

**DuPAGE AIRPORT AUTHORITY
ANNUAL AND REGULAR BOARD MEETING
Wednesday, January 9, 2013
DuPage Flight Center, 2700 International Drive, West Chicago
1st Floor Conference Room**

The Annual and Regular Meeting of the Board of Commissioners of the DuPage Airport Authority was convened at the DuPage Flight Center, 2700 International Drive, West Chicago, Illinois, 1st Floor Conference Room; Wednesday, January 9, 2013. Chairman Goodwin called the meeting to order at 3:06 p.m. and a quorum was present for the meeting.

Commissioners Present: Davis, Donnelly, Gillett, Goodwin, Gorski, LaMantia, Sabathne', Thompson.

Commissioners Absent: Huizenga

DuPage Airport Authority Staff Present: David Bird, Executive Director; Byron Miller, Director of Operations; Mark Doles, Director of Aviation Facilities and Properties; Patrick Hoard, Director of Finance; John Schlaman, General Manager Prairie Landing Golf Club; Anna Marano, Procurement Analyst; Anna Normoyle, Marketing Coordinator; Pam Miller, Executive Assistant and Board Liaison.

Others in Attendance: Phil Luetkehans, Schirott & Luetkehans; Dan Pape, Crawford, Murphy & Tilly; Edward Harrington, CenterPoint Properties Trust; Michael Vonic, CH2M Hill; Ben Goebel, Atkins.

Members of the Press: None

APPROVAL OF MINUTES

Chairman Goodwin asked for additions or corrections to the minutes of November 14, 2012 Regular Board Meeting. Commissioner Donnelly made a **MOTION** to approve the minutes of the November 14, 2012 Regular Board Meeting and Commissioner Gillett **seconded this motion**. The motion was passed unanimously by roll call vote (8-0).

Chairman Goodwin asked for additions or corrections to the minutes of the November 14, 2012 Capital Development, Leasing and Customer Fees Committee Meeting. Commissioner Sabathne' made a **MOTION** to approve the minutes of the November 14, 2012 Capital Development, Leasing and Customer Fees Committee Meeting and Commissioner LaMantia **seconded this motion**. The motion was passed unanimously by roll call vote (8-0).

Chairman Goodwin asked for additions or corrections to the minutes of the November 14, 2012 Finance, Budget and Audit Committee Meeting and there were none. Commissioner Davis made a **MOTION** to approve the minutes of the November 14, 2012 Finance, Budget and Audit Committee Meeting and Commissioner Donnelly **seconded this motion**. The motion was passed unanimously by roll call vote (8-0).

Chairman Goodwin asked for additions or corrections to the minutes of the September 11, 2012 Internal Policy and Compliance Committee Meeting and there were none. Commissioner Gillett made a **MOTION** to approve the minutes of the September 11, 2012 Internal Policy and Compliance Committee Meeting and Commissioner Thompson **seconded this motion**. The motion was passed unanimously by roll call vote (8-0).

Chairman Goodwin asked for additions or corrections to the minutes of the September 26, 2012 Golf Committee Meeting and there were none. Commissioner Donnelly made a **MOTION** to approve the minutes of the September 26, 2012 Golf Committee Meeting and Commissioner Davis **seconded this motion**. The motion was passed unanimously by roll call vote (8-0).

PUBLIC COMMENT

None

DIRECTOR'S REPORT

Executive Director Bird discussed the monthly operating statistics:

Total operations were up nearly 6%; total gallons of fuel sold decreased by 9%. Year-to-Date for November the total operations were down 3.7% and the total gallons of fuel sold was down 2.8% from 2011.

For the month of December: Total gallons of fuel sold were down 3.1%. Operations numbers were not yet available. Discussion occurred.

Executive Director Bird continued to review the ongoing Airport projects:

The *2013 Budget and Appropriations Ordinance* is on the agenda for Board approval. The Tentative Budget and Appropriations was submitted on December 3, 2012 to DuPage County Board Chairman Cronin and no comments were received from either he or his staff. A Public Hearing was held on January 8, 2013 and no comments were received by the public. The 2013 budget includes the next abatement of \$500,000 which will bring our total refund of property taxes since 2010 to a total of \$2.5 million. A press release will be issued when the Budget is approved by the Board.

