

ONTARIO INTERNATIONAL AIRPORT AUTHORITY

COMMISSION AGENDA – REGULAR MEETING



January 25, 2024, AT 2:00 P.M.

Ontario International Airport Authority Administration Offices
1923 East Avion Street, Room 100, Ontario, CA 91761

Live YouTube Streaming for Listening Only: <https://www.youtube.com/@flyont/streams>

ALAN D. WAPNER
President

RONALD O. LOVERIDGE
Vice President

JIM W. BOWMAN
Secretary

CURT HAGMAN
Commissioner

JULIA GOUW
Commissioner

ATIF ELKADI
Chief Executive Officer

LORI D. BALLANCE
General Counsel

KIM SNOW
Interim Treasurer

NORMA I. ALLEY, MMC
Board Clerk/Assistant Secretary

WELCOME TO A MEETING OF THE ONTARIO INTERNATIONAL AIRPORT AUTHORITY

- All documents for public review are on file at the Ontario International Airport Administration Offices located at 1923 E. Avion Street, Ontario, CA 91761.
- This meeting is streamed live from our YouTube channel at <https://www.youtube.com/@flyont/streams>. Streaming will be for listening only and not participation. Public Comments will be taken by email or in-person only. This is a pilot stream, so errors and bugs may occur. If you have any issues, feel free to email clerk@flyontario.com for resolution after the meeting.
- Anyone wishing to speak during public comment, or on an agenda item, will be required to fill out a Request to Address Card (blue slip). Blue slips must be turned in prior to public comment beginning or before an agenda item is taken up. The Secretary/Assistant Secretary will not accept blue slips after that time.
- You may submit public comments by e-mail to publiccomment@flyontario.com no later than 4:00 p.m. the day before the meeting. Please identify the Agenda item you wish to address in your comments. All e-mail comments will be included in the meeting record.
- Comments will be limited to 3 minutes. Speakers will be alerted when their time is up and no further comments will be permitted. Speakers are then to return to their seats.
- In accordance with State Law, remarks during public comment are to be limited to subjects within the Authority's jurisdiction. Remarks on other agenda items will be limited to those items.
- Remarks from those seated or standing in the back of the Board Room will not be permitted. All those wishing to speak, including Commissioners and Staff, need to be recognized by the Authority President before speaking.
- Sign language interpreters, communication access real-time transcription, assistive listening devices, or other auxiliary aids and/or services may be provided upon request. To ensure availability, you are advised to make your request at least 72 hours prior to the meeting you wish to attend. Due to difficulties in securing Sign Language Interpreters, five or more business days' notice is strongly recommended. Any members of the public who require special assistance or a reasonable accommodation to participate may contact the Board Clerk at (909) 544-5307 or clerk@flyontario.com.

CALL TO ORDER (OPEN SESSION)

ROLL CALL

Loveridge, Bowman, Hagman, Gouw, President Wapner

PLEDGE OF ALLEGIANCE

AGENDA REVIEW/ANNOUNCEMENTS

The Chief Executive Officer will go over all updated materials and correspondence received after the Agenda was distributed to ensure Commissioners have received them.

1. INFORMATION RELATIVE TO POSSIBLE CONFLICT OF INTEREST

Agenda item contractors, subcontractors and agents may require member abstentions due to conflict of interests and financial interests. Commission Member abstentions shall be stated under this item for recordation on the appropriate item.

PUBLIC COMMENTS

The Public Comment portion of the Commission meeting is limited to a maximum of 3 minutes for each Public Comment. Under provisions of the Brown Act, the Commission is prohibited from taking action on oral requests.

CLOSED SESSION

PUBLIC COMMENT ON CLOSED SESSION

CLOSED SESSION

- GC § 54956.8: CONFERENCE WITH REAL PROPERTY NEGOTIATORS
Property: Portions of Airport Property
Agency Negotiator: OIAA General Counsel's Office
Under Negotiation: Contract Documents

REPORT ON CLOSED SESSION

General Legal Counsel

CONSENT CALENDAR

All matters listed under CONSENT CALENDAR will be enacted by one motion in the form listed below. There will be no separate discussion on these items prior to the time Commission votes on them, unless a member of the Commission requests a specific item be removed from the Consent Calendar for a separate vote.

Each member of the public wishing to address the Commission on items listed on the Consent Calendar will be given a total of 3 minutes.

2. APPROVAL OF MINUTES

Approve minutes for the OIAA meeting on December 21, 2023.

3. CASH DISBURSEMENT REPORT (BILLS/PAYROLL)

Receive and file the Cash Disbursement Report (Bills/Payroll) for the month ended December 31, 2023.

4. COMMISSIONER'S STIPENDS AS REQUIRED BY AUTHORITY BYLAWS

Approve additional stipends per Article IV, Section 6 of the Authority's Bylaws for President Alan Wapner for the month of December, 2023.

5. CONTRACT AMENDMENT WITH KDG CONSTRUCTION FOR CONSULTING SERVICES FOR PROJECT MANAGEMENT AND CONSTRUCTION MANAGEMENT

Authorize the Chief Executive Officer (CEO) to execute an amendment to the contract with KDG Construction Consulting for the second contract year, for Project Management and Construction Management (PMCM) Services in the amount of \$10,960,000.00.

ADMINISTRATIVE REPORTS/DISCUSSION/ACTION

6. REVISIONS AND MODIFICATIONS TO THE ONTARIO INTERNATIONAL AIRPORT AUTHORITY BYLAWS

Approve a resolution adopting amendments to the Ontario International Airport Authority Bylaws.

