AGENDA

I. Call to Order:

Vice Chairman Loughlin ("Loughlin") called the meeting to order at 8:33 a.m. in the Large Classroom at PDA Offices. Seating was socially distanced and masks were required except when speaking.

**Participating remotely were:**
Chairman Kevin Smith, located in Londonderry, NH with no other individual(s) present.
Neil Levesque, located in Goffstown, NH with no other individual(s) present.

II. Non-public Session:

Director Anderson *moved* the *motion* and Director Lamson *seconded* that the Pease Development Authority Board of Directors will enter non-public session pursuant to NH RSA 91-A:3 for the purpose of discussing:

1. Lease or Sale of Property [NH RSA 91-A:3, II (d)];
2. Consideration of Legal Advice provided by Legal Counsel [NH RSA 91-A:3, II (l)]; and
3. Consideration of matters which, if discussed in public, would likely affect adversely the reputation of any person, other than a member of the public body itself [NH RSA 91-A:3, II (c)].

**Discussion:** None. **Disposition:** Resolved by roll call vote (7-0) for; motion *carried*.

Director Loughlin *moved* the *motion* and Director Allard *seconded* that the Board of Directors come out of non-public, at 9:31 a.m.

**Discussion:** None. **Disposition:** Resolved by roll call vote (7-0) for; motion *carried*.

The Board meeting was open to the public at 9:34 a.m.
III. Vote of Confidentiality:

Director Lamson moved the motion and Director Fournier seconded that be it resolved, pursuant to NH RSA 91-A:3, Paragraph III, the Pease Development Authority ("PDA") Board of Directors hereby determines that the divulgence of information discussed and decisions reached in the non-public session of its October 15, 2020 meeting related to the Lease or Sale of Property and the consideration of legal advice from legal counsel would, if disclosed publically, render the proposed actions ineffective and further determines that such matters also involve the consideration of matters which, if discussed in public, would likely affect adversely the reputation of any person, other than a member of the public body itself; and further agrees that the minutes of said meeting be held confidential until, in the opinion of a majority of the Board of Directors, the aforesaid circumstances no longer apply.

Discussion: None. Disposition: Resolved by roll call vote (7-0) for; motion carried.

IV. Acceptance of Meeting Minutes: September 17, 2020

Director Levesque moved the motion and Director Allard seconded to approve the minutes of the Pease Development Authority Board of Directors Meeting dated Thursday, September 17, 2020.

Discussion: None. Disposition: Resolved by roll call vote (7-0) for; motion carried.

V. Public Comment:

There were no public comments.

Chairman Smith departed the meeting at approximately 9:42 a.m.

VI. Old Business:
A. Approval:
   1. Land Use Control Amendments – Final Approval

Director Loughlin moved the motion and Director Lamson seconded that WHEREAS, the Pease Development Authority (PDA) has duly enacted a Zoning Regulation in accordance with the requirements of RSA ch. 12-G and rules adopted by the Authority for the adoption or amendment of land use controls; and

WHEREAS, the Zoning Regulation may be amended at any time by the Board in accordance with its rules for the adoption and amendment of land use controls;

NOW, THEREFORE, the Authority does hereby resolve to amend its Zoning Regulations in effect at the Pease International Tradeport, on October 15, 2020, by adopting the language as written in Attachment I and Attachment II, which by reference are incorporated into this motion; all in accordance with the memorandum of Maria J. Stowell, dated October 8, 2020, attached hereto.
Discussion: Loughlin indicated that a public hearing was held on October 8, 2020 and asked if there were any additional comments. Lamson commended Maria Stowell (“Stowell”), Engineering Manager, and staff for the outstanding job that it was well done.

Disposition: Resolved by roll call vote (6-0) for; motion carried. Chairman Smith was not present for the roll call.

Chairman Smith rejoined the meeting at approximately 9:46

VII. Finance:

Finance Director Irv Canner (“Canner”) stated Berry Dunn would be presenting to the Board, via Zoom.

