

**MINUTES OF THE MEETING OF THE MEMBERS
OF THE CAPITAL REGION AIRPORT COMMISSION**

April 28, 2026

I. CALL TO ORDER

Chairman Charles S. Macfarlane called the Capital Region Airport Commission's regular monthly meeting to order at 8:05 a.m. on April 28, 2026. The meeting was conducted in the Commission boardroom in the terminal building. A quorum was present.

The following members were present: Commissioners Carroll, Cooper, Dibble, Hazzard, Heston, Hylton, Lynch, Macfarlane, Roundtree, Schneider, and Ukrop. Present by invitation were Dr. Perry J. Miller, President and CEO; John B. Rutledge, Chief Operating Officer; Basil Dosunmu, Chief Finance Officer; Uday Nethula, Chief Human Resource Officer; Martin Rubinstein, Chief Growth Officer; Michelle Barnett, Operations & Community Engagement Coordinator; Troy M. Bell, Director – ASD and Corp. Comms; Richard Greatti, Director – Finance; Aaron Haynes, Marketing Specialist; Scott Knight, Director – Properties & Concessions; Ken Madrigal, Director – Marketing and Customer Experience; Susan Rowland, Communications & PR Senior Specialist; Nagesh Tummala, Director – Capital Development; Susan Joy Linn, Recording Secretary; and W. David Harless, legal counsel from Christian & Barton, LLP.

Commissioners Fulton, Miller, and Nelson were absent.

At Chairman Macfarlane's request, Commissioner Lynch provided the invocation, and Chairman Macfarlane led the Pledge of Allegiance to the flag of the United States.

II. CLOSED MEETING

There was none.

III. OPEN MEETING AGENDA

A. CONSIDERATION OF AGENDA AMENDMENTS

There were none.

B. CHAIRMAN'S COMMENTS

Chairman Macfarlane announced that the charette group will meet tonight, beginning with a reception and continuing throughout most of the day tomorrow. We are looking forward to it.

1. 2026-2027 Officer Nominating Committee Assignments

The chair appointed the following members to serve on the Nominating Committee:

- Misty Roundtree, nominating chair – Henrico County
- Grant Heston – City of Richmond
- Kevin Carroll – Chesterfield County
- Susan Dibble – Hanover County

The Committee Chair will present the slate of officers at the upcoming Commission meeting on May 26, 2026. An official vote for these officers will take place on June 30, 2026, and the newly elected officers will begin their roles on July 1, 2026.

C. APPROVAL OF MARCH 31, 2026, MINUTES

At Chairman Macfarlane’s request, Commissioner Dibble moved to approve the minutes of March 31, 2026, with the additions made by Dr. Perry Miller, including the addition of Commissioners Carroll and Nelson under III.D.3 of the President’s Report regarding the Central Virginia Transportation Authority (CVTA) funding for Beulah Road’s relocation. Commissioner Schneider seconded the motion, and the minutes were approved unanimously.

D. PRESIDENT’S REPORT

1. Aviation Activity Report

At the request of Dr. Perry Miller, Mr. Bell provided the following:

Passenger Traffic: For March 2026, Richmond International Airport (RIC) reports 417,648 passengers; its busiest March ever and a 5.5% increase over the same period (395,919 total passengers) a year ago. For fiscal year-to-date 2026 (FYTD26), passenger traffic has increased 3.0% over last year, a gain of more than 100,000 passengers.

American Airlines was the month’s market leader with a 30.8% share of passengers, followed by Delta (24.8%) and United (12.5%). Three passenger air carriers exceeded 10% year-over-year growth: American (+17.3%), Breeze (+13.6%), and United (+10.8%).

Cargo: Total cargo increased 11.8% for the month and 2.6% for the FYTD. Mail, as a component of total cargo, increased 32.4% versus the same month a year ago.

Operations: Aircraft operations increased 7.4% during the month compared to March 2025 with air carrier (+9.9%) and general aviation (+8.6%) operations leading the way. For FYTD26, the airport reports a 5.1% increase in operations.

