

Board Members

Gil Cabrera (Chair)
Mary Casillas Salas (Vice Chair)
Lidia S. Martinez
Paul McNamara
Rafael Perez
Esther C. Sanchez
James Sly
Marni von Wilpert

DRAFT ACTION MINUTES

Board Meeting Agenda

Thursday, September 7, 2023

9:00 A.M.

San Diego County Regional Airport Authority
Administration Building
Third Floor – Board Room
3225 N. Harbor Drive
San Diego, California 92101

Ex-Officio Board Members

Col. Thomas M. Bedell
Gustavo Dallarda
Gayle Miller

President/CEO

Kimberly J. Becker

Live webcasts of Authority Board meetings can be accessed at
<http://www.san.org/Airport-Authority/Meetings-Agendas/Authority-Board>

CALL TO ORDER: Chair Cabrera called the meeting to order at 9:01 a.m.

PLEDGE OF ALLEGIANCE: Chair Cabrera led the pledge of allegiance.

ROLL CALL: Board Members Bedell (Ex Officio), Board Member Miller (Ex Officio), and von Wilpert were ABSENT.

Tony Guinn, Assistant Airport Operation Officer/Airfield Manager attended the meeting on behalf of Board Member Bedell

PRESENTATIONS:

A. REVIEW OF THE UNAUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED JUNE 30, 2023:

Presented by Scott Brickner, Vice President/Chief Financial Officer

B. SANDAG PRESENTATION ON AIRPORT TRANSIT CONNECTION:

Presented by Angela Shafer-Payne, Vice President/Chief Development Officer; Victoria Stackwick, Chief of Staff; Ryan Kohut, Director of Strategic Projects

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

- **AUDIT COMMITTEE:**
Committee Members: Casillas Salas, Huerta, Martinez, Perez, Sanchez, Newsom, Wong Nickerson
- **CAPITAL IMPROVEMENT PROGRAM OVERSIGHT COMMITTEE:**
Committee Members: Martinez, McNamara, von Wilpert (Chair)
- **EXECUTIVE PERSONNEL AND COMPENSATION COMMITTEE:**
Committee Members: Cabrera (Chair), Casillas Salas McNamara, Sly
- **FINANCE COMMITTEE:**
Committee Members: McNamara (Chair), Sly, von Wilpert

ADVISORY COMMITTEES

- **AUTHORITY ADVISORY COMMITTEE:**
Liaison: Casillas Salas (Primary), Martinez
- **ARTS ADVISORY COMMITTEE:**
Liaison: Casillas Salas

LIAISONS

- **CALTRANS:**
Liaison: Dallarda
- **INTER-GOVERNMENTAL AFFAIRS:**
Liaison: Cabrera
- **MILITARY AFFAIRS:**
Liaison: Bedell
- **PORT:**
Liaisons: Cabrera (Primary), von Wilpert
- **WORLD TRADE CENTER:**
Representatives: Robert H. Gleason

BOARD REPRESENTATIVES (EXTERNAL)

- **SANDAG BOARD OF DIRECTORS:**
Representative: Cabrera (Primary), Sly
- **SANDAG TRANSPORTATION COMMITTEE:**
Representatives: Sanchez (Primary), Perez

CHAIR REPORT:

PRESIDENT/CEO REPORT:

NON-AGENDA PUBLIC COMMENT:

CONSENT AGENDA (ITEMS 1- 14):

[ACTION: 6-0-1-1 to approve the Consent Agenda, noting Board Member Casillas Salas ABSTENTION and Board Member von Wilpert as ABSENT.]

