



## **Agenda**

### **Board of Directors Meeting - #272**

December 15, 2021  
4:00 P.M.

- |    |   |                    |
|----|---|--------------------|
| 1. | Minutes of November 17, 2021  | Attached           |
| 2. | Executive Director's Report   | Mr. Sean Scanlon   |
| 3. | Chairman's Report   | Mr. John Picard    |
| 4. | Audit and Finance Committee   | Mr. Kevin Arnold   |
|    | <b>Review of October 2021 Financials</b>  | Attached           |
|    | <b>Review of November 2021 Financials</b>   | Attached           |
|    | <b>Presentation of Draft FY 21 Financial Audit</b>  | Mr. Mike Solakian  |
| 5. | Airport Manager's Report  | Mr. Jeremy Nielson |
| 6. | Reports and Action Items:   |                    |
|    | <b>Resolution #545: Approval of Snow Removal Services</b>   | Attached           |
|    | <b>Resolution #546: Approval of Environmental Stewardship Committee</b>   | Attached           |
|    | <b>Resolution #547: Approval of Change Order No. 4 for Construction Contract for Residential Sound Insulation Program – Phase 5</b> | Attached           |
|    | <b>ByLaws Amendment</b>   | Attached           |
|    | <b>2022 Elections of Authority Officers</b>   |                    |
| 7. | Other Business  |                    |
| 8. | Public Comment  |                    |
| 9. | Adjournment   |                    |



## **Airport Authority Board of Directors**

**Minutes of November 17, 2021**

**Via Teleconference:** John Picard, Kevin Arnold, Peter Leonardi, David White, Serena Neal-Sanjuro, Rich Jacob, Matt Hoey, Robert Ellis, Anthony Verderame, Vin Petrini, Joe Ginnetti, Mark Sklarz

**Directors Absent:** Karen O'Connell, Dan Adams, Gerald Weiner

**Others in Attendance:** Sean Scanlon, Jeremy Nielson, Felipe Suriel, Peter Kirsch, Brett Simon, Eliot Jameson, Mark Zaretsky, David Reger, Hugh Manke, Lorena Venegas, Gabriela Campos Matteson, Sean Robinson, Douglas Boyd, Jimmy Menoscal, Isaac Naylor, Scott Luzi, Johnson Chang-Fong, Diane Proto, Liam Hamill

---

Vice Chairman called the meeting to order at 4:03 PM.

### **1. Meeting Minutes**

A motion to approve the meeting minutes from October 20<sup>th</sup>. Peter Leonardi made the motion which was seconded by Serena Neal-Sanjuro. The Chairman declared the motion adopted unanimously.

A motion to approve the meeting minutes from the Special Meeting on October 27<sup>th</sup>. Peter Leonardi made the motion which was seconded by Matt Hoey. The Chairman declared the motion adopted unanimously.

### **2. Executive Director's Report**

The Chairman expressed Sean Scanlon's apologies to the Board for missing the meeting, but he reported Sean Scanlon was currently participating on a panel happening at an infrastructure conference in New York City. The Chairman read Sean Scanlon's report:

- The Avelo first flight ceremony on November 3rd was fantastic and I want to thank our team members for all of their hard work to make it possible and to the members of the board who joined us for the big day.
- The first two weeks of Avelo service have been going great. We currently have three flights per day except for Tuesdays and Wednesdays to Orlando, Tampa, Ft. Meyers and Ft. Lauderdale. Service to Palm Beach starts in December and Sarasota in January.

- Load factors have been very positive and the support from the community has been incredible thus far.
- G Cafe has been up and running and has been getting great reviews from customers.
- There is still some construction work to be done that we try and do on Tuesdays and Wednesdays when there are no flights. This week's priority was putting in the permanent flooring and finishing the hold room and connector so we have the space to accommodate ramping up to five daily departures early next month.
- The Environmental Assessment (EA) process is underway and being completed by McFarland Johnson which is the same firm that conducted our Master Plan. We will be holding a public meeting tomorrow night at Nathan Hale School at 6pm to update the community on scope of the EA and get their feedback.

### **3. Chairman's Report**

Chairman Picard stated that the Avelo first flight event went incredibly well and with great taste.

Matt Hoey stated that the community has responded well to the new flight service. He inquired as to getting data from Avelo on the catchment area and where passengers may come from. Jeremy Nielson informed Matt Hoey that this information may be provided from Avelo if not from our Air Service Development firm.

