

MINUTES

The monthly meeting of the Nashua Airport Authority will be held at Daniel Webster College, in room 122 of the Eaton-Richmond Center, University Dr., at 6:30pm on Tuesday, June 26, 2007.

The meeting was called to order at 6:32pm by Chairman Griffin Dalianis.

ROLL CALL

Chairman Dalianis – present
Vice Chairman Gill – present
Secretary Rosenblum – present
Treasurer Britton – present
Director Fuller - present

PUBLIC INPUT

Kenneth McLaughlin would like the Board to reconsider their policy concerning submittal of items to be discussed at the meetings. He would like the Board to consider information concerning items on the agenda, even if they are received less than 10 days before the meeting.

Kenneth McLaughlin objects to the Board transferring the Keyson Airways leases. Mr. McLaughlin referred to the *Fraudulent Transfer Act* whereas MACAIR has a judgment in a court of law against Keyson Airways. Currently there has been no communication as to when and how MACAIR would be paid an outstanding amount of money.

Mike Zompetti inquired if there had been a meeting prior to the 6:30 meeting. He claims the meeting was illegal and the Board needs to stop illegal actions. He is very disturbed at many things going on.

MINUTES - May 2007

MOTION BY Vice Chairman Gill to accept the May 2007 minutes as presented.

SECONDED BY Treasurer Britton

ROLL CALL

Chairman Dalianis – yes
Vice Chairman Gill – yes
Secretary Rosenblum – yes
Treasurer Britton – yes
Director Fuller – yes

MOTION CARRIED

TREASURER'S REPORT

1. May 2007 financials

MOTION BY Treasurer Britton to accept the May 2007 financial report pending the annual audit.

SECONDED BY Vice Chairman Gill

ROLL CALL: Chairman Dalianis – yes
Vice Chairman Gill – yes
Secretary Rosenblum – yes
Treasurer Britton – yes
Director Fuller – yes

MOTION CARRIED

2. Adopt fiscal year 2008 budget.

MOTION BY Treasurer Britton to adopt the 2008 fiscal year budget as presented and commented on by each Board member.

AMENDMENT to MOTION by Director Fuller to be able to amend the budget as the fiscal year moves forward.

Treasurer Britton noted that he had no problem with moving money from one line item to another but could not support changing the income amounts and the bottom line of the expenses.

ROLL CALL

Chairman Dalianis – yes
Vice Chairman Gill – yes
Secretary Rosenblum – yes
Treasurer Britton – yes
Director Fuller – yes

MOTION CARRIED

MOTION BY Treasurer Britton to adopt the 2008 fiscal year budget as amended. To read: To adopt the 2008 fiscal year budget as presented with the option to amend the budget as necessary.

SECONDED BY Vice Chairman Gill

ROLL CALL

Chairman Dalianis – yes
Vice Chairman Gill – yes
Secretary Rosenblum – yes
Treasurer Britton – yes
Director Fuller – yes

MOTION CARRIED

Treasurer Britton made note of the amount of time Manager Rankin had put into the budget process and thanked him.

COMMUNICATIONS – read and assigned by Secretary Rosenblum

NAA-07-029	FAA / Payment Advisory (final - project 27 snow removal equipment)	Received 5/31
NAA-07-030	McLaughlin Law / Agenda placement re:Beachair LLC operations	May 2007 meeting
NAA-07-031	Attorney Zall / TLM Realty ledge removal information and request to change original motion regarding reimbursement amount and schedule	New Business
NAA-07-032	FAA / Payment Advisory (project 25 runway relocation)	On File
NAA-07-033	Ruth Howe / Reply concerning health insurance coverage	On File
NAA-07-034	Keyson Airways / Agenda Placement – Transfer of Leases E-1503, E-1506, E-1507 and operating rights to Infinity Air Group	New Business

NAA-07-035	McLaughlin Law / Agenda placement re: DWC pursuing building on lots E-1445 and E-1484	New Business
NAA-07-036	Attorney Tamposi / Requesting information concerning lease transfer from Keyson Airways to Infinity Aviation Group	On File

DOCUMENTATION SIGNED

None to report

REPORTS

Tower Report – May 2007

Airport Manager

Manager Rankin has procured four estimates to replace the roof on the Northwest side of the brick hangar. The estimates ranged from \$12,900 to \$17,400. Manager Rankin recommends awarding the job to Allan Vaillancourt LLC, Roofing and Construction in the amount of \$12,900.

MOTION BY Treasurer Britton to approve Allan Vaillancourt, LLC to replace the roof on the Northwest side of the brick hangar for the amount of \$12,900.

