

**SAN DIEGO COUNTY REGIONAL AIRPORT AUTHORITY BOARD
MINUTES
THURSDAY, JUNE 25, 2015
SAN DIEGO INTERNATIONAL AIRPORT
BOARD ROOM**

CALL TO ORDER: Chair Gleason called the regular meeting of the San Diego County Regional Airport Authority Board to order at 9:05 a.m. on Thursday, June 25, 2015, in the Board Room at the San Diego International Airport, Commuter Terminal, 3225 North Harbor Drive, San Diego, CA 92101.

PLEDGE OF ALLEGIANCE: Board Member Farnam led the Pledge of Allegiance.

ROLL CALL:

PRESENT: Board Members: Alvarez, Cox, Farnam (Ex Officio), Gleason, Hubbs, Janney, Robinson, Sessom

ABSENT: Board Members: Berman (Ex Officio), Boling, Desmond, Ortega (Ex Officio)

ALSO PRESENT: Angela Shafer-Payne, Vice President, Operations; Breton K. Lobner, General Counsel; Tony R. Russell, Director, Corporate and Information Governance/Authority Clerk; Lorraine Bennett, Assistant Authority Clerk II

Chair Gleason announced that Non-Agenda Public Comment would be heard at this time.

NON-AGENDA PUBLIC COMMENT:

LANCE MURPHY, SAN DIEGO, spoke regarding the Federal Aviation Administration's (FAA) Metroplex Plan for the San Diego area. He requested that the Authority Board take a leadership role in the process and ask that the deadline for public comment be extended.

Board Member Sessom stated that it would be appropriate for the Authority to understand the issue to determine if the Board should weigh in on the issue.

Board Member Alvarez requested that staff provide more information to the Board regarding this issue.

Chair Gleason requested that staff provide a briefing to the Board on what this issue is all about as soon as possible.

Angela Shafer-Payne, Vice President, Operations, stated that information will be forthcoming to the Board during the next week.

EMIR HERNANDEZ, SAN DIEGO, asked for assistance from the Board regarding ongoing employee contract negotiations with High Flying Foods (HFF).

MICHELLE GUTIERREZ, SAN DIEGO, spoke regarding ongoing issues related to employee contract negotiations with HFF.

JANET LEGARRA, SAN DIEGO, stated that HFF treats its employees unfairly.

FELIZ MORA, SAN DIEGO, asked for assistance from the Board regarding ongoing employee contract negotiations with HFF.

EVALINA LOVE, SAN DIEGO, spoke on behalf of ASHLEY, and asked for assistance from the Board regarding ongoing employee contract negotiations with HFF.

EVE MENDEZ, SAN DIEGO, spoke on behalf of CAROLINA regarding intimidation by HFF with its employees.

CRYSTAL MURPHY, SAN DIEGO, asked for assistance from the Board regarding ongoing employee contract negotiations with HFF.

MARISOL SOLANO, SAN DIEGO, asked for assistance from the Board regarding ongoing employee contract negotiations with HFF.

NORA KRUG, SAN DIEGO, asked for assistance from the Board regarding ongoing employee contract negotiations with HFF.

MARTIN DUARTE, SAN DIEGO, spoke regarding the low morale of employees at HFF.

MIRNA SOTO, SAN DIEGO, asked for assistance from the Board regarding ongoing employee contract negotiations with HFF.

Board Member Sessom stated that there appears to be a potential breach of contract between HFF and the Authority, and she requested that the issue be placed on a future Board Agenda under Closed Session to discuss HFF's actions in regards to the Authority's contract.

Chair Gleason requested that the President/CEO and General Counsel further investigate this issue, and that it be added under Closed Session on the Executive Committee and Board agenda, to provide updates to the Board on the issue and for action, if necessary.

Board Member Alvarez requested information, as soon as possible, regarding whether or not HFF contested the decision by the Administrative Law Judges.

Board Member Hubbs requested that staff provide additional information regarding HFF's arbitration requirements.

Chair Gleason announced that Item 14 would be heard at this time.

NEW BUSINESS:

14. AIRPORT-PERMITTED COMMERCIAL VEHICLE DRIVER BACKGROUND CHECK REQUIREMENTS:

Chair Gleason disclosed ex-parte communications with Kimberly Miller, representing Lyft.

