#### Commonwealth Of Massachusetts County Of Dukes County, S.S. MARTHA'S VINEYARD AIRPORT COMMISSION MEETING

# June 14, 2018, 2:00PM Martha's Vineyard Airport Commission Conference Room

Notice of Such Meeting Having Been Posted as Required by Law

Present: Airport Commissioners: Chair - Robert Rosenbaum, Clarence "Trip" Barnes	
	Richard Michelson, Donald Ogilvie by phone,
	R. Peter Wharton, Kristin Zern,
Airport Staff:	Ann Richart- Manager, Geoffrey Freeman – Assistant Manager,
	Denise Tawa – Assistant to Airport Management,
	Beth Tessmer - Property Manager
	Water/Wastewater – Mike Eldridge,
Others:	Matt O'Brien, Brian Smith – McFarland Johnson,
	Norm Werthwein – Finance Committee
	David Mackey - Anderson Krieger Airport Counsel
	Harald Findlay – Katama Airfield Commission Chair
	Sean Woodbine - LAZ Parking
	Marni Lipke – Recorder
Press:	Landry Harlan – Vineyard Gazette, Joanie Ames – MVTV, * Late arrival or early departure (see * in text)

### I. CALL TO ORDER

The Martha's Vineyard Airport Commission (MVAC) meeting was called to order at 2:01PM. Chair Bob Rosenbaum announced for the record that Commissioner Don Ogilvie joined the meeting by speakerphone and consequently roll call votes were required.

II. APPROVAL OF MEETING MINUTES FROM MAY 10, 2018 & MAY 23, 2018 Action

• MR. RICH MICHELSON MOVED TO APPROVE THE MAY 10, 2018 MINUTES; MS. KRISTIN ZERN SECONDED; MOTION PASSED: 6 AYES, 0 NAYS, 1 ABSTENTION: MR. OGILVIE—AYE, MR. MICHELSON—AYE, MS. ZERN—AYE, MR. PETER WHARTON—AYE, MR. TRIP BARNES—AYE, MR. RICHARD KNABEL—ABSTAIN (not then a Commissioner), MR. ROSENBAUM—AYE.

• MR. KNABEL MOVED TO APPROVE THE MAY 23, 2018 MINUTES AS AMENDED; MS. ZERN SECONDED; MOTION PASSED: 6 AYES, 0 NAYS, 1 ABSTENTION: MR. MICHELSON-ABSTAIN (due to absence), MS. ZERN-AYE, MR. KNABEL-AYE, MR. BARNES-AYE, MR. WHARTON-AYE, MR. OGILVIE-AYE, MR. ROSENBAUM-AYE.

### III. MVAC COMMISSIONER RECOGNITION - Tabled

IV. INTRODUCTION OF HARALD FINDLAY KATAMA AIRPORT COMMISSION CHAIR

Town of Edgartown was managing the Airfield for the first time. It accommodated about 500

landings and pumped about 10,000 g. of Avfuel per season. Katama Management was researching bills of lading to compel the previous operator to pay the bill, and pledged to work diligently to reimburse the Airport. The Massachusetts Department of Environmental Protection (DEP) issued the standard permit to pump fuel from the double-walled 5,000 g. tank and the Airfield started operations May 15th; however a company had been engaged to perform a comprehensive inspection due since October 2017. The MVAC would await complete certification before pumping any fuel into the Katama Airport tank. Mr. Findlay hoped that when all was settled Katama could share Avfuel shipping loads with the Airport (MVY).

- MVY would be hosting the Massachusetts Airport Manager's Association (MAMA) in Edgartown this September and Airport Manager Ms. Ann Richart invited Katama to participate.

### V. LAZ PARKING LOT UPDATE (See 2/8/18 Minutes p.2 #VI.)

The MVAC criticized the initiation the new parking system:

- inadequate public communication such as lack of press coverage and unclear signage;

- cars driving on grass to avoid gates and requiring credit cards to enter lots;
- sun-glare on screens and awkwardly place kiosks for access from cars and trucks;

Mr. Sean Woodbine of LAZ Parking apologized for the roll-out glitches and explained this was a soft opening and the system was being constantly adjusted. There were three LAZ staff assigned to the Airport and with the help of Airport Assistant Manager Mr. Geoffrey Freeman many of the problems had been corrected or were in process—better signage, non-glare screens and shading, elimination of credit card entrance requirement, split rail fence and stone placement to discourage drive-arounds, lane line painting to guide vehicles, press coverage to follow, etc. There was a brief discussion on use of the Island Card as a for-profit venture and other alternatives to establish Martha's Vineyard residency for discourt rates.