### **4. Audit and Finance**

Kevin Arnold reported that the numbers in the board packet are from September which was presented last meeting. There was substantial change in legal and audit expenses. We have about \$207,000 in net loss to date. There is a good portion of these increased expenses that will be reimbursed when the facility lease agreement is signed. We also have the month of October when we did not have any flights and had to rely on subsidies to cover our expenses.

### **5. Airport Manager's Report:**

Jeremy Nielson reported on the following items:

- Avelo has had a good start. The walk-in parking lot is fairly full. The shuttle bus is up and running to assist car rentals and passengers, with airport employees parking adjacent to the car rental lot.
- The rental cars have started and we are working on getting more signage for their area.



- Working on contracts with the Lyft, Uber and taxi companies.

Kevin Arnold inquired about the parking lot capacities and how passengers will know if they are full. Jeremy Nielson informed Kevin Arnold that signage has been ordered to notify passengers when the lots are full since they are filling up lately.

- There has been a good steady flow of people coming in for their flights instead of a rush which has helped make it manageable.
- Avelo will be adding another aircraft in December. Avelo has gone above and beyond for their passengers by providing great customer service and have been consistent with this operation.

## **6. Report and Action Items**

None.

## **7. Other Business**

None.

## **8. Public Comment:**

Ms. Gabriela Campos Matteson inquired of a strong effort made from Avports to divert traffic away from Fort Hale Road and into Hall Street which is wider. Ms. Gabriela Campos Matteson expressed concerns of illegal parking in the neighborhood along with light and noise pollution. She also felt that many of these issues she raised have not been addressed.

Ms. Lorena Venegas listed four points to the board. First, this is a publicly owned airport and felt that the public notices were not sufficient especially regarding the special board meeting held recently. Second, the Town of East Haven only had a small ad regarding the Environmental Assessment meeting and it was difficult for people to be informed. Third, there is very little lighting in the roads leading to the airport, especially where speed humps were installed. Lastly, Ms. Lorena Venegas felt that the customers were inconvenienced by airline flight delays last Monday, and that the airline fare prices were not affordable.

## **9. Adjournment:**

Chairman John Picard entertained a motion to adjourn. Peter Leonardi made the motion seconded by Matt Hoey. The Chairman declared the motion adopted and the meeting was adjourned at approximately 4:30 PM.

Respectfully submitted-

**Felipe Suriel- Assistant Airport Manager**

DRAFT

**TWEED-NEW HAVEN AIRPORT AUTHORITY**

**Balance Sheet-Governmental Fund Type and Account Groups**

**October 31, 2021**

	<b><u>General Fund</u></b>
<i>Assets</i>	
Cash and equivalents	\$ 521,203
Accounts receivable, net	2,117,313
Prepaid expenses and other assets	<u>(2,496)</u>
<b>Total assets</b>	<b>\$ <u>2,636,021</u></b>
 <i>Liabilities and Fund Balances</i>	
Accounts payable and accrued expenses	\$ 3,218,228
Deferred grant revenue	1,387,843
Due to (from) other funds	(3,554)
Fund balance	<u>(1,966,496)</u>
<b>Total liabilities and fund balances</b>	<b>\$ <u>2,636,021</u></b>

