

**ONTARIO INTERNATIONAL AIRPORT
AUTHORITY
COMMISSION AGENDA
SPECIAL MEETING
December 8, 2016 AT 10:00 A.M.
Ontario Convention Center
2000 East Convention Center Way, Ontario CA 91764
ROOM 204**

Alan D. Wapner
President

Ronald O. Loveridge
Vice President

Lucy Dunn
Secretary

Jim W. Bowman
Commissioner

Curt Hagman
Commissioner

**TELECONFERENCE LOCATION:
2 Park Plaza, Suite 100
Irvine, CA 92614**



Kelly J. Fredericks
Chief Executive Officer

Stephen G. Larson
General Counsel

Jeff P. Reynolds
Treasurer

Welcome to the Special Meeting of the Ontario International Airport Authority.

- The Authority meeting will be held at the Ontario Convention Center located at 2000 E. Convention Center Way, Ontario, CA.
- All documents for public review are on file at the Ontario City Clerk's offices located within City of Ontario facilities at 303 East B Street, Ontario, CA 91764.
- Anyone wishing to speak during public comment or on a particular item will be required to fill out a 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.
- Comments will be limited to 3 minutes. Speakers will be alerted when they have 1 minute remaining and when their time is up. Speakers are then to return to their seats and no further comments will be permitted.
- In accordance with California 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 chambers will not be permitted. All those wishing to speak, including Commissioners and Staff, need to be recognized by the Authority President before speaking.

ORDER OF BUSINESS: The Authority meeting begins with a call to order at 10:00 a.m., immediately followed by the remainder of the Special Meeting.

(EQUIPMENT FOR THE HEARING IMPAIRED IS AVAILABLE UPON REQUEST AT THE SPECIAL MEETING.)

CALL TO ORDER (*OPEN SESSION*)

10:00 a.m.

ROLL CALL

Loveridge, Dunn, Bowman, Hagman, Wapner

PLEDGE OF ALLEGIANCE

PUBLIC COMMENT

The Public Comment portion of the Authority meeting is limited to 30 minutes with each speaker given a maximum of 3 minutes. An opportunity for further Public Comment will be given at the end of the meeting. Under provisions of the Brown Act, the Commission is prohibited from taking action on oral requests.

As previously noted -- if you wish to address the Commission, fill out one of the blue slips at the rear of the chambers and give it to the Secretary/Assistant Secretary.

CONSENT CALENDAR

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

1. APPROVAL OF MINUTES

Minutes for the special meeting of the Ontario International Airport Authority on November 7, 2016, approving same as on file with the Secretary/Assistant Secretary.

ADMINISTRATIVE REPORTS/DISCUSSION/ACTION

2. A RESOLUTION OF THE ONTARIO INTERNATIONAL AIRPORT AUTHORITY TO APPROVE AND ADOPT BYLAWS

That the OIAA Commission approve and adopt the Ontario International Airport Authority Bylaws.

RESOLUTION NO. _____

RESOLUTION OF THE ONTARIO INTERNATIONAL AIRPORT
AUTHORITY TO APPROVE AND ADOPT BYLAWS

3. A RESOLUTION OF THE ONTARIO INTERNATIONAL AIRPORT AUTHORITY AMENDING RESOLUTION NO. 12-002 AND ESTABLISHING THE DATE, TIME, AND LOCATION FOR REGULAR AUTHORITY MEETINGS

That the Commission adopt a resolution amending Resolution No. 12-002, establishing the date, time, and location for the regular Authority meetings.

RESOLUTION NO. _____

A RESOLUTION OF THE ONTARIO INTERNATIONAL AIRPORT
AUTHORITY COMMISSION, AMENDING RESOLUTION NO. 12-002
AND DESIGNATING THE AUTHORITY'S DATE, TIME, AND
LOCATION FOR REGULAR AUTHORITY MEETINGS

COMMISSIONER MATTERS

STAFF MATTERS

4. ONTARIO INTERNATIONAL AIRPORT AUTHORITY TEAM UPDATES

- Chief Executive Officer report, Kelly Fredericks
- Chief Operating Officer report, Bruce Atlas
- Chief Development Officer report, Mark Thorpe
- Chief Financial Officer report, Jeff Reynolds
- Chief Marketing Officer report, Dan Adamus

ADJOURNMENT

ONTARIO INTERNATIONAL
AIRPORT AUTHORITY
Agenda Report
DECEMBER 8, 2016

SECTION:
ADMINISTRATIVE
REPORTS/DISCUSSION/ACTION

SUBJECT: A RESOLUTION OF THE ONTARIO INTERNATIONAL AIRPORT AUTHORITY TO APPROVE AND ADOPT BYLAWS

RECOMMENDATION: That the OIAA Commission approve and adopt the Ontario International Airport Authority Bylaws.

