

**PEASE DEVELOPMENT AUTHORITY
BOARD OF DIRECTORS' MEETING
MINUTES**

Thursday, November 19, 2020

Presiding: Kevin H. Smith, Chairman
 Present: Peter J. Loughlin, Vice Chairman; Robert A. Allard, Treasurer; Erik Anderson; Margaret F. Lamson; and Steve Fournier
 Zoom Attendance: Neil Levesque
 Attending: Paul E. Brean, Pease Development Authority ("PDA") Executive Director; Lynn Hinchee, General Counsel; Anthony I. Blenkinsop, Deputy General Counsel; PDA staff members; members of the public.

AGENDA

I. Call to Order:

Vice Chairman Loughlin ("Loughlin") called the meeting to order at **8:03 a.m.** in the Large Classroom at PDA Offices. Seating was socially distanced and masks were required except when speaking.

Chairman Smith was not in attendance at the time of this vote as he was delayed due to an accident on the highway.

Participating remotely were:

Neil Levesque, located in Goffstown, NH with no other individual(s) present.

II. Non-public Session:

Director Levesque **moved** the **motion** and Director Fournier **seconded** that **the Pease Development Authority Board of Directors will enter non-public session pursuant to:**

1. **Consideration of Legal Advice provided by Legal Counsel [NH RSA 91-A:3, II (l)]; and**
2. **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 (6-0) for; motion carried.

Chairman Smith was not in attendance at the time of this vote as he was delayed due to an accident on the highway.

Director Fournier **moved** the **motion** and Director Anderson **seconded** that **the Board of Directors come out of non-public, at 9:27 a.m.**

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

The Board meeting was open to the public at 9:28 a.m.

III. Vote of Confidentiality:

Director Loughlin **moved** the **motion** and Director Allard **seconded** that be it **resolved**, pursuant to NH RSA 91-A:3, 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 November 19, 2020 meeting related to the consideration of legal advice from legal counsel and matters which, if discussed in public, would likely affect adversely the reputation of any person, other than a member of the public body itself, would, if disclosed publically, render the proposed actions ineffective and 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: October 15, 2020

Director Lamson **moved** the **motion** and Director Anderson **seconded** to approve the minutes of the Pease Development Authority Board of Directors Meeting dated Thursday, October 15, 2020.

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

V. Public Comment:

There were no public comments.

Chairman Smith took a moment to recognize one of the Pease tenants, Lonza. It was announced recently in the news that two pharmaceutical companies have a vaccine for COVID that appears to be 95% effective. One of the companies is Moderna who has partnered with Lonza. Lonza is such an asset to the community and the state; they have been instrumental in rolling out this vaccine; in record time. Smith further stated we are fortunate to have them in NH / Pease.

VI. Old Business:

A. Approval:

1. Lonza Biologics, Inc. – Waiver of Site Plan Regulations

Director Fournier **moved** the **motion** and Director Loughlin **seconded** that the Pease Development Authority (“PDA”) Board of Directors hereby grants Lonza Biologics, Inc. (“Lonza”) a two (2) year extension to obtain a building permit for its parking expansion project approved by the PDA Board at its December 2019 meeting and thereby waives the requirements of Part 407.01(a) of the PDA Site Plan Review Regulations as strict conformity would pose an unnecessary hardship to the applicant and a waiver would not be contrary to

the spirit and intent of the regulations; all in accordance with the terms and conditions set forth in the memorandum from Maria J. Stowell, P.E. Manager – Engineering, dated November 4, 2020.

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

VII. Committees:

A. Report:

1. Golf Committee

Director Anderson (“Anderson”) indicated that there was a Golf Committee meeting held on Monday, November 16th, and that several topics were discussed at the meeting. Anderson stated that Golf Course General Manager Scott DeVito fielded a lot of questions that were answered satisfactorily and stated the meeting was productive.

B. Approvals:

1. Golf Car Bid

Director Anderson moved the motion and Director Allard seconded that **in accordance with the recommendation of the Pease Development Authority (“PDA”) Golf Committee, the Pease Development Authority Board of Directors hereby approves of and authorizes the Executive Director to enter into a contract with Five Star Golf Cars and Utility Vehicles (“Five Star”) the lowest qualified bidder for lithium battery powered golf cars, in an amount not to exceed One Hundred Twenty-Four Thousand Three Hundred Eighty Dollars (\$124,380.00) per year for a period of five (5) years (including an option terminate the Contract at the end of four (4) years at the sole discretion of the PDA) for the lease and servicing of 90 (ninety) golf cars as described in the memo by Scott DeVito, Golf Course General Manager, dated November 10, 2020.**

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

2. Tee Time Booking Policy

Smith asked if there were materials on this item; Executive Director Paul Brean (“Brean”) indicated that there were no materials and that this item was discussed in the Golf Committee meeting. Brean further stated that there were some members looking to adjust a change to the online reservation booking time (reservations becoming available at midnight). Golf Course General Manager Scott DeVito (“DeVito”) indicated it is a software issue and PDA’s IT Director is going to work with the entity to see if a modification can be made to allow membership with the ability to make reservations earlier. As such, the policy may be brought back at a later time and no further action is required.

