

## **MINUTES OF MEETING**

### **RHODE ISLAND AIRPORT CORPORATION**

#### **BOARD OF DIRECTORS**

**Wednesday, June 22, 2005**

**4:00 p.m.**

**in the Mary Brennan Board Room, T. F. Green Airport, Warwick,  
Rhode Island**

**The meeting of the Rhode Island Airport Corporation (“Corporation”) Board of Directors was called to order by Chairman, James Rosati, at 4:00 p.m., in the Mary Brennan Board Room, T. F. Green Airport, Warwick, Rhode Island, in accordance with the notice duly posted pursuant to the Open Meetings Law.**

**BOARD MEMBERS PRESENT: James Rosati, James Forte, Robert Sangster, Kathleen Hittner, MD., Joseph Larisa (via telephone).**

**BOARD MEMBER ABSENT: Joseph Cianciolo, Michael Traficante.**

**ALSO PRESENT: Mark P. Brewer, A.A.E., President and CEO; Laurie K. Cullen, A.A.E., Executive Vice President; Brian C. Schattle, Senior Vice President of Finance and Administration and CFO; Sam Zurier, Outside Legal Counsel; and those members listed on the attendance sheet attached hereto.**

**1. Approval of the Minutes:**

**A motion was made by Mr. Forte to approve the minutes of the Board Meeting of May 18, 2005. The motion was seconded by Mr. Sangster. The motion was passed unanimously.**

## **2. Open Forum:**

**Mr. Rosati invited members of the public to speak in open session. No one came forward.**

## **3. Report from President and CEO:**

**Mr. Brewer reported that passenger numbers for the month of May were up 8.74% over May of 2004.**

**Mr. Brewer reported that the Corporation's annual Part 139 inspection had concluded and that there were no reported deficiencies. Mr. Brewer thanked the maintenance, operations and public safety staff for their work in preparing for the inspection.**

**Mr. Brewer gave an overview of the recent bond sale.**

**Mr. Brewer introduced Mr. Robert David and Mr. Harry West from the FAA who presented a plaque to the Corporation from the Air Traffic Organization – Safety Services and the Office of Airport Safety and Standards, in recognition of the Corporation's outstanding**

**contribution to improve aviation safety through participation in the enhanced airfield markings demonstration at T. F. Green Airport.**

#### **4. Discussion of Wright Amendment:**

**Mr. Brewer gave an overview of the Wright Amendment, reporting that the amendment prohibits air service from Love Field to any city beyond Texas and the 7 close-by states. Mr. Brewer explained why the bill was originally instituted and stated that Southwest Airlines is proposing repealing the law, declaring it “anti-competitive.” This repeal could divert operations away from Dallas Fort Worth Airport, which was constructed to serve the needs of, Dallas and Fort Worth, and put an end to competing airports. Southwest Airlines has garnered support in congress for repeal of the amendment and RIAC was contacted by Rhode Island’s congressional delegation for comment on the repeal. Mr. Brewer stressed that this is a complex issue and that it was not necessary for the Board to take a position, but rather an opportunity to address the different perspectives and opinions. Discussion focused on the economic benefits to RIAC if the Wright Amendment was repealed. After much discussion the consensus of the Board was not to take a formal position on this issue.**

#### **5. Operations and Capital Committee Report:**

**Mr. Forte reported that the Committee had met on June 16 and that there were items on the consent agenda for approval by the Board.**

**A motion was made by Mr. Sangster and seconded by Dr. Hittner to approve the following resolutions. The motion was passed unanimously.**

**Consent Agenda:**

**(a) Consideration of and Action Upon On-Call Professional Services Agreement (PSA) for Land Acquisition and Relocation Services for Noise Mitigation and Avigation Easement Acquisition for Obstruction Removal.**

**WHEREAS, RIAC conducted a Consultant Selection process for Land Acquisition and Relocation Services for Noise Mitigation Projects and Avigation easement acquisition for obstruction removal projects for the six airports pursuant to RIAC's Procurement Rules and Regulations; and**

**WHEREAS, a Consultant Selection Committee was formed pursuant to RIAC's Procurement Rules and Regulations; and**

**WHEREAS, the Consultant Selection Committee received two proposals and recommends the firm O. R. Colan Associates perform the desired services for a three-year period, with the option to extend**

**the contract annually, up to a maximum of five years; and**

**WHEREAS, funding will be established on a task-by-task basis.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**That the Board hereby authorizes the President and CEO to negotiate and execute a Professional Services Agreement (PSA) for Land Acquisition and Relocation Services for Noise Mitigation projects and Avigation easement acquisition for obstruction removal services to O. R. Colan Associates.**

