

**VIRGINIA HIGHLANDS AIRPORT AUTHORITY
REGULAR MEETING**

Members Present: Edward "Earl" Maine
Dr. Ellison Conrad
Frank Sims
Stephen M. Quilty
Andy Puckett
Dr. James E. Baker
David Anderson

Guest Present: See Attachment

The Virginia Highlands Airport Authority Board of Directors met on Wednesday, December 12, 2018 at 6:05 P.M. in conference room "A" of the Terminal Building. Mr. Maine, Chairman, determined that a quorum of the Board was present and called the meeting to order. Also present were Mickey Hines, Airport Manager, Jim Elliott, Airport Attorney, Kristy Miller, Executive Assistant and Amber Miller, Administrative Assistant.

Mr. Maine called for approval of the Minutes of the Regular Meeting November 12, 2018.

Mr. Anderson stated that on page two (2), twelfth paragraph, needed to be changed from "Dr. Anderson" to "Mr. Anderson".

Mr. Quilty stated that on page three (3), sixth paragraph, needed to be changed from "Mr. Quilty stated the just for the Boards information..." to "Mr. Quilty provided the Board with information.....".

Mr. Puckett moved to approve the minutes as amended. Mr. Sims seconded the motion. The motion carried unanimously.

Mr. Maine called for the Financial Report.

Mr. Puckett gave the Financial Report.

Mr. Maine called for the Manager's Report.

Mr. Hines gave the Manager's Report.

Mr. Hines reported on the St. John House. No action was taken.

Mr. Hines stated that Renewal of the Term Contract for Engineering Services is coming up in February 2019. Mr. Hines informed the Board that a contract with Delta Airport Consultants was executed on February 17, 2016 for a one (1) year period with the option to renew the contract for three (3) additional one (1) year periods. The contract was renewed for a one (1) year period in 2017 and

renewed for a one (1) year period in 2018. Mr. Hines recommended to extend the contract for an additional one (1) year period.

Discussion ensued.

Mr. Quilty moved to extend the Term Contract for Engineering Services with Delta Airport Consultants for an additional one (1) year period. Mr. Sims seconded the motion. The motion carried unanimously.

Mr. Hines stated that it has been the tradition of the Airport to hold a Christmas Dinner for the Airport Employees. Mr. Hines asked for the approval of the Board to continue that tradition this year.

Discussion ensued.

Mr. Puckett moved to approve the Christmas Dinner for the Airport Employees. Dr. Conrad seconded the motion. The motion carried unanimously.

Mr. Maine called for the Operations Committee Report.

Mr. Sims stated that the Operations Committee had not met but that as discussed at the last meeting a draft copy of the By-Laws with the proposed changes had been sent to each Board Member.

Mr. Sims stated that it is the motion of the Operations Committee that the following proposed changes to By-Laws, Article VII – Meetings, Sections 7-4, 7-4-A, 7-4-B, be accepted:

- 7-4. A quorum must be present to Call to Order and continue an official meeting and to take an Action of Record. Five members of the Virginia Highlands Airport Authority, Board of Directors shall constitute a quorum. The number of votes necessary to transact business shall be a majority of the members present.
- 7-4-A. The Chairman shall call to order an official meeting at the designated time and determine a quorum. If a quorum is not present at the designated time, the Chairman may direct a delay of up to fifteen (15) minutes in the start of the meeting at his discretion. Any further delay in the start of the meeting may be made with the consensus of the Board members or by recorded vote.
- 7-4-B. Should for any reason a quorum not be maintained continuously during any official meeting, official recesses notwithstanding, the meeting shall adjourn, or recess at the discretion of the Chairman, at that time. A Board member's physical presence at the Table, or other designated official voting site, shall be considered as being present at the meeting and satisfactory for the maintenance of a quorum. Board members shall notify

the Chairman if required to leave the grounds of the location of the meeting, either temporarily or for the remainder of the meeting.

Discussion ensued.

Mr. Elliott made the suggestion that in 7-4-A, last sentence, that the word “present” be inserted after the word “members”, so that it would read “.....consensus of the Board members present.....”.

Mr. Elliott made the suggestion that in 7-4-B, second sentence, that the word “voting” be changed to “meeting, so that it would read “.....other designated official meeting site.....”.

Dr. Baker made the suggestion that in 7-4, first sentence, that “Call to Order” be removed and add “following the Call to Order” after the word meeting, so that it would read “.....A quorum must be present to continue an official meeting following the Call to Order.....”.

Discussion ensued.

The Operations Committee recommended that the proposed changes to By-Laws, Article VII – Meetings, Sections 7-4, 7-4-A, 7-4-B, be accepted as amended to read as follows:

- **7-4. A quorum must be present to continue an official meeting following the Call to Order and to take an Action of Record. Five members of the Virginia Highlands Airport Authority, Board of Directors shall constitute a quorum. The number of votes necessary to transact business shall be a majority of the members present.**
- **7-4-A. The Chairman shall call to order an official meeting at the designated time and determine a quorum. If a quorum is not present at the designated time, the Chairman may direct a delay of up to fifteen (15) minutes in the start of the meeting at his discretion. Any further delay in the start of the meeting may be made with the consensus of the Board members present or by recorded vote.**
- **7-4-B. Should for any reason a quorum not be maintained continuously during any official meeting, official recesses notwithstanding, the meeting shall adjourn, or recess at the discretion of the Chairman, at that time. A Board member’s physical presence at the Table, or other designated official meeting site, shall be considered as being present at the meeting and satisfactory for the maintenance of a quorum. Board members shall notify the Chairman if required to leave the grounds of the location of the meeting, either temporarily or for the remainder of the meeting.**

Mr. Maine called for a vote to accept the proposed changes to By-Laws, Article VII – Meetings, Sections 7-4, 7-4-A, 7-4-B, be accepted as amended. The motion carried unanimously by a vote of 7 For and 0 Against.

Mr. Quilty inquired about changing “certified mail” in Section 10-2 under Article X –Amendments in the By-Laws.

Discussion ensued.

Mr. Quilty made the motion to change Section 10-2 under Article X – Amendments to read as follows:

- 10-2 Notice provided under the ARTICLE X shall be given by either mailing a copy by certified mail to each member of the Board of Directors at the place of their addresses carried on the books of the Authority or by any communicative means requiring an acknowledgement of receipt.

Dr. Baker seconded the motion. The motion carried by a vote of 6 For and 1 Against.

Mr. Maine called for the Development Committee Report.

Mr. Anderson stated that the Development Committee had not met.

Mr. Maine called for Unfinished Business.

None.

Mr. Maine called for New Business.

Mr. Quilty provided the Board Members with an informational handout that asked the discussion question: “Should VHAA seek direct allocation from the county of property taxes generated from the airport?”.

Discussion ensued.

Mr. Maine asked the Board Members to review the informational handout. Discussion to continue at the next Board meeting.

Mr. Quilty inquired about the possibility getting one of the WCYB TV-5 weather cameras positioned here at the Airport.

Discussion ensued.

Mr. Hines stated the he would make the inquiry about getting one of the WCYB TV-5 weather cameras positioned here at the Airport.

Mr. Maine called for Public Comments.

None.

Closed Session.

None

Dr. Baker moved to adjourn. Mr. Quilty seconded the motion. The motion carried unanimously. The meeting adjourned at 8:19 P.M.


David Anderson, Secretary


Edward "Earl" Maine, Chairman

