

**SAN DIEGO COUNTY REGIONAL AIRPORT AUTHORITY BOARD
MINUTES
THURSDAY, OCTOBER 7, 2021
SAN DIEGO INTERNATIONAL AIRPORT
BOARD ROOM**

CALL TO ORDER: Chair Cabrera called the meeting of the San Diego County Regional Airport Authority Board to order at 9:04 a.m. on Thursday, October 7, 2021, electronically and via teleconference pursuant to the provisions of California Assembly Bill 361 at the San Diego International Airport, Administration Building, 3225 North Harbor Drive, San Diego, CA 92101.

ROLL CALL:

PRESENT: Board Members: Bedell (Ex-Officio), Blakespear, Cabrera, Casillas Salas, Dallarda (Ex-Officio), Lloyd, Robinson, Schiavoni, Vargas, von Wilpert

ABSENT: Board Members: McNamara, Miller (Ex-Officio)

ALSO PRESENT: Kimberly J. Becker, President/CEO; Amy Gonzalez, General Counsel; Tony R. Russell, Director, Board Services/Authority Clerk; Dustin Heck, Assistant Authority Clerk I

PRESENTATIONS:

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

- **AUDIT COMMITTEE:** Committee Member Vann reported that the Committee met on September 13th and reviewed the revisions of the Charter of the Audit Committee, and the Charter for the Office of the Chief Auditor; they also reviewed the annual reports from the Audit Committee and the Office of the Chief Auditor; and proposed amendments to Authority Code 2.08 – Prohibited Conflicts of Interest.
- **CAPITAL IMPROVEMENT PROGRAM OVERSIGHT COMMITTEE:** None.
- **EXECUTIVE PERSONNEL AND COMPENSATION COMMITTEE:** None.

- **FINANCE COMMITTEE:** Board Member Lloyd reported that the Committee met on September 27th where they reviewed the Unaudited Financial Statements and the Authority's Investment Report as of August 31, 2021.

ADVISORY COMMITTEES

- **AUTHORITY ADVISORY COMMITTEE:** None.
- **ARTS ADVISORY COMMITTEE:** Chris Chalupsky, Senior Manager, Arts Program, reported that the Arts Advisory Committee met on September 30th where Robert Gleason was elected as the new Arts Advisory Committee Chair and Board Member Schiavoni assumed the role of Board Liaison. He also reported that a new temporary mural is being installed at Admiral Boland Way. He reported that the Arts Program provided musical support for the recent Honor Flight arrival; and that a news release about the Airport's new temporary art exhibit, Make Yourself at Home, was issued on September 21st.

LIAISONS

- **CALTRANS:** Board Member Dallarda reported that a job fair was held in July to pick up litter on San Diego County highways. He also reported that, in October, CALTRANS began paying the stipend to Adopt a Highway participants. He reported that on September 18th CALTRANS participated in Coastal Cleanup events; and that on October 7th, a workshop on how communities can apply for a grant program for projects to cleanup and beautify common areas in the community was held. He also reported that on October 4th, the statewide campaign "Let's Change this to That" was launched to protect state water resources and that their Disparity Study was approved by Federal Highways Administration and the new Disadvantage Business Enterprise goal is 22.2% effective October 1st. He reported that their Procurement Fair will be held on October 19th. He also reported that safety measures continue to be implemented to prevent wrong-way driving; and that on October 12th, CALTRANS will be holding the groundbreaking for segment 4 of the NCC project on I-5. He reported that the CALTRANS Sustainable Community Grant and Strategic Partnership Grant has an October 27th deadline.

- **INTER-GOVERNMENTAL AFFAIRS:** Chair Cabrera reported that Congress passed a continuing resolution avoiding a government shutdown which keeps the government open until December 3rd. He also reported that Congress continues negotiations with the White House on a larger budget package and infrastructure funding. He reported that October 10th, marks the last day for the Governor to act on bills sent to him by the Legislature after its session concluded in September; and that the Airport Authority's Government Relations team worked with partners at the California Airports Council and other stakeholders to prepare for the upcoming state legislative session.
- **PORT:** None.
- **WORLD TRADE CENTER:** None.

