

**MINUTES OF MEETING**

**RHODE ISLAND AIRPORT CORPORATION**

**BOARD OF DIRECTORS**

**WEDNESDAY, SEPTEMBER 19, 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 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; Joseph M. Cianciolo; Bradford S. Dimeo; Michael F. Ryan; Michael A. Traficante.**

**BOARD MEMBER ABSENT: Deborah M. Thomas; Robert D. Sangster.**

**ALSO PRESENT: Peter A. Frazier, C.M., Interim President and CEO; and those members listed on the attendance sheet attached hereto.**

**1. Approval of the Minutes:**

**A motion was made by Mr. Dimeo and seconded by Mr. Cianciolo to**

**approve the minutes of the Board of Director's Meeting of August 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 Interim President and CEO:**

**Mr. Frazier reported that passenger traffic for the month of August was down 5.88% on approximately 17% less scheduled capacity. Year to date traffic was down 4.62%.**

**Mr. Frazier reported that total operations at the General Aviation Airports were up 11.64%. Total passengers were up 1.90% and total fuel sales were up 23.33%. Mr. Frazier reported that new management at the airports has been very successful.**

**Mr. Frazier reported that the Quonset tower relocation has been delayed until October by the Rhode Island Air National Guard.**

**Mr. Frazier reported that the temporary terminal facility at Newport has been built, and the contractor is working on the permitting process for installation.**

**Mr. Frazier reported that the funding response for the Runway 5-23 extension is still anticipated at the end of September. The Corporation is working on preparing the public disclosures regarding RPZ and noise acquisition, as well as the anticipated timing of sound insulation. Mr. Frazier noted that per the MOU with the City, this is due at the end of September. If the financing plan is not complete, the Corporation may seek additional time. Mr. Frazier reported that this information has been shared with the City of Warwick.**

**Mr. Frazier reported that the FAA and RIAC have reached agreement on the scope of work for the Runway 16-34 Safety Area Improvement Program, and the plan has been rolled out to the public. Mr. Frazier reported that he had personally called affected businesses and the one resident.**

**Mr. Frazier reported that the glycol project remains on track.**

**Mr. Frazier reported that the first meeting for the Winslow Park Conceptual Analysis was held on September 7th with both Bill DePasquale and Councilwoman Vella-Wilkinson. The next step in the process is to meet with the softball and soccer leagues to get their input on design issues.**

**Mr. Frazier reported that various items are being addressed so that the InterLink project can be closed out.**

**Mr. Frazier reported that MBTA has agreed to add a train from T. F. Green to Patriots Stadium for home games.**

**Mr. Frazier reported that the Corporation is waiting for the final scope and fee for both the Newport Obstruction Removal project and the Westerly Obstruction Removal project. Staff is developing community outreach plans for these projects.**

**Mr. Frazier reported that construction is underway on the Newport private hangar development project. AvPorts is overseeing safety and operations.**

**Mr. Frazier reported that Crossroads will be holding a fundraiser at North Central Airport on Saturday, September 22nd.**

**Mr. Frazier reported that the annual Aviation Expo will be held at T. F. Green Airport on September 27th. This event is put on by the FAA Education Division where aviation related industry professionals provide high school students with an understanding of the opportunities available in support of aviation.**

**Mr. Frazier reported that Wings Over Westerly will be held at Westerly Airport on September 29th. This is an annual event and is designed to draw interest in aviation for young children and teenagers.**

**Mr. Frazier reported that the Aviation Jet Pull will be held at T. F. Green Airport on October 13th. This is an MS Society event held across the country at numerous airports arranged by FedEx. Twenty**

**five member teams compete in pulling a Boeing 757 aircraft with a tow rope.**

**Mr. Frazier reported that the Corporation is preparing for winter operations.**

**Mr. Frazier reported that Governor Chafee issued a proclamation that August was General Aviation Appreciation Month. In recognition RIAC held two community events; one at North Central Airport and one at Newport airport. Both events were very successful.**

**Mr. Frazier reported that work has been completed on the General Aviation Tie Down Agreements. Mr. Frazier thanked Alan Andrade and Ann Urban for their work on this project.**

**Mr. Frazier reported that work has commenced on the PVD FBO upgrade project.**

**Mr. Frazier reported that RIAC has received \$630,000 representing net rental activities regarding the Airport Support fund.**

**Mr. Frazier reported that enhanced signage for the Hope Reflection Room has been installed in the terminal building.**

**There was general discussion of the use of the new cell phone lot. Discussion focused on an enhanced marketing program for the lot.**

**Mr. Ryan asked if the Board could receive a printed copy of the President and CEO Report ahead of time. There was also discussion about providing summaries of enplanement and parking data.**

