

**OBJECTIVE** The Compensation Committee will advise and make recommendations to the Aviation Authority Board regarding compensation of the Chief Executive Officer (CEO).

**METHOD OF  
OPERATION**

**Composition** The Compensation Committee is composed of three voting members appointed by the Aviation Authority Board Chairman and confirmed by the Aviation Authority Board. One of the three members will serve as Chairperson for the Committee. Appointees serve for a two-year term, from May in even-numbered years, to May of the next even-numbered year.

If a member resigns from the Committee or no longer serves on the Board and is, therefore, ineligible to serve on the Committee, then a replacement member shall serve only the unexpired portion of the former members' term.

**Quorum** A quorum consists of a majority of the voting members.

**Function** The Compensation Committee shall have the following responsibilities:

- Direct periodic benchmarking analyses to confirm the Aviation Authority is appropriately and competitively compensating the CEO.
- Annually, review and recommend to the Aviation Authority Board specific goals and objectives for the Chief Executive Officer to attain.
- Recommend a method of performance-based compensation based on the Chief Executive Officer's attainment of established goals and objectives.
- Provide recommendations for increases or decreases for the Chief Executive Officer's compensation and methods of compensation.

**Meetings and Notice** The Compensation Committee shall convene at a publicly posted time and place quarterly or as otherwise deemed necessary by the Aviation Authority Chairman. Minutes will be published. Meeting agenda packages shall be distributed to all Members of the Aviation Authority Board on the same day they are provided to members of the Compensation Committee.

**APPROVAL AND UPDATE HISTORY**

**Last Approval**     Aviation Authority Board: May 15, 2024

**Supersedes**        All Previous