

MINUTES OF MEETING

RHODE ISLAND AIRPORT CORPORATION

BOARD OF DIRECTORS

WEDNESDAY, FEBRUARY 17, 2016 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, Jon Savage at 4:04 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: Jon Savage; Russell Hahn; Paul Carroll; Christopher Little and Heather Tow-Yick.

BOARD MEMBER ABSENT: Deborah Thomas and Michael Traficante.

ALSO PRESENT: Peter Frazier, 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. Carroll to approve the minutes of the Board of Director's Meeting of January 20, 2016. The motion was

seconded by Mr. Little. The motion was passed unanimously.

2. Open Forum:

Mr. Savage asked if anyone present wanted to speak in Open Forum. No one came forward.

3. Report from the Interim President and CEO:

Mr. Frazier presented the Interim President and CEO Report and reported on the following:

- Mr. Frazier reported passenger traffic in January was up 3.93% on 4.72% increased seating capacity. Mr. Frazier reported the total load factor for January was 81.64% which is down .3% from the previous year. For the month of January, there were approximately 17,000 cancellations. It was noted these cancellations were generally weather related. Mr. Frazier stated RIAC Airfield staff did an incredible job maintaining open runways during weather recent events.**
- Mr. Frazier stated passenger demand remains high and seating capacity increases are needed. Mr. Frazier reported February passenger numbers are forecasted to show a .6% decrease due to seasonal flight changes with March showing a 2.84% increase and April a 5.14% increase. Mr. Frazier noted that the new American**

Airlines service to Chicago contributed to the April increase.

- **Mr. Frazier reported Mr. Schattle and Mr. Pimental are attending the 2016 Routes America Conference in San Juan and have multiple meetings confirmed with both incumbent and target airline representatives to discuss increased service and new service opportunities at T. F. Green Airport.**

- **Mr. Frazier reported parking revenues for the month of January were up 17.2% with a market share of 87.3%.**

- **Mr. Frazier provided an update on the general aviation airports and reported there were approximately 990 more operations this year than the previous year. Mr. Frazier reported Avgas sales down 2,457 gallons with sales of \$91,052 and jet fuel was down 4,240 gallons with total fuel sales of \$56,954. Mr. Frazier stated RIAC staff will continue to track aviation fuel sales as well as options to stimulate activity at the GA airports.**

- **Mr. Frazier reported RIAC continues to have regularly scheduled separate monthly meetings with Mayor Scott Avedisian and Deputy Chief of Staff Ms. Lisa Vura-Weiss.**

- **Mr. Frazier stated a draft of the Key Performance Indicators (KPIs) report has been prepared for the Board's review. Mr. Frazier presented RIAC's Vision, Mission, Goals and Objectives and gave an**

overview of each of the goals and provided an example of an action item that would be assigned internally and reported to the CEO and the Board of Directors. Mr. Frazier gave a presentation on KPIs and Performance Metrics (KPMs). It was noted performance indicators will be available monthly and KPMs available quarterly. Mr. Savage thanked Mr. Frazier and stated this type of report is also important for the community so they may better understand what the airport does and what its goals and objectives are. Mr. Savage noted Mr. Little was a catalyst in promoting this reporting. Mr. Little stated this is a great step to conveying information to the community and collaborating with the state for broader economic development. Ms. Tow-Yick noted this will promote moving forward to align goals and track priorities to input vs. output and movement and performance.

4. Pension Committee Update.

Ms. Penta reported the Committee met prior to the Board Meeting and a thorough review of investments for 2015 was provided. It was noted it is a strong plan and appropriately populated and provides employees with a wide area of investment opportunities.

Consent Item:

(a) Consideration of and Action Upon Possible Large Growth Fund Changes.

There was no action taken on this item.

5. Action Items:

(a) Consideration of and Action Upon the Formation of an Executive Search Committee.

Mr. Savage stated the process has begun to seek a new CEO for RIAC and a Request for Proposals for Executive Search Firms has been issued. Mr. Frazier stated the Board of Directors has the authority to create a Committee, set its mission and to set the number of Committee members. Mr. Savage stated all members of the Board will be welcome to participate and offer guidance.

A motion was made by Mr. Hahn that the Rhode Island Airport Corporation Board of Directors form an Executive Search Committee consisting of four Board Members for the purpose of selecting an executive search firm and to make a recommendation to the Board of Directors for the hiring of a new President and CEO. The motion was seconded by Ms. Tow-Yick.

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

YEAS: Jon Savage

Russell Hahn

Paul Carroll

Christopher Little

Heather Tow-Yick

NAYS: None

ABSTAIN: None

(b) Consideration of and Action Upon the Election of a Board Secretary.

This item was deferred to a future meeting.

(c) Consideration of and Action Upon Amendment to the Rhode Island Airport Corporation By-Laws.

Mr. Frazier gave an overview of this item. The recommendation is that the Board approves the proposed amendments to the By-Laws, in substantially the form presented, and subject to the completion of any Administrative Procedures Act requirements.

