

**MINUTES OF MEETING**  
**RHODE ISLAND AIRPORT CORPORATION**  
**BOARD OF DIRECTORS**  
**THURSDAY, SEPTEMBER 14, 2023, AT 8:45 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 8:45 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:** Christopher Little, John Justo, Jeffery Bogosian, and Jonathan Roberts.

**BOARD MEMBERS ABSENT:** Michael Traficante and Gregory Pizzuti.

**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 August 3, 2023. 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 individuals came forward.

**3. Report from the President and CEO:**

**Mr. Ahmad** presented the President and CEO Report and reported on the following:

- **Mr. Ahmad** reported on the June 2023 landings, passengers, seat capacity, and load factors.
- **Mr. Ahmad** stated on August 22, three Illy coffee vending machines were installed throughout PVD. There will allow passengers another option for quick coffee service during peak travel hours. There will be an update on this during today's meeting.
- **Mr. Ahmad** stated RIAC has received the grant offers for eight upcoming Infrastructure projects. These projects include the Quonset 16-34 Runway Reconstruction Design; PVD Taxiway C Reconstruction Design; PVD Southside Grading and Utility improvements; Westerly Wildlife Fence Installation, Repair, and Replacement; Block Island Terminal Apron Expansion; and North Central Tie-Down Apron Reconstruction. The total costs for these projects is \$80 million. The FY23 grants were the largest single award to RIAC totaling over \$60 million.

- **Mr. Ahmad** stated Rhode Island T. F. Green International Airport was once again nominated for the USA Today 10Best Readers' Choice Best Small Airport Award. Voting is live now through October 2. Visit [www.flyri.com](http://www.flyri.com) for a link to vote.
- **Mr. Ahmad** stated RIAC's summer college intern from Purdue University completed his internship. He stated that his time with RIAC was "phenomenal" and that it was the "best internship" that he has participated in throughout his education. He received exceptional hands-on learning with various RIAC departments. He said all of the people involved in his internship were what made it a great experience.
- **Department Updates**

**(a) Operations Update**

**Ms. Morgan** presented an overview of passenger enplanement data, June and FYTD load factors, and overtime trends.

**(b) Airport Financial Report Update**

**Ms. Williams** presented the June 2023 revenues and expenses with comparisons to the prior year and budgets.

**Mr. Roberts** asked if the airport is in good shape in preparing for the incoming hurricane. **Mr. Ahmad** noted RIAC has communicated with stakeholders, and will be ready and coordinated.

**(c) General Aviation Airports Update**

**Ms. Mineker** presented an update on the Terminal Demolition and Runway 16-34 projects at Quonset State Airport. **Mr. Roberts** asked if Runway 5-23 will be closed at any point during the Runway 16-23 construction. **Ms. Damicis** noted yes, the runway will have an approximately one-week closure for construction at the intersection of the two runways. **Ms. Mineker** gave an overview of four construction projects, and the AIP funds RIAC anticipates receiving.

**Mr. Cloutier** presented an update on parcel UUU-1 site work progress and shared a facility rendering. **Mr. Savage** asked questions related to the size in comparison with the existing hangars at Newport State Airport. **Mr. Cloutier** noted the existing hangars on the adjacent parcel are owned by Newport Hangars. They have 10 hangars, totaling approximately 15,000 square feet, so this is larger in square footage. RIAC will provide Mr. Savage with the exact existing facility size. RIAC has been receiving calls of interest and is relaying them to the tenants.

**Ms. Victor** presented an update on the progress of the Block Island State Airport diner construction.

**Mr. Goodman** presented an update on outreach and education efforts. **Mr. Roberts** noted that the Rhode Island Pilots Association had a meeting at Chelos with approximately 60 people in attendance; there is a lot of momentum with RIAC in attendance and those relations are important. **Mr. Bogosian** asked how many used to attend. **Mr. Roberts** noted about 20-30 people.

**(d) Infrastructure**

**Ms. Mineker** presented an update on the Public Address System replacement and South Cargo Ramp Development projects.

**(e) Breeze Base Update**

**Ms. Damicis** presented an update on the terminal space modifications. **Mr. Roberts** asked if this is new or refurbished space. **Mr. Damicis** noted it is the existing belly cargo building. **Mr. Ahmad** asked if Breeze Airways will be maintaining other airplanes here at PVD. **Ms. Damicis** noted yes, it is the maintenance facility for the region, including New York and Hartford.

**(f) Concessions Update**

**Mr. Persson** presented an update on the Grove Bay and Paradies Lagardère concession programs. **Mr. Roberts** asked questions related to the timeline for the food and beverage program and opportunities to make it quicker. **Mr. Persson** noted RIAC is always looking for efficiency's, especially in the phasing, to mitigate the customer service impact, but that the renovations must be phased in order to serve the passengers, so the options are more limited. **Mr. Roberts** asked who controls TSA's process in those areas. **Mr. Ahmad** noted the DHS and the TSA have their own processes. The queuing area is ours and changes can be made to it, with coordination. They let us know if they are doing construction, but RIAC does have input.

