

**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
SPECIAL COMMISSION MEETING
MINUTES
MONDAY, NOVEMBER 7, 2016
(Not Official Until Approved)**

A special meeting of the Ontario International Airport Authority was held on Monday, November 7, 2016, in the Room 101 of the Ontario Convention Center, 2000 E. Convention Center Way, Ontario, California.

Notice of said meeting was duly given in the time and manner prescribed by law.

CALL TO ORDER

Commission President Wapner called the Ontario International Airport Authority Commission meeting to order at 10:02 a.m.

ROLL CALL

PRESENT: Commissioners: Jim W. Bowman, Lucy Dunn,
Curt Hagman, Ronald O. Loveridge and
Alan D. Wapner

ABSENT: Commissioners: None

Also present were: CEO Kelly J. Fredericks, Legal Counsel Jonathan Phillips and Assistant Secretary Vicki Kasad.

CLOSED SESSION

- GC 54956.9 (d) (1), CONFERENCE WITH LEGAL COUNSEL, EXISTING LITIGATION: City of Ontario v. City of Los Angeles, Los Angeles World Airports and Los Angeles Board of Airport Commissioners, RIC 1306498.

Hearing no requests to speak, President Wapner recessed the special meeting of the Ontario International Airport Authority to Closed Session at 10:03 a.m.

The Ontario International Airport Authority Commission meeting was reconvened in public session at 10:14 a.m.

PLEDGE OF ALLEGIANCE

The Pledge of Allegiance was led by Vice President Loveridge.

CLOSED SESSION REPORT

President Wapner advised that there was no reportable action following the Closed Session discussion.

PUBLIC COMMENTS

There were no public comments.

CONSENT CALENDAR

MOTION: Moved by Vice President Loveridge, seconded by Secretary Dunn and carried by unanimous vote to approve the Consent Calendar as presented.

1. APPROVAL OF MINUTES

Approved the Minutes for the regular meeting of the Ontario International Airport Authority on October 3, 2016 and the adjourned regular meeting on October 4, 2016, 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

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

President Wapner requested that this item be continued for further work.

MOTION: Moved by Commissioner Bowman, seconded by Secretary Dunn and carried by unanimous vote to continue this item.

3. A RESOLUTION OF THE ONTARIO INTERNATIONAL AIRPORT AUTHORITY TO AUTHORIZE THE CHIEF EXECUTIVE OFFICER TO NEGOTIATE AND EXECUTE NON-EXCLUSIVE LICENSE AGREEMENTS FOR ONTARIO INTERNATIONAL AIRPORT

CEO Fredericks explained that this involved non-exclusive agreements received in the transfer for businesses needing access to the airport, such as taxis and fueling entities. He further explained that for now the agreements would be continued at the rates established by LAWA, but would be addressed further through the 2018 budget process.

President Wapner inquired if the previously adopted budget included those rates. CEO Fredericks confirmed. Commissioner Hagman questioned the timing of these agreements. CEO Fredericks indicated that there would be substantive changes after July 1, 2017. President Wapner suggested bringing agreements back to the Board three to six months before they expire for review.

MOTION: Moved by Commissioner Bowman, seconded by Commissioner Hagman and carried by unanimous vote to adopt Resolution No. 2016-014 authorizing, empowering, and directing the Chief Executive Officer, in the name and on behalf of the Authority, to negotiate and execute Non-Exclusive License Agreements at rates currently established by Resolution of the Los Angeles Board of Airport Commissioners subject to revision periodically by resolution of the OIAA Commission.

RESOLUTION NO. 2016-014 A RESOLUTION OF THE ONTARIO INTERNATIONAL AIRPORT AUTHORITY AUTHORIZING THE CHIEF EXECUTIVE OFFICER TO NEGOTIATE AND EXECUTE NON-EXCLUSIVE LICENSE AGREEMENTS FOR ONTARIO INTERNATIONAL AIRPORT

4. A RESOLUTION OF THE ONTARIO INTERNATIONAL AIRPORT AUTHORITY TO AUTHORIZE THE CHIEF EXECUTIVE OFFICER TO NEGOTIATE AND EXECUTE USE TERMS AND CONDITIONS (UTC) AGREEMENTS FOR ONTARIO INTERNATIONAL AIRPORT

CEO Fredericks indicated that these agreements were also inherited as part of the transfer, so it was proposed to adopt the existing agreements and come back to the Board for review.