VIII. Finance:

Director Lamson (“Lamson”) asked Finance Director Irv Canner (“Canner”) the meaning of the statement of “keeping track of small and trivial adjustments” stated at the last meeting regarding the report of Berry Dunn. Canner indicated that PDA keeps its June 30th books open until the end of August (when the auditors come in). Canner stated there are invoices that come in during September and October that relate to the fiscal year ending June 30th and there is still an accounting to see whether or not there is a need to book them in the previous fiscal year.

Canner took the opportunity to introduce the Board to Suzy Anzalone who was hired as the Assistant Finance Director who will ultimately replace Canner next year when he retires. Anzalone will be shadowing Canner and at some point in the first quarter, she will be presenting to the Board. Canner indicated that Anzalone has 30-years’ experience, is a CPA in Massachusetts, and was most recently the Director of Finance and Controller at Riverwoods in Exeter. Canner also referenced another transition in Finance, as Senior Accountant Ron Jodz will be retiring in March and he too has an individual in shadowing his position.

A. Executive Summary

Canner highlighted the Executive Summary and stated the operating revenues are ahead of budget as well as operating expenses are below. Canner indicated that the revenues are up primarily due to the golfing revenues (fee revenues which include golf fees) and that the golf course is just about 8% above in rounds played from the prior year. Canner indicated that on the expense side, PDA is 7% below budget due to the cut-off with the auditors. Canner indicated that there are no meaningful trends in the FY21 operating budget. Canner indicated it is important to understand how the operation of the cash balance works; during the first quarter it was necessary to go into the Revolving Line of Credit (“RLOC”) but it was paid off last month from the payments received from grant related receivables. Canner spoke to the RLOC fluctuating as a result of the capital expenditures of grant related projects. Two biggest expenses of the recent drawdown of the RLOC had been due to the runway and terminal projects.

B. Reports:

1. FY 2021 Financial Report for the Three Month Period Ending September 30, 2020

Canner indicated the operating revenues being above budget and indicated that parking revenues and fuel flowage fees are slightly below budget due to COVID-19 and flight schedules etc.

Canner indicated that there are 18 salaried benefited positions; 46 hourly benefited (64 positions as well as seasonal positions for a total of 133 people - as of the recent payroll there was a distribution of 123 checks with staffing going down as expected). Canner indicated this will begin to fluctuate in later November/early December due to winter seasonal employees.

Chairman Smith left the meeting around 9:52 a.m. and returned around 9:55 a.m.

Canner spoke to the significant construction activity / expenses (\$6.5 million) at the airport for the terminal and runway projects.

Canner spoke to the airport business unit with enplanements around 30,000; the numbers through October for enplanements is just over 32,000 and that operating revenue are slightly ahead of budget. Canner indicated that at Skyhaven Airport had a positive operating month which are attributed to June fuel sales (50% more in fuel sold); there are a total of 40 planes (7 – tie downs and 33 – have hangars). Canner indicated since PDA took over Skyhaven, the operating losses absorbed by PDA has been \$1.7 million.

Canner spoke to the golf course business unit being over budget (increase in operating revenues and slight increase in operating expenses) which has helped minimized PDA's borrowing need. Canner indicated that the course is expected to be shut down as of November 30th and through September there have been 53,000 rounds of golf (up from the 49,000 rounds last year at that time - being a 7.5% increase in rounds of golf played).

Lamson asked Canner if PDA was under contract for the electric consumption; Canner affirmed and stated it expires next October at a rate of 6.2% to purchase power and PDA's consumption is steady.

Canner stated that the Grill 28 sales are down and have been impacted due to COVID by about 7.5% in comparison to this time last year.

Division of Ports and Harbors, unrestricted funds, are on target and a little below in operating revenues driven by the loss of fuel sales at the Portsmouth Fish Pier (PFP). Restricted funds are Foreign Trade Zone (FTZ), Harbor Dredging, and Revolving Loan Fund (RLF) are in line [with FY2021 operating budgets] and two RLF loan participants have repaid their loans.

