

**MINUTES OF MEETING**

**RHODE ISLAND AIRPORT CORPORATION**

**BOARD OF DIRECTORS**

**WEDNESDAY, SEPTEMBER 19, 2007**

**4:00 P.M.**

**IN THE MARY BRENNAN BOARD ROOM**

**T. F. GREEN AIRPORT**

**2000 POST ROAD, WARWICK, RHODE ISLAND**

**The meeting of the Rhode Island Airport Corporation (“Corporation”) Board of Directors was called to order by Chair, Kathleen C. Hittner, M.D., at 4:00 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.**

**BOARD MEMBERS PRESENT: Kathleen Hittner, M.D.; James Forte; Robert D. Sangster; Joseph Larisa; Russell Hahn.**

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

**ALSO PRESENT: Mark P. Brewer, A.A.E., President and CEO; Peter Frazier, General Counsel; Brian C. Schattle, Chief Financial Officer; and those members listed on the attendance sheet attached hereto.**

**1. Approval of the Minutes:**

**A motion was made by Mr. Hahn and seconded by Mr. Sangster to approve the minutes of the Board Meeting of August 15, 2007. The motion was passed unanimously.**

**2. Open Forum:**

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

**3. Report from Chair, Board of Directors:**

**There was no report.**

**4. Report from President and CEO:**

**Mr. Brewer reported that passenger numbers for the month of August were up 0.36% but were still down 4.63% year to date.**

**Mr. Brewer reported that he had accepted a Grant, AIP 3-44-0003-82-2007, which was the \$3.6 million federal share for the Environmental Impact Statement.**

**Mr. Brewer gave an overview of the emergency drill scheduled for September 27, 2007.**

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

**Mr. Forte reported that the Committee had met at 2:00 p.m, and he noted that he had recently signed the following Change Order:**

**Fuss & O'Neill PVD - North Ramp Catch Basins Provide Construction Oversight Services \$ 66,896.15**

#### **6. Consent Agenda:**

**Mr. Forte reported that there were items on the consent agenda for approval by the Board, but that item 6 (g) Consideration of and Action Upon Approval of a Construction Contract for the North Ramp Basin Improvements Project at T. F. Green Airport was being removed from the consent agenda as Mr. Hahn was recusing himself from voting on this issue.**

**A motion was made by Mr. Sangster and seconded by Mr. Forte to approve items 6(a) through 6(f) on the consent agenda. The motion was passed unanimously**

**(a) Consideration of and Action Upon Approval to Amend the Acquire Off-Airport Easements Project Scope at Westerly Airport AND Consideration of and Action Upon Approval of a Consultant Task Order to Acquire Property Located in the Runway Protection Zone at Westerly Airport.**

**WHEREAS, in May 2001, RIAC purchased an avigation easement over 8 Links Passage which is located in the Runway Protection Zone (RPZ) at Westerly Airport; and**

**WHEREAS, a condition in the Easement Agreement states, “Grantee shall not remove any trees or other landscaping without first obtaining Grantor’s approval of a plan for replacement landscaping...”: and**

**WHEREAS, RIAC has submitted several landscaping plans to the Property owner, all of which have been declined; and**

**WHEREAS, based on this impasse and the eligibility of this project, RIAC staff recommends that the Property be acquired utilizing funds from the Acquire Off-Airport Easements project at Westerly Airport; and**

**WHEREAS, the FAA has confirmed that the Property’s obstructions are located within the RPZ and the property is eligible for acquisition under the Uniform Relocation Act; and**

**WHEREAS, this project is included in the proposed Fiscal Year 2008 Capital Improvement Program (CIP) budget in the amount of \$1,179,207; and**

**WHEREAS, the FAA has approved the use of funds under AIP No.**

**3-44-0005-15-2005 to reimburse 95% of the costs associated with this acquisition.**

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

**That the Board hereby authorizes the President and CEO, or his designee, to amend the current scope of the Acquire Off-Airport Easements Project at Westerly Airport to include the acquisition of 8 Links Passage which is located in the Runway Protection Zone.**

**WHEREAS, the Rhode Island Airport Corporation (RIAC) entered into a Professional Services Agreement (PSA) with O R Colan Associates of FL, LLC (O R Colan) to provide on-call land acquisition and relocation services for noise mitigation and aviation easement acquisition for obstruction removal; and**