BOARD REPRESENTATIVES (EXTERNAL)

- **SANDAG BOARD OF DIRECTORS:** Board Member Schiavoni reported that the SANDAG Board of Directors focused on the Regional Bikeway Program and acted on adding funding to the program and to expedite its implementation.
- **SANDAG TRANSPORTATION COMMITTEE:** Board Member Lloyd reported that the Committee met twice in September. He reported that the first meeting was a joint meeting with SANDAG's other policy advisory committees and that the key agenda item was the Draft Environmental Impact Report for the 2021 Regional Plan. He also reported that the Committee recommended that the Board of Directors approve the Regional Bikeway Program budget amendments. He reported that, at the second meeting, the Committee was asked to recommend that the Board of Directors approve an amendment to the fiscal year 2022 Program Budget to fund the Early Action Transit Pilot project.

CHAIR'S REPORT Chair Cabrera congratulated Authority staff on securing the California Coastal Commission's unanimous vote on September 10th to conditionally approve Coastal Development Permits for the New T1. He also congratulated Board Member Schiavoni on being awarded the Bernard E. Witkin Award from the San Diego Law Library Foundation. He congratulated Kim Becker, President/CEO, for being featured in the Union-Tribune's list of "phenomenal San Diego women in business" in their September 25th edition.

PRESIDENT/CEO'S REPORT: Kim Becker, President/CEO, reported that starting October 18th all Authority employees will be required to submit a weekly COVID-19 test unless they have provided documented proof of vaccination. She reported that on September 10th, Transportation Security Administration implements a new range of civil penalties for individuals who violate the federal mask mandate at airports and on airplanes and that beginning in November, fully vaccinated foreign travelers will be able to visit the United States. She also reported that on October 3rd, WestJet resumed service to Calgary, Alberta, Canada; on October 13th, British Airways will resume service to London, England; on October 31st, and Swoop will begin flights to Edmonton, Alberta, Canada. She reported that the San Diego International Airport Authority was one of seven airports selected to participate in the White House's Roundtable on Sustainable Aviation on September 9th and that the Airport Authority released the 2020-2021 Sustainability Report on September 23rd which can be found at sustain.san.org. She also reported that the 2021 JD Power ranking for Customer Satisfaction ranked San Diego International Airport 8th among large airport in the nation.

REPORTS FROM BOARD COMMITTEES, AD HOC COMMITTEES, AND CITIZEN COMMITTEES AND LIAISONS (Continued):

LIAISONS

- **MILITARY AFFAIRS:** Board Member Bedell reported that they are moving forward with the transition from legacy aircraft to the F-35 and that they expect Marine Fighter Attack Training Squadron 502 (VMFAT-502) to be arriving in January.

NON-AGENDA PUBLIC COMMENT:

JEREMY EBIE, Phoenix Infrastructure Group, expressed concern regarding the proposed concession model at SAN.

BISHOP WILLIAM A BENSON, Pastors on Point, expressed concern regarding the proposed concession model at SAN.

MIKE SALZMAN, URW Airports, expressed concern regarding the proposed concession model at SAN.

ROOSEVELT WILLIAMS III, Young Black & 'N Business, expressed concern regarding the proposed concession model at SAN.

RICARDO VILLA, San Diego County Hispanic Chamber of Commerce, expressed concern regarding the proposed concession model at SAN.

KEITH JONES, ACE Parking, spoke regarding the Authority's efforts to engage the community regarding opportunities that Terminal 1 development creates.

BRUCE MAYBERRY, Central San Diego Black Chamber of Commerce, expressed concern regarding the proposed concession model at SAN.

Tony Russell, Authority Clerk, stated that four written non-agenda public comments were also submitted to the Board and included in the record.

