

Board of Commissioners Meeting Packet

Thursday, September 22, 2022, 1:00 p.m.

2022

Norfolk Airport Authority



2200 Norview Avenue
NAA Board Room
Norfolk, Virginia 23518
(757) 857-3351

Deborah H. Painter
Board Chair

Mark A. Perryman, Assoc. AIA
Executive Director & CEO and
Board Secretary

Norfolk Airport Authority

Board of Commissioners Meeting

Thursday, September 22, 2022

AGENDA

CALL TO ORDER:

REGULAR AGENDA:

- Approval of Board Meeting Minutes, *July 28, 2022*

CEO & STAFF REPORT:

NAA BOC CHAIRMAN REPORT:

OLD BUSINESS:

- *None*

CLOSED MEETING *(Required)*:

RECONVENE OPEN MEETING *(Required)*:

NEW BUSINESS:

- *Approval of Updated Bylaws*

ADJOURNMENT:

Regular Agenda

Norfolk Airport Authority

Board of Commissioners Meeting Minutes | Thursday, July 28, 2022, 1:00 p.m.

The Norfolk Airport Authority (NAA) Board of Commissioners Meeting was held on Thursday, July 28, 2022, at the Norfolk International Airport (NIA), the NAA Board of Commissioners Conference Room, Main Passenger Terminal. Malcolm P. Branch, Chair Presided.

Commissioners Present: Malcolm P. Branch
Michael D. Burnette
Paul D. Fraim, Esquire
Mekbib Gemedu
William L. Nusbaum, Esquire
Deborah H. Painter
Susan C. Pilato
Bruce Smith
Dr. Harold J. Cobb, Jr., Emeritus Commissioner

Commissioners Absent: Peter G. Decker III, Esquire

Staff Present: Charles W. Braden, Director Market Development
Mark A. Perryman, Assoc. AIA, Executive Director
& CEO and Secretary of the Board of Commissioners
Jarred M. Roenker, CPA, Chief Financial Officer
Anthony Rondeau, Chief Development Officer
Steven C. Sterling, Chief of Staff and Assistant
Secretary of the Board of Commissioners
Sheri Watts, Executive Administrative Assistant and
Assistant Secretary of the Board of Commissioners

Others Present: David Calvert, CFA, Director, PFM Asset Management LLC
Anita O. Poston, Esquire, Woods Rogers Vandeventer
Black, Counsel

Welcome and Call to Order (Malcolm P. Branch, Chair):

Malcolm P. Branch, Chair, determined that a quorum was present as noted above and called the meeting to order at 1:00 p.m. In addition, he welcomed the newest member of the Board of Commissioners, Susan C. Pilato.

REGULAR AGENDA

Approval of Minutes of Meeting held on May 26, 2022:

Chairman Branch entertained a motion by Commissioner Nusbaum to approve the minutes for the meeting on Thursday, May 26, 2022. Commissioner Fraim seconded the motion, and the Commissioners unanimously approved.

Government Lobbying Update (Anthony Bedell, Federal Co-Lead Lobbyist, Baker & Poliakoff):

Mr. Bedell could not attend the meeting due to a conflict in scheduling, so Mr. Perryman included an update in his Executive Director's Report.

Investment Portfolio Review (David Calvert, CFA, Director, PFM Asset Management LLC):

Mr. Calvert reviewed the comprehensive Economic Update and Portfolio Review as of June 30, 2022, distributed to the Commissioners before the meeting. He addressed the long-reaching effects caused by the pandemic, including labor challenges and the recent surge in inflation. The Russian invasion of Ukraine has also weighed adversely on global economic conditions. Finally, Mr. Calvert spoke on the economy's effects on the financial markets and the Authority's portfolio position.

R-1 Recommendation to Approve the Certification of Corporate/Entity Resolution for Guardian Life Insurance (Deborah H. Painter, Chair, Finance Audit Committee):

On behalf of the Finance Audit Committee, Chair Painter recommended that the Board approve the Certificate of Corporate/Entity Resolution to allow Mr. Perryman and Mr. Roenker to conduct transactions on behalf of the Authority. The recommendation was unanimously approved, and a copy of the Resolution is included with the meeting minutes.

Executive Director & CEO Report (Mark A. Perryman):

Mr. Perryman will refer to his report as the *CEO and Staff Report*. His presentation included the following:

Air Service/Marketing:

- Air service for June 2022 set a record for passengers, and Mr. Perryman projected that July 2022 would exceed June 2022; although seat capacity percentages were above in 2019, operations remain below in 2022.
- Mr. Braden attended the Air Service Development Conference and met with several airlines. Potential new entrant airlines will be announced soon.
- The new Airport brand and logo will roll out shortly.