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

##### **(a) Consideration of and Action Upon Draft Fiscal Year 2012 Audited**

## **Financial Statements and Related Reports.**

**Dr. Hittner read a memorandum submitted by Ms. Thomas, who was unable to attend the meeting, outlining discussions on the Rhode Island Airport Corporation 2012 Draft Audited Financial Report, Federal Financial and Compliance Report and Passenger Facility Charge Program Report. This overview included the results of the Audits. A copy of this memorandum is attached to these minutes.**

**A motion was made by Mr. Ryan and seconded by Mr. Cianciolo to approve the Draft Fiscal Year 2012 Audited Financial Statements and Related Reports in substantially the form presented to the Board. The motion was passed unanimously.**

### **5. President and CEO Selection Committee Report:**

**Dr. Hittner reported that the Committee had met prior to the Board Meeting. Mr. Kuelpman had provided an update to the Committee on the selection process for a new President and CEO. Dr. Hittner reported that there had been 36 applicants for the position. The focus now is on reviewing all applications with the ultimate goal of getting the list down to 6 or 7 finalists. There was brief discussion of the exact selection process.**

### **6. Action Items:**

**(a) Consideration of and Action Upon Approval to Purchase a Deicing Vehicle for Quonset State Airport.**

**Mr. Frazier gave an overview of the purchase noting that one bid was received in the amount of \$157,215. Mr. Frazier noted that the Corporation's 2013 operating capital budget includes \$150,000 for the purchase of this equipment. RIAC's procurement regulations allow for noncompetitive negotiations in the event that the bid results in prices in excess of funds available. Mr. Frazier reported that based on this RIAC staff entered into negotiations with the vendor which resulted in a revised bid cost of \$149,750. The recommendation is that the Board authorize the Interim President and CEO, or his designee, to execute a Purchase Order with Premier Engineering and Manufacturing, Inc., for the procurement of one deicing vehicle for Quonset State Airport. .**

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

**WHEREAS, a competitive bidding process was undertaken according to the Rhode Island Airport Corporation's (RIAC) procurement rules for the purchase of a Deicing Vehicle for Quonset State Airport; and**

**WHEREAS, on August 7, 2012, RIAC issued an Invitation for Bids (IFB) for this procurement; and**

**WHEREAS, one bid was received on August 28, 2012; and**

**WHEREAS, RIAC staff has determined that the bid submitted by Premier Engineering & Manufacturing Inc., (Premier) in the amount of \$157,215 is a responsive bid; and**

**WHEREAS, the approved Fiscal Year 2013 Operations and Maintenance (O&M) Capital Budget includes \$150,000 for the purchase of this equipment; and**

**WHEREAS, RIAC's procurement regulations allow for non competitive negotiations in the event that the bid results in prices in excess of funds available; and**

**WHEREAS, RIAC staff entered into negotiations with Premier which resulted in a revised bid cost of \$149,750.**

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

**That the Board authorizes the Interim President and CEO, or his designee, to execute a Purchase Order with Premier Engineering & Manufacturing, Inc., for the procurement of one deicing vehicle for Quonset State Airport in the amount of \$149,750.**

**The motion was passed unanimously.**

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

**Mr. Frazier gave an overview of the Task Order amendment. The recommendation is that the Board authorize the Interim President and CEO, or his designee, to execute a Task Order Amendment with PB Americas. Inc., to continue to provide Project Management and Engineering Services in support of the revised project schedule related to the Warwick InterLink Facility at T. F. Green Airport, subject to Rhode Island Department of Transportation and Federal Highway Administration approval.**

**A motion was made by Mr. Ryan and seconded by Mr. Traficante 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 InterLink facility; and**

**WHEREAS, there is a need to continue to provide Project Management and Engineering Services in support of the revised project schedule; and**

**WHEREAS, RIAC has negotiated a Scope and Fee from PB to provide**

**these services in the amount of \$141,000; 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 Interim President and CEO, or his designee, to execute a Task Order Amendment with PB Americas, Inc., in an amount not to exceed \$141,000 to continue to provide Project Management and Engineering Services in support of the revised project schedule related to the Warwick InterLink Facility at T. F. Green Airport, subject to Rhode Island Department of Transportation and Federal Highway Administration approval.**

**The motion was passed unanimously.**

**(c) Consideration of and Action Upon Approval to Amend the Approved Fiscal Year 2013 Capital Improvement Program Budget AND Approval of a Consultant Task Order for the Hangar 1 Demolition Project at T. F. Green Airport.**

**Mr. Frazier gave an overview of the project. Mr. Frazier noted that this project was originally included as part of the Runway 16-34 Safety Area Improvements Project. After discussions with the Federal Aviation Administration (FAA) it was decided to separate this element out as a stand alone project. There was discussion of the financing mechanism for this project. The recommendation is that the Board authorize the Interim President and CEO, or his designee to (1) amend the current approved Fiscal Year 2013 Capital Improvement Program (CIP) budget to include the Hangar 1 Demolition Project at T. F. Green Airport and (2) execute a Task Order with AECOM Technical Services, Inc., to provide Design and Bid Phase Services for the Hangar 1 Demolition Project at T. F. Green Airport, subject to FAA approval.**