CONSENT AGENDA (Items 1-14):

ACTION: Moved by Board Member Vargas and seconded by Board Member Lloyd to approve the Consent Agenda. Motion carried by the following votes: YES – Cabrera, Casillas Salas, Lloyd, Robinson, Schiavoni, Vargas, von Wilpert; NO – None; ABSENT – Blakespear, McNamara; (Weighted Vote Points: YES – 76; NO – 0; ABSENT – 24)

1. APPROVAL OF MINUTES:

RECOMMENDATION: Approve the minutes of the September 2, 2021 regular Board 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 AUGUST 9, 2021, THROUGH SEPTEMBER 12, 2021 AND REAL PROPERTY AGREEMENTS GRANTED AND ACCEPTED FROM AUGUST 9, 2021 THROUGH SEPTEMBER 12, 2021:

RECOMMENDATION: Receive the report.

4. OCTOBER 2021 LEGISLATIVE REPORT:

RECOMMENDATION: Adopt Resolution No. 2021-0106, approving the October 2021 Legislative Report.

5. APPOINTMENT OF AUTHORITY ADVISORY COMMITTEE MEMBERS:

RECOMMENDATION: Adopt Resolution No. 2021-0107, appointing members to the Authority Advisory Committee.

CLAIMS

COMMITTEE RECOMMENDATIONS

6. FISCAL YEAR 2021 ANNUAL REPORT FROM THE AUDIT COMMITTEE:

RECOMMENDATION The Audit Committee recommends that the Board accept the report.

7. FISCAL YEAR 2021 ANNUAL REPORT FROM THE OFFICE OF THE CHIEF AUDITOR:

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

8. REVISION TO THE CHARTER OF THE AUDIT COMMITTEE:

RECOMMENDATION: The Audit Committee recommends that the Board Adopt Resolution No. 2021-0108, approving the revision to the Charter of the Audit Committee.

9. REVISION TO THE CHARTER FOR THE OFFICE OF THE CHIEF AUDITOR:

RECOMMENDATION: The Audit Committee recommends that the Board Adopt Resolution No. 2021-0109, approving the revision to the Charter for the Office of the Chief Auditor.

10. REVISION TO THE FISCAL YEAR 2022 AUDIT PLAN OF THE OFFICE OF THE CHIEF AUDITOR:

RECOMMENDATION: The Audit Committee recommends that the Board Adopt Resolution No. 2021-0110, approving the revision to the Fiscal Year 2022 Audit Plan of the Office of the Chief Auditor.

CONTRACTS AND AGREEMENTS

11. APPROVE AND AUTHORIZE THE PRESIDENT/CEO TO EXECUTE LEGAL SERVICES AGREEMENTS FOR BOND AND DISCLOSURE COUNSEL:

RECOMMENDATION: Adopt Resolution No. 2021-0111, approving and authorizing the President/CEO to execute an agreement with Kutak Rock LLP to provide bond and disclosure legal services for a term of three years, with two one-year options and a not to exceed compensation amount of \$2,000,000.

Adopt Resolution No. 2021-0120, approving and authorizing the President/CEO to execute an agreement with Orrick Herrington Sutcliffe LLP to provide bond and disclosure legal services for a term of three years with two one-year options and a not to exceed compensation amount of \$500,000

12. APPROVE AND AUTHORIZE THE PRESIDENT/CEO TO EXECUTE AGREEMENTS FOR ENVIRONMENTAL LEGAL COUNSEL:

RECOMMENDATION: Adopt Resolution No. 2021-0112, approving and authorizing the President/CEO to execute environmental legal services agreements with Best Best & Krieger LLP, Gatzke Dillon & Ballance LLP, Kaplan Kirsch & Rockwell LLP, and Meyers Nave each for a term of three years with two one-year options and a not to exceed compensation amount of \$500,000.

13. AUTHORIZE THE PRESIDENT/CEO TO NEGOTIATE AND EXECUTE A FOURTH AMENDMENT TO THE CITATION DEVICE AND SOFTWARE SERVICES AGREEMENT WITH SCHWEERS TECHNOLOGIES INC.:

RECOMMENDATION: Adopt Resolution No. 2021-0113, authorizing the President/CEO to negotiate and execute a Fourth Amendment to the Agreement with Schweers Technologies Inc. for Citation Device and Software Services to extend the contract term for one hundred and seventy (170) days to expire on March 31, 2022.

