Item No.

Meeting Date: JUNE 7, 2012

Subject:

Approve and Authorize the President/CEO to Execute Three On-Call Material Testing, Special Inspection, and Geotechnical Service Agreements

Recommendation:

Adopt Resolution No. 2012-0063, approving and authorizing the President/CEO to execute an On-Call Material Testing, Special Inspection, and Geotechnical Service Agreement with AMEC Environmental and Infrastructure, Inc., for a term of three years, with the option for a one-year extension, in an amount not-to-exceed \$3,500,000, to support the Capital Improvement and Major Maintenance Programs.

Adopt Resolution No. 2012-0064, approving and authorizing the President/CEO to execute an On-Call Material Testing, Special Inspection, and Geotechnical Service Agreement with Kleinfelder West, Inc., for a term of three years, with the option for a one-year extension, in an amount not-to-exceed \$3,500,000, to support the Capital Improvement and Major Maintenance Programs.

Adopt Resolution No. 2012-0065, approving and authorizing the President/CEO to execute an On-Call Material Testing, Special Inspection, and Geotechnical Service Agreement with Ninyo & Moore Geotechnical & Environmental Sciences Consultants, for a term of three years, with the option for a one-year extension, in an amount not-to-exceed \$3,500,000, to support the Capital Improvement and Major Maintenance Programs.

Background/Justification:

The San Diego County Regional Airport Authority ("Authority") has maintained and improved facilities and infrastructure at San Diego International Airport ("SDIA") through its Capital Improvement and Major Maintenance Programs, by augmenting Authority Staff utilizing competitively-selected consulting firms. The three existing On-Call Material Testing, Special Inspection, and Geotechnical Services Agreements are slated to expire on December 31, 2012.

The On-Call Material Testing, Special Inspection, and Geotechnical Services are expected to include, but are not limited to, such matters as conducting material testing; performing special inspections to verify code compliance; and providing analysis and

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summaries of testing and inspection results for the Capital Improvement and Major Maintenance Programs.

On December 15, 2011, a Request for Qualifications ("RFQ") was issued to obtain Statements of Qualifications ("SOQs") from qualified firms, to provide On-Call Material Testing, Special Inspection, and Geotechnical Services for the Authority. A Selection Panel ("Panel") was established which included key representatives from the Authority's Environmental Affairs, Terminal Development Program and Facilities Development Departments, and the Administration Division.

On January 24, 2012, the Authority received 12 SOQs from prospective consultant firms. The Panel conducted a thorough review of the SOQs and determined that seven firms were uniquely qualified to perform the requested On-Call Services.

The SOQ Scoring Criteria used to short-list the qualified firms was based on Project Team and Experience, Organizational Structure, and Work Plan and Approach.

The Panel ranked and short-listed seven of the following firms:

- 1. AMEC Environmental & Infrastructure, Inc.
- 2. Construction Testing & Engineering, Inc.
- 3. Group Delta Consultants
- 4. Kleinfelder West, Inc.
- 5. Ninyo & Moore Geotechnical & Environmental Sciences Consultants
- 6. Southern California Soil & Testing, Inc.
- 7. URS Corporation
- 8. American Engineering Laboratories
- 9. Geocon Incorporated
- 10. Salem Engineering Group
- 11. Seguoia Consultants
- 12. Testing Engineers Southwest

Subsequently, the seven short-listed firms were interviewed on April 25 and April 26, 2012. The Respondents were asked to provide responses to a specific list of questions, prepared by the Panel, which targeted the evaluation criteria presented in the RFQ.

The interviews included presentations by the short-listed firms, along with question and answer periods. Upon conclusion of the interviews, the Panel ranked the firms as follows (please see Interview Ranking Matrix on the following page):

- 1. AMEC Environmental & Infrastructure, Inc.
- 2. Kleinfelder West, Inc.
- 3. Ninyo & Moore Geotechnical & Environmental Sciences Consultants
- 4. URS Corporation
- 5. Group Delta Consultants
- 6. Construction Testing & Engineering
- 7. Southern California Soil & Testing, Inc.

