

**ONTARIO INTERNATIONAL AIRPORT AUTHORITY
SPECIAL COMMISSION MEETING
MINUTES
DECEMBER 19, 2022**

This meeting was held in accordance to AB 361 as a virtual meeting on Zoom and telephonically. All matters were considered and voted upon by a roll call vote of the Members of the Board of Commissioners. All public in attendance had the opportunity to participate telephonically.

CALL TO ORDER

President Wapner called the Ontario International Airport Authority Commission meeting to order at 10:05 a.m.

ROLL CALL

PRESENT: Commissioners: Jim W. Bowman, Julia Gouw, Curt Hagman (arrived at 2:06 p.m.), Ronald O. Loveridge, and Alan D. Wapner

A quorum of the Board of Commissioners were present.

Also present were Chief Executive Officer Atif Elkadi; Assistant General Counsel Kevin P. Sullivan; Chief Financial Officer/Treasurer John M. Schubert; and Board Clerk/Assistant Secretary Norma I. Alley, MMC

PLEDGE OF ALLEGIANCE

The Pledge of Allegiance was performed.

AGENDA REVIEW/ANNOUNCEMENT

No announcements were made.

1. CONFLICT OF INTEREST

Commissioner Hagman announced he had a conflict of interest on Item No. 5 regarding the PPM Group construction management services contract and would be abstaining from vote on that matter.

CLOSED SESSION PUBLIC COMMENT

There were no closed session public comments.

CLOSED SESSION

- CONFERENCE WITH REAL PROPERTY NEGOTIATORS (GOV §54956.8.)
Property: ONT Terminals

Agency negotiator: OIAA General Counsel's Office
Under negotiation: Lease

Assistant General Counsel Kevin Sullivan announced the closed session item.

President Wapner recessed the open session and called the closed session to order at 10:08 a.m. The open session reconvened at 10:14 a.m.

REPORT ON CLOSED SESSION

President Wapner reported there was no reportable action.

PUBLIC COMMENT

Board Clerk Norma Alley noted Mr. Richard Sherman and Mr. Jason Scott provided written comment, which was entered into the record.

President Wapner called for public comment. Seeing no one come forward, he closed the public comment.

CONSENT CALENDAR

2. APPROVAL OF MINUTES

Approved minutes for the OIAA meeting on November 17, 2022.

3. CASH DISBURSEMENT REPORT (BILLS/PAYROLL)

Received and filed the Cash Disbursement Report (Bills/Payroll) for the month ended November 30, 2022.

4. COMMISSIONER'S STIPENDS AS REQUIRED BY AUTHORITY BYLAWS

Approved additional stipends per Article IV, Section 6 of the Authority's Bylaws for President Wapner for the month of November, 2022.

5. CONTRACT EXTENSION WITH JACOBS PROJECT MANAGEMENT AND PPM GROUP FOR CONSTRUCTION MANAGEMENT AND RELATED SERVICES

Authorized the Chief Executive Officer (CEO) to approve a contract extension to June 30, 2023, with Jacobs Project Management and PPM Group, Inc. for on-call construction management and related services at Ontario International Airport (ONT).

6. NON-EXCLUSIVE LICENSE AGREEMENT AND FACILITY USE AGREEMENT WITH WORLDWIDE FREIGHT SERVICES/MERCURY AIR CARGO

Authorized the Chief Executive Officer (CEO) to negotiate some refinements to OIAA's template Facility Use Agreement (FUA) and Non-Exclusive License Agreement (NELA), and to execute such Agreements, to allow international cargo clearance activities at ONT.

7. AGREEMENT FOR MANAGED NETWORK SERVICES

Authorized the Chief Executive Officer to execute an agreement with NTT for managed network services in the amount not to exceed \$372,956.

8. ADOPTION OF A RESOLUTION MAKING FINDINGS AND DETERMINATIONS UNDER ASSEMBLY BILL NO. 361 TO CONTINUE AUTHORIZATION OF VIRTUAL MEETINGS OF THE ONTARIO INTERNATIONAL AIRPORT AUTHORITY FOR A PERIOD OF 30 DAYS

Adopted a Resolution making findings and determinations under Assembly Bill 361 (AB 361) to authorize staff to continue to conduct virtual-only Commission and Committee meetings, in response to COVID-19.

