RALEIGH-DURHAM AIRPORT AUTHORITY BOARD MEETING MINUTES
APRIL 16, 2015

Chair Thompson presided. Present: Ali, Cole, Hannah, Hunt, Teer, and Zucchino. Staff present included: President and CEO Landguth, Senior Vice President & COO Sandifer, Senior Vice President & CRO McFall, CHRO Umphrey, Senior Vice President & CFO Sylver, Vice Presidents Damiano, DelNero, Hetzel, Legan, and Quesenberry, Executive Administrative Assistant Rivera, and other staff members and guests.

I. APPROVAL OF AGENDA

Motion by Teer to approve the agenda; Second by Ali

ADOPTED BY UNANIMOUS VOTE

II. APPROVAL OF MINUTES

Motion by Ali to approve the minutes of the March 19, 2015 meeting of the Raleigh-Durham Airport Authority Board, including the committee minutes incorporated therein; Second by Teer

ADOPTED BY UNANIMOUS VOTE

III. CHAIR COMMENTS

1. Chairman Thompson thanked the staff for their hard work and extended his appreciation to the other board members for their vote of confidence in appointing him Chairman.
2. Chairman Thompson announced results of the SkyTrax survey naming RDU as one of the top 100 airports in the world. In addition, the Chairman pointed out that Conde Naste Traveler ranked RDU as one of their favorite airports nearer the end of last year.
3. New hires recognized.
4. Service anniversaries recognized.

IV. OLD BUSINESS

1. Finance Committee Report – Teer reported the Finance Committee met on April 16, 2015 and discussed the following item(s):
   a. Consideration of Adoption of a Resolution Making Certain Findings And Determinations, Authorizing The Filing Of An Application With The Local Government Commission And Requesting The Local Government Commission To Sell Bonds At A Private Sale In Connection With The Issuance Of Revenue Refunding Bonds By The Authority To Refund Certain Of The Authority’s Airport Revenue Bonds
   Committee recommends adoption of the resolution.
   Motion by Ali to adopt Committee’s recommendation; Second by Hannah

ADOPTED BY UNANIMOUS VOTE
2. Operations Committee Report – Hunt reported the Operations Committee met on April 16, 2015 and discussed the following item(s):
   a. **Consideration of Agreement with Green Effect, Incorporated to Provide Interior Plantscape Services**
      Committee recommends approval of Green Effect, Incorporated to provide interior plantscape services to the Authority and authorization for the President and CEO to execute a three-year contract, with two one-year option periods, to Green Effect in the amount of $213,957.00.
      
      *Motion by Ali to adopt Committee’s recommendation; Second by Teer* 
      ADOPTED BY UNANIMOUS VOTE

   b. **Update on Enterprise Resource Planning Software**
      Presentation made for information purposes only; no Board action required.

3. Governmental Affairs Committee Report – Ali reported the Governmental Affairs Committee met on April 16, 2015 and discussed the following item(s):
   a. **Update on Senate Bill 541**
      Presentation made for information purposes only; no Board action required.

V. **NEW BUSINESS**

VI. **GENERAL COUNSEL’S REPORT**
No items were reported.

VII. **MEMBER COMMENTS**
Member Cole pointed out the impact RDU has to economic development inclusive of bringing new projects to Wake County, which in turn will bring 10K in jobs and $4 million dollars in revenue.

Member Hunt thanked the Board and all staff for their support during his time as Chairman.

Member Hannah spoke of the importance of a sense of humor and how it assists all of us to keep positive and work as a team.

VIII. **PRESIDENT AND CEO’S REPORT**
Passenger growth is nearly flat compared to March of last year. Several factors contribute to this: When looking at the flight schedules from last year to this year, there are fewer flights this March compared to last. Delta ended service to Memphis and Salt Lake City and American/US Airways have been adjusting routes, times, and schedules as they move forward in the merger process. Winter weather at the beginning of the month here in North Carolina and in the Northeast did curtail some flight operations. With the reduction in seats, there was a significant jump in the load factor, or percentage of seats full on aircraft.

