

**MINUTES OF MEETING**  
**RHODE ISLAND AIRPORT CORPORATION**  
**BOARD OF DIRECTORS**  
**WEDNESDAY, MAY 18, 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 4:00 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:** Jon Savage; Russell Hahn; Michael Traficante; Paul Carroll; Christopher Little and Heather Tow-Yick.

**BOARD MEMBER ABSENT:** Deborah Thomas.

**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. Traficante** to approve the minutes of the Board of Director's Meeting of April 13, 2016. The motion was seconded by **Mr. Hahn**.

**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** provided a Performance Indicators Report to the Board Members and reported that passenger traffic for the month of April was up 3.1% and up 4.3% year to today. Enplanements are up 1.7% and the load factor is at approximately 87%. **Mr. Frazier** reported seating capacity increases scheduled for the next three months are as follows: 6.7% in May, 7.9% in June and 7.3% in July.
- **Mr. Frazier** reported parking for both on and off airport are up 6.3% year to date with an increased revenue of \$1 Million from the prior year. It was noted that on

airport parking is up 14%.

- **Mr. Frazier** reported operation and fuel sales are up at all of the general aviation airports.
- **Mr. Frazier** provided the Board Members with a draft of the RIAC Vision, Mission and Goals. **Mr. Frazier** stated a summary with objectives is attached followed by measurable action items for each goal. An overview of each of the action items and their corresponding measures was provided. **Mr. Frazier** stated these action items highlight critical programs and provide a status update of progress with visual indicators in a meaningful and measurable way. **Mr. Frazier** stated detailed activities will be provided to the Board at the next meeting and the final Vision, Mission and Goals will be presented for approval.
- **Mr. Frazier** reported the Federal Aviation Administration (FAA) Part 139 Inspection was successfully completed and was highly praised by the FAA throughout the inspection process. **Mr. Frazier** commended **Mr. Andrade** and his team.
- **Mr. Frazier** reported the Taste of North Kingstown event was held at Quonset Airport and was well attended and received positive feedback.
- **Mr. Frazier** reported the Quonset Air Show will be held on June 11<sup>th</sup> and 12<sup>th</sup> and RIAC is partnering with the Rhode Island Department of Transportation to provide two free commuter trains for transportation to the Quonset Air Show. **Mr. Frazier** stated free parking will also be available at the InterLink Facility.
- **Mr. Frazier** reported RIAC snow removal vehicles will participate in the City of Warwick's Memorial Day Parade.
- **Mr. Frazier** reported Condor will resume seasonal service to Frankfurt, Germany on June 13<sup>th</sup>.
- **Mr. Frazier** reported Azore Airlines will begin service on June 30<sup>th</sup> and a Gala Event will be held to celebrate this new service.
- **Mr. Frazier** reported Cape Verde Airlines will increase service to three times weekly service beginning July 20<sup>th</sup>.
- **Mr. Frazier** reported he will be participating in a Canadian Trade Mission in June and will meet with airports and airlines to discuss service to T. F. Green Airport.
- **Mr. Frazier** reported a press event will be held on May 31<sup>st</sup> to celebrate the first full year of collection at the Glycol Treatment Facility. **Mr. Frazier** stated this is a positive environmental initiative and Senators Reed and Whitehouse will be attending this event as well as **Director Coit** of the Rhode Island Environmental Management Agency and Mayor Scott Avedisian.

- **Mr. Frazier** reported RIAC will receive an Outstanding Award at the Annual Health Awards on June 2<sup>nd</sup>.
- **Mr. Frazier** reported a Benefits Fair will be held for RIAC employees on June 8<sup>th</sup>.
- **Mr. Frazier** reported the RIAC Police Department has opened the recruitment process for individuals interested in becoming a RIAC Police Officer. **Mr. Frazier** reported one recruit has finished the academy and one recruit is scheduled to start the academy this summer.
- **Mr. Frazier** provided an update on the Solar Project and stated it is moving apace towards the permit phase. **Mr. Frazier** stated a public roll out will be scheduled for this positive environmental and economic project.

