

MINUTES OF MEETING

RHODE ISLAND AIRPORT CORPORATION

BOARD OF DIRECTORS

MONDAY, MARCH 20, 2006

9:00 A.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 V. Rosati, at 9:00 a.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; Michael Traficante; Dr. Kathleen Hittner; Joseph Larisa.

BOARD MEMBERS ABSENT: Joseph Cianciolo.

ALSO PRESENT: Mark P. Brewer, A.A.E., President and CEO; Marci A. Greenberger, A.A.E., Senior Vice President of Operations and Maintenance; Peter Frazier, Chief Legal Counsel; Richard Licht, Outside Legal Counsel; and those members listed on the attendance sheet attached hereto.

1. Approval of the Minutes:

A motion was made by Mr. Traficante to approve the minutes of the Board Meeting of February 15, 2006, and the Special Board Meeting of February 24, 2006. The motion was seconded by Dr. Hittner. The motion was passed unanimously.

Open Forum:

Mr. Rosati asked if anyone present wanted to speak in Open Session. No one came forward.

Report from President and CEO:

Mr. Brewer reported that work is continuing on the cooperative marketing initiatives with Manchester Airport and he gave an overview of his meetings with corporate representatives of United Airlines and Spirit Airlines.

Mr. Brewer reported that passenger numbers for the month of February were down 6.18%, and down 3.96% year to date. It was noted that there are approximately 14% less seats available for sale, and that this decline is being felt regionally.

Mr. Brewer reported that along with Mr. Licht, Mr. Schattle, and Mr. Doyle, he had traveled to Washington in connection with the TIFIA loan for the intermodal project.

Mr. Brewer reported that he will be attending the NASAO Annual Meeting in Washington D.C. March 26 – 28, 2006.

Mr. Brewer gave a brief progress report on the preparation of the Corporation's 2007 budget.

Mr. Brewer reported that after 19 years of service at T. F. Green Airport, Mr. Gerard "Gerry" Padden will be leaving when American Airlines discontinues mainline service at the airport in April. Mr. Brewer thanked Mr. Padden for his years of service and presented him with a token of appreciation from the Corporation.

4. Legislative Report:

Mr. Brewer reported that a summary of legislation was contained in the Board package.

5. Operations and Capital Committee Report:

Mr. Forte reported that the Operations and Capital Committee had met prior to the Board Meeting and there were items on the consent agenda for approval by the Board.

Consent Agenda:

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

a) Consideration of and Action Upon Award of a Professional Services Agreement for Insurance Advisory Services.

WHEREAS, the Rhode Island Airport Corporation (RIAC) issued a Request for Proposals (RFP) in February 2006 for insurance advisory services and conducted a selection process pursuant to RIAC's Procurement Rules and Regulations; and

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

WHEREAS, the Selection Committee received three proposals and recommends the selection of the firm of Albert Risk Management Consultants to perform insurance advisory services for a one year period with two one-year extensions at the option of RIAC; and

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

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorizes the President and CEO, or his designee, to execute a one year Professional Services Agreement for insurance

advisory services with two one-year extensions at the option of RIAC with Albert Risk Management Consultants. Expenditures under this contract in future fiscal years will be dependent on the appropriation of funds for this purpose in the Operating and Maintenance budget.

consideration of and Action Upon Award of a Professional Services Agreement for Design/Build Services to Balance the Domestic Main Water Supply at T. F. Green Airport.

WHEREAS, the Rhode Island Airport Corporation (RIAC) issued a Request for Proposals (RFP) in January 2006 for design/build services to balance the domestic main water supply at T. F. Green Airport pursuant to RIAC's Procurement Rules and Regulations; and

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

WHEREAS, the Selection Committee received one proposal and unanimously recommends Towle Whitney Associates, Inc. to perform design/build services associated with this project; and

WHEREAS, the project has been budgeted and funded through the Fiscal Year 2006 Operating Capital Budget in the amount of \$150,000.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board hereby authorizes the President and CEO, or his designee, to execute a Professional Services Agreement with Towle Whitney Associates, Inc. to provide design/build services for the balancing of the domestic main water supply at T. F. Green Airport in an amount not-to-exceed \$150,000.

consideration of and Action Upon Award of Professional Services Agreements for Employee Search and Recruitment Services.

WHEREAS, the Rhode Island Airport Corporation (RIAC) issued a Request for Proposals (RFP) in February 2006 for Employee Search and Recruitment Services and conducted a selection process pursuant to RIAC's Procurement Rules and Regulations; and

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

WHEREAS, the Selection Committee received and reviewed two proposals; and

WHEREAS, the Committee determined that both The Mercer Group, Inc. and Boyden Global Executive Search are qualified to perform employee search and recruitment services; 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, or his designee, to execute one-year Professional Services Agreements with two one-year extensions at the option of RIAC with The Mercer Group, Inc. and Boyden Global Executive Search to provide employee search and recruitment services, subject to successful negotiations on the fee structure. Expenditures for this contract in future fiscal years will be dependent on the appropriation of funds for this purpose in the Operating and Maintenance budget.

consideration of and Action Upon Award of Contract for the Stormwater Interceptor Upgrade at T. F. Green Airport.

