



**SEDONA-OAK CREEK
AIRPORT AUTHORITY**

**Airport Terminal Conference Room
Minutes of the Annual Meeting – December 2, 2019
Pursuant to A.R.S. §38-431.01(B)**

Directors Present: President Harold Idell, Vice President Pam Fazzini, Director David Cooper, Director Steve Hein, and Director Scott Schroeder.

Staff Present: Interim General Manager/Operations Manager Ed Rose and Business Manager Nelson Durkee.

Agenda Item #I. – Call to Order: The meeting was called to order by President Idell at 2:37 p.m.

Agenda Item #II. – Consent Agenda. Director Cooper made a motion to approve all items on the Consent Agenda, including the minutes of the November 7, 2019 Special Meeting and Executive Session, as submitted. Vice President Fazzini seconded, and the motion carried unanimously.

Agenda Item #III. – Reports:

President: Nothing to report.

Vice President: Thanked Mr. Rose and staff for a job well done in clearing the airport from recent snows and sweeping the hangar taxi lanes.

Interim General Manager/Operations Manager: Mr. Rose's report is included as an attachment to these minutes.

Business Manager: Nothing to report.

Agenda Item #IV. – Old Business: None.

Agenda Item #V. – New Business:

a. Re-election of Director Hein: Discussion/Possible Action. Director Hein spoke to say he would not be seeking re-election when his term expires. Director Hein was elected to the Board on January 5, 2015 and was formally seated on January 25, 2015.

b. Candidate Selection Policy Committee Report: Discussion/Possible Action. Director Cooper stated at the Special Meeting on November 7, 2019 the Board of Directors passed a motion directing the President to appoint a committee comprised of three Board members assigned with the task of developing a written policy setting forth fair and orderly procedures for filling Board vacancies. On November 19, 2019, President Idell appointed David Cooper, Steve Hein and Scott Schroeder to serve on the Committee with Director Cooper serving as the Chairman. The Minutes of the Meeting of the Board Candidate Selection Policy Committee are included as an attachment to these minutes. A copy of the Policy approved by the Committee is appended to these Minutes as Attachment 1. Director Cooper noted that the Policy was approved by a unanimous vote of 3-0, although the Minutes do reflect that Director Hein disagreed with the majority's position on several points, as noted in the Minutes. Following Director Cooper's overview of the Policy, Director Hein spoke on several issues within the Policy he felt needed further additions/revision, and he stated he could not support a vote to affirm the Policy as presently written. Following additional discussion, a motion was made by Director Schroeder to approve the Policy subject to legal review. Vice President Fazzini seconded and the motion was approved on a vote of four to one with Director Hein voting against the motion.

c. Election of Officers: Prior to the meeting, ballots had been prepared by the Business Manager in accordance with nominations submitted to the Business Office by the posted deadline of November 18, 2019. Ballots for the election were distributed by the Business Manager, and the results were tallied by Mr. Rose and Mr. Durkee. Mr. Durkee then announced that by majority vote, Ms. Fazzini was elected President, Mr. Cooper was elected Vice President and Mr. Schroeder was elected Secretary/Treasurer effective January 1, 2020.

d. Vacant Board Positions: Discussion/Possible Action. Director Cooper made a motion the Board proceed with approval of the two nominations, namely David Palm and Tim Miller, put forth by the County Board of Supervisors by letter from Mr. Jack Fields dated November 25, 2019. The motion was seconded by Director Schroeder. At this time, President Idell asked for discussion on the motion. Director Hein voiced his strong opposition to bringing this matter to another vote on an issue that had previously been voted on and failed to receive approval by the required 75%. After considerable further discussion, President Idell made a motion the discussion be tabled to the next regular meeting. Director Schroeder questioned whether this motion should be entertained prior to voting on Director Cooper's motion. After further discussion a vote was called for on Director Cooper's motion. Directors Fazzini, Cooper and Schroeder voted to approve the motion, Director Hein voted no and President Idell abstained from voting. Upon the advice of Legal counsel, the motion passed by at least 75% under either of two theories: 1) if the abstention is not counted as part of "the vote" pursuant to Article II, Section 2.2 of the By-laws, the motion passed by 75%; and 2) pursuant to Robert's Rules of Order, Section 46 ("On Voting"), the effect of an abstention is as if the abstaining member voted on the prevailing side, in which case the motion passed 4-1, which also meets the 75% threshold specified in the By-laws. Consequently, David Palm and Tim Miller have been duly elected to the Board pursuant to Article II, Section 2.2 of the By-laws.