#### **4. President and CEO Selection Committee Update.**

**Mr. Savage** reported the Committee met with SpencerStuart on May 5th and discussed the scope of the experience for candidates. **Mr. Savage** stated the Committee will meet again next week to finalize the description of the candidate and will then begin to solicit interested parties.

#### **5. Action Items:**

##### **(a) Consideration of and Action Upon Approval of Three Construction Contracts for Phase 4 – Sound Mitigation Program at T. F. Green Airport.**

**Mr. Frazier** gave an overview of this item and noted it is for Phases 4A, 4B and 4C. The recommendation is that the Board authorizes the Interim President and CEO, or his designee, to approve three Construction Contracts with Northeast Noise Abatement Corporation (NENA) in the total amount of \$6,899,000, which is included in the Fiscal Year 2016 Capital Improvement Program Budget, for phases 4A, B and C of the Sound Mitigation Program for T. F. Green Airport.

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

**WHEREAS**, on March 28, 2016, the Rhode Island Airport Corporation (RIAC) issued three Invitations for Bid (IFB) for Phase 4A, B and C of the Sound Mitigation Program at T. F. Green Airport; and

**WHEREAS**, on April 22, 2016, RIAC received one sealed bid for each of the phases from Northeast Noise Abatement (NENA); and

**WHEREAS**, based on a review by Jones Payne Group (JPG), RIAC's Program Manager, NENA's bids in the amount of \$6,974,000 for Phase 4A, B and C were responsive and responsible; and

**WHEREAS**, RIAC staff agrees with JPG's determination and recommends award of these contracts to NENA for the negotiated amount of \$6,899,000; and

**WHEREAS**, the project is included in the Fiscal Year 2016 Capital Improvement Program (CIP) budget; and

**WHEREAS**, on April 28, 2016, RIAC staff submitted a grant application to the Federal Aviation Administration (FAA) for this phase with the FAA funding 90% of this phase and the remaining balance to be funded by RIAC from Passenger Facility Charges; and

**WHEREAS**, the recommendation is subject to receipt of a federal grant offer.

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

That the Board authorizes the Interim President and CEO, or his designee, to approve three Construction Contracts with Northeast Noise Abatement Corporation (NENA) in the total amount of \$6,899,000, which is included in the Fiscal Year 2016 Capital Improvement Program Budget, for phases 4A, B and C of the Sound Mitigation Program for T. F. Green Airport.

**The motion was passed unanimously.**

**(b) Consideration of and Action Upon Approval of a Consultant Task Order for Phase 5 of the Noise Mitigation Program at T. F. Green Airport.**

**Mr. Frazier** gave an overview of this item and noted the selection was made based on qualifications. It was noted this phase is for acoustical testing to determine eligibility. The recommendation is that the Board authorizes the Interim President and CEO, or his designee, to execute a Task Order with The Jones Payne Group in the amount of \$1,397,590, which is included in the Fiscal Year 2016 Capital Improvement Program budget, for Design and Bid Services associated with Phase 5 of the Noise Mitigation Program at T. F. Green Airport.

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

**WHEREAS**, on February 13, 2013, the Rhode Island Airport Corporation (RIAC) entered into a Professional Services Agreement with The Jones Payne Group (JPG) to provide Consultant Services related to the Sound Mitigation Program for T. F. Green Airport; and

**WHEREAS**, to date, ten Task Orders in the amount of \$6,710,171 have been issued under this Agreement; and

**WHEREAS**, RIAC staff has negotiated a Scope and Fee with JPG in the amount not to exceed \$1,397,590 for Design and Bid Services for Phase 5 of the Noise Mitigation program; and

**WHEREAS**, Phase 5 of the Noise Mitigation Program consists of 80 single family homes, 11 apartments and 61 condominiums; and

**WHEREAS**, the Federal Aviation Administration (FAA) has reviewed and approved this Task Order; and

**WHEREAS**, this project is included in the Fiscal year 2016 Capital Improvement Program (CIP) Budget; and

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

**WHEREAS**, RIAC will be applying for a Federal Fiscal Year 2017 grant from the Federal Aviation Administration to fund 90% of this project with RIAC's matching 10% share funded with Passenger Facility Charges.

