

Sedona-Oak Creek Airport Authority

Airport Terminal Conference Room Minutes of the Special Meeting/Workshop Held February 9, 2026 Pursuant to A.R.S. §38-431.01(B)

Directors Present: President Pam Fazzini, Treasurer Mike Schroeder, Director Jerry Barber, Director Timothy Miller, Director Scott Brewster, and Director Jack Ross.

Directors Absent: Vice-President David Cooper

Staff Present: General Manager Ed Rose, Deputy General Manager Cameron Atkins, and Marlene Lloyd, Business Office

Counsel Present: Attorney Tony Cullum and Dr. Boyle

Agenda Item I. Call to Order. The meeting was called to order by President Fazzini at 10:00 a.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. Discussion. President Fazzini welcomed two new directors, Scott Brewster and Jack Ross. She noted additional on-boarding activities were conducted a week earlier with General Manager Ed Rose familiarizing the new members with operations at the Airport and Board President Fazzini explaining how she and Mr. Rose prepared the agenda for each meeting of the Board and posted meeting packets. Mr. Ross and Mr. Brewster each had an opportunity to ask questions. Arrangements were made for the two new members to tour the Airport with Mr. Rose and to see the location of current and/or proposed projects.

At the February ninth meeting, considerable time was spent reviewing the "SOCAA Governance Policy", a comprehensive document prepared by Attorney Robert Wingo for on-boarding new members and to use as an annual review of duties and responsibilities for all directors. This document explains the primary roles of the SOCAA Board in detail and how the Board and Management should interact, the responsibilities of each, and how those responsibilities are delegated, how to develop a collaborative mindset, and how best to create a cohesive and effective team. The obligations of fiduciary duties were explained. Expectations of Board behavior were discussed in detail.

Dr. Boyle read through amendments to the SOCAA Bylaws proposed by counsel to address sanctions to be imposed when necessary and to expand upon and clarify the process of removal if sanctions are unsuccessful in curbing unacceptable behavior. These amendments will be considered by the Board at a later time during a regular meeting and, if to be adopted, the process for amending bylaws will be followed.

Next, Dr. Boyle distributed and reviewed copies of the "Board Member Code of Conduct." Each director is required to review and sign this document annually.

Attorney Tony Cullum reviewed Open Meeting Laws, requirements of which are spelled out – along with much additional useful information – in "the white notebook" originally created by Mr. Cullum's office at least five years ago and distributed to all members of the SOCAA Board as a valuable resource. The General Manager also received a copy of the notebook for his use.

Mr. Cullum identified all members of SOCAA's legal team and explained the areas of expertise of each firm and/or individual.

Ms. Fazzini thanked Mr. Cullum and Dr. Boyle for their presentations and their advice. She asked each director for input on several questions, the answers which she will apply to improving the budget process, improving communications between management and the board, increasing transparency, and providing better resources to members of the Board. Each member was asked to think about what they would like the airport to look like in five years; what is the primary contribution each member and the board would like to make to the future airport? Answers were requested to be emailed to the Board President.

Mr. Cameron Atkins, Deputy General Manager and newest addition to the airport's management team, was introduced, and he gave a brief overview of the experience he brings to this position and the contributions he expects to make here. He was welcomed.

Agenda Items IV through VII – Reports, Unfinished Business, New Business, and Call to the Public – had no items to address. There was no Executive Session, so Item VIII, Executive Session, and Item IX, possible actions resulting from matters discussed in Executive Session, were not needed.

Agenda Item X: Adjournment. With no objections, the Special Meeting/Workshop was adjourned at 12:13 p.m.

Certified as Accurate and Correct:

Dated this 23rd day of February 2026
Sedona-Oak Creek Airport Authority

BY: 

President Pamela A. Fazzini
SOCAA Board of Directors

BY: 

Treasurer Michael Schroeder
SOCAA Board of Directors