

Sedona-Oak Creek Airport Authority

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

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

Directors Absent: None. Treasurer Mike Schroeder departed at 10:56 to address a family emergency.

Staff Present: General Manager Ed Rose, Deputy General Manager Cameron Atkins, Assistant Business Manager Patresa Miller, Marlene Lloyd, Business Office, and Mark Allen, Special Projects Coordinator

Consultants Present: None

Agenda Item I. Call to Order. The meeting was called to order by President Fazzini at 10:06 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. Consent Agenda. Items on the Consent Agenda included minutes of the Regular SOCAA Board Meeting held February 23rd, 2026, and minutes of the Executive Session on February 23rd, 2026. Vice President David Cooper moved to approve the consent agenda; Director Jack Ross seconded, and the motion carried unanimously.

Agenda Item IV. Unfinished Business.

a. Revised Cash Flow Report from Haynie and Company.

President Fazzini initiated a discussion regarding the cash flow projection analysis prepared by Aaron Abendroth, CPA of Haynie & Company, which had been updated following the February 23 meeting to include additional information requested by the Board. Although Mr. Abendroth was not present at the meeting, the Board reviewed the conclusions of the revised report, which indicated SOCAA currently maintains sufficient cash reserves to proceed with the proposed WIFA-financed Fire Suppression Water Project and service the associated debt. The analysis also addressed several financial metrics including cash-to-debt ratios and debt service coverage.

Board members discussed several elements of the report's projection and noted potential expenditures—particularly repairs and improvements to airport-owned hangars—were not included in the current analysis because the cost of those projects is not yet known. Members emphasized the hangar structural assessment indicates a potentially significant future obligation and suggested future projections should incorporate reasonable assumptions for those expenses. The Board requested staff have cash flow projections prepared on a regular basis in the future.

The Board also discussed the Airport Capital Improvement Program (ACIP) and the uncertainty associated with federal and state funding for projects. Staff explained while ACIP projects are identified and prioritized in coordination with the FAA and other agencies, funding priorities can and do change and therefore precise timing and local matching requirements cannot always be accurately predicted.

Several directors noted the importance of maintaining adequate reserves to ensure the Authority has the ability to timely respond to infrastructure needs, match potential grant-funded opportunities, and maintain financial stability while continuing to support airport development. Staff indicated additional information and presentations regarding project priorities and funding considerations would be provided to assist the Board in evaluating long-term capital planning. No formal action was taken on this item; the discussion was for informational and planning purposes only.

b. Fire Suppression Water System, items (i) through (iv).

General Manager Ed Rose and Deputy General Manager Cameron Atkins made a presentation to the board regarding the impact of proceeding with both the fire suppression water project and repairing the authority-owned hangars. This led to a brief discussion during which the Board elected to defer further action on these items until it had an opportunity to seek legal advice from counsel in Executive Session.

c. Hangar Structural Assessment Review.

President Fazzini initiated a discussion regarding the report from Dibble Engineers regarding repair costs for authority-owned hangars. President Fazzini queried management regarding pursuing the sale of those hangars instead of renovation. Mr. Rose stated he is in favor of repairing the hangars, and Mr. Atkins advised against pursuing a sale of the hangars due to potential grant assurance concerns and long-term cashflow impact. Staff explained how pursuing a phased approach to repairing the hangars would spread costs, paid from the Authority's operating revenues, over four years. Mr. Rose indicated while this project was not on the agenda for approval today, (he has not yet received a proposal from Dibble), he hopes to have a proposal and fee for design services prior to the next regular meeting. There was no action; this item was informational only.

d. Discussion of all current and pending or proposed projects and their impact on the budget was deemed to have been completed during review of Mr. Abendroth's revised report under Unfinished Business.

Agenda Item V. New Business. There was no new business to consider.

Agenda Item VI. Executive Session.

A motion was made by Vice-President Cooper to convene Executive Session, seconded by Director Jack Ross and unanimously approved. Executive Session convened at 11:42 a.m. to seek legal advice pursuant to A.R.S. § 38-431.03 (A)(3), regarding all matters listed under Unfinished Business, Agenda Item b 1, numbers (i) through (iv), and b 2.

Upon return to Open Session at 12:15 p.m., the Board acted on the following items:

WIFA Loan Approval:

Vice President David Cooper moved SOCAA approve Resolution 03-2026, accepting the loan offer from WIFA (Water Infrastructure Finance Authority of Arizona) in the amount of \$1,665,352 for a term of 23 years at a rate of 3.784%. Director Timothy Miller seconded, and the motion carried on a voice vote of 5-1 with Director Barber voting in the negative.

The Intercreditor Agreement and Bond Counsel letter will be completed prior to March 17. Mr. Rose will present to the Yavapai County Board of Supervisors meeting asking for its approval on March 18.


Bid Award for the Construction Phase of the Fire Suppression Water Project:

Vice President Cooper moved to approve Ligon Excavation's bid of \$1,261,607.43 plus a project contingency not to exceed an additional 13% for the construction of a fire suppression water system, subject to the completion of an intercreditor agreement between NBAZ and WIFA and completion of the required certification from Bond Counsel. Director Timothy Miller seconded, and the motion carried on a voice vote of 5-1 with Director Barber voting in the negative.

Agenda Item VII: Adjournment. With no objections, the Regular Meeting was adjourned at 6:41 p.m.

Certified as Accurate and Correct:

Dated this 27th day of April 2026
Sedona-Oak Creek Airport Authority

BY: 
President Pamela A. Fazzini
SOCAA Board of Directors

BY: 
Vice-President David Cooper
SOCAA Board of Directors