2. Nine Month Cash Flow Projections to July 31, 2021

Canner spoke to the need to draw down from the RLOC and he anticipates PDA to be next June. Canner stated this is driven by capital expenditures of \$22 million dollars (\$9.8 million for the terminal project and \$11.4 for the runway project) which will be offset by grant awards with a differential of \$6.6 million being funded by PDA. The flow of FAA reimbursement funding for projects which will be the primary need go into the RLOC.

Canner indicated that there are no significant surprises regarding the unrestricted funds for DPH and that a big source of its funding will be with the collection of mooring fees in January and February.

IX. Licenses/ROEs/Easements/Rights of Way:

A. Reports:

1. AeroClave, LLC – Portion of Hangar 227 – 14 Aviation Avenue

Executive Director Brean (“Brean”) indicated in accordance with the “Delegation to Executive Director: Consent, Approval and Execution of License Agreements,” PDA entered into

the following license with AeroClave LLC for a Right-of-Entry at Hangar 227 located at 14 Aviation Avenue for the temporary use of cold storage on the Premises for the staging, storage, and breakdown of aviation related equipment only (no equipment maintenance or other maintenance or mechanical related activities are permitted on the Premises), through April 30, 2021.

X. Contracts / Agreements:

A. Approvals:

1. Maintenance Vehicle Replacement, 2020 Chevrolet 2500 pickup

Director Loughlin moved the motion and Director Lamson seconded that **the Pease Development Authority Board of Directors hereby approves of and authorizes the Executive Director to purchase a 2020 Chevrolet Silverado 2500 replacement vehicle to be utilized by PDA Maintenance Staff for Airfield and Tradeport daily maintenance concerns and transportation; all in accordance with the memorandum of KC Conley, Fleet Manager, dated November 9, 2020.**

In accordance with the provisions of RSA 12-G:8 VIII, the Board justifies the waiver of the RFP requirement as this vehicle will be purchased under the State of New Hampshire's Vehicle Procurement Contract for a price of \$39,160.00.

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

XI. Executive Director:

A. Reports:

1. Golf Course Operations

DeVito indicated that the course set a record this year with 61,500 rounds of golf this year. Smith asked DeVito if he heard him correctly that Pease hit a record this year in rounds played; DeVito affirmed and indicated that for a calendar year there were a little over 55,000 rounds of golf played. Smith indicated that despite being shut down for ten weeks a record number was hit; DeVito affirmed and further indicated it was a national trend (out of work or working remotely). Brean commended DeVito and his team on how they reinvented how to do business safely under the CDC guidelines due to COVID.

DeVito indicated that the course will close on November 30th and he has been working with engineering as the blue course will close next week so they can get in and do the work on the oil / water separator. The course will be operating only nine (9) holes for the remainder of the season.

DeVito stated staff are reviewing the paperwork for next year's membership and this is the first time in 15 years he has a waiting list (15 people). DeVito stated up to January 31st those current members have an opportunity to renew; the first part of February if there are any open memberships available staff will start filling those openings with those on the waiting list.

DeVito indicated that maintenance has put the course to bed for the season (irrigation has been turned off) and hoping that December will be conducive so that maintenance can work toward putting the holes to bed.

2. Airport Operations

a) Portsmouth International Airport at Pease (PSM)

Brean indicated that the 11,000 feet of runway reconstruction has been completed and there will be some touchup work that will be conducted in the spring. Brean indicated that troop flights could not operate during the runway reconstruction but they have returned as well as heavy aircraft activity resulting in an increase to the fuel flowage fee. Brean also indicated that PSM is over its AIP, as enplanements are at 32,000 and it is anticipated that charter enplanements will continue to uptick as well. Brean indicated that revenue parking had 295 transactions and fuel flowage is at 50% from normal.

Brean stated that the terminal project is moving ahead and that staff and contractors are reviewing the work orders for the finish work etc. Brean indicated that TSA plans on opening the new security checkpoint on January 4th (federal stakeholders had advocated of the need for two security checkpoint lanes).