FISCAL IMPACT: Minimal fiscal impact. The Bylaws authorize stipends in the amount of \$150.00 to be paid to Commissioners for attendance at Commission meetings, committee meetings, and OIAA-related business functions. A Commissioner may receive a maximum of six stipends per month, with an additional two if approved by the Commission President. More than eight stipends in a month would require approval of the full Commission.

BACKGROUND: With the transfer of the Airport complete, the OIAA Commission now has full responsibility for the operation, maintenance, development, and marketing of the Airport. As such, adoption of official Bylaws governing these functions is in the best interest of the OIAA. The proposed Bylaws have been developed in conjunction with, and with input from, the Budget and Bylaws Ad Hoc Committee.

This Resolution and the Bylaws have been reviewed by OIAA legal Counsel.

STAFF MEMBER PRESENTING: Kelly Fredericks, CEO

Prepared by: Kelly Fredericks
Department: OIAA

Approved: _____
Continued to: _____
Denied: _____

Chief Executive
Officer



Officer Approval: _____

RESOLUTION NO. _____

A RESOLUTION OF THE ONTARIO INTERNATIONAL AIRPORT
AUTHORITY TO APPROVE AND ADOPT BYLAWS.

WHEREAS, the Ontario International Airport Authority (the "Authority") was established under a Joint Exercise of Powers Agreement between the City of Ontario and the County of San Bernardino (the "Joint Powers Agreement") pursuant to the Joint Exercise of Powers Act of the State of California (the "Joint Powers Act"), for the purpose of operating, maintaining, managing, developing, and marketing the Ontario International Airport (the "Airport"); and

WHEREAS, the Authority Commission has determined that it is in the best interest of the Authority to adopt bylaws, consistent with the Joint Powers Agreement and the Joint Powers Act, to govern the general operation of the Authority and to set forth rules and procedures governing the conduct of Commission meetings, the appointment and duties of Commission officers, Commission committees, and similar matters.

NOW, THEREFORE, be it resolved as follows:

SECTION 1. The Authority hereby approves and adopts the Ontario International Airport Authority Bylaws, a copy of which is attached hereto as Attachment A.

SECTION 2. All actions heretofore taken by any officer or agent of the Authority in connection with or related to the matters set forth in this Resolution are hereby approved, confirmed, and ratified.

SECTION 3. Effective Date. This Resolution shall take effect immediately upon its adoption.

SECTION 4. Certification. The Secretary/Assistant Secretary shall certify as to the adoption of this Resolution and forward copies of this Resolution to the Ontario City Clerk and the Clerk of the Board, County of San Bernardino.

PASSED, APPROVED, AND ADOPTED at a Special Meeting this _____
day of December, 2016.

OIAA PRESIDENT

ATTEST:

SECRETARY/ASSISTANT SECRETARY

APPROVED AS TO LEGAL FORM:

STEPHEN G. LARSON
GENERAL COUNSEL

Attachment A

ONTARIO INTERNATIONAL AIRPORT AUTHORITY

BYLAWS

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, 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 such other duties as usually devolve upon the presiding officer of a deliberative body. The President shall serve as an alternate member on all 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.

(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.

(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 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. 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, 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.
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 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.

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 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 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), 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 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 determination that indemnification 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 expense incurred by a Commissioner, officer, employee, or agent in defending a civil or criminal action, suit, or proceeding shall be paid by the Authority in advance of the final disposition of such action, suit, or proceeding 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 that such person is not entitled to be indemnified 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 or advancement of expenses 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.

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

I, Vicki Kasad, Assistant Secretary of the Ontario International Airport Authority, DO
HEREBY CERTIFY that foregoing Resolution No. _____ was duly passed and adopted
by the Commission of the Ontario International Airport Authority at their Special Meeting
held December 8, 2016 by the following roll call vote, to wit:

AYES: COMMISSIONERS:

NOES: COMMISSIONERS:

ABSENT: COMMISSIONERS:

SECRETARY/ASSISTANT SECRETARY

(SEAL)

The foregoing is the original of Resolution No. _____ duly passed and adopted by the
Commission of the Ontario International Airport Authority at their Special Meeting held
December 8, 2016.

SECRETARY/ASSISTANT SECRETARY

(SEAL)

**ONTARIO INTERNATIONAL
AIRPORT AUTHORITY**
Agenda Report
DECEMBER 8, 2016

**SECTION:
ADMINISTRATIVE
REPORTS/DISCUSSION/ACTION**

SUBJECT: A RESOLUTION OF THE ONTARIO INTERNATIONAL AIRPORT AUTHORITY COMMISSION, AMENDING RESOLUTION NO. 12-002 AND DESIGNATING THE AUTHORITY'S DATE, TIME, AND LOCATION FOR REGULAR AUTHORITY MEETINGS.