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

**WHEREAS, the Hangar 1 Demolition Project at T. F. Green Airport was originally included as part of the Runway 16-34 Safety Area Improvements Project; and**

**WHEREAS, after discussions with the Federal Aviation Administration (FAA) it was decided to separate this as a stand alone project; and**

**WHEREAS, the current budget amount for this project is estimated at \$4,000,000 and is eligible for 75% reimbursement from the FAA's**

**Airport Improvement Program; and**

**WHEREAS, on September 21, 2011, the Board approved the selection of AECOM to provide Program Management Services for the T. F. Green Airport Improvement Program; and**

**WHEREAS, subsequent to this approval, the Rhode Island Airport Corporation (RIAC) entered into a Professional Services Agreement (Agreement) dated October 15, 2011, with AECOM to provide these services; and**

**WHEREAS, to date, two Task Orders totaling \$246,378 have been issued under this Agreement; and**

**WHEREAS, RIAC negotiated a Scope and Fee with AECOM in the amount of \$223,976 to provide design and bid for this project; and**

**WHEREAS, this Task Order will initially be funded from the General Purpose Fund; and**

**WHEREAS, RIAC will seek reimbursement of 75% of the expenditures (\$167,980) from the FAA through the Airport Improvement Program and RIAC's 25% (\$55,994) from the anticipated Fiscal Year 2013 bond issue or Passenger Facility Charges.**

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

**That the Board authorizes the Interim President and CEO, or his designee, to 1) amend the current approved Fiscal Year 2013 Capital Improvement Program (CIP) budget to include the Hangar 1 Demolition Project at T. F. Green Airport in the amount of \$4,000,000 and 2) execute a Task Order with AECOM Technical Services, Inc. to provide Design and Bid Phase Services for the Hangar 1 Demolition Project at T. F. Green Airport in an amount not to exceed \$223,974, subject to FAA approval.**

**The motion was passed unanimously.**

**(d) Consideration of and Action Upon Approval of Two Consultant Task Orders for the Runway 16-34 Safety Area Improvements Project at T. F. Green Airport AND Consideration of and Action Upon Approval of a Task Order for the Runway 16-34 Safety Area Improvements Projects at T. F. Green Airport.**

**It was noted that the two resolutions included in this item would be discussed and approved separately.**

**Mr. Frazier gave an overview of the two Consultant Task Orders with AECOM for the Runway 16-34 Safety Area Improvement Project at T. F. Green Airport. Mr. Frazier noted that AECOM will develop a set of plans, specifications and estimates to be advertised and bid. AECOM will also perform a topographic survey, collect data of the existing**

**utilities and perform a geotechnical investigation for the Runway 16-34 Safety Area Improvements. The recommendation is that the Board authorize the Interim President and CEO, or his designee, to enter into a Task Order with AECOM Technical Services (AECOM) to provide Design and Bid Phase Services for the Runway 16-34 Safety Area Improvements and enter into a Task Order with AECOM to perform Data Collection Services, subject to FAA approval.**

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

**WHEREAS, on September 21, 2011, the Board approved the selection of AECOM to provide Program Management Services for the T. F. Green Airport Improvement Program; and**

**WHEREAS, subsequent to this approval, the Rhode Island Airport Corporation (RIAC) entered into a Professional Services Agreement (Agreement) dated October 15, 2011, with AECOM to provide these services; and**

**WHEREAS, to date, two Task Orders totaling \$246,378 have been issued under this Agreement; and**

**WHEREAS, RIAC negotiated a Scope and Fee with AECOM in the amount of \$1,200,000 to provide Design and Bid Phase Services for this project; and**

**WHEREAS, this Task is eligible for 75% (\$900,000) reimbursement from the Federal Aviation Administration (FAA) through the Airport Improvement Project; and**

**WHEREAS, RIAC negotiated a Scope and Fee with AECOM in the amount of \$116,489.66 to perform Data Collection Services; and**

**WHEREAS, this Task is eligible for 75% (\$87,367) reimbursement from the FAA through the Airport Improvement Project (AIP); and**

**WHEREAS, these Task Orders will initially be funded from the General Purpose Fund; and**

**WHEREAS, RIAC will seek reimbursement of 75% of these expenditures from the FAA through the AIP and RIAC's 25% from the anticipated Fiscal Year 2013 bond issue or Passenger Facility Charges.**