**(b) Consideration of and Action Upon Consultant Task Order for Off-Airport Obstruction Easements at Westerly Airport.**

**WHEREAS, RIAC has recommended that the Board award a contract for Land Acquisition and Relocation Services for Noise Mitigation and Avigation Easement Acquisition for Obstruction Removal to O. R. Colan and Associates; and**

**WHEREAS, it is RIAC's intent to request a scope and fee from O. R. Colan and Associates in an amount not-to-exceed \$84,500 to perform consultant services associated with the Acquire Off-Airport Obstruction Easements Project at Westerly Airport; and**

**WHEREAS, the proposed RIAC Fiscal Year 2006 Capital Improvement**

**Program (CIP) budget includes \$1,179,207 to be funded 95% (\$1,120,247) through the FAA under AIP 3-44-0005-15-2005, with RIAC's 5% (\$58,960) through the General Purpose Fund; and**

**WHEREAS, this Task Order will be funded 95% (\$80,275) through the FAA under AIP 3-44-0005-15-2005, with RIAC's 5% (\$4,225) through the General Purpose Fund Account.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**That the Board hereby authorizes the President and CEO to negotiate and execute a Task Order with O. R. Colan and Associates for consultant services associated with the Acquire Off-Airport Obstruction Easements Project at Westerly Airport in an amount not-to-exceed \$84,500.**

**(c) Consideration of and Action Upon Consultant Task Order for Off-Airport Obstruction Easements at Newport Airport.**

**WHEREAS, RIAC has recommended that the Board award a contract for Land Acquisition and Relocation Services for Noise Mitigation and Avigation Easement Acquisition for Obstruction Removal to O. R. Colan and Associates; and**

**WHEREAS, it is RIAC's intent to request a scope and fee from O. R. Colan and Associates in an amount not-to-exceed \$143,000 to**

**perform consultant services associated with the Acquire Off-Airport Obstruction Easements Project at Newport Airport; and**

**WHEREAS, the proposed RIAC Fiscal Year 2006 Capital Improvement Program (CIP) budget includes \$1,651,804 to be funded 95% (\$1,569,214) through the FAA under AIP 3-44-0002-13-2005, with RIAC's 5% (\$82,590) through the General Purpose Fund; and**

**WHEREAS, this Task Order will be funded 95% (\$135,850) through the FAA under AIP 3-44-0002-13-2005, with RIAC's 5% (\$7,150) through the General Purpose Fund Account.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**That the Board hereby authorizes the President and CEO to negotiate and execute a Task Order with O. R. Colan and Associates for consultant services associated with the Acquire Off-Airport Obstruction Easements Project at Newport Airport in an amount not-to-exceed \$143,000.**

**(d) Consideration of and Action Upon Consultant Task Order for Noise Mitigation Program – Land Acquisition Phase 5 at T. F. Green Airport.**

**WHEREAS, the proposed Fiscal Year 2006 Capital Improvement Program (CIP) includes \$12,560,000 to be funded 80% (\$10 million)**

**through the FAA, with RIAC's 20% (\$2.5 million) plus an additional \$60,000 for ineligible costs through the upcoming 2005 Airport Revenue Bond issue for the Noise Mitigation – Land Acquisition – Phase 5 Project at T. F. Green Airport; and**

**WHEREAS, RIAC has recommended that the Board award a contract for the Land Acquisition and Relocation Services for Noise Mitigation and Avigation Easement Acquisition for Obstruction Removal to O. R. Colan and Associates; and**

**WHEREAS, it is RIAC's intent to request a scope and fee from O. R. Colan and Associates in an amount not-to-exceed \$2,746,659 to perform acquisition and relocation services associated with the Noise Mitigation – Land Acquisition – Phase 5 Project at T. F. Green Airport; and**

**WHEREAS, this Task Order will be funded 80% (\$10 million) through the FAA under AIP 3-44-0003-73-2005, with RIAC's 20% (\$2.5 million) plus an additional \$60,000 for ineligible costs through the upcoming 2005 Airport Revenue Bond.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**That the Board hereby authorizes the President and CEO to negotiate and execute a Task Order with O. R. Colan and Associates for land acquisition and relocation services associated with the Noise**

**Mitigation – Land Acquisition – Phase 5 Project at T. F. Green Airport in an amount not-to-exceed \$2,746,659.**

**(e) Consideration of and Action Upon Consultant Task Order Amendment for Aircraft Apron Rehabilitation at North Central Airport AND Consideration of and Action Upon Award of Construction Contract for Aircraft Apron Rehabilitation at North Central Airport.**