**Tweed New Haven Airport Authority**  
**Income Statement - Budget**  
**For the Month Ending**  
**October 31, 2021**

	Current Month	Monthly Budget (adj.)	Year to Date	% of budget	Balance to Year End (adj.)	2021-22 Approved Budget
<b>Revenues</b>						
AIRPORT REVENUE	23,571.96	149,272.71	230,970.98	7%	3,246,028.30	3,476,999.28
CARES ACT	21,397.08	21,397.00	85,588.32	33%	171,176.68	256,765.00
DHS LEO GRANT	0.00	9,600.00	4,828.40	5%	95,971.60	100,800.00
CITY OF NEW HAVEN	27,083.33	27,083.33	108,333.32	33%	216,666.68	325,000.00
STATE OF CONNECTICUT	125,000.00	125,000.00	500,000.00	33%	1,000,000.00	1,500,000.00
<b>Total Revenues</b>	<b>197,052.37</b>	<b>332,353.04</b>	<b>929,721.02</b>	<b>16%</b>	<b>4,729,843.26</b>	<b>5,659,564.28</b>
<b>Expenses</b>						
AIRPORT EXPENSES	53,338.88	168,162.49	200,678.49	10%	1,886,377.90	2,087,056.39
AIRPORT PAYROLL & BENEFITS	126,513.49	197,862.00	528,363.89	21%	1,944,906.11	2,473,270.00
AUTHORITY MANAGEMENT	9,507.02	10,000.00	50,968.44	42%	69,031.56	120,000.00
LEGAL, AUDIT & ACCOUNTING	271,238.13	10,000.00	887,598.72	630%	(746,598.72)	141,000.00
MARKETING	0.00	4,583.34	345.00	1%	54,655.00	55,000.00
AIRPORT TSA SECURITY	21,614.20	25,200.00	21,614.20	7%	280,785.80	302,400.00
Avports-ENGINEERING	<7,644.43>	4,166.67	<17,177.08>	-34%	67,177.08	50,000.00
Avports-ASD FUND	6,829.54	6,829.54	27,318.16	33%	54,636.28	81,954.44
Avports - MGT FEES	25,496.96	25,496.96	101,987.84	33%	203,975.68	305,963.52
<b>Total Expenses</b>	<b>506,893.79</b>	<b>452,300.99</b>	<b>1,801,697.66</b>	<b>32%</b>	<b>3,814,946.69</b>	<b>5,616,644.35</b>
<b>Net Income(Loss)</b>	<b>&lt;309,841.42&gt;</b>	<b>&lt;119,947.95&gt;</b>	<b>&lt;871,976.64&gt;</b>			<b>42,919.93</b>

**TWEED-NEW HAVEN AIRPORT AUTHORITY**

**Balance Sheet-Governmental Fund Type and Account Groups**

**November 30, 2021**

	<b><u>General Fund</u></b>
<i>Assets</i>	
Cash and equivalents	\$ 677,823
Accounts receivable, net	1,953,614
Prepaid expenses and other assets	<u>(101,810)</u>
<b>Total assets</b>	<b>\$ <u><u>2,529,628</u></u></b>
 <i>Liabilities and Fund Balances</i>	
Accounts payable and accrued expenses	\$ 3,431,039
Deferred grant revenue	1,214,363
Due to (from) other funds	(3,554)
Fund balance	<u>(2,112,220)</u>
<b>Total liabilities and fund balances</b>	<b>\$ <u><u>2,529,628</u></u></b>



**Tweed New Haven Airport Authority**  
**Income Statement - Budget**  
**For the Month Ending**  
**November 30, 2021**

	Current Month	Monthly Budget (adj.)	Year to Date	% of budget	Balance to Year End (adj.)	2021-22 Approved Budget
<b>Revenues</b>						
AIRPORT REVENUE	90,317.70	145,716.08	350,917.14	10%	3,126,082.14	3,476,999.28
CARES ACT	21,397.08	21,397.00	106,985.40	42%	149,779.60	256,765.00
DHS LEO GRANT	0.00	9,600.00	4,828.40	5%	95,971.60	100,800.00
CITY OF NEW HAVEN	27,083.33	27,083.33	135,416.65	42%	189,583.35	325,000.00
STATE OF CONNECTICUT	125,000.00	125,000.00	625,000.00	42%	875,000.00	1,500,000.00
<b>Total Revenues</b>	<b>263,798.11</b>	<b>328,796.41</b>	<b>1,223,147.59</b>	<b>22%</b>	<b>4,436,416.69</b>	<b>5,659,564.28</b>
<b>Expenses</b>						
AIRPORT EXPENSES	90,998.06	168,162.52	291,676.55	14%	1,795,379.84	2,087,056.39
AIRPORT PAYROLL & BENEFITS	140,249.80	197,862.00	668,613.69	27%	1,804,656.31	2,473,270.00
AUTHORITY MANAGEMENT	9,507.01	10,000.00	60,475.45	50%	59,524.55	120,000.00
LEGAL, AUDIT & ACCOUNTING	128,169.80	31,000.00	1,032,041.02	732%	(891,041.02)	141,000.00
MARKETING	0.00	4,583.34	1,370.00	2%	53,630.00	55,000.00
AIRPORT TSA SECURITY	0.00	25,200.00	21,614.20	7%	280,785.80	302,400.00
Avports-ENGINEERING	0.00	4,166.67	6,973.29	14%	43,026.71	50,000.00
Avports-ASD FUND	6,829.54	6,829.54	34,147.70	42%	47,806.74	81,954.44
Avports - MGT FEES	25,496.96	25,496.96	127,484.80	42%	178,478.72	305,963.52
<b>Total Expenses</b>	<b>401,251.17</b>	<b>473,301.02</b>	<b>2,244,396.70</b>	<b>40%</b>	<b>3,372,247.65</b>	<b>5,616,644.35</b>
<b>Net Income(Loss)</b>	<b>&lt;137,453.06&gt;</b>	<b>&lt;144,504.61&gt;</b>	<b>&lt;1,021,249.11&gt;</b>			<b>42,919.93</b>