#### VI. SUBCOMMITTEE APPOINTMENTS

Action

There was a question on Mr. Rosenbaum holding the dual position of MVAC Chair and MVAC Treasurer. He hoped this would be temporary pending resolution of the present situation.

• MR. RICH MICHELSON MOVED TO APPROVE MARTHA'S VINEYARD AIRPORT COMMISSION SUBCOMMITTEE APPOINTMENTS AS FOLLOWS:

- FINANCE – MR. ROSENBAUM CHAIR, MR. OGILVIE, MR. NORM WERTHWEIN, MR. WHARTON;

- PERSONNEL MR. OGILVIE CHAIR, MR. MICHELSON, MR. WHARTON;
- LAND USE MR. WHARTON CHAIR, MR. BARNES, MR. OGILVIE;

- OUTREACH – MS. ZERN CHAIR, MR. BARNES, MR. KNABEL, MS. SUSAN SILK; MR. KNABEL SECONDED; MOTION PASSED UNANIMOUSLY: 7 AYES, 0 NAYS, 0 ABSTENTIONS: MR. MICHELSON—AYE, MS. ZERN—AYE, MR. KNABEL—AYE, MR. BARNES—AYE, MR. WHARTON—AYE, MR. OGILVIE—AYE, MR. ROSENBAUM—AYE.

### VII. LAND USE SUBCOMMITTEE REPORT

The draft charter was modified to be consistent with Airport practice: removal of Airport Manager membership, designation of committee members, monthly meetings, etc.

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• Lot #34 LLC Request for Temporary Sublease Action The request was for a seasonal sublease of Lot #34B (Mr. Nicholas Catt) for purpose of allowing United Parcel Service (UPS) to load and unload trucks in a lot rather than on the street. The standard sublease would include Airport share of 10% of the revenues.

- Mr. Barnes recused himself as knowing both parties well.

The MVAC raised Mr. Catt's other issues with the Commission and questioned whether the request should be considered before the matters were resolved:

- Airport Laundromat arrears (see 4/12/18 Minutes p.4 #V B);

- car wash request (see 5/10/18 Minutes p. 5-7 #XIII);

In addition there was reluctance to vote approval without seeing the formal sublease. Others considered the importance of timely action and possible facilitation of Lot 34/UPS negotiations.

• MR. WHARTON MOVED PRELIMINARY APPROVAL OF A TEMPORARY SUBLEASE CONTINGENT UPON RECEIPT OF FORMAL SUBLEASE FOR FINAL AIRPORT MANAGER AND MARTHA'S VINEYARD AIRPORT COMMISSION APPROVAL; MR. KNABEL SECONDED; MOTION PASSED: 4 AYES, 1 NAY, 2 ABSTENTIONS: MR. MICHELSON—NAY, MS. ZERN—ABSTAIN, MR. KNABEL— AYE, MR. BARNES—ABSTAIN, MR. WHARTON—AYE, MR. OGILVIE—AYE, MR. ROSENBAUM—AYE.

#### VIII. FINANCE SUBCOMMITTEE REPORT

• The Dukes County Treasurer's office confirmed that both Federal Anticipation Notes (FANs) were approved at 2% interest: the first to rollover the existing Airport Rescue and Fire Fighter (ARFF) Building grant, the second to cover the new Massachusetts/National Environmental Protection Act (MEPA/NEPA) assessment.

- \$620,000 in straight debt was waiting on legislative approval, hopefully before the 2018 summer/fall break. Management was drafting blanket legislative authorization, as was common practice for most airports (see 5/10/18 Minuets p.2 #IV). If approval was delayed a year, other project timing would be adjusted to cash flow and the Airport would apply again. \$2,500,000 was submitted for wastewater treatment plant improvements.