The Panel's final rankings and combined scorings are presented below:

Final Ranking

Firms	Panelist 1	Panelist 2	Panelist 3	Panelist 4	Panelist 5	Total	Final Rank
AMEC Environmental & Infrastructure, Inc.	2	1	3	1	1	8	1
Construction Testing & Engineering	5	4	7	7	3	26	6
Group Delta Consultants	7	5	4	4	5	25	5
Kleinfelder West, Inc.	1	3	1	2	2	9	2
Ninyo and Moore Geotechnical & Environmental Sciences Consultants	3	1	2	3	7	16	3
Southern California Soil & Testing	4	7	6	6	6	29	7
URS Corporation	6	6	4	5	3	24	4

Final Combined Scoring

Firms	Project Team and Experience	Organizational Structure	Work Plan & Approach	Total
AMEC Environmental & Infrastructure, Inc.	2350	1380	920	4650
Construction Testing & Engineering	1950	1170	740	3860
Group Delta Consultants	2050	1110	700	3860
Kleinfelder West, Inc.	2300	1260	940	4500
Ninyo & Moore Geotechnical & Environmental Sciences Consultants	2250	1230	840	4320
Southern California Soil & Testing	1900	1080	740	3720
URS Corporation	1950	1170	700	3820

Recommendation: Award one agreement to each of the following firms, AMEC Environment & Infrastructure. Inc., Kleinfelder West, Inc., and Ninyo and Moore Geotechnical & Environmental Sciences Consultants, Inc., each for a term of three years, with the option for a one-year extension, in an amount not-to-exceed \$3,500,000, in support of the Capital Improvement and Major Maintenance Programs.

CONSULTANTS' BACKGROUNDS:

1) AMEC Environmental & Infrastructure, Inc.

AMEC Environmental & Infrastructure, Inc. ("AMEC") formerly known as MACTEC, merged to enable both organizations to leverage each other's strengths, adding value for clients worldwide. AMEC's long history spans more than 160 years, from its inception as a UK-based construction company, supplying consultancy, engineering, and project management services to its customers in the world's oil and gas, minerals and metals, clean energy, environment and infrastructure markets in around 40 countries around the globe.

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The San Diego Branch of AMEC has in excess of 130 employees to provide immediate support to San Diego International Airport and the ability to draw on nation and worldwide staff as needed. The San Diego Branch provides complete soils and construction materials testing, geotechnical, geological, and special inspection services, as well as environmental and facilities engineering services. All testing will be done in-house. AMEC is an incumbent consultant for performing On-Call Material Testing, Special Inspection and Geotechnical Services for the Authority. In this capacity, AMEC has performed on various Authority projects, such as: Runway/Taxiway Rehabilitation Program, West Terminal Apron and Paving concourse F Terminal Two, East Terminal Apron Rehabilitation, and Aircraft Parking Apron and Triangle Area projects. Lindbergh Field Pavement Rehabilitation Project; West Terminal Expansion Program, and Authority On-Call Testing and Inspection Agreements/Contracts, all performed during the period 1995 to present. In addition to the above listed projects, AMEC has extensive nationwide airport project experience providing construction materials testing and inspection services for more than 175 airports, including 20 airports in California alone. AMEC proposes to perform all services in-house.

AMEC gave a professional, well documented, and highly effective presentation. AMEC's responses to questions were on target and reflected its experience in performing the various services covered by the Scope of Work. AMEC rated very well against the other firms interviewed and, as a result, AMEC was ranked as the Panel's first choice.

2) Kleinfelder West, Inc.

Kleinfelder West, Inc., is a recognized local San Diego and statewide California firm specializing in geotechnical engineering, construction materials testing, special inspection, environmental engineering, and hazardous materials testing. Kleinfelder West, Inc., has extensive experience with airport projects. Since its inception in 1961, Kleinfelder West, Inc., has been involved in hundreds of airfield projects throughout California and western United States. This organization has a San Diego-based staff of 110 professional and technical staff members, supported by 1,900 additional employees located in 80 offices throughout the United States.

Kleinfelder West, Inc., is an incumbent consultant for performing On-Call Material Testing, Special Inspection, and Geotechnical Services for the Authority. In this capacity Kleinfelder West, Inc., has performed on various Authority projects such as: Rehabilitate Taxiway 'C", Green Build (Terminal Development Program), Runway 9-27 Rehabilitation and Taxiway Paving; Passenger Loading Bridges; Aircraft Fueling Facility; and SDIA Pavement Management Study. In addition, Kleinfelder West, Inc., has performed On-Call Geotechnical/Materials Testing Services for the John Wayne Airport; On-Call Soils and Construction Materials Testing and Inspection Services for the San Diego Unified School District; as well as On-Call General Construction Materials Testing, Geotechnical Consulting and Materials Engineering Services for SANDAG.