**WHEREAS, RIAC entered into a Task Order with HNTB Corporation to provide design services associated with the Aircraft Apron Rehabilitation Project at North Central Airport; and**

**WHEREAS, RIAC is currently negotiating a scope and fee with HNTB Corporation to provide construction phase services for this project in the amount not-to-exceed \$88,871; and**

**WHEREAS, the current Passenger Facility Charge (PFC) Application identifies \$1,200,000 in PFC funds for the Aircraft Apron Rehabilitation Project at North Central Airport; and**

**WHEREAS, this Consultant Task Order amendment will be funded 100% with PFC funds.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**That the Board hereby authorizes the President and CEO to negotiate**

**and execute a Consultant Task Order amendment with HNTB Corporation to provide construction phase services for the Aircraft Apron Rehabilitation Project at North Central Airport in an amount not-to-exceed \$88,871.**

**WHEREAS, a competitive bidding process was undertaken according to the RIAC Procurement Rules and Regulations for the Aircraft Apron Rehabilitation Project at North Central Airport and four bids were received; and**

**WHEREAS, the firm of HNTB Corporation, serving as RIAC's design consultant for this project, determined that J. H. Lynch & Sons, Inc. submitted the lowest responsive bid in the amount of \$671,421; and**

**WHEREAS, HNTB recommended that J. H. Lynch & Sons, Inc. be awarded the construction contract for this project and RIAC staff agrees; and**

**WHEREAS, this contract will be funded 100% with PFC funds.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**That the Board hereby authorizes the President and CEO to execute a construction contract with J. H. Lynch & Sons, Inc. for the Aircraft Apron Rehabilitation Project at North Central Airport in the amount of \$671,421.**

**(f) Consideration of and Action Upon Consultant Task Order Amendment for Aircraft Apron Rehabilitation at Quonset Airport AND Consideration of and Action Upon Award of Construction Contract for Aircraft Apron Rehabilitation at Quonset Airport.**

**WHEREAS, RIAC entered into a Task Order with HNTB Corporation to provide design services associated with the Aircraft Apron Rehabilitation Project at Quonset Airport; and**

**WHEREAS, RIAC is currently negotiating a scope and fee with HNTB Corporation to provide construction phase services for this project in the amount not-to-exceed \$89,171; and**

**WHEREAS, the current Passenger Facility Charge (PFC) Application identifies \$1,111,000 in PFC funds for the Aircraft Apron Rehabilitation Project at Quonset Airport; and**

**WHEREAS, this Consultant Task Order amendment will be funded 100% with PFC funds.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**That the Board hereby authorizes the President and CEO to negotiate and execute a Consultant Task Order amendment with HNTB Corporation to provide construction phase services for the Aircraft**

**Apron Rehabilitation Project at Quonset Airport Rehabilitation in an amount not-to-exceed \$89,171.**

**WHEREAS, a competitive bidding process was undertaken according to the RIAC's Procurement Rules and Regulations for the Aircraft Apron Rehabilitation Project at Quonset Airport and three bids were received on May 25, 2005; and**

**WHEREAS, the firm of HNTB Corporation, serving as RIAC's design consultant for this project, determined that Cardi Corporation submitted the lowest responsive bid in the amount of \$899,405.25; and**

**WHEREAS, HNTB recommended that Cardi Corporation be awarded the construction contract for this project and RIAC staff agrees; and**

**WHEREAS, this contract will be funded 100% with PFC funds.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**That the Board hereby authorizes the President and CEO to execute a construction contract with Cardi Corporation for the Aircraft Apron Rehabilitation Project at Quonset Airport in the amount of \$899,405.25.**

**(g) Consideration of and Action Upon Extension of Professional**

**Services Agreement for On-Call Environmental Services.**

**WHEREAS, effective July 1, 2002, the Rhode Island Airport Corporation entered into an On-Call Environmental Services Agreement with Fuss & O'Neill (F&O) for a three year period; and**

**WHEREAS, RIAC is in the process of issuing a Request for Proposals (RFP) document to solicit on-call environmental services; and**

**WHEREAS, RIAC would like to continue with the services of F&O for three additional months; and**

**WHEREAS, funding will be established on a task-by-task basis.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**That the Board hereby authorizes the President and CEO to extend the On-Call Environmental Services PSA with Fuss & O'Neill for three additional months to expire on September 30, 2005.**

