MINUTES WAYNE COUNTY AIRPORT AUTHORITY BOARD MEETING July 29, 2010

I. Roll Call

Meeting of the Wayne County Airport Authority Board called to order at 1:30 p.m. at the Westin Hotel, Detroit Metropolitan Airport:

Charlie Williams – Chairperson Reneè Axt – Vice Chairperson James Nicholson Samuel Nouhan (arrived 1:46 p.m.) Bernard Parker (arrived 1:38 p.m.) James Settles, Jr.

Excused: Mary Zuckerman

Also Present: See attached sign-in sheet.

II. Approval of Minutes

A. Approval of Minutes from May 27, 2010 Board Meeting

The Wayne County Airport Authority Board meeting minutes from May 27, 2010 were approved.

B. Approval of Minutes from July 13, 2010 FY 2011 Budget Study Session

The Wayne County Airport Authority FY 2011 Budget Study Session minutes from July 13, 2010 were approved.

Motion by James Settles; Supported by Reneè Axt Motion unanimously approved.

III. CONSENT AGENDA - Contracts and Contract Amendments

Contracts and Contract Amendments were approved.

Motion by James Nicholson; Supported by James Settles Motion unanimously approved.

A. Pontiac Ceiling & Partition Co., LLC, D/B/A National Door Systems, LLC (Automatic Revolving Door at McNamara Terminal Ground Transportation Center)

Resolution to approve a contract with **Pontiac Ceiling & Partition Co., LLC, D/B/A National Door Systems, LLC**, to replace the automatic revolving door at the north end of the McNamara Terminal Ground Transportation Center with an automatic double slider door with vestibule configuration at Detroit Metropolitan Airport. The term of the contract will commence upon issuance of Notice of Award and terminate upon the Airport Authority's final payment for all required services [Estimated completion: November 15, 2010]. The cost of the contract is not to exceed \$115,000.00. The contract was competitively solicited; contract deemed only responsive proposal from a responsible proposer.

[Approved Resolution No. 10 – 51]

B. Lipten Company, LLC (Equipment and Design Services for Hangar 1 at Willow Run Airport)

Resolution to approve a contract with **Lipten Company**, **LLC**, to purchase and install equipment, as well as provide design services, to heat Hangar 1 at Willow Run Airport. The term of the contract will commence upon issuance of Notice of Award and terminate upon the Airport Authority's final payment for all required services [All work to be completed by: March 2011]. The cost of the contract is not to exceed \$1,511,000.00. The contract was competitively solicited; contract deemed most responsive proposal from a responsible proposer.

[Approved Resolution No. 10 - 52]

C. Siemens Industry, Inc. (formerly known as (F/K/A) Siemens Building Technologies, Inc.) (Apogee Building Management System Maintenance at Detroit Metropolitan Airport)

Resolution to approve a special exception to the competitive solicitation process, and to approve a contract with **Siemens Industry, Inc., (F/K/A Siemens Building Technologies, Inc.)**, to provide a maintenance and service program for the Apogee Building Management System that monitors and controls equipment and utilities in the North Terminal Power Plant at Detroit Metropolitan Airport. The term of the contract is two (2) years from issuance of Notice of Award. The cost of the contract is not to exceed \$1,199,860.00.

[Approved Resolution No. 10 – 53]

D. Snow-X, Inc. (Snow and Ice Removal, and Grading Services at Willow Run Airport)

Resolution to approve a contract with **Snow-X**, **Inc.**, to provide snow and ice removal, and grading services for the Airfield Operating Areas (AOA) and parking lots at Willow Run Airport. The term of the contract is a maximum of five (5) years; initial three (3) year term commencing upon issuance of Notice of Award, with one (1) two-year renewal option exercisable by the CEO, subject to satisfactory performance and availability of budgeted funds. The cost of the contract is not to exceed \$1,500,000.00 (for the maximum five-year contract term). The contract was competitively solicited; contract was deemed most responsive proposal from responsible proposers.

