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Capital Region Airport Commission

1 Richard E. Byrd Terminal Drive

Richmond International Airport, VA 23250-2400

Phone: 804-226.3000

Patricia S. O'Bannon, Chair – Henrico County
Wayne T. Hazzard, Vice Chair – Hanover County
Leslie Haley, Secretary – Chesterfield County
Robert F. Norfleet, Jr., Treasurer – City of Richmond
Algenon L. Brown – City of Richmond
Harvey L. Hinson – Henrico County
James M. Holland – Chesterfield County

Charles S. Macfarlane – City of Richmond
Tyrone E. Nelson – Henrico County
Aubrey M. Stanley – Hanover County
Frank J. Thornton – Henrico County
Reva M. Trammell – City of Richmond
C. James Williams, III – Chesterfield County
Christopher M. Winslow – Chesterfield County

CAPITAL REGION AIRPORT COMMISSION

NOTICE OF A SPECIAL MEETING OF THE CAPITAL REGION AIRPORT COMMISSION

April 14, 2020

PLEASE TAKE NOTICE that pursuant to Article III of the Bylaws of the Capital Region Airport Commission ("Commission"), a special meeting of the Capital Region Airport Commission will be held at 9:00 a.m. on Friday, April 17, 2020, on the call of the Chairman and Vice-Chairman of the Commission.

The meeting will be conducted for all Commissioners by electronic communication means and may be accessed by the Commissioners and members of the public and the press through the following:

Emergency Remote Commission Meeting
Fri, Apr 17, 2020 9:00 AM - 10:00 AM (EDT)
Please join this meeting from your computer, tablet or smartphone.

<https://global.gotomeeting.com/join/178611597>

You can also dial in using your phone.

United States: +1 (872) 240-3412

Access Code: 178-611-597

(For supported devices, tap a one-touch number below to join instantly.)-

One-touch: [tel:+18722403412,,178611597#](tel:+18722403412,178611597#)

This meeting will be conducted pursuant to the state of emergency electronic communication meeting provisions of the Virginia Freedom of Information Act, Section 2.2-3708.2.A.3 of the Code of Virginia (1950), as amended.

The purpose of the special meeting is for the Commission to consider and act on the following matters:

1. Those described on the attached Agenda and Closed Session Resolution; and
2. The attached *Emergency Resolution of Authority and Amendment of Commission By-Laws*.

Perry J. Miller, M.S., A.A.E., I.A.P.
President and CEO



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CAPITAL REGION AIRPORT COMMISSION SPECIAL MEETING

AGENDA

Friday, April 17, 2020

By Electronic Communication Means

Time: 9:00 A.M.

I. CALL TO ORDER

II. CLOSED MEETING

III. OPEN MEETING AGENDA

- A. Emergency Resolution of Authority and Amendment of Commission By-Laws.**

IV. NEXT MEETINGS

- A. Commission – The next regular meeting of the Commission will be held on Tuesday, April 28, 2020, at 8:00 a.m. in the Commission Boardroom, Terminal Building.**
- B. Committees:**
- 1. Finance & Audit Committee will be held on Tuesday, May 12, 2020, at 8:00 a.m. in the Commission Boardroom, Terminal Building.**
 - 2. Planning and Construction Committee will be held on Thursday, May 14, 2020, at 8:00 a.m. in the Commission Boardroom, Terminal Building.**

V. ADJOURNMENT

CAPITAL REGION AIRPORT COMMISSION
Special Meeting of the Commission
April 17, 2020

Closed Session Resolution

[To be used before going into closed meeting]

Pursuant to Virginia Code § 2.2-3712 (A), the chair will now entertain a motion to go into closed meeting to consider the following matters:

1. Consultation with legal counsel retained by the Commission to advise the Committee regarding the governance of the Commission and the exercise, performance, and delegation of its powers and duties during the coronavirus crisis and associated state of emergency that require the provision of legal advice by such counsel as permitted by Virginia Code § 2.2-3711 (A)(8); and

2. Discussion with Commission's leadership and legal counsel regarding plans to address potential imminent threats to public health and safety of the Commissioners and other persons on Airport grounds or using Airport facilities as a result of the coronavirus crisis and associated state of emergency, as permitted by Va. Code §§ 2.2-3711 (A)(19).

**[To be used after Ms. Linn returns to her seat and the Commission
has voted to reconvene in open session]**

The Chair will now entertain a motion pursuant to § 2.2-3712 (D) that (i) only public business matters lawfully exempted from open meeting requirements, 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 by the Commission and that a statement to this effect will appear in the minutes of this meeting.

Capital Region Airport Commission
ITEM III.A.