Board Member Sessom disclosed ex-parte communications with Kimberly Miller, representing Lyft.

Board Member Robinson disclosed ex-parte communications with Kimberly Miller, Chris Michell, and San Diego City Councilmember, Chris Cate.

Board Member Janney disclosed ex-parte communications with Kimberly Miller, representing Lyft.

Angela Shafer-Payne, Vice President, Operations and David Boenitz, Director, Ground Transportation, provided a presentation on Airport-Permitted Commercial Vehicle Driver Permit Requirements, which included TNC Permit Requirements, Other Commercial Driver Permits, Authority Code Changes, and Permit Actions and Revisions.

CHRISTOPHER BALLARD, SAN DIEGO, spoke in opposition to Authority Code Section 9.13(b), "Drivers Permits and Requirements" that applies a second set of background check requirements to TNC's.

BAKARI BROCK, SAN FRANCISCO, spoke in support of staff's recommendation.

GINA SCHUMACHER, SAN DIEGO, spoke in support of staff's recommendation.

STEVE YAGYAGAN, CHULA VISTA, spoke in support of staff's recommendation.

LISA NEWMAN, SAN DIEGO, spoke in support of staff's recommendation.

AUDRIE ASTEBURY, SAN DIEGO, spoke in support of staff's recommendation.

CHRISTINA CHADWICK, representing the City of San Diego, spoke in support of staff's recommendation.

CARELYN REYNOLDS, requested that the Board seek parity across all modes of Airport transportation.

ADRIAN KWIATKOWSKI, SAN DIEGO, requested that the Board direct staff to meet with the Transportation Alliance Group (TAG) to discuss leveling the playing field across all modes of Airport transportation.

In response to Chair Gleason regarding whether Uber in support of staff's recommendation, Mr. Ballard stated that Uber would be unwilling to sign the permit, because of the two different background check standards in Authority Code Section 9.13.

It was moved by Board Member Robinson seconded by Board Member Sessom to approve staff's recommendation.

Board Member Hubbs requested that staff provide a list of background check standards required by the California Public Utilities Commission (CPUC) in comparison with the Authority's standards.

In response to Board Member Hubbs regarding whether changing the Code requirements in the permit is allowable, Bret Lobner, General Counsel, stated that the Authority Code sets the bar for all drivers at the Airport, in addition to the CPUC rules.

Board Member Hubbs expressed concerns given by Taxicabs and other ground transportation modes regarding leveling the playing field, and stated that he could not support the motion.

Board Member Alvarez stated that he would like to have a discussion as to why these additional regulations are important to the Airport and for its operations.

Board Member Cox expressed concern that if the Authority makes changes to the standards for TNC's, then there needs to be a discussion for a level playing field for all transportation modes. He further stated that what has been in place is good public policy.

RECOMMENDATION: Adopt Resolution No. 2015-0066, authorizing the President/CEO to determine the required form of background checks for all ground transportation service providers.

Adopt Resolution No. 2015-0067, amending Authority Codes 9.12 – Ground Transportation Service Permits, 9.13 – Driver Permits, 9.14 – Insurance, 9.15 – Vehicle Registration and 9.21 – Vehicle Condition to reflect issuance of a Transportation Network Company Pilot Program Permit.

ACTION: Moved by Board Member Robinson and seconded by Board Member Sessom to approve staff's recommendation. Motion failed by the following vote: YES – Cox, Gleason, Janney, Robinson; NO – Hubbs; ABSENT – Boling, Desmond; ABSTAIN – Alvarez, Sessom. (Weighted Vote Points: YES – 42; NO – 12; ABSENT – 25; ABSTAIN - 21)

The Board recessed at 10:28 a.m. and reconvened at 10:40 a.m.

PRESENTATIONS:

A. PRESENTATION ON SAN DIEGO INTERNATIONAL AIRPORT'S GOOD TRAVELER CARBON OFFSET PILOT PROGRAM:

Paul Manasjan, Director, Environmental Affairs, and Steve Statler, Cause Based Solutions Inc., provided a presentation on the Airport's Good Traveler Carbon Offset Pilot Program, which included Project Goals, San Diego County Regional Airport Authority Strategy Summary, Strategy Overview, Survey, Making Carbon Offsets Physical, Engaging Local Stakeholders, RFI Qualitative Assessment, Launch, and Phase 3 – Development.