RESOLUTION NO. 2024-01

A RESOLUTION OF THE ONTARIO INTERNATIONAL AIRPORT AUTHORITY APPROVING REVISIONS AND MODIFICATIONS TO THE AUTHORITY BYLAWS

MANAGEMENT REPORT

Executive Office

COMMISSION MATTERS

President Wapner

Vice President Loveridge

Secretary Bowman

Commissioner Hagman

Commissioner Gouw

ADJOURNMENT

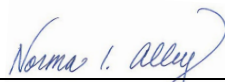
AFFIDAVIT OF POSTING

I, Norma I. Alley, MMC, Board Clerk of the Ontario International Airport Authority (OIAA), do hereby declare under penalty of perjury that the foregoing agenda has been posted at the administrative office and on the OIAA website in compliance to the Brown Act.

Date Posted: January 22, 2024

Posted Prior To: 2:00 P.M.

Signature: _____



Norma I. Alley, MMC
Ontario International Airport Authority Board Clerk

ONTARIO INTERNATIONAL AIRPORT AUTHORITY



MEETING DATE: JANUARY 25, 2024

AGENDA SECTION: AGENDA REVIEW/ANNOUNCEMENTS

SUBJECT: RELATIVE POSSIBLE CONFLICT OF INTEREST

RELEVANT STRATEGIC OBJECTIVE: Invest in ONT Master the Basics Plan for the Future

RECOMMENDED ACTION(S): Declare Conflict of Interest pertaining to agenda items and contractors and/or subcontractors, which may require member abstentions due to possible conflicts of interest.

FISCAL IMPACT SUMMARY: N/A

BACKGROUND: In accordance with California Government Code 84308, members of the Ontario International Airport Authority may not participate in any action concerning a contract where they have received a campaign contribution of more than \$250 in the prior twelve (12) months and from an entity or individual if the member knows or has reason to know that the participant has a financial interest, except for the initial award of a competitively bid public works contract. This agenda contains recommendations for action relative to the following contractors:

Item No	Principals & Agents	Subcontractors
05	KDG Construction Consulting	<ul style="list-style-type: none">• Hill International, Inc.• Gannett Fleming, Inc.• Burns Engineering, Inc.• Chrysalis Consulting, LLC (dba Chrysalis Global Aviation)• Safework, Inc.• CMTS, LLC• Guida Surveying, Inc.• Leighton Group, Inc.• S2 Engineering, Inc.• Thurai Consulting, Inc.• G3 Quality, Inc.• Fountainhead Consulting Corporation

PROCUREMENT: N/A

CEQA COMPLIANCE AND LAND USE APPROVALS: N/A

STAFFING IMPACT (# OF POSITIONS): N/A

IMPACT ON OPERATIONS: N/A

SCHEDULE: N/A

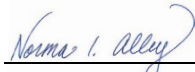
ATTACHMENTS: N/A

STAFF MEMBER PRESENTING: Chief Executive Officer Atif Elkadi

Originator Name: Norma I. Alley, MMC

Originating Dept.: Clerk's Office

Director Review:



Chief Review:



CEO Approval:



This Agenda Report has been reviewed by OIAA General Counsel.

The Agenda Report references the terms and conditions of the recommended actions and request for approval. Any document(s) referred to herein, which are not attached or posted online, may be reviewed prior to or following scheduled Commission meetings in the Office of the Clerk of the Board. Office hours are 8:30 a.m. to 5:00 p.m., Monday through Friday, although these hours and review procedures may be modified. In that case, the documents may be requested by email at clerk@flyontario.com.

BOARD DISPOSITION: Approved Denied Continued to _____



MEETING DATE: JANUARY 25, 2024

AGENDA SECTION: CONSENT CALENDAR

SUBJECT: APPROVAL OF MINUTES

RELEVANT STRATEGIC OBJECTIVE: Invest in ONT Master the Basics Plan for the Future

RECOMMENDED ACTION(S): Approve minutes for the OIAA Board of Commissioners meeting on December 21, 2024.

FISCAL IMPACT SUMMARY: N/A

BACKGROUND: The OIAA Board of Commission held a public meeting and minutes were recorded in text. In accordance with OIAA’s Records Retention Schedule, the OIAA must preserve these historical records in hard copy form for permanent retention.

PROCUREMENT: N/A

CEQA COMPLIANCE AND LAND USE APPROVALS: N/A

STAFFING IMPACT (# OF POSITIONS): N/A

IMPACT ON OPERATIONS: N/A

SCHEDULE: N/A

ATTACHMENTS:


1. Minutes

STAFF MEMBER PRESENTING: Chief Executive Officer Atif Elkadi

Originator Name: Norma I. Alley, MMC, Board Clerk

Originating Dept.: Clerk's Office

Director Review: *Norma I. Alley*

Chief Review: 

CEO Approval: 

This Agenda Report has been reviewed by OIAA General Counsel.

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BOARD DISPOSITION: Approved Denied Continued to _____

ONTARIO INTERNATIONAL AIRPORT AUTHORITY
COMMISSION MEETING
MINUTES
DECEMBER 21, 2023

CALL TO ORDER

President Wapner called the Ontario International Airport Authority Commission meeting to order at 2:00 p.m.

ROLL CALL

COMMISSIONERS:

PRESENT: Jim W. Bowman, Julia Gouw, Curt Hagman, Ronald D. Loveridge, and Alan D. Wapner

A quorum of the Board of Commissioners was present.

STAFF:

Chief Executive Officer Atif Elkadi

Assistant General Counsel Kevin P. Sullivan

Board Clerk/Assistant Secretary Norma I. Alley, MMC

PLEDGE OF ALLEGIANCE

The Pledge of Allegiance was performed.