Another new flight announcement for RDU includes Vacation Express adding Sunday service to Cancun from June 14 to August 9. The flight will operate using Interjet aircraft.
To recap past announcements, Frontier begins seasonal nonstop service to Chicago-O’Hare on April 30. And, Allegiant Air kicks off nonstop service to Orlando-Sanford, St. Pete/Clearwater and Punta Gorda in May.

U.S. Customs and Border Protection will hold interviews for Global Entry at RDU April 28-30. The number of requests for Raleigh interviews is very strong during this mobile event. RDU is expecting the number of requests will outpace the number of registration spots, which will hopefully show the CBP that there are many international travelers interested in the program at RDU. Global Entry allows passengers who are registered, and who have completed an extensive application and interview process, the ability to use an automated kiosk to pass through Passport Control upon reentry to the U.S.

On April 1, the Authority’s Small Business Program Office hosted the first Small Business Expo for goods and service providers at the Durham Convention Center. The event brought together more than 200 business representatives from firms throughout North Carolina interested in doing business with the Authority. Throughout the event, they learned how to do business with RDU and what opportunities are available in 2015. Attendees were also able to meet one-on-one with Authority staff during a speed networking event.

IX. ADJOURNMENT

Motion by Ali to adjourn; Second by Hunt

ADOPTED BY UNANIMOUS VOTE
RALEIGH-DURHAM AIRPORT AUTHORITY
FINANCE COMMITTEE MEETING MINUTES
APRIL 16, 2015

Teer presided. Present: Ali, Cole, Hannah, Hunt, Thompson, and Zucchino. Staff present included: President and CEO Landguth, Senior Vice President & COO Sandifer, Senior Vice President & CRO McFall, CHRO Umphrey, Senior Vice President & CFO Sylver, Vice Presidents Damiano, DelNero, Hetzel, Legan, and Quesenberry, Executive Administrative Assistant Rivera, and other staff members and guests.

The Committee discussed the following item(s):

1. Consideration of Adoption of a Resolution Making Certain Findings And Determinations, Authorizing The Filing Of An Application With The Local Government Commission And Requesting The Local Government Commission To Sell Bonds At A Private Sale In Connection With The Issuance Of Revenue Refunding Bonds By The Authority To Refund Certain Of The Authority’s Airport Revenue Bonds:

   Upon a motion by Ali and second by Hannah, Committee recommends adoption of the resolution.

   Presented by Donna Sylver, SVP & CFO –

RESOLUTION MAKING CERTAIN FINDINGS AND DETERMINATIONS, AUTHORIZING THE FILING OF AN APPLICATION WITH THE LOCAL GOVERNMENT COMMISSION AND REQUESTING THE LOCAL GOVERNMENT COMMISSION TO SELL BONDS AT A PRIVATE SALE IN CONNECTION WITH THE ISSUANCE OF REVENUE REFUNDING BONDS BY THE AUTHORITY TO REFUND CERTAIN OF THE AUTHORITY’S AIRPORT REVENUE BONDS

BE IT RESOLVED by the Raleigh-Durham Airport Authority (the “Authority”):

Section 1. The Authority does hereby find and determine as follows:

(a) The Authority has heretofore executed and delivered a Master Trust Indenture, dated as of February 1, 2001, as amended (the “Master Trust Indenture”), between the Authority and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Trustee”), authorizing the issuance of revenue bonds thereunder for the purpose of financing the costs of improvements at the Raleigh-Durham International Airport (the “Airport”) as further provided therein.

(b) Pursuant to the Master Trust Indenture as supplemented, the Authority has previously issued its Raleigh-Durham Airport Authority Revenue Bonds, Series 2005A (Non-AMT) (the “Series 2005A Bonds”) and Airport Revenue Bonds, Series 2005B (AMT) (the “Series 2005B Bonds” and, collectively with the Series 2005A Bonds, the “2005 Bonds”) to finance improvements at the Airport. The 2005 Bonds are subject to optional redemption at in the near future and the Authority may be able
to realize significant debt service savings through the refunding of all or a portion of the remaining 2005 Bonds.

