

VIRGINIA HIGHLANDS AIRPORT AUTHORITY

REGULAR MEETING

Members Present: Stephen Lowe
Edward "Earl" Maine
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, November 12, 2012 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, and Kristy Miller, Airport Secretary.

Mr. Lowe called for approval of the Minutes of the Regular Meeting of October 15, 2012.

Mr. Buchanan moved to accept the Minutes of October 15, 2012. Mr. Matlock seconded the motion. The motion carried unanimously.

Mr. Lowe called for Closed Session.

Mr. Elliott read the motion that Virginia Highlands Airport Authority conduct a Closed Session pursuant to Code of Virginia Section 2.2-3711 for the purpose of discussion of the award of a public contract involving the expenditure of public funds, including interviews of bidders or offerors, and discussion of the terms or scope of such contract, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the public body.

Mr. Lowe moved to conduct a Closed Session in accordance with the items that was stated by Mr. Elliott. Mr. Buchanan seconded the motion. The Motion carried unanimously.

Mr. Elliott took a roll call vote stating that no matter was discussed in Closed Session other than that were included in the motion to go into Closed Session and no other votes were taken in Closed Session other than to go out of Closed Session.

Stephen Lowe – I so certify.
Edward "Earl" Maine – I so certify.
John White – I so certify.

Frank Buchanan – I so certify.

David Matlock – I so certify.

David Anderson – I so certify.

Mr. White moved to approve the Resolution of the Virginia Highlands Airport Authority regarding a bridge financing for the construction of an extension of runway 6. Mr. Maine seconded the motion. The Motion carried unanimously.

A conference call was made to Mr. Roy Lewis of Delta Airport Consultants in reference to the bridge financing.

Mr. Lowe called for the Financial Report.

Mr. Anderson gave the Financial Report.

Mr. Lowe called for the Manager's Report.

Mr. Hines gave the Manager's Report.

Discussion ensued.

Mr. Buchanan moved to accept Delta Airport Consultants proposal for Engineering Services for the Obstruction Removal Project. Mr. White seconded the motion. The Motion carried unanimously.

Mr. Lowe called for the Operations Committee Report.

Mr. Maine stated that the Operations Committee had met to discuss the 2013-2014 Budget and recommended that the 2013-2014 Budget be adopted. Vote was deferred.

Mr. Maine also stated that the Operations Committee had discussed the T-Hangar Waiting List Policy and recommended that the T-Hangar Waiting List Policy be adopted. The Motion carried unanimously.

Mr. Lowe stated that with the absent of Mr. Matney from the Board, according to the By-Laws, the Chairman can temporarily fill in, so he will be filling in for Mr. Matney on the Operations Committee until there is a replacement made.

Mr. Lowe called for the Development Committee Report.

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

Mr. Lowe called for Unfinished Business.

None

Mr. Lowe called for New Business.

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Mr. Lowe stated that a consideration of a Resolution to authorize the Airport Authority to follow the state guidelines for procurement for local government agencies was needed.

Discussion ensued.

Mr. Buchanan moved to approve the Resolution of the Board of Directors of the Virginia Highlands Airport Authority regarding the adoption of a Procurement Policy. Mr. Matlock seconded the motion. The Motion carried unanimously.

Mr. Lowe called for Public Comments.

None

Mr. Lowe called for Closed Session.

Mr. Elliott read the motion that the Virginia Highlands Airport Authority conduct a Closed Session pursuant to Code of Virginia Section 2.2-3711 for the purpose of consultation with legal counsel and briefings by staff members or consultants pertaining to actual or probable litigation, where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of the public body.

Mr. Lowe moved to conduct a Closed Session in accordance with the items that was stated by Mr. Elliott. Mr. Matlock seconded the motion. The Motion carried unanimously.

Mr. Matlock excused himself from the meeting.

Mr. Elliott took a roll call vote stating that no matter was discussed in Closed Session other than that were included in the motion to go into Closed Session and no other votes were taken in Closed Session other than to go out of Closed Session.

Stephen Lowe – I so certify.

Edward “Earl” Maine – I so certify.

John White – I so certify.

Frank Buchanan – I so certify.

David Anderson – I so certify.

Mr. Buchanan moved to strike the forty thousand (\$40,000) dollars for the Easement acquisition for obstruction removal out of the 2013-2014 Budget and that the Budget be approved as amended. Mr. Maine seconded the motion. The Motion carried unanimously.

Mr. Buchanan moved to approve the Resolution for mutual release on the mediation. Mr. White seconded the motion. The Motion carried unanimously.