AGENDA REVIEW/ANNOUNCEMENTS

1. INFORMATION RELATIVE TO POSSIBLE CONFLICT OF INTEREST

No conflicts of interests were declared.

PUBLIC COMMENT

President Wapner called for public comment. Seeing no one come forward, he closed public comment. Board Clerk Alley noted Mr. Richard Sherman provided written comment, which was entered into the record.

CONSENT CALENDAR

2. APPROVAL OF MINUTES

Approved minutes for the OIAA Board of Commissioners meeting on November 30, 2023.

3. CASH DISBURSEMENT REPORT (BILLS/PAYROLL)

Received and filed the Cash Disbursement Report (Bills/Payroll) for the month ended November 30, 2023.

4. COMMISSIONER’S STIPENDS AS REQUIRED BY AUTHORITY BYLAWS

Approved additional stipends per Article IV, Section 6 of the Authority’s Bylaws for President Alan Wapner for the month of November, 2023.

5. AGREEMENT AMENDMENT WITH FRUITION, LLC, FOR DIGITAL MEDIA SERVICES

Authorized the Chief Executive Officer (CEO) to execute an amendment to Agreement Number SCONT-000324 with Fruition Growth, LLC, extending the contract to May 27, 2024, and add \$76,000 to the agreement for a total amount of \$1,776,000.

6. CONCESSION AGREEMENT WITH SMARTE CARTE, INC., FOR LUGGAGE CART CONCESSION

Authorized the Chief Executive Officer (CEO) to execute the Concession Agreement between the Ontario International Airport Authority (OIAA) and Smarte Carte, Inc. for the Luggage Cart Concession at the Ontario International Airport (ONT).

President Wapner requested Item 6 be considered separately.

MOTION: Moved by Commissioner Hagman, seconded by Secretary Bowman, to approve Consent Calendar Items 1 through 5. Motion carried by a unanimous vote.

President Wapner inquired on Item 6 regarding performance standards. Staff provided clarity.

MOTION: Moved by Commissioner Hagman, seconded by Commissioner Gouw, to approve the Consent Calendar Item 6. Motion carried by a unanimous vote.

MANAGEMENT REPORT

Chief Executive Officer Elkadi provided updates on passenger traffic numbers, changes to flights, and general airport matters, accompanied by a PowerPoint, and fielded questions from the Commissioners.

COMMISSIONER MATTERS

President Wapner requested statistics regarding Uber, Lyft, and like car services.

ADJOURNMENT

President Wapner adjourned the Ontario International Airport Authority Board of Commissioners Meeting at 2:11 p.m.

RESPECTFULLY SUBMITTED:

APPROVED:

NORMA I. ALLEY, MMC, BOARD CLERK

ALAN D. WAPNER, PRESIDENT

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MEETING DATE: JANUARY 25, 2024

AGENDA SECTION: CONSENT CALENDAR

SUBJECT: CASH DISBURSEMENT REPORT (BILLS/PAYROLL)

RELEVANT STRATEGIC OBJECTIVE: Invest in ONT Master the Basics Plan for the Future

RECOMMENDED ACTION(S): Receive and file the Cash Disbursement Report (Bills/Payroll) for the month ended December 31, 2023.

FISCAL IMPACT SUMMARY: The funding is approved in the Fiscal Year 2023-2024 budget.

BACKGROUND: Fiscal Year Financial Performance: In June 2023, the OIAA Board of Commissioners adopted an operating budget that is driven by strong aviation activity and financial performance realized by OIAA in FYE 2023. The operating budget was developed from OIAA goals and objectives and includes significant increases in resources to meet current and expected near term growth.

PROCUREMENT: N/A

CEQA COMPLIANCE AND LAND USE APPROVALS: N/A

STAFFING IMPACT (# OF POSITIONS): N/A

IMPACT ON OPERATIONS: N/A

SCHEDULE: N/A

ATTACHMENTS:

1. Cash Disbursement Report (Bills/Payroll) for the month ended December 31, 2023.

STAFF MEMBER PRESENTING: Chief Executive Officer Atif Elkadi

Originator Name: Director of Finance Kim Snow

Originating Dept.: Financial Accounting and Reporting

Director Review: *Kim Snow*

Chief Review: N/A

CEO Approval: 

This Agenda Report has been reviewed by OIAA General Counsel.

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BOARD DISPOSITION: Approved Denied Continued to _____



MEETING DATE: JANUARY 25, 2024

AGENDA SECTION: CONSENT CALENDAR

SUBJECT: COMMISSIONER'S STIPENDS AS REQUIRED BY AUTHORITY BYLAWS

RELEVANT STRATEGIC OBJECTIVE: Invest in ONT Master the Basics Plan for the Future

RECOMMENDED ACTION(S): Approve additional stipends per Article IV, Section 6 of the Authority's Bylaws for President Wapner for the month of December, 2023.

FISCAL IMPACT SUMMARY: OIAA operating revenue.

BACKGROUND: Article IV, Section 6 of the Authority's Bylaws states as follows:

"No salary: Reimbursement for Expenses; Stipends. The members of the Commission shall receive no salary but shall be reimbursed for necessary expenses (including mileage in accordance with standard IRS mileage reimbursement rates) incurred in the performance of their duties. Additionally, Commissioners will receive a stipend in the amount of one hundred fifty dollars (\$150.00) for attendance at each Commission meeting, standing committee meeting, ad hoc committee meeting, and any Authority-related business function. A maximum of six (6) stipends are permitted per month. An additional two (2) stipends are permitted with prior approval of the President. More than eight (8) stipends per month will require approval by the full Commission."

During the month of December 2023, President Wapner attended four (4) additional Authority-related business functions. Full Commission approval is needed to approve payment of these additional stipends.