**(h) Consideration of and Action Upon Extension of Professional Services Agreement for On-Call Environmental Services.**

**WHEREAS, effective July 1, 2002, the Rhode Island Airport Corporation entered into an On-Call Environmental Services**

**Agreement with Camp Dresser & McKee (CDM) for a three-year period; and**

**WHEREAS, RIAC is in the process of issuing a Request for Proposals (RFP) document to solicit on-call environmental services; and**

**WHEREAS, RIAC would like to continue with the services of CDM for three additional months; and**

**WHEREAS, funding will be established on a task-by-task basis.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**That the Board hereby authorizes the President and CEO to extend the On-Call Environmental Services PSA with CDM for three additional months to expire on September 30, 2005.**

**(i) Consideration of and Action Upon Consultant Task Order Amendment for Design and Remove On-Airport Obstructions at Westerly Airport AND Consideration of and Action Upon Award of Construction Contract for Design and Remove On-Airport Obstructions at Westerly Airport.**

**WHEREAS, RIAC entered into a Task Order with Dufresne-Henry, Inc. to provide design services for the On-Airport Obstruction Removal**

**Project at Westerly Airport; and**

**WHEREAS, RIAC is currently negotiating a scope and fee with Dufresne-Henry, Inc. to provide construction phase services for this project in an amount not-to-exceed \$98,072; and**

**WHEREAS, this Task Order Amendment will be funded \$77,778 through the FAA under AIP 3-44-0005-14-2005 and \$20,294 through the RIAC General Purpose Fund Account.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**That the Board hereby authorizes the President and CEO to negotiate and execute a Consultant Task Order amendment with Dufresne-Henry, Inc. to provide construction phase services for the On-Airport Obstruction Removal Project at Westerly Airport in an amount not-to-exceed \$98,072, subject to receipt of a federal grant offer.**

**WHEREAS, a competitive bidding process was undertaken according to RIAC's Procurement Rules and Regulations for the On-Airport Obstruction Removal Project at Westerly Airport; and**

**WHEREAS, the firm of Dufresne-Henry, Inc., serving as RIAC's design consultant for this project, determined that Northern Land Clearing, Inc. submitted the lowest responsive bid in the amount of**

**\$499,115.80; and**

**WHEREAS, Dufresne-Henry recommended that Northern Land Clearing, Inc. be awarded the construction contract for this project and RIAC staff agrees; and**

**WHEREAS, this contract will be funded \$410,273 through the FAA under AIP 3-44-0005-14-2005 and \$88,843 through the RIAC General Purpose Fund Account.**

**.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**That the Board hereby authorizes the President and CEO to execute a construction contract with Northern Land Clearing, Inc. for the On-Airport Obstruction Removal Project at Westerly Airport in the amount of \$499,115.80, subject to receipt of a federal grant offer.**

**(j) Consideration of and Action Upon Amendment 1 to Task Order Number 12 for the On-Call Airport Consultant Contract.**

**WHEREAS, the Board of Directors approved the selection of Ricondo and Associates Inc. (Ricondo) as Airport Consultants at the February 2002 Board of Directors meeting for a three year period ending February 28, 2005 and subsequently extended the term of the Agreement through December 31, 2005 at the January 2005 Board of Directors meeting; and**

**WHEREAS, Ricondo has assisted RIAC with strategic, analytical, and research projects, including PFC applications, over the past three years; and**

**WHEREAS, it has been determined that there is a need to amend three previous PFC applications and file new PFC applications in support of the Rhode Island Airport Corporation's goals and objectives; and**

**WHEREAS, RIAC has negotiated a scope and fee not-to-exceed \$58,860 to complete the amendments of the three previous PFC applications and file a new PFC application; and**

**WHEREAS, the proposed Fiscal Year 2006 Rhode Island Airport Corporation budget provides funding for these services through its Operating and Maintenance (O & M) budget; and**

**WHEREAS, the fees associated with the preparation of these amendments and applications are eligible for reimbursement by PFC funds and will be included in the PFC application.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**That the Board authorizes the President and CEO to execute Amendment 1 to Ricondo's Task Order 12 adjusting the contract to an**

**amount not-to-exceed \$58,860.**

**(k) Consideration of and Action Upon Ratification of Fourth Amendment to the Lease Between the Rhode Island Airport Corporation (RIAC) and the State.**

**There was no formal resolution on this issue. A motion was made by Mr. Forte and seconded by Mr. Sangster to ratify the Fourth Amendment to the Lease Between the Rhode Island Airport Corporation (RIAC) and the State in the form presented to the Board. The motion was passed unanimously.**