[Approved Resolution No. 10 - 54]

E. Hi-Lite Solutions, Inc. (Runway Rubber Remover for Detroit Metropolitan and Willow Run Airports)

Resolution to approve a contract with **Hi-Lite Solutions**, **Inc.** to purchase runway rubber remover, on an as-needed basis, for Detroit Metropolitan and Willow Run Airports. The term of the contract is a maximum of three (3) years commencing upon issuance of Notice of Award; initial one (1) year term, with two (2) one-year renewal options exercisable by the CEO, subject to vendor's satisfactory performance and availability of budgeted funds. The cost of the contract is not to exceed \$129,000.00. The contract was competitively solicited; contract deemed lowest responsive bid from a responsible bidder.

[Approved Resolution No. 10 – 55]

F. RKA Petroleum Company, Inc. (Gasoline and Diesel Fuel for Airport Authority Vehicles and Equipment)

Resolution to approve a special exception to the competitive solicitation process, and to approve a contract with **RKA Petroleum Company, Inc.**, to purchase gasoline and diesel fuel for Airport Authority vehicles and equipment. The term of the contract will commence August 2, 2010 and terminate March 31, 2011 or when the new State of Michigan cooperative contract is approved by the Airport Authority Board, whichever comes first. The cost of the contract is not to exceed \$750,000.00.

[Approved Resolution No. 10 – 56]

G. Hi-Way Equipment Company, LLC, D/B/A Hi-Way Equipment Company (Vacuum Street Sweeper)

Resolution to approve a one-time procurement of a VacAll multi-purpose vacuum street sweeper for Airport Authority use from **Hi-Way Equipment Company**, **LLC**, **D/B/A Hi-Way Equipment Company**, through a cooperative purchasing agreement between the Airport Authority and H-GAC Buy. The cost of the one-time procurement is \$232,922.00.

[Approved Resolution No. 10 – 57]

H. Fortbrand Services, Inc. (OEM Parts for Vammas Snow Removal Equipment at Detroit Metropolitan Airport)

Resolution to approve additional funding for Original Equipment Manufacturer (O.E.M.) repair parts from **Fortbrand Services, Inc.**, for Vammas snow removal equipment at Detroit Metropolitan Airport. The cost of the proposed amendment is not to exceed \$25,000.00; for total contract costs not to exceed \$325,000.00.

[Approved Resolution No. 10 – 58]

I. Tiremaxx, Inc. (OEM Michelin Tires and Accessories)

Resolution to approve additional funding to the Original Equipment Manufacturer (O.E.M.) Michelin tires and accessories contract from **Tiremaxx**, **Inc.**, for Airport Authority use. The term of the proposed amendment will be effective on July 29, 2010. The cost of the proposed amendment is not to exceed \$50,000.00; for total contract costs not to exceed \$150,000.00.

[Approved Resolution No. 10 - 59]

J. Sherwin-Williams Company (Runway Latex Paint for Detroit Metropolitan and Willow Run Airports)

Resolution to approve a contract with **Sherwin-Williams Company**, to purchase runway marking latex paint for Detroit Metropolitan and Willow Run Airports. The term of the contract is a maximum of three (3) years; initial one (1) year term, effective upon issuance of Notice of Award, with one (1) two-year renewal option exercisable by the CEO, subject to satisfactory performance and availability of budgeted funds. The cost of

the contract is not to exceed \$650,000.00. The contract was competitively solicited; contract deemed lowest responsive bid from a responsible bidder.

[Approved Resolution No. 10 – 60]

K. Jefferson Wells International, Inc. (Internal Audit Support Services)

Resolution to approve an amendment to the Internal Audit Support Services contract with **Jefferson Wells International**, **Inc.**, to exercise the first one (1) year renewal option and add funding; as well as authorize the CEO to exercise the remaining one (1) year renewal option. The term of the proposed amendment will be effective on July 29, 2010. The cost of the proposed amendment is not to exceed \$300,000.00; for total contract costs not to exceed \$785,000.00.

[Approved Resolution No. 10 – 61]

L. Jaroth, Inc. D/B/A Pacific Telemanagement Services (Public Telephone Services Concession Agreement at Detroit Metropolitan Airport)

Resolution to approve an amendment to extend the existing Public Telephone Services Concession Agreement with **Jaroth, Inc., D/B/A Pacific Telemanagement Services** for up to one year at Detroit Metropolitan Airport. The term of the proposed amendment will commence November 5, 2010 and terminate May 4, 2011, with an option to continue, on a month-to-month basis, until November 4, 2011.