A. Independent FY2020 External Audit (Berry Dunn via video conference)
   1. Auditor Communications Presentation
   2. Required Communication Letter

Renee Bishop (“Bishop”) of Berry Dunn stated that PDA did not adopt any new accounting policies, no transactions that lacked authoritative guidance and all transactions were recorded in the correct period. Bishop spoke to information regarding management’s judgments and estimates as well as Sensitive Financial Statement Disclosures. She pointed out the addition of Note 22 regarding the pandemic this year mentioning the level of uncertainty for all organizations. Bishop indicated that PDA management were well prepared and provided requested information in a timely fashion. At the end of the engagement Berry Dunn will receive a signed representation letter from management which affirms the information provided is true and accurate. Should management have any consultations with other accountants it is necessary that Berry Dunn be advised. Bishop did indicate as a means of being very proactive, PDA remains in contact with Berry Dunn throughout the year on a variety of matters. Bishop stated that there were no significant corrected and uncorrected audit adjustments noted and indicated that it is necessary to keep track of small/trivial adjustments. During the audit Berry Dunn did not identify any control measures that would make it consider a material weakness / no control deficiencies identified. Checks for compliance regarding certain regulations were performed and a report is issued related to those (none were found); once the final report is issued this report is also attached.

Katharine Balukas (“Balukas”) stated that the audit was performed in accordance with US generally accepted accounting standards, Government audit standards, as well as those formatted for the federal funds received. The audit provides reasonable but not absolute assurance, it is performed on a test basis and not all transactions are audited. Berry Dunn has issued an unmodified opinion on the financial statements or a clean opinion. Balukas indicated that due to COVID, Berry Dunn had to shift its approach and this year performed its interim and year-end audit remotely and were not able to be onsite. Berry Dunn did focus on any change of internal controls due to any disruptions made due to COVID and noted that various Finance employees were regularly onsite when other employees were working remotely from home. In terms of cash payments / receipts / payroll / recording process, there were no significant
disruptions or modifications of internal controls. Balukas spoke to the management narrative of what occurred throughout the year that also speaks to items known to have an impact on future years such as pension and OPEB. With respect to the financial statements, Balukas spoke of an increase of assets due to a significant increase in capital additions (airport) and a large increase in accounts receivable over the year as many projects are funding through grants as well as the funds received due to the CARES Act funding. Conversely there were significant liabilities outstanding at the end of the year with construction companies for June services provided at the airport and the increase was netted with a decrease in the OPEB liability over the year. Balukas spoke to the various notes referenced and the significance of the prominent items.

Balukas spoke to the Federal Compliance Audit Update and being subject to an audit of federal funds; where PDA was awarded CARES Act funding an additional layer is added under the uniform guidance. At this time the guidance necessary has not been issued by the federal agency but it is anticipated to be issued later this month or early November. Therefore, at this time Berry Dunn cannot issue the audit on Uniform Guidance but will be working with Canner during the fall to complete the testing. Balukas indicated that Berry Dunn is able to issue the Stand Alone Financial statement, if approved by the Board, in order to meet State deadline.

B. Approval:
   1. Certified Annual Financial Statements and the Uniform Guidance Audit of Federal Awards Update

   Director Loughlin moved the motion and Director Allard seconded that the Pease Development Authority (PDA) Board of Directors accepts receipt of the Certified Annual Financial Statements for the years ending June 30, 2019 and June 30, 2020; all as otherwise prepared and submitted by PDA's independent auditor Berry, Dunn, McNeill and Parker, LLC.

   Whereas, the Board of Directors further authorizes the Executive Director to forward the Certified Financial Statements to the State of New Hampshire when final for inclusion in the Comprehensive Annual Financial Report.

   Discussion: None. Disposition: Resolved by roll call vote (7-0) for; motion carried.

   2. Additional Signatory for Pease Development Authority Banking Institutions

   Director Fournier moved the motion and Director Lamson seconded that the Pease Development Authority ("PDA") Board of Directors hereby authorizes the Deputy General Counsel, Anthony I. Blenkinsop, to endorse all checks, drafts, depository agreements and/or other related bank documents in accordance with the powers previously granted by this Board to the Treasurer, Executive Director, General Counsel, and Manager of Engineering of the PDA concerning PDA bank accounts, and consistent with bank resolutions previously adopted. The authority hereby conferred shall be and remain in full force and effect until written notice of the revocation is presented.

