

**TUCSON AIRPORT AUTHORITY | Board of Directors Regular Meeting  
January 24, 2022 | Approximately 10:15 a.m.  
Virtual Meeting**

Pursuant to A.R.S. § 38-431.02, notice is hereby given to the members of the Tucson Airport Authority (TAA) and to the public that the **Board of Directors** will hold a meeting open to the public on **January 24, 2022, beginning at Approximately 10:15 a.m., or shortly following the adjournment of the TAA Annual Meeting which begins at 9:00 a.m.** The meeting will be held virtually and live streamed via the Microsoft Teams application. The agenda will be posted at the web address below a minimum of 24 hours prior to the meeting. A link for members of the public to view the meeting will also appear on this web address the day of the meeting.

<https://www.flytucson.com/taa/public-meeting-information/>

The agenda for the meeting is as follows:

**1. CALL TO ORDER | ROLL CALL OF 2022 BOARD OF DIRECTORS**

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> Bruce Dusenberry, Chair | <input type="checkbox"/> Rob Draper, Director | <input type="checkbox"/> Todd Jackson, Director    |
| <input type="checkbox"/> Mike Hammond, Director  | <input type="checkbox"/> Judy Rich, Director  | <input type="checkbox"/> Sally Fernandez, Director |
| <input type="checkbox"/> Keri Silvyn, Director   | <input type="checkbox"/> Phil Swaim, Director | <input type="checkbox"/> Vance Falbaum, Director*  |

*\*As may be approved by the TAA Membership at its Annual Member Meeting on January 24, 2022.*

**2. ELECTION OF OFFICERS**

The Nominating Council, in accordance with the Bylaws, has recommended a list of directors and corporate officers for 2022. The Board of Directors will consider and may approve a list of nominees for corporate officers, as may be modified by the Board under the TAA Bylaws.

**3. BOARD TRAINING | DISCUSSION**

Staff will present to the Board of Directors a training on corporate governance and fiduciary role of the Board of Directors, the Tucson Airport Authority as a federally regulated entity, Arizona Open Meeting Laws, and the Arizona Public Records Laws.

**4. CONSENT AGENDA**

Matters listed under the Consent Agenda are routine and will be enacted by one motion and one vote. There will be no separate discussion of the items on the Consent Agenda unless removed from the Consent Agenda by the Chairperson after a request of a member of the Board of Directors. If removed from the Consent Agenda, the item(s) will be considered separately and individually.

- a. APPROVAL OF MINUTES:** Approve the minutes of the Board of Directors Regular Meeting held on December 8, 2021.

- b. **DELEGATION OF AUTHORITY TO THE PRESIDENT/CEO FOR 2022:** Adopt Resolution No. 2022-01 delegating authority to the President/CEO or her designee(s) for the application, execution, and delivery of grant agreements, military construction cooperative agreements, and associated intergovernmental agreements.
- c. **2022 BOARD OF DIRECTORS MEETING SCHEDULE:** Adopt Resolution No. 2022-02 approving the 2022 Board of Directors meeting schedule and acknowledging the date of the 2023 Annual Meeting and the initial meeting of the 2023 Board of Directors.
- d. **REQUESTS FOR EMERITUS MEMBERSHIP:** Adopt Resolution No. 2022-03 approving the applications submitted by four active Members to transition to Emeritus Member
- e. **YEAR-THREE CONTRACT WITH HILL ENTERPRISES, INC.:** Adopt Resolution No. 2022-04 authorizing the President/CEO or her designee(s) to execute a contract with Hill Enterprises, Inc., for approximately \$346,250 for leadership development and coaching, as well as facilitation of the annual review process for the President/CEO.

**5. CHAIRPERSON REPORT**

- a. TAA and Staff Recognition | New or Promoted Employees, Awards, and Acknowledgments

**6. PRESIDENT/CEO REPORT**

- a. State of the Industry | Update
- b. Strategic Plan 2.0 | Quarterly Update

**7. DISCUSSION/PRESENTATION**

- a. The Board of Directors will discuss and give direction on the format for Board meetings for the remainder of 2022 or until the COVID-19 emergency declaration has been rescinded. Potential options include:
  - Continuing to hold virtual meetings.
  - Begin holding in-person meetings on site in the Board Room at TUS.
  - A hybrid approach which allows directors to attend either virtually or in person.

**8. EXECUTIVE SESSION**

The Board of Directors, upon a majority vote, may convene into executive session for the following:

- a. Pursuant to A.R.S. §§ 38-431.03(A)(3) and (A)(7): For discussion or consultation with the TAA attorney or attorneys for legal advice and discussions or consultations with designated representatives of the public body in order to consider its position and instruct its representatives regarding negotiations for the purchase, sale, or lease of real property at Ryan Airfield (RYN).
- b. Pursuant to A.R.S. § 38-431.03(A)(7): For discussion or consultation with designated representatives of the public body in order to consider its position and instruct its representatives

regarding negotiations for the purchase, sale or lease of real property related to the development project known as “Project Payload.”

9. **RECONVENE THE REGULAR MEETING**

10. **ACTION ITEMS**

- a. **FOURTH AMENDMENT TO THE LEASE WITH AEROPLEX/MILLION AIR:** The Board of Directors will consider and may adopt Resolution No. 2022-05 approving a fourth amendment to the lease with Aeroplex/Million Air for expansion of square footage and extending the term of the lease.
- b. **“PROJECT PAYLOAD” LEASE AGREEMENT:** The Board of Directors will consider and may adopt Resolution No. 2022-06 authorizing the President/CEO or her designee to execute a five-year lease agreement with the company known as “Project Payload,” subject to key business terms.

11. **ADJOURN**