AGENDA STAFF REPORT

Control: 26001620

MEETING DATE:	11/17/2026
LEGAL ENTITY TAKING ACTION:	Board of Supervisors
BOARD OF SUPERVISORS DISTRICT(S):	District 5
SUBMITTING AGENCY/DEPARTMENT:	John Wayne Airport
DEPARTMENT CONTACT PERSON(S):	Charlene Reynolds, 949-252-5183 Hector Gomez, 949-252-5198

SUBJECT: Approve Contract for Credit Card Processing Gateway Services

CEO CONCUR	COUNTY COUNSEL REVIEW	CLERK OF THE BOARD
Concur	Approve agreement to form	DISCUSSION 3 Votes Board Majority

Budgeted: Yes	**Current Year Cost:** $26,575	**Annual Cost:** FY 2027-28 $51,036 FY 2028-29 $4,389
Staffing Impact: No		**Sole Source:** Yes
Current Fiscal Year Revenue: N/A	**Funding Source:** Fund 280: 100%	**County Audit in Last 3 years:** No
Levine Act Review Completed? Yes		
Prior Board Action: N/A		

RECOMMENDED ACTION(S):

1. Find the proposed project is categorically exempt from the California Environmental Quality Act (CEQA), Class 1 (Existing Facilities), pursuant to CEQA Guidelines Section 15301.

2. Authorize the County Procurement Officer or Deputized designee to execute Contract MA-280-27010205 with Windcave Inc. for Credit Card Processing Gateway Services, effective December 19, 2026, through July 31, 2028, for a cumulative contract amount not to exceed $82,000.

SUMMARY:

Approval of a Sole Source Contract with Windcave Inc. will provide continued credit card processing for the Parking Access and Revenue Control System at John Wayne Airport's parking facilities and other compatible payment applications.

BACKGROUND INFORMATION:

Windcave Inc. (Windcave) provides the credit card payment gateway that processes customer payments for John Wayne Airport's (JWA) Parking Access and Revenue Control System (PARCS), processing approximately 660,000 credit card transactions annually. The payment gateway securely transmits credit

card transactions to the County of Orange's (County) credit card service providers for authorization and settlement, ensuring that funds are deposited into JWA's designated County bank account.

On October 30, 2018, the Board of Supervisors (Board) approved a sole source contract with Payment Express, Inc. for payment gateway services for PARCS. On July 1, 2019, JWA administratively executed Amendment One to reflect the vendor's name change from Payment Express, Inc. to Windcave, with no change in ownership or control. JWA subsequently established a sole source commodity contract with Windcave, effective from December 19, 2021, through December 18, 2026.

The proposed Contract is a Sole Source Contract. As part of the PARCS implementation, Windcave's proprietary payment devices were integrated with the system. Windcave is the only vendor capable of providing the payment gateway services required for the installed payment devices. With the current contract set to expire on December 18, 2026, JWA seeks to establish a new contract with Windcave, effective December 19, 2026, and coterminous with the existing PARCS contract through July 31, 2028.

JWA has an active Capital Improvement Plan project to design and build a replacement parking system. At the conclusion of the proposed contract term, JWA will evaluate the payment gateway services based on the functionality and requirements of the new parking system.

Windcave's performance has been confirmed as satisfactory. JWA has verified there are no concerns that must be addressed with respect to the Contractor's ownership/name, litigation status, or conflicts with County interests.

The proposed Contract includes non-standard indemnification, remedy, limitation of liability, and insurance provisions consistent with those previously negotiated and approved by the Board in the original contract. The provisions establish Windcave's liability and provide defense and indemnification to the County for covered claims, subject to the terms of the Contract. County Counsel and CEO Risk Management previously approved these non-standard provisions.

The Orange County Preference Policy is not applicable to this Sole Source Contract.

This Contract does not currently include subcontractors or pass through to other providers.

An analysis was completed to verify that the Contract provides the County with personnel who are specially trained, experienced, expert and competent to perform the specialized services in accordance with applicable law.

Compliance with CEQA: The proposed project is Categorically Exempt (Class 1) from the provisions of CEQA pursuant to Section 15301, because it involves the minor alteration, operation, and maintenance of equipment and systems in existing facilities involving negligible or no expansion of existing use.

FINANCIAL IMPACT:
Appropriations for this Contract are included in Airport Operating Fund 280 FY 2026-27 Budget and will be included in the budgeting process for future years.

The proposed Contract includes provisions stating the Contract is subject to, and contingent upon, applicable budgetary appropriations being approved by the Board for each fiscal year during the term of the Contract. If such appropriations are not approved, or are reduced, the Contract may be immediately

modified or terminated without penalty to the County. The contract contains language that permits reductions or termination of the contract immediately without penalty if approved funding or appropriations are not forthcoming and upon 30-days' notice without penalty.

STAFFING IMPACT:
N/A

REVIEWING AGENCIES/DEPARTMENTS:
N/A

ATTACHMENTS:
Attachment A – Contract MA-280-27010205 with Windcave Inc.
Attachment B – Risk Assessment or Modification of Insurance Terms Form