

MINUTES OF MEETING
RHODE ISLAND AIRPORT CORPORATION
BOARD OF DIRECTORS
THURSDAY, SEPTEMBER 26, 2024, AT 9:30 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 9:31 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, Michael Traficante, Christopher Little, John Justo, Deborah Thomas, Jeffrey Bogosian, and Greg Pizzuti.

BOARD MEMBERS ABSENT: None.

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. Traficante** to approve the minutes of the Board of Directors Meeting of August 8, 2024. The motion was seconded by **Mr. Bogosian**.

The motion was passed unanimously.

2. Open Forum:

Mr. Savage asked if anyone present wanted to speak in Open Forum. Two individuals came forward.

Mr. Borah, Executive Vice President of Hilb Group New England, noted his concerns regarding RIAC's request for proposals for Human Resources insurance brokerage services.

Mr. Langseth noted his concerns on contracting out the services for pavement repairs, and the ongoing disputes between the union and RIAC.

3. Report from the President and CEO:

- **Mr. Ahmad** reported on the June 2024 landing, passengers, seat capacity, and load factors.
- **Mr. Ahmad** stated the PVD Pups celebrated their 9th anniversary on August 25th with a parade in the concourse. The PVD Pups wore their airport uniform and anniversary ribbon while they greeted passengers. There are currently 21 active teams in the program.
- **Mr. Ahmad** stated RIAC held the 2024 annual FAA Tabletop Exercise on September 10th at the Radisson Hotel. RIAC and Rhode Island emergency response teams came together to discuss a scripted emergency scenario, brainstorm actions, and strategize responses.

The collaborative and critical-thinking exercise strengthens our readiness and resilience in case of an emergency.

- **Mr. Ahmad** stated Half Moon Empanadas opened in the PVD food court in late August. Half Moon offers an array of sweet and savory empanadas including breakfast offerings. Half Moon is open from 4 a.m. to last departure. RIAC is excited to bring this new offering to our passengers.
- **Mr. Ahmad** stated RIAC is proud to award Senior Airport Operations Specialist, Scott Petrangelo and Patrol Office Linda Jackson as Employees of the Quarter for their exemplary work, dedication, and customer service. Please join me in thanking them for all they do for the Airport community.
- **Department Updates:**

(a) Operations Update

Ms. Morgan presented an overview of June 2024 passenger enplanement data, average load factors, and overtime trends.

(b) Financial Update

Ms. Williams presented an update on the June 2024 statement of revenues and expenses with comparisons to the prior year and budgets, as well as RIAC's positive review from credit rating agencies.

(c) Information Technology System and Cyber Security Update

Mr. Spalding presented an update on the Information Technology department, highlighting achievements and goals. There was discussion regarding the continued use of CrowdStrike software. In the future, **Mr. Spalding** will provide an update to the Board on the TSA's feedback from the vulnerability assessment and the Cybersecurity Improvement Plan.

(d) Infrastructure Update

Ms. Damicis presented an update on OQU Runway 16-34 construction and the hard surface flooring project.

Ms. Mineker presented an update on the construction to repair terminal soffits, curb ramp reconstruction, and Taxiway Charlie construction.

4. Finance & Audit Committee Update and Action:

(a) Approval of the Draft Fiscal Year 2024 Audited Financial Statements and Related Reports.

Mr. Justo noted the committee reviewed the audited financial statements. Plante Moran presented an overview of the audit process and noted the PFC Program Report is expected to be issued with a clean opinion. He noted that Ms. Williams presented an overview of liquidity, net cash flow, CPE, and debt. Two 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 2024 audit in substantially the form presented and asked the Board to consider such a motion.

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

The motion was passed unanimously.

5. Action Items:

- (a) Approval to execute a construction contract with Northern Tree Service, LLC in the amount of \$1,156,421.36 to complete the System-Wide Airport Obstruction Removal Program - Phase 1.