[Approved Resolution No. 10 – 62]

M. Delta Air Lines, Inc. (Airport Use and Lease Agreement – Detroit Metropolitan Airport)

Resolution to approve an Airport Use and Lease Agreement with **Delta Air Lines**, **Inc.**, to consolidate and replace the existing Northwest Airlines and Delta Air Lines agreements for operations at Detroit Metropolitan Airport. The term of the new agreement will commence October 1, 2010 and terminate September 30, 2032. The total square footage leased to Delta Air Lines in the McNamara Terminal will be 800,411 square feet on a preferential use basis and 110,432 square feet on a shared basis.

[Approved Resolution No. 10 – 63]

N. Spirit Airlines, Inc. (Short-term Lease Agreement at Detroit Metropolitan Airport)

Resolution to approve a new short-term lease agreement with **Spirit Airlines, Inc.**, for an additional gate (D-18) and associated hold room space in the North Terminal at Detroit Metropolitan Airport. The term of the agreement will commence September 1, 2010 and continue on a month-to-month basis until terminated by either party upon thirty (30) days advance written notice of such termination. The total square footage is 1,707 square feet; for annual revenue of \$150,216.00.

[Approved Resolution No. 10 - 64]

O. M2 Aircraft Management, LLC (Lease Agreement at Willow Run Airport)

Resolution to approve an amendment to modify the lease agreement with **M2 Aircraft Management**, **LLC**, to reduce the leased office space in Hangar 1, Bay 8 at Willow Run Airport. The proposed amendment will reduce leased space by 290 square feet; for total square footage of 3,550 square feet. The term of the proposed amendment will be effective August 2, 2010 and terminate February 28, 2013. The annual revenue will be \$22,000.00.

[Approved Resolution No. 10 – 65]

IV. Report from Chief Financial Officer

Thomas Naughton, Executive Vice President and Chief Financial Officer, reviewed the Airport Authority's June 2010 Passenger Traffic Report and the May 2010 Management Report.

Mr. Naughton reported that the Airport Authority is seeing some growth in passenger traffic and the June 2010 report indicates a 5.2% increase in enplanements compared to the prior year. Thomas Naughton also reported facility use fees increased about 17%, which is driven by international enplanements at the McNamara Terminal, and is very positive.

Mr. Naughton remarked that the Westin Hotel is doing very well and continues to outperform all of the Airport Authority's expectations with revenues about \$16 million for the eight months ended May 31, 2010, a 13% increase over last year.

Thomas Naughton reported that Willow Run Airport's revenues also continue to improve and are ahead approximately 14% from last year. Mr. Naughton further reported that expenses were reduced at Willow Run Airport, \$1.5 million below last year.

Mr. Naughton responded to some of the questions that the Board raised at the Airport Authority's Fiscal Year 2011 Budget Study Session held on July 13 in regard to the Passenger Facility Charge reserve depletion and discretionary accounts.

Charlie Williams received the Chief Financial Officer Report and applauded Thomas Naughton for the very good report.

V. New Business

A. JPMorgan Chase (2010 Tax Equity and Fiscal Responsibility Act (TEFRA) Hearing)

Resolution to authorize conducting, if necessary, a public TEFRA Hearing to complete the financing of capital equipment purchases under the previously approved 2007 Master Agreement with **JPMorgan Chase**. The current TEFRA authorization expires September 25, 2010.

Motion by James Nicholson; Supported by Bernard Parker Motion unanimously approved.

[Approved Resolution No. 10 – 66]

B. Delegation of Contracting Authority to the Interim Chief Executive Officer for Construction Services for the North Power Plant at Detroit Metropolitan Airport

Resolution to authorize delegation of contracting authority to the Interim Chief Executive Officer (CEO) to approve and execute a competitively solicited construction services contract for installation of a new water distribution system for the North Power Plant and removal of existing temporary above-ground chilled water lines at Detroit Metropolitan Airport. The total authorized not-to-exceed project cost is \$350,000.00.