PROCUREMENT: N/A

CEQA COMPLIANCE AND LAND USE APPROVALS: N/A

STAFFING IMPACT (# OF POSITIONS): N/A

IMPACT ON OPERATIONS: N/A

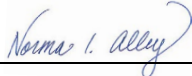
SCHEDULE: N/A

ATTACHMENTS: N/A


STAFF MEMBER PRESENTING: Chief Executive Officer Atif Elkadi

Originator Name: Executive Office Staff

Originating Dept.: Executive Office

Director Review: 

Chief Review: 

CEO Approval: 

This Agenda Report has been reviewed by OIAA General Counsel.

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BOARD DISPOSITION: Approved Denied Continued to _____



MEETING DATE: JANUARY 25, 2024

AGENDA SECTION: CONSENT CALENDAR

SUBJECT: CONTRACT AMENDMENT WITH KDG CONSTRUCTION FOR CONSULTING SERVICES FOR PROJECT MANAGEMENT AND CONSTRUCTION MANAGEMENT SERVICES

RELEVANT STRATEGIC OBJECTIVE: Invest in ONT Master the Basics Plan for the Future

RECOMMENDED ACTION(S): Authorize the Chief Executive Officer (CEO) to execute an amendment to the contract with KDG Construction Consulting for the second contract year, for Project Management and Construction Management (PMCM) Services in the amount of \$10,960,000.00.

FISCAL IMPACT SUMMARY: Funding will come from a variety of sources including operating and capital budgets. There is already budget included in the FY 2023-24 Operating Budget and Board approved Capital Project Budgets. Additional budget will be requested in the FY 2024-25 Operating Budget and in future Capital Project Budgets when they are brought to the Board for approval.

BACKGROUND: In the first contract year, significant projects have been advanced in the terminals, landside, and airfield. Progress has been made in establishing and improving organizational processes for capital project reporting, reducing risk, conflict resolution, and minimizing impact to operations. For the second contract year, the OIAA has several more approved capital projects in various phases of design, procurement, and construction and will continue to refine organizational processes to strengthen the organization's ability to deliver successful projects. KDG Construction Consulting staff will continue to conduct planning and preparation efforts for multiple projects to bring to the board for approval that will result in more transformative construction and development for the FAA Capital Improvement Program (ACIP), ONT's Capital Improvement Program (CIP) and Tenant Improvement Program (TIP) across the airport campus.

Continued success for the program and projects, a contract amendment is required for the PMCM services contract for a second contract year. The PMCM Services contractor will continue to assist OIAA staff with refining the appropriate processes and procedures to deliver world-class projects while managing risk and maximizing value to OIAA. In addition to actively managing the design and construction of capital projects, the PMCM contractor will continue assisting OIAA with stakeholder engagement, identifying and managing potential schedule and scope conflicts, maintaining, and updating the master schedule of projects, utilizing the change management process and documentation standards, and maintaining and modifying dashboards to continuously report on the status of the ACIP, CIP, and TIP.

PROCUREMENT: On January 25, 2023, the Board approved award of the contract in the amount of \$8,400,000 for the first year for PMCM services. OIAA has appraised KDG Construction Consulting services

and found their performance to be strong. The OIAA and KDG Construction Consulting jointly reviewed the list of projects expected to be delivered, set goals for the second year of the contract, and negotiated the fee amount recommended for the second year of the contract. Also, the first contract year hourly rates have not changed transitioning to the second contract year. If additional contract value is required to continue the contract for future years, those will be negotiated between staff and presented to the Board for approval, as needed.

CEQA COMPLIANCE AND LAND USE APPROVALS: The proposed staffing services decision is not a “project” under CEQA and does not require environmental review.

STAFFING IMPACT (# OF POSITIONS): N/A

IMPACT ON OPERATIONS: The PMCM Services for the second contract year will continue to minimize impacts to airport operations during the delivery of the OIAA CIP and TIP and the FAA ACIP.

SCHEDULE: N/A

ATTACHMENTS: N/A

STAFF MEMBER PRESENTING: Chief Executive Officer Atif Elkadi

Originator Name: Keith Owens, Director of Program Management

Originating Dept.: Project Management

Director Review: 
Keith Owens

Chief Review: 
Michelle Brantley

CEO Approval: 

This Agenda Report has been reviewed by OIAA General Counsel.

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BOARD DISPOSITION: Approved Denied Continued to _____



MEETING DATE: JANUARY 25, 2024

AGENDA SECTION: DISCUSSION

SUBJECT: REVISIONS AND MODIFICATIONS TO THE ONTARIO INTERNATIONAL AIRPORT AUTHORITY BYLAWS

RELEVANT STRATEGIC OBJECTIVE: Invest in ONT Master the Basics Plan for the Future

RECOMMENDED ACTION(S): Approve the revised and modified Authority Bylaws.

FISCAL IMPACT SUMMARY: None

BACKGROUND: The Ontario International Airport Authority (Authority) Bylaws were prepared and adopted more than eight (8) years ago when the Authority was created, and the Bylaws have not been revised since then. Various modifications and revisions to the Bylaws are needed to address consistency with other governing documents and laws for the Authority, and to update provisions to be consistent with current circumstances.

PROCUREMENT: N/A

CEQA COMPLIANCE AND LAND USE APPROVALS: N/A

STAFFING IMPACT (# OF POSITIONS): N/A

IMPACT ON OPERATIONS: N/A

SCHEDULE: Effective upon approval by the Authority Commission.

