

**MINUTES OF MEETING**

**RHODE ISLAND AIRPORT CORPORATION**

**BOARD OF DIRECTORS**

**WEDNESDAY, NOVEMBER 18, 2009, AT 4:00 PM**

**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, at 4:00 p.m., in the Mary Brennan Board Room at 2000 Post Road, Warwick, Rhode Island, in accordance with the notice duly posted pursuant to the Open Meetings Law.

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

**BOARD MEMBERS ABSENT:** Joseph Cianciolo.

**ALSO PRESENT:** Kevin A. Dillon, A.A.E., President and CEO; 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. Traficante to

**approve the minutes of the Board Meeting of October 21, 2009. 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 President and CEO:**

**Mr. Dillon gave an update of operations at the General Aviation Airports, noting that total operations were down 4.63%. Mr. Dillon reported, however, that total fuel sales were up 10.59% and this was attributed to positive fuel sales at both Quonset and North Central Airports. Mr. Dillon gave an overview of operations for each airport and also an update on construction projects both projected and underway.**

**Mr. Dillon reported that passenger traffic at T. F. Green Airport for October was down 11.22% and 7.24% year to date. Mr. Dillon noted that this was the first month that there was not a direct correlation to a drop in capacity. However, he noted that there are signs of recovery in the industry which he will continue to monitor. Mr. Larisa asked how other airports in the region were faring, and Mr. Dillon reported that Logan has started to see an increase in capacity.**

**Mr. Dillon reported that the focus continues to be on Air Service Marketing including several trips to visit airlines which currently serve T. F. Green and airlines potentially interested in starting service here.**

**Mr. Dillon reported that RIAC had entered the social networking arena and now has a Facebook page which is being monitored and updated by staff in the Public Affairs department.**

**Mr. Dillon reported that the Aviation Expo which was held on October 28, 2009, had been well received by schools in the community.**

**Mr. Dillon gave an overview of several community events he had attended and reported that he will be continuing to meet with groups as requested. Mr. Dillon noted that RIAC will be hosting a number of meetings in the community to provide updates to neighbors on the EIS and other airport projects. There was specific discussion on the type of information to be provided at the meetings and Mr. Dillon noted that all information will be explained in general terms as it is still tentative. Mr. Sangster asked if the FAA will be in attendance at the meetings. Mr. Dillon stated that the FAA will be invited to attend.**

**Mr. Dillon reported that he had recently reviewed the first quarter budget results and as a result the staff had been asked to re-focus on managing expenses. Mr. Dillon noted that the Finance and Audit Committee will receive a full briefing on the results on November 30,**

**2009.**

**Dr. Hittner reported that planning is underway for a Board Strategic Planning Session which will look at roles and responsibilities of Board Members, policies and procedures and committee structure, among other things. Dr. Hittner reported that Mr. Dillon had recommended a facilitator, Gale Gifford, for the session. An appointment will be scheduled for Dr. Hittner to meet with Ms. Gifford and Dr. Hittner suggested that Mr. Sangster meet with Ms. Gifford also. The timeline for the Strategic Planning Session is the end of January.**

**Mr. Dillon gave a brief overview of preparations for the upcoming Thanksgiving holiday. WPRO, and specifically the John DePetro and Buddy Cianci shows, will be broadcasting live from the terminal on Wednesday, November 25, 2009, and a local singer and guitar player will be providing entertainment in the terminal from 3:30 pm to 5:30 pm on the same date.**

**Mr. Langseth, representing the Greenwich Bay Watershed, asked for the opportunity to address the Board in an open forum as he had arrived at the meeting after that item on the agenda.**

#### **4. Open Forum:**

**Mr. Langseth gave an overview of an initiative presented to the City**

**Council which would bring parties involved in the Intermodal together in a round table to discuss economic development as it relates to the project. Mr. Langseth requested RIAC's support of this effort. The Board thanked Mr. Langseth for his comments.**