## **Resolution # 545**

### **Approval of Snow Removal Service Agreement**

December 15, 2021

**WHEREAS**, The Airport has been engaged in substantial renovation of the existing terminal in order to accommodate the new commercial air service being provided by Avelo;

**WHEREAS**, the renovations provide for significant new parking locations for passengers, and expanded terminal airport access roads and sidewalks;

**WHEREAS**, the expanded pavement at the airport has generated far more responsibility for snow and ice removal than AvPORTS can handle with existing equipment and personnel;

**WHEREAS**, the management team has decided that it is necessary to hire an outside contractor to supplement what AvPORTS can handle. The plan is for AvPORTS to be responsible for all snow and ice removal on the airfield and the outside contractor to handle the snow and ice removal on the access roads, sidewalks and parking areas.

**WHEREAS**, a Request for Proposals (RFP) has been published for the snow and ice removal services and the deadline for responses is today. In the next several days the proposals will be evaluated, interviews held, if necessary, and a selection made next week.

**WHEREAS**, due to the unfinished procurement process, and the need to address this entirely new management issue at the airport before bad weather arrives, it is necessary to authorize the Executive Director to complete the procurement process in a professional manner, select the vendor that is reasonably priced and is well qualified, and report back to the Board in January on his actions;

**WHEREAS**, the initial term will be for one year commencing on or about December 22, 2021, with an option for two additional years;

**WHEREAS**, The Authority shall execute the Agreement which shall be assigned to AvPORTS at such time as all management agreements are similarly assigned;

**WHEREAS**, The funds required for this new service contract are available in the current AvPORTS budget; and

**WHEREAS**, a winter storm may appear between now and the time of execution of the new contract, and the Executive Director needs to be authorized to engage a contractor not selected through the RFP process who is qualified and charges

reasonable rates to handle such a storm or storms during that short period of time.

**NOW, THEREFORE, BE IT RESOLVED**, the Board authorizes the Executive Director, with the advice of AvPORTS, to retain a qualified company that charges reasonable rates for snow and ice removal on the access roads , sidewalks and parking areas after completing the RFP procurement process; and

**NOW, THEREFORE, BE IT FURTHER RESOLVED**, the Board of Directors authorizes the Executive Director, with the advice of AvPORTS, without going through the RFP process to retain a qualified company that charges reasonable rates for snow and ice removal on the access roads, sidewalks and parking areas to provide the necessary services between now and the date of execution of the one year contract with the company selected through the RFP process.



## **Resolution No. 546**

**ESTABLISHING AND PROVIDING FOR  
PROCEDURES FOR THE CONDUCT OF THE BUSINESS OF  
THE  
TWEED-NEW HAVEN AIRPORT AUTHORITY  
ENVIRONMENTAL STEWARDSHIP ADVISORY COMMITTEE**

December 15, 2021

**WHEREAS**, the Tweed-New Haven Airport Authority (the “Authority”) is responsible for the safe and lawful operation of Tweed-New Haven Airport (the “Airport”) pursuant to state statute and a lease and operating agreement between the City of New Haven (the “City”) and the Authority;

**WHEREAS**, the Authority and the City have each authorized the execution of an amendment and restatement of such lease and operating agreement;

**WHEREAS**, the resolution of the Board of Alders of the City authorizing the execution of an amendment and restatement of such lease and operating agreement provided for the creation of an Environmental Stewardship Advisory Committee;

**WHEREAS**, the Mayor of the City and the Mayor of the Town of East Haven (the “Town”) have each consented to be the appointing authority with respect to the members of such a committee who are residents of their respective municipality when the committee is established by the Authority;