ATTACHMENTS:

1. Revised and modified Authority Bylaws with redline revisions
2. Resolution

STAFF MEMBER PRESENTING: Chief Executive Officer Atif Elkadi

Originator Name: Legal Counsel

Originating Dept.: Legal Counsel

Director Review: N/A

Chief Review: 

CEO Approval: 

This Agenda Report has been reviewed by OIAA General Counsel.

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BOARD DISPOSITION: Approved Denied Continued to _____

ONTARIO INTERNATIONAL AIRPORT AUTHORITY

BYLAWS

(REVISED JANUARY 2024)

ARTICLE I

ACT CREATING THE AUTHORITY

1. **Name and Authority.** The Ontario International Airport Authority (the “Authority”), is a joint powers authority created pursuant to the Joint Exercise of Powers Agreement (the “Agreement”), dated as of August 21, 2012, by and between the City of Ontario (“Ontario”), and the County of San Bernardino (“San Bernardino”), and the Joint Exercise of Powers Act of the State of California (“Act”), commencing with California Government Code Section 6500.

(a) Purpose. The purpose of the Authority is as set forth in the Agreement, and is to exercise such powers under the Agreement for the operation, maintenance, management, administration, development, and marketing of the Ontario International Airport.

(b) Limitation on Authority. The Authority’s exercise of its power under the Agreement is subject to such restrictions as are applicable to Ontario, as required by California Government Code Section 6509.

ARTICLE II

OFFICES

1. **Principal Office.** The principal office for the Authority shall be at 1923 E. Avion Avenue, Ontario, CA 91761.
2. **Other Offices.** The Authority may have offices at such other places within Ontario as the Authority may from time to time designate.
3. **Location of Records, Books and Accounts.** Except as otherwise required by resolution of the Authority, or as the business of the Authority may require, all books, records, and accounts of the Authority shall be kept at the Authority’s principal office.

ARTICLE III

OFFICERS

1. **Number and Titles.** The officers of the Ontario International Airport Authority Commission (the “Commission”) shall be the President, Vice President, Secretary, Treasurer, and Auditor. The Commission may also elect an Assistant Secretary. The Commission may also from time to time create such additional offices and appoint individuals to such offices as it shall deem appropriate.
2. **Election and Term.** The Commission shall elect the President of the Commission. The Commission shall also elect the Vice President and Secretary, and may elect the Assistant Secretary. The

Commission shall appoint the Treasurer and Auditor. The Commission may appoint such additional officers whose offices it creates. All officers shall serve at the pleasure of the Commission.

3. Authority and Duties.

(a) President. The President shall supervise and conduct the business and affairs of the Commission. The President shall preside at meetings of the Commission and shall exercise the powers and perform the duties set forth in these Bylaws and the Agreement, and such other duties as usually devolve upon the presiding officer of a deliberative body. The President ~~may~~ serve as an ~~alternate~~ member on ~~any~~ Commission ~~standing~~ committees.

(b) Vice President. In the absence of the President, the Vice President shall perform the duties of the President. The Vice President shall perform such further duties as shall be from time to time assigned to him or her by the President or the Commission and shall exercise the powers and perform the duties set forth in these Bylaws and the Agreement, and such other duties as usually devolve upon the vice presiding officer of a deliberative body.

(c) Secretary. The records for all business transacted at each meeting shall be kept under the direction of the Secretary. The Secretary shall have further powers and shall perform such further duties as shall be from time to time assigned to him or her by the President, the Vice President, or the Commission, and shall exercise the powers and perform the duties set forth in these Bylaws and the Agreement, and such other duties as usually devolve upon the secretary of a deliberative body.

(d) Treasurer and Auditor. The Treasurer and Auditor shall perform all duties set forth in Section 10 of the Agreement.

(e) Chief Executive Officer. The ~~Board of Directors~~ Commission shall employ a Chief Executive Officer ("CEO") who shall administer, manage, and direct the affairs and business of the Authority, subject to the policies and direction of the Commission, as well as consistent with the Agreement and the Act. The CEO shall also fulfill his or her statutory obligations under the State Aeronautics Act (California Public Utilities Code Section 21001 et seq.). The CEO shall serve at the pleasure of the Commission, and the Commission shall enter into such arrangements with the CEO, contractual or otherwise, as it shall from time to time deem appropriate and in the best interests of the Authority.

4. Signing of Instruments. All contracts, instruments, and other documents shall be executed by the President, or in the President's absence, by the Vice President, or by the CEO, on behalf of the Authority unless such authority has been duly delegated or is required by law.

5. Authority Staff and Professionals. Subject to the limitations of a budget approved by the Commission, the CEO may from time to time hire other employees, professionals, including without limitation legal counsel and accountants, and others as he or she shall deem appropriate. The CEO shall be responsible for hiring, training, supervising, compensating, and managing of any such Authority employee, professional, or other hired individual or entity.

6. Nondiscrimination and Anti-Harassment Policy. The Authority is an equal opportunity employer and shall comply with the provisions of the California Fair Employment and Housing Act ("FEHA") (California Government Code Section 12900 et seq.). The Authority shall not refuse to hire any applicant for employment, or discharge, discriminate against, or harass any employee, on the basis of, or the perception of, his or her color, age, religion, sex (including pregnancy, childbirth, breastfeeding, and related medical conditions), gender, gender identity, gender expression, sexual orientation, marital status, military or veteran status, national origin and/or ancestry (including

language use or whether holding a driver's license granted under California Vehicle Code section 12081.9), mental or physical disability, medical condition (including cancer or genetic characteristics), AIDS/HIV status, or genetic information. The Authority shall not retaliate against any employee for reporting and/or protesting illegal discrimination related to one of these categories, or otherwise engage in any unlawful employment practice under FEHA.