Brean indicated that he had been notified by Allegiant of the extension of its schedule out to April to Punta Gorda and Sanford; due to the pandemic will wait to see whether they offer Myrtle Beach in the Spring. Further, Brean indicated that commitments have been made by Altas, Sun Country, and National airlines have confirmed troop and charter activity for international destinations.

b) Skyhaven Airport (DAW)

Brean spoke to the momentum at Skyhaven, some of which was due to PSM's two week runway closure this summer as smaller activity shifted from PSM to Skyhaven for a couple of weeks. Also there were a couple of entities that operated out of DAW for banner activity that operated over summer and the negotiations have been finalized with T-Aviation of a maintenance / repair facility at Skyhaven which will serve the based aircraft at the airport.

c) Noise Line Report

(i) October 2020

Brean indicated that there were three (3) noise inquiries during the month of October and all were related to heavy C5 activity (touch / goes of low flying aircraft) calls originating from Rye, Newmarket and Portsmouth. Brean indicated that ATC indicated that there was nothing out of the normal for this flight pattern and that due to the size of the aircraft it appears to be flying lower than normal.

Lamson asked where the runway project is complete, why the Pike sign is still up on Arboretum; Brean indicated that it is still an active construction site (breaking down some materials, electrical as well as next spring another layer of pavement marking on the run way and addition pavement of taxiways that go out to the runway). Brean indicated that the sign is up for public safety / knowledge of the site location; Lamson was content with the response provided and no action was requested.

B. Approval:

1. Bills for Legal Services

Director Allard **moved** the **motion** and Director Anderson **seconded** that the Pease Development Authority (“PDA”) Board of Directors approved of and authorized the Executive Director to expend funds in the amount of \$20,793.00 for legal services rendered to the Pease Development Authority by Sheehan Phinney Bass & Green from September 1, 2020 – September 30, 2020 in support of MS4 and CLF settlement implementation and to reimburse Sheehan Phinney Bass & Green in the amount of \$1,826.00 for third party environmental services rendered to the Pease Development Authority associated with the MS4 permit implementation for services through November 1, 2020.

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

2. FAA Release – 30 New Hampshire Avenue – Spyglass

Director Levesque **moved** the **motion** and Director Lamson **seconded** that the Pease Development Authority (“PDA”) Board of Directors hereby authorizes the Executive Director to prepare and file a request to Gail Lattrell, Director of the Federal Aviation Administration Airport Division New England Region, to seek a release of certain non-aeronautical revenue producing property within the Business and Commercial Zone of the Pease International Tradeport, specifically the 36,000 square foot building owned by the PDA located at 30 New Hampshire Avenue, from federal grant assurances and other airport obligations. This release is intended to facilitate the potential sale of that 36,000 square foot building to Spyglass Development, LLC, and the entry of a long-term ground lease for the premises at 30 New Hampshire Avenue, which sale and lease would require the further approval of this Board; all as substantially set forth in the memorandum from Executive Director Paul E. Brean dated November 12, 2020.

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

Anderson asked at a later date, pending the approval, of a valuation of the property; Brean indicated that the proposal was received with two Fair Market Value (FMV) appraisals and that the FAA may require a review of the appraisals. Brean indicated that he and staff have reviewed the appraisals and that they are up to par. Anderson spoke of the substantial improvements being performed by Spyglass to the facility which would increase the valuation; Brean affirmed that would be after the sale of the PDA portion of the building. Anthony I. Blenkinsop, Deputy General Counsel (“Blenkinsop”) informed the Board that the information contained in the Board’s packet is the release request to the FAA and should the FAA release the property there would be an additional motion brought to the Board with supporting material (supporting appraisals; renderings of the facility) authorizing the sale of the building and entry of a ground lease.

**3. Letter of Intent – 53 Exeter Street - Pease Aviation Partners, LLC
(d/b/a Million Air Portsmouth)**

Director Fournier **moved** the **motion** and Director Loughlin **seconded** that the Pease Development Authority (“PDA”) Board of Directors hereby:

- a.) Approves the concept plan for Pease Aviation Partners, LLC (d/b/a Million Air Portsmouth) (“PAP”) at 53 Exeter Street, as submitted by PAP, and as shown on plans attached hereto and incorporated herein; and
- b.) Approves of and authorizes the Executive Director to enter into a non-binding letter of intent with PAP and to otherwise complete negotiations with PAP and finalize and execute a Lease for the premises;

all as otherwise stated in terms and conditions substantially similar to those set forth in the Letter of Intent to Paul E. Brean, Executive Director, dated November 10, 2020; the memorandum of Maria J. Stowell, Engineering Manager dated November 12, 2020; and a memorandum of Andrew Pomeroy dated November 12, 2020.

Discussion: Director Lamson suggested that the motion be tabled; Fournier indicated that procedurally there needs to be a motion to second the motion on at hand and then Lamson could make a recommendation to table the motion. Loughlin seconded the motion.

Lamson indicated she went through the materials and there isn’t enough information contained in the proposal and wished to table the motion. Chairman Smith asked Lamson if she were making a motion to table; Lamson responded she would like to.