A pre construction meeting was held for *Phase II of the Flight Center Renovations and* by the March Board meeting construction will be well underway.

Numerous meetings and negotiations are going forward with potential *Flight Departments that may locate at DuPage Airport*.

DuPage Business Center – Staff attended a marketing meeting in early December with CenterPoint and Jones Lang LaSalle and there were no reported prospects for tenants above a 10% probability at this time. Discussion followed.

REVIEW OF NOVEMBER 2012 FINANCIAL STATEMENTS

Executive Director Bird asked Patrick Hoard to provide a review of the December 2012 Financial Statements and discussion followed.

REPORT OF COMMITTEES

Internal Policy and Compliance Committee:

Commissioner Gillett advised that the Internal Policy and Compliance Committee had not had a reason to meet since the last Board Meeting, therefore no report was given.

Finance, Budget and Audit Committee:

Commissioner Davis provided the Finance Committee report in Commissioner Huizenga's absence. Commissioner Davis advised that the Finance Committee met earlier in the day and considered four items; all items favorably recommended for Board approval and would be addressed later in the meeting.

Golf Committee:

Commissioner Donnelly advised two agenda items relating to Prairie Landing Golf Club are on the Board Meeting Agenda and are being recommended for approval. He emphasized the importance of the fact that Prairie Landing Golf Club pays taxes to the West Chicago School Districts and none of the other park districts are required to pay taxes. He continued that this is a very big part of Prairie Landing's yearly expenses and should be pointed out to the County Board. Discussion followed.

Capital Development, Leasing and Customer Fees:

Commissioner Gorski reported that the Capital Development, Leasing and Customer Fees Committee met earlier with all committee members present. He advised that the Committee considered agenda items 9.j. and 9.k. regarding a lease agreement and the related modifications to be made to that office space; both unanimously recommended for Board approval

Business Park:

Executive Director Bird advised there were no representatives present from CenterPoint at this time to provide a report.

Chairman Goodwin stated that the Regular Meeting would be recessed to the Annual Board Meeting. He continued that during the Annual Meeting the election of officers for the coming Fiscal Year would be held, committee assignments would be reviewed and the 2013 Board and Committee Meeting Calendar approved. He stated that he would officially resign from the DuPage Airport Authority Board of Commissioners on January 31, 2013 so a new Chairman would be elected and committee assignments would be left up to the newly elected Chairman. Chairman Goodwin stated that each Board Member, Executive Director Bird and Attorney Luetkehans would receive a copy of his letter of resignation.

RECESS REGULAR MEETING AND CONVENE THE ANNUAL MEETING

The Regular Meeting of the DuPage Airport Authority Board of Commissioners was recessed at 3:40 p.m. and the Annual Meeting was immediately convened. Upon roll call there was a quorum present for this portion of the meeting.

ELECTION OF OFFICERS FOR THE 2013 FISCAL YEAR

Chairman Goodwin asked for nominations for the office of Chairman. Commissioner LaMantia made a **MOTION** to nominate Stephen Davis for the office of Chairman. Commissioner Thompson **seconded the motion**. Chairman Goodwin asked for further nominations for the office of Chairman and there were none; nominations were closed. The motion to elect Commissioner Stephen Davis as Chairman was passed unanimously by roll call vote (8-0).

Chairman Goodwin asked for nominations for the office of Vice Chairman. Commissioner Donnelly made a **MOTION** to nominate Gina LaMantia for the office of Vice Chairman. Commissioner Sabathne' **seconded the motion**. Commissioner LaMantia asked to respectfully withdraw her name for nomination for the office of Vice Chairman. Discussion followed.

Commissioner LaMantia's statements: " I am flattered and humbled by the nomination and the outpouring of so many compliments by my fellow board members but I respectfully withdraw. With all due respect, I did not initially put my name in the hat for this position but after being approached by other board members who recommended that I should consider running for this position I was interested in considering this position. It was my understanding at the time that a certain other Board Member whom I respect was not interested in the position but rather a different position. Since that time, I was approached by DuPage County Board Chairman Cronin and in our conversation he stated there was another Board Member with an interest in this position and he, Chairman Cronin, expressed that he wanted or was interested in Gerry Gorski being Vice Chairman and Stephen Davis as Chairman." He respectfully requested that she withdraw her name from nomination and given the information she agreed with him. She stated to the Board that she wanted to make sure that personalities and contentions are cast aside and she wanted to do what she felt was the right thing. She stated, "I am very sorry and it is important to me that we work together as a Board cohesively and amicably and I respect and believe Gerry Gorski is the best person for this position and because of that, I want to be the one to nominate Gerry Gorski as Vice Chairman and respectfully request another board member second my motion and for the board to unanimously vote and support my nomination."

