

MINUTES OF MEETING

RHODE ISLAND AIRPORT CORPORATION

BOARD OF DIRECTORS

WEDNESDAY, MAY 16, 2012, 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, M.D., at 4:00 pm., 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; Robert D. Sangster; Michael F. Ryan; Michael A. Traficante.

BOARD MEMBER ABSENT: Joseph M. Cianciolo; Deborah M. Thomas; Bradford S. Dimeo.

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. Traficante and seconded by Mr. Ryan to

approve the minutes of the Board of Director's Meeting of March 30, 2012. 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 a brief update on air service marketing efforts, noting that discussions are ongoing with JetBlue concerning service at T. F. Green Airport.

Mr. Dillon gave an update on the MOU with the City of Warwick, noting that the City Council had lifted the legal action. Mr. Dillon noted that discussions are ongoing with the FAA on financing mechanisms for the EIS projects. There was general discussion of the projects, specifically the land acquisition program and the timeline for completion of the projects. Mr. Dillon also gave an update on discussions with CCRI concerning relocation of the ballfields.

Mr. Dillon reported that T. F. Green Airport had passed its Annual Certification Inspection, noting that the FAA inspector was very pleased with the appearance of the airport and the professionalism of

the staff.

Mr. Dillon reported that the Annual FOD Walk will be held on Saturday, May 19, 2012.

Mr. Dillon reported that the Quonset Air Traffic Control Tower is expected to be substantially complete by the end of August 2012.

Mr. Dillon reported that the RI Air National Guard Air Show will be June 16 and 17, 2012.

Mr. Dillon gave an update on the Deicer Management System noting that the 90% design documents are due the first week of June.

Mr. Dillon reported that the installation of the three new passenger boarding bridges should be completed by June 8, 2012.

Mr. Dillon gave an update on the project to install a glass wall on the second level of the terminal building. Mr. Dillon reported that the project is currently being reviewed by the State Building Commission.

Mr. Dillon reported that a parking system upgrade will start on May 19, 2012.

Mr. Dillon reported that the City of Warwick had approved the Cell Phone Lot which will be located on a corner parcel of land near

Strawberry Field Road and Post Road. Mr. Dillon noted that marketing for the lot will be included on the Corporation's website and in the airport's general advertising materials.

Mr. Dillon reported that the Corporation is conducting an analysis to determine if a Project Labor Agreement is appropriate for the EIS projects.

4. Action Items:

(a) Consideration of and Action Upon Approval of a Professional Services Agreement to Operate and Maintain the Baggage Handling System at T. F. Green Airport.

Mr. Dillon gave an overview of the agreement, noting that the company will provide services for the operation and maintenance of the outbound passenger in-line BHS at T. F. Green Airport. Mr. Dillon explained the selection process and there was general discussion of the qualifications of the selected firm, their airport experience, and their workplan. Mr. Traficante asked if there was an existing labor contract. Mr. Dillon noted that the contractor has their own employees. The recommendation is that the Board authorize the President and CEO, or his designee, to enter into a Professional Services Agreement with JBT to operate and maintain the Baggage Handling System at T. F. Green Airport for a three-year period, with the option to renew for two additional one-year terms, at RIAC's sole

discretion.

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

WHEREAS, on January 11, 2012, RIAC issued a Request for Proposals (RFP) to operate and maintain the Baggage Handling System (BHS) at T. F. Green Airport pursuant to RIAC Procurement Rules; and

WHEREAS, RIAC received eight proposals on February 29, 2012, in response to this RFP; and

WHEREAS, the Selection Committee comprised of Bruce Wilde, VP Terminal & Landside Operations; Alan Andrade, VP Operations & Maintenance; Jose DaSilva, AVP Building Maintenance; Jennifer Hawkins, Manager of Business Administration and David Rolfe, Southwest Airlines Facility Equipment Services Quality Control Manager reviewed and evaluated the proposals; and

WHEREAS, based on these evaluations, the Selection Committee selected the firms of JBT, ABM Facility Services and Elite Line Services to be interviewed for further evaluation; and

WHEREAS, based on the evaluations and presentation, the Selection Committee recommends JBT Aero Tech Service (JBT) to perform

these services; and

WHEREAS, JBT's fees for these services will not exceed \$893,405 for year one, \$899,704 for year two and \$912,397 for year three plus \$42,515 for start-up costs and \$2,748,021 over the proposed three year contract; and