**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 with The Jones Payne Group in the amount of \$1,397,590, which is included in the Fiscal Year 2016 Capital Improvement Program budget, for Design and Bid Services associated with Phase 5 of the Noise Mitigation Program at T. F. Green Airport.

**The motion was passed unanimously.**

**Action Items 5 c and d were deferred for action until after the Executive Session.**

**(e) Consideration of and Action Upon Approval to Purchase Airport Snow Equipment.**

**Mr. Frazier** gave an overview of this item and noted it is for acquisition of property, based on bids, and the selection met FAA criteria. The recommendation is that the Board authorizes the Interim President and CEO, or his designee, to execute a Purchase Order with 1) Wausau Equipment Company Inc. for the purchase of six all-wheel drive trucks equipped with 20 foot plows in the amount of \$1,858,318 and 2) J.A. Larue Inc. for the purchase of two all-wheel drive snow blowers in the amount of \$1,027,896, which is included in the Fiscal Year 2016 Operating Capital budget, for use at T. F. Green Airport.

A motion was made by **Mr. Carroll** and seconded by **Mr. Little** 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 six all-wheel drive trucks equipped with 20 foot plows and two all-wheel drive snow blowers for use at T. F. Green Airport; and

**WHEREAS**, on March 1, 2016, RIAC issued two Invitation for Bids (IFBs) for the purchase of the airport snow equipment; and

**WHEREAS**, on March 15, 2016, RIAC received three sealed bids for the six all-wheel drive trucks and four sealed bids for the two all-wheel drive snow blowers; and

**WHEREAS**, RIAC staff reviewed the bids and determined that the lowest bid of \$1,858,318 submitted by Wausau Equipment Company, Inc. (Wausau) for the six all-wheel drive trucks to be responsive and responsible and recommends award of a purchase order to Wausau for the bid amount; and

**WHEREAS**, RIAC staff reviewed the bids and determined that the lowest bid of \$1,027,896 submitted by J.A. Larue Inc. (Larue) for the two all-wheel drive snow blowers to be responsive and responsible and recommends award of a Purchase Order of 1,027,896 for the bid amount; and

**WHEREAS**, the approved RIAC Fiscal Year 2016 Operating Capital budget includes \$3,408,000 for the purchase of this snow equipment and is subject to the approval of a Capital Lease which RIAC staff is also seeking approval under a separate memorandum and resolution.

**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 1) Wausau Equipment Company Inc. for the purchase of six all-wheel drive trucks equipped with 20 foot plows in the amount of \$1,858,318 and 2) J.A. Larue Inc. for the purchase of two all-wheel drive snow blowers in the amount of \$1,027,896, which is included in the Fiscal Year 2016 Operating Capital budget, for use at T. F. Green Airport.

**The motion was passed unanimously.**

**(f) Consideration of and Action Upon Recommendation to Enter Into Tax Exempt Lease.**

**Mr. Little** stepped away from the table and recused himself from the vote.

**Mr. Frazier** gave an overview of this item and noted an Invitation for Bids (IFB) was issued for this lease and the is secured again the equipment only. **Mr. Frazier** noted the equipment is necessary and the rates are favorable. **Mr. Schattle** noted the rates were locked with the anticipated closing date. The recommendation is that the Board approve the following resolution.

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

**WHEREAS**, on April 26, 2016, the Rhode Island Airport Corporation (“Corporation”) issued a Request for Proposals (“RFP”) for an Equipment Lease Purchase Financing Firm

for the financing for six airfield plows and two airfield snow blowers (the "Equipment"); and

**WHEREAS**, the Corporation received five (5) responses from proposers; and

**WHEREAS**, in compliance with RIAC Procurement Rules, the submissions were evaluated to determine the lowest responsible proposer and responsiveness to the RFP; and

**WHEREAS**, as a result of this evaluation, management recommends that the Corporation award the Tax Exempt Lease to Santander Bank, N.A. ("Santander").

