SAN DIEGO COUNTY REGIONAL AIRPORT AUTHORITY BOARD MINUTES THURSDAY, MAY 1, 2014 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 9:10 a.m. on Thursday, May 1, 2014, in the Board Room at the San Diego International Airport, Commuter Terminal, 3225 North Harbor Drive, San Diego, CA 92101.

ROLL CALL:

PRESENT: Board Members: Alvarez, Boland, Cox, Desmond, Farnam (Ex

Officio), Gleason, Hubbs, Robinson, Sessom,

Smisek

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

ALSO PRESENT: Thella F. Bowens, President/CEO; Breton K. Lobner, General

Counsel; Tony R. Russell, Director, Corporate and Information Governance/Authority Clerk; Lorraine Bennett, Assistant Authority

Clerk II

<u>PLEDGE OF ALLEGIANCE:</u> Board Member Sessom led the Pledge of Allegiance.

Board Member Alvarez arrived during the course of the meeting.

The Board recessed at 9:11 a.m. and reconvened at 9:21 a.m.

Chair Gleason announced that Item 15 would be heard at this time.

NEW BUSINESS:

15. PROVIDE DIRECTION ON VEHICLE FOR HIRE OPERATING MODEL – TIMELINE AND IMPLEMENTATION:

Chair Gleason disclosed ex-parte communications with Adrian Kwiatkowski, representing Transportation Alliance Group (TAG), Carelyn Reynolds, representing San Diego Direct and Coronado Livery, and Anthony Carneiro, representing Advanced Shuttle.

Board Member Boland disclosed ex-parte communications with Adrian Kwiatkowski, representing TAG, Sup Datta, representing Easy Ride Shuttle, Carelyn Reynolds, representing San Diego Direct and Coronado Livery, and Kirk Orndorff.

Board Member Hubbs disclosed ex-parte communications with Adrian Kwiatkowski, representing TAG, Sup Datta, representing Easy Ride Shuttle, Carelyn Reynolds, representing San Diego Direct and Coronado Livery, and Kirk Orndorff.

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Board Member Smisek disclosed ex-parte communications with Adrian Kwiatkowski, representing TAG.

Board Member Robinson disclosed ex-parte communications with Adrian Kwiatkowski, representing TAG, Sup Datta, representing Easy Ride Shuttle, Carelyn Reynolds, representing San Diego Direct and Coronado Livery, and Kirk Orndorff.

Board Member Cox disclosed ex-parte communications with Adrian Kwiatkowski, representing TAG, Sup Datta, representing Easy Ride Shuttle, Carelyn Reynolds, representing San Diego Direct and Coronado Livery, and Kirk Orndorff.

Board Member Desmond disclosed ex-parte communications with Adrian Kwiatkowski, representing TAG.

David Boenitz, Director, Ground Transportation, provided a presentation on the Vehicle for Hire (VHF) Operating Model – Timeline and Implementation, which included Background and Recommendation, Open vs. Closed Commercial Vehicle Business and Operational Models, VHF Concession Timeline-Draft, Challenges/Obstacles, Further Work Required, and Next Steps.

Board Member Desmond spoke in favor of setting standards for transportation providers and suggested moving forward with a concessions model that would allow new entities to participate.

In response to Board Member Smisek, regarding whether contracts can be provided without a concession, Bret Lobner, General Counsel, responded that concessions limit the number of entities who can participate, while under a contract or permit alternative, it is open to all who qualify to participate.

In response to Chair Gleason about whether or not other airports have looked at allowing a consortium group to come together, or given preference to combine smaller groups as a way to recognize existing operators and to encourage small business participation, Mr. Boenitz stated that Los Angeles International Airport (LAX) had consolidated 3-5 companies in to a legal entity that was able to bid on its contract and was awarded the contract.

In response to Chair Gleason regarding setting up the process for whether and to what extent you can either reserve one spot, or have a preference for a particular kind of entity or arrangement, Bret Lobner, Legal Counsel, stated that the Authority has a Small Business policy in place and if the Board wanted to adopt a policy with regard to ground transportation that addresses small businesses, it has the legal right to do so.

Board Member Alvarez arrived at 9:43 a.m.

KEVIN KOHL, LA MESA, spoke in opposition to a Concession Model.

KIRK ORNDORFF, SANTEE, spoke in opposition to a Concession Model.

ALFONSO MIRANDA, SAN DIEGO, spoke in opposition to a Concession Model.

JIMMY DAVIS, SAN DIEGO, spoke in opposition to a Concession Model.

ERIKA FEKAS, SAN DIEGO, spoke in opposition to a Concession Model.