Commissioner LaMantia made a **MOTION** to nominate Gerry Gorski for the office of Vice Chairman. Commissioner LaMantia's **motion was seconded** by Commissioner Davis. Chairman Goodwin asked for further nominations for the office of Vice Chairman and there were none; nominations were closed. The motion to elect Commissioner Gerry Gorski as Vice Chairman was passed unanimously by roll call vote (8-0).

Chairman Goodwin asked for nominations for the office of Treasurer. Commissioner LaMantia made a **MOTION** to nominate Peter Huizenga for the office of Treasurer. Commissioner Davis **seconded the motion**. Chairman Goodwin asked for further nominations for the office of Treasurer and there were none; nominations were closed.

The motion to elect Commissioner Peter Huizenga as Treasurer was passed unanimously by roll call vote (8-0).

Chairman Goodwin asked for nominations for the office of Secretary. Commissioner Davis made a **MOTION** to nominate Dayle Gillett for the office of Secretary. Commissioner Thompson **seconded the motion**. Chairman Goodwin asked for further nominations for the office of Secretary and there were none; nominations were closed. The motion to elect Commissioner Dayle Gillett as Secretary was passed unanimously by roll call vote (8-0).

Chairman Goodwin asked for nominations for the two staff positions on the Board; Assistant Secretary and Assistant Treasurer. Commissioner Sabathne' made a **MOTION** to nominate Mark Doles for Assistant Secretary and Patrick Hoard for Assistant Treasurer. Commissioner Donnelly **seconded the motion**. Chairman Goodwin asked for further nominations for these offices and there were none; nominations were closed. The motion to elect Mark Doles as Assistant Secretary and Patrick Hoard as Assistant Treasurer was passed unanimously by roll call vote (8-0).

Chairman Goodwin at this time acknowledged Commissioner Stephen Davis as the newly elected Chairman of the DuPage Airport Authority Board of Commissioners and asked that he Chair the remaining Annual Meeting and the Regular Board Meeting.

Newly Elected Chairman Davis's statements:

"Commissioner LaMantia and I came onto this Board at the same time and this has been a tremendous opportunity and learning experience. It has renewed my faith in Government. You have laid a template with the transparency established and good business practices, Chairman Goodwin that does not need to be changed. Staff is unbelievable; all are professional and have treated me with respect always. I very humbly accept this office. And thanks to the whole Board for their support and encouragement. I want to try to make something that is already very good even better. Chairman Goodwin, thanks for your leadership, friendship and fellowship and I appreciate being able to call upon you for advice if I run into a tough question. Thank you Vice Chairman Gorski for continuing to work with me on this Board. DuPage County Chairman Cronin is excited."

Commissioner Sabathne' s statements:

"I very much appreciate Gina's stepping up and the professional manner in which she has handled this. This is a highly focused Board. I am anxious to move forward. I honestly would enjoy working with anyone on this Board and would have voted for anyone to represent any of the offices."

REVIEW OF COMMITTEE ASSIGNMENTS

Chairman Davis stated that he would be reaching out to Board Members to discuss committee assignments in the very near future.

APPROVAL OF 2013 MEETING CALENDAR

Chairman Davis stated that the former Chairman has established a calendar and schedule for meetings that works very well and he would ask that Board Members take an opportunity to look through the dates and advise if there are any needed adjustments.

Commissioner LaMantia made a **MOTION** to approve the 2013 Meeting Calendar. Commissioner Sabathne' **seconded the** motion and the motion was passed unanimously by roll call vote (8-0).

A **MOTION** was made by Commissioner Gorski to adjourn the Annual Board Meeting; the **motion was seconded** by Commissioner Donnelly. By unanimous voice vote, the motion was passed and the Annual Board Meeting adjourned at 4:00 p.m. The Regular Board Meeting was immediately reconvened.