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

**Mr. Forte reported that he had signed the following Change Order:**

<b>Company Project</b>	<b>Description</b>	<b>Cost</b>
<b>Gilbane PVD</b>	<b>– Intermodal Change Order</b>	<b>\$80,863.00</b>

**Mr. Forte reported that there were action items on the agenda for approval by the Board.**

## **6. Action Items:**

**(a) Consideration of and Action Upon Approval to Enter Into a Project Initiative with Amtrak Under the Force Account Agreement for the Warwick Intermodal Facility at T. F. Green Airport.**

**Mr. Dillon gave an overview of the Project Initiative. Mr. Larisa asked if this was the last Project Initiative for Amtrak and whether it was over budget. Mr. Dillon noted that there would be one more for Amtrak in December which is programmed to come out of the**

**owner's contingency. There was brief discussion of the funding mechanism for this project. Mr. Dillon reported that the recommendation is that the Board authorize the President and CEO, or his designee, to execute a Project Initiative with Amtrak to perform services required for the fabrication and installation of the Central Instrument House located at the Post Interlocking, subject to Rhode Island Department of Transportation and Federal Highway Administration approval.**

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

**WHEREAS, the Rhode Island Airport Corporation (RIAC) Board approved a Force Account Agreement with Amtrak on July 28, 2008 to provide various Safety, Protection, Engineering and Contractor Services related to the construction of the Intermodal Facility at T. F. Green Airport; and**

**WHEREAS, Amtrak has prepared, and RIAC has received, a Project Initiative Scope and Fee to Perform Services and Provide Equipment required for the fabrication and installation of the Central Instrument House located at the Post Interlocking; and**

**WHEREAS, RIAC staff, PB Americas Inc. (RIAC's Project Manager), Jacobs Engineering Group (Project Designer) and Rhode Island Department of Transportation (RIDOT) have reviewed the Scope and**

**Fee in an amount not to exceed \$1,266,392 for the services associated with this Project Initiative and recommend approval.**

**WHEREAS, the services that are being provided under this Project Initiative are included in the Amtrak & Related Rail Items line item of the Intermodal Facility budget.**

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

**That the Board authorizes the President and CEO, or his designee, to execute a Project Initiative with Amtrak to perform services required for the fabrication and installation of the Central Instrument House located at the Post Interlocking in an amount not to exceed \$1,266,392, subject to Rhode Island Department of Transportation and Federal Highway Administration approval.**

**The motion was passed unanimously.**

**(b) Consideration of and Action Upon Approval of a Consultant Task Order Amendment for the Warwick Intermodal Facility at T. F. Green Airport.**

**Mr. Dillon gave an overview of the task order. The recommendation is that the Board authorize the President and CEO, or his designee, to execute a Task Order Amendment with PB Americas, Inc., to provide General Oversight of Amtrak work, Field Inspection Services, and**

**Project Management Services for the Warwick Intermodal Facility Project at T. F. Green Airport subject to Rhode Island Department of Transportation and Federal Highway Administration approval.**

**A motion was made by Mr. Traficante and seconded by Mr. Hahn to approve the following resolution:**

**WHEREAS, the Rhode Island Airport Corporation (RIAC) entered into a Professional Services Agreement (PSA) dated May 1, 2007, with PB Americas, Inc. (PB) to provide Project Management Services for the Intermodal Facility at T. F. Green Airport; and**

**WHEREAS, one Task Order in the amount of \$1.9 million has been issued under this PSA; and**

**WHEREAS, there is a need for PB to provide additional services related to the Warwick Intermodal Facility Project at T. F. Green Airport to include Amtrak work oversight, field inspection services and project management and engineering services in support of the project schedule as revised in the approved GMP; and**

**WHEREAS, RIAC has negotiated a Scope and Fee with PB to provide these services in an amount not to exceed \$1.3 million; and**

**WHEREAS, this project is budgeted in RIAC's Capital Improvement Program (CIP) in the amount of \$266,995,467, with funding through**

**the Series 2006 First Lien Bond proceeds, proceeds from the Transportation Infrastructure Finance and Innovation Act (TIFIA) loan, Federal Highway Administration (FHWA) Grants, State of Rhode Island Grants and Customer Facility Charges (CFCs).**