CARELYN REYNOLDS, SAN DIEGO, spoke in opposition to a Concession Model.

SUP DATTA, SAN DIEGO, spoke in opposition to a Concession Model.

CHARLOTTE JACOBS, SAN DIEGO, representing the USO, stated that the USO is contracted with Sea Breeze Shuttle to provide ground transportation needs for military personnel, and that Sea Breeze Shuttle is accommodating, efficient, and flexible to all requests for ground transportation by the USO.

ADALA GONZALO, SAN DIEGO, spoke in opposition to a Concession Model.

BILL BAYNE, SAN DIEGO, representing Kearney Pearson Ford Alternative Fuel Vehicles, stated that its commitment to individual shuttle companies for supply of alternative fuel vehicles is on hold, pending the outcome of the Board's decision on this item.

ANTHONY CARNEIRO, SAN DIEGO, spoke in opposition to a Concession Model.

KARAN MODY, SAN DIEGO, representing Prime Time Shuttle, provided a presentation about the company, which included Who We Are, MOA - Our Formula to Success, How We Do It, Our Fleet, Small Business Opportunity, and Partnership with SDCRAA.

TONY HUESO, SAN DIEGO, spoke in opposition to a Concession Model.

ADRIAN KWIATKOWSKI, SAN DEGO, representing Transportation Alliance Group, San Diego, provided a presentation, which included San Diego County Airport Shuttle Association (SDCASA) Members, SDCASA MOA Summary, Airport Authority Long-Term Discussion Topics, Joint Authority/SDCASA Long-Term Discussion Topic, MOA Summary, and No Concession - Yes Negotiations.

XEMA JACOBSON, SPRING VALLEY, spoke in support of a Concessions Model

Board Member Cox stated that a concessions model would not be consistent with what the Board is trying to accomplish in regards to providing access to small and disadvantaged operators. He suggested moving forward with a Memorandum of Agreement (MOA).

Board Member Boland stated that a concession program conflicts with the Authority's small business efforts, and recommended moving forward with a MOA. He also requested that staff provide more specificity regarding improvements in Performance Measures.

In response to Board Member Sessom about whether the Authority is on track with its target to meet the Attorney General's agreement on the vehicle conversion program, Mr. Boenitz responded that program is falling behind, due to the elimination of the conversion incentives.

Board Member Alvarez suggested taking what's good from both models and create our own. He stated that he would like to see vehicle conversions, efficiency, good quality service, and financial certainty for the Airport achieved throughout the new agreements.

Thella Bowens, President/CEO, requested that should the Board not decide to move forward with a concession model, that staff will be requesting Board support to approve performance standards and requirements to provide a high level of customer service and efficiency to be achieved.

Chair Gleason requested that Staff provide clear recommendations in regards to any proposed Performance Standards and requirements to be included in future MOA's. He expressed concerns with where the Authority is in regards to ground transportation and stated that he would like to see the Customer Service Representatives Service improved.

RECOMMENDATION: Provide further direction to staff.

ACTION: Moved by Board Member Alvarez, and seconded by Board Member Smisek, to direct staff to not move forward with implementing a concession model, and to continue with the current model, to develop a Memorandum of Understanding with stronger standards and requirements that can be enforced, and directed staff to begin negotiating with the relevant groups, and report back to the Board at its September meeting. Motion carried by the following vote: YES – Alvarez, Boland, Cox, Desmond, Gleason, Hubbs, Robinson, Sessom, Smisek; NO - None; ABSENT – None. (Weighted Vote Points: YES - 100; NO - 0; ABSENT- 0).

The Board recessed at 10:51 a.m. and reconvened at 11:04 a.m.

Board Members Alvarez and Sessom left the meeting at 11:45 a.m., and Board Member Desmond left the meeting at 11:48 a.m.

Chair Gleason announced that Item 16 would be heard at this time.

16. PRESENTATION OF AIRPORT DEVELOPMENT PLAN CONCEPTS: Keith Wilschetz, Director, Airport Planning, provided a presentation on the Airport Development Plan (ADP) Concepts, which included an Update on the ADP Process, Terminal Planning Issues and Framework, Terminal Development Concepts, and Next Steps.

Oris Dunham, Chair, Authority Advisory Committee, provided an overview of the alternatives that were reviewed by the Committee at its meeting on February 26, 2014, which included relocation of the Least Terns, the need to replace Terminal 1 for Southwest Airlines, the link road, transit link from Harbor Island to downtown San Diego, on-airport access road to remove traffic off Harbor Drive, north side proposed facility, financial considerations, and environmental sustainability regarding climate change and sea-level rise.