At the request of Bernard Parker, Jon Hypnar, Senior Vice President for Planning, Facilities and Maintenance, reported there was an emergency at the North Power Plant on April 2, 2010, and provided the background information. Mr. Hypnar indicated that the project is time sensitive and

needed to start before the next scheduled Board meeting, therefore necessitating the delegation of contracting authority to the Interim Chief Executive Officer for this project.

Motion by James Settles; Supported by James Nicholson Motion unanimously approved.

[Approved Resolution No. 10 – 67]

C. Roncelli, Inc./R. B. Construction – A Joint Venture (Public Safety Training Facility at Detroit Metropolitan Airport)

Resolution to approve a contract with **Roncelli, Inc./R. B. Construction – a Joint Venture**, to design and construct improvements to the Public Safety Training Facility at Detroit Metropolitan Airport. The term of the contract will commence upon issuance of Notice to Proceed and terminate upon the Airport Authority's final payment for all required services [Estimated substantial completion: July 2011]. The cost of the contract is not to exceed \$1,500,000.00. The contract deemed lowest responsive bid from a responsible bidder.

Motion by James Settles; Supported by Reneè Axt Motion unanimously approved.

[Approved Resolution No. 10 – 68]

D. Motor City Central Parking (New Parking Management at Detroit Metropolitan Airport)

This item is postponed.

E. Motor City Central Parking (Amendment to Extend Current Parking Management Contract at Detroit Metropolitan Airport)

Resolution to approve an amendment to add funds and extend the term of the parking management contract with **Motor City Central Parking** at Detroit Metropolitan Airport. Unless a new parking management contract is approved at the September Board meeting, the term of the proposed amendment will commence October 1, 2010 and continue thereafter on a month-to-month basis until terminated upon thirty (30) days advance notice, or on May 31, 2011, whichever occurs first. The cost of the proposed amendment is not to exceed \$470,000.00 [\$58,333.33 monthly]; for total contract costs not to exceed \$4,315,861.50. The management fee and all other terms of the current parking management contract will remain in force during the proposed extended term.

Genelle Allen, Interim Chief Executive Officer, suggested that the Board may want to hear the Audit Committee's Report before taking action on the Motor City Central Parking contract amendment.

Following the Audit Committee's Report – Genelle Allen reported the new parking management contract is postponed to allow the Audit Committee time to thoroughly review the Airport Authority's internal controls and contractual changes to the new parking management contract. Ms. Allen clarified the terms of the extension of the Motor City Central Parking contract.

Bernard Parker requested clarification if the Audit Committee is recommending new changes to the parking management contract or are the changes already in the existing contract being presented today. Mr. Nouhan clarified that the Audit Committee wants to examine all of the changes the Airport Authority's administration has made to address the issues and rectify the problems with regard to the parking management contract and make sure the changes are comprehensive, complete, reasonable and prudent. Following the Audit Committee's review, Mr. Nouhan stated that he will provide a report, either by email or at the next Board meeting, so that the Board is comfortable and everyone is on the same page, including the vendor that gets the parking management contract, the Airport Authority administration, the Audit Committee and the individuals within the Airport Authority who are working on the contract. Bernard Parker remarked he too is an Audit Committee member and that he believes the role of the Audit Committee is to set policy and direction and that it is the administration's responsibility to implement the policy. Mr. Parker is concerned it is not the Audit Committee's role to micromanage and decide what should be included in the contract and what should not be included in the contract. Samuel Nouhan responded that he is aware of the line between Board oversight and management and is trying to be very respectful of that line. Mr. Nouhan further remarked that the Audit Committee trusts the Airport Authority's administration to address the parking management issues but the Audit Committee just wants to verify it on a policy level and move forward. Reneè Axt commented that she sees the Audit Committee's recommendation as a policy directive also and is in support of the next steps.

Motion by James Settles; Supported by Reneè Axt Motion unanimously approved.

