



SEDONA-OAK CREEK
AIRPORT AUTHORITY

**Airport Terminal Conference Room
Minutes of the Special Meeting – March 10, 2021**
Pursuant to A.R.S. §38-431.01(B)

Directors Present: President Pam Fazzini, Vice-President David Cooper, Director Mike Schroeder, Director Timothy Miller and Director Betty Uhrig. Attending by telephone: Director David Palm.

Directors Absent: Secretary/Treasurer Scott Schroeder whose absence was excused prior to the meeting.

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

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. – Consent Agenda. The Consent Agenda included the Minutes of the February 22, 2021 Regular Meeting and those of the February 22, 2021 Executive Session. No items were requested to be removed from the Consent Agenda. A motion to approve the Consent Agenda was made by Director Miller and seconded by Director Uhrig. The motion carried unanimously.

Agenda Item #III. – New Business:

a. New Grant Offer – Runway Safety Area/Infield Drainage Improvements – Phase II – Review, discussion, and possible action.

Grant #E1S1L01C in the amount of \$90,000 was approved by the Board of Directors at the February 22, 2021 meeting. ADOT has now selected to award the next construction phase of this grant and combine the two projects. This new phase will require the Board of Directors to approve to commit an additional \$180,000 in matching funds.

The SOCAA presently has over \$1 million in cash reserves. The major need to draw on these reserves in FY 2021 totals \$429,000 made up of the balance of Dibble Fuel Farm Design costs, currently \$159,000, and the above-mentioned Grant commitments of \$270,000. If litigation expense continues in 2021 as it did in 2020, we will almost certainly have to fund these commitments from all or part of our reserves. Offsetting this amount could occur if litigation costs diminish and an expected award of a second draw from the Payroll Protection Program (PPP) in the amount of \$152,000.

Vice-President David Cooper moved, and Director Miller seconded to approve the new construction phase of this grant. The motion carried unanimously.

Agenda Item #IV. – Old Business:

a. New Communications Tower lease with the SFD – discussion and possible action.

President Fazzini reviewed the February 22, 2021 Regular Meeting notes on the extension of the Sedona Fire District Tower lease; the original lease in question expired on September 30,

2020. The interim extension, granted at the December 7, 2020 meeting, was worded so the SOCAA Board would have all the requested documents to review prior to the February 22, 2021, but Sedona Fire District did not comply. The decision was made during the February 22, 2021 meeting to give the Sedona Fire District until March 10 to review all existing subleases, all of which were required to have been submitted to SOCAA for review and approval under the terms of the previous, now expired lease. Currently all the documents were submitted but some of the required information was incomplete or missing. The latest document, submitted March 10, 2021, does not contain any financial information including the dollar value of the lease. President Fazzini stated it appears to be inconsistent with FAA obligations and is not in keeping with the transparency required of governmental agencies. She also believes the Board should discuss with SOCAA attorneys whether, by approving such a document, SOCAA would be compliant with FAA regulations and Grant Assurances. President Fazzini suggested it would be her preference that any action on this matter be deferred until after today's Executive Session.

Vice-President David Cooper moved that this agenda item be tabled until the Board has had an opportunity to discuss it with legal counsel in Executive Session. Director Mike Schroeder seconded to table the discussion. The motion carried unanimously.

b. Review and amend SOCAA documents as necessary in preparation for securing a loan to commence work on the Fuel Farm – update, discussion, and possible action.

The Board, with input from Airport Staff, actively discussed numerous proposed changes to the By-laws. The Board reached consensus on most items and elected to seek further input from legal counsel on a small number of items. A revised draft of the By-laws which incorporates both the changes agreed upon during this meeting and the recommendations of counsel will be considered at either the next Regular meeting or at a Special Meeting called before then.

President Fazzini would like the Board to vote on agreed upon Bylaw wording at the next meeting when the document will be reviewed in its entirety.

Agenda Item #V. – Call for Adjournment into Executive Session pursuant to A.R.S. 38-431.03(A)(3) and (A)(4). A motion to adjourn into Executive Session was made by Director Mike Schroeder and seconded by Director Uhrig. The motion carried unanimously, and Executive Session was convened at 4:20 p.m.

The Board convened back into Open Session at 4:42 p.m.

Agenda Item #VI - Motions/Possible Action/Votes on items discussed in Executive Session:

Vice-President Cooper moved that Agenda Item #IV. a. (New Communications Tower Lease with Sedona Fire District) be tabled to the next Regular (or earlier Special) Meeting. Director Uhrig seconded the motion. There was no discussion, and the motion passed unanimously.

Agenda Item #VII – Adjournment. There being no further business to come before the Board, a motion to adjourn the meeting was made by Director Uhrig and seconded by Director Miller. The motion carried unanimously.

The meeting adjourned at 4:44 p.m.

Certified as Accurate and Correct:

Dated this 5th Day of April 2021

Sedona Oak-Creek Airport Authority

Minutes Approved

BY: Pamela A. Fazzini

Pamela Fazzini, President

SOCAA Board of Directors

BY: David M Cooper

David Cooper, Vice-President

SOCAA Board of Directors