Chairman Davis recessed the Regular Meeting at 4:00 p.m. and the meeting reconvened at 4:05 p.m.

OLD BUSINESS

None

Ed Harrington of CenterPoint addressed the Board regarding the DuPage Business Center. He related that CenterPoint had anticipated an agreement for a prospective tenant for the Data Center however, the prospective tenant was not able to complete this transaction; he expressed CenterPoint's disappointment. Discussion followed briefly.

NEW BUSINESS

Proposed Ordinance 2013-260; Adopting Budget and Appropriations Ordinance for the DuPage Airport Authority for the Fiscal Year Beginning January 1, 2013 and ending December 31, 2013.

Executive Director Bird and Patrick Hoard reviewed the Budget and Appropriations for Fiscal Year 2013. Executive Director Bird advised the Tentative Budget and Appropriations for 2013 was passed at the November 14, 2012 Board Meeting and forwarded to the DuPage County Chairman on December 3, 2012 for review. He added that a Public Hearing was held on January 8, 2013 with no public comments. Executive Director Bird continued that all statutory requirements have been met and staff and the Finance, Budget and Audit Committee recommended approval. Discussion occurred.

A **MOTION** was made by Commissioner Donnelly to approve Proposed Ordinance 2013-260; Adopting Budget and Appropriations Ordinance for the DuPage Airport Authority for the Fiscal Year Beginning January 1, 2013 and ending December 31, 2013. The **motion was seconded** by Commissioner Sabathne' and was passed unanimously by roll call vote (8-0).

Proposed Ordinance 2013-261; An Ordinance of the DuPage Airport Authority Promulgating Regulations Under the Freedom of Information Act.

Executive Director Bird advised this Proposed Ordinance is passed annually by the Board in order to promulgate regulations under the Freedom of Information Act and is a statutory requirement.

A **MOTION** was made by Commissioner Gorski to approve Proposed Ordinance 2013-261; An Ordinance of the DuPage Airport Authority Promulgating Regulations Under the Freedom of Information Act. The **motion was seconded** by Commissioner Thompson and was passed unanimously by roll call vote (8-0).

Proposed Ordinance 2013-262; An Ordinance Enacting an Ethics Ordinance and Repealing Ordinance 2012-258.

Executive Director Bird asked Attorney Luetkehans to discuss the changes in this Ordinance. Attorney Luetkehans advised that in September the Airport Authority adopted DuPage County's Ethics Ordinance with one exception and opted out of *Section 2.476 Contractor Disclosure of Campaign Contributions*. He continued that the Airport Authority's Procurement Policies in this particular area are stricter. Discussion continued with regard to the modifications made in the County's Ordinance and the Intergovernmental Agreement with the County for shared Ethics Officers also previously approved by the Board. Attorney Luetkehans explained that the Board had asked previously that a letter be forwarded to the County advising of the Authority's concerns and prior to sending this letter he was advised that the County was in the process of revising the Ethics Ordinance and the IGA. He related that the Airport Authority's concerns have been corrected with these revisions and he recommended approval by the Airport Authority Board of the Ordinance and the IGA. Discussion followed.

A **MOTION** was made by Commissioner Gorski to approve Proposed Ordinance 2013-262; An Ordinance Enacting an Ethics Ordinance and Repealing Ordinance 2012-258. The **motion was seconded** by Commissioner LaMantia and was passed unanimously by roll call vote (8-0).

Proposed Resolution 2013-1703; Authorizing the Execution of an Amended Intergovernmental Agreement with the County of DuPage Relating to a Shared Ethics Officer.

A **MOTION** was made by Commissioner Sabathne' to approve Proposed Resolution 2013-1703; Authorizing the Execution of an Amended Intergovernmental Agreement with the County of Dupage Relating to a Shared Ethics Officer. The **motion was seconded** by Commissioner Gillett and was passed unanimously by roll call vote (8-0).

Proposed Resolution 2013-1701; Resolution Approving the Use of Outside Attorneys and Auditors for the Year 2013.

Executive Director Bird stated this is a resolution done each year to approve Attorneys and Auditors utilized by the Airport Authority. He continued that quotes were obtained and the rates for Schirott, Luetkehans and Garner as well as Wolf and Company were competitive. Staff recommended Board approval.