Director Lamson **moved** the **motion** and Director Levesque **seconded** that the Pease Development Authority (“PDA”) Board of Directors hereby **table this item.**

Disposition: This is a non-debatable item and Smith called the roll on Lamson’s motion to table the item; resolved by roll call vote (7-0) for; motion carried.

Fournier indicated prior to tabling the matter that guidance be provided to the staff for expectations at the next meeting (i.e.; presentation on what the plans are, the impact etc.) Brean indicated that representatives from Million Air came up for today’s meeting and had a presentation prepared for the Board. Smith asked the Directors if they were amenable to listen to the presentation, Board members agreed to allow Million Air’s representative address the Board.

Million Air’s CEO, Roger Woolsey, introduced himself to the Board and indicated Million Air is headquartered out of Houston, Texas. He thanked the Board and asked for 15 minutes so he could provide an overview of what Million Air’s vision is and what it is seeking to do in partnering at Portsmouth. Woolsey walked the Board through the operations of the company, its successes, locations and what it envisioned for Portsmouth. Chairman Smith indicated if Woolsey had a handout that he could provide it to the Board; Woolsey provided a spiral binder of information to each Board member. A slide / concept presentation was uploaded onscreen for

viewing and Woolsey provided an overview of the company (FBO, Maintenance and Charter/Management). Million Air is the largest FBO in the world and is located in thirty (30) markets and five (5) countries. Lamson asked Woolsey of two locations (Syracuse, NY and Rome, NY); Woolsey stated the Rome, NY facility is at a former Air Force Base. Lamson asked for background regarding the former military bases. Woolsey indicated that Million Air goes in to help the development and raise the bar to reactivate a location / community through marketing, development etc. Lamson asked if they also go for military contracts as well; Woolsey affirmed and further stated that it services the military in many of its locations. Woolsey also spoke to its charter fleet and informed the Board that it is also one of the largest air medical operations in the world (direct contract with FEMA, United Nations etc.) and has transported roughly ten (10) COVID patients and transports organs for transplants. Lamson asked what Million Air does in Syracuse, NY; Woolsey indicated it is an FBO. Woolsey asked the Board to flip through the materials so they could see what Million Air does to promote the business and locations (i.e.; put Portsmouth on the map). Million Air's goal is to put in and operate a world class FBO facility at Portsmouth that will attract repeat customers to the area. First impression is crucial and you can use it to your advantage. Lamson indicated that it is a very glitzy package that has been put before the Board. Woolsey indicated that Million Air wants to gain more traffic from the Boston and Bangor communities and make it a location that people want to come and visit. Woolsey spoke to the concept / design of the Pease facility, both interior and exterior of the building. Woolsey indicated that the company is very energetic and has been focused on Pease for a long time and are excited to be here. Woolsey indicated Million Air is privately held, it has been in business since 1987 and has a track record for increasing business and improving assets by building great infrastructure pieces. It is committed to coming to Pease and wants to put Portsmouth on the map.

Lamson asked how many jobs Million Air intended to create; Woolsey indicated it depended on the size of the location. Woolsey further indicated that the smallest location has twenty-five (25) direct employees and as the size of a facility increases it employs up to three hundred (300) employees. Woolsey indicated with respect to Pease he would anticipate being in the twenties to begin with and grow to three digits.

Anderson asked what the most outstanding asset of Pease is and would the Million Air terminal mesh with the terminal expansion at Pease? Woolsey indicated the best asset of Pease is its location to be enhanced by marketing, relationships and the building of a great facility; Pease could be the perfect location before going overseas and the perfect location when coming back. Woolsey indicated with respect to the terminal, Million Air would be looking at a piece of land not built on today that would be converted into revenue generation. Anderson asked Woolsey to speak to carriers coming in at other facilities (have you attracted other airline carriers). Woolsey stated he is pilot and was the private pilot for Herb Kelleher, owner of Southwest Airlines, for over thirty (30) years. Woolsey indicated Million Air fuels almost every major carrier and has been in the development stage with companies like Amazon and Atlas when they are looking; while Million Air does not have the power to pull entities in, Million Air does have relationships that may help to draw entities in.

Loughlin thanked Woolsey for the presentation as it was an exciting proposal. Loughlin did vote to table so that he could study the information more and so additional information can be provided by staff. Loughlin indicated it may not have been wise to make the comment of

putting Portsmouth on the map as many feel Portsmouth is already on the map. Woolsey apologized and stated it is no reflection on the City of Portsmouth; rather, there are aircraft overflying the airport unaware of the aviation infrastructure and transportation assets (customs that gives better service than a location that has a busy custom area, and an amazing runway) and that there is an opportunity to promote the aviation assets to an aviation community that is less aware of those assets.