e. By-laws update: Discussion/Possible Action. Vice President Fazzini made a motion the Board authorize attorney Kiersten Murphy to prepare a draft update to the SOCAA By-laws as recommended by legal counsel. Director Cooper seconded and the motion carried unanimously.

f. Fire Protection Airport Water System Master Plan & Potable Water Feasibility Study: Discussion/Possible Action. Following up on the report presented on this issue by Interim General Manager Ed Rose earlier in the meeting, Vice President Fazzini asked Mr. Rose to confirm that he had received express authorization from the County to proceed with the Dibble Engineering proposal without seeking competitive bids. Mr. Rose confirmed he had received such authorization. Director Cooper made a motion to issue a Notice to Proceed in accordance with the proposal from Dibble Engineering dated November 27, 2019. Vice President Fazzini seconded and the motion carried unanimously.

g. Capital Purchase of ¾ Ton Truck and Snowplow: Discussion/Possible Action. Director Cooper made a motion to approve the Interim General Manager's request to purchase a truck and plow not to exceed \$50,000. Director Schroeder seconded, and the motion carried unanimously.

Agenda Item #VI. – Public Comment

a. Mr. Dave Swartwout commented that County Supervisor Randy Garrison and Sedona City Council Member Scott Jablow had assured him the County has no intention of "taking over the airport". He also expressed his displeasure at Director Fazzini's election to President, expressing his opinion that this meant more micromanaging of the airport by the Board.

b. Mr. Adam Diebel expressed his support for purchase of a new truck and plow which will help expedite the removal of snow and thus help minimize downtime of the airport. Mr. Diebel expressed his displeasure with the Board Candidate Selection Policy approved by the Board by stating that, in his opinion, the Policy prevented him from serving as a member of the Selection Committee because of his status as owner of Sedona Car Rentals, an airport tenant.

c. In response to Mr. Swartwout's comments in which Mr. Swartwout attempted to minimize the importance of SOCAA'S adherence to the lease with the County, Mr. Russ Demaray stated the lease between Yavapai County and the airport had been set to expire in 2030 but had been extended in

2003 to 2050, a date which could be changed and could affect the stakeholders' investments on the airport.

Agenda Item #VII. – Call for vote to convene Executive Session pursuant to A.R.S. §38-431.03(A)(1), (A)(3) & (A)(4). Director Schroeder made a motion the Board convene in Executive Session pursuant to the aforementioned statutes, following a five-minute break. Vice President Fazzini seconded and the motion carried unanimously. The Executive Session was convened at 4:27 p.m. The meeting was reconvened back to the public session at 5: 04 p.m.

Agenda Item VIII. – Motions/Possible Action/Votes on Items discussed in Executive Session. President Idell noted there were no items requiring action.

Agenda Item IX. – Adjournment. There being no further business before the Board, Vice President Fazzini made a motion the meeting be adjourned. Director Hein seconded and the motion carried unanimously. The meeting was adjourned at 5:04 p.m.

Certified as Accurate and Correct:

Dated this 27 ^{January 2020} Day of ~~December~~ 2019
Sedona-Oak Creek Airport Authority

BY: Pamela R. Fazzini
Pam Fazzini Vice President
SOCAA Board of Directors

Minutes Approved
BY: Harold Idell
Harold Idell, President
SOCAA Board of Directors