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

- 14. AWARD A CONTRACT TO HAZARD CONSTRUCTION FOR WIDEN SASSAFRAS INTERSECTION AT SAN DIEGO INTERNATIONAL AIRPORT:**
RECOMMENDATION: Adopt Resolution No. 2021-0114, awarding a contract to Hazard Construction in the amount of \$1,728,000, for Project No. 104205, Widen Sassafras Intersection at San Diego International Airport.

PUBLIC HEARINGS:

OLD BUSINESS:

NEW BUSINESS:

Chair Cabrera stated that items 17, 16 and 15 would be heard together in that order, and then the Board will consider and vote on items 17, 15 and then 16.

Board Member Blakespear joined the meeting at 11:00 a.m.

- 17. APPROVE AN AMENDMENT TO THE CAPITAL IMPROVEMENT PROGRAM FOR FISCAL YEARS 2022 -2026 AND THE NEW T1 PROGRAM PLAN OF FINANCE:**

Dennis Probst, Vice President/Chief Development Officer, provided a presentation titled Airport Development Program Validation Amendment and Future Guaranteed Maximum Price Amount that included Project Milestones, Coastal Commission Letters of Support, New Administration Building, Airport Development Plan, Site Plan, Airside Improvements, Airside Apron and Taxiway Pavement Phasing, Bid Results, Airside Budget & Schedule, Terminal & Roadways, New T1RP Campus Building Massing, T1RP New T1 Campus, T1RP Elevated Departures Roadway (EDR), Terminal & Roadways Budget & Schedule and Overall ADP Budget.

Scott Brickner, Vice President/Chief Financial Officer, provided a presentation on the New T1 Plan of Finance that included Proposed Capital Budget Amendment, Sources of Funds, Planned Debt Issuance, Gross Debt Service, Enplanement Forecast, Debt Service Coverage, Cost Per Enplaned Passenger (CPE) and Days Cash on Hand (DCOH).

TOM LEMON, San Diego Building and Construction Trades Council, spoke in support of staff recommendation.

JENNIFER WILSON, International Brotherhood of Electrical Workers 569, spoke in support of staff recommendation.

LYNN MINOR, International Brotherhood of Electrical Workers 569, spoke in support of staff recommendation.

CHAD BARCLAY, International Brotherhood of Electrical Workers 569, spoke in support of staff recommendation.

JEREMY ABRAMS, International Brotherhood of Electrical Workers 569, spoke in support of staff recommendation.

BRIDGET BROWNING, San Diego & Imperial Counties Labor Council, spoke in support of staff recommendation.

CAROL KIM, San Diego County Building and Construction Trades Council, spoke in support of staff recommendation.

RECOMMENDATION: Adopt Resolution No. 2021-0117, amending the Fiscal Year 2022 through Fiscal Year 2026 Capital Improvement Program to increase the New T1 Program Budget by \$375,000,000 and Approving the New T1 Plan of Finance.

ACTION: Moved by Board Member Schiavoni and seconded by Board Member Robinson to approve staff's recommendation. Motion carried by the following votes: YES – Blakespear, Cabrera, Casillas Salas, Lloyd, Robinson, Schiavoni, Vargas, von Wilpert; NO – None; ABSENT – McNamara; (Weighted Vote Points: YES – 88; NO – 0; ABSENT – 12)

15. APPROVE AND AUTHORIZE THE PRESIDENT/CEO TO NEGOTIATE AND EXECUTE THE VALIDATION AMENDMENT TO THE TURNER-FLATIRON, A JOINT VENTURE CONTRACT FOR AIRPORT DEVELOPMENT PROGRAM TERMINAL AND ROADWAYS AND TO NEGOTIATE AND EXECUTE A FUTURE GUARANTEED MAXIMUM PRICE AMENDMENT:

RECOMMENDATION: Adopt Resolution No. 2021-0115, approving and authorizing the President/CEO to negotiate and execute: (1) a Validation Amendment establishing a Maximum Contract Price not to exceed \$2,610,417,181 and a Master Project Schedule to the Contract with Turner-Flatiron, a Joint Venture for the design and construction of Airport Development Program Package 1, Terminal and Roadways; and (2) a Guaranteed Maximum Price Amendment within the Maximum Contract Price after the issuance of the Validation Amendment; and (3) future change orders using uncommitted program contingency funds within the New T1 Program Budget.