1. **APPROVAL OF MINUTES:**
RECOMMENDATION: Approve the minutes of the July 13, 2023 special Board meeting and the July 20, 2023, special Board meetings.
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.
(Board Services: Tony R. Russell, Director/Authority Clerk)
3. **AWARDED CONTRACTS AND APPROVED CHANGE ORDERS FROM JUNE 12, 2023, THROUGH AUGUST 13, 2023, AND REAL PROPERTY AGREEMENTS GRANTED AND ACCEPTED FROM JUNE 12, 2023, THROUGH AUGUST 13, 2023:**
RECOMMENDATION: Receive the report.
(Procurement: Jana Vargas, Director)
4. **SEPTEMBER 2023 LEGISLATIVE REPORT:**
RECOMMENDATION: Adopt Resolution No. 2023-0070, approving the September 2023 Legislative Report.
(Government Relations: Matt Harris, Director)

CLAIMS

COMMITTEE RECOMMENDATIONS

- 5. ACCEPT THE UNAUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED JUNE 30, 2023:**
RECOMMENDATION: The Finance Committee recommends that the Board accept the report.
(Finance: Scott Brickner, Vice President/Chief Financial Officer)

- 6. ACCEPT THE AUTHORITY INVESTMENT REPORT AS OF JUNE 30, 2023:**
RECOMMENDATION: Accept the report.
(Finance: Scott Brickner, Vice President/Chief Financial Officer)

CONTRACTS AND AGREEMENTS

- 7. APPROVE AND AUTHORIZE THE PRESIDENT/CEO TO EXECUTE A THIRD AMENDMENT TO THE AGREEMENT WITH MIS SCIENCES CORPORATION:**
RECOMMENDATION: Adopt Resolution No. 2023-0072, approving and authorizing the President/CEO to execute a Third Amendment to the Service & Consulting Agreement with MIS Sciences Corporation for Hosted Cloud-Based System and Support Services, extending the term for one (1) year to expire no later than November 30, 2024.
(Information & Technology Services: Jessica Bishop, Director)

- 8. AUTHORIZE THE PRESIDENT/CEO TO EXECUTE A FIRST AMENDMENT TO THE AIRPORT PARKING MANAGEMENT CONTRACT:**
RECOMMENDATION: Adopt Resolution No. 2023-0073 authorizing the President/CEO to execute a First amendment to the Parking Management Services Contract to extend the agreement 120 days to January 31, 2024, with no increase in the maximum amount payable.
(Ground Transportation: Marc Nichols, Director)

- 9. ADOPT AUTHORITY POLICY 5.06-SIGNATURE AUTHORITY TO ACCEPT GRANT OFFERS:**
RECOMMENDATION: Adopt Resolution No. 2023-0074, approving Policy 5.06 – Signature Authority to accept Grant Offers authorizing the President/CEO or their designee to accept Grant Offers on behalf of the San Diego County Regional Airport Authority.
(Capital Financial Planning and Airline Relations: Mark Criswell, Manager)

- 10. APPROVE AND AUTHORIZE THE PRESIDENT/CEO TO EXECUTE AN ENCROACHMENT MAINTENANCE AND REMOVAL AGREEMENT WITH THE CITY OF SAN DIEGO RELATED TO THE CONSTRUCTION OF THE NEW ADMINISTRATION BUILDING:**

RECOMMENDATION: Adopt Resolution No. 2023-0075, approving and authorizing the President/CEO to execute an Encroachment Maintenance and Removal Agreement with the City of San Diego (“City”) for an encroachment into the City right-of-way for the installation of pedestrian curbs, fire service lines, water service lines, irrigation service lines, and sewer lines, all located on McCain Road in support of Project No. 414002 New T1 New Administration Building at San Diego International Airport.

(Airport Design & Construction: Bob Bolton, Director)
- 11. AWARD A CONTRACT TO S&L SPECIALTY CONSTRUCTION, INC. FOR QUIETER HOME PROGRAM PHASE 12, GROUP 11, PROJECT NO. 381211 TWENTY-FIVE (25) NON-HISTORIC SINGLE-FAMILY AND MULTI-FAMILY UNITS ON TWO (2) RESIDENTIAL PROPERTIES LOCATED WEST OF THE SAN DIEGO INTERNATIONAL AIRPORT:**

RECOMMENDATION: Adopt Resolution No. 2023-0076, awarding a contract to S&L Construction, Inc. in the amount of \$385,800.00 for Phase 12, Group 11, Project No. 381211, of the San Diego County Regional Airport Authority’s Quieter Home Program and making a finding that the project is exempt from the California Environmental Quality Act.