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Kleinfelder West, Inc.'s, presentation and responses were thorough and well received by the panel. The quality of their presentation and responses resulted in their being ranked the panel's second choice.

3) Ninyo & Moore Geotechnical & Environmental Sciences Consultants

Ninyo & Moore Geotechnical & Environmental Sciences Consultants was established in 1986 and specializes in providing Materials Testing and Inspection, Geotechnical Engineering, and Environmental Engineering Services. Ninyo & Moore Geotechnical & Environmental Sciences Consultants maintains their corporate offices in San Diego. The firm has over 300 employees, comprised of experienced and registered professionals, performing services primarily in the western United States. Ninyo & Moore Geotechnical & Environmental Sciences Consultants is an incumbent consultant for performing On-Call Material Testing, Special Inspection and Geotechnical Services for the Authority. In this capacity, Ninyo & Moore Geotechnical & Environmental Sciences Consultants has performed on various Authority projects such as: Baggage Expansion Project at Terminals 1 and 2; Terminal 2 East 100% Baggage Screening – Terminal Building Modifications; Terminal 1 Retrofit and Building Addition Project; N.T.C. Landfill Remediation; and Employee Parking Lot, N.T.C.

Ninyo & Moore Geotechnical & Environmental Sciences Consultants' presentation and responses, to questions by the Panel, were presented by an experienced management team. Based upon a professional presentation, sound answers to the Panel's questions, and overall ratings and rankings assigned by the Panel, Ninyo & Moore Geotechnical & Environmental Sciences Consultants was selected as the Panel's third choice.

Fiscal Impact:

Funds for the On-Call Material Testing, Special Inspection, and Geotechnical Services Contract are included within the proposed FY2013-FY2017 Capital Budget and the proposed FY2013 and FY2014 Operating Budget on an as-needed basis. Capital sources of funding will include PFCs, AIP grants, Airport Revenue Bonds, and Airport Cash depending upon the individual project.

Authority Strategies:

Thi	s item suppor	ts on	e or more o	f the	Authority S	trateg	gies, as foll	ows:	
	Community Strategy		Customer Strategy		Employee Strategy		Financial Strategy	\boxtimes	Operations Strategy

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Environmental Review:

- A. This Board action, as an administrative action, is not a project that would have a significant effect on the environment as defined by the California Environmental Quality Act (CEQA), as amended, 14 Cal. Code Regs. Section 15378. This Board action is not a "project" subject to CEQA. Pub. Res. Code Section 21065.
- B. California Coastal Act Review: This Board action is not a "development" as defined by the California Coastal Act Pub. Res. Code Section 30106.

Equal Opportunity Program:

The Authority's small business program promotes the utilization of small, local, disadvantaged, and other business enterprises, on all contracts, to provide equal opportunity for qualified firms. By providing education programs, making resources available, and communication through effective outreach, the Authority strives for diversity in all contracting opportunities.

The Authority has a Disadvantaged Business Enterprises ("DBE") Plan as required by the Department of Transportation, 49 CFR Part 26. The DBE Plan calls for the Authority to submit an annual overall goal for DBE participation on all federally funded projects.

This program uses federal funds; therefore portions of it will be applied toward the Authority's over-all DBE goal. AMEC is proposing 0% participation while Kleinfelder West, Inc. and Ninyo & Moore Geotechnical & Environmental Sciences Consultants are proposing 3% to 5%.

Prepared by:

IRAJ GHAEMI DIRECTOR, FACILITIES DEVELOPMENT

RESOLUTION NO. 2012-0063

A RESOLUTION OF THE BOARD OF THE SAN DIEGO COUNTY REGIONAL AIRPORT AUTHORITY APPROVING AND AUTHORIZING PRESIDENT/CEO TO EXECUTE AN ON-CALL MATERIAL TESTING, SPECIAL INSPECTION, AND GEOTECHNICAL SERVICE AGREEMENT WITH AMEC ENVIRONMENTAL AND INFRASTRUCTURE. INC., FOR A TERM OF THREE YEARS, WITH THE OPTION FOR A ONE-YEAR EXTENSION, IN AN TO AMOUNT NOT-TO-EXCEED \$3,500,000. SUPPORT THE CAPITAL IMPROVEMENT AND MAJOR MAINTENANCE PROGRAMS