**EMERGENCY RESOLUTION OF AUTHORITY AND
AMENDMENT OF COMMISSION BY-LAWS**

WHEREAS, the Commission's Enabling Act, 1980 Acts of Assembly, Chapter 380, as amended (hereinafter "Enabling Act), in Section 8 authorizes the Commissioners of the Commission to appoint such committees as they may deem advisable and fix the duties and responsibilities of such committees; and

WHEREAS, in Article VI of its Bylaws, as amended through June 25, 2013 ("Bylaws"), the Commission has created the Executive Committee as a standing committee of the Commission and has periodically delegated to the Executive Committee the power and authority to conduct the affairs of the Richmond International Airport, subject to the oversight and final authority of the Commission; and

WHEREAS, Section 8 of the Enabling Act further authorizes the Commissioners to grant to the President and Chief Executive Officer of the Commission such powers and duties as they may wish to delegate to the President and CEO, including powers and duties involving the exercise of discretion; and

WHEREAS, in Article V of its Bylaws, the Commission has provided that the President and CEO shall have such other powers and perform such other duties as may be delegated to him or her by the Commission, including powers and duties involving the exercise of discretion; and

WHEREAS, in Article II of the Bylaws, the Commission has provided that regular Commission meetings shall be held on the last Tuesday of each month of the calendar year other than December; and

WHEREAS, on January 31, 2020, the United States Secretary of Health and Human Services determined pursuant to Section 319 of the Public Health Service Act, 42 U.S.C. § 247d (2018), that a public health emergency exists as a result of confirmed cases of 2019 Novel Coronavirus; and

WHEREAS, on March 12, 2020, the Governor of Virginia issued Executive Order No. 51 (2020) declaring pursuant to Sections 44-146.17 and 44-75.1 of the Code of Virginia (1950), as amended, that a state of emergency exists as a result of the spread of COVID-19, a disease caused by this coronavirus; and

WHEREAS, Executive Order No. 51 (2020) acknowledges that COVID-19 is a communicable disease posing a public health threat and that its anticipated effects constitute a disaster as described in Section 44-146.16 of the Code of Virginia (1950), as amended; and

WHEREAS, on March 13, 2020, pursuant to Section 201 of the National Emergencies Act, 50 U.S.C. § 1621 (2018), and Section 501(b) of the Robert T. Stafford Disaster Relief and Emergency Assistance Act, 42 U.S.C. § 5191 (2018), the President of the United States of America declared a national emergency as a result of the spread of COVID-19; and

WHEREAS, on March 23, 2020, the Governor of Virginia issued Executive Order No. 53 (2020), which ordered that “[e]ffective 11:59 p.m., Tuesday, March 24, 2020 until 11:59 p.m., Thursday, April 23, 2020, all public and private in person [sic] gatherings of 10 [sic] or more individuals are prohibited;” and

WHEREAS, on March 30, 2020, the Governor of Virginia issued Executive Order No. 55 (2020), which orders that effective April 1, 2020, until June 10, 2020, unless amended or rescinded by further executive order, “[a]ll public and private in-person gatherings of more than ten individuals” are unlawful, excepting certain activities, including the operation of government; and

WHEREAS, in order to conduct a meeting of the Commission attended by a quorum of eight Commissioners, the President and CEO of the Commission, the recording secretary for the Commission, and the Commission’s legal counsel, thereby requiring a gathering of more than ten individuals; and

WHEREAS, according to the guidance of the U.S. Center for Disease Control, individuals age 65-years and older are at high risk for severe illness from COVID-19, and it is believed that seven or more of the Commissioners fall within this high-risk age group; and

WHEREAS, the Commission finds that COVID-19 is a communicable disease that poses a public health threat, that the effects of COVID-19 constitute a “disaster” as defined by Section 44-146.16 of the Code of Virginia (1950), as amended, and that the spread of COVID-19 makes it unsafe for a quorum of eight members of the Commission to assemble in one location or for the Commission to conduct meetings in accordance with normal legal requirements, practices, and procedures; and

WHEREAS, with limited exceptions, the laws of the Commonwealth of Virginia do not permit the Commission to conduct its meetings through telephonic, video, electronic or other

electronic communication means where a quorum of eight Commissioners are not physically assembled to discuss or transact publicly the business of the Commission; and

WHEREAS, Section 2.2-3708.2.A.3. of the Code of Virginia (1950), as amended, permits the Commission during a declared emergency to conduct a meeting through telephonic, video, electronic or other electronic communication means where a quorum of eight Commissioners are not physically assembled, but to do so for the limited purpose of addressing the emergency and the continuity of the operations of the Commission and the Richmond International Airport during such emergency; and

WHEREAS, the Commission now desires to adopt this Resolution to address the emergency presented by the spread of COVID-19, to comply with federal and state guidelines and executive orders, and ensure the safety and health of the Commissioners and the executive staff of the Commission, and simultaneously provide a method to ensure continuity in the Commission's operations and the operations of the Richmond International Airport occasioned by the disaster presented by the spread of COVID-19.