Board Member Cox suggested that staff meet with Mendel Stewart, Manager at U.S. Fish and Wildlife Service, to discuss opportunities to accommodate the needs of the Least Terns. He also requested a meeting between Authority staff, the San Diego Unified Port District, and Solar Turbines, to discuss any potential parking alternatives that would provide increased flexibility as it relates to the ADP and to work closely with our neighbors to integrate transit.

Board Member Boland stated the need to address the parallel taxiway bravo, should the Remain Over Night (RON) be moved to the east end of the Airport.

LAURA SHINGLES, representing the Chamber of Commerce, spoke in support of the Airport Development Plan Concepts, and referenced a letter from the Chamber dated April 29, 2014, in support of the Plan.

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Chair Gleason requested to include planning and funding in future discussions regarding the Airport Development Plan, as well as expanded discussion about getting to and from the Airport from Interstate 5, and transit to the airport. He also requested that the Board receive an updated Outreach Plan for the ADP.

RECOMMENDATION: Provide direction to staff.

ACTION: No action taken.

PRESENTATION:

A. FINANCIAL UPDATE OF THE UNAUDITED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED MARCH 31, 2014 AND 2013:

Scott Brickner, Vice President, Finance & Asset Management/Treasurer, provided a presentation on the Unaudited Financial Statements for the Nine Months Ended March 31, 2014, which included Operating Revenues by Percentage for Nine Months Ended March 31, 2014 (Unaudited), Operating Expenses by Percentage for Nine Months Ended March 31, 2014 (Unaudited), Non-operating Revenue and Expenses (Unaudited), Financial Summary, Statement of Net Position, as of March 31, 2014 (Unaudited), and Statement of Net Position, as of March 31, 2014

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

STANDING BOARD COMMITTEES

AUDIT COMMITTEE:

(Unaudited).

- Board Member Smisek reported that the Committee met at a Special Meeting on April 21, 2014 to discuss the selection of a new external Auditor. He reported that the Committee will meet on May 12, 2014.
- CAPITAL IMPROVEMENT PROGRAM OVERSIGHT COMMITTEE:
 Board Member Boland reported that the Committee met on April 15, 2014 to discuss the Capital Improvement Program in detail. He reported that he would be travelling with Authority staff to Seattle and San Jose to look at their Rental Car facilities.
- EXECUTIVE PERSONNEL AND COMPENSATION COMMITTEE:
 Chair Gleason reported that the Committee will meet on June 5th and June 18th, to review performance and goal setting for the President/CEO, and General Counsel and Chief Auditor respectively.
- FINANCE COMMITTEE: None.

ADVISORY COMMITTEES

AUTHORITY ADVISORY COMMITTEE: None.

ART ADVISORY COMMITTEE:

Chair Gleason reported that the reflection room in Terminal 2 West is completed, and a dedication is planned for May/June, 2014. He reported that the Terminal East wall dedication is scheduled for May 14, 2014. He also reported that the Third Rental Car Center Art Project has received 33 responsive proposals, which will come before the Board in September. He also reported that the Food Court project in Terminal 1 is near completion.

LIAISONS

- AIRPORT LAND USE COMPATIBILITY PLAN FOR SAN DIEGO INTERNATIONAL AIRPORT: None.
- CALTRANS: None.

INTER-GOVERNMENTAL AFFAIRS:

Board Member Cox reported that during the past month, Authority staff updated the following individuals on airport issues: Authority Board Ex-Officio, Eraina Ortega, and Assembly member's Katcho Achadjian, Brian Maienschein, and Brian Jones. Authority staff also provided updates to staff of the following members: Assembly Woman Toni Atkins, Senator Lois Wolk, Senator Ted Gaines, and Assembly member Rocky Chavez. On April 25th, staff provided an Airport Development Plan briefing to SANDAG representatives, including Imperial Beach Mayor, Jim Janney, Poway Mayor, Don Higginson, and SANDAG Chair and Santee Councilmember, Jack Dale.

- MILITARY AFFAIRS: None.
- PORT:

Chair Gleason reported that at the last bi-monthly meeting with the Port, Authority representatives provided a briefing on the Airport Development Plan.

BOARD REPRESENTATIVES (EXTERNAL)

SANDAG TRANSPORTATION COMMITTEE:

Board Member Smisek reported that the Committee met on two occasions regarding procedural amendments.

WORLD TRADE CENTER:

Chair Gleason reported that last month, the license holders met to discuss a framework regarding the World Trade Center looking forward, and what would most benefit the license holders and the region.

