

The Seven hundred seventy-first meeting of the Worcester Regional Airport Commission was held on Monday, October 6, 2008 at 6:30 PM in the Conference Room of the Worcester Regional Airport Terminal Building.

Members present were: Vice-Chairman Joe Zwirblia, Commissioners Eric Nierenberg, Tom Reynolds and Patsy SantaMaria.

Also present were: Mr. Ira Wallach, Massport Legal, Mr. Yil Surehan, Massport Airline Route Development, Mr. Eric Waldron, Airport Director and Mr. Philip Niddrie, Airport Liaison.

Vice-Chairman Zwirblia opened the meeting at 6:41 PM.

**1. Approval of minutes of the August 11, 2008 meeting -**

Commissioner SantaMaria moved, seconded by Commissioner Nierenberg, to approve the minutes of the August 11, 2008 meeting. **All in favor - So Voted.**

**2. Report of the Commission Chairman –**

Vice-Chairman Zwirblia reported that he signed documents relating to purchasing the EMAS blocks for Runway 11, a project that will occur next spring. He also noted that the DOT marketing grant will be able to be used from September, 2008 through December 10, 2008, for advertising for the airport and the air service/airline.

**6. New Business-Out of Order**

- **Direct Air Agreement-Vote Needed**
- **Parcel "P"-authorization to issue a RFP-Vote Needed**

**Direct Air Agreement-** Ira Wallach from Massport Legal briefed the Members on key components of the Agreement that the Massport Board of Directors voted on at their recent meeting and which was provided for consideration of the Airport Commission Members. Key components of the agreement are:

**Term-** 2 years, with 30 day cancellation provisions.

**Space-** Gates 1 and 2 including associated hold rooms, ticket offices, ticket counter positions, baggage claim space, support space in the lower-level including baggage make-up , all provided that they are not otherwise occupied by other concerns.

**Signage-** All signage at the approval of the Airport Operator.

**Fees-** Fuel Flowage Charge @\$0.05 per gallon; Passenger Facility Charges (PFC)

**Waived Fees-** Landing Fee, Jet Bridge Fee, Overnight Aircraft Parking Fee, Terminal Rent. All of the above fees are waived for the term of the agreement.

The specific language of the vote recommended follows:

VOTE: The City Administration and Massport (the Authority) are asking for your review, approval and affirmative vote authorizing the Chair or Vice-Chair to execute an operating and license agreement ("Agreement") with Direct Air or to take such other action as may be deemed appropriate to authorize Direct Air to conduct regularly scheduled public charter air service operations at the Airport. Direct Air will pay such fees and charges as may be negotiated by the Authority and the City of Worcester for use of the Airport which fees (and the waiver of any fees, as outlined in the attached agreement) shall be set forth in such agreement. Before the agreement is executed, or Direct Air is otherwise authorized to commence operations, Direct Air shall submit to the Authority valid and current certifications and authorization from all state, federal and other governmental regulatory bodies required for the aircraft to be used and the aircraft operation to be conducted. The Agreement shall be subject to cancellation or termination by the Authority. The Agreement shall be for a two year term and shall contain such other terms and conditions as the person executing in accordance with this vote deems necessary or desirable.

Mr. Wallach explained that the final Operating and License Agreement with Direct Air has not yet been completed, but that they Authority and the City expect that it will be substantially similar to the document that was provided for the Members review. The question was asked if the final document would come before the Commission for review and approval; Mr. Wallach indicated that it would not, so long as any changes to that document are consistent with those terms outlined herein and with the vote taken by the Commission.

Commissioner Reynolds indicated that what the Commission is being asked to do is approve something that looks like this but may not be this. Mr. Wallach indicated that he was correct, and that this is what the Massport Board voted to do. Commissioner Reynolds indicated that he felt the Members are being asked to approve a blank check, but if the amount changes it will just be changed and the Commission won't see it again. Mr. Wallach indicated that that would only be the case so long as the changes were consistent with the terms presented and with the vote taken by the Commission.

Commissioner SantaMaria moved, seconded by Commissioner Nierenberg, VOTE: The City Administration and Massport (the Authority) are asking for your review, approval and affirmative vote authorizing the Chair or Vice-Chair to execute an operating and license agreement ("Agreement") with Direct Air or to take such other action as may be deemed appropriate to authorize Direct Air to conduct regularly scheduled public charter air service operations at the Airport. Direct Air will pay such fees and charges as may be negotiated by the Authority and the City of Worcester for use of the Airport which fees (and the waiver of any fees, as outlined in the attached agreement) shall be set forth in such agreement. Before the agreement is executed, or Direct Air is otherwise authorized to commence operations, Direct Air shall submit to the Authority valid and current certifications and authorization from all state, federal and other governmental regulatory bodies required for the aircraft to be used and the aircraft operation to be conducted. The Agreement shall be subject to cancellation or termination by the Authority. The Agreement shall be for a two year term and shall contain such other terms and conditions as the person executing in accordance with this vote deems necessary or desirable.