WHEREFORE, BE IT RESOLVED by the Capital Region Airport Commission, in accordance with Chapter 380, Virginia Acts of Assembly of 1980, as amended, the following:

1. Pursuant to Section 2.2-3708.2.A.3. of the Code of Virginia (1950), as amended, the Commission finds that the meeting at which this Resolution is considered and presented must be held by electronic communication means through the use by each Commissioner participant of the GoToMeeting™ Online Conferencing Software and Platform because (i) the catastrophic nature of the declared emergency makes it impracticable or unsafe for the Commission to assemble a quorum in a single location, and (ii) the purpose of the meeting is to address the emergency and the continuity of the operations of the Commission and the Richmond International Airport during such emergency.

2. Pursuant to Section 7 of the Enabling Act, the Commission hereby grants to the President and Chief Executive Officer of the Commission the following powers and duties of the Commission, including powers and duties involving the exercise of discretion:

- a. Those powers enumerated in Section 8 of the Enabling Act at subsections 1 (to sue and be sued), 5 (to oversee Airport grounds and property); 6 (to construct, maintain, and operate aircraft and passenger facilities); 7 (to manage concessions and leases); 8 (to determine fees, rates and charges for facilities); 9 (to apply for and accept gifts

and grants); 10 (to operate the Commission's foreign trade zone); 11 (to employ employees, consultants, and professionals); 12 (to establish personnel rules); 13 (to acquire or lease real property); 14 (to lease or dispose of real property); 15 (to enter into contracts, leases, and arrangements incidental to operating the Airport); and 19 (to purchase and maintain insurance)

- b. The power enumerated in Section 8 of the Enabling Act at subsection 17 to enforce the Rules and Regulations of the Commission;
- c. The power enumerated in Section 8 of the Enabling Act at subsection 18 to pay existing pension obligations to or for Commission employees;
- d. The powers enumerated in Section 17 of the Enabling Act to fix, revise, charge, and collect fees, rents, and other charges for the use and services of the Airport's facilities; and
- e. To do all things necessary or convenient to accomplish these purposes.

3. The exercise by the President and CEO of the powers enumerated in Paragraph 2 above shall be subject to the following conditions and limitations:

- a. The President and CEO shall have no power or authority to borrow money for or in the name of the Commission, except to the extent available through the existing banking line(s) of credit previously approved by the Commission, or to issue bonds on behalf of or in the name of the Commission;
- b. The President and CEO shall confer no less than weekly with individual members of the Commission's Executive Committee;
- c. The President and CEO shall report in writing at least bi-weekly to the entire Commission regarding his activities on behalf of the Commission, and make such reports available to the public and the press. Such written reports shall be redacted to conceal information, discussions, or matters:
 - i. That are not subject to mandatory disclosure under the Virginia Freedom of Information Act, Section 2.2-3700, *et seq.*, of the Code of Virginia (1950), as amended (the "VFOIA");
 - ii. That address matters that would be subject to discussion in closed meetings of the Commission pursuant to Section 2.2-3711, *et seq.*, of the Code of Virginia (1950), as amended; and

- iii. Other information, discussions, or matters that are confidential, privileged, or otherwise exempt from mandatory disclosure under the VFOIA or the laws of the United States of America or the Commonwealth of Virginia.

4. The duration of the authority granted to the President and CEO hereunder shall continue until the earlier of (i) the Commission's revocation of such authority; (ii) the expiration dates of Executive Order No. 53 and Executive Order No. 55, as may be amended or extended by the Governor of the Commonwealth of Virginia; or (iii) the latest date of the rescission of Executive Order Nos. 53 and 55.

5. Article III of the Bylaws of the Commission is hereby amended to provide a new Section 6, which shall read as follows:

The Chairman, after individual consultation with a quorum of the members of the Executive Committee and the President and CEO, may postpone or cancel a regular meeting of the Commission in response to (i) a state of emergency declared, or an executive order issued, by the Governor of the Commonwealth of Virginia pursuant to Section 44-146.17 of the Code of Virginia, as amended, or (ii) any type of disaster or large-scale emergency affecting one or more of the localities served by the Richmond International Airport that poses a clear and present threat to the safety or health of the Commissioners or the patrons, staff, tenants, or other users or occupants of the Richmond International Airport.

6. Nothing in this Resolution shall abridge or alter the power of the Chairman or Vice-Chairman of the Commission to call a special meeting of the Commission to consider and act upon any matter described in the notice of such special meeting, all as provided in Article III, Section 1 of the Bylaws of the Commission.