President Wapner questioned new pricing. CEO Fredericks indicated that the intent was to have a completely new set of rates and charges.

Commissioner Hagman commented that there were uses at the airport that he was not previously aware of and was curious about the full extent of uses at the airport. CEO Fredericks indicated that there would be a comprehensive master plan and stressed the importance of looking at the airport in a more comprehensive and strategic manner on even the short term leases. President Wapner commented on the need to provide the existing users time to find alternative locations. Commissioner Hagman indicated that he would like to be kept informed of the overall plans.

MOTION: Moved by Secretary Dunn, seconded by Commissioner Bowman and carried by unanimous vote to adopt Resolution No. 2016-015 authorizing, empowering, and directing the Chief Executive Officer, in the name and on behalf of the Authority, to execute Use Terms and Conditions (UTC) agreements consistent with the standard UTC agreement form attached to the Resolution.

RESOLUTION NO. 2016-015 A RESOLUTION OF THE ONTARIO INTERNATIONAL AIRPORT AUTHORITY AUTHORIZING THE CHIEF EXECUTIVE OFFICER TO NEGOTIATE AND EXECUTE USE TERMS AND CONDITIONS (UTC) AGREEMENTS FOR THE ONTARIO INTERNATIONAL AIRPORT

5. AUTHORIZE THE CHIEF EXECUTIVE OFFICER TO NEGOTIATE AND EXECUTE CERTAIN AMENDMENTS TO AGREEMENTS ASSIGNED BY LAWA TO THE ONTARIO INTERNATIONAL AIRPORT AUTHORITY

CEO Fredericks explained that this action would allow him to clean-up the verbiage in a number of inherited agreements to remove and replace terms like "LAWA", "Board of Airport Commissioners", etc. President Wapner inquired how long physical changes would take to transition from LA/Ontario to Ontario International Airport. CEO Fredericks indicated that the changes would be prioritized. He stressed the need to change the announcements in the terminals. He expressed hopes that everything could in done in 12-18 months.

MOTION: Moved by Commissioner Hagman, seconded by Vice President Loveridge and carried by unanimous vote to authorize, empower and direct the CEO to negotiate and execute amendments to any agreement assigned by the City of Los Angeles, its Board of Airport Commissioners, and Los Angeles World Airports to the Authority ("Assigned Agreement"), for the purpose of removing references to provisions of the Los Angeles Administrative Code and any other applicable codes or ordinances of the City or County of Los Angeles, and replacing said references with references to applicable provisions of the City of Ontario Municipal Code and/or San Bernardino County Code.

6. AN AGREEMENT BETWEEN ONTARIO INTERNATIONAL AIRPORT AUTHORITY AND THE CITY OF ONTARIO FOR LAW ENFORCEMENT SERVICES

CEO Fredericks explained that staff is looking at ways to attain operational efficiencies. He indicated that this agreement was previously approved by the City Council on November 1, 2016, and would allow for a phased in approach.

President Wapner noted that there would be another agreement to formalize the services provided by the Fire Department. Secretary Dunn requested a copy of the agreement, which she referred to as the MOU. (CEO Fredericks later explained that he had inadvertently used the term "MOU" in the memorandum provided to Secretary Dunn; the agreement was properly referred to as a "professional services agreement" in both the Agenda and the Agenda Report.) President Wapner suggested that such documents be provided as backup when an item is presented for consideration. Commissioner Hagman inquired about what was being agreed to. CEO Fredericks indicated that it was a \$3.5 million agreement which would provide for the transition from LAWA to City personnel for police services. Secretary Dunn clarified that it was not an MOU, but a Professional Services Agreement, and suggested that better legal review was needed. President Wapner inquired if the agreement had gone through the attorney's office for review and suggested that it would be helpful to have the attorney sign off when the review is to form. Legal Counsel Phillips indicated that it had been prepared by the outside counsel associated with the transfer, but in the future, their office would be the primary source of review for such documents. Secretary Dunn expressed concern with approving an agreement as a MOU, when neither the public, nor the board has seen the document. President Wapner inquired if there would be a problem with continuing this item. Secretary Dunn indicated that otherwise she would need to abstain from vote. President Wapner noted for the record that this Board is very engaged in the process, and noted that if continued, the intent would be to make the action retroactive.