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

**That the Board authorizes the President and CEO, or his designee, to execute a Task Order Amendment with PB Americas, Inc. in an amount not to exceed \$1.3 million to provide General Oversight of Amtrak work, Field Inspection Services and Project Management services for the Warwick Intermodal Facility Project at T. F. Green Airport, subject to Rhode Island Department Of Transportation and Federal Highway Administration approval.**

**The motion was passed unanimously.**

#### **7. Executive Session:**

**At approximately 4:20 p.m., a motion was made by Mr. Hahn and seconded by Mr. Traficante to go into Executive Session for the purposes of discussing the following items:**

**(a) Motion to approve Minutes of Executive Session held on September 16, 2009 and October 21, 2009 - R.I.G.L. § 42-46-5(a)(1)(2), (5) and (7); and**

**(b) Discussion Related to Three Potential Litigation Matters (Two Non-Public and EIS) – R.I.G.L. § 42-46-5(a)(2); and**

**(c) Investment of Public Funds Where Premature Disclosure Would be Detrimental to the Public Interest (Air Service Development) – R.I.G.L. § 42-46-5(a)(7); and**

**(d) Discussion Related to the Acquisition of Real Property for Public Purposes at T. F. Green Airport - R.I.G.L. § 42-46-5(a)(5); and**

**(e) Discussion Related to Job Performance - R.I.G.L. § 42-46-5(a)(1); and**

**(f) Motion to Return to Open Session.**

**In relation to item 7 (e), it was noted for the record that the effected individual(s) were notified in writing that the Board intended to convene in Executive Session to discuss their job performance and they declined to have this discussion take place in Open Session.**

**By the following roll call vote the motion was passed unanimously.**

**YEAS: Kathleen C. Hittner**

**James C. Forte**

**Robert Sangster**

**Russell Hahn**

**Michael Traficante**

**NAYS: None**

**ABSTAIN: None**

**8. Post Executive Session Actions and Announcements:**

**At approximately 5:20 p.m. a motion was made by Mr. Hahn and seconded by Mr. Sangster to reconvene to the Open Session. The motion was passed unanimously.**

**(a) Motion to Seal the Minutes of the Executive Session Held on November 18, 2009.**

**A motion was made by Mr. Hahn and seconded by Mr. Traficante 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 C. Hittner**

**James C. Forte**

**Robert Sangster**

**Russell Hahn**

**Michael Traficante**

**NAYS: None**

**ABSTAIN: None**

**(b) Report of Action Taken In Executive Session:**

**During the Executive Session the Board approved the corrected sealed minutes of the Executive Session held on September 16, 2009 meeting, and the sealed minutes of the Executive Session held on October 21, 2008. The votes were unanimous.**

**9. Future Meeting:**

**The next meeting is scheduled for Monday, December 21, 2009 at 3:30 p.m. in the Mary Brennan Board Room, at T. F. Green Airport, Warwick, Rhode Island.**

**10. Adjournment:**

**Mr. Traficante moved to adjourn the meeting at 5:25 p.m. Mr. Hahn seconded the motion. The motion was passed unanimously.**

**Respectfully submitted,**

**Kathleen C. Hittner, Chair**

**Rhode Island Airport Corporation**

**ATTENDANCE SHEET**

**RHODE ISLAND AIRPORT CORPORATION**

**BOARD OF DIRECTORS MEETING**

**NOVEMBER 18, 2009**

**NAME      AFFILIATION**

**Peter Frazier      RIAC**

**Brian Schattle      RIAC**

**Ann Clarke      RIAC**

**Patti Goldstein      RIAC**

**Bruce Wilde      RIAC**

**Alan Andrade      RIAC**

**Robert Goff      New England Parking**

**Chris McFadden      House Policy**

**Val Mendonca HNTB**

**The minutes of the Executive Session of the Board Meeting of November 18, 2009 have been sealed in accordance with R.I.G.L. § 42-46-4.**