

**DuPAGE AIRPORT AUTHORITY
INTERNAL POLICY AND COMPLIANCE COMMITTEE**

**Tuesday, October 29, 2013
The Inland Group
Oak Brook, Illinois**

The Internal Policy and Compliance Committee of the DuPage Airport Authority Board of Commissioners convened at the offices of The Inland Group in Oak Brook, Illinois on Tuesday, October 29, 2013. Chairwoman Gillett called the meeting to order at 11:05 a.m. and a quorum was present for the meeting.

Commissioners Present: Gillett, LaMantia

Absent: Thompson

DAA Staff Present: Executive Director David Bird; Patrick Hoard, Director of Finance; Dan Barna, Manager of Administration; Pam Miller, Executive Assistant and Board Liaison.

Others in Attendance: Brian Armstrong, Attorney.

Members of the Press: None

NEW BUSINESS

Proposed Ordinance 2013-268; An Ordinance Authorizing Amendments to the DuPage Airport Authority Code.

Chairwoman Gillett asked Attorney Brian Armstrong to begin the discussion. He advised the Code was adopted in 2005 and certain changes have been made that are not reflected consistently in the Code. Some of the changes in the revised code are non-substantive changes, mainly reformatting and reorganizing. Substantive changes are redlined. Commissioner LaMantia recommended that each point as numbered in the summary memorandum be addressed and a vote taken individually on each proposed change. She continued the committee wants to be sure everything is thoroughly vetted prior to presenting to the Board for adoption.

1. Sections 3-7-8 and 3-7-9: Recommended this section to state that the Board has authority to include additional or different terms to those contained in the sample standard agreement for tie down permits and hangar lease agreements shown in the Appendix. The agreements shown in the Code and Appendix have not been modified. Discussion occurred. Commissioner LaMantia made a **MOTION** to recommend Board approval of the modifications to Sections 3-7-8 and 3-7-9 as presented. Commissioner Gillett **seconded the motion** and was unanimously passed by roll call vote (2-0).
2. Section 4-4-2: Recommended to identify the sample standard SASO Agreement and to state that the Board has authority to include additional or different terms to those contained in the sample standard agreement. This modification is for clarification only. Discussion followed. Commissioner LaMantia made a **MOTION** to recommend Board approval of the modifications to Section 4-4-2 as

discussed. Commissioner Gillett **seconded the motion** and was unanimously passed by roll call vote (2-0).

2.b. Section 4-13-4 and 4-13-5:

Commissioner LaMantia made a **MOTION** to recommend Board approval of the modifications to Section 4-13-4 and 4-13-5 as presented. Commissioner Gillett **seconded the motion** and was unanimously passed by roll call vote (2-0).

3. Section 5-2-1: Clarifying that the FOIA request form provided by DAA is merely a suggested form. Freedom of Information Requests are not required to be submitted on a particular form provided by DAA. Commissioner Gillett asked that language to state the various ways that requests can be submitted be included such as "can request information using any written format. (Email, fax or hand written.)" Commissioner LaMantia recommended that the phrase "suggested form" be changed to read "sample form". Commissioner LaMantia made a **MOTION** to recommend Board approval of the modifications to Section 5-2-1 with the modifications as discussed. Commissioner Gillett **seconded the motion** and was unanimously passed by roll call vote (2-0).

3.b. Reference to Section 5-2-6 on Page 86: referred to format in the Code and it still appears in the Code. Commissioner LaMantia made a **MOTION** to recommend Board approval of the modifications to Section 5-2-6 as presented. Commissioner Gillett **seconded the motion** and was unanimously passed by roll call vote (2-0).