Board Member Cox expressed concern that it will be hard to sell the program because the support projects are not in San Diego. He stated that it would be more effective with local projects.

In response to Board Member Cox regarding looking at the marketability of this program to the local region, Mr. Manasjan stated that staff has had discussions with local non-profits for future projects.

In response to Board Member Hubbs regarding what are the costs to administer the project versus what funds will go to the projects, Mr. Manasjan stated that the Authority is in the process of purchasing \$10,000 in offset credits that shows the Authority's commitment to offsetting. Mr. Statler further stated that a Request for Proposal will be issued, to determine the most efficient way to direct the funds to achieve the most value in terms of environmental impact.

B. PRESENTATION ON AIRPORT DEVELOPMENT PLAN ALTERNATIVE 5:

Jeffrey Woodson, Vice President, Development, and Keith Wilschetz, Director, Airport Planning & Noise Mitigation, provided a presentation on the Airport Development Plan Alternative 5, which included Public/Stakeholder Outreach, Current Terminal Alternatives, Ultimate Configuration (PAL 14), Interim Configuration (PAL 12), Enabling Construction Projects, (Phase 1) Terminal Construction, (Phase 2) Runway Reconstruction, (Phase 3) Initial Full Occupancy, (Phase 4) T2-East Replacement, (Phase 5) Ultimate Configuration, Benefits of Alternative 5, Rough Order of Magnitude Preliminary Costs, Airport Development Plan Workflow, and Next Steps.

REPORTS FROM BOARD COMMITTEES, AD HOC COMMITTEES, AND CITIZEN COMMITTEES AND LIAISONS:

STANDING BOARD COMMITTEES

- **AUDIT COMMITTEE:** None.

- **CAPITAL IMPROVEMENT PROGRAM OVERSIGHT COMMITTEE:**
Board Member Hubbs announced that the next Committee meeting is scheduled on July 16, 2015 at 9:00 a.m.
- **EXECUTIVE PERSONNEL AND COMPENSATION COMMITTEE:**
Chair Gleason announced that the items heard at the June 17, 2015 Committee meeting will be placed on the July Board agenda for Board action. He also announced that the next Committee meeting is scheduled on August 19, 2015.
- **FINANCE COMMITTEE:** None.

ADVISORY COMMITTEES

- **AUTHORITY ADVISORY COMMITTEE:**
Board Member Robinson reported that the Committee met on June 19, 2015, and received an update on the Airport Development Plan, Parking Plaza, Proposed Cargo Facility on the Northside, and the 12kV project.
- **ART ADVISORY COMMITTEE:**
Chair Gleason reported that the 2016 temporary installations, "Point of Entry" request for proposals is due on August 7, 2015. He also reported that public outreach is ongoing regarding the Rental Car Center third art opportunity. He reported that the request for proposal for the Palm Street Park project has been released and closes on July 31, 2015. He also reported that the Art Advisory Committee's recommended artist team for the Public Plaza public art opportunity will be placed on a future Board agenda for Board approval.

LIAISONS

- **AIRPORT LAND USE COMPATIBILITY PLAN FOR SAN DIEGO INTERNATIONAL AIRPORT:**
Board Member Janney reported that on June 1, 2015, Authority staff provided a briefing on the Imperial Beach Airport Land Use Compatibility Plan (ALUCP) to the Imperial Beach Mayor, City Manager, and other City staff. He also reported that Authority staff presented the Imperial Beach plan to the Coronado Cays Board on June 4, 2015. He reported that a public meeting is being scheduled on July 21, 2015 at the Tijuana Estuary Park regarding the Imperial Beach ALUCP.
- **CALTRANS:** None.

