



**SEDONA-OAK CREEK
AIRPORT AUTHORITY**

**Airport Terminal Conference Room
Minutes of the Special Meeting – September 26, 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: General Manager Deborah Abingdon and Business Manager Nelson Durkee.

Agenda Item #I. – Call to Order: The meeting was called to order by President Idell at 2:35 p.m.

Agenda Item #II. – Approve Minutes of the September 11, 2019 Regular Meeting and Executive Session. Director Cooper made a motion to approve the minutes subject to several revisions included as an attachment to those minutes. The motion was seconded by Vice President Fazzini and unanimously approved. (Said revisions have been incorporated into the final approved minutes).

Agenda Item #III. Call for vote to convene Executive Session pursuant to A.R.S. §38-431.03(A)(1), (A)(3) & (A)(4). Prior to the vote to convene Executive Session, President Idell asked General Manager Abingdon if she had legal representation and if she wanted the discussion or consideration pertaining to employment of the General Manager to occur in the public session or Executive Session. Ms. Abingdon stated she did not have legal representation and would like the discussion of her employment to occur in public session. Mr. Cooper asked Ms. Abingdon if she believed that she receive adequate written notice of the meeting pursuant to Arizona law, and Ms. Abingdon confirmed that she did receive timely written notice.

At this point Director Cooper asked to speak as he was one of the Board members who had requested the meeting pursuant to the Board's By-laws. Director Cooper suggested Ms. Abingdon re-think her request to have the ensuing discussion in open session and that she could still request for the discussion to take place in Executive Session. Ms. Abingdon did not make such a request.

Mr. Cooper then referred to an email of August 27, 2019, sent by Ms. Abingdon to the Board advising them that a certain Airport managerial employee, who had been employed for less than two weeks, was no longer employed at the Airport. Director Cooper noted that the Board had reason to believe, based on unsolicited public comments received by the Board on or around the time of the employee's separation, that Ms. Abingdon's email was not truthful about the reason for the employee's departure. Mr. Cooper further explained that if the email was not truthful, in his experience this created the possibility that the Airport and the Board might be exposed to liability depending on the real reason for the employee's separation. Mr. Cooper further explained that if the email – which Mr. Cooper considered to be material and significant – was not truthful, it potentially eroded both his and the Board's ability to rely on the veracity of Ms. Abingdon's statements in the future on material and significant matters. Finally, Mr. Cooper explained that this was Ms. Abingdon's opportunity to present her side of this issue.

Ms. Abingdon asked Director Cooper if he was acting as legal counsel for the Board to which he replied, "Absolutely not". Ms. Abingdon then objected to the presence of the Board's legal counsel at

the meeting, and Mr. Idell explained that it was common for the Board's legal counsel to be present at meetings either telephonically or in person.

Ms. Abingdon then read from the email in question and went on to explain her position that it would not be appropriate to discuss internal human resources issues with the Board and that the President, as her immediate supervisor, had been made aware in advance of the possible termination of the employee. Upon the conclusion of Ms. Abingdon's comments, Director Cooper made a motion to convene Executive Session. The motion was seconded by Director Schroeder and unanimously approved. The Executive Session was convened at 2:50 p.m. for discussion or consultation with legal counsel pursuant to A.R.S. § 38-431.03(A)(3) & (A)(4).

The meeting was reconvened back to the public session at 4:10 p.m.

Agenda Item #IV. – New Business.

a. Consideration and possible action pertaining to employment of the General Manager of the Sedona Airport. President Idell asked Ms. Abingdon if she had any further comments. Ms. Abingdon stated her position that much of the Board's discussion centered around an investigation and report that she had no access to. Director Cooper made a motion the Board terminate the Employment Agreement of the General Manager without cause pursuant to Sections D.2 and D.4 of the Agreement and Addendum No.1 previously approved by the Board and that the Board President be authorized to deliver five days' written notice of such termination. Director Hein seconded the motion. During Board discussion of the motion. Ms. Abingdon, being out of order, stated her position that pursuant to ARS 38-431.03 (A)(1) she should have been included in the Executive Session. President Idell noted Ms. Abingdon's statement. There being no further discussion, the motion was approved with President Idell, Director Hein, Director Schroeder and Director Cooper voting for and Vice President Fazzini voting against the motion.

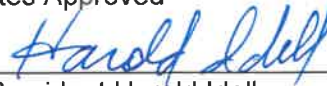
Agenda Item #V. – Adjournment: There being no further business before the Board, President Idell called for a motion to adjourn. Director Cooper made a motion to adjourn the meeting. The motion was seconded by Director Schroeder and unanimously approved. The meeting was adjourned at 4:45 p.m.

Certified as Accurate and Correct:

Dated this 30th Day of September 2019
Sedona-Oak Creek Airport Authority

BY: 
Vice President Pam Fazzini

Minutes Approved

BY: 
President Harold Idell