**NOW, THEREFORE,**

1. There is hereby established the Tweed-New Haven Airport Environmental Stewardship Committee. The Committee shall consist of three residents of the City of New Haven appointed by the Mayor of the City of New Haven and three residents of the Town of East Haven appointed by the Mayor of the Town of East Haven. Each member of the Committee shall serve for a term of one calendar year but shall continue in office after the expiration of such term until his or her successor is appointed by the appointing

authority. Notwithstanding the preceding sentence, a member shall cease to be a member of the committee if he or she resigns, ceases to be a resident of the municipality he or she was appointed to represent or is removed from office by the authority appointing him or her, with or without cause, in which event the appointing authority shall fill the vacancy by appointing a replacement to serve the remainder of that member's term.

2. The Executive Director of the Authority or, if designated by the Executive Director, the Authority's Airport Manager or the City Engineer shall preside at all meetings of the Tweed-New Haven Airport Environmental Stewardship Committee.
3. Regular meetings of the Tweed-New Haven Airport Environmental Stewardship Committee shall be held at the offices of the Authority on the third Tuesday of the months of February, April, June, August, October and December. Special meetings of the Tweed-New Haven Airport Environmental Stewardship Committee shall be held upon the call of the Executive Director of the Authority upon written or electronic notice given to each member not less than forty-eight (48) hours in advance of the meeting giving the date, time, place (or means of electronic participation) of the meeting. Four members or more than one-half of the number of members of the committee actually in office shall constitute a quorum. With respect to any other procedural matter, the committee shall be subject to such rules or policies as shall have been adopted by the Board of Directors of the Authority with respect to committees generally or in the absence of an applicable rule or policy, by the most recently revised edition of *Robert's Rules of Order*.
4. The Tweed-New Haven Airport Environmental Stewardship Committee shall be staffed by the City's Engineering Department to assist the Authority in promoting and maintaining sustainability efforts, with such cooperative assistance as may be available from the Town's Engineering Department. Notice of the time and place of each regular or special meeting of the Tweed-New Haven Airport Environmental Stewardship Committee for which the agenda includes an issue related to civil engineering shall be given to the City Engineer and the Town Engineer or their respective designees not less than forty-eight (48) hours in advance of the meeting.
5. The Environmental Stewardship Advisory Committee shall be a public agency subject to the Connecticut Freedom of Information Act.



## **Resolution No. 547**

### **Approval of Change Order No. 4 for Construction Contract for Residential Sound Insulation Program – Phase 5**

December 15, 2021

**WHEREAS**, the Airport Authority under Resolution #489 approved the award of a construction contract to Holzner Construction in the amount of \$2,248,986 for the Residential Sound Insulation Program – Phase 5 (the “Project”) for Tweed New Haven Regional Airport; and,

**WHEREAS**, the Authority under Resolution #526 approved Change Order No. 1 to the construction contract with Holzner construction for the Project, reducing the contract amount by \$93,878.62 from \$2,248,986.00 to \$2,155,107.38 and reducing the Authority’s share to \$175,510.74; and,

**WHEREAS**, the Authority under Resolution #527 approved Change Order No. 2 to the construction contract with Holzner construction for the Project, increasing the contract amount by \$232,168.80 from \$2,155,107.38 to \$2,387,276.18 and increasing the Authority’s share to \$198,727.62; and,

**WHEREAS**, the Authority under Resolution #538 approved Change Order No. 3 to the construction contract with Holzner construction for the Project, increasing the contract amount by \$16,875.00 from \$2,387,107.18 to \$2,404,151.18 and increasing the Authority’s share to \$200,415.12; and,

**WHEREAS**, the Authority wishes to further amend the construction contract with Holzner construction for the Project to reflect changes in the scope of work which result from a net reduction in the expenses for insulation and Hazmat work allowances in the amount of \$109,047.23.

**WHEREAS**, the additional changes in the scope of work of the Project result in a decrease in the previous third revised contract amount by \$109,104.23 from the third revised Cost of Construction amount of \$2,404,151.18 to \$2,295,103.95; and result in a net increase from the original Cost of Construction of \$2,248,986.00 of \$46,117.95; and,

**WHEREAS**, the original Cost of Construction for the Project of \$2,248,986.00 is shared 90% by the FAA, and 10% local share consisting of \$40,000 by the State of Connecticut, and the \$184,899 by the Authority; and the revised cost of \$2,295,103.95 results in a decrease of the Authority’s share for the entire project to \$189,510.40; and,

**WHEREAS** funds for the State and local shares of the cost of the Project are available from State of Connecticut funds and City of New Haven bond funds allocated to the Authority.

