

Board Members

Gil Cabrera (Chair)
James Sly (Vice-Chair)
Whitney Benzian
Monica Montgomery Steppe
Rafael Perez
Esther C. Sanchez
Steve Vaus
Marni von Wilpert

Ex-Officio Board Members

Ann Fox
Col. R. Erik Herrmann
Michele Perrault

President/CEO

Kimberly J. Becker

DRAFT ACTION MINUTES

Board Meeting Agenda

Thursday, December 4, 2025
9:00 AM

San Diego County Regional Airport Authority
Administration Building
First Floor – Board Room
2417 McCain Road
San Diego, CA 92101

Live webcasts of Authority Board meetings can be accessed at
<https://www.san.org/meetings-and-agendas/>

CALL TO ORDER: Vice Chair Sly called the meeting to order at 9:06 a.m.

PLEDGE OF ALLEGIANCE: Vice Chair Sly led the Pledge of Allegiance.

ROLL CALL: Cabrera, Fox (Ex-Officio), Herrmann (Ex-Officio), and Perrault (Ex-Officio) were ABSENT

Kristen Camper, Community Plans & Liaison Officer, attended the meeting on behalf of Board Member Herrmann (Ex-Officio)

PRESENTATIONS: None

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

- **AUDIT COMMITTEE:**
Committee Members: Huerta, Newsom (Chair), Montgomery Steppe, Perez, Sanchez, Vaus, Wong Nickerson
- **CAPITAL IMPROVEMENT PROGRAM OVERSIGHT COMMITTEE:**
Committee Members: Benzian, Perez, Sanchez, von Wilpert (Chair)
- **EXECUTIVE PERSONNEL AND COMPENSATION COMMITTEE:**
Committee Members: Cabrera (Chair), Sly

For reference only. This document is not the official action of the meeting and should not be maintained once the final minutes are adopted.

Board Meeting Agenda

Thursday, December 4, 2025

Page 2 of 6

- **FINANCE COMMITTEE:**
Committee Members: Sly (Chair), von Wilpert

ADVISORY COMMITTEES

- **AUTHORITY ADVISORY COMMITTEE:**
Liaisons: Benzian
- **ARTS ADVISORY COMMITTEE:**
Liaison:

LIAISONS

- **CALTRANS:**
Liaison: Fox
- **INTERGOVERNMENTAL AFFAIRS:**
Liaison: Cabrera
- **MILITARY AFFAIRS:**
Liaison: Herrmann
- **PORT:**
Liaisons: Cabrera (Primary), von Wilpert
- **WORLD TRADE CENTER:**
Representative: Sly

BOARD REPRESENTATIVES (EXTERNAL)

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

CHAIR REPORT:

PRESIDENT/CEO REPORT:

NON-AGENDA PUBLIC COMMENT:

For reference only. This document is not the official action of the meeting and should not be maintained once the final minutes are adopted.

CONSENT AGENDA (ITEMS 1-11):

The Consent Agenda contains items that are routine in nature and non-controversial. Some items may be referred by a standing Board Committee or approved as part of the budget process. The matters listed under 'Consent Agenda' may be approved by one motion. Any Board Member may remove an item for separate consideration. Items so removed will be heard before the scheduled New Business Items, unless otherwise directed by the Chair.

[ACTION: 7-0 to approve the Consent Agenda, noting Chair Cabrera as ABSENT]

1. APPROVAL OF MINUTES:

RECOMMENDATION: Approve the minutes of the November 6, 2025, 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.

(Office of the Authority Clerk: Annette Fagan Ortiz, Authority Clerk)

3. AWARDED CONTRACTS AND APPROVED CHANGE ORDERS FROM OCTOBER 10, 2025, THROUGH NOVEMBER 9, 2025, AND REAL PROPERTY AGREEMENTS GRANTED AND ACCEPTED FROM OCTOBER 10, 2025, THROUGH NOVEMBER 9, 2025:

RECOMMENDATION: Receive the report.

(Procurement: Jana Vargas, Director)

4. DECEMBER 2025 LEGISLATIVE REPORT:

RECOMMENDATION: Adopt Resolution No. 2025-0081, approving the December 2025 Legislative Report.

(Government Relations & Strategy: Matt Harris, Director)

CLAIMS:

5. REJECT CLAIM OF JERRY SANCHEZ:

RECOMMENDATION: Adopt Resolution No. 2025-0082, rejecting the claim of Jerry Sanchez.