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

1. Based upon an evaluation and determination by management of Santander's proposal as the lowest responsible proposer, the Corporation hereby determines that the terms presented by Santander are in the best interests of the Corporation for the acquisition, purchase, financing and leasing of the Equipment.
2. The Corporation is hereby authorized to enter into, execute and deliver a Lease with Option to Purchase Agreement (the "Lease") with Santander Bank, N.A. as Lessor and the Corporation as Lessee for the financing of the Equipment in the form presented at the meeting and upon the terms and subject to the conditions set forth therein, with such changes or modifications as are recommended by the Authorized Officers of the Corporation to be necessary or appropriate; provided however the aggregate principal component of rental payments under the Lease shall not exceed \$3,000,000 and the maximum term shall not exceed seven (7) years.
3. The Interim President & CEO or his designee, is hereby authorized to execute the Lease upon substantially the terms and conditions set forth in the term sheet presented to the Corporation dated May 10, 2016, and to execute and deliver all such other documents and take such action as may be necessary or appropriate to carry out and comply with the terms and provisions of such documents, including, without limitation final acceptance certificates and tax agreements upon which bond counsel may rely in providing its opinion that the portion of the rental payments constituting interest is excluded from Lessor's gross income for federal income tax purposes under Section 103 of the Internal Revenue Code and is exempt from the State of Rhode Island personal income tax.
4. The Corporation ratifies and confirms that the funds for the first year rental payments will be appropriated in the budget for the Fiscal Year ending June 30, 2017, and that rental payments required under the Lease after the first year shall be subject to annual appropriation of funds by the board of directors of the Corporation in each of the annual budgets of the Corporation for fiscal years 2018 through 2023.

**The motion was passed by five affirmative votes, with one Board Member recusing himself from voting. The vote was as follows:**

**YEAS:** Jonathan Savage

Russell Hahn  
Michael Traficante  
Paul Carroll  
Heather Tow-Yick

**NAYS:** None

**RECUSAL:** Christopher Little

**(g) Consideration of and Action Upon 2016 Airport Bonds Project and Revenue Bond Issue.**

**Mr. Schattle** gave an overview of this item and noted it is to provide the necessary authorizations to issue the bonds. **Mr. Schattle** stated the primary purpose for the bonds is to fund the RIAC share of the Runway 5-23 Extension Project and several smaller projects. It was noted the Commerce Corporation Access to Capital Committee approved the bond issue unanimously and upon RIAC Board approval staff will meet with the Rating Agencies in New York and it will be brought to the Commerce Corporation Board for approval on May 23<sup>rd</sup>. **Mr. Schattle** stated the closing will be scheduled for late June/early July. The recommendation is that the Board approve the following resolution.

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

**WHEREAS**, the Rhode Island Airport Corporation (“RIAC”) is a public corporation, governmental agency and instrumentality of the State of Rhode Island and Providence Plantations (“State”) organized and existing under Chapter 64 of Title 42 of the Rhode Island General Laws, as amended (the “Act”) as a subsidiary public corporation of the Rhode Island Commerce Corporation, formerly known as the Rhode Island Economic Development Corporation (the “Corporation”); and

**WHEREAS**, RIAC has the power pursuant to Section 42-64-2(g) and Section 42-65-5 of the Act “... to furnish proper and adequate airport facilities within the State ...;” and

**WHEREAS**, RIAC is undertaking the 2016 Series D Project, consisting principally of improvements to Airport facilities consisting of (A) various airport capital projects including, but not limited (i) the design, permitting, bidding and construction costs related to the extension of Runway 5 at T.F. Green Airport, including the acquisition of property, the re-alignment of a portion of Main Avenue, Warwick, Rhode Island, the relocation of Winslow Park located in Warwick, Rhode Island, the installation of an EMAS bed, the modification and/or replacement of navigational equipment, the removal of aeronautical obstructions, the demolition of miscellaneous properties, and the acquisition of residences located in the Runway Protection Zone in connection with said extension of Runway 5; (ii) the design, permitting, bidding and construction costs of triturator improvements in conformance with State and Local standards; (iii) professional and engineering services to update the Airport Master Plan and Airport Layout Plans in conformance with Federal Aviation Requirements; (iv) demolition of various Airport properties and related costs; and (v) engineering, environmental and related professional fees and expenses, construction costs in

connection with the demolition of an unused terminal building at Quonset Airport and the construction of new maintenance garage located at Quonset Airport; (B) capitalized interest incurred in connection with the projects described in clause (A) above; and (C) costs related to the establishment of reserves for the 2016 Series D Project and the 2016 Series D Bonds, including a debt service reserve fund; and (D) costs related to issuance of the 2016 Series D Bonds;