Mr. White moved to adjourn. Mr. Maine seconded the motion and the motion carried unanimously. The meeting adjourned at 8:19 P.M.



David Matlock, Secretary



Stephen Lowe, Chairman

A RESOLUTION OF
THE VIRGINIA HIGHLANDS AIRPORT AUTHORITY
REGARDING A BRIDGE FINANCING
FOR THE CONSTRUCTION OF AN EXTENSION OF RUNWAY 6

WHEREAS, the Authority several years earlier engaged its engineers to prepare an Airport Layout Plan (the "Plan") which is revised from time to time by the Authority and has been approved by the Federal Aviation Administration, and

WHEREAS, a long range goal of the Authority expressed in the Plan is the extension of Runway 6 to the west, in order to accommodate a significant number of the aircraft currently using the airport, which number continues to grow and is predicted by experts in the field of aviation and airport design to continue to grow, and

WHEREAS, the Plan may never be realized unless undertaken in the near future, and

WHEREAS, immediate financing for the Plan from the Federal Aviation Administration is not certain, although that agency has declared its approval of the project, and

WHEREAS, the Authority is prepared to engage in a study of current financial markets and a financing of the project through an interim or bridge financing plan using borrowed funds, and is further prepared to seek professional advice about borrowing the necessary funds in anticipation of reimbursement financing by the Federal Aviation Administration and Virginia Department of Aviation with no more than 5% percent of local funding, and

WHEREAS, the Authority has received the approval of the financing from the Board of Supervisors of the County, and its further approval to supply its moral obligation for the payment of the financing in the event the Authority should be unable to meet said payment obligations, and

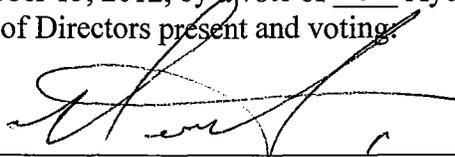
WHEREAS, Washington County has used and continues to use Davenport & Company, LLC as its financial advisors, as have a significant number of local governments and other public authorities throughout the Commonwealth, and

WHEREAS, the Authority has the opportunity to immediately obtain such study and recommendations and consequent related financial services by purchasing such professional advice through the contract of another public body, in this case the county government of Fauquier County, Virginia, and that county's Public School Procurement Division, attached hereto as Exhibit A to this Resolution and containing the contract ("Contract") of the aforesaid county, its Request for Proposal # 60-12kh, and the selected Proposal to Provide Financial Advisory Services of Davenport & Company, LLC, it is

RESOLVED, this 15th day of October, 2012, that the Authority engage the services of Davenport & Company, LLC, through the Contract of Fauquier County, Virginia, and that county's Public

School Procurement Division, regarding the financing referred to herein, all as set forth in the Contract.

Entered into this October 15, 2012, by a vote of 6 Aye and 0 Nays, a quorum of the Board of Directors present and voting.



Secretary of the Virginia Highlands Airport Authority

A RESOLUTION OF THE BOARD OF DIRECTORS
OF THE VIRGINIA HIGHLANDS AIRPORT AUTHORITY
REGARDING
THE ADOPTION OF A PROCUREMENT POLICY

WHEREAS, this Board in the past has directed that any procurement undertaken by the Authority be accomplished through the application and use of the Procurement Ordinance of the County, and

WHEREAS, the experience of the Board has indicated that it may not receive all the benefits of the Virginia Public Procurement Act if it limits its procurement procedures to the Washington County Procurement Ordinance, and

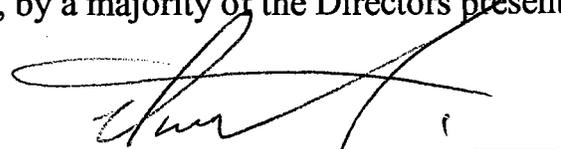
WHEREAS, it is the intent of the Authority to procure goods and services as fully permitted by the law of the Commonwealth, including sole source, emergency, and small purchase procedures procurement as found in present §2.2-4303 of the Virginia Code or as that and all other sections of the Virginia Public Procurement Act are amended, it is

HEREBY RESOLVED,

That the Authority does hereby adopt the Virginia Public Procurement Act, as and when amended from time to time, as its sole policy and regulation for procuring goods and services, including sole source, emergency, and small purchase procedures procurement as found in present §2.2-4303 of the Virginia Code or as and when that section and all other sections of the Virginia Public Procurement Act are amended from time to time, and

It is the intent of the Board of Directors that this Resolution become effective immediately.

Adopted November 12, 2012 at a regular meeting of the Board of Directors of the Virginia Highlands Airport Authority, by a majority of the Directors present and voting, a quorum existing.



Secretary