**WHEREAS, RIAC has obtained all the easements possible under the Acquire Off-Airport Easements Project and is utilizing the remaining funds under this project to acquire 8 Links Passage which is located in the Runway Protection Zone (RPZ) at Westerly Airport; and**

**WHEREAS, RIAC has received a scope and fee from O R Colan to provide acquisition and relocation services associated with this parcel in the amount of \$57,128; and**

**WHEREAS, remaining funds in the Acquire Off-Airport Easements**

**Project at Westerly Airport will be utilized to purchase this parcel; and**

**WHEREAS, this project is included in the proposed Fiscal Year 2008 Capital Improvement Program (CIP) budget in the amount of \$1,179,207; and**

**WHEREAS, this Task Order will be funded 95% (\$54,272) through the Federal Aviation Administration (FAA) under AIP No. 3-44-0005-15-2005 with RIAC's 5% (\$2,856) matching share funded through the General Purpose Fund.**

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

**That the Board hereby authorizes the President and CEO, or his designee, to execute a Task Order with O R Colan of FL, LLC for acquisition and relocation services associated with 8 Links Passage for Westerly Airport in the amount of \$57,128.**

**(b) Consideration of and Action Upon Approval to Enter into a Contract with UNICCO Integrated Facilities Services to Provide Janitorial Services at T. F. Green Airport.**

**WHEREAS, the Rhode Island Airport Corporation (RIAC) is responsible for the maintenance and operation of airport facilities at T. F. Green Airport; and**

**WHEREAS, the approved Fiscal Year 2008 Operating and Maintenance (O&M) budget includes \$1,060,000 for Janitorial Services; and**

**WHEREAS, the unfavorable variance for the months of November 2007 through June 2008 will result in an unbudgeted expense of approximately \$240,000 for fiscal year 2008; and**

**WHEREAS, in June 2007, RIAC issued a Request for Proposals (RFP) for Janitorial Services for the facilities at T. F. Green Airport; and**

**WHEREAS, timely responses were received from the following seven firms: ABM Janitorial Services (ABM), AM/PM Cleaning Corporation, Hurley of America, Inc., Olympus Building Services, Inc., One Source Facility Services, Inc. (One Source), Triangle Services, Inc, and UNICCO Integrated Facilities Services (UNICCO); and**

**WHEREAS, RIAC formed a Selection Committee (Committee) comprised of: Joe DaSilva, AVP Building Maintenance; Dave Cloutier, AVP Commercial Programs; Keith Holmander, Manager of Building Maintenance; Beth Tetreault, Procurement Specialist and John Davis of Delta Airlines; and**

**WHEREAS, the Committee individually reviewed and ranked the seven submissions and short listed ABM, One Source and UNICCO; and**

**WHEREAS, the short listed firms were interviewed by the Committee on August 8, 2007; and**

**WHEREAS, the Committee individually scored the candidates based on the selection criteria identified in the RFP and selected UNICCO as the best candidate to provide Janitorial Services for facilities at T. F. Green Airport; and**

**WHEREAS, the initial term of the contract will be for one year starting November 1, 2007, the term may be extended for up to two additional one-year terms at the sole discretion of RIAC; and**

**WHEREAS, the total fee for the term of the contract is expected to be \$1,421,902 in year one, \$1,478,778 in the first option year, and \$1,537,929 in the second option year for a total contract value of \$4,438,609 over three years.**

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

**That the Board authorizes the President and CEO, or his designee, to negotiate and execute a Contract with UNICCO Integrated Facilities Services to provide Janitorial Services at T. F. Green Airport for a one-year contract with two one-year extensions in an amount not-to-exceed \$4,438,610 through Fiscal Year 2010.**

**(c) Consideration of and Action Upon Approval to Enter into an Airport Baggage Handling System Resident Operations and Maintenance Agreement at T. F. Green Airport.**

**WHEREAS, the Rhode Island Airport Corporation (RIAC) is responsible for the maintenance and operation of airport facilities at T. F. Green Airport; and**

**WHEREAS, it has been determined that there is a need for Baggage Handling System (BHS) Operations and Maintenance Services for the New Outbound Passenger In-Line Explosive Detection System (EDS) Baggage Handling System at T. F. Green Airport; and**