**WHEREAS**, RIAC is undertaking the 2016 Series E Project, consisting principally of improvements to Airport Facilities consisting of (A) the acquisition of certain real property

located at 2119 Post Road, Warwick, Rhode Island consisting of approximately 6.5 acres located near T.F. Green Airport and all fixed assets, tangible personal property, inventory, installations, trade fixtures, building equipment, fittings, furniture, office equipment and other improvements located on said property, (B) costs related to the establishment of reserves for the 2016 Series E Project and the 2016 Series E Bonds; and (C) costs related to issuance of the 2016 Series E Bonds. The 2016 Series D Project and the 2016 Series E Project are collectively referred to as the “2016 Airport Bonds Project”); and

**WHEREAS**, RIAC intends to finance the 2016 Airport Bonds Project by requesting the Corporation to issue up to \$52,000,000 Airport Revenue Bonds by requesting the Corporation to issue Airport Revenue Bonds Series 2016 D/E in an amount necessary to finance the 2016 Airport Bonds Project pursuant to the Master Indenture of Trust among the Corporation, RIAC and U.S. Bank National Association, as Trustee (the “Trustee”) (the “Master Indenture”), a Thirteenth Supplemental Trust Indenture among RIAC, the Corporation and the Trustee (the “Thirteenth Supplemental Indenture”) and a Loan Agreement between RIAC and the Corporation (the “2016 Series D/E Loan Agreement”), pursuant to which the Corporation will loan the proceeds of the sale of the 2016 D/E Bonds to RIAC for the 2016 Airport Bonds Project; and

**WHEREAS**, in connection with the issuance and sale of the 2016 Series D/E Bonds, RIAC will, among other things, enter into a bond purchase agreement with the Corporation and Raymond James & Associates, Inc. (the “Underwriter”) (the “Bond Purchase Agreement”) pursuant to which the 2016 Series D/E Bonds will be sold to the Underwriter; and

**WHEREAS**, there have been prepared and submitted to this meeting of the Board of Directors (the “Board”), drafts of the Preliminary Official Statement (POS) including as Exhibits thereto a form of the Report of the Airport Consultant (“Airport Consultant Report”) relating to the Series 2016 Airport Bonds Project prepared by Leigh Fisher and a form of Continuing Disclosure Agreement; the Thirteenth Supplemental Indenture; the 2016 Series D/E Loan Agreement and the Bond Purchase Agreement, and the Board has determined that such documents appear to be in appropriate form and contain terms satisfactory to the Board; and

**WHEREAS**, RIAC and the Corporation presented the proposed financing to the Access to Capital Subcommittee of the Corporation on May 12, 2016, which Subcommittee unanimously recommended approval of the proposed financing.