- **INTER-GOVERNMENTAL AFFAIRS:**

Board Member Cox reported that on June 22nd, Coast Guard Vice Admiral Peter Neffenger was confirmed as the new Administrator of the Transportation Security Administration. He reported that on June 24th, Governor Brown signed the new state budget into law, approving \$167.6 billion in spending for Fiscal Year 2015-2016, and that the Governor has also called for a special legislative session to consider transportation infrastructure funding. He reported that on June 1st, Authority staff provided Imperial Beach Mayor Serge Dedina with an Airport Land Use Compatibility Plan (ALUCP) briefing, and that ALUCP briefings were also provided for Senator Dianne Feinstein's staff on June 10th, and for Senator Barbara Boxer's staff on June 11th. He reported that the Airport Authority Advisory Committee met on June 19th to receive updates from staff and discuss several airport projects. He reported that on June 22nd, staff provided an Airport Development Plan update to San Diego Councilmember Lorie Zapf, and on June 23rd, staff provided an Airport Development Plan update to Senator Ben Hueso. He also reported that Authority staff will provide Airport Development Plan updates to Congressman Scott Peters' staff on June 29th and to Mayor Kevin Faulconer's staff on July 1st.

- **MILITARY AFFAIRS:** None.

- **PORT:** None.

- **WORLD TRADE CENTER:**

Chair Gleason reported that legal staff is moving forward with the Letter of Intent with the San Diego Unified Port District and the City of San Diego regarding World Trade Center San Diego.

BOARD REPRESENTATIVES (EXTERNAL)

- **SANDAG TRANSPORTATION COMMITTEE:**

Board Member Alvarez reported that at its June 5th meeting, the Committee met to discuss a partial dedicated bike lane plan along the most congested sections of University Avenue.

CHAIR'S REPORT:

Chair Gleason noted the Chamber of Commerce One Vision, One Voice event in Washington, DC on September 27-30, 2015, and the ACI North America Conference in Long Beach, CA on October 4-7, 2015, and he encouraged Board Member feedback regarding the conferences they would like to attend.

PRESIDENT/CEO'S REPORT:

Angela Shafer-Payne, Vice President, Operations, reported on the Rental Car Center (RCC) topping off ceremony on June 16th, and that on June 15th, the RCC completed its first milestone with turnover of tenant shell space to the rental car companies to begin construction on their tenant improvements. She reported that on June 4th, the Commuter Terminal Operations of American, United, and Seaport Airlines were successfully relocated to Terminals 1 and 2, and that the food and beverage and retail concessionaires have been granted a 90-day temporary suspension of their commuter terminal operations while the Authority works on future plans for their operations. She reported that staff will be providing the Board an update regarding the Federal Aviation Administration's (FAA) Southern California Metroplex Project. She reported that the Terminal 2 Parking Plaza project will be presented before the Coastal Commission at its August meeting, and that the Authority has been named "Sustainability Champion of the Year" by the North San Diego Business Chamber in recognition of its ongoing sustainability efforts. She also reported that the Airport recently passed its annual inspection by the FAA with no violations.

Chair Gleason requested that staff keep the Board informed regarding the negotiations with concessionaires associated with the Commuter Terminal relocations.

CONSENT AGENDA (Items 1-13):

ACTION: Moved by Board Member Robinson and seconded by Board Member Cox to approve the Consent Agenda. Motion carried by the following vote: YES – Alvarez, Cox, Gleason, Hubbs, Janney, Robinson, Sessom; NO – None; ABSENT – Boling, Desmond. (Weighted Vote Points: YES – 75; NO – 0; ABSENT – 25)

1. APPROVAL OF MINUTES:

RECOMMENDATION: Approve the minutes of the May 11, 2015, special meeting and May 21, 2015, regular meeting.

2. ACCEPTANCE OF BOARD AND COMMITTEE MEMBERS WRITTEN REPORTS ON THEIR ATTENDANCE AT APPROVED MEETINGS AND PRE-APPROVAL OF ATTENDANCE AT OTHER MEETINGS NOT COVERED BY THE CURRENT RESOLUTION:

RECOMMENDATION: Accept the reports and pre-approve Board member attendance at other meetings, trainings and events not covered by the current resolution.

3. AWARDED CONTRACTS, APPROVED CHANGE ORDERS FROM APRIL 27, 2015 THROUGH MAY 31, 2015, AND REAL PROPERTY AGREEMENTS GRANTED AND ACCEPTED FROM APRIL 27, 2015 THROUGH MAY 31, 2015:

RECOMMENDATION: Receive the report.

