construction of the Project, all in accordance with the terms and conditions set forth in the MOU; and

**WHEREAS**, the Commissioners of the Peninsula Airport Commission, after mature deliberation, desire to approve the Project, and the MOU and its execution and delivery on behalf of the Commission.

### **NOW, THEREFORE, BE IT RESOLVED THE BOARD OF COMMISSIONERS OF THE PENINSULA AIRPORT COMMISSION THAT:**

1. The Project as described herein and in the form of the MOU is hereby approved. The form of the MOU, providing for the construction and financing of the Project as set forth in the attached Exhibit A is approved, and each of the Chair and the Vice-Chair, either of whom may act, is authorized and directed to execute and deliver the MOU with such completions, omissions, insertions and changes not inconsistent with this Resolution as may be approved by the officer executing it, his or her execution to constitute conclusive evidence of his or her approval of any such completions, omissions, insertions and changes, and further to cause the Commission to perform its obligations thereunder consistent with the provisions of this Resolution.

2. The Chair and the Vice-Chair, either of whom may act, are hereby authorized and directed to execute, deliver and file all certificates and documents and to take all such further action as they may consider necessary or desirable in connection with the Project and the performance of the Commission under the MOU. All other actions of the officers of the Commission that are in conformity with the purposes and intent of this Resolution and in furtherance of the completion of the Project and performance of the Commission under the MOU are hereby approved and ratified.

3. This Resolution shall take effect immediately upon adoption.

Exhibit A

## PENINSULA AIRPORT COMMISSION

### RESOLUTION 23 - 011 AUTHORIZING A MEMORANDUM OF UNDERSTANDING: PENINSULA AIRPORT COMMISSION PARKING ACCESS ROAD WITH THE CITY OF NEWPORT NEWS, VIRGINIA

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**WHEREAS**, the City owns and maintains that certain right-of-way adjacent to the PAC Parcel known as Bland Boulevard, and the Commission desires to construct or have constructed an access road to provide more direct access from Bland Boulevard to parking lots and other Commission-owned facilities on the PAC Parcel (collectively, the “Project”);

**WHEREAS**, there has been presented to the Commissioners of the Commission the form of a proposed Memorandum of Understanding: Peninsula Airport Commission Parking Access Road (the “MOU”), by and between the Commission and the City, to provide for the construction and financing of the Project, and such MOU has been presented at this meeting and is attached hereto as Exhibit A;

**WHEREAS**, the MOU provides that the City will undertake the construction of certain improvements to the PAC Parcel and Bland Boulevard in order to complete the Project, and that the Commission agrees to reimburse the City for its costs in the construction of the Project, all in accordance with the terms and conditions set forth in the MOU; and

**WHEREAS**, the Commissioners of the Peninsula Airport Commission, after mature deliberation, desire to approve the Project, and the MOU and its execution and delivery on behalf of the Commission.

### **NOW, THEREFORE, BE IT RESOLVED THE BOARD OF COMMISSIONERS OF THE PENINSULA AIRPORT COMMISSION THAT:**

1. The Project as described herein and in the form of the MOU is hereby approved. The form of the MOU, providing for the construction and financing of the Project as set forth in the attached Exhibit A is approved, and each of the Chair and the Vice-Chair, either of whom may act, is authorized and directed to execute and deliver the MOU with such completions, omissions, insertions and changes not inconsistent with this Resolution as may be approved by the officer executing it, his or her execution to constitute conclusive evidence of his or her approval of any such completions, omissions, insertions and changes, and further to cause the Commission to perform its obligations thereunder consistent with the provisions of this Resolution.

2. The Chair and the Vice-Chair, either of whom may act, are hereby authorized and directed to execute, deliver and file all certificates and documents and to take all such further action as they may consider necessary or desirable in connection with the Project and the performance of the Commission under the MOU. All other actions of the officers of the Commission that are in conformity with the purposes and intent of this Resolution and in furtherance of the completion of the Project and performance of the Commission under the MOU are hereby approved and ratified.