4. Section 6-5-3: Recommended adding language authorizing the Board to delegate by resolution its authority to approve contracts which typically may be authorized only by the Board. Certain contracts have unique characteristics which make this revision advisable (i.e. electricity supplier contract, which requires nearly immediate approval to secure electricity rates because the rates, and therefore the bids, fluctuate daily). The Bid may not be honored if not acted upon immediately. Discussion occurred. Commissioner LaMantia recommended the following language and Attorney Armstrong will make this change in language. *Notwithstanding anything herein to the contrary, the Executive Director with Resolution Authority (as defined below) can accept a bid immediately if it involves unique subject matter (by way of example, an electric or natural gas supply contract) provided the Board of Commissioners delegates the authority to the Executive Director in a Resolution prior to the commencement of the bidding process. The Resolution by the Board of Commissioners shall provide for specific instructions regarding the basis and criteria upon which the Executive Director is authorized to accept the bids.*

Commissioner LaMantia made a **MOTION** to recommend Board approval of the modifications to Section 6-5-3 as presented subject to changes as discussed. Commissioner Gillett **seconded the motion** and was unanimously passed by roll call vote (2-0).

5. Section 6-17: Recommending modifying this section to clarify that the dollar magnitudes and other provisions of this section apply only to contracts for construction. This is not a change of the current policy, merely a clarification of the language in the section. Discussion followed. Commissioner LaMantia made a **MOTION** to recommend Board approval of the modifications to Section 6-17 as presented. Commissioner Gillett **seconded the motion** and was unanimously passed by roll call vote (2-0).

6. Section 6-18-15: Recommended modifying this section to remove any limitation on the Executive Director's authority to reject any and all bids on projects where competitive bidding is the method of solicitation. Executive Director Bird explained this language will clarify that the Executive Director has authority to reject bids and to re scope the project as needed if determined that the bid specs are flawed in any manner due to misunderstanding as to what is being bid. Discussion occurred and the committee asked the language be changed as follows:
.....as determined by the Executive Director to be in the best interest of the Airport Authority.
Commissioner LaMantia made a motion to recommend Board approval of the modifications to Section 6-18-15 with the changes as discussed. Commissioner Gillett seconded the motion and was unanimously passed by roll call vote (2-0).

6.b. Section 6-19-9: This is a formatting change separating into sections 6-19-9, 10 and 11. Commissioner LaMantia made a **MOTION** to recommend Board approval of the modifications to Section 6-19-9 as presented. Commissioner Gillett **seconded the motion** and was unanimously passed by roll call vote (2-0).

7. Section 6-23-1 and 2: Recommended revisions to these sections would be made to attract more bidders for Master Agreements. Indications were that potential bidders for a Master Agreement were not interested in an agreement for only one year and this revision permits master agreements up to 2 years. Recommended change in language to say that Master Agreements would be bid at least every two years; not more than two years. Discussion followed. Commissioner Gillett asked that the term "biannually" be changed to "every two years". Commissioner LaMantia made a **MOTION** to recommend Board approval of the modifications to Section 6-23-1 and 6-23-2 as presented. Commissioner Gillett **seconded the motion** and was unanimously passed by roll call vote (2-0).

8. Sections 6-25-3 and 6-25-5: Recommendations adding language to give the Executive Director broader discretion to reject bids in whole or in part and to rescope and/or resolicit bids. Attorney Armstrong stated this to be similar to the previous discussion and these changes are to clarify the Executive Director's authority to reject all bids and if rejected to make clear that the Executive Director has authority to rescope project and to re solicit for all new bids as determined by the Executive Director to be in the best interest of the Airport Authority. Discussion followed. Commissioner LaMantia made a **MOTION** to

recommend Board approval of the modifications to Section 6-25-3 and 6-25-5 as presented. Commissioner Gillett **seconded the motion** and was unanimously passed by roll call vote (2-0).

9. Chapter 7; Ethics Ordinance : Tabled for further discussion

10. Chapter 7; Ethics Ordinance: Tabled for further discussion.

It was determined that a Special Committee Meeting would be needed to thoroughly vet the remaining Code changes. Chairwoman Gillett advised this Special Policy Committee Meeting would be held on Monday, November 11, 2013 at Noon.

It was determined that all of the changes made at this meeting of the committee would be incorporated into this document for review at the Special Meeting.

OTHER BUSINESS

None

A **MOTION** was made by Commissioner LaMantia to adjourn the Internal Policy and Compliance Committee Meeting. The **motion was seconded** by Commissioner Gillett and was passed unanimously by voice vote. The meeting adjourned at 12:16 p.m.

Approved at the January 15, 2014 Board Meeting

**Dayle M. Gillett, Chair
Internal Policy and Compliance Committee**