(Planning & Environmental Affairs: Sjohnna Knack, Director)
- 12. APPROVE AND AUTHORIZE THE PRESIDENT/CEO TO EXECUTE AN AGREEMENT WITH ASPEN RISK MANAGEMENT GROUP:**

RECOMMENDATION: Adopt Resolution No. 2023-0077 approving and authorizing the President /CEO to execute an agreement with Aspen Risk Management Group, to provide a Safety Management System Manual and Implementation Plan for San Diego International Airport in an amount not to exceed \$251,938.00.

(Airside & Terminal Operation: Dean Robbins, Manager)

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

- 13. AWARD A CONTRACT TO S&L SPECIALTY CONSTRUCTION, INC. FOR QUIETER HOME PROGRAM PHASE 12, GROUP 9, PROJECT NO. 381209 THIRTY-SIX (36) NON-HISTORIC SINGLE-FAMILY AND MULTI-FAMILY UNITS ON TWENTY-EIGHT (28) RESIDENTIAL PROPERTIES LOCATED EAST AND WEST OF THE SAN DIEGO INTERNATIONAL AIRPORT:**

RECOMMENDATION: Adopt Resolution No. 2023-0078, awarding a contract to S&L Specialty Construction, Inc. in the amount of \$1,526,500 for Phase 12, Group 9, Project No. 381209, of the San Diego County Regional Airport Authority's Quieter Home Program and making a finding that the project is exempt from the California Environmental Quality Act.

(Planning & Environmental Affairs: Sjohnna Knack, Director)

- 14. APPROVE AND AUTHORIZE THE PRESIDENT/ CEO TO NEGOTIATE AND EXECUTE AN ON-CALL AIRPORT SIGNAGE FABRICATION AND REPAIR SERVICE AGREEMENT WITH SIGN AGE IDENTITY SYSTEMS, INC:**

RECOMMENDATION: Adopt Resolution No. 2023-0079, approving and authorizing the President/ CEO to negotiate and execute an On-Call Airport Signage Fabrication and Repair Service Agreement with Sign Age Identity Systems, Inc. for a term of three (3) years, with the option for two (2) one-year extensions exercisable at the sole discretion of the President/ CEO, for an amount not-to-exceed \$2,200,000.

(Airside & Terminal Operations: Jeff Rasor, Director)

PUBLIC HEARINGS:

OLD BUSINESS:

NEW BUSINESS:

15. **AUTHORIZE THE ISSUANCE AND SALE OF NOT TO EXCEED \$2.0 BILLION IN AGGREGATE PRINCIPAL AMOUNT OF ONE OR MORE SERIES OF SAN DIEGO COUNTY REGIONAL AIRPORT AUTHORITY SENIOR AIRPORT REVENUE BONDS; APPROVE THE TENDER OFFER FOR THE SUBORDINATE SERIES 2021C BONDS, AND APPROVE RELATED DOCUMENTS AND MATTERS:**

RECOMMENDATION: The Finance Committee recommends that the Board adopt Resolution No. 2023-0080 authorizing the issuance and sale of not to exceed \$2.0 billion in aggregate principal amount of one or more series of San Diego County Regional Airport Authority Senior Airport Revenue Bonds; authorizing the solicitation of the Holders of the San Diego County Regional Airport Authority Subordinate Airport Revenue Refunding Bonds, Series 2021C (Federally taxable) for the purchase of such bonds; approving the forms of a Fifth Supplemental Trust Indenture, Preliminary and Final Official Statements, a Purchase Contract, a Continuing Disclosure Certificate, a Dealer Manager Agreement and certain other tender offer materials; and certain related matters.

(Financial Planning and Risk Management: John Dillon, Director)

[ACTION: 7-0-1 to approve the Consent Agenda, noting Board Member von Wilpert as ABSENT.]