3. This Resolution shall take effect immediately upon adoption.

Exhibit A

**PENINSULA AIRPORT COMMISSION**

**RESOLUTION 23 – 012 OF THE PENINSULA AIRPORT COMMISSION  
TO AMEND ITS BYLAWS**

**WHEREAS**, the Peninsula Airport Commission (the “Commission”) is a political subdivision of the Commonwealth of Virginia, created pursuant to Chapter 22 of the Acts of the General Assembly of the Commonwealth of Virginia of 1946, as amended (the “Enabling Act”), and owns and operates Newport News – Williamsburg International Airport;

**WHEREAS**, the Enabling Act provides that the Commission may make and from time to time amend and repeal bylaws, not inconsistent with the Enabling Act, governing the manner in which the Commission’s business may be transacted and in which the power granted to it may be enjoyed, and further that the Commission shall hold regular meetings at such times and places as may be established by its bylaws; and

**WHEREAS**, the Commissioners of the Commission, after having received due prior notice and following mature deliberation, desire to amend the Amended and Restated Bylaws of the Peninsula Airport Commission (the “Bylaws”) to change the date of regular meetings from the fourth Thursday of every month to the third Thursday of every month.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE PENINSULA AIRPORT COMMISSION THAT:**

1. Section 2 of Article III of the Bylaws is hereby amended by deleting the word “fourth” immediately preceding the word “Thursday” and inserting the word “third” in its place and stead.
2. This Resolution shall take effect immediately upon adoption.

AMENDED AND RESTATED  
BYLAWS (the "Bylaws") OF  
THE PENINSULA AIRPORT COMMISSION

ARTICLE I - THE COMMISSION

Section 1. NAME OF THE COMMISSION. The name of the Commission shall be "The Peninsula Airport Commission".

Section 2. SEAL OF THE COMMISSION. The official seal of the Commission shall be in such form and composition as may be directed by vote of a majority of the members of the Commission.

Section 3. OFFICE OF THE COMMISSION. The office of the Commission shall be at Newport News/Williamsburg International Airport, 900 Bland Boulevard, in the City of Newport News (the "City"), Commonwealth of Virginia, and shall hold its meetings at that address in the City or as may be designated by resolution or upon call of the Chairman.

Section 4. STATUTORY PURPOSES. Commission shall exercise its powers for the purposes specified in Chapter 22, Acts of Assembly of the General Assembly of the Commonwealth of Virginia, approved February 18, 1946 ("Acts of Assembly") as amended, which is the legislation authorizing the instrument creating the Peninsula Airport Commission, prescribing the rights, powers, duties, and functions of the Commission, and as such are a part of these By-laws.

Section 5. MEMBERSHIP. The Commission shall consist of six (6) members, four (4) of which are appointed by the governing body of the City of Newport News, and two (2) by the governing body of the City of Hampton, Virginia. All appointments shall be for four (4) year terms except appointments to fill the vacancies which shall be for the unexpired terms. The governing body appointing any member may *remove* such a member at any time and appoint his/her successor. The members of the Commission so appointed shall constitute the Commission and the powers of such Commission shall be vested and exercised by the members in office from time to time. The Chairman of the Commission shall be paid two hundred dollars (\$200.00) per month for attendance at meetings and other activities as chairman, and members of the Commission shall be paid one hundred seventy-five dollars (\$175.00) for attendance at meetings and other activities.

#### ARTICLE II - OFFICERS

Section 1. OFFICERS. The officers of the Commission shall be a Chairman (the "Chairman"), a Vice-Chairman (the "Vice-Chairman"), a Secretary (the "Secretary", a Treasurer (the "Treasurer"), an Assistant Secretary (the "Assistant Secretary"), and an Assistant Treasurer (the "Assistant Treasurer").

The Commissioners shall annually elect a chairman and a vice-chairman from their membership, a secretary and a treasurer, assistant secretary, and assistant treasurer from their membership as they deem appropriate. The Commission may appoint an executive director, who shall not be a commissioner, who shall exercise such powers and duties as may be delegated to him by the Commissioner, including powers and duties involving the exercise of

discretion.

Section 2. CHAIRMAN. The Chairman shall preside at all meetings of the Commission. Except as otherwise authorized by resolution of the Commission, the Chairman shall sign all contracts, deeds, and other instruments made by the Commission. At each meeting the Chairman shall submit such recommendations and information as he may consider proper concerning the business affairs and policies of the Commission.

Section 3. VICE-CHAIRMAN. The Vice-Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman, and in case of the resignation or death of the Chairman, the Vice-Chairman shall perform such duties as are imposed on the Chairman until such time as the Commission shall select a new Chairman.

Section 4. SECRETARY. The Secretary shall keep or cause to be kept accurate minutes of the meetings of the Commission as the Commission may require. The Secretary shall keep in safe custody the seal of the Commission and shall have the power to affix such seal to all contracts and instruments authorized to be executed by the Commission.

Section 5. TREASURER. The Treasurer shall keep or cause to be kept suitable records of all the financial transactions, and the Commission shall arrange to have these records audited annually by an independent auditor. A copy of each such audit shall be furnished to the City Council of the City of Newport News.