Capital Projects:

- Grant requests for the moving walkway on the pedestrian bridge and concourse A expansion design were not selected; however, Airport Infrastructure Grants (AIG) funding is committed to the runway reconstruction program.
- Updates were provided for the following projects: the *Runway 5/23 Rehabilitation of Concrete Extensions*, the *General Aviation Fuel Farm Replacement*, the *Building of the Dollar Tree Corporate Hangar*, *Garage B & C Renovations*, and the *Passenger Loading Bridge Replacement*.

- Three Requests for Qualifications (RFQ) were posted; the *Architectural Planning & Design Services* agreement was awarded to Gresham Smith. The remaining two, the *Fuel Storage and Distribution Facility Design and Financial Planning Services* and the *Environments Assessment & Environmental On-Call Services*, are pending. The Gresham Smith team has met with staff to start the priority and timing of the terminal projects as a part of the Master Plan.

Finance:

- The Airport's FAA Hub Classification changed from a Small Hub to Medium Hub. The reclassification creates some funding challenges.
- The current Use and Lease Agreement (ULA) will expire on June 30, 2023. Staff met with DKMG Consulting LLC to begin preparation for the new ULA.
- Long-term parking rates increased by \$1.00 per day.
- The Transportation Network Companies (TNC) agreement has been renewed for another three years.
- An initial six-month contract with an annual auto-renewal with Turo has been finalized.

Community Outreach:

- Mr. Perryman and Staff met with local and state congressional delegates, military and government dignitaries, and business leaders for introductions and to discuss the Authority's interest and potential partnerships.
- Finally, there were multiple meetings with DroneUP to discuss drone operations near the Airport.

Staffing:

- The new organizational structure was implemented on July 12, 2022. The Authority welcomed its newest staff member, Mr. Bruce Tingle, Financial Controller.
- Interviews are being conducted for the IT Manager position.
- Three Operations Agent positions are being re-advertised.
- The Diversity and Inclusion Manager position is posted.
- The job description for the Corporate Counsel position is nearly complete.
- The Authority hosted a job fair on July 12. The convenience of on-site SIDA services was provided. Seven airport companies participated, with around 170 attendees. The event was an enormous success, with several offers made.

Other:

- The Authority hosted its Annual Women in Transportation Seminar and the Hershel "Woody" Williams Memorial ceremony to honor the last living WWII Medal of Honor recipient.
- Mr. Perryman discussed the 2022-23 Board of Commissioners Manual and the revised Travel and Expense Policy.
- The DUO program app will be available for staff and Commissioners for network security.

Chairman's Report – None

Old Business Strategic Plan Update, Steven C. Sterling, Deputy Executive Director of Administration and Operations:

Mr. Sterling reviewed the Strategic Plan Update for July 2022, distributed before the meeting. His presentation focused on the dashboard. The most significant accomplishment is Goal #1, **Our People**, *Support and development our staff, maximize organizational and employee efficiency and performance*. For Goal #2, **Our Customers**, *Grow our traffic and provide a world-class experience*, plans are being considered for vending machines for after-hour customers, creating a cell phone lot, and reducing curbside activity. Finally, sub-committees are formed. Mr. Sterling will continue to update the Commissioners on the Strategic Plan's progress.

Closed Meeting 2:05 p.m.:

Treasurer Gemedra moved that the Board of the Norfolk Airport Authority convene in a closed session, according to the following provisions of the Virginia Code:

Section 2.2-3711. A. 5 for a discussion concerning a prospective business or the expansion of an existing business where no previous announcement has been made of the business's interest in locating or expanding its facilities in the community.

Vice-Chair Painter seconded the motion, and the Commissioners unanimously approved.

Reconvene Open Meeting 2:15 p.m.:

Following the Closed Meeting, Chairman Branch reconvened the Open Meeting. Vice-Chair Painter moved for the adoption of the following Resolution:

Now, therefore, be it resolved that the Board of the Norfolk Airport Authority hereby certifies that to the best of each member's knowledge (i) only public business matters are lawfully exempted from open meeting requirements under the Virginia Code, 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 in the closed meeting.