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

1. RIAC hereby approves the 2016 Airport Bonds Project and hereby requests the Corporation to issue up to \$52,000,000 in the aggregate in two series, Airport Revenue Bonds, 2016 Series D (Non AMT) to finance the 2016 Series D Project and Airport Revenue Bonds 2016 Series E Bonds (Federally taxable) to finance the 2016 Series E Project;
2. RIAC hereby approves and authorizes the use by the Corporation in connection with the sale and distribution of the 2016 Series D/E Bonds, of the POS, including the Airport Consultant Report and Continuing Disclosure Agreement attached as Exhibits thereto, in substantially the form presented to this meeting, and authorizes the Interim President/CEO or any officer of RIAC to execute the POS on behalf of RIAC; and RIAC further authorizes the use by the Corporation, in connection with the sale of the 2016 Series D/E Bonds, of a final Official Statement, substantially in the form of the POS, with such changes therein as may be approved by the "Authorized Officers" as defined below.
3. The Authorized Officers of RIAC for purposes of this Resolution are the Interim President/CEO, the Chairperson, the Vice Chairperson or the Treasurer.
4. The form, terms and provisions of the Thirteenth Supplemental Indenture and the 2016 Series D/E Loan Agreement are hereby approved, and the Authorized Officers of RIAC, signing singly, are hereby authorized and directed to execute, acknowledge and deliver the Thirteenth Supplemental Indenture, the 2016 Series D/E Loan Agreement, in substantially the forms presented at the meeting, each to contain such provisions and to be in such final form as an Authorized Officer or Officers shall determine to be necessary or appropriate (including any additional provisions required of the bond insurer, if applicable), and following execution thereof, the directors, officers, agents and employees of RIAC are hereby authorized and directed to take all such other action, and to execute and deliver all such other documents, as may be necessary or appropriate to carry out and comply with the terms and provisions of such documents.
5. The Interim President/CEO or the Chairperson of RIAC, acting singly or in their absence, the Treasurer, of RIAC, is hereby authorized to approve the sale prices of and interest rates for (i) the 2016 Series D Bonds; and (ii) the 2016 Series E Bonds.
6. The Authorized Officers of RIAC, signing singly, are hereby authorized and directed to execute and deliver all such other documents, including but not limited to a Bond Purchase Agreement and a Continuing Disclosure Agreement in substantially the form presented at the meeting, certificates required under the Bond Purchase Agreement and the Tax Regulatory Agreement, and to take all such other action, as may be necessary or

appropriate in order to give effect to this resolution.

7. All acts of the officers of RIAC which are in conformity with the purposes and intents of this resolution and in furtherance of the issuance of the 2016 Series D/E Bonds, and the execution, delivery, approval and performance of preliminary and final Official Statement relating to the 2016 Series D/E Bonds, the Thirteenth Supplemental Indenture, 2016 Series D/E Loan Agreement, the Bond Purchase Agreement referenced above, Continuing Disclosure Agreement, Tax Regulatory Agreement, and any further documents necessary or desirable in connection therewith shall be, and the same hereby are, in all respects ratified, approved and confirmed.

**The motion was passed unanimously.**

**(h) Consideration of and Action Upon Approval to Exercise Acquisition Option.**

**Mr. Frazier** gave an overview of this item and noted it is in the best of the corporation to acquire the property and market it for resale. It was noted the property will go back on the City of Warwick tax roll when sold. The recommendation is that the Board authorizes the Interim President and CEO, or his designee, to exercise the option with ProPartners in Parking LLC for the acquisition of its rights, title and interest, both real estate and personal property, located at 2119 Post Road, Warwick, Rhode Island in the amount of \$3,000,000

A motion was made by **Ms. Tow-Yick** and seconded by **Mr. Trafficante** to approve the following resolution:

**WHEREAS**, on September 15, 2015, the Board authorized the President and CEO, or his designee, to execute an option with ProPartners in Parking LLC to acquire its rights, title and interest, both real estate and personal property, located at 2119 Post Road, Warwick, Rhode Island; and

**WHEREAS**, the property is currently being used for off-airport parking operations and once the Rhode Island Airport Corporation (RIAC) has secured the interest, RIAC plans to discontinue parking operations at this location and list the property for sale with appropriate deed restrictions; and

**WHEREAS**, the cost of the option is \$3,000,000; and

**WHEREAS**, the purchase of this property will be funded under the General Airport Revenue Bond that RIAC is advancing under a separate memorandum and resolution.

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

That the Board authorizes the Interim President and CEO, or his designee, to exercise the option with ProPartners in Parking LLC for the acquisition of its rights, title and

interest, both real estate and personal property, located at 2119 Post Road, Warwick, Rhode Island in the amount of \$3,000,000.