**Commissioners Zwirblia, Santa Maria & Nierenberg voted in favor, Commissioner Reynolds voted no.**

Commissioner Reynolds explained his "No" vote for the record, indicating that for accountability purposes he wants to approve something that's a hard copy, in writing and doesn't get changed, not a blank check that he doesn't get to see the final version of. He wants to know concretely what it is he is voting for.

## Parcel "P"-authorization to issue a RFP – **PARCEL “P” BRIEFING**

Parcel “P” is an approximately one (1) acre piece of land located between the Heinrich and Kinefac Buildings on Goddard Drive. This is a parcel that has been used as a parking lot (leased from the Airport) by the current owners of the Heinrich facility since 1981 for \$1.00 per year. The Heinrich Building is outside the airport boundaries, but the 1 acre parcel is inside the boundary of the airport – owned land.

The Heinrich building is being sold and the new owners are interested in purchasing rather than leasing this parcel. This would change the legal status but not the use of the parcel. As was the case in 1981, the use of this parcel for parking is integral to Heinrich Ceramics’ business on the adjoining parcel. The city administration is asking that the Commission consider selling the land, which would be based on the current fair market value.

The city has issued a contract for an appraisal and we expect the value of the parcel will exceed \$25,000 which will require the city to publicly bid the property pursuant to the requirements of M.G.L. c 30B. In order to accomplish this, the Commission needs to authorize the issuance of the Request For Proposal (RFP). The RFP will also allow the interested parties to submit a proposal to lease the parcel.

Whether the parcel is sold or leased, the income from the action will be returned to the airport.

We recognize there may be additional administrative and regulatory requirements that would need to be met before the parcel may be sold. But to advance the state law required disposition process the city is requesting that the Commission vote to conditionally make the parcel available for disposition and authorize the issuance of the RFP. The RFP will include a provision that conveyance of the parcel is subject to a subsequent determination and vote of the commission that the property is no longer needed for public purposes, after compliance with any and all Massport/MAC/FAA requirements, and also subject to an authorizing vote of the city council.

Commissioner Reynolds moved, seconded by Commissioner SantaMaria, to conditionally make parcel P available for disposition and the issuance of the RFP. The RFP will include a provision that conveyance of the parcel is subject to a subsequent determination" of the Commission that the property is no longer needed for public purposes, after compliance with any and all Massport/MAC/FAA requirements, and also is subject to an authorizing vote of the City Council. It further authorizes the Chairman or Vice-Chairman to execute any duly authorized documents related thereto. **All in favor - So Voted.**

Commissioners SantaMaria, Nierenberg and Reynolds all indicated that they are opposed to selling the land, parcel P.

### **3. Commissioner’s Reports**

- **Marketing** – Mr. Niddrie advised that the DOT will allow the marketing money to be spent through December 10, 2008. He indicated that Massport, the City and the airline have developed a marketing program using both traditional media outlets as well as Internet marketing.

- **Aviation** - Commissioner SantaMaria advised that he is working on a project that could result in bringing several jets to base at Worcester. He also indicated that the Commission needs to work seriously on trying to get a restaurant established at the airport, which would help to draw aircraft business as well as local people to the airport.
- **Master Plan** – Mr. Niddrie advised that the plan is still at the City Council, Public Service and Transportation Subcommittee.

#### **4. Reports of the Airport Director**

- **EMAS and Runway 11-29 (3000') reconstruction projects**– these projects are doing well; as of last Wednesday each was at approximately 50% completion. Paving is underway and all of the light cans are installed with the exception of a few at the intersection of the two runways. Work has been slowed somewhat recently by all of the rain, particularly the excavation work around the EMAS bed site. The EMAS blocks have started arriving on site.

#### **5. Old Business – None**

The next meeting date is scheduled for November 3, 2008.

#### **7. Adjournment**

Commissioner Reynolds moved, seconded by Commissioner SantaMaria, to adjourn the meeting. **All in favor - So Voted.**

The meeting was adjourned at 7:57 p.m.

---

Eric N. Waldron, A.A.E., ACE  
Airport Director and  
Clerk of the Commission