#### **6. General Aviation Report:**

**Dr. Hittner reported that the Committee had not met in June. The next meeting is in July.**

#### **7. Finance and Audit Committee Report:**

**Mr. Forte gave the report for Mr. Cianciolo. Mr. Forte reported that the Committee met on June 16, and had reviewed the monthly financial statements and discussed the recent bond financing. Mr. Schattle gave a brief overview of the results of the sale of the bonds. Mr. Forte reported that the Committee had also reviewed the proposed FY 2006 budget, and commended the staff for their work on the preparation. Mr. Forte explained that the Committee had also authorized the**

**President and CEO to implement future statutorily required pension plan updates, subject to Board approval.**

**A motion was made by Mr. Forte and seconded by Mr. Sangster to approve the items on the consent agenda. The motion was passed unanimously.**

**Consent Agenda:**

**(a) Consideration of and Action Upon FY 2006 Budget.**

**There was no formal resolution on this issue. A motion was made by Mr. Forte and seconded by Mr. Sangster to approve the FY 2006 budget in substantially the form presented to the Board.**

**(b) Consideration of and Action Upon Authorization for the President and CEO to Implement Future Statutorily Required Pension Plan Updates.**

**WHEREAS, the Rhode Island Airport Corporation (RIAC) has qualified employee pension benefit plans intended to meet the applicable governmental requirements including, without limitation, the Internal Revenue Code; and**

**WHEREAS, it is currently RIAC policy that Board authorization is required when there is a change to a provision of the plans; and**

**WHEREAS, on occasion, statutory changes mandate updating the pension plan provisions; and**

**WHEREAS, as a legal and fiscal safeguard, RIAC obtains a legal review by counsel with ERISA expertise of any proposed change to its pension plans prior to implementation; and**

**WHEREAS, it is in RIAC's best interest to have statutorily-required changes timely reviewed and implemented; and**

**WHEREAS, all amendments will be reported to the Board.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**The Board authorizes the President and CEO to accept and execute all amendments required by changes in law related to RIAC's pension plans on behalf of the Corporation, provided all such proposed amendments are reviewed by legal counsel.**

**8. Executive Session:**

**(a) Discussion Related to Investment of Public Funds (Hangar Development, Fueling and Intermodal) – R.I.G.L. § 42-46-5(a)(7).**

**(b) Discussion Related to Pending (Environmental and Parking) and Potential Litigation - R.I.G.L. § 42-46-5(a)(2).**

**At approximately 4:38 pm., a motion was made by Mr. Sangster and seconded by Mr. Forte to go into Executive Session. By the following roll call vote, the motion was passed unanimously.**

**YEAS: James Rosati**

**James Forte**

**Joseph Larisa**

**Robert Sangster**

**Dr. Kathleen Hittner**

**NAYS: None**

**At approximately 5:34 p.m., a motion was made by Mr. Forte to reconvene to the Open Session. The motion was seconded by Dr. Hittner. The motion was passed unanimously.**

**During the Executive Session a motion was made by Mr. Sangster and seconded by Dr. Hittner to seal the minutes of the Executive Session in accordance with R.I.G. L. § 42-46-7 (c) and 42-46-4 and 5. The motion was passed unanimously.**

## **9. Future Meetings:**

**The next meeting will be held on Wednesday, July 20, 2005 at 4:00 p.m., in the Mary Brennan Board Room, T. F. Green Airport, 2000 Post**

Road, Warwick, Rhode Island.

**10. Adjournment:**

**Mr. Forte moved to adjourn at approximately 5:35 p.m. Dr. Hittner seconded the motion. The motion was carried by acclamation**

**Respectfully submitted,**

**James V. Rosati, Chairman  
Rhode Island Airport Corporation**

**ATTENDANCE SHEET  
RHODE ISLAND AIRPORT CORPORATION  
BOARD OF DIRECTORS MEETING  
JUNE 22, 2005**

**NAME      AFFILIATION**

**Patti Goldstein    RIAC**

**Mel Einhorn      RIAC**

**Doug Dansereau RIAC**

**Joe DaSilva RIAC**

**Dave Edwards RIAC**

**Dave Cloutier RIAC**

**Tim Pimental RIAC**

**Liberty Luciano RIAC**

**Jason Doyle RIAC**

**Doreen Pizarro Local 2873**

**Allison DePasquale Local 2873**

**Steve Tibbetts Hawthorne**

**Robert David FAA**

**Harry West FAA**