CHAIR'S REPORT:

Chair Gleason reported that Board Member Hubbs would be attending the upcoming ACI Commissioner's Conference. He also reported that he would be attending the swearing in of Assemblywoman Toni Atkins on May 12, 2014 in Sacramento. He invited the Board to attend the SAN Mural Art Dedication event on May 14, 2014.

PRESIDENT/CEO'S REPORT:

Thella Bowens, President/CEO, announced that within the next week, the Concession Development Program will open two new stores, California Pizza Kitchen, and PGA Grill. She reported that staff's from LAX and Sea-Tac Airports participated in a lessons learned with Authority staff, regarding challenges and opportunities with the Green Build project.

NON-AGENDA PUBLIC COMMENT: None.

CONSENT AGENDA (Items 1-14):

ACTION: Moved by Board Member Smisek, and seconded by Board Member Boland to approve the Consent Agenda. Motion carried by the following vote: YES – Boland, Cox, Gleason, Hubbs, Robinson, Smisek; NO - None; ABSENT – Alvarez, Desmond, Sessom. (Weighted Vote Points: YES - 67; NO - 0; ABSENT- 33).

1. APPROVAL OF MINUTES:

RECOMMENDATION: Approve the minutes of the April 3, 2014, 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 MARCH 10, 2014, THROUGH APRIL 6, 2014, AND REAL PROPERTY AGREEMENTS GRANTED AND ACCEPTED FROM MARCH 10, 2014, THROUGH APRIL 6, 2014:

RECOMMENDATION: Receive the report.

4. MAY 2014 LEGISLATIVE REPORT:

RECOMMENDATION: Adopt Resolution No. 2014-0034, approving the May 2014 Legislative Report.

CLAIMS

5. REJECT THE CLAIM OF JOE GUIDO:

RECOMMENDATION: Adopt Resolution No. 2014-0037, rejecting the claim of Joe Guido.

6. REJECT THE CLAIM OF ALICE BOEHM:

RECOMMENDATION: Adopt Resolution No. 2014-0038, rejecting the claim of Alice Boehm.

COMMITTEE RECOMMENDATIONS

7. APPROVE AND AUTHORIZE THE PRESIDENT/CEO TO EXECUTE AN AGREEMENT WITH BKD, LLP, FOR EXTERNAL AUDITOR SERVICES: RECOMMENDATION: The Audit Committee recommends that the Board adopt Resolution No. 2014-0039, approving and authorizing the President/CEO to execute an agreement with BKD, LLP, for an amount not to exceed \$950,000 for a three year term with an option for two (2) one year extensions, which may be exercised, subject to Board approval, at the sole discretion of the Authority's President/CEO.

8. ACCEPT THE UNAUDITED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED MARCH 31, 2014:

RECOMMENDATION: The Finance Committee recommends that the Board accept the report.

9. ACCEPT THE AUTHORITY'S INVESTMENT REPORT AS OF MARCH 31. 2014:

RECOMMENDATION: The Finance Committee recommends that the Board accept the report.

CONTRACTS AND AGREEMENTS

10. APPROVE AND AUTHORIZE THE PRESIDENT/CEO TO EXECUTE A SECOND AMENDMENT TO THE KIEWIT/SUNDT JOINT VENTURE AGREEMENT FOR THE TERMINAL DEVELOPMENT PROGRAM CONTRACT 2: TERMINAL 2 LANDSIDE IMPROVEMENTS:

RECOMMENDATION: Adopt Resolution No. 2014-0040, approving and authorizing the President/CEO to execute a second amendment to the agreement with Kiewit/Sundt – A Joint Venture Agreement, extending the agreement time from 1022 days to 1419 days for Project 201401, Terminal Development Program Contract 2: Terminal 2 Landside Improvements, at San Diego International Airport.

11. GRANT AN ELECTRICAL EASEMENT TO SAN DIEGO GAS & ELECTRIC:

RECOMMENDATION: Adopt Resolution No. 2014-0041, authorizing the President/CEO to negotiate and execute an electrical easement with San Diego Gas & Electric in support of the development of a new Fixed Base Operator Facility.

12. AUTHORIZE THE PRESIDENT/CEO TO EXECUTE A SECOND AMENDMENT TO THE MEMORANDUM OF UNDERSTANDING WITH THE SAN DIEGO COUNTY MUNICIPAL STORMWATER COPERMITTEES:

RECOMMENDATION: Adopt Resolution No. 2014-0042, authorizing the President/CEO to execute second amendment to the Memorandum of Understanding with the San Diego County Municipal Stormwater Copermittees.