4. **JUNE 2015 LEGISLATIVE REPORT:**
RECOMMENDATION: Adopt Resolution No. 2015-0055, approving the June 2015 Legislative Report.
5. **APPOINTMENT OF PUBLIC MEMBER TO THE AUDIT COMMITTEE:**
RECOMMENDATION: Adopt Resolution No. 2015-0056, appointing Jack Van Sambeek as a public member to the Audit Committee.
6. **DISPOSITION OF SURPLUS PROPERTY:**
RECOMMENDATION: Adopt Resolution No. 2015-0058, authorizing the disposition of surplus property (materials and/or equipment) by: 1) donating electronic surplus to San Diego Futures Foundation (SDFF), 2) sale to the highest bidder, and 3) recycling and disposing of unwanted items as scrap.
7. **AMEND AUTHORITY POLICY 9.10 PROMULGATING A FORMAL POLICY OF THE SAN DIEGO COUNTY REGIONAL AIRPORT AUTHORITY FOR THE SALE OF ADVERTISING SPACE:**
RECOMMENDATION: Adopt Resolution No. 2015-0059, amending Authority Policy 9.10 promulgating a formal policy for the sale of advertising space at San Diego International Airport.

CLAIMS

COMMITTEE RECOMMENDATIONS

CONTRACTS AND AGREEMENTS

8. **AWARD A CONTRACT TO HAZARD CONSTRUCTION FOR AIR FREIGHT BUILDING PAVEMENT REHABILITATION AT SAN DIEGO INTERNATIONAL AIRPORT:**
RECOMMENDATION: Adopt Resolution No. 2015-0060, awarding a contract to Hazard Construction Company, in the amount of \$249,908, for Project No. 104195, Air Freight Building Pavement Rehabilitation at San Diego International Airport.
9. **APPROVE AND AUTHORIZE THE PRESIDENT/CEO TO EXECUTE A PUBLIC IMPROVEMENT MAINTENANCE AGREEMENT WITH THE CITY OF SAN DIEGO:**
RECOMMENDATION: Adopt Resolution No. 2015-0061, approving and authorizing the President/CEO to negotiate and execute a Public Improvement Maintenance Agreement with the City of San Diego for the airport noise monitoring sites.

10. **APPROVE AND AUTHORIZE THE PRESIDENT/CEO TO EXECUTE A LICENSE AGREEMENT FOR MAINTENANCE AND INDEMNITY REGARDING LANDSCAPE IMPROVEMENTS WITH LIBERTY STATION COMMUNITY ASSOCIATION:**
RECOMMENDATION: Adopt Resolution No. 2015-0062, approving and authorizing the President/CEO to negotiate and execute a License Agreement for Maintenance and Indemnity regarding landscape improvements with Liberty Station Community Association for real property located at 2722 and 2724 Truxtun Road.
11. **APPROVE AND AUTHORIZE THE PRESIDENT/CEO TO EXECUTE A FIRST AMENDMENT TO THE PUBLIC ART AGREEMENT WITH UEBERALL INTERNATIONAL, LLC FOR RENTAL CAR CENTER PUBLIC ART PROJECT:**
RECOMMENDATION: Adopt Resolution No. 2015-0063, approving and authorizing the President/CEO to execute a First Amendment to the Public Art Agreement with Ueberall International, LLC to extend the term for an additional eight (8) months resulting in a termination date of January 31, 2017.

CONTRACTS AND AGREEMENTS AND/OR AMENDMENTS TO CONTRACTS AND AGREEMENTS EXCEEDING \$1 MILLION

12. **AWARD A CONTRACT TO S&L SPECIALTY CONTRACTING, INC. FOR QUIETER HOME PROGRAM PHASE 8, GROUP 7, PROJECT NO. 380807 (34 HISTORIC AND NON-HISTORIC SINGLE AND MULTI-FAMILY UNITS ON 17 RESIDENTIAL PROPERTIES LOCATED EAST AND WEST OF THE AIRPORT):**
RECOMMENDATION: Adopt Resolution No. 2015-0064, awarding a contract to S&L Specialty Contracting, Inc., in the amount of \$1,719,450, for Phase 8, Group 7, Project No. 380807, of the San Diego County Regional Airport Authority's ("Authority's") Quieter Home Program.
13. **AWARD A CONTRACT TO GRANITE CONSTRUCTION COMPANY FOR EMPLOYEE LOT 6 EXPANSION AT SAN DIEGO INTERNATIONAL AIRPORT:**
RECOMMENDATION: Adopt Resolution No. 2015-0065, awarding a contract to Granite Construction Company in the amount of \$3,369,565, for Project No. 104185, Employee Lot 6 Expansion at San Diego International Airport.

