

**MINUTES OF SPECIAL MEETING
RHODE ISLAND AIRPORT CORPORATION
BOARD OF DIRECTORS
FRIDAY, MARCH 7, 2008
AT 9:30 A.M.
IN THE MARY BRENNAN BOARD ROOM
T. F. GREEN AIRPORT, 2000 POST ROAD
WARWICK, RHODE ISLAND**

The Special Meeting of the Rhode Island Airport Corporation (i§Corporationi”) Board of Directors was called to order by Chair, Kathleen C. Hittner, M.D., at 9:30 a.m., in the Mary Brennan Board Room, at 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.

BOARD MEMBERS ABSENT: Joseph Cianciolo; Michael Traficante; Russell Hahn.

ALSO PRESENT: Kevin A. Dillon, A.A.E., President and CEO; Peter A. Frazier, General Counsel; Brian C. Schattle, Chief Financial Officer; Ann L. Clarke, Senior Vice President of Planning, Engineering and Environment; and those listed on the attendance sheet attached

hereto.

1. Executive Session:

(a) Investment of Public Funds Where Premature Disclosure Would Be Detrimental to the Public Interest (Intermodal and Fuel Farm Contract Negotiations) ;V R.I.G.L. ;± 42-46-5(a)(7).

At approximately 9:31 a.m., a motion was made by Mr. Forte and seconded by Mr. Sangster to go into Executive Session pursuant to R. I.G. L. ;± 42-46-5(a)(7). By the following roll call vote the motion was passed unanimously.

YEAS: Kathleen Hittner, MD

James Forte

Robert D. Sangster

Joseph Larisa

NAYS: None

At approximately 10:02 a.m. a motion was made by Mr. Forte to reconvene to the Open Session. The motion was seconded by Mr. Sangster. The motion was passed unanimously.

2. Action Item:

(a) Consideration of and Action Upon Access Agreement for Intermodal Project.

Public action on this matter was deferred pending further negotiation.

(b) Consideration of and Action Upon Fuel/Gasoline/Glycol Facilities Lease at T. F. Green Airport.

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

WHEREAS, the Rhode Island Airport Corporation (i§RIACi”) owns a Fuel, Gasoline and Glycol Blending Facility (the i§Facilitiesi”) for the receipt, storage, delivery, distribution, handling and dispensing of fuel, gasoline and glycol for aircraft and ground services equipment (i§Fueling/Glycol Servicesi”), which is located on 2.39 acres at T.F. Green State Airport (the i§Airporti”); and

WHEREAS, the current agreement with Northstar Aviation Inc. to operate the Fuel and Gasoline Facilities expires on March 31, 2008. RIAC has determined that operational control of Fueling/Glycol Services is most properly vested with the airlines and has negotiated financial terms that are consistent with the most recent contractual arrangements.

WHEREAS, the airlines at the Airport are forming a limited liability

company (PVD Facilities, LLC) with the intent of entering into an agreement with RIAC for the purposes of overseeing and operating the Facilities through a third party Facilities Operator; and

WHEREAS, at the February 2008 Board meeting, the RIAC Board authorized the execution of an Agreement with PVD Facilities, LLC containing the following terms and conditions:

1. The term of the agreement will be five years with an additional five year option contingent on mutually acceptable financial terms for the option period;

2. For the first five years of the agreement, RIAC will receive a minimum annual guarantee of \$750,000, calculated at \$0.02 per gallon for the first 37,500,000 gallons of Jet-A delivered annually through the Facility, plus \$0.0125 per gallon for each gallon thereafter. During the fourth year of the agreement, the financial terms will be negotiated for the five year option, but shall not be less than the terms of the first five years;

3. PVD Facilities, LLC may enter into an agreement with a third party Facilities Operator, based on the issuance of a comprehensive Request for Proposals for a Facilities Operator and a fair and equitable selection process, and in conjunction therewith may delegate its rights and obligations (but without releasing its liabilities for performance of its obligations) under the agreement to the Facilities Operator selected by PVD Facilities, LLC;

4. Airline members of PVD Facilities, LLC will have the right to solicit

and hire a company or companies to provide into-plane fueling services for their aircraft and such into-plane fueling service provider shall have the right to access the Facilities;

5. All repairs, maintenance, capital and structural expenses, insurance, taxes, and any other expense associated with the Facilities will be paid by PVD Facilities, LLC; and

WHEREAS, term 2 stated above has been updated to reflect the following:

„X For the first five years of the agreement, PVD Facilities, LLC will pay \$0.02 per gallon based on 37,500,000 gallons of Jet-A delivered annually through the existing fuel facilities at T.F. Green with guaranteed annual system wide revenue of \$750,000 for 37,500,000 gallons or less. Once the system wide total gallons exceed 37,500,000 gallons the rate will be \$0.0125 per gallon commencing on the first day of the next month for the remainder of the fiscal year.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board of Directors hereby authorizes the President and CEO, or his designee, to execute the Agreement with PVD Facilities, LLC containing the updated terms and conditions consistent with the summary above.

The motion was passed unanimously.

A motion was made by Mr. Forte and seconded by Mr. Larisa 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

Robert D. Sangster

Joseph Larisa

NAYS: None

ABSTAIN: None

3. Future Meetings:

The next meeting will be held on Wednesday, March 19, 2008, at 4:00 p.m., in the Mary Brennan Board Room at 2000 Post Road, Warwick, Rhode Island.

4. Adjournment:

At approximately 10:11 a.m. a motion was made by Mr. Forte and seconded by Mr. Larisa to adjourn the meeting. The motion was passed unanimously.

Respectfully submitted,

Kathleen C. Hittner, M.D. Chair

Rhode Island Airport Corporation

ATTENDANCE SHEET

SPECIAL MEETING OF THE

RHODE ISLAND AIRPORT CORPORATION

BOARD OF DIRECTORS

MARCH 7, 2008

Name Affiliation

Patti Goldstein RIAC

Doug Dansereau RIAC

Bruce Wilde RIAC

The minutes of the Executive Session of the Special Board of Directors Meeting of March 7, 2008 have been sealed in accordance with R.I.G.L. § 42-46-4.