ARTICLE IV

MEETINGS

1. **Place of Meetings.** All regular and special meetings of the Commission shall be held at such place within the jurisdictional boundaries of the Authority and at such time as shall be stated in the notice of such meeting.
2. **Regular Meetings.** The Commission shall hold regular meetings at the dates, hour, and place as shall be fixed by resolution and a copy of such resolution shall be filed with each member of the Commission, the City Clerk of Ontario, and the San Bernardino Board of Supervisors. At least one regular meeting shall be held in each calendar year.
3. **Special meetings.** Special meetings of the Commission for any purpose or purposes may be called by the President, or in his/ or her absence, the Vice President. The President or Vice President in his/ or her absence shall be required to call a special meeting upon the written request of a majority of the Commission at a time no later than fourteen days after receipt by the President or Vice President of such request. Any such request shall state the purpose or purposes of the proposed special meeting.
4. **Notice and Conduct of Meetings.** All meetings of the Authority, including, without limitation, regular, adjourned regular, special, and adjourned special meetings will be called, noticed, held, and conducted in accordance with the provisions of the Ralph M. Brown Act (California Government Code Section 54950 et seq.). The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of all proceedings of the Commission except where such rules are inconsistent with these Bylaws.
5. **Agendas.** The agenda for each meeting of the Commission shall be established by the President and the CEO. The agenda shall include any matter which the Commission has previously voted to include thereon, and any item requested by a member of the Commission, in writing, delivered to the CEO, not less than ten (10) days prior to the date of any such meeting.
6. **No Salary; Reimbursement for Expenses; Stipends.** The members of the Commission shall receive no salary but shall be reimbursed for necessary expenses (including mileage in accordance with standard IRS mileage reimbursement rates) incurred in the performance of their duties. Additionally, Commissioners will receive a monthly stipend for each month of a calendar year in the amount of one thousand hundred fifty dollars (\$1,500.00), which amount will be deemed to address Commissioner participation for six (6) Authority-related business functions or events, such as for attendance at each monthly Commission meeting, any standing committee meeting, any ad hoc committee meeting, briefings, and any other Authority-related business function or event. If a Commissioner participates in or attends a collective total of more than six (6) Commission meetings, any standing committee meetings, any ad hoc committee meeting, briefings, or any other Authority-related business function or event in a calendar month, then the Commissioner shall receive an additional stipend of one hundred fifty dollars (\$150.00) for each such additional matter, A maximum of six (6) stipends are permitted per month. An additional two (2) stipends are permitted

~~with prior approval of the President. More than eight (8) stipends per month will require with the majority approval by the full Commission.~~

ARTICLE V

COMMITTEES

The Commission shall establish standing and ad hoc committees as it deems necessary for the proper carrying out of its functions. The Commission shall determine the size and purpose of each such committee, except that all ad hoc committees shall be comprised of no more than two members. Members of each such committee and the chairperson thereof shall be appointed by the Commission. Minutes of the meetings of each standing committee meeting shall be prepared and shall be filed promptly with the Secretary. Each committee shall report from time to time to the Commission with respect to its actions.

ARTICLE VI

INDEMNIFICATION

- 1. Indemnification.** The Authority may indemnify and defend present or past Commissioners, officers, employees, or agents of the Authority to the extent allowed by and in accordance with indemnification provisions applicable to public entities under California law. The Authority shall, except to the extent prohibited by law, indemnify and defend any Commissioner, officer, employee, or agent of the Authority who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Authority) by reason of the fact that such person is or was a Commissioner, officer, employee, or agent of the Authority, against expenses (including attorneys' fees), costs, liabilities, awards, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Authority, and if, with respect to any criminal action or proceeding, such person had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner in which such person reasonably believed to be in or not opposed to the best interests of the Authority, and with respect to any criminal action or proceeding, ~~had~~ did not have reasonable cause to believe that such person's conduct was unlawful.
- 2. Indemnification Automatic.** Any indemnification under this Article shall be made automatically by the Authority except in the specific case of a written determination that indemnification or defense of the Commissioner, officer, employee, or agent is not proper under the circumstances because such person has not met the applicable standard of conduct as set forth in the first paragraph of this Article. Any such determination shall be made by the Commission.
- 3. Repayment by Indemnified Party.** ~~Reasonable e~~Expenses or costs incurred by a Commissioner, officer, employee, or agent in defending a civil or criminal action, suit, or proceeding ~~shall be that are~~ shall be paid by the Authority in advance of the final disposition of such action, suit, or proceeding shall

~~be repaid a Commissioner, officer, employee, or agent upon receipt of an undertaking by or on behalf of such Commissioner, officer, employee, or agent to repay such amount~~ if it shall ultimately be determined in writing that such person is not entitled to be indemnified or defended by the Authority as authorized in this Article.

4. **Indemnification not Exclusive.** The indemnification and advancement of expenses provided by or granted pursuant to the other paragraphs of this Article shall not be deemed exclusive of any other rights to which those seeking indemnification, defense, or advancement of expenses that the person may be entitled under any other law, agreement, or otherwise, both as to action in such person's official capacity, and as to action in another capacity while holding such office.
5. **Insurance.** The Authority shall provide and maintain insurance on behalf of any person who is or was a Commissioner, officer, employee, or agent of the Authority against any liability asserted against the person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Authority would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE VII

CONFLICTS OF INTEREST

The Commission shall comply with the conflict of interest rules set forth in the Political Reform Act (California Government Code Section 81000 et seq.) and California Government Code Section 1090 et seq., and the Commission shall adopt a conflict of interest code as required and as provided by the implementing regulations of the Political Reform Act.