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

WHEREAS, the Board last amended its Corporation's By-Laws in January 2011; and

WHEREAS, the Corporation's By-Laws would be substantively improved by affording the Board Chair the ability to fill vacancy in a committee during the calendar year; and

WHEREAS, the proposed amendments include a clarification on one advisory clause; and

WHEREAS, in accordance with the Rhode Island Quasi-Public Corporation Accountability and Transparency Act amendments to the By-Laws is subject to the Administrative Procedures Act rule making process.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board approves the proposed amendments to the By-Laws, in substantially the form presented, and subject to the completion of the Administrative Procedures Act process.

The motion was passed unanimously.

6. Executive Session:

At approximately 4:35 p.m. a motion was made by Mr. Hahn and seconded by Mr. Carroll to go into Executive Session for the purpose of discussing the following items:

- (a) Motion to Approve the Minutes of the Executive Session held on January 20, 2016 § 42-46-5(a),(1),(2),(5) and (7); and**
- (b) Investment of Public Funds Where Premature Disclosure Would be Detrimental to the Public Interest (Air Service Development, Construction Contract Negotiation and GA Airport Development) – R.I.G.L. § 42-46-5(a)(7); and**
- (c) Discussions Related to Two Potential Non-Public Litigation Matters (Construction Dispute and Insurance Claim) and One Public Litigation Matter (Airport Valet vs. RIAC) – R.I.G.L § 42-46-5(a)(2); and**
- (d) Discussion Related to the Acquisition of Real Property for Public Purposes at T. F. Green State Airport - R.I.G.L. § 42-46-5(a)(5); and**
- (e) Discussion Related to Disposition of Publicly Held Property Where Advanced Notice Would be Detrimental to the Public Interest - R.I.G.L. § 42-46-5(a)(5); and**
- (f) Discussion Related to Personnel (Job Performance) - R.I.G.L. § 42-46-5(a)(1); and**
- (g) Discussions Related to a Potential Collective Bargaining Issue – R.I.G.L.§ 42-46-5(a)(2); and**
- (h) Motion to Return to Open Session.**

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

YEAS: Jon Savage

Russell Hahn

Paul Carroll

Christopher Little

Heather Tow-Yick

NAYS: None

ABSTAIN: None

At approximately 5:39 p.m., a motion was made by Mr. Hahn and seconded by Mr. Carroll to return to Open Session.

The motion passed unanimously.

7. Post Executive Session Actions and Announcements:

(a) Motion to Seal the Minutes of the Executive Session Held February 17, 2016.

A motion was made by Mr. Carroll and seconded by Mr. Little 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: Jon Savage

Russell Hahn

Paul Carroll

Christopher Little

Heather Tow-Yick

NAYS: None

ABSTAIN: None.

(b) Consideration of and Action Upon Contract Extension.

A motion was made by Mr. Savage and seconded by Mr. Little to authorize the Interim President and CEO to enter a one-year extension of the Collective Bargaining Agreement between the Rhode Island Airport Corporation and Council 94, Local 2873 on the identical years as the prior CBS except as follows:

- 1. To implement a two (2%) percent wage increase; and**
- 2. To make one-time performance payment of \$500.00; and**
- 3. To modify the CBA language to allow RIAC the ability to change the dental coverage from Blue Cross to Dental Dental; and**

- 4. To modify the CBA language to remove the CADD Technician position from the collective bargaining unit; and**
 - 5. For the term of the CBA to be from July 1, 2016 to June 30, 2017,**
- and subject to ratification by Council 94 members.**

The motion was passed unanimously.

(c) Report on Actions Taken in Executive Session.

During the Executive Session a motion was made by Mr. Little and seconded by Ms. Tow-Yick to approve the sealed minutes of the Executive Session held on January 20, 2016.

The motion was passed unanimously.

8. Future Meetings:

The next Board Meeting will be held on Wednesday, March 16, 2016 at 4:00 p.m., in the Mary Brennan Board Room, T. F. Green Airport, Warwick, Rhode Island.

9. Adjournment:

Mr. Hahn moved to adjourn at approximately 5:42 p.m. Ms. Tow-Yick seconded the motion.

The motion was passed unanimously.

Respectfully submitted,

**Jon Savage, Chair
Rhode Island Airport Corporation**

**PUBLIC ATTENDANCE SHEET
RHODE ISLAND AIRPORT CORPORATION
MEETING OF THE BOARD OF DIRECTORS
WEDNESDAY, FEBRUARY 17, 2016**

NAME AFFILIATION

Patricia Goldstein RIAC

Alan Andrade RIAC

Liberty Luciano RIAC

Sherri Ann Penta RIAC

Doug Dansereau RIAC

Paul McDonough RIAC

Bruce Wilde RIAC

Dan Porter RIAC

Nicole Williams RIAC

Jeffrey Goulart RIAC

Randy Costa RIAC

Leo Messier RIAC

Robert Goff New England Parking

Woody Creswell Paradies Shops

Paul Parker Projo

Greg Fehrman C&S Engineers

The minutes of the Executive Session of the Board Meeting February 17, 2016 have been sealed in accordance with R.I.G.L. § 42-46-4.