The Treasurer shall keep or cause to be kept, regular books of account, showing receipts and expenditures, and shall render to the Commission at every meeting, or more often when requested, an account of all transactions and the financial condition of the Authority. The

Treasurer shall give such bond for the faithful performance of his/her duties as the Commission may determine.

Section 6. ASSISTANT SECRETARY. The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary, and in case of the resignation or death of the Secretary, the Assistant Secretary shall perform such duties as are imposed upon the Secretary until such time as the Commission shall select a new secretary.

Section 7. ASSISTANT TREASURER. The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer, and in case of the resignation or death of the Treasurer, the Assistant Treasurer shall perform such duties as are imposed upon the Treasurer until such time as the Commission shall select a new treasurer.

Section 8. ADDITIONAL DUTIES. The officers of the Commission shall perform such other duties and functions as may from time to time be required by the Commission or the Bylaws of the Commission.

Section 9. ELECTION OR APPOINTMENT. The officers of the Commission shall be elected at the annual meeting of the Commission from among the members of the Commission. Such terms to continue until their successors are elected and qualified:

CHAIRMAN AND VICE-CHAIRMAN. The Chairman and Vice-Chairman shall be elected at the annual meeting of the Commission, from among the members of the Commission, and shall hold office for one (1) year, such term to continue until their successors are elected and qualified.

SECRETARY. The Secretary shall be elected at the annual meeting of the Commission, from among the members of the Commission, and shall hold office for one (1) year, such term to continue until their successors are elected and qualified.

TREASURER. The Treasurer shall be elected at the annual meeting of the Commission, from among the members of the Commission, and shall hold office for one (1) year, such term to continue until their successors are elected and qualified.

ASSISTANT SECRETARY. The Assistant Secretary shall be elected at the annual meeting of the Commission, from among the members of the Commission, and shall hold office for one (1) year, such term to continue until their successors are elected and qualified.

ASSISTANT TREASURER. The Assistant Treasurer shall be elected at the annual meeting of the Commission, from among the members of the Commission, and shall hold office for one (1) year, such term to continue until their successors are elected and qualified.

Section 10. COMMITTEES. The Commissioners may appoint such committees as they may deem advisable and fix the duties and responsibilities of such committees.

Section 11. VACANCIES. Should the offices of Chairman or Vice-Chairman become vacant, the Commissioners shall elect a successor from their membership at the next regular meeting, and such election shall be for the unexpired term of said office. Other officers shall be replaced in accordance with the preceding provisions.

Section 12. ADDITIONAL PERSONNEL. The Commission from time to time may employ an Executive Director, who shall not be a member of the Commission, who shall exercise such powers and duties as may be delegated to him by the Commission, including powers and duties involving the exercise of discretion.

All checks, drafts, notes, and orders for payment in amounts exceeding Ten Thousand Dollars (\$10,000.00) shall be signed by two Commissioners or by the Executive Director and one Commissioner.

All checks, drafts, notes, and orders for payments in amounts less than Ten Thousand Dollars (\$10,000.00) may be signed by one Commissioner or by the Executive Director without a second signature.

#### ARTICLE III - MEETINGS

Section 1. ANNUAL MEETING. Subject to any contrary resolution of the Commission, the annual meeting of the Authority shall be held at a time and place designated by the members or the Chairman. In the event the same shall be a legal holiday, the annual meeting shall be held on such date as shall be approved by a quorum of the Commission.

Section 2. REGULAR MEETINGS. Subject to any contrary resolution of the Commission, monthly meetings shall be held without notice at the regular meeting place of the Commission on the ~~fourth~~third Thursday of each month, unless the same shall be a legal holiday, in which event the same meeting shall be held on the following Thursday.

Section 3. SPECIAL MEETINGS. The Chairman of the Commission may, when deemed

expedient, or, upon the written request of two (2) Members of the Commission shall call a special meeting of the Commission for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each Member of the Commission at least two (2) days prior to the date of such special meeting. At such special meetings, no business shall be considered other than as designated in the call, but if all the Members of the Commission are present at a special meeting, any and all business may be transacted at such special meeting.

Section 4. QUORUM. Three (3) members of the Commission shall constitute a quorum of the Commission for purposes of conducting its business and for exercising its powers and for all other purposes, except that no facilities owned by the Commission shall be leased or disposed of in any manner without an affirmative vote of at least three (3) of the members of the Commission. No vacancy in the membership of the Commission shall impair the right of a quorum to exercise all rights and perform all the duties of the Commission.

Section 5. VOTING. Only members of the Commission duly appointed and qualified in accordance with the provisions of the Acts of Assembly shall vote on the business of the Commission.

