

EXHIBIT 1

**Sedona Airport
Yavapai County, Arizona**

**Required Content of an Application for a Lease and Operating Agreement
to Provide Commercial Aeronautical Services**

The Sedona-Oak Creek Airport Authority (“SOCAA”) welcomes commercial aeronautical operators to provide aeronautical services at Sedona Airport (the “Airport”) in a safe and responsible manner for the benefit of the aviation community and of Yavapai County’s residents and visitors alike. To ensure orderly, reasonable, and not unjustly discriminatory access to the Airport, SOCAA proposes to require that any applicant to provide one or more commercial aeronautical services at the Airport (an “Applicant”) provide the following information as part of its application.

If SOCAA has prepared an application form, Applicants shall provide the required information below using that form, adding any attachments or exhibits to such form necessary to ensure all the required information is included. If SOCAA has not prepared such a form, each Applicant shall provide the information below in a written format, submitting such information to SOCAA in a manner specified by the Airport Director.

1. **Applicant’s Identity and Contact Information.** The Applicant shall provide:
 - a. Its full name;
 - b. All aliases, trade names, and “doing business as” names that the Applicant uses, has used, or expects to use to market or provide commercial services, either at the Airport or elsewhere;
 - c. Its address(es), including both physical and, if different, mailing addresses;
 - d. Its telephone number;
 - e. Its email address;
 - f. If the Applicant is a corporate entity, its state or federal business registration number or tax identification number; and
 - g. If the Applicant intends to conduct any portion of its On-Airport Business (defined below) in conjunction with one or more affiliated entities, including without limitation joint venture partners or entities under common ownership or control (an “Affiliate”), all of the information requested in this paragraph 1 must also be provided with respect to that (those) other entity(ies).
2. **Term.** The Applicant shall specify the duration of the lease and operating agreement it proposes (the “Term”), as well as any option to extend the Term. Applicants should be

mindful that SOCAA generally will not grant a lease of more than two years except where an investment in Airport facilities that justifies a lease of longer duration.

3. Leasehold and Development Description.

- a. The Applicant shall specify, with particularity, the space that the Applicant proposes to obtain by lease, including any land or facilities included therein. Such description shall specify (i) whether the Applicant intends to lease the space directly from SOCAA or to sublease it from another Airport lessee; (ii) the approximate square footage of the space and (iii) a map, to scale, depicting the location and configuration of such space in detail.
- b. If the Applicant intends to construct or install any improvements on its proposed leasehold, the Applicant shall further provide a detailed description of such improvements, including (i) a depiction of such improvements, to scale, on the map described in paragraph 3(a), and (ii) detailed architectural plans for such proposed improvements.

4. Proposed Business Description. The Applicant shall describe specifically the commercial aeronautical services that the Applicant proposes to provide at the Airport (the “On-Airport Business”). If the Applicant will conduct the On-Airport Business in conjunction with an Affiliate, the Applicant shall identify the services, equipment, or facilities to be contributed by the Affiliate. Such description shall also describe the type of aeronautical operation(s) proposed and include an informed projection of the Applicant’s anticipated:

- a. Volume of business (*e.g.*, number of operations, volume of sales, and number of daily customers);
- b. Hours of operation;
- c. Number of on-Airport employees; and
- d. As applicable, numbers of aircraft and ground vehicles to be used in the On-Airport Business.

5. Identity of Applicant’s Key Personnel:

- a. The Applicant shall provide the full name, address, telephone number, and email address of:
 - i. Each principal of the Applicant and its Affiliates, if any;
 - ii. Each officer of the Applicant and its Affiliates, if any;
 - iii. Each person whom the Applicant anticipates will work for the Applicant or its Affiliates, if any, on the Airport, to the extent known, whether as an

employee, manager, or principal of the Applicant (the “On-Airport Staff”); and

- iv. Each other person whom the Applicant anticipates will exercise management responsibilities over the Applicant’s and its Affiliates’, if any, proposed On-Airport Business, regardless of whether such person will be present (*e.g.*, Chief Pilot, Director of Maintenance, General Manager) (the “Managers”).

- b. For each person listed in paragraph 5(a), the Applicant shall specify the title and role of the person and which of the personnel categories listed in paragraph 5(a) (*e.g.*, principal, officer) apply to such person.

- 6. **Aircraft and Ground Vehicles.** To the extent feasible, the Applicant shall provide a list of aircraft and ground vehicles (including, without limitation, any ground-support vehicles, automobiles, buses, and trucks) that the Applicant anticipates keeping or frequently operating at the Airport. For aircraft, that list shall include the aircraft make and model and the aircraft’s current Federal Aviation Administration (“FAA”) registration number. For ground vehicles, that list shall include the vehicle’s current state registration number.