Mr. Savage noted that this item will be postponed.

- (b) Approval to execute a professional services contract with Stantec Consulting Services, Inc. in the amount of \$423,096.45 to complete construction phase services for the System-Wide Airport Obstruction Removal Program - Phase 1.

Ms. Mineker presented the action item for construction phase services for the System-Wide Airport Obstruction Removal Program – Phase 1. There was discussion regarding the bid process and selection.

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

The motion was passed unanimously.

- (c) Approval to execute change order #1 for construction contract No. 32231R with Ferreira Construction Co., Inc. in the amount of \$192,223.06 to complete additional ADA compliant curb ramps.

Ms. Mineker presented the action item for construction phase services for the South Cargo Ramp Development project. There was discussion on bid regulations and process.

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

The motion was passed unanimously.

- (d) Approval to execute amendment #1 to Contract 33596 with CHA Consulting, Inc. in the amount of \$16,500 to perform additional bid phase services for the PVD Stormwater Improvements project.

Ms. Damicis presented the action item for construction phase services for the South Cargo Ramp Development project.

A motion was made by **Mr. Bogosian** and seconded by **Ms. Thomas** to approve the

recommendation. There was discussion regarding the total project cost and specifications.

The motion was passed unanimously.

- (e) **Approval to enter into amendment #1 to the Lease and Operating Agreement between the Rhode Island Airport Corporation and United Parcel Service, Inc., for the lease of 1.73+/- acres of land within the South Cargo site having a five-year lease term, with five additional five-year mutual options as defined in the agreement, generating revenue to RIAC in the initial amount of \$387,488 per year, in substantially the form presented.**

Mr. Persson presented the action item for the first amendment to the Lease and Operating Agreement between RIAC and UPS for a lease of land within the South Cargo site.

A motion was made by **Mr. Traficante** and seconded by **Mr. Pizzuti** to approve the recommendation.

The motion was passed unanimously.

- (f) **Approval to enter into a one-year first amendment to the Option to Lease Agreement between the Rhode Island Airport Corporation and Ameresco Solar Land Holdings, LLC, with up to two additional one-year options, generating revenue in a range from \$15,000 to \$45,000 for a development parcel known as "SFZ-4", comprised of approximately 5.8+/- acres of land located at the North Central State Airport, in substantially the form presented.**

Mr. Persson presented the action item for the first amendment to the Option to Lease Agreement between RIAC and Ameresco.

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

The motion was passed unanimously.

- (g) **Approval to execute a construction contract with Narragansett Improvement Co. in the amount of \$1,558,550.00 to perform pavement repairs to include crack sealing, pavement patches, and markings at Westerly State Airport, Newport State Airport, Block Island State Airport, and Quonset State Airport.**

Mr. Nguyen presented the action item for pavement repairs at Westerly State Airport, Newport State Airport, Block Island State Airport, and Quonset State Airport.

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

The motion was passed unanimously.

- (h) **Approval to execute a construction contract with Sole Source Construction in the amount of \$128,800.36 to design and construct an inclement weather structure in the Trusted Agent Lot at Rhode Island T. F. Green International**

Airport.

Mr. Nguyen presented the action item for construction of an inclement weather structure in the Trusted Agent Lot at PVD.

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

The motion was passed unanimously.

- (i) **Approval to execute a four-year and eleven-month agreement with Andy Frain Services in the amount not to exceed of \$5,550,209.54 for security and passenger assistance services at Rhode Island T. F. Green International Airport.**

Mr. Nguyen presented the action item for security and passenger assistance services at PVD. There was discussion regarding the current contract for this service, and the capability and scope of the selected company.

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

The motion was passed unanimously.

Mr. Savage noted that a one individual was not able to sign up to speak in Open Forum and he may do so at this point.