Smith echoed Loughlin's comments that PDA appreciates Million Air looking at Pease as a destination point for its company. NH's economy has weathered the pandemic thus far and it remains one of the states with the best unemployment numbers in the country. People continue to move to Southern New Hampshire and the Seacoast area in particular, and in large part due to the people / local communities and state level. Woolsey indicated Million Air's desire to be part of the continued growth.

Smith reiterated some of the things that the Board would want to have more answers to:

1. Is Million Air meeting the minimum standards and investment required by the PDA in terms of facilities, equipment and fuel farm; and
2. Are they making the investment that Pease expects them to make?

Smith asked the Directors if there were any additional items they would like addressed. Brean indicated that both Stowell and Andrew Pomeroy provided memos and he is confident the minimum standards are being met and Million Air has raised the level in relation to what they could do with a fuel farm (i.e.; temporary fuel farm) and if this goes through they would be building a permanent fuel farm and confident it will get the 12,000 sq. ft. hangar space.

Lamson asked Smith if the Airport Committee should sit on this or does he think otherwise. Brean indicated there had been discussions regarding bringing this to the Airport Committee if there is interest in doing so.

4. Read Custom Soils - Runway Sand

Director Anderson **moved** the **motion** and Director Loughlin **seconded** that **the Pease Development Authority Board of Directors hereby approves of and authorizes the Executive Director to execute a contract with Read Custom Soils, for the purpose of providing FAA approved runway sand for the Airport runways at the price of \$89.00 per ton for a three (3) year period commencing January 1, 2021 through December 31, 2023; in accordance with the memo from Sandra McDonough, Airport Operations Specialist, dated November 10, 2020.**

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

5. Nachurs Alpine Solutions Industrial - Runway Deicing Liquid

Director Lamson **moved** the **motion** and Director Anderson **seconded** that **the Pease Development Authority ("PDA") Board of Directors hereby approves of and authorizes the**

Executive Director to execute a contract with Nachurs Alpine Solutions Industrial of Marion, Ohio, for the purpose of purchasing potassium acetate based runway deicing liquid at a price of \$4.53 per gallon for a two (2) year period commencing January 1, 2021 through December 31, 2022; all in accordance with the memorandum of Sandra McDonough, Airport Operations Specialist, dated November 10, 2020.

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

6. Clariant Corporation - Runway Deicing Solid

Director Loughlin moved the motion and Director Lamson seconded that **the Pease Development Authority Board of Directors hereby approves of and authorizes the Executive Director to execute a contract with Clariant Corporation of Mount Holly, North Carolina, for the purpose of purchasing sodium formate based runway deicing solid at the price of \$0.63 per pound for a period of January 1, 2021 through December 31, 2021; all in accordance with the memorandum of Sandra McDonough, Airport Operations Specialist, dated November 10, 2020.**

Discussion: Loughlin indicated that the Board votes on the deicing materials yearly and that at \$0.63 per pound and a bag of sugar is \$0.50, this will go over two miles of runway (it is a necessary and expensive product). Disposition: Resolved by roll call vote (7-0) for; motion carried.

XII. Division of Ports and Harbors:

A. Reports:

- 1. Port Advisory Council – Minutes of September 9, 2020**
- 2. Isles of Shoals Steamship Co. – Deferral of Rent**
- 3. Commercial Mooring Transfer – Pike to Souther**

Division of Ports and Harbors (DPH) Director, Geno Marconi was unable to attend due to a meeting in Concord. Therefore, Chief Harbormaster Tracy Shattuck (“Shattuck”) attended in Marconi’s absence. Shattuck reported to the Board that the dredging at Rye Harbor started but came to a halt due to a hydraulic issue with necessary machinery and stated they hope to be back up and running soon. Shattuck stated the September 9th Port Advisory Council minutes were in the packet and he was available to answer any questions.

Anderson indicated that the Port Advisory Council initiated a letter to the Coast Guard in support of the replacement of a bascule bridge versus a fixed / stationary bridge.

B. Approvals:

- 1. Heidi & Elisabeth – Renewal Commencing January 1, 2022 through December 31, 2022 with a request for Four (4) One-Year Options**

Director Levesque moved the motion and Director Loughlin seconded that **the Pease Development Authority (“PDA”) Board of Directors hereby authorizes the Executive Director to execute a Right of Entry with Heidi & Elisabeth Fisheries, LLC (“Heidi”) for**

one year effective January 1, 2022 through December 31, 2022 including four (4) one-year options to extend subject to the recommendation of the Division Director and the approval of the Executive Director, for the purpose of providing office rental and a location for Heidi to store equipment and prepare fresh fish for shipment at the Portsmouth Commercial Fish Pier; all in accordance with the memorandum from Geno J. Marconi, Division Director, dated October 26, 2020.