Commissioner Nusbaum seconded the motion. The motion was approved by a roll call vote as follows:

Name	Vote	Name	Vote
Malcolm P. Branch	Yes	Bruce Smith	Yes
Mekbib Gemedra	Yes	Deborah H. Painter	Yes
Michael B. Burnette	Yes	Peter G. Decker III	Absent
Paul D. Fraim	Yes	William L. Nusbaum	Yes
Susan C. Pilato	Yes		

Common Use Project

Commissioner Nusbaum moved to approve funding up to a million dollars to expand the Airport's Common Use Terminal infrastructure project for potential new airline use. Commissioner Fraim seconded the motion, and the Commissioners unanimously approved.

New Business:Elections of Officers for Fiscal Year 2023 (Paul D. Fraim, Chair Nomination Committee):

On behalf of the Nomination Committee, Chair Paul D. Fraim recommended that the Board appoint the following officers for a one-year term to end on July 31, 2023:

Name	Office
Deborah H. Painter	Board Chair
Mekbib Gameda	Board Vice-Chair
Peter G. Decker III	Board Treasurer

There were no other nominations, and the Commissioners unanimously approved the recommendations.

Re-Appointment of Assistant Secretaries for Fiscal Year 2023 (Paul D. Fraim, Chair Nomination Committee):

On behalf of the Nomination Committee, Chair Paul D. Fraim recommended that the Board re-appoint Sheri Watts, Executive Administrative Assistant, and Mr. Steven Sterling, Chief of Staff, as the Assistant Secretaries for a one-year term ending July 31, 2023.

Approval of Resolution (Deborah H. Painter, Board Chair):

Board Chair Painter presented a resolution honoring Commissioner Branch for his service as Board Chair from 2019 to 2022. He was recognized and commended for his distinguished service. Board Chair Painter entertained a motion by Commissioner Pilato to adopt the Resolution. Commissioner Burnette seconded the motion, and the Commissioners unanimously approved. A copy of the Resolution is included with the meeting minutes.

Adjournment 2:30 p.m.:

There being no further business, Commissioner Gameda moved that the meeting adjourn. Commissioner Burnette seconded the motion, which was unanimously approved. The next meeting is scheduled for Thursday, August 25, 2022, at 1:00 p.m.

Deborah H. Painter
Board Chair

Mark A. Perryman, Assoc. AIA
Executive Director & CEO and
Secretary of the Board of
Commissioners

Closed Meeting and Reconvene Meeting

Norfolk Airport Authority

Board of Commissioners Meeting

Thursday, September 22, 2022

Closed Meeting and Reconvene Meeting

Closed Meeting:

I move that the Board of the Norfolk Airport Authority convene in a closed meeting pursuant to Virginia Code Section 2.2-3711. A. 5 for a discussion concerning a prospective business where no previous announcement has been made of the business' interest in locating its facilities in the community; and pursuant to Section 2.2-3711. A.7 for consultation with legal counsel and briefings by staff members pertaining to probable litigation, where such consultation or briefing in open meeting would adversely affect the negotiating posture of the Authority.

This motion will need to be moved, seconded, and approved in the open meeting.

Reconvene Meeting:

Upon the conclusion of the closed meeting, the following certification must be taken in the open meeting and approved by roll call vote:

Now, therefore, be it resolved that the Board of the Norfolk Airport Authority hereby certifies that to the best of each Commissioner's knowledge (i) only public business matters lawfully exempted from open meeting requirements under the Virginia Code, 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 in the closed meeting.

New Business

Approval Updated Bylaws

Summary of Significant Revisions to NAA Bylaws

September, 2022

The Bylaws of the Norfolk Airport Authority were last reviewed and revised in 2011. The current Bylaws are somewhat outdated and are not consistent with actual practice of the Authority. In particular, the standing committees defined in the Bylaws do not align with the major initiatives and responsibilities of the Board of Commissioners. The following provisions of the Bylaws are recommended for revision to clarify current practice, to include applicable changes in the Virginia Code and to make appropriate reference to provisions of the Authority Charter:

1. Section 1.3 is added to include a reference to the Authority Charter as the foundational document.
2. Section 1.4 was slightly revised to adopt the wording of the Charter.
3. Section 2.1 utilizes the gender-neutral terms “Chair” and “Vice Chair.”
4. Section 3.1 adds a reference to the Virginia Freedom of Information Act and the fundamental rule that as a political subdivision all business must be conducted by votes at meetings.
5. Section 3.2 designates the July meeting as the “annual meeting” when officers are elected but allows this function to be conducted at a later meeting if necessary.
6. Section 3.4 specifies that special meetings may be called by the Chair. In addition, the Chair must call a special meeting upon the request of a majority of the Commissioners. This clears up an inconsistency in the current bylaws regarding the number of members required to call special meetings.
7. A new section 3.9 was added describing the conduct of closed meetings and clarifying that the Chair may invite persons other than Commissioners to attend.
8. Article IV has been revised to clarify that the Chair shall appoint the members and chair of the committees and that any Commissioner may attend a committee meeting. The new standing committees align more closely with the major initiatives and responsibilities of the Board as follows:

- a. The Executive Committee includes the elected officers and other commissioners as the Board may determine. The role of the Executive Committee is defined as executing matters approved by the Board.
 - b. The Nominating and Strategy Committee will perform the usual function of nominating officers and will also have oversight over implementing the strategic plan.
 - c. The Finance and Audit Committee. No change here.
 - d. The Facilities Development Committee assists staff with respect to capital improvements and airport facilities and makes recommendations to the Board as appropriate.
 - e. Commercial and Business Committee. This committee assists staff with respect to business matters including air service, concessions, general aviation and non-traditional revenue sources.
9. Article V has been revised to designate the General Manager as the President of the organizational structure to be consistent with more modern nomenclature and the actual responsibility of this position as the chief executive officer.
 10. Section 6.7 was added to reflect the Authority's responsibilities to select the auditing firm that will perform the annual audit.
 11. Section 9.2 clarifies that either the President or the Chair may execute documents on behalf of the Authority.

**BYLAWS
NORFOLK AIRPORT AUTHORITY**

**ARTICLE I
THE NORFOLK AIRPORT AUTHORITY**

Section 1.1 Name. The name of the Authority shall be Norfolk Airport Authority (“the Authority”).

Section 1.2 Office of the Authority. The office of the Authority shall be at Norfolk International Airport, 2200 Norview Avenue, Norfolk, Virginia. The Authority may hold its meetings at this office or at such other location as may be designated in the notice for the meeting.

Section 1.3 Board of Commissioners. The Authority was established as a political subdivision of the Commonwealth of Virginia on July 1, 1948 pursuant to Chapter 463 of the 1948 Virginia Acts of Assembly, as amended, and Sections 144(a) to 144(q), inclusive, of the Charter of the City of Norfolk, (“the City”). The governing body of the Authority is the Board of Commissioners (“the Board”). The powers and duties conferred upon the Authority shall be exercised through the Board. The Board shall establish the policies of the Authority. The Board may delegate, to the extent lawful and as it considers necessary and appropriate, any portion of its authority to manage, control, and conduct the business of the Authority to a committee, officer, or agent of the Authority.

Section 1.4 Commissioners. The Board shall consist of not less than seven (7) nor more than nine (9) persons appointed by the Council of the City. The Commissioners shall be residents of the City at the time of their appointment and

during the term of their office except that one-third of the Commissioners may be from areas outside of the City. All Commissioners shall be appointed for a term of four (4) years, provided that a Commissioner shall continue to hold office until a successor has been appointed and qualified. Any vacancy shall be filled by the Council for the unexpired term. Before entering upon the duties of office, each Commissioner shall take and subscribe to the oath for City officers provided by the City Charter, and a certificate of the same shall be filed with the City Clerk. Commissioners may be removed from office by the Council of the City in accordance with the Charter. The Commissioners shall receive no salaries but shall be entitled to reimbursement for necessary traveling and other expenses incurred while engaged in the performance of their duties. The Board shall make rules and regulations for its governance and procedure.

ARTICLE II **OFFICERS**

Section 2.1 Officers. The Board shall elect officers at its annual meeting each year. The officers so elected shall take office immediately upon their election. The officers of the Authority shall be a chairman and a vice-chairman (referred to hereinafter as Chair and Vice-Chair), a Secretary, and a Treasurer as provided in the Charter. The Chair, Vice-Chair, and Treasurer shall be elected from among the Commissioners. The President of the Authority shall serve as Secretary. No Commissioner shall serve in any one office for more than three (3) full consecutive one-year terms.

Section 2.2 The Chair. The powers and duties of the Chair shall include:

- a.** To preside at all meetings of the Board, with the right to vote on all questions.

- b. To ensure that the laws pertaining to the purposes and functions of the Board are faithfully executed.
- c. To call special meetings of the Board at the Chair's discretion, or upon the written request of a majority of the Commissioners.
- d. To serve as an *ex-officio* member of all committees of the Board.
- e. To perform such other duties usually attendant upon the office of a chair or as assigned by the Board.