(c) The Authority has determined to proceed at this time with arrangements for the issuance of Revenue Refunding Bonds under the Master Trust Indenture (the “Refunding Bonds”) for the purpose of providing funds, together with other available funds, to (i) refund all or a portion of the remaining 2005 Bonds (the refunded bonds referred to, collectively, herein as the “Bonds to be Refunded”), (ii) fund a portion of the Parity Reserve Fund created under the Master Trust Indenture allocable to the Refunding Bonds, and (iii) pay Costs of Issuance associated with the issuance of the Refunding Bonds.

(d) The amount of the proposed Refunding Bonds will be sufficient, but not excessive, for the purpose of paying the costs described in paragraph (c) above.

(e) The annual audits of the Authority show the Authority to be in strict compliance with debt management policies, and the budgetary and fiscal management policies of the Authority are in compliance with law.

(f) The proposed Refunding Bonds can be marketed at a reasonable interest cost to the Authority.

Section 2. The Chief Executive Officer, the Chief Financial Officer and the Director of Finance are each hereby authorized and directed to file an application with the Local Government Commission for approval of the issuance of the Refunding Bonds for the purpose described above. The Local Government Commission is hereby requested to approve such issuance. The Chief Executive Officer, the Chief Financial Officer and the Director of Finance are each hereby authorized and directed to take such further action as shall be necessary to proceed with the issuance of the Refunding Bonds as contemplated hereby, including arranging for the issuance of credit ratings on the Refunding Bonds from the rating agencies that now have ratings in effect for Bonds issued under the Master Trust Indenture.

Section 3. The following financing team members are hereby approved in connection with the proposed issue of the proposed Refunding Bonds:

- **Bond Counsel:** Womble Carlyle Sandridge & Rice, LLP
- **Underwriters:**
  - Barclays (Senior Manager)
  - JP Morgan (Co-Manager)
  - Raymond James (Co-Manager)
  - Siebert (Co-Manager)
  - Bank of America Merrill Lynch (Co-Manager)
- **Financial Advisor:** Jefferies & Company, Inc.
- **Underwriters’ Counsel:** To Be Determined
- **Trustee/Registrar:** The Bank of New York Mellon Trust Company, N.A.

Section 4. Except as hereinafter provided, the Board hereby calls the remaining 2005 Bonds for optional redemption on the first practicable date for which notice of redemption can be given and such 2005 Bonds can be redeemed from proceeds of the Refunding Bonds. The Chief Executive Officer, the Chief Financial Officer and the Director of Finance are each hereby authorized and directed to determine
which of the 2005 Bonds shall be refunded and so redeemed and, upon such determination, to prepare or cause the Trustee to prepare, notice of such redemption. Only such of the 2005 Bonds that can be refunded in a manner to produce debt service savings shall be selected for redemption, unless the officers selecting 2005 Bonds for redemption determine that the overall plan of finance will be facilitated by redeeming all of the remaining 2005 Bonds. Such notice of redemption shall state that the notice is conditioned upon the successful issuance of the Refunding Bonds to provide the funds sufficient to pay the redemption price on the date selected for redemption.

Section 5. This Resolution shall take effect immediately upon its passage.

Upon motion of Vice-Chair Farad Ali, seconded by Member Patrick Hannah, the foregoing resolution entitled “RESOLUTION MAKING CERTAIN FINDINGS AND DETERMINATIONS, AUTHORIZING THE FILING OF AN APPLICATION WITH THE LOCAL GOVERNMENT COMMISSION AND REQUESTING THE LOCAL GOVERNMENT COMMISSION TO SELL BONDS AT A PRIVATE SALE IN CONNECTION WITH THE ISSUANCE OF REVENUE REFUNDING BONDS BY THE AUTHORITY TO REFUND CERTAIN OF THE AUTHORITY’S AIRPORT REVENUE BONDS” was passed by the following vote:

Ayes: 7
Noes: 0

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Staff recommends adoption of the Resolution Making Certain Findings And Determinations, Authorizing The Filing Of An Application With The Local Government Commission And Requesting The Local Government Commission To Sell Bonds At A Private Sale In Connection With The Issuance Of Revenue Refunding Bonds By The Authority To Refund Certain Of The Authority’s Airport Revenue Bonds.
Hunt presided. Present: Ali, Cole, Hannah, Teer, Thompson, and Zucchino. Staff present included: President and CEO Landguth, Senior Vice President & COO Sandifer, Senior Vice President & CRO McFall, CHRO Umphrey, Senior Vice President & CFO Sylver, Vice Presidents Damiano, DelNero, Hetzel, Legan, and Quesenberry, Executive Administrative Assistant Rivera, and other staff members and guests.

The Committee discussed the following item(s):

1. Consideration of Agreement with Green Effect, Incorporated to Provide Interior Plantscape Services: Upon a motion by Ali and second by Teer, the Committee recommends approval of the selection of Green Effect, Incorporated to provide interior plantscape services to the Authority and authorization for the President and CEO to execute a three-year contract, with two one-year option periods, to Green Effect in the amount of $213,957.00.

Presented by Barry Stoker, CMMS Superintendent – This recommendation is for the selection of a firm to provide interior plantscape services in the terminals and other airport facilities, and for the award of a contract to the recommended firm. The services to be provided under the proposed contract include the following:

1. Routine horticultural services for the Authority-owned plants and containers in Terminals 1 and 2.
2. The provision and maintenance of plants and containers under a lease arrangement at the Authority Building, Airport Operations Center, General Aviation Terminal, Maintenance Facility and the Parking Garage.
3. The provision and installation of holiday decorations in Terminals 1 and 2.

On January 26th, 2015 the Authority advertised a Request for Proposals on the RDU Website for interior plantscape services. A non-mandatory pre-proposal conference was conducted on February 4th at the Authority’s Maintenance Facility, followed by a site tour. The conference was attended by two firms: Green Effect, Incorporated and Ambius, Incorporated, which is the incumbent. Proposals were received from these two firms on March 5th, 2015. Staff reviewed the proposals and determined that both firms met the requirements of responsiveness and that both demonstrated the capabilities of providing the required services. Ambius submitted a proposal price of $81,556 per year, and Green Effect submitted an annual price of $71,319. MWSB goals for the contract were established at 7% MB and 4% WB, and both firms fulfilled their good faith effort responsibilities. Ambius proposed MWSB participation of 1.4% (0% MB and 1.4% WB). Green Effect proposed 4% participation (0% MB and 4% WB). Based on the responsiveness and quality of the proposal, as well as the proposed pricing and MWSB participation, Staff recommends Green Effect, Incorporated as the firm that has presented the proposal that is in the best interest of the Authority. The proposed contract will be for a base
term of three years, beginning on May 1st, 2015 and ending on April 30th, 2018 and will include two potential one-year option periods.

Staff requests approval of the selection of Green Effect, Incorporated to provide interior plantscape services to the Authority and authorization for the President and CEO to execute a three-year contract, with two one-year option periods, to Green Effect in the amount of $213,957.00.

2. **Update on Enterprise Resource Planning:** Presentation made for information purposes only; no Board action required.

   Presented by Chuck McFall, SVP & CRO – Presentation made for information purposes only; no Board action required.
RALEIGH-DURHAM AIRPORT AUTHORITY
GOVERNMENTAL AFFAIRS COMMITTEE MEETING MINUTES
APRIL 16, 2015

Ali presided. Present: Cole, Hannah, Hunt, Teer, Thompson, and Zucchino. Staff present included: President and CEO Landguth, Senior Vice President & COO Sandifer, Senior Vice President & CRO McFall, CHRO Umphrey, Senior Vice President & CFO Sylver, Vice Presidents Damiano, DelNero, Hetzel, Legan, and Quesenberry, Executive Administrative Assistant Rivera, and other staff members and guests.

The Committee discussed the following item(s):

1. **Update on Senate Bill 541:** *Presentation made for information purposes only; no Board action required.*
   Presented by Michael Landguth, President and CEO – Presentation made for information purposes only; no Board action required.