**NOW THEREFORE BE IT RESOLVED** that the Tweed-New Haven Airport Authority approves Change Order No. 4 to the construction contract with Holzner Construction for the Residential Sound Insulation Program – Phase 5 decreasing the previous revised contract amount by \$109,047.23 from \$2,404,151.18 to \$2,295,103.95 and decreasing the Authority's share to \$189,510.40. The Chairman, Vice Chairman and the Secretary or Treasurer is authorized to execute agreement modifications of the project on behalf of the Authority.

AMENDED AND RESTATED BYLAWS

of the

Tweed – New Haven Airport Authority

Revised as of \_\_\_\_\_, 202\_

**ARTICLE I**

**DEFINITIONS**

**Section 1: Definitions.** As used in these Bylaws, the following terms shall have the following meanings:

1.1 “**Act**” means the Tweed-New Haven Airport Authority Act, Connecticut General Statutes §15-120g *et seq.*, as amended from time to time.

1.2 “**Authority**” means the Tweed-New Haven Airport Authority as created by Connecticut General Statutes § 15-120i;

1.3 “**Board**” means the board of directors of the Authority.

1.4 “**Chair**” means the chairperson of the Board of Directors of the Authority elected in accordance with the provisions of the Act.

1.5 “**Committee**” means any committee of or formed by the Board, including any standing committee, ad hoc committee or advisory committee on board.

1.6 “**Connecticut Freedom of Information Act**” means the Connecticut Freedom of Information Act, Connecticut General Statutes §1-200 *et seq.*, as amended from time to time.

1.7 “**Director**” shall mean a member of the Board of Directors appointed pursuant to the Act.

1.8 “**Vice-Chair**” shall mean the vice-chairperson of the Board of Directors of the Authority elected in accordance with the provisions of the Act.



## ARTICLE II

### NAME; PURPOSES AND POWERS

**Section 1: Name.** Tweed-New Haven Airport Authority.

**Section 2: Purposes and Powers.** The Authority shall have the following purposes and powers and may exercise such powers in its own name:

- (a) to manage, maintain, supervise and operate Tweed-New Haven Airport;
- (b) do all things necessary to maintain working relationships with the state, municipalities and persons, and conduct the business of a regional airport, in accordance with applicable statutes and regulations;
- (c) to charge reasonable fees for the services it performs and modify, reduce or increase such fees, provided fees shall apply uniformly to all airport users;
- (d) to enter into contracts, leases and agreements for goods and equipment and for services with airlines, concessions, counsel, engineers, architects, private consultants and advisors;
- (e) to contract for the construction, reconstruction, enlargement or alteration of airport projects with private persons and firms in accordance with such terms and conditions as the Authority shall determine;
- (f) to make plans and studies in conjunction with the Federal Aviation Administration or other state or federal agencies;
- (g) to apply for and receive grant funds for airport purposes;
- (h) to plan and enter into contracts with municipalities, the state, businesses and other entities to finance the operations and debt of the airport, including compensation to the host municipalities of New Haven and East Haven for the use of the land occupied by the airport;
- (i) to borrow funds for airport purposes for such consideration and upon such terms as the Authority may determine to be reasonable;
- (j) to employ a staff necessary to carry out its functions and purposes and fix the duties, compensation and benefits of such staff;
- (k) to issue and sell bonds and to use the proceeds of such bonds for capital improvements to the airport;
- (l) to acquire property by purchase or lease for airport purposes, subject to applicable requirements of federal law and regulation;

(m) to prepare and issue budgets, reports, procedures, audits and such other materials as may be necessary and desirable to its purposes; and

(n) to exercise all other powers granted to such an authority by law.

**Section 3: Compliance with FAA Statutes and Regulations.** The actions of the Board shall comply with all applicable federal statutes and regulations, including Grant Assurances.

### ARTICLE III

#### BOARD OF DIRECTORS

**Section 1: Powers.** In accordance with the Act, the powers of the Authority shall be vested in and exercised by the Board.

**Section 2: Statutory Duties.** The Board:

- (a) shall be the governing body of the Authority;
- (b) shall adopt and maintain written procedures in accordance with Section 15-120k of the Act; and prepare and/or contract for the annual reports and audits required under Section 15-120o of the Act;
- (c) may delegate to three or more of its Members, Officers, agents and employees such Board powers and duties as it may deem proper.