[Approved Resolution No. 10 – 69]

VI. Audit Committee Report – July 27, 2010 Audit Committee Meeting, Samuel Nouhan, Chairman

Samuel Nouhan, Audit Committee Chairperson, provided a summary of the Audit Committee meeting held July 27, 2010.

Samuel Nouhan reported that in February 2010 the Airport Authority's Internal Auditor issued a report on the operations of the Airport's parking facilities and learned of some contract irregularities with the parking contractor, Motor City Central Parking (MCCP). The Audit Committee asked the Internal Auditor to conduct an expanded audit of the MCCP contract, including a full review of records that had not been previously made available by the vendor so that the Audit Committee would gain a better understanding of what the contractual irregularities were. After conducting the expanded audit, the Internal Auditor concluded that the parking management vendor, at the direction of the Airport Authority's Business Development Department, had engaged in improper contracting with providers of services and providers of goods. Mr. Nouhan provided additional background information.

Samuel Nouhan further reported that at the July 27, 2010 Audit Committee meeting, at which a quorum was present, the management responses to the MCCP audit were found to be unsound and invalid and the explanation for what had occurred to be not credible. Mr. Nouhan clarified that these management responses were those of senior level managers who are no longer with the Airport Authority, and do not represent the views or opinions of the Interim Chief Executive Officer or the Legal Department.

Samuel Nouhan reported that the Audit Committee has requested that the Airport Authority's Interim Chief Executive Officer, Legal Department staff, as well as the Internal Auditor, compile a comprehensive list of changes and reforms to the administration of that parking management contract to remedy any issues and to prevent any further loss to the Airport Authority and to minimize the risk that irregularities may arise in the future. Mr. Nouhan stated that this comprehensive package will be presented to the Board so they can understand what needs to be done for the bidding out of the new contract for parking management operations, and that is why the Audit Committee requested that the contract for parking operations not be awarded today. Samuel Nouhan reported that the Airport Authority administration has already made changes and reforms to the parking operations and provided the details. Mr. Nouhan clarified that the Audit Committee wanted to present all the information to the Board so that they are aware of all the issues that have been uncovered to date and that are being addressed and to the best of our ability will not occur going forward, with whoever receives the new contract.

James Nicholson commented that he thought Samuel Nouhan did an excellent job of characterizing what was learned and the Audit Committee's position.

Charlie Williams received the Audit Committee Report in file.

Reneè Axt asked if the Airport Authority is looking at a review of some certain items under Business Development to make sure this was not a way of business. Genelle Allen responded that Business Development now reports to the Chief Financial Officer and that she believes that change will address some of the issues. Ms. Allen commented that in regard to the new parking management contract there are a number of contractual changes that will address the control issues, as well as the administration of how the contract is handled and overseen in-house. Genelle Allen stated that there are very sufficient controls now built into the contract, as well as internally in the organization, which will address the issues and make sure that these issues do not arise again.

Samuel Nouhan commented that the Audit Committee wanted to make sure that as everything unfolded in regard to the MCCP and ACS audits that the Board receive a full report not only of the findings of the Internal Auditor and the conclusions of the Audit Committee, but also the positive constructive remedies that are going to be put forward to address these issues before there is any awarding of a new contract.

Genelle Allen commented that she believes Mr. Nouhan accurately reflected her role and position with regard to the MCCP audit in and of itself. Ms. Allen also stated what she said at the Audit Committee meeting on July 27 and subsequently submitted in writing to the Audit Committee, that she does not believe that these observations are reflective of how the Airport Authority operates as a whole. Genelle Allen believes this was a rare exception and that it will not be tolerated, and she believes the Airport Authority consistently follows the appropriate standards and procedures. Ms. Allen further commented that if you look at the history of the Airport Authority's internal audits, which have covered a wide array of operations, you do not find these types of observations. Genelle Allen again clarified that this audit finding is a rare exception and hopefully will not happen again.

Samuel Nouhan commented that the reason why the MCCP and ACS issues have drawn such close attention and scrutiny from the Audit Committee is not just because of the substantive content of the findings, but the MCCP contract for parking operations generates a large percentage of the Airport Authority's non-airline revenue, close to 40%.