WHEREAS, the fiscal year 2013 budget will be submitted to the RIAC Board of Directors in June 2012 for approval; and

WHEREAS, the proposed Fiscal Year 2013 Operating and Maintenance (O&M) budget will include \$935,920 for these services; and

WHEREAS, funding for future fiscal years will be established on an annual basis as part of the O&M budget process.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board approve the attached resolution authorizing the President and CEO, or his designee, to enter into a Professional Services Agreement with JBT to provide operate and maintain the Baggage Handling System at T. F. Green Airport for a three year period in the amount not to exceed \$2,748,021 with the option to renew for two additional one year terms at RIAC's sole discretion.

The motion was passed unanimously.

(b) Consideration of and Action Upon Approval of a Professional Services Agreement and Task Order to Clear the Runway Visual Zone and Relocate the Fuel Tanks at North Central State Airport.

Mr. Dillon gave an overview of the agreement, noting that the project will involve the relocation of the fuel tanks and parked aircraft currently located in the Runway Visual Zone for Runways 5-23 and 15-33 at North Central State Airport. The recommendation is that the Board authorize the President and CEO, or his designee, to execute a Professional Services Agreement with Fuss & O'Neill to provide consultant services for the Clear Runway Visual Zone (RVZ) and Relocate Fuel Tanks at North Central Airport project, and execute a Task Order to provide Design and Bid Phases services for this project, subject to receipt of a federal grant offer.

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

WHEREAS, On March 7, 2011, RIAC issued a Request for Proposals (RFP) to provide Design, Bid and Construction Phase Services to Clear the Runway Visual Zone and Relocate the Fuel Tanks at North Central State Airport pursuant to RIAC Procurement Rules; and

WHEREAS, RIAC received four proposals on March 28, 2011, in

response to this RFP; and

WHEREAS, the Selection Committee comprised of Ann Clarke, Sr. VP of Planning, Engineering & Environmental; Bill Cox, Manager of Business Administration and Ahmed Shihadeh, Manager of Engineering reviewed and evaluated the proposals; and

WHEREAS, based on the evaluations, the Selection Committee unanimously recommends Fuss & O'Neill (F&O) to perform these services; and

WHEREAS, subsequent to the selection, RIAC staff has worked with the FAA to secure federal funding and anticipates a federal fiscal year 2012 and 2013 grant offers to fund this project; and

WHEREAS, Paul McDonough, Vice President of Engineering and Ahmed Shihadeh, Manager of Engineering reviewed the proposals and previous rankings and both are in agreement with the original Selection Committee's recommendation; and

WHEREAS, RIAC staff negotiated a Scope and Fee in the amount of \$244,387 with F&O to provide Design and Bid Phase Services for this project; and

WHEREAS, the Federal Aviation Administration (FAA) has reviewed and approved the recommended Scope and Fee; and

WHEREAS, the fiscal year 2013 budget will be submitted to the RIAC Board of Directors in June 2012 for approval; and

WHEREAS, the fiscal year 2013 Capital Improvement Program (CIP) budget that will be proposed includes \$1,524,387 for this project; and

WHEREAS, RIAC staff has submitted a grant application to the FAA to fund 90% (\$224,448) of the administrative costs and design and bid phase portion of the project through the Airport Improvement Program with RIAC's 10% matching share (\$24,939) with General Purpose Funds; and

WHEREAS, RIAC intends to submit a grant application during Federal Fiscal Year 2013 to fund the construction portion of the project.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board approve the attached resolution authorizing the President and CEO, or his designee, to 1) execute a Professional Services Agreement with Fuss & O'Neill to provide consultant services for the Clear Runway Visual Zone (RVZ) and Relocate Fuel Tanks at North Central State Airport; and 2) execute a Task Order in the not to exceed amount of \$244,387 to provide Design and Bid Phase Services for this project, subject to receipt of a federal grant offer.

The motion was passed unanimously.

(c) Consideration of and Action Upon Approval of a Professional Services Agreement and Task Order for the Relocation of the Airfield Lighting Vault at Quonset Airport.