Section 2.3 The Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair. In the event that the Chair shall cease to serve as a Commissioner for any reason, the Vice-Chair shall perform the duties of the Chair until such time as the Authority shall elect a new Chair. The Vice-Chair shall also perform such other duties as are usually attendant upon the office of a vice-chair or as assigned by the Board.

Section 2.4 The Secretary. The Secretary shall keep the records of the Authority. The Secretary shall act as clerk of the public meetings of the Authority, record all votes, and shall keep detailed minutes of the proceedings at such meetings. The Secretary shall keep in safe custody the seal of the Authority and shall have the power to affix such seal to all contracts, bonds, and other instruments authorized to be executed by the Authority. The Secretary shall perform such other duties as are usually attendant upon such office or as assigned by the Board.

Section 2.5 The Treasurer. The Treasurer shall have supervision over the finances of the Board, shall sign such documents relating to the business of the Board as may be directed by the Board, and otherwise perform such other duties as are usually attendant upon such office or as assigned by the Board.

Section 2.6 Absences. In the absence of the Chair and the Vice-Chair, the remaining Commissioners shall select one of their number to preside as temporary chair of any meeting.

Section 2.7 Vacancies in Offices. Should any office of the Board become vacant, the successor shall be elected by the Board at any regular or special meeting.

Section 2.8 Assistant Secretary. The Board may appoint one or more Assistant Secretaries whose duties shall be those specifically designated by the Secretary. The person or persons so appointed need not be a Commissioner.

Section 2.9 Removal of Officers. An officer may be removed from office on the affirmative vote of a majority of the Commissioners.

ARTICLE III **MEETINGS**

Section 3.1 Virginia Freedom of Information Act. The business of the Authority shall be conducted in accordance with the requirements of law, including the Virginia Freedom of Information Act. No vote of any kind shall be taken to authorize the transaction of Authority business other than a vote taken at a meeting conducted in accordance with such law.

Section 3.2 Annual Meeting. The annual meeting shall be held during July each year or at the first meeting of the Authority thereafter. The election of officers shall be held at the annual meeting.

Section 3.3 Regular Meetings. The Authority shall adopt a schedule of regular meetings as business may require.

Section 3.4 Special Meetings. In addition to regular meetings, the Chair of the Authority may, when the Chair deems it expedient, and shall, upon the written request of a majority of the Commissioners, call a special meeting of the Authority.

Section 3.5 Notice of meetings. The President shall provide notice of meetings to Commissioners by: (i) e-mail, facsimile, telephone or personal delivery at least three (3) working days prior to the date of the meeting; or (ii) regular mail at the address appearing in the records of the Authority at least five (5) days prior to the date of such meeting. The notice shall state the date, time, and place of the meeting and, in the case of a special meeting, the business to be conducted. No business shall be considered at a special meeting other than as specified in the call, but if all of the Commissioners are present at a special meeting, any and all business may be transacted at such special meeting. Notice to the Commissioners of any meeting is not required if such notice is waived by them or if all Commissioners shall be present at the meeting. Notice shall also be provided to the public as required by law.

Section 3.6 Quorum. A majority of the Commissioners shall constitute a quorum for the transaction of all business.

Section 3.7 Records. The Board shall keep detailed minutes of its proceedings, which shall be open to inspection according to law. It shall keep suitable records of all financial transactions and shall arrange to have the same audited annually.

Section 3.8 Robert's Rules of Order. Procedural matters not covered by these bylaws or otherwise required by law, shall be governed by the most recent edition of *Robert's Rules of Order*. The Chair shall be the final authority on all parliamentary decisions.

Section 3.9. Closed meetings. All meetings of the Board and its committees shall be open to the public except that at any time the Chair or other presiding officer may order that the Board or committee consider a matter or matters in the categories permitted by law in a session closed to the public. At the discretion of the Chair or the presiding officer, others who can contribute to the discussion, including appropriate employees, counsel and consultants, may attend a closed meeting with the understanding that they are bound not to divulge what takes place there.

ARTICLE IV **BOARD COMMITTEES**

Section 4.1 Appointment of Committees. The Board may establish such committees to advise the Board on any matter incident to the function of the Authority as it may deem advisable and fix the duties and responsibilities of such committees. As soon as possible after the annual election of officers, the Chair shall appoint the chair of each standing committee of the Authority and appoint the Commissioners to serve as members of such committees. The term of these committee appointments shall be one year or until successors shall be appointed. Each committee shall meet on the call of the committee chair, upon the call of the majority of the Commissioners on the committee, or on the call of the Chair.

