

**ONTARIO INTERNATIONAL AIRPORT AUTHORITY
SPECIAL COMMISSION MEETING
MINUTES
MONDAY, AUGUST 31, 2015**

A Special meeting of the Ontario International Airport Authority was held on Monday, August 31, 2015 in the City Council Chambers at Ontario City Hall, 303 East "B" Street, 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 Special Commission meeting to order at 9:35 a.m. He noted that the big news is that we now have an airport which will require us to take definitive action toward its future.

ROLL CALL

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

ABSENT: Commissioners: Lucy Dunn
(Ms. Dunn arrived at 9:50 a.m.)

Also present were: Executive Director Al C. Boling, General Counsel John Brown, and Assistant Secretary Vicki Kasad.

CLOSED SESSION

Hearing no requests to speak from the public, President Wapner recessed the meeting to Closed Session at 9:36 a.m., for discussion of the following:

- 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.*
- GC 54956.8, CONFERENCE WITH REAL PROPERTY NEGOTIATORS
Property: Ontario International Airport, 2900 East Airport Drive, Ontario; Authority Negotiator: Executive Director or designee; Negotiating parties: Los Angeles Mayor or his designee; Under negotiation: Price and terms of payment.

RECONVENE IN PUBLIC SESSION

The Ontario International Airport Authority Commission meeting was reconvened in public session at 9:57 a.m.

PLEDGE OF ALLEGIANCE

The Pledge of Allegiance was led by Vice President Loveridge.

CLOSED SESSION REPORT

Legal Counsel Brown indicated that the two matters listed on the agenda were discussed and noted that negotiations toward the settlement of litigation and transfer of real property are both proceeding in a positive and cooperative manner.

President Wapner expressed his gratitude to the City of Los Angeles, led by Mayor Garcetti, who set the positive tone for these negotiations. He noted that he hopes to complete the transfer as soon as possible, but acknowledged that the real work for Ontario also begins with the transfer.

PUBLIC COMMENTS

There were no public comments.

CONSENT CALENDAR

1. APPROVAL OF MINUTES

Minutes for the meetings of the Ontario International Airport Authority of July 6 and August 3, 2015, as on file with the Secretary/Assistant Secretary were approved.

2. A RESOLUTION OF THE ONTARIO INTERNATIONAL AIRPORT AUTHORITY URGING THE SOUTHERN CALIFORNIA ASSOCIATION OF GOVERNMENTS TO AFFIRM REGIONALIZATION OF AIR PASSENGER TRAFFIC IN ITS 2016/2040 REGIONAL TRANSPORTATION PLAN/SUSTAINABLE COMMUNITIES STRATEGY.

The Commission adopted a resolution urging the Southern California Association of Governments to affirm regionalization of air passenger traffic in its 2016/2040 Regional Transportation Plan/Sustainable Communities Strategy.

RESOLUTION NO. 15-001 A RESOLUTION OF THE ONTARIO INTERNATIONAL AIRPORT AUTHORITY URGING THE SOUTHERN CALIFORNIA ASSOCIATION OF GOVERNMENTS TO AFFIRM REGIONALIZATION OF AIR PASSENGER TRAFFIC IN ITS 2016/2040 REGIONAL TRANSPORTATION PLAN/SUSTAINABLE COMMUNITIES STRATEGY

President Wapner noted the discussion at the July 6, 2015 meeting regarding regionalization and his request for confirmation of SCAG's direction. He indicated that he received at SCAG overwhelming confirmation of members' support for the concept of regionalization. He suggested that it was not only important to make the statement of support, but also to develop definitive steps to achieve it. He indicated that the proposed resolution was a philosophical and conceptual idea that he would continue to push through SCAG.

Vice President Loveridge inquired if other airports in the region would be passing similar resolutions. President Wapner expressed uncertainty, but noted that they had all provided input when allocations and projections were being determined.