   The following appointed official and employees are authorized to endorse all checks,
drafts, depository agreements and/or other related bank documents in accordance with the powers so granted:

Robert Allard  
Paul E. Brean  
Lynn Marie Hinchee  
Anthony J. Blenkinsop  
Maria Stowell  

Treasurer  
Executive Director  
General Counsel  
Deputy General Counsel  
Manager of Engineering

The authority hereby conferred upon the above named Agents shall be and remain in full force and effect until written notice of the revocation is presented; all in accordance with a memorandum from Irv Canner, Finance Director, dated October 8, 2020.

Discussion: None. Disposition: Resolved by roll call vote (7-0) for; motion carried.

C. Executive Summary

Canner stated that the Executive Summary provided information regarding the two standard reports for the operating results of the first two months of the fiscal year.

D. Reports:

1. FY 2021 Financial Report for the Two Month Period Ending August 31, 2020

Canner reminded the Board that as a year is closed out, the books are kept open in order to capture outstanding items. The variances indicated typically flatten out over the second and third quarter, but that there are no meaningful trends that would challenge the FY21 operating budget. At this time operating revenues are ahead of budget related to fee revenues (increase in non-membership golf play and wharfage and dockage).

Lamson asked if monies have been received for the runway/airport project; Canner affirmed. Canner further indicated that the timing of when the federal funding is received, caused PDA to draw down from the Revolving Loan Fund (RLF), PDA has since paid back the RLF funding from federal funding (i.e.; CARES Act). Canner provided an example of bills for the runway/terminal project to indicate that generally there is typically a 45-day period from when monies are received after reimbursement is requested causing a fluctuation in the RLF.

Canner indicated that pandemic underruns can be seen from pay-for-parking and fuel flowage fees. Canner also spoke to the completion of the Portsmouth Fish Pier and at that time being able to start receiving a fuel flowage fee from that location again in early FY21.

Anderson indicated that fuel is dispensed at the Portsmouth Fish Pier but it is not done in the same manner prior to construction. Canner affirmed and indicated that is done by Atlantic Fuel who comes in and directly fuels some of the bigger boats and indicated that fuel flowage fees are received for that. Canner stated he is referring to the pump at each of the marinas for fuel pumped to the general public.
Canner indicated that there are 139 employees (64 benefited employees – 11 Division of Ports and Harbors employees and 53 PDA employees) as of August 31st, there will be a decrease in the number of employees due to the closure of the golf course - payroll is down by 2.4%. Canner spoke to a few retirements in the coming months represented on the organization chart which will be reviewed going forward. Canner indicated that there will be an influx of personnel during November in order to prepare for winter/snow.

Canner spoke to significant monies spent during the first few months of the FY on capital construction projects (runway and terminal).

Canner indicated that enplanements through the month of September are approaching 30,000 and also spoke to the underruns to fuel flowage and pay-for-parking. Regarding Skyhaven, it indicated a positive operating income primarily due to an increase in fuel sales (in gallons - 5,100 in 2020 versus 4,100 in 2019).

Canner spoke to the increase in golf revenues due primarily to the rounds of golf played (43,000 in 2020 versus 41,000 in 2019) at this time. Even though there was a slow start due to COVID, there have been less rain days which has allowed for more rounds of golf (primarily non-member play). Grill 28 sales have been down due to the early impact of COVID and currently sales are down by about 10% from August of last year.

Canner indicated that DPH is ahead of budget on wharfage and dockage fees and regarding the RLF, three loans have been paid off since August with no new loans in the immediate future so building up significant cash balances.

2. Nine Month Cash Flow Projections to June 30, 2021

Canner stated that the cash flow fluctuates due to grant and non-grant related projects; finishing up the runway and the terminal project estimating to be $24 million with $20 million to be received in grant related funds for these projects. It is this difference that will cause PDA to draw down from the RLF. Canner also spoke to the various capital projects outlined, of which one is coming before the Board today.

VIII. Licenses/ROEs/Easements/Rights of Way:
A. Approval:
   1. Lonza Biologies – Parking License for 55 International Drive

Director Allard moved the motion and Director Lamson seconded that the Pease Development Authority Board of Directors hereby authorizes the Executive Director to complete negotiations and to execute Amendment No. 9 to the Parking License Agreement with Lonza Biologies, Inc. for parking spaces located at 55 International Drive. The License Amendment is extended from November 1, 2020 through October 31, 2021; all in accordance with License Agreement Amendment No. 9.