SECONDED BY Secretary Rosenblum

ROLL CALL

Chairman Dalianis – yes
Vice Chairman Gill – yes
Secretary Rosenblum – yes
Treasurer Britton – yes
Director Fuller – yes

MOTION CARRIED

Chairman Dalianis inquired if Manager Rankin was satisfied with the scope of work as presented by Allan Vaillancourt, LLC. Manager Rankin replied that he was very satisfied with the proposed work.

Vice Chairman Gill inquired if the wood underneath the shingles had to be replaced. Manager Rankin has been advised that the wood appears to be fine but if that is not the case when the shingles are removed, he will come back to the Board for additional money.

Secretary Fuller inquired why the roof was not being replaced with metal rather than shingles. Manager Rankin had been advised that due to the location of the entrance gate, it would not be advisable.

Manager Rankin asked the Board for a motion to allow the Chairman to sign the necessary paperwork for the new AIP project (environmental study). The grant application is due by July 13th.

MOTION BY Vice Chairman Gill to allow the Chairman to sign all the necessary paperwork associated with Project 3-33-0012-28-2007: Environmental Assessment.

SECONDED BY Secretary Rosenblum

ROLL CALL: Chairman Dalianis – yes
Vice Chairman Gill – yes
Secretary Rosenblum – yes
Treasurer Britton – yes
Director Fuller – yes

MOTION CARRIED

Chairman Dalianis commented that the Board appreciated being notified immediately when the latest mishap occurred.

Airport Engineer

Arnold Stymest addressed the Board concerning the ongoing projects.

1. AIP #3-33-0012-25: Runway Taxiway Study – complete
2. AIP #3-33-0012-26: Runway Relocation Feasibility Study – complete
3. Airport Land Development Analysis – no activity to report
4. AIP #3-33-0012-27: Snow Removal Equipment Purchase – complete
5. AIP#3-33-0012-28: Environmental Assessment – grant to be filed by 7/13/07

Director Fuller inquired what had become of the development of the Holden property. Mr. Stymest responded that the Holden property is part of the Environmental Assessment.

COMMITTEES

No report

Chairman Dalianis inquired if the Safety Committee had met recently. Manager Rankin responded that it had not met.

OLD BUSINESS – none at this time

NEW BUSINESS

1. Bob Cloutier (C-R Helicopter) addressing the Board concerning recent accident at Boire Field.

Bob Cloutier noted that the two accidents were May of 2007 and July of 2005. His operations are 4 to 1 to those of fixed wing aircraft. The last accident was pilot error and the instructor no longer works for C&R. The company holds monthly safety meetings and do their utmost to be good airport tenants.

Chairman Dalianis inquired as to how many helicopters were operating at C&R. Mr. Cloutier replied that currently he owns three and has a lease back arrangement on two additional vehicles.

2. Attorney J. Zall representing T.L.M. Realty concerning cost of ledge removal and payment reimbursement schedule.

Chairman Dalianis recused himself and turned the meeting over to Vice Chairman Gill.

Attorney Zall addressed the Board regarding the final amount incurred by T.L.M. Realty for ledge removal expenses. He noted that although the original motion stated that the credit would be for ledge removal only, the raising of the building at a cost of \$12,750 actually saved \$26,875. Attorney Zall asked that the \$12,750 be considered as part of the credit.

Vice Chairman Gill noted that he had no problem with crediting the full ledge removal amount but to stay with the original motion, the building rising would not be considered.

MOTION BY Treasurer Britton to allow T.L.M. Realty Holdings, LLC a credit of \$217,950 for ledge removal expense on lease lot E-1545. This is pursuant to Motion #07-05 made, seconded and approved at the July 18, 2006 Nashua Airport business meeting. One third of the payment amount will be in the form of a cash payment with the remaining two-thirds applied towards the outstanding liability. The entire rental amount from July 18, 2006 through June 30, 2007 will be applied as a credit towards the \$217,950. The rental rate is determined at twenty cents per square foot times the current CPIW (1.91) that is adjusted bi-annually. The next adjustment will be in January 2008.

SECONDED BY Secretary Rosenblum

Secretary Rosenblum asked when the actual amount would be forthcoming. Attorney Zall explained that the memo from AHO construction was the only invoice that would be received. Attorney Zall is confident that this is the final price.

Director Fuller would like this information run by legal counsel. He would like a certified invoice before approving this motion.

MOTION BY Treasurer Britton to amend the T.L.M. Realty Holdings, LLC to read to be credited as outlined in the *supplemental schedule to lease amendment* (see attachment 1) for lease E-1545.