• The Committee attended a productive County Advisory Board (CAB) meeting where the Fiscal Year 2018 (FY18) Supplementary Budget was approved and recent financial steps supported as reasonable actions. The next major issue would be an August report to the CAB on the FY19 Budget October 2018 modification.

• The Subcommittee Charter was modified to be consistent with other subcommittees: changes in membership, meeting times, etc. However Ms. Richart advised that all Charters be coordinated as part of the Strategic Planning process (see below: #X).

• MR. WHARTON MOVED TO APPROVE THE FINANCE SUBCOMMITTEE CHARTER; MR. MICHELSON SECONDED; MR. BARNES MOVED TO TABLE THE MOTION; MR. KNABEL SECONDED; MOTION TO TABLE PASSED UNANIMOUSLY: 7 AYES, 0 NAYS, 0 ABSTENTIONS: MR. MICHELSON—AYE, MS. ZERN—AYE, MR. KNABEL—AYE, MR. BARNES—AYE, MR. WHARTON—AYE, MR. OGILVIE—AYE, MR. ROSENBAUM—AYE.

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IX. OUTREACH SUBCOMMITTEE REPORT (See below: Actions.)

• The charter template was found to be confusing so structure and procedures were discussed:

- interviews with tenants to explain FAA and Airport regulations regarding property limitations and an "I understand" signature;

- subcommittee members augmenting staff when needed.

The MVAC endorsed explanatory interviews and measures to reduce negativity but suggested a checklist with contact information rather than an additional legal signature. Management had started drafting such a document (e.g. see below: p.4 #XII).

• The Airport agreed to sponsor a table at no cost at the Island Housing Trust (IHT) brunch July 8th and were looking for donors to fill 12 seats.

• Ms. Tamara Marta took on the extra responsibility and was doing a great job of Airport social media reporting, including keeping track of analytics. For example the new bathrooms picked up, admired and being copied around the country.

# X. MVAC STRATEGIC PLANNING AND COMMITTEE CHARTERS

In keeping with:

- the series of MVAC trainings,

- continuing work to correct past neglect/ambiguity, and

- Airport Manager goals during her performance review,

Ms. Richart advocated for Commission strategic planning, goals, responsibilities, and structure—including subcommittee charters and coordination (see documents on file).

### XI. MCFARLAND JOHNSON WORK UPDATE (See documents on file.) Action

McFarland Johnson persuaded the FAA that MEPA/NEPA hazardous material procedures could run concurrently with other bureaucratic approvals, and consequently the land development project had reached the description phase for the first set of properties. The parameters of the initial release were described, encompassing all currently developed lots and about 10 acres of newly sanctioned pieces with some exceptions such as:

- a never developed lot from the 1972 plan that was too environmentally sensitive; or

- lots that would impact traffic patterns requiring Massachusetts Department of Transportation (MassDOT) study and probable intersection improvement—a controversial issue on the Island.

• The MVAC discussed a number of issues.

- McFarland Johnson made no assumptions about a lot's "leasability" (odd shapes, Motocross area, lack of utilities, etc.), since some spaces could be rented for parking, dead tree storage, etc.

- Lot 34 was leased but not permitted for building and was now determined to be environmentally sensitive—a possible candidate of the next round of releases.

- On MVAC approval, the Description would be submitted to the FAA. During the six-month FAA process, the Land Use Committee would deliberate and recommend lot configuration so that lots could be advertised and leases awarded concurrent with December 2018FAA approval.

- Mr. Barnes again raised his frustration with the long, expensive process and suggested all permitting and studies should be the responsibility of any prospective tenant and further that the release was insufficient to need. It was explained that as this land was mandated for aviation

purposes and the release process altered the grant assurances, it required complex FAA regulated procedures and all revenue/return from such release had to be dedicated to support the Airport.

- The MVAC was reminded that these were the "low hanging fruit" and that further development would follow. Commissioners expressed excitement at this long-awaited first expansion (see 1/5/17 Minutes p. 2 #B).

• MR. MICHELSON MOVED TO APPROVE THE MCFARLAND JOHNSON PROPERTY DESCRIPTION LEASE LINES DRAWING DATED JUNE 13, 2018; MS. ZERN SECONDED; MOTION PASSED UNANIMOUSLY: 7 AYES, 0 NAYS, 0 ABSTENTIONS: MR. MICHELSON-AYE, MS. ZERN-AYE, MR. KNABEL-AYE, MR. BARNES-AYE, MR. WHARTON-AYE, MR. OGILVIE-AYE, MR. ROSENBAUM-AYE.

