

MINUTES OF MEETING
RHODE ISLAND AIRPORT CORPORATION
BOARD OF DIRECTORS
THURSDAY, NOVEMBER 9, 2023, AT 9:00 AM
IN THE MARY BRENNAN BOARD ROOM
RHODE ISLAND T. F. GREEN INTERNATIONAL AIRPORT
2000 POST ROAD, WARWICK, RHODE ISLAND

The meeting of the Rhode Island Airport Corporation (RIAC) Board of Directors was called to order by Chair, Jonathan Savage at 9:00 a.m., in accordance with the notice duly posted pursuant to the Open Meetings Act (R.I.G.L. §42-46-1 et seq.).

BOARD MEMBERS PRESENT: Jonathan Savage, Christopher Little, John Justo, and Jeffrey Bogosian.

BOARD MEMBERS ABSENT: Mike Traficante, Gregory Pizzuti, and Jonathan Roberts.

ALSO PRESENT: Iftikhar Ahmad, President and CEO, and those members listed on the attendance sheet attached hereto.

1. Approval of the Minutes:

A motion was made by **Mr. Bogosian** to approve the minutes of the Board of Directors Meeting of October 12, 2023. The motion was seconded by **Mr. Justo**.

The motion was passed unanimously.

2. Open Forum:

Mr. Savage asked if anyone present wanted to speak in Open Forum. One individual came forward.

Mr. Langseth noted that he would like to speak about the COVID relief funds and how they are dropping off in the coming year and has asked if it could be covered in a personal meeting. **Mr. Savage** asked Mr. Langseth to send a letter of the items he is looking to address.

Mr. Savage noted for the record that he would need to take the meeting out of the order listed on the agenda due to a potential loss of a quorum. He called the marketing update, as we have folks here to be recognized, noting it would be followed by executive session.

3. Department Updates:

(a) Airport Marketing Update

Ms. Seabury presented an update on marketing efforts. The winner of the “Why do I fly RI” social media contest, Ms. Freer, was announced and she was presented with her prizes.

5. Executive Session:

At approximately 9:05 a.m., a motion was made by **Mr. Little** and seconded **Mr. Bogosian** 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 October 12, 2023 § 42-46-5(a), (1), (2), (5) and (6); and
- (b) Discussion related to personnel (§42-155-5 required annual job performance review of CEO) pursuant to § 42-46-5(a)(1). The individual has been notified in writing that this public body intends to convene in executive session; and
- (c) Motion to return to open session.

By roll call vote the motion was passed unanimously.

At approximately 9:28 a.m., a motion was made by **Mr. Bogosian** and seconded by **Mr. Little** to return to Open Session.

The motion was passed unanimously.

Mr. Savage noted that we would now take the action items.

4. **Action Items:**

- (a) **Approval to execute a professional services contract with VRX, Inc. in the amount of \$282,612 for the Baggage Handling System (BHS) Improvements - Phase I Controls at Rhode Island T. F. Green International Airport.**

Ms. Mineker presented the action item for the Baggage Handling System improvements – Phase 1 Controls at PVD. **Mr. Bogosian** asked if there will be any service interruptions. **Ms. Mineker** noted this project can be phased to be done overnight and there will be no interruptions. **Mr. Little** asked what the source of funding is. **Mr. Ahmad** noted it is PFC funding.

A motion was made by **Mr. Little** and seconded by **Mr. Bogosian** to approve the recommendation.

The motion was passed unanimously.

(b) **2024 Committee and Board Meeting Schedules**

A motion was made by **Mr. Bogosian** and seconded by **Mr. Justo** to approve the recommendation.

The motion was passed unanimously.

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

- (a) Motion to seal the minutes of the Executive Session held on November 9, 2023; and

A motion was made by **Mr. Bogosian** and seconded by **Mr. Justo** to seal the minutes of the Executive Session in accordance with R.I.G.L. § 42-46-7.

The motion was passed unanimously.

- (b) Conclusion and approval of President and CEO performance review in accordance with R.I.G.L. §42-155-5, and approval of performance incentive and contract amendment for the President and CEO.**

Mr. Little made a motion to approve the annual review of President and CEO Iftikhar Ahmad with an incentive bonus of 20% for exemplary performance and achievement of annual objectives in accordance with Section 3(d) of his employment agreement and authorizing the Chairman to execute an amended employment agreement with Mr. Ahmad incorporating the term sheet as presented.

A motion was made by **Mr. Bogosian** and seconded by **Mr. Justo** to approve the recommendation.

The motion was passed unanimously.

- (c) Approval of the 457(f) Plan in substantially the form presented, and authorization for the Chair to sign any and all documentation required to effectuate the adoption of this Plan.**

Mr. Rodio noted that this benefit has been previously approved by the Board. Every time there is a date change, for IRS compliance purposes, the Plan needs to be brought back to the Board; this is a clerical approval.

A motion was made by **Mr. Little** and seconded by **Mr. Bogosian** to approve the recommendation.

The motion was passed unanimously.

- (d) Report on actions taken in Executive Session.**

During the Executive Session, a motion was made by **Mr. Little** and seconded by **Mr. Justo** to approve the sealed minutes of the Executive Session held on October 12, 2023.

7. Future Meetings:

The next meeting is scheduled for Thursday, December 14, 2023, at 8:30 a.m., in the Mary Brennan Board Room, Rhode Island T. F. Green International Airport, Warwick, Rhode Island.

8. Adjournment:

Mr. Justo moved to adjourn at approximately 9:40 a.m. **Mr. Little** 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
THURSDAY, NOVEMBER 9, 2023

<u>NAME</u>	<u>AFFILIATION</u>
Alicia Seabury	RIAC
Sapha Mabrouk	RIAC
David Cloutier	RIAC
Brittany Morgan	RIAC
Jessica Damicis	RIAC
Dawn Mineker	RIAC
Jen Borden	RIAC
Nicole Williams	RIAC
Nikolas Persson	RIAC
John Goodman	RIAC
Robert Vanburg	RIAC
Willie Carter	RIAC
Don Stubbs	RIAC
Joseph Rodio, Jr.	Rodio & Ursillo
Nancy Freer	Constituent
Richard Langseth	Constituent

The minutes of the Executive Session of the Board Meeting on November 9, 2023, have been sealed in accordance with R.I.G.L. § 42-46-7(c).