**Section 3: Membership.**

- (a) The Board shall consist of fifteen Directors.
- (b) Directors shall serve not more than two four-year terms.
- (c) The terms of the members shall be staggered so that not more than four members' terms shall expire at the same time.
- (d) Eight members shall be appointed by the Mayor of New Haven and five members shall be appointed by the Mayor of East Haven, at least six of whom shall be residents of New Haven or East Haven.
- (e) Two members shall be appointed by the South Central Regional Council of Governments, each of whom shall be a resident of one of the following cities or towns: Bethany, Branford, Guilford, Hamden, Madison, Milford, North Branford, North Haven, Orange, Wallingford, West Haven or Woodbridge.

**Section 4: Meetings.** The Board shall have regular meetings on a schedule to be determined at the December meeting. Any Director may participate in a meeting of the Board or any

Committee by teleconferencing, by videoconferencing or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting. All meetings of the Board and any Committee shall be noticed and conducted in accordance with the applicable requirements of the Act and the Connecticut Freedom of Information Act, including, without limitation, applicable requirements relating to the filing with the Secretary of the State of Connecticut of any schedule of regular meetings and notices of special meetings, meeting notices to Directors and Committee Members, public meeting requirements, the filing of meeting agenda for the public, the addition of agenda items at any regular meeting and the holding of any executive session.

**Section 5: Quorum; Voting Requirements.** In accordance with the Act, eight (8) Directors shall constitute a quorum at any meeting of the Board. However, a quorum may be less than eight if there are any vacancies on the Board, provided a quorum shall not be less than a majority of the filled Board positions. A majority of Committee members shall constitute a quorum at any meeting of any Committee of the Board. The act of a majority of the Board members or Committee members, as applicable, present at a duly called meeting of the Board or Committee, as applicable, at which a quorum is present, shall be the act of the Board or Committee, as applicable, except where a supermajority vote is required. A supermajority of three-fourths of Board members present at a duly called meeting of the Board at which a quorum is present shall be required for any action by the Board authorizing: (a) expansion of the footprint of the new east side terminal beyond what is planned as specified in the Amended and Restated Lease and Operating Agreement between the City of New Haven and the Tweed New Haven Airport Authority; (b) extension of the runway 2/20 beyond 6,635 linear feet; and (c) expansion of on-airport parking serving the upgraded west side terminal in excess of what was or may be approved by the City Plan Commission.

**Section 6: Notices.** Written notice of the date, time and place of special meetings of the Board or any Committee and of any changes to a previously scheduled regular meeting of the Board shall be given by the Chair (or his/her designee) by first class mail, postage prepaid, or by telecopy or electronic mail, addressed to each Director or Committee member at the address listed in the Authority's records, and orally as required by the Act, with at least forty-eight (48) hours prior notice (twenty-four (24) hours in the case of the Executive Committee), provided that any Director or committee member may waive notice of a meeting in writing. The attendance by a Director or Committee member at a meeting, without protest prior to the commencement of the meeting, shall constitute a waiver of notice of such meeting. The Chair shall call a special meeting of the Board if five or more Directors request a meeting, provided that they have identified the agenda therefor.

**Section 7: Compensation; Reimbursement.** Directors shall serve without compensation but may be reimbursed for reasonable out-of-pocket expenses incurred by them in fulfilling their duties as Directors, provided there is prior approval.

**Section 8: Resignation.** Directors may resign by doing so in a written notice addressed to the appropriate appointing authority, with a copy to the Chair. Resignation shall become effective upon receipt of the resignation by the Chair.

**Section 9: Vacancies.** Appointment of a member filling a vacancy shall be for the term of the member being replaced.

**Section 10: Conflict of Interest.** In accordance with the Act, no Director shall have any financial interest in Tweed–New Haven Airport or in any of its tenants, vendors, concessions or contractors. On a schedule determined by the Board, each member of the Board annually shall sign a letter confirming that they have no known conflict of interest.

#### ARTICLE IV

#### COMMITTEES

**Section 1: Committees.** The Board shall have such committees and boards as may be appointed by the Board to further the purposes of the Authority. Membership on all committees or boards, except the Executive Committee, shall be appointed by the Chair and open to non-Directors, but non-Directors may not serve as chair of any Committee.