**WHEREAS, the approved Fiscal Year 2008 Operating and Maintenance (O&M) budget includes \$1,395,980 for a partial year of these services; and**

**WHEREAS, the Board of Directors approved the selection of Linc Facility Services, LLC (Linc) to provide BHS Operations and Maintenance services for the New Outbound Passenger In-Line Explosive Detection System (EDS) Baggage Handling System at T. F. Green Airport at the May 2007 Board meeting; and**

**WHEREAS, RIAC staff have conducted negotiations with Linc on an Airport Baggage Handling System Resident Operations and Maintenance Program Agreement (Agreement); and**

**WHEREAS, the initial term of the Agreement is for three years with one additional two-year option; and**

**WHEREAS, the management fee for the full term including option years is not-to-exceed \$744,791; and**

**WHEREAS, Linc will charge all necessary and direct expenses to operate and maintain the BHS and the management fee to RIAC on a monthly basis.**

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

**That the Board authorizes the President and CEO, or his designee, to enter into an Airport Baggage Handling System Resident Operations and Maintenance Program Agreement with an initial term of three years and one additional two year option with Linc Facility Services, LLC with a management fee not-to-exceed \$744,791 and all direct operating costs charged to RIAC.**

**(d) Consideration of and Action Upon Approval of a Contract Award for Natural Gas Supplies and Inclusion in the State of Rhode Island Natural Gas Purchase Pool Associated with 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 natural gas for heating purposes; and**

**WHEREAS, the approved Fiscal Year 2008 Operating and Maintenance (O&M) budget includes \$550,000 for the purchase and transmission of this commodity; and**

**WHEREAS, the use of Cooperative Contracts is allowed under Section 2.2.2.5 of RIAC's Procurement Rules including the use of Master Price Agreements (MPA); and**

**WHEREAS, Under MPA #233, the State of Rhode Island (the State) awarded a contract for the purchase and transmission of natural gas to Hess Corp (Hess) for an initial term of three years commencing November 1, 2006, with options for four additional twelve month terms; and**

**WHEREAS, RIAC will contract with Hess for the final two years of the initial term of the contract which will expire on October 31, 2009; and**

**WHEREAS, RIAC will "pool" its demand requirements with the State and its subdivisions and lock in its future pricing from time to time as it is deemed to be economically beneficial.**

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

**That the Board hereby authorizes the President and CEO, or his designee, to:**

**1. Execute a contract with Hess Corp under the State of Rhode Island's Master Price Agreement #233 for the purchase and transmission of natural gas through October 31, 2009, with four additional twelve month option terms; and**

**2. Join the State of Rhode Island's natural gas purchasing pool to leverage combined demand requirements and lock in future pricing from time to time to as it is deemed to be economically beneficial.**

**(e) Consideration of and Action Upon Approval to Enter into a Contract to Provide Landscape Services at T. F. Green Airport.**

**WHEREAS, the Rhode Island Airport Corporation (RIAC) is responsible for the maintenance and operation of airport facilities at T. F. Green Airport; and**

**WHEREAS, the approved Fiscal Year 2008 Operating and Maintenance (O&M) budget includes \$51,800 for landscape services which includes the fall cleanup, spring cleanup and other landscape services through June 2008; and**

**WHEREAS, in June 2007, RIAC issued a Request for Proposals (RFP) for landscape services for the facilities at T. F. Green Airport; and**

**WHEREAS, timely responses were received from the following three firms: Central Nurseries, Inc. (Central), Shalvey Bros Landscape, Inc. and Oak Hill Farm, LLC; and**

**WHEREAS, RIAC formed a Selection Committee (Committee) comprised of: Dave Edwards, AVP Operations and Maintenance; Guy DeCristofaro, Manager of Airfield Maintenance and Beth Tetreault, Procurement Specialist; and**

**WHEREAS, the Committee individually scored the candidates based on the selection criteria identified in the RFP and selected Central as the best candidate to provide landscape services for facilities at T. F. Green Airport; and**

**WHEREAS, the initial term of the Professional Services Agreement will be a fifteen month period commencing October, 1 2007, to include the initial transition, fall cleanup and other landscape services through December 31, 2008; and**