Additional Comments

- The new March record surpasses the previous high (413,316) set in 2024.
- Several seasonal routes are poised to restart in May, including **Nashville** (Allegiant), **Charleston, Islip, Jacksonville, Los Angeles, and San Francisco** (Breeze), and **Minneapolis/St. Paul** (Sun Country).
- RIC joined more than 100 other airports at the **2026 Allegiant Airports Conference** in late March in Las Vegas. The airline currently offers service from Richmond to **St. Pete/Clearwater, Nashville, and Orlando Sanford**.
- During the second half of FY26, air carriers will offer **38 nonstop destinations** from RIC.
- **Scheduled seat capacity** and departures as of April 22, 2026, via Airline Data, Inc.:

Month	Seats	YOY Change	Departures	YOY Change
March 2026	555,114	+10.5%	4,811	+9.4%
April 2026	552,106	+9.9%	4,743	+9.7%
May 2026	574,884	+2.0%	5,034	+4.8%
June 2026	572,537	+0.2%	5,002	+2.0%
July 2026	600,601	+3.0%	5,210	+3.0%
August 2026	595,660	+8.4%	5,210	+7.3%

2. Other

Dr. Perry Miller congratulated Commissioner Ukrop on receiving the Virginia Sports Hall of Fame award for his achievements in sports and his contributions to the community.

E. COMMISSION STANDING COMMITTEE REPORTS

1. Finance and Audit Committee

a. **Monthly Financial Update March 31, 2026**

Mr. Dosunmu reviewed the following:

For the nine months of Fiscal Year 2026, operating revenue totaled \$58.7 million. This amount reflects an increase of approximately \$4.4 million, or 8.0%, compared to the budgeted figure — an increase across all revenue streams.

Operating expenses amounted to approximately \$34.1 million, which is \$1.9 million below budget, or 5.2%. The primary factor contributing to this difference is personnel expenses. There are 207 approved full-time employees (FTEs) with 188 currently filled and 19 vacancies.

Overall, the year-to-date gross margin is 42%, or approximately \$24.7 million of revenue added to the bottom line. This is approximately \$6.2 million above budget.

For March, interest income has reached nearly \$4.9 million, exceeding the budget by \$3.7 million. The annual yield is currently 3.2%.

Lastly, year-to-date enplanements totaled 1,827,454 passengers, about 14,535 above budget.

b. Spirit Airlines Operating Agreement Amendment

Before Mr. Knight reviewed the following two resolutions, Mr. Knight stated that these resolutions support the **Enterprise Revenue and Growth** aspect of the Strategic Plan, *Wheels Up 2030*.

Staff recommends, with the approval of the Finance and Audit Committee, that the Commission adopt the following resolution:

WHEREAS, the Commission entered into that certain Airline Operating Agreement and Terminal Building Lease with Spirit Airlines, Inc., a Delaware corporation (“Spirit”), effective March 1, 2018, as amended (the “Agreement”), which Agreement provides for Spirit’s use of and operations at Richmond International Airport (the “Airport”) through June 30, 2027; and

WHEREAS, Spirit has filed a petition for relief under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Proceedings”); and

WHEREAS, related to the restructuring and efforts to reduce operating costs being undertaken within its Bankruptcy Proceedings, Spirit desires to relinquish certain of its Preferential Use Space at the Airport, specifically its baggage service office and two ticket counter positions (the “Relinquished Space”) in accordance with the terms of the Agreement; and

WHEREAS, Spirit has an option available to it in connection with the Bankruptcy Proceedings to reject the Agreement in which case Spirit could cease operations at the Airport or, potentially, enter into a new airport-airline agreement under new terms, likely with reduced preferential space or operating as a non-signatory carrier; and

WHEREAS, in connection with planned improvements within the Airport terminal building, baggage service office space will be impacted by construction activities in the near term, and taking back the baggage service office space from Spirit will provide the Commission flexibility to address space needs of other airlines during construction; and

WHEREAS, the Airport's ticket counters, as currently configured, have no remaining ticket counter positions, and taking back counter positions from Spirit will allow the Commission to offer such counter positions to new or expanding airlines in connection with the Commission's expansion plans; and

WHEREAS, Commission staff therefore believes that it is in the interest of the Commission to take back the Relinquished Space.