A **MOTION** was made by Commissioner Thompson to approve Proposed Resolution 2013-1701; Resolution Approving the Use of Outside Attorneys and Auditors for the Year 2013. The **motion was seconded** by Commissioner LaMantia and was passed unanimously by roll call vote (8-0).

Proposed Resolution 2013-1711; Authorizing the Execution of a Contract with Serafin and Associates Inc. for Marketing and Communications Services.

Executive Director Bird discussed the proposed resolution for approval of a Contract with Serafin and Associates for the amount of \$42,500 for 2013. He related that Serafin has done a tremendous job with marketing efforts for the Airport Authority and Staff recommends approval. Discussion occurred.

A **MOTION** was made by Commissioner Gorski to approve Proposed Resolution 2013-1711; Authorizing the Execution of a Contract with Serafin and Associates Inc. for Marketing and Communications Services. The **motion was seconded** by Commissioner Gillett and was passed unanimously by roll call vote (8-0).

Proposed Resolution 2013-1705; Award of Bid to Reinders, Inc. for the Procurement of TORO® Network VP Irrigation Satellite Controllers for Prairie Landing Golf Club.

Executive Director Bird stated the purchase of irrigation satellite controllers for Prairie Landing Golf Course was discussed at the Finance Committee Meeting earlier in the day and Staff and the Committee recommended Board approval. Discussion occurred regarding the current golf irrigation satellite controllers at Prairie Landing and the need for replacement of the controllers.

A **MOTION** was made by Commissioner Donnelly to approve Proposed Resolution 2013-1705; Award of Bid to Reinders, Inc. for the Procurement of TORO® Network VP Irrigation Satellite Controllers for Prairie Landing Golf Club. The **motion was seconded** by Commissioner Sabathne' and was passed unanimously by roll call vote (8-0).

Proposed Resolution 2013-1706; Award of Contract to Liebold, Inc. for Procurement of Installation of Golf Irrigation Satellite Controllers for Prairie Landing Golf Club.

Executive Director Bird explained this Contract is for the installation of the golf irrigation satellite controllers for Prairie Landing as was just approved. He advised that the Finance Committee considered this item at their earlier meeting and recommended Board approval. Discussion followed.

A **MOTION** was made by Commissioner Sabathne' to approve Proposed Resolution 2013-1706; Award of Contract to Liebold, Inc. for Procurement of Installation of Golf Irrigation Satellite Controllers for Prairie Landing Golf Club. The **motion was seconded** by Commissioner Sabathne' and was passed unanimously by roll call vote (8-0).

Proposed Resolution 2013-1707; Authorizing Execution of FBO Services Agreement with Paragon Aviation Group.

Executive Director Bird asked Mark Doles to discuss the Paragon Aviation Group and the Flight Center's membership with this group. He explained that Paragon Aviation Group is a network of premier independent FBO's who have joined efforts to compete within the market with the major branded operations; this is an 18 group membership. He explained the benefits of this membership and reviewed the terms of this agreement. Discussion followed. Staff and the Finance Committee recommended Board approval.

A **MOTION** was made by Commissioner Thompson to approve Proposed Resolution 2013-1707; Authorizing Execution of FBO Services Agreement with Paragon Aviation Group. The **motion was seconded** by Commissioner LaMantia and was passed unanimously by roll call vote (8-0).

Proposed Resolution 2013-1708; Ratifying the Execution by the Executive Director of U.S. House of Representatives District Office Lease with Peter J. Roskam.

Executive Director Bird asked Mark Doles to review this proposed resolution. Mr. Doles advised negotiations had been ongoing with the Congressman's staff since August 2012 and just after the election, plans began to solidify for office space on the 2nd floor of the Flight Center Building. He continued that in late November it was determined by the Congressman's staff that the area located on the 2nd floor was too small for their needs. Mr. Doles stated that he presented a proposal to an existing tenant currently located on the 3rd floor for the vacant office space on the 2nd floor that would be more suited to their needs; freeing the 3rd floor office space for the Congressman. He continued that both tenants were agreeable to the new arrangement and relocation. Due to the timing of this transaction the Executive Director signed this lease agreement prior to Board approval and staff is now requesting ratification of the Executive Director's action to execute the office space lease for Congressman Peter Roskam. Discussion followed and staff and the Capital Development Committee recommended Board approval.