Mr. Dillon gave an overview of the agreement, noting that the project will upgrade and relocate the vault to a more compatible location. The recommendation is that the Board authorize the President and CEO, or his designee, to execute a Professional Services Agreement with Parsons Brinckerhoff, Inc., to provide consultant services for the Relocation of the Airfield Lighting Vault Project at Quonset Airport, and execute a Task Order to provide Design and Bid Phases services for this project, subject to receipt of a federal grant offer.

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

WHEREAS, On February 9, 2012, RIAC issued a Request for Proposals (RFP) to provide Design, Bid and Construction Phase Services to Relocate the Airfield Lighting Vault at Quonset State Airport pursuant to RIAC Procurement Rules; and

WHEREAS, RIAC received six proposals on February 29, 2012 in response to this RFP; and

WHEREAS, the Selection Committee comprised of Paul McDonough, Vice President of Engineering; Ahmed Shihadeh, Manager of Engineering; Eric Seabury, Project Manager, and Laurie Sirois, Grants & Contracts Administrator reviewed and evaluated the proposals; and

WHEREAS, based on the evaluations, the Selection Committee unanimously recommends Parsons Brinckerhoff, Inc. (PB) to perform these services; and

WHEREAS, RIAC staff negotiated a Scope and Fee with PB in the amount of \$242,296 to provide Design and Bid Phase Services for this project; and

WHEREAS, the Federal Aviation Administration (FAA) has reviewed and approved the recommended Scope and Fee; and

WHEREAS, the fiscal year 2013 budget will be submitted to the RIAC Board of Directors in June 2012 for approval; and

WHEREAS, the fiscal year 2013 Capital Improvement Program (CIP) budget that will be proposed includes \$1,829,249 for this project; and

WHEREAS, RIAC staff has submitted a grant application to the FAA to fund 90% (\$222,566) of the administrative costs and design and bid phase portion of the project through the Airport Improvement

Program with RIAC's 10% matching share (\$24,730) with General Purpose Funds; and

WHEREAS, RIAC intends to submit a grant application during Federal Fiscal Year 2013 to fund the construction portion of the project.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board approve the attached resolution authorizing the President and CEO, or his designee, to 1) execute a Professional Services Agreement with Parsons Brinckerhoff, Inc. to provide consultant services for the Relocation of the Airfield Lighting Vault Project at Quonset State Airport; and 2) execute a Task Order in the not to exceed amount of \$242,296 to provide Design and Bid Phase Services for this project, subject to receipt of a FAA grant offer.

The motion was passed unanimously.

(d) Consideration of and Action Upon Approval of a Task Order for the Airport Master Plan Update at Quonset State Airport.

Mr. Dillon gave an overview of the Task Order, noting that the project will focus primarily on updating the current Airport Master Plan (AMP) and Airport Layout Plan (ALP). There was general discussion of the infrastructure at Quonset Airport. The recommendation is that the Board authorize the President and CEO, or his designee, to execute a

Task Order with The Louis Berger Group to prepare an Airport Master Plan Update for Quonset State Airport, subject to receipt of a federal grant offer.

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

WHEREAS, On April 16, 2012, RIAC entered into a Professional Services Agreement with The Louis Berger Group (LBG) to perform services related to the Airport Master Plan Update; and

WHEREAS, RIAC has entered into one Task Order to provide aerial photography prior to the spring foliage bloom; and

WHEREAS, RIAC staff negotiated a Scope and Fee with LBG in the amount of \$275,052 to complete the update of the current Master Plan for Quonset State Airport; and

WHEREAS, the Federal Aviation Administration (FAA) has reviewed and approved the recommended Scope and Fee; and

WHEREAS, the fiscal year 2013 budget will be submitted to the RIAC Board of Directors in June 2012 for approval; and

WHEREAS, the fiscal year 2013 Capital Improvement Program (CIP) budget that will be proposed includes \$321,999 for this project; and

WHEREAS, RIAC staff has submitted a grant application to the FAA to fund 90% (\$289,799) of this project to include administrative costs through the Airport Improvement Program with RIAC's 10% matching share (\$32,200) with General Purpose Funds.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board approve the attached resolution authorizing the President and CEO, or his designee, to execute a Task Order with The Louis Berger Group to prepare an Airport Master Plan Update for Quonset State Airport in the not to exceed amount of \$275,052, subject to receipt of a grant offer.

The motion was passed unanimously.

(e) Consideration of and Action Upon Approval of a Professional Services Agreement and Task Orders for the Off-Airport Obstruction Removal and Lighting Projects at Newport and Westerly Airports.