RESOLUTION NO. 2022-25: A RESOLUTION OF THE ONTARIO INTERNATIONAL AIRPORT AUTHORITY AUTHORIZING REMOTE TELECONFERENCE MEETINGS BY THE COMMISSION AND ALL COMMITTEES IN ACCORDANCE WITH ASSEMBLY BILL 361 FOR A PERIOD OF THIRTY DAYS

MOTION: Moved by Secretary Bowman, seconded by Commissioner Gouw, to approve the Consent Calendar, including Resolution No. 2022-25

VOTE: Approval of all items on the Consent Agenda, excluding Item No. 5, carried by a 5 Yes/0 No roll call vote.

VOTE: Approval of Consent Agenda Item No. 5 carried by a 4 Yes/0 No/1 Abstention (Hagman) roll call vote.

ADMINISTRATIVE DISCUSSION/ACTION/REPORT

9. CONCESSION AGREEMENT WITH SSP AMERICA FOR FOOD AND BEVERAGE OUTLETS

Authorizing the Chief Executive Officer (CEO) to execute a Food & Beverage (F&B) concession agreement with SSP America to re-brand and build restaurants in Terminals 2 & 4 to provide food and beverage services at Ontario International Airport (ONT) for a term of 20 years with one 5-year option to extend the term.

Chief Executive Officer Elkadi presented a brief staff report.

President Wapner called for public comment.

Board Clerk Norma Alley noted written comment was received from Anthony Noriega and Maribel Nunez, which was entered into the record.

Juan Munoz, Unite Here! Local 11 Researcher, spoke against approval of the agreement.

Primitivo Pena spoke against approval of the agreement.

Anthony Noriega spoke against approval of the agreement.

Ana Juarez spoke against approval of the agreement.

Sarah Ponte spoke against approval of the agreement.

Karen May spoke against approval of the agreement.

Chris Robles spoke against approval of the agreement.

Elvia Hernandez spoke against approval of the agreement.

Lydia Hernandez spoke against approval of the agreement.

Abraham Gallogos spoke against approval of the agreement.

Alicia Bentos spoke against approval of the agreement.

Alexandra Beltran spoke against approval of the agreement.

Maria Silva spoke against approval of the agreement.

Francisco Barba spoke against approval of the agreement.

Seeing no further comment, President Wapner closed public comment.

Deliberation commenced amongst the Board of Commissioners and staff fielded questions.

MOTION: Moved by Commissioner Hagman, seconded by Commissioner Gouw to postpone to a date uncertain, and carried by a 5 Yes/0 No roll call vote.

10. AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED JUNE 30, 2022

Kelly Telford, LSL CPAs Auditing Contractor, presented the audited financial statements and fielded questions from the Board of Commissioners.

Approve the Audited Financial Statements for the fiscal year ended June 30, 2022.

MOTION: Moved by Vice President Loveridge, seconded by Commissioner Gouw, to approve the audited financial statements for fiscal year ended June 30, 2022, contingent upon no substantial changes to the financial statement and the final auditor's opinion letter be provided to the Commissioners upon completion, and carried by a 5 Yes/0 No roll call vote.

MANAGEMENT REPORT

Chief Executive Officer Elkadi provided updates on passenger traffic numbers, changes to flights, and general airport matters.

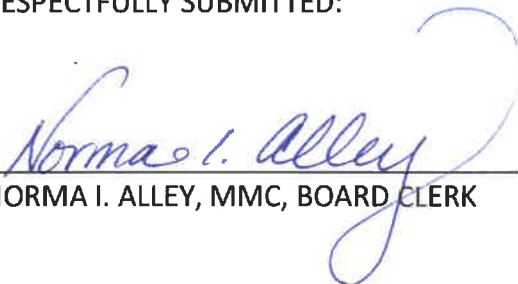
COMMISSIONER MATTERS

There were no updates or matters brought forth by the Board of Commissioners.

ADJOURNMENT

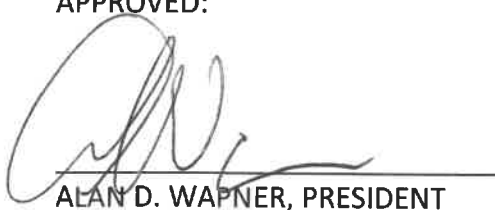
President Wapner adjourned the Ontario International Airport Authority Board of Commissioners Meeting at 11:19 p.m.

RESPECTFULLY SUBMITTED:



NORMA I. ALLEY, MMC, BOARD CLERK

APPROVED:



ALAN D. WAPNER, PRESIDENT