Section 6. MANNER OF VOTING. Unless otherwise directed by the Chairman or required by these Bylaws, any law or ordinance of the Commonwealth of Virginia or the City, the voting on all questions coming before the Commission shall be by the roll call of the members of the Commission in attendance. Robert's Rules of Order shall prevail so long as there is no conflict with these Bylaws. All meetings of the Commission or its

~~committees~~ shall comply with the Virginia Freedom of Information Act (Title 2.2, Chapter 37 of the Code of Virginia, (1950) as amended).

ARTICLE IV - AMENDMENTS

Section 1. AMENDMENTS TO BYLAWS. The Bylaws of the Commission shall be amended only with the approval of at least five (5) of the Members of the Commission at a regular or a special meeting, provided that notice of the proposed amendment and the general terms of the amendment shall have been given to the members not less than seven (7) days prior to such meeting.

ARTICLE V - POWERS

Section 1. POWERS. The powers conveyed to the Commission are as provided in these Bylaws or in the Acts of Assembly.

Section 2. POLICE POWERS. The Commission's employees meeting the minimum requirements of the Criminal Justice Officers Training Standards Commission shall be given special police power by the circuit court of any participating political subdivision. The authority conferred upon such special policemen shall be exercised only upon the Commission's facilities located within such participating political subdivision and shall be in all terms consistent with the requirements of Chapter 3 (§15.1-131 et seq.) of Title 15.1 of the Code of Virginia. Such special policemen shall have all powers vested in police officers under Chapter 3 (§ 15.1-131 et seq.) of Title 15.1 of the Code of Virginia and shall be responsible upon the Commission's facilities for enforcing the Commission's rules and regulations and all other applicable statutes, ordinances, rules, and regulations of the United States of America and

~~agencies~~ and instrumentalities thereof and this Commonwealth and political subdivisions, agencies and instrumentalities thereof.

Such special policemen may issue summons to appear, or arrest on view or on information without warrant as permitted by law and summons before any court of competent jurisdiction any person violating any rule or regulation of the Commission or other applicable statute, ordinance, rule, or regulation.

For the purpose of enforcing such statutes, ordinances, rules, and regulations, the court or courts having jurisdiction for the trial of criminal offenses of the participating political subdivision wherein the offense was committed shall have jurisdiction to try a person charged with the violating of any such statutes, ordinances, rules, and regulations.

Section 3. RULES AND REGULATIONS. The Commission shall have the power to adopt, amend, and repeal rules and regulations for the use, maintenance and operation of its facilities and governing the conduct of persons and organizations using its facilities.

Unless the Commission shall by unanimous vote of all Commissioners present determine that an emergency exists, the Commission shall, prior to the adoption of any rule or regulation or alteration, amendment, or modification thereof:

- (a) Make such rule, regulation, alteration, amendment, or modification in convenient form available for public inspection in the office of the Commission for at least five days, and
- (b) Post in a public place a notice declaring the Commission's intention to consider adopting such rule, regulation, alteration, amendment, or modification and informing the public that the

Commission will at a public meeting consider the adoption of such rule or regulation or such alteration, amendment, or modification, on a day and at a time to be specified in the notice, after the expiration of at least five days from the first day of the posting of the notice thereof.

The Commission's rules and regulations shall be available for public inspection in the Commission's principal office.

The Commission's rules and regulations relating to:

(a) Traffic, including but not limited to motor vehicle speed limits and the location of and payment of public parking;

(b) Access to Commission facilities, including but not limited to solicitation, handbilling, and picketing; and

(c) Aircraft operation and maintenance, shall have the force and effect of law, as shall any other rules or regulations of the Commission which shall contain a determination by the Commission that it is necessary to accord the same force and effect of law in the interest of the public safety; provided, however, that with respect to motor vehicle traffic rules and regulations, the Commission shall obtain the approval of the traffic engineer or comparable official of the political subdivision in which such rules or regulations are to be enforced. The violation of any rule or regulation of the Commission relating to motor vehicle traffic shall be tried and punished in the same manner as if it had been committed on the public roads of the participating political subdivision in which such violation occurred. All other violations the Commission's rules and regulations having the force and effect of law shall be punishable as misdemeanors.

ARTICLE VI - CONFLICTS

Section 1. CONFLICTING PROVISIONS. If any provision of these Bylaws should be inconsistent with the Acts of Assembly or with the terms, conditions, or stipulations of any trust agreement entered into by the Commission to secure bonds issued by the Commission, such conflicting provisions of these Bylaws shall, to the extent of such conflict, be deemed ineffective and of no force.

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