A **MOTION** was made by Commissioner LaMantia to approve Proposed Resolution 2013-1708; Ratifying the Execution by the Executive Director of U.S. House of Representatives District Office Lease with Peter J. Roskam. The **motion was seconded** by Commissioner Donnelly and was passed unanimously by roll call vote (8-0).

Proposed Resolution 2013-1709; Ratifying the Execution by the Executive Director of a Purchase Order Contract to Kellogg Brown and Root Services, Inc. for 3rd Floor Office Renovations located at 2700 International Drive.

Mark Doles continued that the Congressman's staff required some modifications to be made in the office space on the 3rd floor of the Flight Center Building for security and operational requirements. Due to time constraints Staff went to Kellogg Brown and Root Services (KBR) to secure pricing and utilized the Job Order Contracting Program for KBR to perform these modifications. The execution of this Purchase Order Contract was administratively approved by the Executive Director and ratification of this action is requested. Mr. Doles discussed the terms of the Contract with KBR for these modifications. Discussion followed and staff and the Capital Development Committee recommended Board approval.

A **MOTION** was made by Commissioner LaMantia to approve Proposed Resolution 2013-1709; Ratifying the Execution by the Executive Director of a Purchase Order Contract to Kellogg Brown and Root Services, Inc. for 3rd Floor Office Renovations located at 2700 International Drive. The **motion was seconded** by Commissioner Gillett and was passed unanimously by roll call vote (8-0).

Chairman Davis asked former Chairman Goodwin if he wished to comment further to the Board and staff regarding his resignation. Former Chairman Goodwin advised that January 31 would be his official last day as a member of the DuPage Airport Authority Board of Commissioners and that his time with the Airport Authority Board had been a wonderful experience. He continued that he was originally appointed by former DuPage County Board Chairman Bob Schillerstrom and was asked to bring Best Business Practices and ethics to the Airport Authority; that was 10 years ago and during that time a lot has been accomplished. Chairman Goodwin stated that the Airport Authority Board was very fortunate to have recruited David Bird as Executive Director; he has done a good job and has the respect of staff. He stated, "This Board has always been real team players with no disagreements and no political involvement and has made good business decisions for everyone involved." He continued to discuss the Technology Park and stated this was a perilous time but the Board ultimately prevailed. He continued that the Technology Park was never a good idea for that location and was handicapped from the beginning. This decision was not made by the Airport Authority Board but by elected officials. After he continued briefly regarding the Technology Park, Chairman Goodwin stated that he feels good about what has been accomplished; the Airport Authority is a success and a good example of ethical business practices. He related that overall it has been a wonderful experience and the accomplishments of the Board would not have been possible without David Bird and the staff. He continued that he included these remarks in his letter of resignation. He expressed his thanks for the support and cooperation shown by the Board and staff.

RECESS TO EXECUTIVE SESSION

A **MOTION** was made by Commissioner LaMantia to recess to Executive Session for the discussion of pending, probable or imminent litigation; employee matters; the purchase or lease of real property for the use of the DuPage Airport Authority; the setting of a price for sale or lease of property owned by the DuPage Airport Authority; and the discussion and semiannual review of lawfully closed executive session minutes.

The **motion was seconded** by Commissioner Thompson and was passed unanimously by roll call vote (8-0). The Regular Meeting was recessed to Executive Session at 4:52 p.m. and was reconvened at 5:10 p.m. Upon roll call, a quorum was present for the remainder of the Regular Meeting.

OTHER BUSINESS

Proposed Resolution 2013-1702; Disclosure of Executive Session Minutes.

A **MOTION** was made by Commissioner Gillett to approve Proposed Resolution 2013-1702; Disclosure of Executive Session Minutes. The **motion was seconded** by Commissioner Sabathne' and was passed unanimously by roll call vote (8-0).

A **MOTION** was made by Commissioner Sabathne' to adjourn the Regular Meeting of the DuPage Airport Authority Board of Commissioners. The **motion was seconded** by Commissioner LaMantia and was passed unanimously by voice vote; the meeting was adjourned at 5:16 p.m.

**Approved by DAA Board on March 13, 2013
Stephen L. Davis, Chairman**