XII. WATER/WASTEWATER/FACILITIES REPORT (See documents on file.)

• Airport Facilities Manager/Wastewater Operator Mike Eldridge would put together a list of the proposed lots needing new wastewater access.

• The new checklist for tenants (see above p.3 #IX) would include water/ wastewater procedures and requirements.

- Staff had been working on a number of projects;
- repairing steps, replacing the uninterrupted power source (UPS), etc.
- a new sewer line to the Airport Design Center,
- partnering with Clean Harbors and District Hazardous Waste collection (\$4,000 in savings),
- coordinating with Edgartown and West Tisbury on grease trap inspections.

• The plant was also investigating another small chlorine hit and a large flow spike (more then three times plant capacity). Mandated water sampling was sent to the Wampanoag and Envirotech labs.

### XIII. ASSISTANT AIRPORT MANAGER REPORT

• This year's eight General Aviation (GA) seasonal ramp assistants (including some returnees), would be on specific training tracks with the National Air Transportation Association (NATA) and American Association of Airport Executives (AAAE).

• Delta and Jet Blue had started commercial air flights. A new aircraft parking configuration was being instituted to facilitate ground service equipment. The Departure "circus" tent was up, was adequate with seating for 75, and met code (see below: p.6 #XIV). Most passengers used the tent in transit to planes and expansion was limited by the size of the space. The FAA and MassDOT were informed of the constraints.

• Some parking lot islands were being demolished to allow better access to the kiosks, and lane guidelines would be painted by the end of July.

• The Airport fire engines were serviced as part of an Island pooled service contract.

• A random Transportation Safety Administration (TSA) security inspection resulted in high commendations for staff and security, as well as helpful knowledge on new measures and proactive approaches.

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#### XIV. MANAGER'S REPORT

• Airlines were significantly unhappy with the passenger experience of the departure tent and terminal improvements were on the FAA grant line, however there seemed to be community reluctance to re-build to accommodate peak-season and Ms. Richart requested MVAC input.

• MV Wine and Spirits sublessee Black Sheep (see 3/8/18 Minutes p.3-4 #VII B) was working on opening take-out food and Management was talking to them about signage and traffic.

• The new gas station construction was progressing.

• Administration put on a staff appreciation barbecue for all shifts including the seasonal hires.

• Ms. Richart had meetings with eight airlines at the Jump Start Conference (see 4/12/18 Minutes p.4 #VIII B) and four of them showed serious interest in seasonal service to Martha's Vineyard—raising issues of increased ramp, departure and counter space.

• As a vital component of the Island, the Airport was glad to be included in a West Tisbury/Chilmark Municipal Vulnerability Preparedness Workshop.

• Ms. Richart was going to Washington, DC for two events:

- as a member of the Board of the US Contract Towers Association (USCTA) to advocate for continued funding;

- as a speaker on small airports at the Airports Consultants Council.

#### XV. CHAIR'S REPORT

• The subcommittee schedule would be part of each month's MVAC agenda (as requested) and cancellations and agendas would be sent to all Commissioners, who were welcome to attend as members of the public.

• There was a very productive meeting with Dukes County, Martha's Vineyard Commission (MVC) and Island Housing Trust (IHT) on how the Airport might help with the housing crisis within the confines of FAA regulations.

• Management and the MVAC would put together a scope of work for Airport Planner Mr. Jeff Wheeler (\$75/hr.) as a further resource for this year's strategic planning goals.

• MR. OGILVIE MOVED TO AUTHORIZE THE AIRPORT MANAGER TO NEGOTIATE AND EXECUTE A CONTRACT WITH AIRPORT PLANNER GEOFF WHEELER; MR. KNABEL AND MS. ZERN SECONDED; MOTION PASSED UNANIMOUSLY: 7 AYES, 0 NAYS, 0 ABSTENTIONS: MR. MICHELSON—AYE, MS. ZERN—AYE, MR. KNABEL—AYE, MR. BARNES—AYE, MR. WHARTON—AYE, MR. OGILVIE—AYE, MR. ROSENBAUM—AYE.