RECOMMENDATION: That the Commission adopt a resolution amending Resolution No. 12-002, establishing the date, time, and location for the regular Authority meetings.

FISCAL IMPACT: None.

BACKGROUND: In accordance with Section 3(D)(1) of the Joint Exercise of Powers Agreement establishing the Ontario International Airport Authority (OIAA), the Commission is required to set by Resolution the date, time, and location for its regular meetings. On November 5, 2012, the Commission adopted Resolution No. 12-002 establishing the date, time, and location for regular Authority meetings to be the first Monday of each month at 10:00 a.m., within the Council Chambers of the City of Ontario located at 303 East B Street, Ontario, California. On November 1, 2016, the Ontario International Airport Authority became the owners and operators of ONT and relocated their primary offices from 303 East B Street, Ontario, California 91764 to 1923 E. Avion Avenue., Ontario, CA 91761. With the transfer of the Airport complete, it is recommended that the Commission amend Resolution No. 12-002 and designate that the Authority's regular meetings shall be held the third Wednesday of each month at 10:00 a.m., located at 1923 E. Avion Avenue, Ontario, California 91761.

This Resolution has been reviewed by OIAA legal Counsel.

STAFF MEMBER PRESENTING: Kelly Fredericks, CEO

Prepared by: Kelly Fredericks
Department: OIAA

Approved: _____
Continued to: _____
Denied: _____

Chief Executive
Officer



Officer Approval: _____

RESOLUTION NO. _____

A RESOLUTION OF THE ONTARIO INTERNATIONAL AIRPORT
AUTHORITY COMMISSION, AMENDING RESOLUTION NO.12-002
AND DESIGNATING THE AUTHORITY'S DATE, TIME, AND
LOCATION FOR REGULAR AUTHORITY MEETINGS

WHEREAS, the Ontario International Airport Authority (the "Authority") was formed through the Joint Exercise of Powers Agreement between the City of Ontario (the "City") and the County of San Bernardino (the "County");

WHEREAS, the Joint Exercise of Powers Agreement requires the establishment of the date, time, and location of the Authority's regular meetings;

WHEREAS, the Authority Commission previously determined that its regular meetings shall be conducted the first Monday of each month at 10:00 a.m.;

WHEREAS, the Authority Commission previously determined that its regular meetings shall be conducted at the Council Chambers of the City of Ontario, located at 303 East B Street, Ontario, California, 91764; and

WHEREAS, the Authority Commission desires to change the date, time, and location of the Authority's regular meetings.

NOW, THEREFORE, be it resolved as follows:

SECTION 1. Section 1 of Resolution No. 12-002 is amended in its entirety to read as follows.

The Commission, in accordance with the Joint Exercise of Powers Agreement, hereby fixes the third Wednesday of each month at 10:00 a.m. to be the time and date of its regular meetings.

SECTION 2. Further, the Commission hereby determines that its regular meetings shall be conducted at the Ontario International Airport Administrative Offices, located at 1923 E. Avion Avenue, Ontario, California, 91761.

SECTION 3. Effective Date. This Resolution will take effect immediately upon its adoption.

SECTION 4. Certification. The Secretary/Assistant Secretary shall certify as to the adoption of this Resolution and forward copies of this Resolution to the Ontario City Clerk and the Clerk of the Board, County of San Bernardino.

PASSED, APPROVED, AND ADOPTED at a Special Meeting this _____
day of December, 2016.

OIAA PRESIDENT

ATTEST:

SECRETARY/ASSISTANT SECRETARY

APPROVED AS TO LEGAL FORM:

STEPHEN G. LARSON
GENERAL COUNSEL

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

I, Vicki Kasad, Assistant Secretary of the Ontario International Airport Authority, DO
HEREBY CERTIFY that foregoing Resolution No. _____ was duly passed and adopted
by the Commission of the Ontario International Airport Authority at their Special Meeting
held December 8, 2016 by the following roll call vote, to wit:

AYES: COMMISSIONERS:

NOES: COMMISSIONERS:

ABSENT: COMMISSIONERS:

SECRETARY/ASSISTANT SECRETARY

(SEAL)

The foregoing is the original of Resolution No. _____ duly passed and adopted by the
Commission of the Ontario International Airport Authority at their Special Meeting held
December 8, 2016.

SECRETARY/ASSISTANT SECRETARY

(SEAL)