

MINUTES OF MEETING

RHODE ISLAND AIRPORT CORPORATION

BY-LAWS COMMITTEE

TUESDAY, JUNE 1, 2010,

AT 3:00 P.M.

IN THE MARY BRENNAN BOARD ROOM

AT T. F. GREEN AIRPORT

2000 POST ROAD, WARWICK, RHODE ISLAND

The meeting of the Rhode Island Airport Corporation (“Corporation”) By-Laws Committee was called to order by Chair of the Board, Kathleen C. Hittner, M.D. at 3:00 p.m., in the Mary Brennan Board Room, T. F. Green Airport, 2000 Post Road, Warwick, Rhode Island, in accordance with the notice duly posted pursuant to the Open Meetings Law.

COMMITTEE MEMBERS PRESENT: Kathleen C. Hittner, M.D., James C. Forte, Robert D. Sangster.

ALSO PRESENT: Kevin A. Dillon, A.A.E., President and CEO; Peter A. Frazier, General Counsel.

1. Open Forum:

Dr. Hittner asked if anyone wanted to speak in Open Forum. No one came forward.

2. Action Item:

(a) Consideration of and Action Upon Amended and Restated Corporate By-Laws.

Mr. Dillon reported that Board Members had asked for a review of the Corporate By-laws, with the subsequent recommendations presented to a By-laws Committee comprising of Board members selected by the Board Chair.

Mr. Frazier gave an overview of his analysis of the current Bylaws and explained the criteria for his research and analysis. Mr. Frazier noted that his analysis had included data from other airports, and from other quasi-state agencies. Mr. Frazier reported that several sections in the current Bylaws had been expanded; principally Article I – The Act Creating the Corporation, Article II - Offices, Article III – Officers, and Article VI – Indemnification. Mr. Frazier explained the proposed changes in detail and they were discussed by the Committee. Discussion focused on the selection of Board Members, roles of both Board Members and the officer positions, overall responsibilities of the Board, and suggested guidelines for formation of subcommittees. There was also discussion on delegation of authority and approval limits, with the consensus that this should be a separate document from the By-laws. It was also noted that there needed to be a Chair designated for the By-laws Committee. Dr.

Hittner reported that she had proposed Mr. Sangster for that position, and there will be an official vote on his selection at the next meeting.

(b) Consideration of and Action Upon Work Plan and Schedule for the By-Laws Committee.

There was no formalized work plan and schedule. Mr. Frazier reported that further work needed to be completed on the By-laws, and the consensus was that the Committee would meet in the near future to review progress.

3. Future Meetings:

The next meeting will be announced.

4. Adjournment:

At approximately 3:50 p.m. a motion was made by Mr. Forte and seconded by Mr. Sangster to adjourn the meeting. The motion was passed unanimously.

Respectfully submitted,

Kathleen C. Hittner, M.D., Chair Rhode Island Airport

Corporation