WHEREAS, the Rhode Island Airport Corporation (RIAC) is responsible for the maintenance and operation of airport facilities at the six Rhode Island airports; and

WHEREAS, it has been determined that there is a need for the upgrade of the storm-water control system; and

WHEREAS, RIAC has a fiscal year budget which provides funding for this purchase through its Capital Improvement Program (CIP) budget; and

WHEREAS, in January 2006, the Corporation issued an Invitation for

Bids (IFB) for a storm-water control system upgrade; and

WHEREAS, two submissions were received in response to the solicitation; and

WHEREAS, in compliance with RIAC Procurement Rules, the submissions were evaluated to determine both responsiveness and responsibility; and

WHEREAS, as a result of this evaluation, staff recommends awarding a contract to Vertex Engineering Services, Inc. in the amount of \$94,555.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorizes the President and CEO, or his designee, to award the contract to Vertex Engineering Services, Inc. in the amount of \$94,555 to upgrade the stormwater control system at T. F. Green Airport, subject to FAA approval.

consideration of and Action Upon Approval of a Consultant Contract Amendment for Repair of Parking Garage A at T. F. Green Airport AND Consideration of and Action Upon Award of a Construction Contract for Repair of Parking Garage A at T. F. Green Airport.

WHEREAS, the Rhode Island Airport Corporation (RIAC) contracted

with the firm of Walker Parking Consultants to provide consultant services associated with the Repair of Parking Garage A Project at T. F. Green Airport; and

WHEREAS, RIAC will negotiate a fee with Walker Parking Consultants to provide construction phase services in an amount not-to-exceed \$176,645; and

WHEREAS, the project has been budgeted in the amount of \$2,077,296 and this amendment will be funded through the 1998 and 2000 Airport Revenue Bond Accounts.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board hereby authorizes the President and CEO, or his designee, to negotiate and execute a contract amendment with Walker Parking Consultants to provide construction phase services for the Repair of Parking Garage A Project at T. F. Green Airport in an amount not-to-exceed \$176,645.

WHEREAS, a competitive bidding process was undertaken according to RIAC's Procurement Rules and Regulations for the Repair of Parking Garage A Project at T. F. Green Airport; and

WHEREAS, the firm of Walker Parking Consultants, serving as RIAC's design consultant for this project, determined that Acme

Waterproofing Co., Inc. submitted the lowest responsive bid in the amount of \$1,220,892; and

WHEREAS, Walker Parking Consultants recommends that Acme Waterproofing Co., Inc. be awarded the construction contract for this project and RIAC staff agrees; and

WHEREAS, the project has been budgeted in the amount of \$2,077,296 and this contract will be funded through the 1998 and 2000 Airport Revenue Bond Accounts.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board hereby authorizes the President and CEO, or his designee, to execute a construction contract with Acme Waterproofing Co., Inc. for the Repair of Parking Garage A Project at T. F. Green Airport in the amount of \$1,220,892.

consideration of and Action Upon Approval of a Professional Services Agreement for Design Phase Services for an Aircraft Hangar, FBO Terminal and Two-Story Office Facility at Quonset Airport.

WHEREAS, RIAC conducted a Consultant Selection process for design and construction management services for the Aircraft Hangar, FBO Terminal and Two-Story Office Facility Project at Quonset Airport, referred to as Construction of LPH-1 in the budget

**document, 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 five
proposals and ranked Earth Tech Architecture as the top firm
followed by Hoyle Tanner Associates to perform design and
construction management services associated with this project; and**

**WHEREAS, the project has been budgeted in the amount of
\$4,326,000 and this Professional Services Agreement (PSA) will be
funded through the 2005 Airport Revenue Bond Fund.**

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

**That the Board hereby authorizes the President and CEO, or his
designee, to negotiate and execute a Professional Services
Agreement with Earth Tech Architecture to provide design and
construction management services for the Aircraft Hangar, FBO
Terminal and Two-Story Office Facility Project at Quonset Airport in
an amount not-to-exceed \$648,900.**

inance and Audit Committee Report:

There was no report.

Compensation Committee Report:

Mr. Sangster reported that there was no meeting in the month of March.

Action Item:

Consideration of and Action Upon Appointment of the Rhode Island Airport Corporation Purchasing Agent.

Mr. Schattle reported that day to day purchasing responsibilities have been assigned to Mr. Doyle, and in line with the Corporation's Procurement Rules, he is also being appointed as Purchasing Agent.