13. AUTHORIZE THE PRESIDENT/CEO TO EXECUTE A MEMORANDUM OF UNDERSTANDING WITH THE SAN DIEGO BAY WATERSHED STORMWATER COPERMITTEES TO ESTABLISH THE WATERSHED SHARED PROGRAM RESPONSIBILITIES WITH RESPECT TO COMPLIANCE WITH THE NATIONAL POLLUTANT DISCHARGE ELIMINATION SYSTEM (NPDES) STORMWATER PERMIT REGULATIONS:

RECOMMENDATION: Adopt Resolution No. 2014-0043, authorizing the President/CEO to execute a Memorandum of Understanding with the San Diego Bay Watershed Stormwater Copermittees to establish the watershed shared program responsibilities with respect to compliance with the National Pollutant Discharge Elimination System (NPDES) stormwater permit regulations.

14. APPROVE AND AUTHORIZE THE PRESIDENT/CEO TO EXECUTE A SECOND AMENDMENT TO THE ON-CALL PLUMBING SERVICES AGREEMENT WITH AGBW CORPORATION, DOING BUSINESS AS BPI PLUMBING:

RECOMMENDATION: Adopt Resolution No. 2014-0044, approving and authorizing the President/CEO to execute a Second Amendment to the agreement with AGBW Corporation, doing business as BPI Plumbing, extending the term of the agreement by one hundred twenty (120) days to expire September 26, 2014, to provide on-call plumbing services for San Diego International Airport's ("SDIA's") Capital Major Maintenance Program.

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

PUBLIC HEARINGS: None.

OLD BUSINESS: None.

CLOSED SESSION: The Board did not meet in Closed Session.

Breton Lobner, General Counsel, reported that in the case of PETA vs SDCRAA involving JC Decaux, the case has been settled. He reported that the settlement included that JC Decaux would display the PETA advertisement, and that JC Decaux will incur all legal expenses relating to attorney's fees in the case.

17. 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: Vernon D. Evans, Vice President, Finance/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 condition

18. CONFERENCE WITH LEGAL COUNSEL-EXISTING LITIGATION:

(Cal. Gov. Code Section 54956.9(a))

<u>Diego Concession Group, Inc. v. San Diego County Regional Airport Authority</u>, S.D.S.C Case No. 37-2012-00088083-CU-BT-CTL

19. CONFERENCE WITH LEGAL COUNSEL-EXISTING LITIGATION:

(Cal. Gov. Code §54956.9(a))

Melvin R. McFarlin v. San Diego County Regional Airport Authority, et al., San Diego Superior Court Case No. 37-2013-00066152-CU-OE-CTL

20. CONFERENCE WITH LEGAL COUNSEL-EXISTING LITIGATION:

(Cal.Gov. Code §54956.9(a))

<u>Dryden Oaks, LLC v. San Diego County Regional Airport Authority, et al.</u> San Diego Superior Court, North County Case No. 37-2014-00004077-CU-EI-NC

21. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION:

(Cal. Gov. Code § 54956.9(a))

People for the Ethical Treatment of Animals, Inc. v. San Diego County Regional Airport Authority and JCDecaux North America, U.S. Dist. Ct. for So. Dist. of CA, Case No. 14CV0532 CAB RBB

22. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION:

(Cal. Gov. Code §54956.9(a))

Cornelius White v. San Diego County Regional Airport Authority, San Diego Sup. Court Case No. 37-2013-00057745-CU-WT-CTL. Number of cases: 1

23. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION:

Initiation of litigation pursuant to subdivision (c) of §54956.9: (1 case)

24. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION AND EXISTING LITIGATION:

Significant exposure to litigation pursuant to Cal. Gov. Code §54956.9(b) and Cal. Gov. Code § 54956.9(a): <u>Jay A. Bass, et al v. San Diego City Employees' Retirement System, et al.</u>, San Diego Sup. Court Case No. 37-2013-00077566-CU-OE-CTL

Number of cases: 1

25. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION:

Significant exposure to litigation (Cal. Gov. Code §§ 54956.9 (b) and 54954.5)

Number of potential cases: 1

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

REPORT ON CLOSED SESSION: The Board did not meet in Closed Session.

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: None.

ADJOURNMENT: The meeting was adjourned at 12:30 p.m.

APPROVED BY A MOTION OF THE SAN DIEGO COUNTY REGIONAL AIRPORT AUTHORITY BOARD THIS 5th DAY OF JUNE, 2014.

TONY R. RUSSELL

DIRECTOR, CORPORATE & INFORMATION GOVERNANCE /

AUTHORITY CLERK

APPROVED AS TO FORM:

BRETON K. LOBNER GENERAL COUNSEL