WHEREAS, the San Diego County Regional Airport Authority ("Authority") has maintained and improved facilities and infrastructure, at San Diego International Airport ("SDIA") through its Capital Improvement and Major Maintenance Programs, by augmenting Authority Staff ("Staff") utilizing competitively-selected consulting firms; and

WHEREAS, the three existing On-Call Material Testing, Special Inspection, and Geotechnical Services Agreements are slated to expire on December 31, 2012; and

WHEREAS, the On-Call Material Testing, Special Inspection, and Geotechnical Services are expected to include, but are not limited to, such matters as conducting material testing; performing special inspections to verify code compliance; and providing analysis and summaries of testing and inspection results for the Capital Improvement and Major Maintenance Programs; and

WHEREAS, on December 15, 2011, a Request for Qualifications ("RFQ") was issued to obtain Statements of Qualifications ("SOQs") from qualified firms, to provide On-Call Material Testing, Special Inspection, and Geotechnical Services for the Authority; and

WHEREAS, a Selection Panel ("Panel"), was established, which included key representatives from the Authority's Environmental Affairs, Terminal Development Program and Facilities Development Department, and Administration Division; and

WHEREAS, on January 24, 2012, the Authority received 12 SOQs from prospective consultant firms; and

WHEREAS, the Panel conducted a thorough review of the SOQs and determined that seven firms were uniquely qualified to perform the requested On-Call Services; and

WHEREAS, the SOQ Scoring Criteria used to short-list the qualified firms was based on Project Team and Experience, Organizational Structure, and Work Plan and Approach; and

WHEREAS, the Panel interviewed and ranked the seven short-listed firms; and

WHEREAS, the interviews included presentations by the short-listed firms, along with question and answer periods. Upon conclusion of the interviews, the Panel ranked the firms as follows:

- 1. AMEC Environmental & Infrastructure, Inc.
- 2. Kleinfelder West, Inc.
- 3. Ninyo & Moore Geotechnical & Environmental Sciences Consultants
- 4. URS Corporation
- 5. Group Delta Consultants
- 6. Construction Testing & Engineering
- 7. Southern California Soil & Testing, Inc.

NOW, THEREFORE, BE IT RESOLVED that the Board hereby approves and authorizes the President/CEO to execute an On-Call Material Testing, Special Inspection, and Geotechnical Service Agreement with AMEC Environmental and Infrastructure, Inc., for a term of three years, with the option for a one-year extension, in an amount not-to-exceed \$3,500,000, to support the Capital Improvement and Major Maintenance Programs; and

BE IT FURTHER RESOLVED that the Authority and its officers, employees, and agents hereby are authorized, empowered, and directed to do and perform all such acts as may be necessary or appropriate in order to effectuate fully the foregoing resolution; and

BE IT FURTHER RESOLVED that the Board finds that this Board action, as an administrative action, is not a "project" that would have a significant effect on the environment as defined by the California Environmental Quality Act (CEQA); as amended, 14 Cal. Code Regs. Section 15378; and this Board action is not a "project" subject to CEQA. Pub. Res. Code Section 21065, and is not a "development" as defined by the California Coastal Act Pub. Res. Code Section 30106.

Resolution No. 2012-0063 Page 3 of 3

GENERAL COUNSEL

PASSED, ADOPTED, AND APPROVED by the Board of the San Diego County Regional Airport Authority at a regular meeting this 7th day of June, 2012, by the following vote:

AYES:	Board Members:	
NOES:	Board Members:	
ABSENT:	Board Members:	
		ATTEST:
		TONY R. RUSSELL DIRECTOR, CORPORATE SERVICES/ AUTHORITY CLERK
APPROVE	D AS TO FORM:	
BRETON K	LOBNER	