7. **Financial Qualifications.**

- a. The Applicant shall provide information that demonstrates its and its Affiliates’ financial capacity and ability to:

- i. Install and, for the duration of its proposed Term, maintain any improvements it proposes to install at the Airport and any infrastructure that is required to support its improvements or On-Airport Business;
- ii. Satisfy its financial obligations to the Airport; and
- iii. Otherwise finance its On-Airport Business, including by hiring necessary employees and paying predictable business expenses, for at least six (6) months after the start of the Term.

- b. The information required by paragraph 7(a) shall include, without limitation:

- i. A current financial statement of the Applicant (and, if any, the Applicant’s Affiliates), certified by a certified public accountant;
- ii. A pro forma statement for the first year of the Applicant’s On-Airport Business;
- iii. A current credit report for the Applicant, the Applicant’s Affiliates (if any), and each of the Applicant’s and its Affiliates’ principals; and

- iv. Disclosure of whether the Applicant, the Applicant's Affiliates (if any), or any of the Applicant's or its Affiliates' principals has ever filed for or been placed into bankruptcy protection or gone into receivership.

8. Legal Qualifications.

- a. The Applicant shall provide copies of all certifications or other authorizations that the Applicant or its Affiliates would need to lawfully conduct its proposed On-Airport Business. If the Applicant lacks a necessary certification or authorization to conduct its On-Airport Business, the Applicant shall demonstrate, to the reasonable satisfaction of SOCAA, that it will obtain such certification or authorization prior to the commencement of the proposed Term.
- b. The Applicant shall disclose any documented violations, by itself or by any of its On-Airport Staff or Managers, of any provision of Title 14 of the Code of Federal Regulations (*i.e.*, the Federal Aviation Regulations) within seven (7) years prior to the date on which the Applicant submits the application to SOCAA.

9. Personnel Responsibility and Qualifications.

- a. For each of the Applicant's or its Affiliates' Managers and On-Airport Staff, the Applicant shall provide such individual's:
 - i. Aeronautical and aviation-related professional experience;
 - ii. Aeronautical certifications (*e.g.*, commercial pilot certificate); and
 - iii. Copies of any written complaints about the individual that the management of another airport or airport tenant has sent to the Applicant within the seven (7) years prior to the date on which the Applicant submits the application to SOCAA.
- b. For each of the Applicant's or its Affiliates' On-Airport Staff, the Applicant shall provide such individual's:
 - i. Criminal history and arrest record, if any, within the ten (10) years prior to the date on which the Applicant submits the application to SOCAA, such history and record including, without limitation, *nolo contendere* pleas, adjudications of innocence by reason of insanity or mental disability, or finding of incompetence to stand trial;
 - ii. History of any civil claims or litigation, within the seven (7) years prior to the date on which the Applicant submits the application to SOCAA, pertaining to allegations of assault, battery, coercion, conversion, drug use, financial misconduct, fraud, harassment, intimidation, intoxication, misconduct at an airport or onboard an aircraft, sexual misconduct, theft,

threats, any other form of violence, or any other conduct that might reasonably call into question the individual's ability to serve as a peaceful, responsible, and trustworthy principal, officer, or employee of the On-Airport Business.

10. **Insurance.** The Applicant shall provide a list of the types and amounts of insurance coverage that the Applicant or its Affiliates has obtained or proposes to obtain with respect to the On-Airport Business. To the extent that the Applicant has not yet obtained such insurance, the Applicant shall demonstrate that it will be able to do so prior to the start of the Term.
11. **References.** The Applicant shall provide the name, address, telephone number, and email address of the director (or functional equivalent) of each airport at which the Applicant, the Applicant's parent company (if any), or any of the Applicant's principals has operated within ten (10) years prior to the date on which the Applicant submits the application to SOCAA.
12. **Litigation.**
 - a. The Applicant shall disclose any judicial or administrative proceedings (including but not limited to proceedings before the FAA) to which both (a) the Applicant, the Applicant's Affiliates (if any), or any of the Applicant's or its Affiliates' principals and (b) Yavapai County or SOCAA have been named parties, regardless of when the proceeding commenced.
 - b. The Applicant shall disclose any judicial or administrative proceedings (including but not limited to proceedings before the FAA) to which both (a) the Applicant, the Applicant's Affiliates (if any), or any of the Applicant's or its Affiliates' principals and (b) any airport owner, operator, or sponsor, other than Yavapai County or SOCAA, have been named parties, provided that the proceeding was commenced or closed within five (5) years prior to the date on which the Applicant submits the application to SOCAA.
13. **Disclosure Authority.** On a form or forms provided by SOCAA, the Applicant shall authorize the FAA and the aviation or aeronautics commissions, directors, or administrators, or similar officials, of any state or local jurisdiction in which the Applicant has functioned as an aeronautical business to provide SOCAA with any information in their files pertaining to the Applicant.
14. **Additional Information.** If the Airport Director reasonably determines that certain additional information is necessary and appropriate to evaluate the application, the Applicant shall provide such information to SOCAA within the time specified by the Airport Director.