Mr. Dillon gave an overview of the agreement, noting that these services include the design for obstruction removal on properties where easements are proposed or have been previously acquired. The work also includes survey, engineering, environmental permits and fees, and design of obstruction lights in the transitional surfaces where obstructions cannot be removed. There was general

discussion of the community outreach program related to these projects. The recommendation is that the Board authorize the President and CEO, or his designee, to (1) execute a Professional Services Agreement with Stantec Consulting Services, Inc., to provide consultant services for the Off-Airport Vegetative Obstruction Removal and Lighting Projects for Newport and Westerly Airports; (2) execute a Task Order to provide Design and Bid Phase Services for the Off-Airport Obstruction Removal and Lighting Project at Newport State Airport; (3) execute a Task Order to provide Design and Bid Phase Services for the Off-Airport Obstruction Removal and Lighting Project at Westerly State Airport, subject to receipt of a federal grant offer.

Dr. Hittner noted that the Corporation is continuing the focus on infrastructure improvements at the general aviation airports.

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

WHEREAS, On March 7, 2011, RIAC issued a Request for Proposals (RFP) to provide Off-Airport Vegetative Obstruction Removal and Lighting for Newport and Westerly Airports pursuant to RIAC Procurement Rules; and

WHEREAS, RIAC received three proposals on March 28, 2011, in response to this RFP; and

WHEREAS, the Selection Committee comprised of Ann Clarke, Sr. VP of Planning, Engineering & Environmental; Brenda Pope, Vice President of Environmental Services and Bill Cox, Manager of Business Administration reviewed and evaluated the proposals; and

WHEREAS, based on the evaluations, the Selection Committee unanimously recommends Stantec Consulting Services, Inc. (Stantec) to perform these services; and

WHEREAS, subsequent to the selection, RIAC staff has worked with the Federal Aviation Administration (FAA) to secure federal funding and anticipates a federal fiscal year 2012 and 2013 grant offers to fund this project; and

WHEREAS, Paul McDonough, Vice President of Engineering and Ahmed Shihadeh, Manager of Engineering reviewed the proposals and previous rankings and both are in agreement with the original Selection Committee's recommendation; and

WHEREAS, RIAC staff negotiated a Scope and Fee in the amount of \$117,391 with Stantec to provide Design and Bid Phase Services for the Newport Airport project; and

WHEREAS, the FAA has reviewed and approved the recommended Scope and Fee; and

WHEREAS, the fiscal year 2013 budget will be submitted to the RIAC Board of Directors in June 2012 for approval; and

WHEREAS, the fiscal year 2013 Capital Improvement Program (CIP) budget that will be proposed includes \$306,809 for this project; and

WHEREAS, RIAC will be submitting a grant application to the FAA to fund 90% (\$276,128) of the administrative costs and design and bid phase portion of the project through the Airport Improvement Program with RIAC's 10% matching share (\$30,681) with General Purpose Funds; and

WHEREAS, RIAC staff negotiated a Scope and Fee in the amount of \$126,780 with Stantec to provide Design and Bid Phase Services for the Westerly Airport project; and

WHEREAS, the FAA has reviewed and approved the recommended Scope and Fee; and

WHEREAS, the fiscal year 2013 budget will be submitted to the RIAC Board of Directors in June 2012 for approval; and

WHEREAS, the fiscal year 2013 Capital Improvement Program (CIP) budget that will be proposed includes \$622,130 for this project; and

WHEREAS, RIAC will be submitting a grant application to the FAA to fund 90% (\$117,139) of the administrative costs and design and bid phase portion of the project through the Airport Improvement Program with RIAC's 10% matching share (\$13,015) with General Purpose Funds; and

WHEREAS, RIAC intends to submit grant applications during Federal Fiscal Year 2013 to fund the construction portion of these projects.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board approve the attached resolution authorizing the President and CEO, or his designee, to 1) execute a Professional Services Agreement with Stantec Consulting Services, Inc. to provide consultant services for the Off-Airport Vegetative Obstruction Removal and Lighting Projects for Newport and Westerly Airports; 2) execute a Task Order in the not to exceed amount of \$117,391 to provide Design and Bid Phase Services for the Off-Airport Obstruction Removal and Lighting Project at Newport State Airport and 3) execute a Task Order in the not to exceed amount of \$126,780 to provide Design and Bid Phase Services for the Off-Airport Obstruction Removal and Lighting Project at Westerly State Airport, subject to receipt of federal grant offers.