**WHEREAS, the term may be extended for up to two additional one-year terms, at the sole discretion of RIAC; and**

**WHEREAS, the fee for these services is not-to-exceed \$62,160 for the**

**initial fifteen month term, \$52,224 for the first option year and \$54,840 for the second option year resulting in a total contract value not-to-exceed \$169,224 over three years.**

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

**That the Board authorizes the President and CEO, or his designee, to negotiate and execute a Professional Services Agreement with Central Nurseries, Inc. to provide landscape services at T. F. Green Airport for an initial fifteen month period with two one-year options, at RIAC's sole discretion, in an amount not-to-exceed \$169,224 through December 2010.**

**(f) Consideration of and Action Upon Approval of a Change Order to Increase the Guaranteed Maximum Price (GMP) Agreement with Skanska USA Building, Inc., for the Terminal Security Project at T. F. Green Airport.**

**WHEREAS, the Rhode Island Airport Corporation (RIAC) has entered into a Guaranteed Maximum Price Agreement (GMP) with Skanska USA Building, Inc. (Skanska) to provide Construction Management at Risk Services for the Terminal Security Project; and**

**WHEREAS, the Terminal Security Project is included in the approved RIAC Fiscal Year 2008 Capital Improvement Program (CIP) budget in the amount of \$83.532 million; and**

**WHEREAS, modifications to the footings and utilities on the South side apron area to accommodate the vertical circulation core for access to the Intermodal Facility Skywalk would best occur as part of this project; and**

**WHEREAS, this work has a direct benefit to the Intermodal Project; and**

**WHEREAS, since issuing the GMP, RIAC has authorized 23 change orders totaling \$2,350,645, bringing the total amount of the GMP to \$70,513,345 before this proposed Change Order; and**

**WHEREAS, RIAC approved a Construction Change Directive (CCD) on November 8, 2006, in the amount of \$40,000, while final negotiations were taking place for this work; and**

**WHEREAS, the total negotiated cost associated with this work is \$120,839; and**

**WHEREAS, this additional work will be reimbursed with funds from the Intermodal Project budget.**

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

**That the Board hereby authorizes the President and CEO, or his**

**designee, to execute a Change Order to increase the GMP with Skanska for the Terminal Security Project to make necessary construction modifications and improvements to accommodate the Intermodal Project in an amount of \$120,839.**

**7. Action Item:**

**(a) Consideration of and Action Upon Approval of a Construction Contract for the North Ramp Catch Basin Improvements Project at T. F. Green Airport.**

**Mr. Hahn recused himself from voting on this contract.**

**A motion was made by Mr. Sangster and seconded by Mr. Forte to approve the following resolution. By the following roll call vote the motion was passed by four in the affirmative, with one member recusing himself from the vote.**

**YEAS: Kathleen Hittner. M.D.**

**James Forte**

**Robert D. Sangster**

**Joseph Larisa**

**NAYS: None**

**RECUSED: Russell Hahn**

**WHEREAS, the Rhode Island Airport Corporation (RIAC) is responsible for the maintenance and operation of airport facilities at T. F. Green Airport; and**

**WHEREAS, the North Ramp Catch Basin Repairs project is included in the approved Fiscal Year 2008 Capital Improvement Program (CIP) budget in the amount of \$1.5 million; and**

**WHEREAS, a competitive bidding process was undertaken according to RIAC's procurement rules for the North Ramp Catch Basin Repairs Project at T. F. Green Airport; and**

**WHEREAS, on August 22, 2007, bids were received from J H Lynch & Sons, Inc. (Lynch) in the amount of \$503,250, D'Ambra Construction in the amount of \$540,000 and Cardi Corporation in the amount of \$586,950; and**

**WHEREAS, the firm of Fuss & O'Neill, Inc. (F&O), serving as RIAC's design consultant for this project, determined that Lynch submitted the lowest responsive bid; and**

**WHEREAS, F&O recommends that Lynch be awarded the construction contract for this project and RIAC staff concurs; and**

**WHEREAS, this contract will initially be funded through the General**

**Purpose Fund with reimbursement from the proposed Fiscal Year 2008 bond issuance; and**

**WHEREAS, RIAC and the Rhode Island Economic Development Corporation have passed inducement resolutions in April 2007, pursuant to Treasury Regulation § 1.150-2, to allow for the reimbursement of certain expenditures, such as this project, prior to the issuance of the proposed Fiscal Year 2008 bond.**