A motion was made by Mr. Sangster and seconded by Mr. Forte to approve the following resolution:

WHEREAS, the Corporation adopted Procurement Rules on April 27, 1994, which were subsequently amended on April 29, 2002, and March 26, 2003; and

WHEREAS, Section 3.1.2 of the Procurement Rules require that within RIAC there shall be a Purchasing Agent appointed by the RIAC Executive Director (now the President and CEO) with the approval of

the RIAC Board of Directors; and

WHEREAS, the current Purchasing Agent is Mr. Brian Schattle, but purchasing responsibilities have been reassigned to Mr. Jason Doyle, Corporate Controller; and

WHEREAS, pursuant to Section 3.1.2 of the RIAC Procurement Rules, Mark P. Brewer, A.A.E., the President and CEO, has appointed Mr. Jason Doyle, Corporate Controller, to be the RIAC Purchasing Agent.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

Pursuant to Section 3.1.2 of the RIAC Procurement Rules, the RIAC Board of Directors hereby approves the appointment of Mr. Jason Doyle, as the RIAC Purchasing Agent. He shall perform the duties and responsibilities of Purchasing Agent, as set forth in the RIAC Procurement Rules, as adopted on April 27, 1994, and subsequently amended on April 29, 2002 and March 26, 2003.

The motion was passed unanimously.

In accordance with R.I.G.L. § 42-46-6(b), a motion was made by Mr. Forte and seconded by Dr. Hittner to amend the meeting agenda to add an update on the pending Clarke litigation during Executive Session as a discussion item for informational purposes only.

The motion was passed unanimously.

Executive Session:

Discussion Related to Investment of Public Funds (Intermodal and Westerly Police Station) – R.I.G.L. § 42-46-5(a)(7).

Discussion Related to Potential and Pending Litigation (RIPDES, Parking and Clarke) - R.I.G.L. § 42-46-5(a)(2).

At approximately 9:15 a.m., a motion was made by Mr. Traficante and seconded by Mr. Forte to go into Executive Session. By the following vote, the motion was passed unanimously.

YEAS: James Rosati

James Forte

Joseph Larisa

Robert Sangster

Dr. Kathleen Hittner

Michael Traficante

NAYS: None

At approximately 10:28 a.m., a motion was made by Mr. Traficante to reconvene to the Open Session. The motion was seconded by Dr. Hittner. The motion was passed unanimously.

During the Executive Session there was a vote on a lease agreement with the Town of Westerly. A motion was made by Mr. Larisa and seconded by Mr. Traficante to authorize RIAC's President and CEO to enter into a lease agreement with the Town of Westerly for a term not to exceed that authorized by the Rhode Island General Assembly subject to all applicable rules and regulations of the Federal Aviation Administration. The motion was passed unanimously.

10. Future Meetings:

The next meeting will be held on Wednesday, April 19, 2006 at 4:00 p.m., in the Mary Brennan Board Room, T. F. Green Airport, 2000 Post Road, Warwick, Rhode Island.

11. Adjournment:

Mr. Larisa moved to adjourn at approximately 10:30 a.m. Mr. Traficante 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

MARCH 20, 2006

NAME AFFILIATION

Patti Goldstein RIAC

Mel Einhorn RIAC

Doug Dansereau RIAC

Jason Doyle RIAC

Brenda Pope RIAC

Billy Cox RIAC

David Cloutier RIAC

Ahmed Shihadeh RIAC

Liberty Luciano RIAC

Steve Tibbetts Landmark Aviation

Meredith Holderbaum RI Senate Fiscal Office

Barry Levin Auditor General's Office

Don Pillsbury RIPA

Sue Pillsbury RIPA

John Ball Edwards & Kelcey

Tom Cabana Edwards & Kelcey

Jim Capaldi RIDOT

Edward Szymanski RIDOT

J. Michael Bennett RIDOT

**MINUTES OF THE EXECUTIVE SESSION
OF THE RHODE ISLAND AIRPORT CORPORATION**

BOARD OF DIRECTORS MEETING ON MARCH 20, 2006

- 1. At approximately 9:15 a.m., a motion was made by Mr. Traficante and seconded by Mr. Forte to go into Executive Session. The motion was passed unanimously.**
- 2. Mr. Capaldi, Director of RIDOT, and representatives from Edwards & Kelcey gave an overview of the Intermodal project for context relative to the ongoing negotiations. Mr. Licht updated the Board on Intermodal negotiations.**
- 3. Board Members, Legal Counsel, and Corporation Personnel discussed terms of a lease agreement with the Town of Westerly. A motion was made by Mr. Larisa and seconded by Mr. Traficante to authorize RIAC's President and CEO to enter into a lease agreement with the Town of Westerly for a term not to exceed that authorized by the Rhode Island General Assembly subject to all applicable rules and regulations of the Federal Aviation Administration. The motion was passed unanimously.**
- 4. Mr. Frazier gave an update on the RIPDES litigation, the parking litigation, and an overview of the Clarke litigation.**

At approximately 10:28 a.m., a motion was made by Mr. Traficante to reconvene to the Open Session. The motion was seconded by Dr. Hittner. By the following roll call vote, the motion was passed

unanimously.

YEAS: James Rosati

James Forte

Joseph Larisa

Robert Sangster

Dr. Kathleen Hittner

Michael Traficante

NAYS: None

Respectfully submitted,

James V. Rosati, Chairman

Rhode Island Airport Corporation