ARTICLE VIII

SEAL

The Authority shall adopt a Seal that shall include the name of the Authority, the date of the Authority's formation, and the State of California. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

ARTICLE IX

AMENDMENT

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any regular or special meeting of the Commission by an affirmative vote of the majority of the members of the Commission.

RESOLUTION NO. 2024-01

**A RESOLUTION OF THE ONTARIO INTERNATIONAL AIRPORT
AUTHORITY APPROVING REVISIONS AND MODIFICATIONS TO THE
AUTHORITY BYLAWS**

WHEREAS, the Ontario International Airport Authority (OIAA or Authority) Bylaws were prepared and adopted more than eight (8) years ago when the Authority was created, and the Bylaws have not been revised since then; and

WHEREAS, the Authority's Bylaws, together with the Authority's Joint Exercise of Powers Agreement and applicable law, provide guidance and requirements for the governance and operation of the Authority; and

WHEREAS, various modifications and revisions to the Authority Bylaws are needed to address consistency with other governing documents and laws for the Authority, and to update provisions to be consistent with current circumstances; and

WHEREAS, Authority Staff recommends approval of the revised and updated Authority Bylaws.

NOW, THEREFORE, BE IT RESOLVED by the Ontario International Airport Authority Commission as follows:

SECTION 1. The Ontario International Airport Authority Commission hereby approves the updated and revised Bylaws of the Authority attached as Exhibit "A", and by this reference incorporated.

SECTION 2. Effective Date. This Resolution will take effect immediately upon its adoption.

SECTION 3. Certification. The Secretary/Assistant Secretary shall certify as to the adoption of this Resolution.

PASSED, APPROVED, AND ADOPTED at a Regular Meeting this 25th day of January, 2024.

ALAN D. WAPNER, OIAA PRESIDENT

ATTEST:

NORMA I. ALLEY, MMC, ASSISTANT SECRETARY

APPROVED AS TO LEGAL FORM:

LORI D. BALLANCE, GENERAL COUNSEL

STATE OF CALIFORNIA)
COUNTY OF SAN BERNARDINO)
CITY OF ONTARIO)

I, Norma I. Alley, MMC, Board Clerk/Assistant Secretary of the Ontario International Airport Authority, DO HEREBY CERTIFY the foregoing Resolution No. 2024-01 is the original and was duly passed and adopted by the Commission of the Ontario International Airport Authority at their Regular Meeting held on January 25, 2024, by the following roll call vote, to wit:

AYES: COMMISSIONERS:

NOES: COMMISSIONERS:

ABSENT: COMMISSIONERS:

(SEAL)

NORMA I. ALLEY, MMC
BOARD CLERK/ASSISTANT SECRETARY

EXHIBIT A

(Ontario International Airport Authority Bylaws, Revised 2024)

ONTARIO INTERNATIONAL AIRPORT AUTHORITY

BYLAWS

(REVISED JANUARY 2024)

ARTICLE I

ACT CREATING THE AUTHORITY

1. **Name and Authority.** The Ontario International Airport Authority (the “Authority”), is a joint powers authority created pursuant to the Joint Exercise of Powers Agreement (the “Agreement”), dated as of August 21, 2012, by and between the City of Ontario (“Ontario”), and the County of San Bernardino (“San Bernardino”), and the Joint Exercise of Powers Act of the State of California (“Act”), commencing with California Government Code Section 6500.

(a) Purpose. The purpose of the Authority is as set forth in the Agreement, and is to exercise such powers under the Agreement for the operation, maintenance, management, administration, development, and marketing of the Ontario International Airport.

(b) Limitation on Authority. The Authority’s exercise of its power under the Agreement is subject to such restrictions as are applicable to Ontario, as required by California Government Code Section 6509.

ARTICLE II

OFFICES

1. **Principal Office.** The principal office for the Authority shall be at 1923 E. Avion Street, Ontario, CA 91761.
2. **Other Offices.** The Authority may have offices at such other places within Ontario as the Authority may from time to time designate.
3. **Location of Records, Books and Accounts.** Except as otherwise required by resolution of the Authority, or as the business of the Authority may require, all books, records, and accounts of the Authority shall be kept at the Authority’s principal office.

ARTICLE III

OFFICERS

1. **Number and Titles.** The officers of the Ontario International Airport Authority Commission (the “Commission”) shall be the President, Vice President, Secretary, Treasurer, and Auditor. The Commission may also elect an Assistant Secretary. The Commission may also from time to time create such additional offices and appoint individuals to such offices as it shall deem appropriate.
2. **Election and Term.** The Commission shall elect the President of the Commission. The Commission shall also elect the Vice President and Secretary, and may elect the Assistant Secretary. The Commission shall appoint the Treasurer and Auditor. The Commission may appoint such additional officers whose offices it creates. All officers shall serve at the pleasure of the Commission.

3. Authority and Duties.

(a) President. The President shall supervise and conduct the business and affairs of the Commission. The President shall preside at meetings of the Commission and shall exercise the powers and perform the duties set forth in these Bylaws and the Agreement, and such other duties as usually devolve upon the presiding officer of a deliberative body. The President may serve as a member on any Commission committee.

(b) Vice President. In the absence of the President, the Vice President shall perform the duties of the President. The Vice President shall perform such further duties as shall be from time to time assigned to him or her by the President or the Commission and shall exercise the powers and perform the duties set forth in these Bylaws and the Agreement, and such other duties as usually devolve upon the vice presiding officer of a deliberative body.

(c) Secretary. The records for all business transacted at each meeting shall be kept under the direction of the Secretary. The Secretary shall have further powers and shall perform such further duties as shall be from time to time assigned to him or her by the President, the Vice President, or the Commission, and shall exercise the powers and perform the duties set forth in these Bylaws and the Agreement, and such other duties as usually devolve upon the secretary of a deliberative body.