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

**That the Board authorizes the Interim President and CEO, or his designee, to 1) enter into a Task Order with AECOM Technical Services, Inc. (AECOM) to provide Design and Bid Phase Services for the Runway 16-34 Safety Area Improvements in an amount not to exceed \$1,200,000; 2) enter into a Task Order with AECOM to perform Data Collection Services in an amount not to exceed \$116,490 as part**

**of the Runway 16-34 Safety Area Improvements Program (Program) at T. F. Green Airport, subject to FAA approval.**

**The motion was passed unanimously.**

**Mr. Dimeo recused himself from voting on the following item and removed himself from the Board table.**

**Mr. Frazier gave an overview of the Task Order with VHB for the Runway 16-34 Safety Area Improvement Project at T. F. Green Airport noting that VHB will develop a set of plans, specifications and estimates to be advertised and bid for the Wetlands Mitigation Project. The recommendation is that the Board authorize the President and CEO, or his designee, to enter into a Task Order with Vanasse Hangen Brustlin, Inc. (VHB) to provide Design and Bid Phase Services associated with the Wetland Mitigation efforts as part of the Runway 16-34 Safety Area Improvements Program at T. F Green Airport, subject to FAA approval.**

**WHEREAS, on November 17, 2004, the Board authorized the Rhode Island Airport Corporation (RIAC) to enter into Professional Services Agreements (PSAs) with Vanasse Hangen Brustlin, Inc. (VHB) for services associated with the Environmental Impact Statement (EIS); and**

**WHEREAS, the total current value of the PSAs associated with the EIS work is \$11,795,142 of which \$9,098,786 was related to the Draft EIS and \$2,696,356 is related to the Final EIS and Record of Decision assistance; and**

**WHEREAS, RIAC received a Scope and Fee with VHB in the amount of \$735,494 to provide Design and Bid Phase Services associated with the Wetland Mitigation efforts as part of the Runway 16-34 Safety Area Improvements Program, and is currently conducting negotiations; and**

**WHEREAS, this Task Order will be funded 75% (\$551,621) through the Federal Aviation Administration's Airport Improvement Program with RIAC's 25% (\$183,873) matching share through Passenger Facility Charges.**

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

**That the Board authorizes the Interim President and CEO, or his designee, to enter into a Task Order with Vanasse Hangen Brustlin, Inc. to provide design and bid phase services associated with the Wetland Mitigation efforts as part of the Runway 16-34 Safety Area Improvements Program at T. F. Green Airport in an amount not to exceed \$735,494, subject to FAA approval.**

**The motion was passed by four affirmative votes, with one Board**

**Member recusing himself from voting. Those votes are as follows:**

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

**Joseph M. Cianciolo**

**Michael A. Traficante**

**Michael F. Ryan**

**NAYS: None**

**RECUSAL: Bradford S. Dimeo.**

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

**At approximately 4:38 p.m., a motion was made by Mr. Dimeo and seconded by Mr. Cianciolo 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 August 30, 2012 – R.I.G.L. § 42-46-5(a)(1), (2) (5) and (7); and**

**(b) 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**

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

**(d) Discussion Related to Potential Litigation (Non Public Construction Issue) and Discussion Related to Collective Bargaining – R.I.G.L. § 42-46-5(a)(2); and**

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

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

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

**Joseph M. Cianciolo**

**Bradford S. Dimeo**

**Michael A. Traficante**

**Michael F. Ryan**

**NAYS: None**

**ABSTAIN: None**

**At approximately 5:12 p.m., a motion was made by Mr. Dimeo and seconded by Mr. Cianciolo to return to the Open Session. The motion was passed unanimously.**

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

**(a) Motion to Seal the Minutes of the Executive Session Held on**

**September 19, 2012.**

**A motion was made by Mr. Dimeo and seconded by Mr. Ryan 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.**

**Joseph M. Cianciolo**

**Bradford S. Dimeo**

**Michael A. Traficante**

**Michael F. Ryan**

**NAYS: None**

**ABSTAIN: None**

**(b) Report on Actions Taken in Executive Session.**

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

**9. Future Meetings:**

**The next Board Meeting will be held on Wednesday, October 17, 2012 at 4:00 p.m., in the Mary Brennan Board Room, T. F. Green Airport, Warwick, Rhode Island.**

**10. Adjournment:**

**Mr. Ryan moved to adjourn at approximately 5:15 p.m. Mr. Dimeo 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, SEPTEMBER 19, 2012**

**NAME      AFFILIATION**

**Brian Schattle RIAC**

**Patti Goldstein RIAC**

**Paul McDonough RIAC**

**Jean Mongillo Hoyle Tanner and Associates**

**Robert Goff New England Parking**

**Laurie Brayton Senate Fiscal Office**

**The minutes of the Executive Session of the Board Meeting of September 19, 2012, have been sealed in accordance with R.I.G.L. § 42-46-4.**