Discussion: None. Disposition: Resolved by roll call vote (7-0) for; motion carried.
IX. Leases:

A. Reports:
   1. Sublease between 222 International, Limited Partnership and Shaughnessy Seagull, Inc. d/b/a Allegra Marketing Print Mail

   In accordance with the “Delegation to Executive Director: Consent, Approval of Sub-Lease Agreements” PDA approved the following lease with Shaughnessy Seagull, Inc. (d/b/a Allegra Marketing Print Mail) for 3,652 square feet of Office and Light Industrial Related Uses for a period of Five Years Commencing November 1, 2020; Director Lamson was consulted and granted her consent.

B. Approval:
   1. Next Level Now, Inc. – Lease Amendment No. 1

   Director Levesque moved the motion and Director Allard seconded that the Pease Development Authority Board of Directors hereby authorizes the Executive Director to complete negotiations and to execute Amendment No. 1 to the Lease with Next Level Now, Inc. for the premises located at 16 Pease Boulevard consistent with the terms and conditions outlined in the Lease Amendment No. 1; all in accordance with Lease Amendment No. 1 and the memorandum of Paul E. Brean, Executive Director, dated October 7, 2020.

   Discussion: None. Disposition: Resolved by roll call vote (7-0) for; motion carried.

X. Contracts/Agreements:

A. Approval:
   1. SHI – Purchase of Plotter/Printer for Engineering

   Director Anderson moved the motion and Director Allard seconded that the Pease Development Authority (PDA) Board of Directors hereby authorizes the Executive Director to enter into a contract with SHI International Corp. for the acquisition of the following:

   1. Replacement of the Engineering plotter/printer with an HP Design Jet SD Pro MFP 44” Multifunction Printer – Color, at a cost not to exceed $15,510.00; and

   2. Extended Services Agreement – Advanced Parts Replacement – 5 years, at a cost not to exceed $2,033.00;

   all in accordance with the memorandum from Maria J. Stowell, Engineering Manager, dated October 7, 2020.

   In accordance with the provisions of RSA 12-G:8 VIII, the Board justifies the waiver of the RFP requirement as SHI International Corp. is a State of New Hampshire approved vendor.
Discussion: None. Disposition: Resolved by roll call vote (7-0) for; motion carried.

2. Horsley Witten – Work associated with Illicit Discharge Detection and Elimination (IDDE)

Director Fournier moved the motion and Director Lamson seconded that the Pease Development Authority (PDA) Board of Directors approves of and authorizes the Executive Director to amend its existing contract with the Horsley Witten Group to provide assistance to the PDA with the dry weather outfall screening component of the Illicit Discharge Detection and Elimination (IDDE) program in a total amount not to exceed $26,800 for work connected with the PDA/CLF Settlement Agreement; all in accordance with the memorandum of Maria J. Stowell, dated October 7, 2020, attached hereto.

In accordance with the provisions of RSA 12-G:8 VIII, the Board justifies the waiver of any applicable RFP or RFQ requirement based on the approved litigation settlement and the existing contract with the Horsley Witten Group.

Discussion: None. Disposition: Resolved by roll call vote (7-0) for; motion carried.

3. Fred C. Church, Inc. – PDA Worker’s Compensation Coverage

Director Lamson moved the motion and Director Anderson seconded The Pease Development Authority Board of Directors authorizes the Executive Director to accept and bind Workers Compensation insurance coverage for the Pease Development Authority to be provided by MEMIC and brokered by Fred C. Church Insurance, Inc. (“Church”) for the period of 12/31/20 through 12/31/21 in the projected amount of $77,979.00; all in accordance with the Insurance Proposal prepared by Church and the memorandum of Anthony I. Blenkinsop, Deputy General Counsel, dated October 13, 2020.

Discussion: None. Disposition: Resolved by roll call vote (7-0) for; motion carried.