Secretary Dunn indicated that she supports this item, but commented on the odd way in which the allocations were distributed, noting that John Wayne Airport was projected to lose business.

Commissioner Hagman noted that there appeared to be a lot of flexibility in the numbers despite the studies, but expressed support for this resolution.

MOTION: Moved by Commissioner Hagman, seconded by Secretary Dunn and carried by unanimous vote to approve the Consent Calendar as presented. President Wapner noted that staff would be transmitting Resolution No. 15-001 to SCAG prior to Thursday's meeting.

ADMINISTRATIVE REPORTS/DISCUSSION/ACTION

3. PROFESSIONAL SERVICES AGREEMENT TO ENGAGE AN EXECUTIVE SEARCH FIRM FOR THE ONTARIO INTERNATIONAL AIRPORT CHIEF EXECUTIVE OFFICER

The Commission authorized the Interim Executive Director to negotiate and execute a Professional Services Agreement in an amount estimated to be \$95,000 with Boyden Global Executive Search (Boyden), of Washington, DC, to conduct an executive recruitment for the new Chief Executive Officer (CEO) of the Ontario International Airport (ONT).

President Wapner commented on the need for a permanent Executive Director and commended Mr. Boling on his work as the Interim Executive Director. He advised that staff had done an informal RFP process for executive search firms and requested a report from Mr. Boling. Executive Director Boling indicated that four proposals were received and staff was recommending Boyden Global Executive Search. He advised that if approved, staff would develop a timeline for recruitment, which should bring a finalist before the Board by December. He introduced Mr. Tim McNamara representing Boyden.

Tim McNamara, Managing Partner, Boyden Global Executive Search, provided an overview of his background, with 25 years of search experience in both the public and private sectors.

Commissioner Hagman inquired how this endeavor was similar or different from other airport projects he had been involved in. Mr. McNamara indicated that this project was uniquely different, but he had done two similar projects; one being the separation of San Diego Airport from the Port of San Diego, and the other the privatization of the airport in Oman. He commented that it was a unique opportunity and challenging, but it would be coveted because of the opportunity to build the Ontario International Airport.

President Wapner inquired who Boyden's Project Manager would be.

Mr. McNamara indicated that he would be handling this project personally.

Vice President Loveridge inquired what the pool of candidates would be for a mid-sized airport such as this.

Mr. McNamara indicated that the pool is much broader than the airport, while it could be the Number 2 person at a large hub airport or the Number 1 or 2 person at a medium hub, it could also be someone from an airline. He noted a recent search at the Port of Long Beach which resulted in the choice of an individual from a private equity firm who had previously been with Fed Ex Canada. He commented that it was important for the Board to keep an open mind with regard to traditional and non-traditional Candidates. He explained that his role was to work with the Board to develop consensus and partnership with regard to what is needed.

Vice President Loveridge questioned the process and whether there would be an open discussion with the stakeholders.

Mr. McNamara indicated that if there was not a partnership in the beginning to discuss what is wanted and not wanted then the process will fail. He indicated that he does not have anyone in mind at this point because he first needs to get input from stakeholders and that will be a three to four week process.

President Wapner recommended that a special meeting of the Authority be set in the next couple of weeks to talk about what the Board is looking for and what it is not looking for. He noted that the stakeholders should be invited to that workshop. He stressed that this began as a collaborative process and he wanted it to continue that way, including consensus on the criteria. He noted that the final selection will likely only be with the Board. He asked Mr. McNamara to meet with Executive Director Boling to come up with a date and bring in the stakeholders to establish the criteria. President Wapner also stated that he understands some of the issues the Authority will face regarding the compensation and bonuses paid in the industry.

Secretary Dunn inquired if any of the candidates for this contract were involved in the recent LAWA or Orange County Airport searches.

Executive Director Boling indicated that Spencer Stuart was involved in the LAWA search and is now working on the Oakland search.