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

2. Bait Cooler – Renewal Commencing June 1, 2021 through May 31, 2023 with a request for Two (2) One-Year Options

Director Lamson moved the motion and Director Anderson seconded that the Pease Development Authority (“PDA”) Board of Directors hereby authorizes the Executive Director to complete negotiations and execute a Right of Entry for the use of a cold storage area for the storage of fresh and frozen lobster bait for the period of June 1, 2021 through May 31, 2023, with two (2) one-year options to extend subject to the recommendation of the Division Director and the approval of the Executive Director; all in accordance with the terms and conditions set forth in the memorandum of Geno J. Marconi, Division Director, dated October 26, 2020.

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

3. Granite State Minerals – Exercise of Third One-Year Option

Director Anderson moved the motion and Director Loughlin seconded that the Pease Development Authority (“PDA”) Board of Directors hereby approves of and authorizes the Executive Director to execute all necessary documents to approve Granite State Minerals, Inc.’s request to exercise the third one-year option of its License and Operating Agreement effective November 1, 2020, and to retroactively approve the exercise of its first and second one-year options, for use of a portion of the Market Street Terminal on terms and conditions substantially similar to those set forth in the memorandum of Geno J. Marconi, Division Director, dated October 26, 2020.

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

XIII. New Business:

Lamson recognized PDA’s General Counsel Lynn Marie Hinchee (“Hinchee”) spoke to the Chairman of the Newington Selectmen Ted Connors (“Connors”) who would like to make a presentation to Hinchee.

Chairman Smith set the stage as there were a few individuals in the audience who wanted to say a few things regarding Hinchee. Smith indicated Hinchee, PDA’s long standing in-house General Counsel, will be retiring from the PDA this month; it is bittersweet for all. Smith first met her in 2017 when he was first appointed to the Board and it became immediately apparent that Hinchee was deeply and passionately invested in all of the work of the PDA. Smith

indicated Hinchee has been very diligent and thorough in the work and that some people do not get the credit they deserve because they are not seen (Hinchee did yomens work in the background). Hinchee always had PDA's best interest at heart, in all of the work she performed, and she is leaving PDA in better shape than when she came into it.

Loughlin indicated for the last three (3) decades he has had the vantage point to observe the creation, development and evolution of the success of the Pease Tradeport. Loughlin indicated that there have been many who have contributed to the success such as PDA staff, successive legislature, members of the delegation, Governors, and dozens of volunteers who have sat at members of the PDA. Loughlin recognized Bill Bartlett as the "godfather" of the Pease Tradeport. Loughlin indicated that in his opinion the individual who has played the greatest role in the success of the Pease Tradeport has been Hinchee. Loughlin indicated more than 25 years ago she came to PDA with exceptional legal skills and she has untiringly, unceasingly and unselfishly employed those skills and an awesome work ethic to make Pease a success. In addition to providing sage legal advice and practical wisdom, she has accomplished very hard work of crafting and negotiating the complicated framework and agreements vital to Pease getting off the ground and succeeding. Because of Hinchee's competence, and perhaps more importantly, she came to be trusted by regional and national lenders of the critically important leasehold structure that came to be accepted in the business world. While she is tough, she is always fair and dedicated to Pease and the State of NH. Loughlin spoke to the various legal issues that have come up at Pease and even though there have been a vast number of attorneys who have also worked on various issues for Pease, there has been one person who had to be on every issue and that was Hinchee. Hinchee always had the ability to recognize those proposals that were real and addressed problems before they develop. There were those individuals who did not like Hinchee's decision but she is universally respected. Loughlin further stated that for those of us who have had the good fortunate to work with her, it is not just respect that we have of her, but love.

Connors indicated he did not want Lynn to forget Newington and presented her with a book regarding the History of Newington; he further wished her well.

John Bohenko, former Director at the PDA and retired City of Portsmouth City Manager, thanked Hinchee for her all her years of service. He stated a job well done and that her tenacity and work ethic not only moved PDA along but also moved Portsmouth along in a positive way.

