



GaryChicago
International Airport

**MINUTES
SPECIAL BOARD MEETING
OCTOBER 24, 2014**

CALL TO ORDER:

Vice-Chairman Cooper called the Special Board Meeting to order at 9:40 a.m.

PLEDGE OF ALLEGIANCE:

Vice-Chairman led the Pledge of Allegiance.

ROLL CALL:

Present: James Cooper, Shontrai Irving, Alesia Pritchett, David Fagan.

Absent: Denise Dillard.
Four of the seven member board present, which represented a quorum.

ATTENDEES:

ATTORNEY LEE LANE
B. R. LANE
DELBERT BROWN
HANK MOOK
WILLIAM OUTLAR
D. SCOTT

PEACHES
NICK DENNIS
CIBA WILLIAMS
ANISSA SMITH
EMILY TAPIA-LOPEZ, Resolute Consulting
JAMES SHEELY, B. Coleman Aviation
TIM SODERSTROM, Boeing Company
ALLISON BERGMAN, Hardwick Law Firm
RUFUS PURNELL, Lighthouse Marketing
KEITH BENMAN, The Times
CHRISTIN LAZERUS, Post Tribune
CPL. T. LEE, GPD

B. R. announced that the need for today’s special meeting was to approve several legal transactions relative to the Railroad Expansion Project. She asked Allison Bergman of Hardwick Law Firm to summarize the documents requiring execution.

→Allison highlighted the Purchase and Sale Agreement, which consisted of 28 exhibits – e.g., Amended Restated Design Engineering & Construction Agreement, Entry Agreements Deed/Escrow Agreements, Easements, Utility Issues (which were resolved), Variety of 3rd Party Leases, Easements, Licenses & Other Documents.

Vice-Chairman Cooper called for a motion.

IT WAS MOVED AND SECONDED TO ENTER INTO THE 2ND AMENDED AND RESTATED PURCHASE AND SALE AGREEMENT WITH CN a.k.a. WCL (Wisconsin Central LTD).

Alesia commented that this was a long-awaited major milestone. She commended Director Lane, Attorney Lane and Allison Bergman. She felt that this was indeed something to be celebrated.

ROLL CALL

Mr. Cooper	Aye
Mr. Irving	Aye
Ms. Pritchett	Aye
Mr. Fagan	Aye

MOTION CARRIED.

→Attorney Lane requested approval to grant multiple easements on property identified on Survey 8067AL, prepared by DLZ Industrial LLC, for existing utility lines and access as identified thereon.

IT WAS MOVED AND SECONDED TO APPROVE MULTIPLE EASEMENTS ON PROPERTY IDENTIFIED ON SURVEY 8067AL PREPARED BY DLZ INDUSTRIAL, LLC FOR EXISTING UTILITY LINES AND ACCESS AS IDENTIFIED THEREON.

ROLL CALL

Mr. Cooper	Aye
Mr. Irving	Aye
Ms. Pritchett	Aye
Mr. Fagan	Aye

MOTION CARRIED.

→Attorney Lane explained and requested approval to enter into WCL's License Agreements with each of the utilities located within WCL's Easement as identified on survey 8067AL prepared by DLZ Industrial, LLC.

IT WAS MOVED AND SECONDED TO ENTER INTO WCL's LICENSE AGREEMENTS WITH EACH OF THE UTILITIES LOCATED WITHIN WCL's EASEMENTS AS IDENTIFIED ON SURVEY 8067AL AS PREPARED BY DLZ INDUSTRIAL, LLC.

ROLL CALL

Mr. Cooper	Aye
Mr. Irving	Aye
Ms. Pritchett	Aye
Mr. Fagan	Aye

MOTION CARRIED.

→Attorney Lane explained and requested approval to grant a Warranty Deed to Northern Indiana Public Service Company (NIPSCO) for the sub-station relocated by GCIAA pursuant to the Runway Expansion Project.

IT WAS MOVED AND SECONDED TO GRANT A WARRANTY DEED TO NIPSCO FOR THE SUB-STATION RELOCATED BY GCIAA PURSUANT TO THE RUNWAY EXPANSION PROJECT.

