

MINUTES OF MEETING

RHODE ISLAND AIRPORT CORPORATION

BY-LAWS COMMITTEE

WEDNESDAY, DECEMBER 8, 2010,

AT 1:00 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 Committee Chair, Robert D. Sangster at 1:23 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: Robert D. Sangster, Kathleen C. Hittner, M.D., Russell Hahn (arrived at 1:24 p.m.).

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

1. Approval of the Minutes:

A motion was made by Dr. Hittner and seconded by Mr. Sangster to approve the Minutes of the By-Laws Committee Meeting of June 1, 2010. The motion was passed unanimously.

2. Discussion Item:

(a) Discussion Related to Board Delegation.

Mr. Dillon provided an overview of the current Board delegation practices. Mr. Dillon also discussed the history and general scope of the proposed changes to the Board delegation practices. Mr. Sangster requested that this item be added to the next scheduled Human Resources Committee meeting for further discussion.

3. Action Item:

(a) Consideration of and Action Upon Amendments to the By-Laws.

Mr. Frazier gave an overview of the current draft of the By-Laws that incorporated the proposed changes discussed at the previous Committee meeting and additional revisions that bring the By-Laws into alignment with current corporate practices. Mr. Hahn inquired if the operation of the InterLink, i.e., rail related services, should be included in the Purpose section of the By-Laws. There was consensus that the Purpose section was sufficient but that staff would re-review that section relative to the Articles of Incorporation and Rhode Island General Laws.

A motion was made by Dr. Hittner and seconded by Mr. Sangster to

approve the Amendments to the By-Laws substantially in the form presented to the Committee, subject to Board approval. The motion was passed unanimously.

4. Future Meetings:

The next meeting will be announced.

5. Adjournment:

At approximately 1:44 p.m. a motion was made by Dr. Hittner and seconded by Mr. Sangster to adjourn the meeting. The motion was passed unanimously.

Respectfully submitted,

Robert D. Sangster, Chairman

By-Law Committee of the Rhode Island Airport Corporation