RESOLUTION NO. 2012-0064

A RESOLUTION OF THE BOARD OF THE SAN DIEGO COUNTY REGIONAL AIRPORT AUTHORITY APPROVING AUTHORIZING AND PRESIDENT/CEO TO EXECUTE AN ON-CALL MATERIAL TESTING, SPECIAL INSPECTION, AND GEOTECHNICAL SERVICE AGREEMENT WITH KLEINFELDER WEST, INC., FOR A TERM OF THREE YEARS, WITH THE OPTION FOR A AN **AMOUNT** EXTENSION. IN ONE-YEAR NOT-TO-EXCEED \$3,500,000, TO SUPPORT THE CAPITAL IMPROVEMENT AND **MAJOR** MAINTENANCE PROGRAMS

WHEREAS, the San Diego County Regional Airport Authority ("Authority") has maintained and improved facilities and infrastructure, at San Diego International Airport ("SDIA") through its Capital Improvement and Major Maintenance Programs, by augmenting Authority Staff ("Staff") utilizing competitively-selected consulting firms; and

WHEREAS, the three existing On-Call Material Testing, Special Inspection, and Geotechnical Services Agreements are slated to expire on December 31, 2012; and

WHEREAS, the On-Call Material Testing, Special Inspection, and Geotechnical Services are expected to include, but are not limited to, such matters as conducting material testing; performing special inspections to verify code compliance; and providing analysis and summaries of testing and inspection results for the Capital Improvement and Major Maintenance Programs; and

WHEREAS, on December 15, 2011, a Request for Qualifications ("RFQ") was issued to obtain Statements of Qualifications ("SOQs") from qualified firms, to provide On-Call Material Testing, Special Inspection, and Geotechnical Services for the Authority; and

WHEREAS, a Selection Panel ("Panel"), was established, which included key representatives from the Authority's Environmental Affairs, Terminal Development Program and Facilities Development Department, and Administration Division; and

WHEREAS, on January 24, 2012, the Authority received 12 SOQs from prospective consultant firms; and

WHEREAS, the Panel conducted a thorough review of the SOQs and determined that seven firms were uniquely qualified to perform the requested On-Call Services; and

WHEREAS, the SOQ Scoring Criteria used to short-list the qualified firms was based on Project Team and Experience, Organizational Structure, and Work Plan and Approach; and

WHEREAS, the Panel interviewed and ranked the seven short-listed firms; and

WHEREAS, the interviews included presentations by the short-listed firms, along with question and answer periods. Upon conclusion of the interviews, the Panel ranked the firms as follows:

- 1. AMEC Environmental & Infrastructure, Inc.
- 2. Kleinfelder West, Inc.
- 3. Ninyo & Moore Geotechnical & Environmental Sciences Consultants
- 4. URS Corporation
- 5. Group Delta Consultants
- 6. Construction Testing & Engineering
- 7. Southern California Soil & Testing, Inc.

NOW, THEREFORE, BE IT RESOLVED that the Board hereby approves and authorizes the President/CEO to execute an On-Call Material Testing, Special Inspection, and Geotechnical Service Agreement with Kleinfelder West, Inc., for a term of three years, with the option for a one-year extension, in an amount not-to-exceed \$3,500,000, to support the Capital Improvement and Major Maintenance Programs; and

BE IT FURTHER RESOLVED that the Authority and its officers, employees, and agents hereby are authorized, empowered, and directed to do and perform all such acts as may be necessary or appropriate in order to effectuate fully the foregoing resolution; and

BE IT FURTHER RESOLVED that the Board finds that this Board action, as an administrative action, is not a "project" that would have a significant effect on the environment as defined by the California Environmental Quality Act (CEQA); as amended, 14 Cal. Code Regs. Section 15378; and this Board action is not a "project" subject to CEQA. Pub. Res. Code Section 21065, and is not a "development" as defined by the California Coastal Act Pub. Res. Code Section 30106.

Resolution No. 2012-0064 Page 3 of 3

GENERAL COUNSEL

PASSED, ADOPTED, AND APPROVED by the Board of the San Diego County Regional Airport Authority at a regular meeting this 7th day of June, 2012, by the following vote:

AYES:	Board Members:	
NOES:	Board Members:	
ABSENT:	Board Members:	
		ATTEST:
		TONY R. RUSSELL DIRECTOR, CORPORATE SERVICES/ AUTHORITY CLERK
APPROVE	D AS TO FORM:	
BRETON K	LOBNER	

