

VIRGINIA HIGHLANDS AIRPORT AUTHORITY

REGULAR MEETING

Members Present: Stephen Lowe
Edward "Earl" Maine
Gary Cutlip
John White
Frank Buchanan, III
David Matlock
David G. Anderson

Guest Present: See Attachment

The Virginia Highlands Airport Authority Board of Directors met on Monday, October 21, 2013 at 6:00 P.M. in Conference Room "A" of the Terminal Building. Mr. Lowe, 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, Airport Secretary and Amber Miller, Assistant Secretary.

Mr. Lowe called for approval of the Minutes of the Regular Meeting of September 09, 2013.

Mr. Maine moved to approve the Minutes of September 09, 2013. Mr. Anderson seconded the motion. The motion carried unanimously.

Mr. Lowe called for the Financial Report.

Mr. Cutlip gave the Financial Report.

Discussion ensued.

Mr. Lowe called for the Manager's Report.

Mr. Hines gave the Manager's Report.

Discussion ensued.

Mr. Lowe called for the Operations Committee Report.

Mr. Maine states that the Operations Committee had not met.

Mr. Lowe called for the Development Committee Report.

Mr. Buchanan stated that the Development Committee had met but does not have anything to bring before the board.

Mr. Lowe called for Unfinished Business.

Mr. Lowe stated that the Resolution to amend the By-Laws needed to be approved.

Discussion ensued.

Mr. Lowe called for a vote to approve the amendments to the By-Laws as presented by counsel, seven (7) voting Yay and zero (0) voting Nay.

Mr. Lowe called for New Business.

Mr. Lowe stated that the Resolution in regard to Opting out of the Virginia Local Disability Program ("VDLP") needed to be considered.

Discussion ensued.

Mr. Buchanan moved to approve the Resolution to Opting out of the Virginia Local Disability Program ("VDLP"). Mr. Maine seconded the motion. The motion carried unanimously.

Mr. Lowe informed the board of the E-mail blast list that is currently being put together.

Mr. Lowe presented the board with a Web Site design quote that was received from Mr. Coburn.

Discussion ensued.

The recommendation was made that other sources be looked at in regards to the Web Site design.

Mr. Lowe stated that Mr. White came up with a proposal for Atlantic Flyer and asked him to explain what the Atlantic Flyer is to the Board.

Mr. White explained what the Atlantic Flyer is to the Board.

Discussion ensued.

Mr. Buchanan moved to do the Ad in the Atlantic Flyer for a three (3) month basis for one hundred twenty (\$120) dollars per month. Mr. Anderson seconded the motion. The motion carried unanimously.

Mr. Lowe stated that a motion needed to be made giving the Manager the authority to make the initial offer with respect to AIP-32, for the review appraisal amount after it's approved by the FAA.

Discussion ensued.

Mr. Maine moved to give the Manager the authority to make the initial offer with respect to AIP-32, for the review appraisal amount after it's approved by the FAA. Mr. Buchanan seconded the motion. The motion carried unanimously.

Mr. Lowe called for Public Comments.

No Public Comments.

No Closed Session.

Mr. Maine moved to adjourn. Mr. Buchanan seconded. The motion carried unanimously. The meeting adjourned at 6:48 P.M.



David Anderson, Secretary



Stephen Lowe, Chairman

**A RESOLUTION OF THE VIRGINIA HIGHLANDS AIRPORT
AUTHORITY AMENDING ITS BYLAWS
AND ESTABLISHING
AN EXECUTIVE COMMITTEE WITH
LIMITED POWERS**

WHEREAS, the Virginia Highlands Airport Authority (the “Authority” or “VHAA”), in an effort to improve the safety and convenience at the airport for the landing and taking off of most general aviation airplanes, has embarked on an extensive project (the “Project”) to lengthen it’s Runway #6 (“RW 6”), and

WHEREAS, the Project will involve such matters as the closing of a public road, constructing a replacement public road at a different location, purchasing different properties on which to construct the Project and provide for a Runway Protection Zone, engage one or more construction companies to provide for excavation, hauling, filling, grading, paving and striping RW 6, purchasing (potentially) a house and lot pursuant to a Memorandum of Agreement among VHAA, the Federal Aviation Administration (“FAA”) and the Virginia Department of Historical Resources, purchasing easements to clear obstructions to flight in the various above ground surfaces, and related activities and projects, and

WHEREAS, most of the funding for the Project is expected to come from the FAA’s Airport Improvement Project grants, together with related grants from the Virginia Department of Aviation, the terms and conditions of which are standard and with which the Authority has had considerable experience, and

WHEREAS, numerous grants will be necessary to finance the Project or related projects (including the continuing removal of obstructions to flight related to the use of RW 24), as well as other projects normally requiring grants for financing same, and

WHEREAS, applying for and administering the receipt and expenditure of the aforesaid grants to provide financing for the Project will require separate applications to the FAA, and

WHEREAS, the need to file applications and communicate with the FAA regarding necessary grants will require provisions of evidence of VHAA's authority to apply for the grants and to use the grant funds to undertake the various objects of the Project, and

WHEREAS, while the timing of the applications or the expenditure of the grant funds might normally necessitate a special meeting of the Authority's Board of Directors to approve the actions, special meetings are exposed to the risks of adequate time for notice and adequate time to gather a quorum, and

WHEREAS, the Project and the extent of its various parts have been discussed in both public and executive sessions for a number of months and even years, and

WHEREAS, the members of the Board have determined there is a need for more expeditious acquisition of non-reimbursable grants for the Project and related projects and for completion of RW 24 remaining obstruction removal project, and agree to the necessity to undertake the various elements of the Project and to provide for the expeditious undertaking of same, it is hereby

RESOLVED that Article V (Standing Committees) of the By-Laws of the Authority is hereby amended to provide as follows:

5-1-0 is amended to read: There shall be a Standing Operations Committee and a Standing Development Committee, each consisting of three members of the Virginia Highlands Airport Authority's Board of Directors. The Chair of the Authority shall appoint the members of each Committee and designate one each as the Chair. The Chair of the Authority shall be a non-voting member of both Committees.

*5-1-D is added to provide:
The Chair of the Authority and those of the Standing Committees shall serve as an Executive Committee with the powers set forth in this*

section. The Executive Committee shall meet from time to time when and where as determined by the Chair or requested by any member of the Committee. The Chair shall serve as the Chair of the Executive Committee, and shall be a voting member thereof. The Committee's powers shall be limited to applying for, on behalf of and in the name of the Authority, non-reimbursable grants from governmental entities for the sole purpose of providing funding for previously approved Authority projects; provided, however, the Executive Committee shall have no authority to borrow money or otherwise create debt or to encumber the assets of the Authority. All acts of the Executive Committee must be approved by a unanimous vote of all three members. The Secretary of VHAA, its chair, manager, counsel and employees, shall recognize the acts of the Executive Committee taken under the authority of these By-Laws as acts taken with the full assent and authority of the full Board of Directors.

It is FURTHER RESOLVED that, because the forgoing amendment has been before the Board of Directors over two meetings over a period of more than 30 days, and all members being present and voting, further notice of the motion and vote to amend the By-Laws, whether by email, by posting to iAnnotate, or by certified mail, is hereby waived.

Adopted by a vote of the Board of Directors of the Virginia Highlands Airport Authority this 21st day of October, 2013, 7 voting Yay and 0 voting Nay, all members present and voting.


Secretary