MOTION: Moved by Commissioner Hagman, seconded by Commissioner Bowman and carried by unanimous vote to authorize the Interim Executive Director to negotiate and execute a Professional Services Agreement with Boyden Global Executive Search of Washington, DC.

President Wapner indicated that Mr. Boling and Mr. McNamara would come back with potential dates and a list of stakeholders to include in the special meeting as soon as possible.

Commissioner Hagman suggested the consultant give each Board Member a call for input.

Legal Counsel Brown cautioned the Board on the appearance of meeting serially and suggested that he collect the information.

President Wapner indicated that if the Board Members had suggestions, they should bring them to Mr. Brown and he would forward comments to the consultant. He commented that they wanted as open a process as possible and since this was a regional airport, he wanted to solicit input from across the region.

4. ESTABLISHMENT OF TECHNICAL ADVISORY COMMITTEE (TAC)

President Wapner noted his experience at SCAG with an Aviation Technical Advisory Committee and suggested establishing one as an advisory body to this Board. He indicated that it would be advantageous and good outreach to include other stakeholders. He requested that Executive Director Boling and the consultant team look at other airport models.

Commissioner Bowman concurred that this was a great idea, noting that there are a number of committees of this type who are experts on their topic. He suggested that this would prevent the Board from having to get into the minutia.

Commissioner Hagman questioned the various facets of the airport and whether there would be separate committees or just one.

President Wapner indicated that he was thinking each subgroup could be represented on this body. He suggested that it should be a representative of each group discussed, the ground side, the air side, the vendors, etc., but he would like to know what the other airports are doing.

Secretary Dunn concurred, but noted when she thinks of technical advisory, she thinks of people with special expertise to advise the Board, not stakeholders.

President Wapner indicated he was thinking of a stakeholder advisory board.

Secretary Dunn stressed that she thought a technical advisory group would be good.

President Wapner suggested that staff should bring back a variety of options.

Vice President Loveridge suggested looking at a variety of options, but stressed the need to think clearly about the role and responsibility of the group.

President Wapner also asked that associated roles and policies come back for discussion. He stressed that this group would be purely advisory and not make policy.

MOTION: Moved by Commissioner Hagman, seconded by Commissioner Bowman and carried by unanimous vote to direct staff to come back with more definitive options for an advisory body.

President Wapner inquired if that was adequate direction for staff.

Executive Director Boling indicated it was and that he would work with Nick Johnson of Johnson Aviation to develop possible options.

President Wapner noted that this direction was secondary in priority to the search for an Executive Director.

COMMISSIONER MATTERS

AD HOC COMMITTEE ASSIGNMENT – EXECUTIVE DIRECTOR

President Wapner indicated that he had requested this item, noting that at some point he would anticipate the Boyden Group to bring back candidates for review. He indicated at that point he would see an ad hoc committee interviewing the final two or three candidates.

Commissioner Hagman indicated he liked the idea as long as the process kept moving.

President Wapner commented that this discussion might be premature, but wanted to keep it as an option for use later in the process.

Mr. McNamara indicated that he frequently sees subcommittees of the full board, but he has also seen the full board involved in the process. He advised that he had no particular preference or recommendation, and noted possible approaches.

President Wapner requested that this discussion also be added to the workshop agenda.

President Wapner expressed excitement with the process moving forward, and noted the previously published strategic plan. He suggested that it be reviewed at the next meeting and also when the new Executive Director is in place.

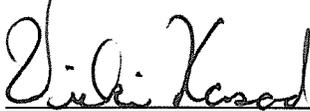
STAFF MATTERS

There were no staff matters.

ADJOURNMENT

President Wapner adjourned the Ontario International Airport Authority Special Commission meeting at 10:35 a.m.

Respectfully submitted:



ASSISTANT SECRETARY

APPROVED:



ALAN D. WAPNER, PRESIDENT
ONTARIO INTERNATIONAL AIRPORT AUTHORITY