City Manager Boling expressed concern as to the liability that could exist without the agreement in place. He indicated that on the City side the intent would be that a more robust agreement would come to the Council in December for both Police and Fire services, possibly following to this Board in January, 2017. President Wapner questioned the potential for indemnification without approving the balance of the agreement. He further questioned the feeling of the Board. Secretary Dunn reiterated her concern with calling the document an MOU rather than a Professional Services Agreement. CEO Fredericks explained that this was an issue of semantics on his part, referring to his inadvertent use of the term MOU in a prior memorandum. (Although she did show concern with the memorandum's reference to an MOU, Secretary Dunn indicated that she was more concerned with the fact that she had not

seen the agreement.) President Wapner stressed that this would be an interim agreement. Secretary Dunn inquired if that was stated. President Wapner indicated that it was not, but could be added to the motion to approve the agreement subject to it coming back within the next three months.

MOTION: Moved by Vice President Loveridge, seconded by Secretary Dunn and carried by unanimous vote to authorize the Chief Executive Officer to approve a Professional Services Agreement for the City of Ontario to provide law enforcement services to the Ontario International Airport Authority, subject to a more robust agreement coming back to the Board for both Police and Fire services in the next three months.

7. AIR SERVICE PERFORMANCE UPDATE

CEO Fredericks detailed the statistics for September and noted that he was very pleased that Southwest recently announced direct service to Dallas starting January 15, 2017. He also mentioned the larger aircraft being used by United Airlines since earlier this Fall for Denver service. He explained annualized seats and the potential for 220,000 new seats which could potentially elevate the growth rate to over 4%; which is better than what ONT has seen since 2005. He indicated that cargo continues to be strong and is up 10.3% for the month.

Vice President Loveridge inquired if it would be possible to get the numbers broken down by airline, noting that he would like to see if the patterns are consistent across all airlines. CEO Fredericks indicated that he receives that information and will provide it.

CEO Fredericks announced that since November 1st, Hudson has been providing retail services pre-security, and there is also new food and beverage service available provided by Delaware North. He commended Amy Goethals, the City and County for getting these operations approved in 48 hours. He also announced that ONT is going to have the first Welcome Center in an airport, due to the assistance of Michael Krouse. It will be starting construction after the first of the year. He also showed photos of the dedication plaques and the Police Booth that is placed pre-security, and the photo-op 727 that was part of the transfer. He indicated that staff is working on rolling out valet parking and a more comprehensive approach to the security check point. They are also looking at relocating and moving some of the parking and updating the signage.

He noted that they will be using the Board members and Ad Hoc committees for marketing and branding.

CEO Fredericks then commented on the success of the transfer ceremony. He thanked everyone for their participation and assistance and noted that there will be more events of that type. He introduced new staff members Sandy Collier, Director of Human Resources and Susanna Sincere, part time Administrative Assistant.

COMMISSIONER MATTERS

President Wapner thanked CEO Fredericks and the Concessionaires for the new amenities in Terminal 4, noting that it will provide an enhanced experience for the travelers as well as new revenue opportunities. He also thanked staff for the transfer event.

Commissioner Hagman commended staff on the event. He also thanked staff for their assistance with a Chinese press conference. He noted a VIP service offered to legislators at LAX and suggested offering a similar service.

Vice President Loveridge commended staff on the transfer event and President Wapner as the Master of Ceremonies. He inquired if the event was recorded and suggested making portions of it available through various sources.

There was general discussion of ways to solicit support from sister agencies and advertise that Ontario is open for business via the Board members and social media.

Commissioner Hagman inquired if there was a regular schedule for the Ad Hoc Committees. President Wapner indicated that it was up to the Committee Chairs to schedule those meetings.

ADJOURNMENT

President Wapner adjourned the Ontario International Airport Authority Commission meeting at 10:58 a.m.

Respectfully submitted:

VICKI KASAD, ASSISTANT SECRETARY

APPROVED:

ALAN D. WAPNER, PRESIDENT
ONTARIO INTERNATIONAL AIRPORT AUTHORITY

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)