**(g) Airport Connector Improvements Update**

**Mr. Vanburg** presented an update on RIDOT's airport connector improvements.

**(h) Fall Planting Update**

**Mr. Carter** presented an update on the fall planting installations and locations.

**(i) Marketing Update**

**Ms. Morgan** presented an update on marketing efforts and feedback, and shared tv commercial concepts.

**4. Pension Committee Update:**

**Mr. Bogosian** noted Principal presented a plan overview and GYL presented a fund interview at the August 10 meeting. He reported on the total funds in the account and employee participation. GYL recommended replacement of Principal Domestic Equity Indexes with Fidelity Indexes to bring down basis points; mapping Principal SAM Balanced to appropriate target date vintage to reduce line up and participant confusion; and replacement of franklin small-mid cap growth R6 with Janus Henderson Enterprise N. to lower volatility. For the next meeting, the real estate fund and PIMCO are on watch.

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

**The motion was passed unanimously.**

## **5. Finance and Audit Committee Update:**

**Mr. Justo** noted the committee reviewed the audited financial statements. Plante Moran presented an overview of the audit process and noted the Airport Improvement Program Compliance Report and PFC Program Report are expected to be issued with a clean opinion. He presented an overview of liquidity, net cash flow, CPE, and debt. Three GASBs were reviewed during the audit. **Mr. Justo** noted that the Committee authorized a resolution to recommend that the Board of Directors approve the FY 2023 audit in substantially the form presented, and asked the Board to consider such a motion.

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

**The motion was passed unanimously.**

## **6. Action Items:**

- (a) **Approval to execute a Construction Contract with Baseline King Corp. in the amount of \$655,360 to complete the Automated Weather Observing System Installation project at Quonset State Airport.**

**Ms. Mineker** presented the action item for the construction contract of Automated Weather Observing System Installation project at OQU.

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

**The motion was passed unanimously.**

- (b) **Approval to execute a Reimbursable Agreement with the Federal Aviation Administration, in the amount of \$228,191.91, to provide FAA engineering and support for re-cabling and flight checks during implementation of the Runway 16-34 Reconstruction project at Quonset State Airport.**

**Mr. Damicis** presented the action item for FAA's reimbursement for re-cabling and flight checks following the Runway 16-34 Reconstruction project. **Mr. Roberts** asked who does this work. **Ms. Damicis** noted the FAA staff does this work.

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

**The motion was passed unanimously.**

- (c) **Approval to execute a Lease between the Air National Guard and the Rhode Island Airport Corporation for a term of fifty years in the amount of \$1 for the term of the agreement, to provide a total premise of 66.96 acres of real property for the use of national defense support and any uses not explicitly prohibited.**

**Mr. Persson** presented the action item for a lease agreement with Rhode Island Air

National Guard at Quonset State Airport. **Mr. Savage** asked for confirmation that this is all existing land and not new land. **Mr. Persson** confirmed yes, it is just the combination of two existing leases into one lease. **Mr. Savage** asked where the guard will go when the runway is closed. **Ms. Damici** noted that RIAC will be relocating planes potentially to PVD.

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

**The motion was passed unanimously.**

- (d) **Approval to execute Task Order No. 6 for a 22-month term with ISS Facility Services, Inc. in the amount of \$256,649.84, which expands the current scope of services under the existing contract to include janitorial cleaning services of parking garages A and B and trash removal for surface lots D and E.**

**Ms. Victor** presented the action item for janitorial cleaning services and trash removal of parking garages and for surface lots. **Mr. Roberts** asked who was previously responsible for this work. **Mr. Ahmad** noted this was with LAZ Parking and now it will be with ISS. RIAC changed how things were being done when the revenue control and shuttle service RFPs were put out. **Mr. Rodio** noted a few of the items that would have to be brought in-house were highlighted in the budget upon approval of the new parking agreement, and the analysis showed over one million in savings to RIAC net of the increased other costs.

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

**The motion was passed unanimously.**

- (e) **Approval to execute a Lease Agreement with ALCLEAR, LLC with a term of five years with an approximate revenue of \$150,000 per year or \$750,000 over the term of the agreement to provide expedited identity verification services for passengers.**

**Mr. Pimental** presented the action item for a lease agreement for identify verification services offered by CLEAR. **Mr. Bogosian** asked how many kiosks there will be and where. **Mr. Pimental** noted there will be a total of eight devices. Four facing the inside of the designated entrance to security and four facing outside, for enrollment. **Mr. Roberts** asked questions related to the company, operation at PVD, and security issues. **Mr. Pimental** introduced Arica Gately, CLEAR Vice President of Business Development. **Ms. Gately** noted they are planning to be open from 4 a.m. to 8 p.m., two hours before the first flight until the time of the last flight. They have reverified the identity of over two million members. CLEAR is a private company and a registered traveler program that works closely with DHS and TSA. The most recent earning and shareholder letter will be forwarded to RIAC staff following the meeting.