**The motion was passed unanimously.**

**Mr. Savage** announced that **Mr. Paul Carroll** will be leaving the RIAC Board of Directors and publicly thanked him for his service to the State of Rhode Island and to RIAC. **Mr. Savage** stated **Mr. Carroll** was a tremendous contributor and lead the way on monumental decisions for the general aviation airports including the solar project. **Mr. Frazier** stated a proclamation will be submitted for **Mr. Carroll** at the June Board Meeting.

**6. Executive Session:**

At approximately 4:38 p.m. a motion was made by **Ms. Tow-Yick** and seconded by **Mr. Hahn** to go into Executive Session for the purpose of discussing the following items:

**The Board will seek to go into Executive Session for the following stated purposes:**

- (a) **Motion to Approve the Minutes of the Executive Session held on April 13, 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)– R.I.G.L. § 42-46-5(a)(7); and**
- (c) **Discussions Related to Two Potential Non-Public Litigation Matter (Construction Dispute and Ground Transportation Violation)– R.I.G.L § 42-46-5(a)(2); and**
- (d) **Discussion Related to Personnel (Job Performance) - R.I.G.L. § 42-46-5(a)(1); and**
- (e) **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 5:08 p.m., a motion was made by **Mr. Traficante** and seconded by **Mr. Hahn** 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 on May 18, 2016.**

A motion was made by **Ms. Tow-Yick** 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  
Michael Traficante  
Paul Carroll  
Christopher Little  
Heather Tow-Yick

**NAYS:** None

**ABSTAIN:** None

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

During the Executive Session a motion was made by **Mr. Traficante** and seconded by **Mr. Little** to approve the sealed minutes of the Executive Session held on April 13, 2016.

**The motion was passed unanimously.**

**Action Items:**

**(c) Consideration of and Action Upon Approval of a Task Order Amendment to Provide Program Management Services for the 16-34 Safety Area Improvements and the Runway 5-23 Extension Projects at T. F. Green Airport.**

**Mr. Frazier** reported this item is for the continued Construction Management Services. The recommendation is that the Board authorizes the Interim President and CEO, or his designee, to execute a Task Order with AECOM Technical Services, Inc. in the amount of \$143,079, which will be included in the 2017 Fiscal Year Capital Improvement Plan Budget, to provide Program Management Services for the Runway 5-23 Extension Project at T. F. Green Airport from July 1, 2016 through September 30,

2016.

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

**WHEREAS**, on September 21, 2011, the Rhode Island Airport Corporation (RIAC) Board of Directors approved the selection of AECOM Technical Service, Inc. (AECOM) to provide Program Management and Other Related Services for the T. F. Green Airport Improvement Program; and

**WHEREAS**, the Board approved, and RIAC subsequently entered into, four Task Orders with AECOM for Program Management Services expected during calendar years

2013, 2014, 2015 and for the first six months of 2016 in the amounts of \$550,706, \$418,553, \$377,248 and \$265,802 respectively; and

**WHEREAS**, RIAC has negotiated a Scope and Fee with AECOM in the amount of \$143,079 for July 1, 2016 through September 30, 2016; and

**WHEREAS**, this amount will be included in the 2017 Fiscal Year Capital Improvement Plan project budget for the Runway 5-23 Extension project; and

**WHEREAS**, the Federal Aviation Administration (FAA) has approved the total budget for these services in an amount not to exceed \$2,700,000 funded from Passenger Facility Charges.

**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 with AECOM Technical Services, Inc. in the amount of \$143,079, which will be included in the 2017 Fiscal Year Capital Improvement Plan Budget, to provide Program Management Services for the Runway 5-23 Extension Project at T. F. Green Airport from July 1, 2016 through September 30, 2016.

**The motion was passed unanimously.**

**(d) Consideration of and Action Upon Approval of a Construction Contract for the Construction of the 5-23 Runway Extension at T. F. Green Airport.**

**Mr. Frazier** gave an overview of this item. The recommendation is that the Board authorizes the Interim President and CEO, or his designee, to execute a Construction Contract with Cardi Corporation in the net amount of \$37,234,958, which will be included in the proposed Fiscal Year 2017 Capital Improvement Plan budget, for the Construction of the 5-23 Runway Extension at T. F. Green Airport.