The motion was passed unanimously.

A motion was made by Mr. Ryan, pursuant to R.I.G.L. § 42-46-5(a)(2) and 42-46-6(b) to amend the agenda to add to the Executive Session for the purpose of discussions an item related to one potential litigation matter involving a construction project. The motion was seconded by Mr. Sangster. By the following roll call vote, the motion was passed unanimously:

YEAS: Kathleen C. Hittner, M.D.

Robert D. Sangster

Michael A. Traficante

Michael F. Ryan

NAYS: None

ABSTAIN: None

5. Executive Session:

At approximately 4:28 p.m., a motion was made by Mr. Ryan and seconded by Mr. Traficante to go into Executive Session for the purposes of discussing the following items:

(a) Motion to Approve the Minutes of the Executive Session Held on March 30, 2012 – R.I.G.L. § 42-46-5(a)(1), (2) and (7); and

(b) Discussion Related to One Potential Litigation Matter (Construction Project) - R.I.G.L. § 42-46-5(a)(2); and

(c) 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

(d) Investment of Public Funds Where Premature Disclosure Would Be Detrimental to the Public Interest (Airport and Air Service Development, and T. F. Green and Quonset State Airports Hangar Developments) – R.I.G.L. § 42-46-5(a)(7); and

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

(f) Motion to Return to Open Session.

It was noted for the record, that the affected individual had been notified in writing that the public body intended to convene in Executive Session in order to discuss their job performance and had 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, M.D.

Robert D. Sangster

Michael A. Traficante

Michael F. Ryan

NAYS: None

ABSTAIN: None

At approximately 5:29 p.m., a motion was made by Mr. Ryan and seconded by Mr. Traficante to reconvene to the Open Session. The motion was passed unanimously.

6. Post Executive Session Actions and Announcements:

(a) Motion to Seal the Minutes of the Executive Session Held on May 16, 2012.

A motion was made by Mr. Ryan 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, M.D.

Robert D. Sangster

Michael A. Traficante

Michael F. Ryan

NAYS: None

ABSTAIN: None

(b) Report on Actions Taken During Executive Session:

During the Executive Session, a motion was made by Mr. Traficante to approve the sealed minutes of the Executive Session held on March 30, 2012. The motion was seconded by Mr. Ryan. The motion was passed unanimously.

**(c) Consideration of and Action Upon Northstar Building Development at
T. F. Green Airport.**

Mr. Dillon introduced Mr. Michael Abbott from Northeast Collaborative who gave an update on the new proposed FBO building at T. F. Green Airport. Mr. Abbott's presentation focused on the interior and exterior design of the new facility.

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

WHEREAS, on December 28, 2007, the Rhode Island Airport Corporation (RIAC) and Northstar Aviation Inc. (Northstar) entered into a Full Service Fixed Base Aircraft Operator Agreement (Agreement); and

WHEREAS, pursuant to the Agreement Northstar engages in and operates a full service Fixed Base Operations (FBO) at T. F. Green Airport upon terms and conditions set forth therein. That Agreement expires on December 31, 2017; and

WHEREAS, on May 28, 2008, RIAC and Northstar entered into the First Amendment to the Agreement to clarify fuel flowage fees for Jet-A fuel throughput at Northstar's fuel farm, which is located on the Premises covered by the Agreement; and

WHEREAS, RIAC staff has been in discussions with Northstar regarding a Second Amendment to the Agreement to allow Northstar to construct a new, first class FBO facility (New Facility) and related improvements in order to increase the quality of services provided at T. F. Green Airport; and

WHEREAS, On July 7, 2011, the Board approved the terms of a potential Second Amendment. Subsequently, Northstar has identified potential opportunities that would render the full investment expenditure as unnecessary. RIAC staff believes that the new investment amount is sufficient to justify a new Second Amendment on the terms set forth below; and

WHEREAS, RIAC staff recommends that the following terms be incorporated into the Second Amendment to the Agreement:

Lease Term: Section 2 of the Agreement shall be amended to reflect a term of 30 years and an Expiration Date of December 31, 2037.

Premises: The Premises, as defined in the Agreement, shall be amended to remove the existing facility and replace it with the New Facility and related improvements.