• In order to modify legal costs, reduce multiple requests for similar information, and shift away from lawyer dependence, Chair Rosenbaum proposed that Commissioners channel requests to consult Counsel through the Chair or Vice Chair, with the exception of:

- issues with the Chair and Vice Chair themselves, and

- emergency situations.

• Ms. Richart asked MVAC support (possibly as a special MVAC meeting) for the Massachusetts Airport Managers Association (MAMA) Conference at the Harborview Hotel in September 2018. The Conference would include a roundtable for Massachusetts Airport Commissioners and there was some MVAC advocacy for a Massachusetts or Regional airport Commissioners association.

#### XVI. ITEMS NOT REASONABLY ANTICIPATED BY CHAIR (See documents on file.)

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• Just prior to bank authorization Mr. Ted Rosbeck withdrew his offer to assume the Hinckley lease (see 3/8/18 Minutes p.7), so the Martha's Vineyard Savings Bank (MVSB) would now take over the lease, paying outstanding legal costs and back-rent since February 2018, with the agreement for renewal at Fair Market Value (FMV). The MVAC discussed:

- reasons for the withdrawal;

- whether the MVSB would sublease or re-assign the master lease;

- required MVAC reasonable approval of assignee and/or subtenants.

• MR. WHARTON MOVED TO AUTHORIZE THE AIRPORT MANAGER TO EXECUTE THE LEASE ASSUMPTION DOCUMENT TO THE MARTHA'S VINEYARD SAVINGS BANK ONCE IT HAS BEEN APPROVED BY THE BANKRUPTCY COURT; MR. KNABEL AND MS. ZERN SECONDED; MOTION PASSED UNANIMOUSLY: 7 AYES, 0 NAYS, 0 ABSTENTIONS: MR. MICHELSON— AYE, MS. ZERN—AYE, MR. KNABEL—AYE, MR. BARNES—AYE, MR. WHARTON—AYE, MR. OGILVIE—AYE, MR. ROSENBAUM—AYE.

• Jet One signed an agreement with the Airport and proposed a schedule for 30 seat jets on a daily basis to Hartford and White Plains (see documents on file & 5/23/18 Minutes p.2 #VI).

• MR. KNABEL MOVED TO APPROVE A ONE YEAR AIRLINE LEASE AND OPERATING AGREEMENT WITH ONE JET, INC. AT A STANDARD BASE RATE OF \$207 PER SQUARE FOOT PER YEAR FOR TICKET COUNTER SPACE ONLY; MR. MICHELSON SECONDED; MOTION PASSED UNANIMOUSLY: 7 AYES, 0 NAYS, 0 ABSTENTIONS: MR. MICHELSON—AYE, MS. ZERN—AYE, MR. KNABEL—AYE, MR. BARNES—AYE, MR. WHARTON—AYE, MR. OGILVIE—AYE, MR. ROSENBAUM—AYE.

### XIX. CONFIRMATION OF NEXT MEETINGS:

The MVAC discussed changing MVAC meeting times.

- Land Use Subcommittee 3:00PM, Monday July 2, 2018
- Outreach Subcommittee 3:30PM, Wednesday July 5, 2018
- Finance Subcommittee 3:30PM, Tuesday July 10, 2018
- MVAC 2:00PM, Thursday July 12, 2018
- Personnel Subcommittee TBD

XVII. EXECUTIVE SESSION TO DISCUSS STRATEGY WITH RESPECT TO THE LITIGATION OF THE AWARD OF THE LEASE FOR AIRPORT BUSINESS PARK LOT #33 TO DISCUSS STRATEGY WITH RESPECT TO THE BANKRUPTCY LITIGATION OF H.N. HINCKLEY & SONS, INC., AND WITH RESPECT TO THREATENED LITIGATION REGARDING THE LEASE OF AIRPORT LAUNDROMAT, INC. AND NOT TO RECONVENE IN OPEN SESSION; THE CHAIR HAS DETERMINED THAT AN EXECUTIVE SESSION IS NECESSARY BECAUSE AN OPEN MEETING MAY HAVE A DETRIMENTAL EFFECT ON THE LITIGATING AND NEGOTIATING POSITION OF THE COMMISSION