NOW, THEREFORE, BE IT RESOLVED BY THE CAPITAL REGION AIRPORT COMMISSION, in accordance with Chapter 380, Virginia Acts of Assembly of 1980, as amended, that the President and CEO is hereby authorized to execute and enter into an amendment to the Agreement with Spirit releasing the Relinquished Space from Spirit's leasehold, and to take all actions and execute all other documents necessary and appropriate to give effect to the actions contemplated by this Resolution, subject to review by legal counsel.

At Chairman Macfarlane's request, Commissioner Hazzard motioned to approve the Spirit Airlines Operating Agreement Amendment, and Commissioner Heston seconded the motion, which passed unanimously.

c. FBI Lease Amendment

Mr. Knight also reviewed the following resolution:

Staff recommends that the Commission adopt the following resolution:

WHEREAS, the Capital Region Airport Commission (the "Commission") was created by and pursuant to Chapter 537 of the Acts of Assembly of 1975, as amended, and continued by Chapter 380 of the Acts of Assembly of 1980, as amended (the "Enabling Act" for the purpose of operating the Richmond International Airport (the "Airport")); and

WHEREAS, the Commission has previously entered into a Deed and Agreement of Non-Commercial Aeronautical Lease with the United States of America, acting through the U.S. Department of Justice, Federal Bureau of Investigation ("FBI") dated August 1, 2009, as amended from time to time (the "Lease") for the use of certain areas at the Airport, which Lease shall expire pursuant to its terms on July 31, 2029; and

WHEREAS, pursuant to Section 6.2 of the Lease, as previously amended, base rent currently escalates annually on October 1st by the lesser of the annual percentage increase in the Consumer Price Index (CPI), as defined in the Lease, or three percent (3%); and

WHEREAS, the FBI has proposed to amend the Lease to replace the foregoing escalation calculation with a flat annual escalator of two and seven-tenths percent (2.7%), commencing October 1, 2026, and on each anniversary thereof for the remainder of the Lease term; and

WHEREAS, Commission staff recommends approval of the proposed change to the annual escalation provision under the Lease, as such a change will simplify annual rent increase calculations and provide certainty as to rental amounts the Commission should expect to receive for the remainder of the Lease term, while maintaining a rate of escalation that is generally in line with recent CPI increases.

NOW, THEREFORE, BE IT RESOLVED BY THE CAPITAL REGION AIRPORT COMMISSION, in accordance with Chapter 380, Virginia Acts of Assembly of 1980, as amended, that the President and CEO is hereby authorized to execute and enter into an amendment to the Lease with the FBI modifying the annual rent escalation as set forth above, with such completions, changes, omissions or insertions as the President and CEO, upon advice of counsel, may deem appropriate, and to take all actions and to execute all other documents necessary and appropriate to carry out the intent of this Resolution, subject to review by legal counsel.

At Chairman Macfarlane's request, Commissioner Carroll moved to approve the FBI Lease Amendment. Commissioner Lynch seconded the motion, and it passed unanimously.

2. **Planning & Construction Committee**

Committee Chair Dibble announced that the Planning & Construction Committee did not meet this month.

IV. NEXT MEETINGS

The next **Capital Region Airport Commission** meeting will be held on Tuesday, May 26, 2026, at 8:00 a.m.

The **Finance & Audit Committee** meeting will be held on Tuesday, May 12, 2026, at 8:00 a.m.

The **Planning & Construction Committee** meeting will be held on Thursday, June 18, 2026, at 8:00 a.m.

The **Executive Committee** meeting will be held on Thursday, June 18, 2026, at 9:00 a.m., following the Planning & Construction Committee meeting, all in the Commission boardroom in the terminal building


V. ADJOURNMENT

Chairman Macfarlane adjourned the meeting at 8:38 a.m.

Approved by the Commission:


Recording Secretary

Charles S. Macfarlane, Chairman



Date 5/26/24