Ground and Building Rent: The language in Section 5.1 and 5.2 shall be amended to reflect the current total rent for both the ground and building as one monthly requirement for the use of the Premises. The current monthly rent will be reflected as \$19,408.43. This amount will continue to be updated in accordance with Section 5.2 of the Agreement with the exception that the total monthly rent beginning in January 2018 will be reduced by \$2,463.56 which represents the amount allocable to building rent prior to the second Amendment.

Investment: Northstar shall demolish the existing facility and construct the New Facility on the site. The minimum investment in the new facility will be \$5 million. The amendment will clearly state that RIAC shall have the right to review and approve all design and construction activities. Physical construction of the New Facility shall commence within one year of the execution of the Second Amendment, otherwise the Agreement shall be terminated.

Utilities, Taxes and Maintenance Expenses: All utility, tax and

maintenance expenses related to the Premises (including the New Facility) will remain the responsibility of Northstar. The Amendment will incorporate certain maintenance and improvement standards related to the New Facility and related improvements. Based to the length of the potential new term and based on an analysis of the useful life of the fuel storage tanks, the Amendment will reflect that Northstar shall be solely responsible for any required fuel storage tank modifications or upgrades. The current fuel storage capacity shall not increase during the term of the Amendment.

Approvals: Northstar, at its sole cost, is responsible for applying for and obtaining any required approvals and permits, be they Federal, State or Local, to include any environmental permitting which may be required, to enable the construction of the improvements.

Construction Responsibilities: Northstar will construct and develop the New Facility and related infrastructure.

Payment, Performance and Lien Bond: Northstar, directly or through its contractors, will be required to provide labor, material, payment, performance, and lien bonds in an amount necessary to complete construction of the New Facility and related improvements.

Ownership of the New Facility and Related Improvements: On the last day of the Term, or if earlier terminated, the New Facility and related improvements shall automatically, without the necessity of any

further action on the part of RIAC or Northstar, become the property of RIAC, and Northstar will assign, transfer, and convey the New Facility and related improvements to RIAC as of the last day of the Lease Term, free and clear of all liens, encumbrances, and equities of third parties claiming by, through or under Lessee.

Customer Service Standards: RIAC shall have the right to establish and/or approve customer service standards of Northstar.

Insurance Requirements: Consistent with the terms of the existing Agreement. Northstar shall continue to maintain all insurance and other requirements related to the New Facility and the Fuel Tanks. Certain requirements specific to the construction activities may be updated and reflected in the Second Amendment.

Other Terms and Conditions: All other terms and conditions of the Agreement and the First Amendment will be ratified, confirmed and approved in all respects and shall remain in full force and effect.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorizes the President and CEO, or his designee, to execute the Second Amendment to the Full Service Fixed Base Aircraft Operator Agreement between the Rhode Island Airport Corporation and Northstar Aviation Inc., containing terms in substantially the form as presented in this resolution.

The motion was passed unanimously.

7. Future Meetings:

The next Board Meeting will be held on Wednesday, June 20, 2012 at 4:00 p.m., in the Mary Brennan Board Room, T. F. Green Airport, Warwick, Rhode Island.

8. Adjournment:

Mr. Ryan moved to adjourn at approximately 5:35 p.m. Mr. Traficante seconded the motion. The motion was passed unanimously.

Respectfully submitted,

**Kathleen C. Hittner, M.D., Chair
Rhode Island Airport Corporation**

**PUBLIC ATTENDANCE SHEET
RHODE ISLAND AIRPORT CORPORATION
MEETING OF THE BOARD OF DIRECTORS
WEDNESDAY, MAY 16, 2012**

NAME AFFILIATION

Brian Schattle RIAC

Peter Frazier RIAC

Patti Goldstein RIAC

Woody Cresswell The Paradies Shops

Robert Goff New England Parking

Raymond Choiniere House Policy Office

Joe Crocker Alhambra

Don Ahlefeld Alhambra

Bob Furey Hoyle Tanner

Mike Garlick JBT

Dan Burbul ABM

Marc Champigny Louis Berger

Jim Falvey Parsons Brinckerhoff

Michael Abbott Northeast Collaborative

The minutes of the Executive Session of the Board Meeting of May 16, 2012, have been sealed in accordance with R.I.G.L. § 42-46-4.