ROLL CALL

Mr. Cooper	Aye
Mr. Irving	Aye
Ms. Pritchett	Aye
Mr. Fagan	Aye

MOTION CARRIED.

→Attorney Lane explained and requested approval of the Right-of-Entry Agreement between WCL and GCIAA.

IT WAS MOVED AND SECONDED TO APPROVE THE RIGHT-OF-ENTRY-AGREEMENT BETWEEN WCL AND GCIAA TO FACILITATE REMOVAL OF THE EXISTING TRACKS ON THE RAILROAD SPUR.

ROLL CALL

Mr. Cooper Aye
Mr. Irving Aye
Ms. Pritchett Aye
Mr. Fagan Aye

MOTION CARRIED.

→Attorney Lane explained and requested release of an Easement located on the new alignment. This was an old Easement north of Swift Trucking, which provided access from the north. The airport had an Easement over Carmuse Lime property for access. The airport released access rights onto Carmuse Lime property and Carmuse Lime released their access rights onto the WCL realignment. The airport still has access available from Airport Road. Attorney Lane requested ratification of mutual release agreement of Easements over Carmuse Lime and GCIAA.

IT WAS MOVED AND SECONDED TO RATIFY THE MUTUAL RELEASE AGREEMENT OF EASEMENTS OVER CARMUSE LIME AND GCIAA.

ROLL CALL

Mr. Cooper Aye
Mr. Irving Aye
Ms. Pritchett Aye
Mr. Fagan Aye

MOTION CARRIED.

→As part of the previously approved Escrow agreement with CSX, Allison recommended execution of a Purchase and Sale Agreement.

IT WAS MOVED AND SECONDED TO RATIFY THE PURCHASE AND SALE AGREEMENT WITH CSX.

ROLL CALL

Mr. Cooper Aye
Mr. Irving Aye
Ms. Pritchett Aye
Mr. Fagan Aye

MOTION CARRIED.

→Attorney Lane requested approval of Resolution No. 2014-8.

“A Resolution authorizing closing on the Second Amended and Restated Purchase Agreement with Wisconsin Central, LTD and authorizing Vice-Chairman Cooper to execute such documents and instruments, and to do any and all further acts and things necessary in order to carry out the purpose of this Resolution”.

IT WAS MOVED AND SECONDED TO APPROVE RESOLUTION NO. 2014-8.

B. R. interjected that this Resolution was not legally required. The Authority was aware and comfortable with the fact that Board Chairman had legal power to sign documents on behalf of the airport.

ROLL CALL

Mr. Cooper	Aye
Mr. Irving	Aye
Ms. Pritchett	Aye
Mr. Fagan	Aye

MOTION CARRIED.

PUBLIC INPUT:

Mr. Cooper reiterated the feelings Alesia expressed by extending his thanks and appreciation. He realized that many long days and weeks coupled with a lot to research and thinking ‘outside the box’ went into accomplishing this feat. The Mayor of Gary and many other political officials committed their support to accomplishing this task. “It’s definitely been a yeoman’s job”, he said. Mr. Cooper ended his comments by acknowledging the fact that there were many who felt this day would never come. “Again, thanks for a job well done and let’s move on to the next obstacle.”

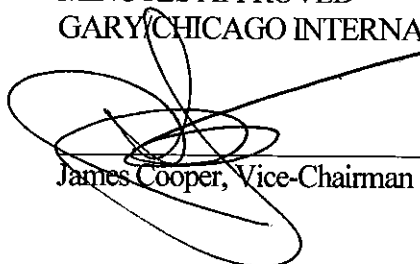
ADJOURNMENT:

The meeting was adjourned at 10:10 a.m.

MINUTES TRANSCRIBED BY D. SCOTT

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MINUTES APPROVED
GARYCHICAGO INTERNATIONAL AIRPORT AUTHORITY



James Cooper, Vice-Chairman



Alesia Pritchett, Secretary