Any Commissioner may attend and participate in any committee meeting, but only members of the committee count towards a quorum and may vote.

Section 4.2 Standing Committees. The Standing Committees of the Authority shall be the following:

- a. **Executive Committee.** The Executive Committee shall consist of the Chair, the Vice-Chair, and the Treasurer of the Board of Commissioners and such other Commissioners as the Board may determine. The Executive Committee shall act on behalf of and at the consensus of the Board in executing matters approved by the Board.
- b. **Nominating and Strategy Committee.** The Nominating and Strategy Committee shall be responsible for nominating the slate of officers to be elected by the Board and shall have oversight of the implementation of the strategic plan of the Authority.
- c. **Finance and Audit Committee.** The Finance and Audit Committee shall be responsible for the evaluation of the operating and capital budgets and the financial aspects of all funding for capital expenditures and make recommendations to the Board as may be appropriate and shall be responsible to assure that the Authority staff conducts an annual audit of the financial books of the Authority.
- d. **Facilities Development Committee.** The Facilities Development Committee shall assist the President and staff in the evaluation of major capital improvement projects and other matters relating to airport facilities and shall make recommendations to the Board as may be appropriate.
- e. **Commercial and Business Committee.** The Commercial and Business Committee shall assist the President and staff in areas that affect the commercial and business aspects of the Authority including but not limited to air service and market development, commercial concessions, general aviation and fixed based operations, and non-traditional revenue sources and land uses and shall make recommendations to the Board as may be appropriate.

Section 4.3 *Ad hoc* Committees. The Board shall also establish such *ad hoc* committees as it may deem proper to carry out the business of the Authority.

ARTICLE V **PRESIDENT**

Section 5.1 The President. The President (formerly known as the Executive Director) shall be appointed by the Board and shall be the Chief Executive Officer and Secretary of the Authority.

Section 5.2 Responsibilities of the President.

- a.** The President shall be responsible for the efficient and economical administration of the Airport and for carrying out policies of the Board.
- b.** The President shall have prepared, on or before November 15 of each year, or on such other date as the Board shall direct, an Annual Financial Report as of the close of the Fiscal Year for submission to the Board.
- c.** The President shall have such other duties as are usually attendant upon that office or as assigned by the Board.

ARTICLE VI **EXPENDITURE OF FUNDS AND BUDGET**

Section 6.1 Budget. The President shall provide a preliminary annual budget for approval of the Board for the forthcoming fiscal year by March 1st of each year or on such other date as the Board shall direct.

Section 6.2 Bank Accounts. The Board will designate, in writing, certain employees who shall have authority to sign checks against the Authority's bank accounts. Such checks shall be signed by any two of these designated employees.

Section 6.7 Auditor. Upon the recommendation of the President, the Authority shall employ the services of a competent Certified Public Accounting firm to perform an annual audit of the books, records, financial transactions, and accounts of the Authority and to prepare and present to the Authority a statement of its financial condition and any recommendations regarding its financial management that the Auditor deems appropriate.

ARTICLE VII **AMENDMENT OF BY-LAWS**

These By-Laws may be amended or repealed, in whole or in part, by a vote of the majority of the Commissioners at any meeting of the Board where such action has been announced in the notice of such meeting.

ARTICLE VIII **INDEMNIFICATION**

To the extent permitted by law, the Authority shall defend and indemnify any person who was or is a party or is threatened to be made a party, whether such person is named in the person's individual or official capacity, to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, unless commenced by the Authority itself, by reason of the fact that such person is or was a Commissioner or officer of the

Authority, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Authority, and with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful.

ARTICLE IX
MISCELLANEOUS

Section 9.1 Gender. The use of the masculine, feminine, or neuter gender is for convenience only and shall be deemed and construed to include correlative words of the masculine, feminine, or neuter gender, as appropriate.

Section 9.2 Execution of Documents. Either the President or the Chair shall execute documents on behalf of the Authority as prescribed by the Board.

ADOPTED by the Board of Commissioners at their regular meeting on September 22, 2022.

NORFOLK AIRPORT AUTHORITY

BY: _____
Deborah H. Painter, Chair

Adjournment

Norfolk Airport Authority

Board of Commissioners Meeting

Thursday, September 22, 2022

Adjourn Meeting

Adjourn Meeting:

I move that the Board adjourn, and the next regular public meeting of the Board will be held at

1:00 p.m.

on

Thursday, October 27, 2022,

in the

NAA Board Room,

Main Passenger Terminal,

Norfolk International Airport

or as otherwise determined and noticed.