**Section 2: Executive Committee.** There shall be an Executive Committee composed of the Chair, Vice Chair, Treasurer and Secretary of the Authority. The Executive Committee may act for the Board in-between its monthly meetings only when the Executive Committee determines (i) that action is required on a matter prior to the next Board meeting and (ii) that if such action is not taken the Authority will be disadvantaged.

#### ARTICLE V

#### OFFICERS

**Section 1: Officers.** The Board shall elect annually at the July meeting of the Board, from among its members, the officers of the Authority, which shall be: Chair, Vice Chair, Treasurer and Secretary.

**Section 2: Chair.** The Chair shall preside at the annual meeting and at all other meetings of the Board of Directors and shall perform such duties as the Board may from time to time assign to the Chair. The Chair shall be responsible for directing and coordinating all activities of the Authority, at all times subject to the overall rights and responsibilities of the Board.

**Section 3: Vice Chair.** The Vice Chair shall perform the duties of the Chair in the event of the Chair's absence or disability, shall assist the Chair in such duties as the Chair may from time to time assign to the Vice Chair and shall perform such other duties as are usual to this office.

**Section 4: Treasurer.** The Treasurer shall have supervision over the receipt and custody of the Authority's funds and internal controls, and shall cause to be kept correct and complete financial books and records which shall reflect full and accurate accounts of receipts and disbursements of the Authority and in general shall perform such duties as the Board may from time to time assign to the Treasurer and such other duties as are usual to this office.

**Section 5: Secretary.** The Secretary shall have charge of such books and records of the Authority as the Board may require. The Secretary shall insure the offices of the Authority are within the boundaries prescribed by the Act, keep record of the Directors, giving their names, addresses, email addresses and phone numbers present a slate of Directors at the annual meeting and in general shall perform such duties as the Board may from time to time assign to the Secretary and such other duties as are usual to this office.

## ARTICLE VI

### EXECUTIVE DIRECTOR

**Section 1. Authority; Duties.** The Board may appoint, remove and replace an Executive Director of the Authority. The Executive Director shall report directly to the Chair and shall implement the policies and programs established by the Board. He/she shall act as the agent of the Treasurer in handling all moneys and keep accurate records of all such moneys. The Executive Director shall not be a Director of the Authority. The Board or the Chair may delegate to some other person(s) all or part of the above enumerated duties of the Executive Director.

**Section 2. Additional Personnel.** The Authority may from time to time employ or retain such personnel as it deems necessary to exercise its powers, duties and functions pursuant to the Act and any and all other laws of the State of Connecticut applicable thereto, or, in lieu thereof, may contract for such services as it deems to be in the best interests of the Authority.

**ARTICLE VII**

**INDEMNIFICATION**

To the maximum extent permitted by Connecticut law, the Authority shall indemnify the officers, directors, agents and employees of the Authority for acts performed in good faith and within the scope of their official functions and duties. In such connection, the Board may advance funds for the payment of legal expenses to a director or officer or provide legal representation in the defense of any claim for which indemnification may be available to the fullest extent permitted by law.

**ARTICLE VIII**

**MISCELLANEOUS**

**Section 1. Fiscal Year.** The fiscal year of the Authority shall end on June 30 in each year unless the Board shall determine otherwise.

**Section 2. Approval Signatures.** All checks, drafts and other orders for payment of money of the Authority shall be signed by an officer(s) or agent(s) as shall be authorized by the Board. Any payment in excess of one thousand dollars (\$1,000) shall require two signatures that shall be a combination of officers and/or the Executive Director.

**Section 3. Contracts and Debts.** Contracts may be entered into or debts incurred by the Authority only as directed by resolution of the Board and in accordance with the Act and other applicable laws. All **expenditures** of the Authority not specifically provided for in the approved annual operating budget that increase the budget and exceed five thousand dollars (\$5,000) in any single instance shall require the prior approval of the Board.

**Section 4. Gifts and Bequests.** The Authority in accordance with policies that it may adopt and amend from time to time may accept contributions, gifts and bequests. Unless otherwise designated by the donor or otherwise prescribed by statute or law, such gifts, bequests or contributions shall be utilized at the discretion of the Board.

Adopted as of \_\_\_\_\_, 202\_

Attested to by \_\_\_\_\_, Secretary

\_\_\_\_\_  
(signature)