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RESOLUTION NO. 2012-0065

A RESOLUTION OF THE BOARD OF THE SAN DIEGO COUNTY REGIONAL AIRPORT AUTHORITY APPROVING AND AUTHORIZING PRESIDENT/CEO TO EXECUTE AN ON-CALL MATERIAL TESTING, SPECIAL INSPECTION, AND GEOTECHNICAL SERVICE AGREEMENT WITH NINYO MOORE GEOTECHNICAL & ENVIRONMENTAL SCIENCES CONSULTANTS. FOR A TERM OF THREE YEARS. WITH THE OPTION FOR A ONE-YEAR EXTENSION, IN AN AMOUNT NOT-TO-EXCEED \$3,500,000. SUPPORT THE CAPITAL IMPROVEMENT AND MAJOR MAINTENANCE PROGRAMS

WHEREAS, the San Diego County Regional Airport Authority ("Authority") has maintained and improved facilities and infrastructure at San Diego International Airport ("SDIA") through its Capital Improvement and Major Maintenance Programs, by augmenting Authority Staff ("Staff") utilizing competitively-selected consulting firms; and

WHEREAS, the three existing On-Call Material Testing, Special Inspection, and Geotechnical Services Agreements are slated to expire on December 31, 2012; and

WHEREAS, the On-Call Material Testing, Special Inspection, and Geotechnical Services are expected to include, but are not limited to, such matters as conducting material testing; performing special inspections to verify code compliance; and providing analysis and summaries of testing and inspection results for the Capital Improvement and Major Maintenance Programs; and

WHEREAS, on December 15, 2011, a Request for Qualifications ("RFQ") was issued to obtain Statements of Qualifications ("SOQs") from qualified firms, to provide On-Call Material Testing, Special Inspection, and Geotechnical Services for the Authority; and

WHEREAS, a Selection Panel ("Panel"), was established which included key representatives from the Authority's Environmental Affairs, Terminal Development Program and Facilities Development Department, and Administration Division; and

WHEREAS, on January 24, 2012, the Authority received 12 SOQs from prospective consultant firms; and

WHEREAS, the Panel conducted a thorough review of the SOQs and determined that seven firms were uniquely qualified to perform the requested On-Call Services; and

WHEREAS, the SOQ Scoring Criteria used to short-list the qualified firms was based on Project Team and Experience, Organizational Structure, and Work Plan and Approach; and

WHEREAS, the Panel interviewed and ranked the seven short-listed firms; and

WHEREAS, the interviews included presentations by the short-listed firms, along with question and answer periods. Upon conclusion of the interviews, the Panel ranked the firms as follows:

- 1. AMEC Environmental & Infrastructure, Inc.
- 2. Kleinfelder West, Inc.
- 3. Ninyo & Moore Geotechnical & Environmental Sciences Consultants
- 4. URS Corporation
- 5. Group Delta Consultants
- 6. Construction Testing & Engineering
- 7. Southern California Soil & Testing, Inc.

NOW, THEREFORE, BE IT RESOLVED that the Board hereby approves and authorizes the President/CEO to execute an On-Call Material Testing, Special Inspection, and Geotechnical Service Agreement with Ninyo & Moore Geotechnical & Environmental Sciences Consultants for a term of three years, with the option for a one-year extension, in an amount not-to-exceed \$3,500,000, to support the Capital Improvement and Major Maintenance Programs; and

BE IT FURTHER RESOLVED that the Authority and its officers, employees, and agents hereby are authorized, empowered, and directed to do and perform all such acts as may be necessary or appropriate in order to effectuate fully the foregoing resolution; and

BE IT FURTHER RESOLVED that the Board finds that this Board action, as an administrative action, is not a "project" that would have a significant effect on the environment as defined by the California Environmental Quality Act (CEQA); as amended, 14 Cal. Code Regs. Section 15378; and this Board action is not a "project" subject to CEQA. Pub. Res. Code Section 21065, and is not a "development" as defined by the California Coastal Act Pub. Res. Code Section 30106.

Resolution No. 2012-0065 Page 3 of 3

PASSED, ADOPTED, AND APPROVED by the Board of the San Diego County Regional Airport Authority at a regular meeting this 7th day of June, 2012, by the following vote:

AYES:	Board Members	S :

NOES: Board Members:

ABSENT: Board Members:

ATTEST:

TONY R. RUSSELL DIRECTOR, CORPORATE SERVICES/ AUTHORITY CLERK

APPROVED AS TO FORM:

BRETON K. LOBNER GENERAL COUNSEL