

Sedona-Oak Creek Airport Authority

Airport Terminal Conference Room Minutes of the Special Meeting – February 6, 2025 Pursuant to A.R.S. §38-431.01(B)

Directors Present: President Pam Fazzini, Vice-President David Cooper, Treasurer Jerry Barber, Secretary Betty Uhrig, Director Timothy Miller, Director Scott Schroeder, and Director Mike Schroeder.

Directors Absent: None.

Staff Present: General Manager Ed Rose, Business Manager Haruko Terada, and Marlene Lloyd, Business Office.

Agenda Item I. Call to Order. The meeting was called to order by President Fazzini at 2:30 p.m. immediately followed by the Pledge of Allegiance.

Agenda Item II. Roll Call. Roll was called and it was determined a quorum was present.

Agenda Item III. Consent Agenda. Director Scott Schroeder moved to approve both the minutes of the Regular Meeting and the Annual Meeting held on December 2, 2024; Treasurer Jerry Barber seconded. Motion carried unanimously.

Agenda Item IV. Reports: None

Agenda Item V. Unfinished Business: None.

Agenda Item VI. New Business:

Ratify authorization of General Manager's request for \$14,500 to renew purchase of E-advertising platform with NBAA as was implemented last year. Following success with the platform last year, Director Scott Schroeder moved to approve the expenditure as requested. Director Mike Schroeder seconded. Vice-President David Cooper reiterated our policy states this should be approved by the Board prior to the General Manager spending the funds. The General Manager stated the omission had to do with the long time since the last Board meeting in December
Motion carried unanimously.

Overview and discussion of SOCAA's planned projects and objectives for 2025. The General Manager briefly reviewed the items on the list to date: Increase our \$2.9M reserve fund; update the Airport's minimum standards - it's been eight years since the last update; Alpha taxiway rehabilitation for \$340K, (waiting on bids); correct the infield drainage issue at \$3.5M; runway improvements; purchase a new standby generator, (expecting bid March 6); helicopter six-pack rehab; West ramp design; fire suppression water storage; EV chargers; job fair February 28; pilot safety seminar May 3; Wings & Wheels show October 11; Plain Air Festival (date to be determined); parking for Bike Fest; awaiting FAA release for the land use change for the Sky Ranch Lodge expansion; survey parcels for development; provide FAA, ADOT, and County with proposed capital expenditures; FAA plan for Air Mobility; implement new FAA Part 135 Plus requirements; update Airport Emergency Plan; exposure at the NBAA Scheduler and Dispatcher conference; extend the AVFuel contract; meet with our elected State Representatives about Capital Advocacy since they each allegedly will be given authorization to award \$40M; engage with Embry Riddle and Yavapai

College for interns; consider replacing the Dodge truck; consider an APU replacement; refresh the airport markings; continue crack sealing; engage the City staff on zoning changes; get included in the Sedona Community plan to develop secondary road access to the airport; complete the WIFA application for our upgraded water infrastructure; complete the runway structural study; conduct the wildlife hazard training; conduct fuel quality control training; conduct fire extinguisher inspections; execute drainage repairs on the heavy helipad; support the FireTac crews; provide space for Sedona Fire Department training; add a gravel parking lot adjacent to the existing lot at the terminal building; work with the Arizona Association Of Airports (General Manager Rose will become President of the association in April); update the ground transportation rules and policies fee structure; keep our Facebook page, website, and Instagram account current; sweep the taxi lanes; seal hangar roofs; maintain snow/ice control; consider a proposal to sell the FBO; meet with ADOT officials on site; meet with FAA officials on site in late April. No action taken.

Review of responsibilities of the Board, discussion of best practices, and discussion of how the board and staff interactions may be optimized. President Pam Fazzini presented the following: The role of Boards in a non-profit organization, and in this case also a public body, is to set policy and provide oversight. The Board is also responsible for hiring the General Manager of Sedona Airport and assessing his/her performance. This includes ensuring the organization is adhering to its stated mission and achieving its agreed-upon goals. The Board and its members have a fiduciary duty defined as care, loyalty, and obedience. The Board should strive for accountability, trust, and transparency as well as cultivating a culture of inclusion. The Board should be listening to and balancing the needs of management, stakeholders, and the larger community. A key activity of Board members is to be storytellers of the Airport's mission, value, and impact; advocates of the airport, defenders of its interests, and disseminators of the truth of the Airport's value to each of these communities. Actual management should be left to administrators. There is a line between policy and administration which should not be crossed (that is overreach). The Board and Management should strive to form a partnership, working together to achieve strategic goals and mutual objectives, and neither should hesitate to ask for help with a particular need or project when needed. SOCAA is fortunate to have an excellent Board with a diverse skillset and wide-ranging experience to apply collectively to common goals. Boards can be most effective when there is regular attendance at meetings, thorough preparation for meetings, a culture of engagement built upon a commitment to inquiry (not being afraid to ask the hard questions and do the research), and communication. It is imperative Directors have timely access to information (both current and historic), the ability to ask questions and discuss issues, provide feedback, and the understanding it is more productive to ask questions, discuss issues openly, and then support the Board's decisions instead of critiquing those decisions after the fact. Areas the Board needs to focus on and improve include access to information in a timely manner, enhanced by organization, clean-up, and digitization of files, and creation of a Journal of Resolutions and Actions by the Board. Conformed copies of legal documents such as the Deed, Articles of Incorporation, the Amended Master Lease, the Lease Extension, and Amended Bylaws, as well as the Airport Layout Plan, Airport Capital Improvement Plan, Project Information, financial information, Annual Reports, Audits, Form 990s, the Procurement Policy, a Journal of Resolutions and actions by the Board, and a Record Retention Policy should be easily accessible, and up-to-date. We should also develop more effective methods of communication, focus on recruitment of new members, and develop a comprehensive new member orientation. No action taken.

Discussion of the Board's procedures for keeping an official record of meetings. Options for recording the meeting include video recording, a written record, or other. After discussing the pros and cons of each, the Board will continue with a written record.

Legal Advice. No legal advice was sought or obtained.

Proposal for creating and implementing a Clerk of the Board position. Director Jerry Barber proposed the SOCAA Board create the subject position with the following job description: A person who maintains official Board records, manages meeting agendas, takes minutes, and provides administrative support by accurately recording decisions, resolutions, and other official actions during meetings, ensuring proper public notice is given, and managing document filing systems related to Board proceedings. He further suggested that this position would be a 20-40 hours/month position. While it was agreed by all that our record keeping needs to be cleaned up and organized, the merits of hiring a contractor, intern, or part-time employee could not be agreed on. President Fazzini and Treasurer Jerry Barber will do more research and bring the Board their findings.

Agenda Item VII. Call to the Public: No member of the public came forward.

Agenda Item VIII: At 3:58 p.m. Vice-President David Cooper moved to convene the Executive Session; Director Tim Miller seconded. Motion carried unanimously and the Executive Session convened after a quick break. The session was reconvened to the open session at 4:53 p.m. and members of the public were invited to rejoin the Board in the conference room.

Agenda Item IX: Possible action resulting from matters discussed in Executive Session. There was no action taken.

Agenda Item X: Adjournment. At 4:54 p.m. Vice-President David Cooper moved to adjourn the regular meeting; Secretary Betty Uhrig seconded. Motion carried unanimously. Meeting adjourned.

Certified as Accurate and Correct:

Dated this 24th day of February 2025
Sedona-Oak Creek Airport Authority

BY: Pamela A. Fazzini
President Pamela A. Fazzini
SOCAA Board of Directors

BY: David M. Cooper
Vice-President David Cooper
SOCAA Board of Directors