16. **APPROVE AMENDMENTS TO: 1) THE AMENDED AND RESTATED SAN DIEGO COUNTY REGIONAL AIRPORT AUTHORITY RETIREMENT PLAN AND TRUST OF 2013; AND 2) THE SAN DIEGO COUNTY REGIONAL AIRPORT AUTHORITY'S 457(B) DEFERRED COMPENSATION AND 401(A) DEFINED CONTRIBUTION PLANS TO OFFER UNREPRESENTED NEW EMPLOYEES AN IRREVOCABLE CHOICE TO PARTICIPATE IN EITHER THE AUTHORITY'S SDCERS DEFINED BENEFIT PLAN OR THE AUTHORITY'S 401(A)/457(B) DEFINED CONTRIBUTION PLAN:**

RECOMMENDATION: The Finance Committee recommends that the Board adopt Resolution No. 2023-0081, approving amendment to: 1) the Amended and Restated San Diego County Regional Airport Authority Retirement Plan and Trust of 2013; and 2) the San Diego County Regional Airport Authority's 457(b) Deferred Compensation and 401(a) Defined Contribution Plans.

(Finance: Scott Brickner, Vice President/Chief Financial Officer)

[ACTION: 7-0-1 to approve the Consent Agenda, noting Board Member von Wilpert as ABSENT.]

17. APPROVE AN AMENDMENT TO THE ON-CALL AIRPORT PAVEMENT REPAIR SERVICE AGREEMENT WITH RP GENERAL CONSTRUCTION, INC:

RECOMMENDATION: Adopt Resolution No. 2023-0082, approving an amendment to the On-Call Airport Pavement Repair Services Agreement with RP General Construction, Inc. to increase the total not-to-exceed amount by \$11,500,000, making the new maximum contract value \$23,500,000 in support of maintaining and repairing existing airside and landside pavement surfaces at San Diego International Airport ("SDIA")

(Facilities Management: Stephen Mosca, Director)

[ACTION: 7-0-1 to approve the Consent Agenda, noting Board Member von Wilpert as ABSENT.]

18. APPROVE AND AUTHORIZE THE PRESIDENT/CEO TO EXECUTE A FIRST AMENDMENT TO THE AGREEMENT WITH THE CITY OF SAN DIEGO FOR EMT - PARAMEDIC SERVICES:

RECOMMENDATION: Adopt Resolution No. 2023-0071 approving and authorizing the President/CEO to execute a First Amendment to the Agreement with the City of San Diego for EMT-Paramedic Services increasing the not to exceed compensation amount by \$1,000,000.

(Aviation Security and Public Safety: Clint Welch, Director)

[ACTION: 7-0-1 to approve the Consent Agenda, noting Board Member von Wilpert as ABSENT.]

The Board recessed at 10:55 and was reconvened at 11:09 a.m.

CLOSED SESSION: The Board recessed into closed session at 11:10 a.m. to hear Items 19-22.

19. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION:

Paragraph (1) of subdivision (d) of Cal. Gov. Code §54956.9

Name of Case: *San Diego County Regional Airport Authority v. Aquatherm L.P., et al.*, San Diego Superior Court Case No. 37-2022-00037121-CU-BC-CTL

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20. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION:

Paragraph (1) of subdivision (d) of Cal. Gov. Code §54956.9

Name of Case: *United States of America v. City of San Diego, et al. and Related Cross Actions* United States District Court Case No. 3:23-CV-00541-LL-BGS

21. CONFERENCE WITH LEGAL COUNSEL-ANTICIPATED LITIGATION

Initiation of litigation pursuant to paragraph (4) of subdivision (d) of Section 54956.9

Number of cases: 3

22. CONFERENCE WITH LABOR NEGOTIATORS

Cal. Gov. Code §54957.6 Agency designated representatives: Monty Bell, Scott Brickner, Lee Parravano, Amy Gonzalez Employee organization: California Teamsters Local 911

REPORT ON CLOSED SESSION: The meeting adjourned out of Closed Session. There was no reportable action.

GENERAL COUNSEL REPORT:

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 adjourned at 11:11 a.m.