(General Counsel: Amy Gonzalez)

COMMITTEE RECOMMENDATIONS:

6. **ACCEPTANCE OF EXTERNAL AUDITOR'S REPORTS FOR FISCAL YEAR ENDED JUNE 30, 2025: A) AUDITED FINANCIAL STATEMENTS, B) PASSENGER FACILITY CHARGES PROGRAM REPORT, C) CUSTOMER FACILITY CHARGE PROGRAM COMPLIANCE REPORT, AND D) LETTER TO THE AUDIT COMMITTEE:**
RECOMMENDATION: The Audit Committee recommends that the Board accept the reports.
(Finance: Scott Brickner, Vice President and Chief Financial Officer)
7. **ACCEPTANCE OF THE ANNUAL COMPREHENSIVE FINANCIAL REPORT (ACFR) FOR THE YEAR ENDED JUNE 30, 2025:**
RECOMMENDATION: The Audit Committee recommends that the Board accept the report.
(Finance: Scott Brickner, Vice President and Chief Financial Officer)

CONTRACTS AND AGREEMENTS:

8. **APPROVE AND AUTHORIZE THE PRESIDENT/CEO TO NEGOTIATE AND EXECUTE A THIRD AMENDMENT TO A REIMBURSABLE AGREEMENT WITH THE DEPARTMENT OF TRANSPORTATION FEDERAL AVIATION ADMINISTRATION (FAA) FOR ENGINEERING AND TECHNICAL SUPPORT RELATED TO NEW T1 AIRSIDE IMPROVEMENT:**
RECOMMENDATION: Adopt Resolution No. 2025-0083, approving and authorizing the President/CEO to negotiate and execute a third amendment to a Reimbursable Agreement between the Department of Transportation Federal Aviation Administration (FAA) and the San Diego County Regional Airport Authority for engineering and technical support related to New T1 Airside improvements at San Diego International Airport.
(Airport Design & Construction: Bob Bolton, Director)
9. **APPROVE AND AUTHORIZE THE PRESIDENT/CEO TO GRANT AN EASEMENT FOR ELECTRICAL UTILITY SERVICE TO SAN DIEGO GAS & ELECTRIC COMPANY:**
RECOMMENDATION: Adopt Resolution No. 2025-0084, approving and authorizing the President/CEO to negotiate and execute an easement for electrical utility purposes with San Diego Gas & Electric Company for the construction of new electrical infrastructure in support of Project No. 413002 New Shuttle Lot at San Diego International Airport.
(Airport Design & Construction: Bob Bolton, Director)

10. APPROVE THE SECOND AMENDMENT TO THE LEGAL SERVICES AGREEMENT WITH PILLSBURY WINTHROP SHAW PITTMAN LLP EXTENDING THE TERM FOR ONE YEAR:

RECOMMENDATION: Adopt Resolution No. 2025-0085, approving the second amendment to the legal services agreement with Pillsbury Winthrop Shaw Pittman LLP extending the term for one year.

(General Counsel: Amy Gonzalez)

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

11. APPROVE AND AUTHORIZE THE PRESIDENT/CEO TO NEGOTIATE AND EXECUTE A POWER PURCHASE AGREEMENT AND SITE LEASE WITH STATEN SOLAR CORPORATION TO FINANCE, DESIGN, INSTALL, OPERATE, AND MAINTAIN A SOLAR PHOTOVOLTAIC GENERATING SYSTEM AT NEW TERMINAL 1:

RECOMMENDATION: Adopt Resolution No. 2025-0086, to approve and authorize the President/CEO to: (1) negotiate and execute a solar Power Purchase Agreement ("PPA") with Staten Solar Corporation ("Staten") to finance, design, install, operate and maintain a solar photovoltaic generating ("PV") system at New Terminal 1 ("NT1") in an amount not-to-exceed \$18,000,000 for a term of twenty years from the start of solar generation of each project phase; (2) negotiate and execute a Site Lease with Staten for the development of a PV system at NT1, for the same term as the PPA; and (3) consent to the future assignment of the PPA and Site Lease from Staten to a PPA-specific special purpose limited liability corporation for Project No. 104311 NT1 PV Panels & Battery Storage at San Diego International Airport.

(Airport Design & Construction: Bob Bolton, Director)

PUBLIC HEARINGS:

12. CUSTOMER FACILITY CHARGE RATE AMENDMENT:

RECOMMENDATION: Adopt Resolution No. 2025-0087, authorizing the implementation and collection of an alternative Customer Facility Charge pursuant to California Government Code § 50474.3 in the amount of \$12 per transaction day (maximum of five days) effective February 4, 2026 for purposes of paying debt related obligations of the consolidated rental car facility, major maintenance costs of the consolidated rental car facility and operation of the associated common use transportation system.

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

[ACTION: 7-0 to approve the Consent Agenda, noting Chair Cabrera as ABSENT]

CONTINUED BUSINESS:

For reference only. This document is not the official action of the meeting and should not be maintained once the final minutes are adopted.

Board Meeting Agenda

Thursday, December 4, 2025

Page 6 of 6

NEW BUSINESS:

CLOSED SESSION: The Board recessed into Closed Session at 9:41 a.m. to hear items 13 (1 case), 14, and 15.

13. CONFERENCE WITH LEGAL COUNSEL - ANTICIPATED LITIGATION: Initiation of litigation pursuant to paragraph (4) of subdivision (d) of Section 54956.9
Number of potential Cases: 2

14. PUBLIC EMPLOYEE APPOINTMENT
Title: President/CEO

15. PUBLIC EMPLOYEE PERFORMANCE EVALUATION
Title: General Counsel

REPORT ON CLOSED SESSION: The Board reconvened out of Closed Session at 10:55 a.m.

GENERAL COUNSEL REPORT: No report out.

BOARD COMMENT:

ADJOURNMENT: The meeting adjourned at 10:55 a.m.