Mr. Cannon introduced himself as representative and attorney for Local 2873. In regard to agenda item 7(d), he notes that this is a continuation of concerns of a potential work stoppage in August and reaffirms that Council 94 and Local 2873 were not aware of a work stoppage, they do not support it, and they will continue to uphold the contract, which has a no-strike clause.

6. Executive Session:

At approximately 10:39 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 8, 2024, § 42-46-5(a)(2) and (5); 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) **Discussion and potential vote related to 2024 collective bargaining pursuant to § 42-46-5(a)(2); and**
- (d) **Discussion and potential vote related to three (3) Union grievances including**

RIAC moving to vacate arbitration awards pursuant to § 42-46-5(a)(9); and

- (e) **Discussion and potential vote related to potential litigation brought by the Rhode Island Airport Corporation, and the engagement of the law firm of Desisto Law for internal and external investigation and pursuit of claims for tortious interference with contractual relations against internal and external parties including, but not limited to, former employees, and any other claims arising from the investigation of the facts and circumstances around other internal and external parties' tortious interference pursuant to § 42-46-5(a)(2); and**
- (f) **Motion to return to open session.**

By roll call vote the motion was passed unanimously.

At approximately 12:58 p.m., a motion was made by **Mr. Little** and seconded by **Mr. Justo** to return to Open Session.

The motion was passed unanimously.

7. Post Executive Session Actions and Announcements:

- (a) **Motion to seal the minutes of the Executive Session held on September 26, 2024; and**

A motion was made by **Mr. Traficante** 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) **Report on actions taken in Executive Session.**

During the Executive Session, the following motions were made:

- 1) Pursuant to Agenda item 6(a), a motion was made by **Mr. Justo** and seconded by **Mr. Bogosian** to approve the sealed minutes of the Executive Session held on August 8, 2024.
- 2) Pursuant to Agenda item 6(d) a motion was made by **Mr. Little** and seconded by **Bogosian** to authorize the President and CEO to initiate any lawsuit to vacate or challenge grievance arbitration awards under the Board delegation table.
- 3) Pursuant to Agenda item 6(e) a motion was made by **Mr. Bogosian** and seconded by **Mr. Little** to authorize the President and CEO to enter into an engagement agreement with Desisto Law for pursuit of claims brought by RIAC.
- (c) **Approval of Resolution on organizational commitment to continuous improvement for all staff; and**

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

recommendation.

The motion was passed unanimously.

- (d) **Authorization for the Chief Executive Officer, or his designee, to enter into contracts in excess of \$100,000 where necessary to ensure continuity of operations in the event of a labor disruption.**

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

The motion was passed unanimously.

8. Future Meetings:

The next meeting is scheduled for Thursday, October 17, 2024, at 8:45 a.m., in the Mary Brennan Board Room, Rhode Island T. F. Green International Airport, Warwick, Rhode Island.

9. Adjournment:

Mr. Traficante moved to adjourn at approximately 1:01 p.m. **Mr. Justo** 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, SEPTEMBER 26, 2024

<u>NAME</u>	<u>AFFILIATION</u>
Alicia Seabury	RIAC
Sapha Mabrouk	RIAC
Brittany Morgan	RIAC
Dawn Mineker	RIAC
Nicole Williams	RIAC
Nikolas Persson	RIAC
Jessica Damicis	RIAC
John Goodman	RIAC
David Spalding, Jr.	RIAC
Duc Nguyen	RIAC
Joseph Rodio, Jr.	Rodio & Ursillo
Joseph D. Whelan	Whelan, Corrente & Flanders LLP
Jim Borah	Hilb Group New England
Scott Mathieu	Hilb Group New England
Adam Sepe	Northern Tree Service LLC
Matt Cooke	Northern Tree Service LLC
Patrick Cannon	RI Council 94
Chris Gavin	Boston Globe
Richard Langseth	Constituent

The minutes of the Executive Session of the Board Meeting on September 26, 2024, have been sealed in accordance with R.I.G.L. § 42-46-7(c).