

The Seven hundred and sixty-eighth meeting of the Worcester Regional Airport Commission was held on Monday, June 9, 2008 at 6:30 PM in the Conference Room of the Worcester Regional Airport Terminal Building.

Members present were: Chairman James Delehaunty, Commissioners Joe Zwirblia, Eric Nierenberg, and Tom Reynolds.

Also present were: Mr. Anthony Salvidio, PHRS Law, Ms. Karen LaFron, PHRS Law, Mr. Paul Morano, City of Worcester Development Department, Mr. John Hackett, PCI, Mr. Eric Waldron, Airport Director and Mr. Philip Niddrie, Airport Liaison.

Chairman Delehaunty opened the meeting at 6:36 p.m.

1. Approval of minutes of the Monday May 12, 2008 meeting -

Commissioner Nierenberg moved, seconded by Commissioner Zwirblia, to approve the minutes of the May 12, 2008 meeting. **All in favor - So Voted.**

2. Report of the Commission Chairman –

Chairman Delehaunty advised that since the last meeting he has

- Signed FAA and MAC work orders for engineering services on the EMAS and Runway 11 projects.
- Signed documents relating to the sublease of the former Folio building from CM Trust to Blue Hive in the Airport Industrial Park.
- Noted that staff has received a report from an energy consultant, B2Q, that was paid for by National Grid, analyzing the energy systems in the Terminal Building and recommending modifications to make those systems more efficient. The Chair recognized the tenacious and tireless efforts of Commissioner Joe Zwirblia in getting the project funded and in working with the various parties to ensure that the analysis was completed.

3. Commissioner's Reports

- **Marketing – No Report**
- **Aviation - No Report**
- **Master Plan –** The Chair noted that the Master Plan has been completed, but that the City Manager has not released it publicly, pending the completion of the Airport Layout Plan set, which has now been forwarded to the City Manager's Office.

4. Reports of the Airport Director

- **Flight School Update-** Norwood Flight Center has indicated that traffic is not materializing at ORH as he had hoped and that it is down at Norwood as well. Emerson Aviation has now provided their insurance certificates to the airport, they are now awaiting a License Agreement for their operation at ORH that Massport is drafting.
- **EMAS and Runway 11-AIP Grant Update -** The City has received a grant offer for the EMAS project, which is at City Hall for signatures. FAA is still hopeful that we will get funding for the Runway 11 project, but so far no grant offer has been received.
- **Airport Journals/Porsche event –** This invitation only event will be held on June 19, from 10 a.m. to 4 p.m., Commission Members are invited. Plans include static displays of 18-20 corporate type aircraft and 8 Porsche automobiles.

5. Old Business – Airport Budget/City Council Budget Hearing –

Based upon reports of the June 3, 2008 City Council Meeting in the Telegram and Gazette, the Commissioners discussed and expressed disappointment in the apparent lessening of long-term support for the airport by certain City Councilors.

6. New Business –

City/Massport Operating Agreement Amendment No. 4 – This amendment includes all of the provisions of the earlier agreements, including Amendment No. 3 and the original Operating Agreement, but this amendment increases the reimbursement from Massport from 68% signed to 79%, retroactive to July 1, 2007, and continuing at that percentage until December 31, 2008, unless there is further agreement between the parties. Chairman Delehaunty emphasize that this is not a new long-term Operating Agreement, that this simply increases the Massport share of the Operating Agreement.

Commissioner Zwirblia moved, seconded by Commissioner Nierenberg, to accept this Amendment No. 4 and to authorize the Chair or Vice Chair to sign any related documents pertaining to this amendment as may be requested by the City Manager. **All in favor, So Voted.**

Runway 11/29 FAA and MAC Grants - This Vote authorizes acceptance of grants from the Federal Aviation Administration and the Massachusetts Aeronautics Commission relating to the reconstruction of Runway 11/29.

Commissioner Reynolds moved, seconded by Commissioner Nierenberg, that the Worcester Regional Airport Commission accepts grants from the Federal Aviation Administration (FAA) and the Massachusetts Aeronautics Commission (MAC) and, further, authorizes the Chair or Vice Chair to sign all related documents regarding the reconstruction of Runway 11/29 at the Worcester Regional Airport. **All in favor, So Voted.**

EMAS FAA and MAC Grants - This Vote authorizes acceptance of grants from the Federal Aviation Administration and the Massachusetts Aeronautics Commission relating to the manufacturing and installation of the Engineered Material Arresting System (EMAS) on the 29 end of Runway 11/29.