(d) Treasurer and Auditor. The Treasurer and Auditor shall perform all duties set forth in Section 10 of the Agreement.

(e) Chief Executive Officer. The Commission shall employ a Chief Executive Officer (“CEO”) who shall administer, manage, and direct the affairs and business of the Authority, subject to the policies and direction of the Commission, as well as consistent with the Agreement and the Act. The CEO shall also fulfill his or her statutory obligations under the State Aeronautics Act (California Public Utilities Code Section 21001 et seq.). The CEO shall serve at the pleasure of the Commission, and the Commission shall enter into such arrangements with the CEO, contractual or otherwise, as it shall from time to time deem appropriate and in the best interests of the Authority.

- 4. Signing of Instruments.** All contracts, instruments, and other documents shall be executed by the President, or in the President’s absence, by the Vice President, or by the CEO, on behalf of the Authority unless such authority has been duly delegated or is required by law.
- 5. Authority Staff and Professionals.** Subject to the limitations of a budget approved by the Commission, the CEO may from time to time hire other employees, professionals, including without limitation legal counsel and accountants, and others as he or she shall deem appropriate. The CEO shall be responsible for hiring, training, supervising, compensating, and managing of any such Authority employee, professional, or other hired individual or entity.
- 6. Nondiscrimination and Anti-Harassment Policy.** The Authority is an equal opportunity employer and shall comply with the provisions of the California Fair Employment and Housing Act (“FEHA”) (California Government Code Section 12900 et seq.). The Authority shall not refuse to hire any applicant for employment, or discharge, discriminate against, or harass any employee, on the basis of, or the perception of, his or her color, age, religion, sex (including pregnancy, childbirth, breastfeeding, and related medical conditions), gender, gender identity, gender expression, sexual orientation, marital status, military or veteran status, national origin and/or ancestry (including language use or whether holding a driver’s license granted under California Vehicle Code section 12081.9), mental or physical disability, medical condition (including cancer or genetic characteristics), AIDS/HIV status, or genetic information. The Authority shall not retaliate against any employee for reporting and/or protesting illegal discrimination related to one of these categories, or otherwise engage in any unlawful employment practice under FEHA.

ARTICLE IV

MEETINGS

1. **Place of Meetings.** All regular and special meetings of the Commission shall be held at such place within the jurisdictional boundaries of the Authority and at such time as shall be stated in the notice of such meeting.
2. **Regular Meetings.** The Commission shall hold regular meetings at the dates, hour, and place as shall be fixed by resolution and a copy of such resolution shall be filed with each member of the Commission, the City Clerk of Ontario, and the San Bernardino Board of Supervisors. At least one regular meeting shall be held in each calendar year.
3. **Special meetings.** Special meetings of the Commission for any purpose or purposes may be called by the President, or in his/her absence, the Vice President. The President or Vice President in his/her absence shall be required to call a special meeting upon the written request of a majority of the Commission at a time no later than fourteen days after receipt by the President or Vice President of such request. Any such request shall state the purpose or purposes of the proposed special meeting.
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- 1. Indemnification.** The Authority may indemnify and defend present or past Commissioners, officers, employees, or agents of the Authority to the extent allowed by and in accordance with indemnification provisions applicable to public entities under California law. The Authority shall, except to the extent prohibited by law, indemnify and defend any Commissioner, officer, employee, or agent of the Authority who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Authority) by reason of the fact that such person is or was a Commissioner, officer, employee, or agent of the Authority, against expenses (including attorneys' fees), costs, liabilities, awards, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Authority, and if, with respect to any criminal action or proceeding, such person had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner in which such person reasonably believed to be in or not opposed to the best interests of the Authority, and with respect to any criminal action or proceeding, did not have reasonable cause to believe that such person's conduct was unlawful.
- 2. Indemnification Automatic.** Any indemnification under this Article shall be made automatically by the Authority except in the specific case of a written determination that indemnification or defense of the Commissioner, officer, employee, or agent is not proper under the circumstances because such person has not met the applicable standard of conduct as set forth in the first paragraph of this Article. Any such determination shall be made by the Commission.
- 3. Repayment by Indemnified Party.** Expenses or costs incurred by a Commissioner, officer, employee, or agent in defending a civil or criminal action, suit, or proceeding that are paid by the Authority in advance of the final disposition of such action, suit, or proceeding shall be repaid by a Commissioner, officer, employee, or agent if it shall ultimately be determined in writing that such person is not entitled to be indemnified or defended by the Authority as authorized in this Article.
- 4. Indemnification not Exclusive.** The indemnification, defense and advancement of expenses provided by or granted pursuant to the other paragraphs of this Article shall not be deemed exclusive of any other rights to which those seeking indemnification, defense, or advancement of expenses that the person may be entitled under any other law, agreement, or otherwise, both as to action in such person's official capacity, and as to action in another capacity while holding such office.
- 5. Insurance.** The Authority shall provide and maintain insurance on behalf of any person who is or was a Commissioner, officer, employee, or agent of the Authority against any liability asserted against the person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Authority would have the power to indemnify such person against such liability under the provisions of this Article.

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CONFLICTS OF INTEREST

The Commission shall comply with the conflict of interest rules set forth in the Political Reform Act (California Government Code Section 81000 et seq.) and California Government Code Section 1090 et seq., and the Commission shall adopt a conflict of interest code as required and as provided by the implementing regulations of the Political Reform Act.

ARTICLE VIII

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ARTICLE IX

AMENDMENT

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any regular or special meeting of the Commission by an affirmative vote of the majority of the members of the Commission.