**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 J H Lynch & Sons, Inc. for the North Ramp Catch Basin Improvements Project at T. F. Green Airport in the amount of \$503,250.**

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

**Mr. Schattle gave the report in Mr. Cianciolo's absence.**

**Mr. Schattle reported that Fitch had recently affirmed the Corporation's A rating on existing bonds. Mr. Larisa asked how this rating compared with other airports in the region. Mr. Brewer reported that Manchester also has an A rating.**

**Mr. Schattle reported that the Corporation is working with the broker**

**on Directors and Officers Insurance.**

**Mr. Schattle reported that there was one item for approval by the Board.**

**(a) Consideration of and Action Upon Audited Financial Statements.**

**Mr. Schattle gave an overview of the statements indicating that the Corporation had received a clean opinion with no material weaknesses noted. Discussion focused on parking revenues, operating revenues and expenses and the reporting of existing GO debt.**

**A motion was made by Mr. Hahn and seconded by Mr. Forte to approve the Financial Statements in substantially the form presented to the Board. The motion was passed unanimously.**

**9. Human Resources Committee Report:**

**Mr. Sangster reported that the Committee had met prior to the meeting and had received a presentation on the progress of the FY 07 Action Plans. Mr. Sangster noted that the FY 08 Action Plans will be reviewed by the Committee at the next meeting.**

**10. Action Item:**

**(a) Consideration of and Action Upon New Committee Structure.**

**It was noted that the Committee Structure had been amended to add Mr. Hahn as a member of the Finance and Audit Committee, and as an alternate to the Human Resources Committee. No formal Board action is required on this item.**

**11. Executive Session:**

**(a) Pending Litigation (Parking, and RIPDES) and Potential Litigation (EIS and Two Non-Public Matters) - R.I.G.L. § 42-46-5(a)(2).**

**(b) Investment of Public Funds Where Premature Disclosure Would be Detrimental to the Public Interest (Contract Negotiations Re: Intermodal Project) - R.I.G.L. § 42-46-5(a)(7).**

**At approximately 4:25 p.m., a motion was made by Mr. Hahn and seconded by Mr. Forte to go into Executive Session. By the following roll call vote the motion was passed unanimously.**

**YEAS: Kathleen Hittner, M.D.**

**James Forte**

**Joseph Larisa**

**Robert Sangster**

**Russell Hahn**

**NAYS: None**

**ABSTAIN: None**

**At approximately 6:00 p.m., a motion was made by Mr. Forte and seconded by Mr. Sangster to reconvene to the Open Session. The motion was passed unanimously.**

**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. § 42-46-4. By the following roll call vote the motion was passed unanimously.**

**YEAS: Kathleen Hittner, M.D.**

**James Forte**

**Joseph Larisa**

**Robert D. Sangster**

**Russell Hahn**

**NAYS: None**

**ABSTAIN: None**

**12. Future Meetings:**

**The next meeting will be held on Wednesday, October 31, at 3:00 p.m., in the Mary Brennan Board Room, T. F. Green Airport, 2000 Post Road, Warwick, Rhode Island.**

**13. Adjournment:**

**At approximately 6:05 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**

**ATTENDANCE SHEET**

**RHODE ISLAND AIRPORT CORPORATION**

**BOARD OF DIRECTORS MEETING**

**SEPTEMBER 19, 2007**

**NAME      AFFILIATION**

**Doug Dansereau RIAC**

**Patti Goldstein RIAC**

**Bruce Wilde RIAC**

**Jason Doyle RIAC**

**Brenda Pope RIAC**

**Dave Edwards RIAC**

**Ahmed Shihadeh RIAC**

**Richard Licht Tillinghast Licht**

**John Tarantino AP&S**

**Robert Goff New England Parking**

**Nat King Tylin/Gilbane**

**Michael Zarum Citizen**

**Roxana Rivera SEIU Local 615**

**Alex Karoff-Hunger SEIU Local 615**

**The minutes of the Executive Session of the Board of Directors Meeting of September 19, 2007 have been sealed in accordance with R.I.G.L. § 42-46-4.**