City Attorney Robert Sullivan ("Sullivan") for the City of Portsmouth indicated that Loughlin, Connors and Bohenko may have understated her professional qualities. Sullivan indicated that Hinchee is a brilliant lawyer and is the finest lawyer in dealing with documents and lengthy contracts / documents (including lawyers in New York and Boston). Sullivan complimented Hinchee not only for her professional abilities during the entire time he has known her, but that she is an incredibly high quality human-being (trustworthy and intelligent). Sullivan indicated that during the course of this time Hinchee has become one of his very best friends and he will miss her.

Attorney Robert Cheney from Sheehan Phinney Bass & Green indicated that he was the first General Counsel when PDA was created and that the second General Counsel, Marti Moore

formerly of the AG's office, was responsible for the hiring of Hinchee. Cheney indicated that Hinchee has the ability to bring projects to fruition, is a taskmaster and that her dedication to PDA always came first. Cheney reiterated what Sullivan stated, that Hinchee has become a great friend and he knows the organization will miss her.

Ryan Fitsimmons of Gigunda, has known Hinchee for ten (10) years and she helped his company go through the process of coming to the airfield. Hinchee has never not taken a phone call, a text or an e-mail (no matter when or what) even when she had a tremendous amount of projects on her plate. He said as he began to know Hinchee, he came to understand to salute the person behind the title and not the title. Hinchee has the commitment to help people get to a solution and is a problem solver.

Greg Mahanna of Executive Hangar, a tenant since 1994, has worked multiple leases with Hinchee and echoed what Ryan stated. Mahanna further indicated that typically an attorney for the landlord has an adversarial relationship, but Hinchee helped him work through leases, extensions etc. so he would understand them. Mahanna also spoke of e-mailing Hinchee (even at night) regarding an item he could not locate and within 8 hours Hinchee would be able to provide him with what he was looking for; he hopes for the same customer service going forward.

Ned Denney of Port City Air, a tenant for 25 years, indicated there isn't an agreement or aspect that PCA has done over the last 25 years that Hinchee has not been a part of. Denney indicated that they haven't always agreed on everything, but Hinchee is one of the most respected people in the field and everything that has been said regarding her role in this field is an understatement.

Anderson indicated Hinchee should receive a standing ovation.

Brean asked Hinchee to read her letter of resignation effective November 30, 2020.

Hinchee indicated she did want to read the letter as it is what she believes, particularly of her co-workers.

"It is with humility and gratitude that I formally tender this notice of separation effective November 30, 2020, in anticipation of my retirement on December 1, 2020.

It has been an incredible privilege, challenge and reward during my tenure at Pease to have served 6 Governors, 7 Board Chairmen, 9 Executive Directors and 25 Directors. To one of those Directors, Peter Loughlin, who has been integral to the creation of the Pease Development Authority and to whom I acknowledge a special debt as a mentor, counselor and friend, thank you. Your wisdom, clarity and thoughtfulness have made me a better lawyer and a better advocate for PDA.

A general definition of success is the achievement of desired visions and planned goals. In this, Pease Development Authority has been a model for all base closures and institutional redevelopment projects. With all due respect to our Board of Directors, it is my amazing co-

workers who are most responsible for this success. All PDA employees share the same necessary qualities of courage, heart and brains sought by the characters in the Wizard of Oz. Our employees have these qualities to excess and it is what has permitted them to achieve the ultimate success of nurturing Pease International Tradeport not to meet others expectations but to be the best it can be.

Chairman Smith once asked me if stepping down from my Pease duties was bittersweet. My answer in the light of 28 years of service and my most recent medical crisis and recovery is that leaving the work is not bittersweet. However, with respect to my co-workers over these years I can only paraphrase the Scarecrow in his comments to Dorothy, I know I will miss you most of all.

Thank you all sincerely for the opportunity to serve. I am so looking forward to my next chapter in life and to PDA's next chapter as the economic engine for the Seacoast and State of New Hampshire."

On behalf of the PDA, Brean presented Hinchee with a retirement chair and flowers.

Smith indicated he cannot thank Hinchee and Mullen enough as a Chairman by setting up the staff in advance of their retirements; in particular Brean and Blenkinsop as their successors. Both care so much for the PDA they wanted to have the right pieces in place before they both departed.

XIV. Upcoming Meetings:

Board of Directors

December 17, 2020 @ 8:30 a.m.

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

XV. Directors' Comments:

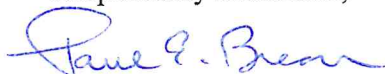
XVI. Adjournment:

Director Lamson moved the motion and Director Allard seconded to adjourn the Board meeting. Meeting adjourned at **11:17 a.m.**

Discussion: None. Disposition: Resolved (7-0) for; motion carried.

XVII. Press Questions:

Respectfully submitted,



Paul E. Brean
Executive Director