XI. Executive Director:
A. Reports:
1. Golf Course Operations

Golf Course General Manager Scott DeVito (“DeVito”) indicated that all the season renewal applications have been sent out and an offer was provided to those members individually to extend a credit due to COVID. DeVito indicated that the number previously provided to the Finance Director may be a little under what had been expected. DeVito indicated in past years there has been 55,000 rounds of golf played per year, this year numbers are up and with the continued good weather anticipates hitting approximately 60,000 rounds of golf this year (even losing April and a portion of May). DeVito indicated that work has commenced with aeration on the Blue Course, as well as performing work on a couple of greens and putting seed down on the original 18.
DeVito spoke to the Board about the Golf Car contract. He stated that PDA has reached the longevity on the vehicles at this time and with the anticipation of going into next year and being as busy as this year, PDA would like to take the option to go out to bid again after the fourth year. DeVito is looking to the Board regarding this request as he doesn’t think that the cars will make it through next year and would anticipate going out to bid sometime in the next few weeks and bring an agreement to the November Golf Committee and Board meetings for approval.

Anderson asked DeVito how many companies he would anticipate bidding on this; DeVito indicated that there are three major golf car companies (CCE Golf Cart, EzGo and Yamaha) that he would anticipate putting in a bid.

DeVito indicated that there have been a number of requests over the years for people to pre-book their tee time for the whole season. PDA policy has been to leave it open for anyone to book and not get into pre-booking for the season; DeVito spoke with a number of golf professions in the state and has not found anyone that pre-books. DeVito indicated being a public golf course the policy has been not to allow members to pre-book for the season.

2. Airport Operations
   a) Portsmouth International Airport at Pease (PSM)

Brean indicated that it was a heavy construction month at the airport with complete runway closure for 13 days with completely no runway activity except rotar craft. PSM held its own with enplanements averaging around 1,000 passengers. Brean informed the Board that looking back at previous September numbers, PSM was shy by only 500 enplanements, taking into account the closure of the runway and Allegiant only having a two week window for operations in August. Brean stated that the year-to-date enplanements are approximately 30,000 and there has been no troop activity since March due to the shortened runway and its closure. The runway is back to full length, but it is closed at night to groove the pavement (every 1” in the 11,000 foot runway). Brean indicated that troop flight carrier, Atlas Air, is going to wait until the runway is completed before troop activity will commence and it is hoped that will be within the next couple of weeks, raising the enplanement numbers.

Brean indicated that parking revenue was down as there were very few cars parked in revenue parking lots and the fuel flowage revenue was reduced too; however, Brean anticipates this will be back on track in October.

Brean commended staff for the very successful Triangle Emergency Drill held on September 19th (high praise received from both the state and federal levels).

Brean indicated that the terminal expansion is making headway with the baggage belt and security enhancements are being implemented now with the finish work being completed in the next couple of months.

Brean stated that Allegiant has extended its schedule through April to both Punta Gorda and Sanford, and spoke to the current load factors for each of these service locations.
Brean spoke to the various meetings with the ANG regarding an Open House scheduled for September 11, 2021; there is also a commitment from the Thunderbirds to perform an air show. This will primarily be limited to the AF base as a recruitment tool; due to COVID there will be an April 1 cutoff date for a determination of whether the air show will move forward.

b) Skyhaven Airport (DAW)

Brean complimented Andrew Pomeroy and Blenkinsop who have been working hard finalizing discussions on a maintenance repair facility; this entity has indicated the desire to do more than repair planes and is interested on take on additional ventures down the road.

c) Noise Line Report
   (i) September 2020

Brean indicated that there were no aircraft complaints during the month of August at Portsmouth or Skyhaven.

B. Approval:
   1. Bills for Legal Services

Director Fournier moved the motion and Director Lamson seconded that the Pease Development Authority ("PDA") Board of Directors approves of and authorizes the Executive Director to expend funds in the amount of $14,314.00 for legal services rendered to the Pease Development Authority to Sheehan Phinney Bass & Green for the period of August 1, 2020 – August 31, 2020 in the amount of $609.00 for General Employment Matters and August 1, 2020 – August 31, 2020 in the amount of $13,705.00 (in support of MS4 and CLF settlement implementation) for a total of $14,314.00.

Discussion: Blenkinsop informed the Board that as a result of the September inquires by the Board that outside counsel will present to the Board, in a non-public session, at the November meeting regarding the status of some of the work they have been doing.