A motion was made by **Mr. Carroll** 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 construction of the 5-23 Runway extension at T. F. Green Airport; and

**WHEREAS**, on March 10, 2016, RIAC issued an Invitation for Bids (IFB) for the construction of the Runway 5 extension; and

**WHEREAS**, the IFB contained an allowance of \$7,000,000 for the installation of an Engineered Materials Arresting System (EMAS); and

**WHEREAS**, the contract terms under the bid specifications were structured to require the assignment of the EMAS bid to the construction bid; and

**WHEREAS**, three bids were received on April 21, 2016; and

**WHEREAS**, Cardi Corporation (Cardi) submitted the lowest bid in the amount of \$37,876,958; and

**WHEREAS**, on April 1, 2016, RIAC issued an IFB for the EMAS to be used in the construction of the Runway 5 extension; and

**WHEREAS**, one bid was received on April 25, 2016; and

**WHEREAS**, Cardi submitted the lowest bid in the amount of \$6,358,000; and

**WHEREAS**, C&S Engineers, Inc. (C&S), RIAC's Design Consultant for this project, has determined that the bids submitted by Cardi in the net amount of \$37,234,958 is the lowest responsive and responsible bid; and

**WHEREAS**, RIAC staff agrees with C&S determination and recommends award of this Contract to Cardi; and

**WHEREAS**, this project is included in the approved RIAC Fiscal year 2016 Capital Improvement Program budget as part of the overall program budget of \$87,000,000; and

**WHEREAS**, based on the actual results of the bids received, this project will be included in the proposed RIAC Fiscal year 2017 Capital Improvement Program budget as part of the overall program budget in the amount of \$92,500,000; and

**WHEREAS**, RIAC has submitted two grant applications to the Federal Aviation Administration (FAA) to fund \$21,041,302 of this project phase with the balance to be funded through a combination of Passenger Facility Charges, Bonds and/or General Purpose Funds.

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

That the Board authorizes the Interim President and CEO, or his designee, to execute a Construction Contract with Cardi Corporation in the net amount of \$37,234,958,

which will be included in the proposed Fiscal Year 2017 Capital Improvement Plan budget, for the Construction of the 5-23 Runway Extension at T. F. Green Airport.

**The motion was passed unanimously.**

**8. Future Meetings:**

The next Board Meeting will be held on Wednesday, June 15, 2016 at 4:00 p.m., in the Mary Brennan Board Room, T. F. Green Airport, Warwick, Rhode Island.

**9. Adjournment:**

**Ms. Tow-Yick** moved to adjourn at approximately 5:11 p.m. **Mr. Hahn** seconded the motion.

**The motion was passed unanimously.**

Respectfully submitted,

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Jon Savage, Chair  
Rhode Island Airport Corporation

**PUBLIC ATTENDANCE SHEET**  
**RHODE ISLAND AIRPORT CORPORATION**  
**MEETING OF THE BOARD OF DIRECTORS**  
**WEDNESDAY, MAY 18, 2016**

<b><u>NAME</u></b>	<b><u>AFFILIATION</u></b>
Brian Schattle	RIAC
Patricia Goldstein	RIAC
Alan Andrade	RIAC
Liberty Luciano	RIAC
Sherri Ann Penta	RIAC
Doug Dansereau	RIAC
Nicole Williams	RIAC
Dan Porter	RIAC
Timothy Pimental	RIAC
Jeffrey Goulart	RIAC
Randy Costa	RIAC
Annette Jacques	RIAC
Leo Messier	RIAC
Bruce Wilde	RIAC
David Cloutier	RIAC
Carl Tortolano	AECOM
Robert Goff	New England Parking
Paul Parker	Projo
Nicole Reis	Allied Cart Services
Bill Case	PFM

Sandy Mack

Mack Law

Bruce Warren

Standard Parking

Greg Fehrman

C&S

Brian Kauch

Pilot

The minutes of the Executive Session of the Board Meeting May 18, 2016 have been sealed in accordance with R.I.G.L. § 42-46-4.