ACTION: Moved by Board Member Robinson and seconded by Board Member Schiavoni to approve staff's recommendation. Motion carried by the following votes: YES – Blakespear, Cabrera, Casillas Salas, Lloyd, Robinson, Schiavoni, Vargas, von Wilpert; NO – None; ABSENT – McNamara; (Weighted Vote Points: YES – 88; NO – 0; ABSENT – 12)

16. AWARD A CONTRACT TO GRIFFITH COMPANY, INC. FOR AIRPORT DEVELOPMENT PROGRAM ADP AIRSIDE IMPROVEMENTS AT SAN DIEGO INTERNATIONAL AIRPORT:

RECOMMENDATION: Adopt Resolution No. 2021-0116, awarding a contract to Griffith Company Inc., in the amount of \$251,671,315, for Project No. 411001 ADP Airside Improvements at San Diego International Airport.

ACTION: Moved by Board Member Lloyd and seconded by Board Member Robinson to approve staff's recommendation. Motion carried by the following votes: YES – Blakespear, Cabrera, Casillas Salas, Lloyd, Robinson, Schiavoni, Vargas, von Wilpert; NO – None; ABSENT – McNamara; (Weighted Vote Points: YES – 88; NO – 0; ABSENT – 12)

Board Member Lloyd left the meeting at 11:10 a.m.

18. APPROVE AND AUTHORIZE THE PRESIDENT/CEO TO ENTER INTO A REAL PROPERTY PURCHASE AGREEMENT AND ESCROW WITH CALIFORNIA STREET CREATIVE HOUSE 1, LLC FOR THE PURCHASE OF 2554-2610 CALIFORNIA STREET, SAN DIEGO, CALIFORNIA:

Jim DeCock, Interim Director, Revenue Generation & Partnership Development, provided a presentation titled Proposed Purchase of California Street Property that included Background/Justification, Options, Timeline, Map of Site and Proposed Usage, CA Street Key Terms and Funding.

RECOMMENDATION: Adopt Resolution No. 2021-0118, authorizing the President/CEO to enter into a real property purchase agreement and escrow with California Street Creative House 1, LLC for the purchase of 2554-2610 California Street, San Diego, California for the sum of Three Million Two Hundred Fifty Thousand and 00/100 Dollars (\$3,250,000.00) subject to the terms and conditions of the real property purchase agreement and escrow instructions.

ACTION: Moved by Board Member Vargas and seconded by Board Member Robinson to approve staff's recommendation. Motion carried by the following votes: YES – Blakespear, Cabrera, Casillas Salas, Robinson, Schiavoni, Vargas, von Wilpert; NO – None; ABSENT – Lloyd, McNamara; (Weighted Vote Points: YES – 80; NO – 0; ABSENT – 20)

19. RATIFY ONE YEAR EXTENSION AGREEMENTS WITH CALIFORNIA TEAMSTERS LOCAL 911:

Kimberly Becker, President/CEO, and Monty Bell, Director, Talent, Culture & Capability, provided an overview of the item.

RECOMMENDATION: Adopt Resolution No. 2021-0119, ratifying: (1) one year extension agreements between the Authority and California Teamsters Local 911 for Facilities Maintenance, Operations, & Crafts; Airport Traffic Officers; and General Supervisor Units, effective October 1, 2021 through September 30, 2022; (2) a two percent general wage increase for all three bargaining units; and (3) a fifty cent per hour increase in the night shift differential for the swing and graveyard shifts for all three bargaining units.