Anderson spoke of the notification received regarding the conclusion of the CLF litigation and expressed his gratitude. Blenkinsop indicated it was a combined effort of outside counsel, General Counsel Lynn Marie Hinchee and Stowell and the Engineering staff. Blenkinsop indicated that the litigation has concluded but there are elements of the settlement agreement that need to be implemented.

Loughlin congratulated PDA staff for this achievement as they have spent a lot of time to assist bringing this matter to a conclusion.

Disposition: Resolved by roll call vote (7-0) for; motion carried.

XII. Division of Ports and Harbors:
   A. Reports:
      1. Commercial Mooring Transfer – Miller to Kastejna
      2. Heidi and Elisabeth Fisheries LLC – Exercise of Option at the Portsmouth Fish Pier to December 31, 2021
3. Purchase of Fuel Dispenser for Portsmouth Fish Pier

Division of Ports and Harbors (DPH) Director, Geno Marconi ("Marconi"), reported to the Board that he made a mistake when he informed the Board that the Port Advisory Council had written a letter regarding the Wentworth Bridge. The minutes of the Port Advisory Council meeting were not included in the packet as they had not been approved by the Council until the 14th (a copy of the minutes along with a response letter from the Coast Guard were provided to each Board member). Anderson advised of the Port Advisory Council meeting held on the 14th and that the letter is well constructed. Marconi indicated a second error which was a typographical error in the memo for item A.1., the memo from Chief Harbor Master Tracy Shattuck referenced "Wickson" which is an incorrect last name, everything else in the memo (address, permit #s, etc.) are correct.

Marconi indicated that Heidi Elisabeth had requested to exercise its option at the Portsmouth Fish Pier.

Lastly, Marconi indicated that the last item was for the purchase of a fuel dispenser at the Portsmouth Fish Pier, the consultant for contractor and Appledore Engineering recommended replacing the fuel dispensers with a newer model as they had been there a long time. Anderson asked if the dispenser was a single dispenser; Marconi indicated it would be a dual dispenser. Marconi further affirmed it would be for diesel and gas which is what is at the other facilities too.

B. Approval:
1. Snow Plow Bid/Contract – James Jones d/b/a Jones Snow Plowing Services

Director Allard moved the motion and Director Fournier seconded that the Pease Development Authority (PDA) Board of Directors hereby authorizes the Executive Director to execute a contract with James Jones, d/b/a Jones Snow Plowing Service of North Hampton, New Hampshire, for the purpose of plowing and salting at the Portsmouth Commercial Fish Pier and the Marine Facilities at Rye and Hampton Harbors for an initial period of three (3) years commencing on the first plowable event or November 1, 2020, whichever event occurs first; including three (3) one-year (1) options to renew exercisable at the sole discretion of the Executive Director, and subject to Jones Snow Plowing Service providing proof of certification from the New Hampshire Green SnoPro Certification by no later than November 1, 2020; all in accordance with the memorandum of Geno J. Marconi, Division Director, dated October 6, 2020.

Discussion: Anderson asked where this is a three year contract if the rates carry through the term of the three years; Marconi affirmed. Director Loughlin recused himself as he had previously provided legal services to Mr. Jones; Director Anderson abstained from voting on this contract.

Disposition: Resolved by roll call vote (5-0) for; motion carried.
XIII. New Business:

XIV. Upcoming Meetings:
   Golf Committee                           November 16, 2020 @ 8:30 a.m.
   Finance Committee                        November 16, 2020 @ 9:00 a.m.
   Board of Directors                        November 19, 2020 @ 8:30 a.m.

   All Meetings begin at 8:30 a.m. unless otherwise posted.

XV. Directors’ Comments:
   Lamson thanked staff for everything that they do as they support the Board and it is appreciated.

   Director Smith thanked staff for getting the Zoom set up so that both he and Director Levesque could join face-to-face.

XVI. Adjournment:

   Director Allard moved the motion and Director Anderson seconded to adjourn the Board meeting. Meeting adjourned at 10:43 a.m.

   Discussion: None. Disposition: Resolved by roll call vote (7-0) for; motion carried.

XVII. Press Questions:

Respectfully submitted,

[Signature]

Paul E. Brean
Executive Director