Commissioner Reynolds moved, seconded by Commissioner Nierenberg, that the Worcester Regional Airport Commission accepts grants from the Federal Aviation Administration (FAA) and the Massachusetts Aeronautics Commission (MAC) and, further, authorizes the Chair or Vice Chair to sign all related documents regarding the the manufacturing and installation of the Engineered Material Arresting System (EMAS) on the 29 end of Runway 11/29 at the Worcester Regional Airport. **All in favor, So Voted.**

Tricab Consent to Assignment of Lease - the City of Worcester Law Department, the Economic Development Office and Airport Staff have worked to finalize the necessary agreements to assign the ground lease for the Kennedy Die Casting Building to Tricab. The Law Department has indicated that both a Consent To Assignment of the lease and an Estoppel Certificate need to be approved. The Consent to Assignment approves the assignment of the lease from Kennedy to Tricab, subject to certain conditions, i.e. satisfactory insurance certificate, written agreement for payment of taxes. The law department prepared the following Vote language:

VOTED that the Worcester Regional Airport Commission hereby approves and recommends that the City Manager approve the assignment of the Airport Industrial Park Lease from PCI Property Holdings, LLC to Coppage Holdings, Inc. subject to the conditions set forth below;

Where said Lease, dated February 1, 1986, amended July 10, 2000, was originally between the City of Worcester and the Commission, as Lessor, and Paul S. Kennedy and Robert M. Kennedy, Trustees of the Kennedy Family Trust, as Lessee; where the leasehold interest was foreclosed on August 24, 2007 by the Property and Casualty Initiative, LLC f/k/a The Massachusetts Property and Casualty Insurance Companies Community and Economic Development initiative, LLC and transferred by foreclosure deed to PCI Property Holdings, LLC on August 28, 2007;

Where PCI has informed the Commission that it has entered into a purchase and sale agreement with and intends to sell its interest in the Lease and the improvements thereon to Coppage Holdings, Inc., a Delaware Corp. with a principal place of business at 2711 Centreville Road, Suite 400, Wilmington, DE 19808 and a Massachusetts office at 15 Coppage Drive, Worcester, MA 01603;

And, where the Commission's approval and recommendation to the City Manager to approve the assignment is subject to the following conditions;

1. Payment of all outstanding municipal taxes, charges and fees, or a written agreement for the payment thereof on terms and conditions satisfactory to the City Treasurer and Collector,
2. Submittal by Coppage Holding, Inc. of an insurance certificate evidencing insurance in compliance with the Lease requirements, as set forth in sections seven and eight,
3. The Lease terms and conditions shall remain in full force and effect,
4. By this vote, the Commission does **not** recommend releasing PCI.

AND BE IT FURTHER VOTED that the Worcester Regional Airport Commission hereby authorizes its Chair to execute a consent form or such other documents as may be related to this approval so long as any such form or document is approved as to form by the City Solicitor or an Assistant City Solicitor.

Commissioner Zwirblia moved, seconded by Commissioner Nierenberg to accept the vote prepared by the City Law Department listed above. All in favor, **So Voted**.

Tricab Estoppel Certificate - This certificate states that the Ground Lease is in full force and effect and the City does not waive its rights against the Ground Lessee for any violations of the Ground Lease, the Agreement and Site Access License and/or any other violations of law regarding environmental contamination, oil or hazardous waste or material. The law department prepared the following Vote language:

Voted that the Worcester Regional Airport Commission hereby approves and recommends that the City Manager approved the Estoppel Certificate attached hereto, subject however to the Commissions and the City Managers execution of the Consent to Assignment from PCI Property Holdings, LLC to Coppage Holdings, Inc.

And Be It Further Voted that the Worcester Regional Airport Commission hereby authorizes its Chairman or Vice Chairman to execute the Estoppel Certificate upon satisfaction of the stated

conditions, and subject to its approval as to form by the City Solicitor or an Assistant City Solicitor of the City of Worcester.

Commissioner Zwirblia moved, seconded by Commissioner Nierenberg to accept the vote prepared by the City Law Department listed above. All in favor, **So Voted.**

The next meeting date is July 14, 2008.

7. Adjournment

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

The meeting was adjourned at 7:23 p.m.

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