ACTION: Moved by Board Member Vargas and seconded by Board Member Schiavoni to approve staff's recommendation. Motion carried by the following votes: YES – Blakespear, Cabrera, Casillas Salas, Robinson, Schiavoni, Vargas, von Wilpert; NO – None; ABSENT – Lloyd, McNamara; (Weighted Vote Points: YES – 80; NO – 0; ABSENT – 20)

The Board recessed at 11:33 a.m. and reconvened at 11:38 a.m.

CLOSED SESSION: The Board recessed into Closed Session at 11:39 a.m. to discuss Items 23.

20. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION:

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

Name of Case: Future DB International, Inc. v. San Diego County Regional Airport Authority, et al.

San Diego Superior Court Case No. 37-2018-00001531-CU-CR-CTL

21. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION:

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

Name of case: Neighbors Against Noise and Traffic v. City of El Cajon, et al., San Diego Superior Court Case No. 37-2021-00016823-CU-TT-CTL

22. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION:

(Significant exposure to litigation pursuant to paragraph (2) of subdivision (d) of Cal. Gov. Code §54956.9)

Order No. WQ 2019-0005-DWQ by the State Water Resources Control Board pertaining to PFAS

Number of potential cases: 1

23. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION:

(Initiation of litigation pursuant to paragraph (4) of subdivision (d) of Cal. Gov. Code section 54956.9)

Number of cases: 1

24. CONFERENCE WITH LABOR NEGOTIATORS:

Cal. Gov. Code section 54957.6

Agency designated representatives: Angela Shaefer-Payne, Mony Bell, Lola Barnes, Greg Halsey, Rob Betts

Employee organization: California Teamsters Local 911

25. CONFERENCE WITH REAL PROPERTY NEGOTIATORS:

(Government Code §54956.8)

Property: 2554-2610 California Street, San Diego CA 92101

Agency negotiator: Hampton Brown, Jim DeCock, Lee Kaminetz

Negotiating parties: Doug Hamm and Ryan King

Under negotiation: Price and terms of payment

26. CONFERENCE WITH REAL PROPERTY NEGOTIATORS:

(Government Code §54956.8)

Property: 2 parcels of land situated in the City of San Diego, County of San Diego, State of California, said parcels being a portion of that 231.21 acre tract of land acquired by Warranty Deed from San Diego Securities Company dated June 4, 1917 and recorded June 9, 1917 in Book 740 at page 61 of Deeds in the Office of the Recorder of San Diego County and a portion of that 180.34 acre tract of land acquired by Deed from the City of San Diego dated December 1, 1916 and recorded September 5, 1917 in Book 739 at page 307 of Deeds In the Office of the Recorder of San Diego County and said parcels being designated for the purpose of this description as Parcel 1 and Parcel 2. Parcel 1- approximately 14.03 acres of land and Parcel 2-approximately 2.39 acres of land as more specifically described in the Lease Agreement between the United States of America and the San Diego County Regional Airport Authority, Authority Lease No. LE-0107.

Agency negotiator: Hampton Brown, Matt Harris, Susan Diekman, Jim DeCock, Amy Gonzalez

Negotiating parties: David Bixler, Michael Oestericher, Russell Rang, Reid Merrill, Curtis Permito- United State of America, Department of the Navy

Under negotiation: Price and terms of payment

REPORT ON CLOSED SESSION: The Board adjourned out of Closed Session at 11:54 a.m. There was no reportable action.

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: None.

BOARD COMMENT: None.

ADJOURNMENT: The meeting adjourned at 11:54 a.m.

APPROVED BY A MOTION OF THE SAN DIEGO COUNTY REGIONAL AIRPORT
AUTHORITY BOARD THIS 4TH DAY OF NOVEMBER, 2021.

ATTEST:



TONY R. RUSSELL
DIRECTOR, BOARD SERVICES /
AUTHORITY CLERK

APPROVED AS TO FORM:



AMY GONZALEZ
GENERAL COUNSEL