SECONDED BY Secretary Rosenblum

ROLL CALL

Chairman Dalianis – abstain

Vice Chairman Gill – yes

Secretary Rosenblum – yes

Treasurer Britton – yes

Director Fuller – yes

MOTION CARRIED

3. Keyson Airways requesting transfer of leases E-1503, E-1506, and E-1507 and Operating Rights concerning the fuel farm to Infinity Air Group.

Attorney Peter Tamposi representing Keyson Airways asked the Board to consider the transfer of lots E-1503, E-1506 and E-1507 along with the Operating Rights to the fuel farm to Infinity Aviation Group, Incorporated.

Mr. Tamposi noted that the only alternative to the assignment of the lease would be bankruptcy. Several incidents in the past have led Keyson to this dire state. Keyson Airways spoke to several interested companies but Infinity Aviation Group had the most solid business plan.

Chairman Dalianis asked for a list of the major creditors involved. Attorney Tamposi responded that the largest secured creditors were Centrix Bank, Ascent Aviation Fuel, and Keyson's attorney.

The unsecured creditors would be American Express, City Bank card, and Bobbie Krivsky.

Attorney Tamposi asked the Board to consider that whereas Keyson is up to date there would seem to be no legal reason for the assignment of leases to be denied. If Keyson did file bankruptcy, other creditors could hold the Nashua Airport Authority responsible whereas they had an opportunity to transfer the leases.

If Infinity Aviation Group is prepared as part of buying the business to pay Ascent up to \$150,000 thus reducing the amount supposedly guaranteed by the Airport Authority.

Vice Chairman Gill assured Attorney Tamposi that the Board is certainly in favor of the transfer but until such time as the matter with Ascent has been dealt with, the Board would be negligible in its responsibilities.

MOTION BY Treasurer Britton to table this request from Keyson Airways to transfer leases E-1503, E-1506, E-1507 and the operating rights for the fuel farm until the next meeting (or hold a special meeting) if necessary when our legal advisory has given the Board the proper guidance.

SECONDED BY Vice Chairman Gill

SECOND WITHDRAWN by Vice Chairman Gill

MOTION WITHDRAWN by Treasurer Britton

MOTION BY Vice Chairman Gill to table the discussion of the Keyson leases until such time as we are advised by our attorney that an agreement has been reached. A special meeting can be called as soon as possible.

SECONDED BY Director Fuller

ROLL CALL

Chairman Dalianis – yes
Vice Chairman Gill – yes
Secretary Rosenblum – yes
Treasurer Britton – yes
Director Fuller – yes

MOTION CARRIED

4. Attorney Shane McLaughlin with updates concerning DWC acquiring lots E-1445 and E-1484 for development.

Attorney Shane McLaughlin informed the Board that due to the rescheduling of this meeting, President Meyers and Chief Financial Officer DiConza from Daniel Webster College are unable to attend.

Attorney McLaughlin respectfully requests that the matter be tabled until such time as schedules can be coordinated.

OTHER

PUBLIC INPUT

Shane McLaughlin informed the Board that MACAIR had never had a conversation with Keyson as reported by Attorney Tamposi. Shane McLaughlin, Brian McLaughlin and Fred Lofren had met but MACAIR had not been advised of the contents of the meeting under a non-disclosure agreement.

Roland Noyes asked if the Authority had written a letter to Senator Sununu concerning the user fee legislation. AOPA is requesting letters before the December 07 full vote.

Manager Rankin replied that the vote had already been taken. He will however follow up.

ADJOURNMENT to non-public session to discuss personnel matters. 8:05pm

MOTION BY Treasurer Britton that by roll call the committee go into non-public session pursuant to RSA91-A:3:2A to consider compensation of several Nashua Airport authority employees.

SECONDED BY Director Fuller

ROLL CALL

Chairman Dalianis – yes
Vice Chairman Gill – yes
Secretary Rosenblum – absent
Treasurer Britton – yes
Director Fuller – yes

MOTION CARRIED

See attachment II for non-public meeting minutes of 6/26/07.

ADJOURNMENT of non-public session

MOTION BY Treasurer Britton to come out of non-public session

SECONDED BY Vice Chairman Gill

ROLL CALL

Chairman Dalianis – yes
Vice Chairman Gill – yes
Secretary Rosenblum – absent
Treasurer Britton – yes
Director Fuller – yes

MOTION CARRIED

ADJOURNMENT of June 19, 2007 meeting. 8:30pm

MOTION BY Vice Chairman Gill to adjourn.

SECONDED BY Treasurer Britton

MOTION CARRIED

Respectfully submitted,

Michael Rosenblum
Secretary

CC: City Clerks office

SEE ATTACHED FOR ATTENDEES LIST