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• MR. WHARTON MOVED TO ENTER EXECUTIVE SESSION AT 4:24PM NOT TO **RECONVENE IN OPEN SESSION, TO DISCUSS STRATEGY WITH RESPECT TO** THE LITIGATION OF THE AWARD OF THE LEASE FOR AIRPORT BUSINESS PARK LOT #33, TO DISCUSS STRATEGY WITH RESPECT TO THE BANKRUPTCY LITIGATION OF H.N. HINCKLEY & SONS, INC., AND WITH RESPECT TO LITIGATION REGARDING THE THREATENED LEASE OF AIRPORT LAUNDROMAT, INC.; THE CHAIR HAS DETERMINED THAT AN EXECUTIVE SESSION IS NECESSARY BECAUSE AN OPEN MEETING MAY HAVE A DETRIMENTAL EFFECT ON THE LITIGATING AND NEGOTIATING POSITION OF THE COMMISSION: AND TO INVITE AIRPORT MANAGER ANN RICHART. AIRPORT COUNSEL DAVE MACKEY BY PHONE AND RECORDING SECRETARY MARNI LIPKE TO BE PRESENT THROUGHOUT; MR. KNABEL AND MR. MICHELSON SECONDED; MOTION PASSED UNANIMOUSLY: 7 AYES, 0 NAYS, 0 ABSTENTIONS: MR. BARNES-AYE, MR. KNABEL-AYE, MR. MICHELSON-AYE, MR. OGILVIE—AYE, MR. WHARTON—AYE, MS. ZERN— STEPPED OUT BRIEFLY, MR. ROSENBAUM-AYE.

\* The session convened after a break. Airport Counsel joined the meeting by speakerphone and attested he was in a room with the door closed. Mr. Ogilvie also joined the meeting by phone and attested he was alone.

#### XX. CALL FOR MOTION TO ADJOURN

• MR. KNABEL MOVED TO ADJOURN AT 5:43PM WITHOUT RETURNING TO OPEN SESSION; MR. MICHELSON SECONDED; MOTION PASSED UNANIMOUSLY: 7 AYES, 0 NAYS, 0 ABSTENTIONS: MR. MICHELSON—AYE, MS. ZERN—AYE, MR. KNABEL—AYE, MR. BARNES—AYE, MR. WHARTON—AYE, MR. OGILVIE—AYE, MR. ROSENBAUM—AYE.

#### **Appendix A: Tasks**

- <u>Ms. Tawa/All</u> send format and submit paragraph to be posted on the MVY website.
- <u>Outreach/Staff</u> draft tenant checklist.
- <u>All</u> contact Dukes County re: MVAC parking waiver.
- <u>All</u> channel all legal consultation requests through the Chair or Vice Chair.
- July Agenda Approval of Executive Session Minutes 4/12/18, 5/10/18, 6/14/18

#### **Appendix B: Documents on file:**

- Agenda (2 p.) 6/14/18
- Sign-in Sheet 6/14/18
- MVAC May 10, 2018 Meeting Draft Minutes (7 p.)
- MVAC May 23, 2018 Meeting Draft Minutes (3 p.)
- MV Airport Staff Summary re: Authorize Assumption of Hinckley Lease by Martha's Vineyard Savings Bank 6/14/18

#### continued

#### **Appendix B: Documents on file (cont.):**

- MV Airport Staff Summary re: Authorize One Jet Airline Lease and Operating Agreement 6/14/18
- MAMA 2018 Conference Martha's Vineyard Annual Conference Agenda September 9-11, 2018 Martha's Vineyard (5 p.)
- MV Airport Water, Wastewater, and Facilities Departments, Information and Newsletter, June 2018 (3 p.)
- McFarland Johnson Martha's Vineyard Airport County of Dukes County Massachusetts, FAA Land Release Property Description Lease Lines 6/13/18
- McFarland Johnson Martha's Vineyard Airport County of Dukes County Massachusetts, FAA Land Release Undeveloped Areas 6/13/18
- McFarland Johnson Martha's Vineyard Airport County of Dukes County Massachusetts, FAA Land Release Property Description Aerial 6/13/18
- Responsibility Matrix
- Martha's Vineyard Airport Wastewater Rate Setting Session, June 14, 2018

Minutes approved as amended 7/12/18