VII. Report from Interim Chief Executive Officer

A. CEO Monthly Report – pursuant to WCAA Procurement and Contracting Ordinance, Section 7.J

B. Small Business Enterprise (SBE) Program Participation – FY 2010 Monthly Report

Genelle Allen reported that, as of June, the Airport Authority has committed to spend 28% of its Operation and Maintenance (O & M) funds with SBEs; which is significantly higher than last year's which was 2%. Ms. Allen remarked that the Airport Authority is very proud of the 28% SBE commitment and will continue to zealously pursue SBE participation in the O & M contracts.

Charlie Williams asked if there is a reason that the SBE participation has increased so much in June. Genelle Allen responded that it is because the Airport Authority has treated SBE participation as a high priority, and reported a SBE Forum was held with over 500 participants earlier this year and they are considered first and foremost to give them the opportunities to gain more experience in contracting with the Airport.

Bernard Parker commented that he was very pleased with the SBE participation results and how the Airport Authority is making great improvements and hopes it will continue going forward.

C. Upcoming Runway 4R/22L Reconstruction Project at Detroit Metropolitan Airport – Update

Wayne Sieloff, Director of Planning, Design and Construction, provided a presentation about Detroit Metropolitan Airport's Runway 4R/22L Reconstruction Project scheduled in Fiscal Year 2012 and the Airport Authority's communication plan. Mr. Sieloff reported a public outreach session is planned this September (date has not been confirmed yet) to allow community members to receive a presentation and make comments on the Runway 4R/22L Reconstruction Project.

Wayne Sieloff responded to Mr. Nicholson's questions regarding the crosswind runway, 27R/9L. Bernard Parker asked about the need for a public comment session for the Runway 4R/22L Reconstruction Project. Mr. Sieloff responded the public comment session is not a Federal requirement but is strongly suggested by the FAA and provided additional background information.

D. Yankee Air Museum's Air Show – August 7 & 8 at Willow Run Airport– Update

Genelle Allen announced that the Yankee Air Museum's Air Show – Thunder Over Michigan, will be held at Willow Run Airport on Saturday, August 7 and Sunday, August 8 between 9:00 a.m. and 5:00 p.m. Ms.

Allen remarked that the Air Show is a fundraiser for the Yankee Air Museum and encouraged attendance.

Genelle Allen commented that, as she approaches the end of her first 30 days as Interim Chief Executive Officer, it has been a whirlwind experience but overall a smooth transition and wanted to publicly thank the Board, Airport Authority Staff and Lester Robinson for their support.

VIII. Chairman's Comments

Charlie Williams reported that, in connection with the previous commitment to conduct a national search for a new Wayne County Airport Authority Chief Executive Officer, the Board members have received an email from the Vice President – Human Resources today with a draft Chief Executive Officer job description and asking for their review and input on the draft job description. Mr. Williams asked that the Board forward their comments directly to the Vice President – Human Resources. Mr. Williams also stated that at the next Board meeting he will provide an outline of all the steps that need to be taken for the search for a new Chief Executive Officer.

IX. Public Comment

Charlie Williams opened the floor for Public Comment at 2:31 p.m.

1. Dana Debel - Delta Air Lines, Regional Director — State and Local Government Affairs, responded to a question that James Nicholson asked during Wayne Sieloff's Runway 4R/22L Reconstruction Project presentation — the wind is 27 to 29 miles per hour when a crosswind runway is used.

Public Comment was closed at 2:32 p.m.

X. Next Meeting (FY 2011 Budget Study Session) of the Wayne County Airport Authority Board is scheduled for Thursday, September 9, 2010 at 1:30 p.m. Location to be confirmed.

XI. Adjourn

Meeting was adjourned at 2:33 p.m.

Motion by James Settles; Supported by James Nicholson Motion unanimously approved.

Meeting of: Wayne County Airport Authority Board Meeting

Date/Time: Thursday, July 29, 2010 - 1:30 PM

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Meeting of: Wayne County Airport Authority Board Meeting

Date/Time: Thursday, July 29, 2010 - 1:30 PM

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Meeting of: Wayne County Airport Authority Board Meeting

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Meeting of: Wayne County Airport Authority Board Meeting

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