PUBLIC HEARINGS: None.

OLD BUSINESS: None.

The Board recessed at 11:42 a.m. and reconvened at 11:45 a.m.

CLOSED SESSION: The Board recessed into Closed Session at 11:46 a.m. to discuss Items 16 and 22.

- 14. CONFERENCE WITH REAL PROPERTY NEGOTIATORS:**
(Real property negotiations pursuant to Cal. Gov. Code § 54954.5(b) and § 54956.8.)
Property: Salt Plant – 17 acre parcel located at 1470 Bay Boulevard, San Diego.
Agency Negotiators: Scott Brickner, Finance & Asset Management, Vice President/Treasurer.
Negotiating Parties: San Diego Gas & Electric, United States Fish and Wildlife Service, GGTW, LLC (current tenant) and/or other interested parties.
Under Negotiation: Sale – terms and conditions.
- 15. CONFERENCE WITH LEGAL COUNSEL-EXISTING LITIGATION:**
(Cal. Gov. Code § 54956.9(a) and (d)(1).)
Diego Concession Group, Inc. v. San Diego County Regional Airport Authority,
San Diego Superior Court Case No. 37-2012-00088083-CU-BT-CTL
- 16. CONFERENCE WITH LEGAL COUNSEL-EXISTING LITIGATION:**
(Cal. Gov. Code § 54956.9(a) and (d)(1).)
Dryden Oaks, LLC v. San Diego County Regional Airport Authority, et al.,
San Diego Superior Court, North County, Case No. 37-2014-00004077-CU-EI-NC
- 17. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION:**
(Cal. Gov. Code § 54956.9(a) and (d)(1).)
Donna Wilson; John Wilson v. San Diego Port Authority; San Diego International Airport; San Diego County Regional Airport Authority
San Diego Superior Court Case No. 37-2014-00015326-CU-PO-CTL (Meyer)
- 19. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION:**
(Cal. Gov. Code § 54956.9(a) and (d)(1).)
Joan M. Ward v. San Diego County Regional Airport Authority, et al
San Diego Superior Court Case No. 37-2014-00022181-CU-WT-CTL
- 20. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION AND EXISTING LITIGATION:**
(Significant exposure to litigation pursuant to Cal. Gov. Code §§ 54956.9(a) and 54956.9(b).)
Jay A. Bass, et al v. San Diego City Employees' Retirement System, et al.,
San Diego Superior Court Case No. 37-2013-00077566-CU-OE-CTL
- 21. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION:**
(Significant exposure to litigation pursuant to Cal. Gov. Code §§ 54956.9 (b) and 54954.5.)
Re: Investigative Order No. R9-2012-0009 by the California Regional Water Quality Control Board regarding submission of technical reports pertaining to an investigation of bay sediments at the Downtown Anchorage Area in San Diego.
Number of potential cases: 1

- 22. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION:**
(Initiation of litigation pursuant to Cal. Government Code § 54956.9(d).)
Number of cases: 3

REPORT ON CLOSED SESSION: The Board reconvened at 12:18 p.m. There was no reportable action.

NON-AGENDA PUBLIC COMMENT: None

GENERAL COUNSEL REPORT: None

BUSINESS AND TRAVEL EXPENSE REIMBURSEMENT REPORTS FOR BOARD MEMBERS, PRESIDENT/CEO, CHIEF AUDITOR AND GENERAL COUNSEL WHEN ATTENDING CONFERENCES, MEETINGS, AND TRAINING AT THE EXPENSE OF THE AUTHORITY:

BOARD COMMENT:

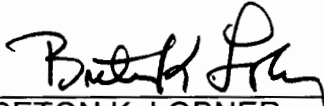
ADJOURNMENT: The meeting was adjourned at 12:19 p.m.

APPROVED BY A MOTION OF THE SAN DIEGO COUNTY REGIONAL AIRPORT AUTHORITY BOARD THIS 23rd DAY OF JULY, 2015.



TONY R. RUSSELL
DIRECTOR, CORPORATE &
INFORMATION GOVERNANCE /
AUTHORITY CLERK

APPROVED AS TO FORM:



BRETON K. LOBNER
GENERAL COUNSEL