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

**The motion was passed unanimously.**

- (f) **Approval to execute the CAVU Concessions Agreement Amendment No. 1 to**

**include ten additional years to the end of the agreement, which shall now expire on April 1, 2039, in exchange for a \$4,000,000 capital expenditure in renovating and relocating to the former Federal Tavern space.**

**Mr. Pimental** presented the action item for an amended concessions agreement with CAVU. **Mr. Roberts** asked how the majority of customers access the lounge. **Mr. John Wildman**, CAVU Vice President of Growth, noted that most people access the lounge with their credit cards. They also have agreed fees and deals with airlines, including international. **Mr. Bogosian** asked questions related to the structure of the space. **Mr. Wildman** noted this is a full kitchen, self-serve concept for hot and cold food and drinks. **Mr. Little** asked questions related to revenue. **Mr. Rodio** noted the basis of the payment is based on gross revenue, so increased traffic to the space increases RIAC's rent. **Ms. Morgan** noted they will either pay the MAG or percentage, depends on which is greater. **Mr. Wildman** noted CAVU expects a 50% increase in customers with new location.

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

**The motion was passed unanimously.**

**(g) Election of Office: John Justo, Treasurer**

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

**The motion was passed unanimously.**

**7. Executive Session:**

At approximately 10:03 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 August 3, 2023 § 42-46-5(a),(2),(5) and (6); and**
- (b) Session pertaining to Harriet Kniffer, Jacqueline Abberton, Robert Rutter, Patricia Rutter, Frances Kelly v. Rhode Island Airport Corporation, State of Rhode Island Department of Transportation, WC-2016-0121 (§ 42-46-5(a)(2)); and**
- (c) Session pertaining to John Kramer, Anthony P. Fox. Timothy T. Fox, Linda J. Jokl, Peter Jokl, Sara McGinnes, Ruth S. Perfido, Peter H. Greenman, Arthur Jacob, Sharon Lehman, John Lehman, and Piera M. Cote Robson vs. HTX Helicopters, LLC, d/b/a Heliblock and Rhode Island Airport Corporation, C.A. No. WC-2018-0491 (§ 42-46-5(a)(2)); and**
- (d) Session pertaining to a nonpublic potential litigation matter related to Contract No. 33343 (§ 42-46-5(a)(2)); and**

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

At approximately **10:48 a.m.**, a motion was made by **Mr. Little** and seconded by **Mr. Bogosian** to return to 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 14, 2023; and**

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

**The motion was passed unanimously.**

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

During the Executive Session, a motion was made by **Mr. Bogosian** and seconded by **Mr. Justo** to approve the sealed minutes of the Executive Session held on August 3, 2023.

**9. Future Meetings:**

The next meeting is scheduled for Thursday, October 12, 2023, at 8:45 a.m., in the Mary Brennan Board Room, Rhode Island T. F. Green International Airport, Warwick, Rhode Island.

**10. Adjournment:**

**Mr. Justo** moved to adjourn at approximately 10:49 a.m. **Mr. Bogosian** 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**  
**THURSDAY, SEPTEMBER 14, 2023**

| <b><u>NAME</u></b> | <b><u>AFFILIATION</u></b> |
|--------------------|---------------------------|
| Alicia Seabury     | RIAC                      |
| Sapha Mabrouk      | RIAC                      |
| David Cloutier     | RIAC                      |
| Brittany Morgan    | RIAC                      |
| Jessica Damicis    | RIAC                      |
| Dawn Mineker       | RIAC                      |
| Nicole Williams    | RIAC                      |
| Nikolas Persson    | RIAC                      |
| John Goodman       | RIAC                      |
| Tim Pimental       | RIAC                      |
| Robert Vanburg     | RIAC                      |
| Nedjyne Victor     | RIAC                      |
| Don Stubbs         | RIAC                      |
| Willie Carter      | RIAC                      |
| Joseph Rodio       | Rodio & Ursillo           |
| Dan Procaccini     | APS Law                   |
| Arica Gately       | CLEAR                     |
| Matt Rubin         | CLEAR                     |
| John Wildman       | CAVU                      |
| Ali Hijazi         | Plant Moran               |
| Chris Shea         | Rhode Island Current      |
| Dave Shultz        | Senate Fiscal Office      |

The minutes of the Executive Session of the Board Meeting on September 14, 2023 have been sealed in accordance with R.I.G.L. § 42-46-7(c).