

**TUCSON AIRPORT AUTHORITY | Executive Council Meeting
April 6, 2022 | Immediately following the Board of Directors Regular Meeting
Remote Participation Only**

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 **Executive Council** will hold a meeting open to the public on **Wednesday, April 6, 2022, immediately following the adjournment of the Board of Directors Regular Meeting that begins at 3:00 p.m.** The meeting will be held virtually via Microsoft Teams. Attendees may register for the event by clicking on the hyperlink below. Upon submitting the registration form, attendees will receive an email confirmation containing the information to view the meeting via Microsoft Teams or to listen to the meeting telephonically.

[MICROSOFT TEAMS REGISTRATION FORM](https://www.flytucson.com/taa/meetings/)
(<https://www.flytucson.com/taa/meetings/>)

The agenda for the meeting is as follows:

1. CALL TO ORDER | ROLL CALL

- | | |
|--|--|
| <input type="checkbox"/> Bruce Dusenberry, Chair | <input type="checkbox"/> Phil Swaim, Treasurer |
| <input type="checkbox"/> Keri Silvyn, Vice Chair | <input type="checkbox"/> Director as approved by the Board |
| <input type="checkbox"/> Mike Hammond, Secretary | |

2. APPROVAL OF MINUTES

The Executive Council will consider and may approve the minutes of the Executive Council meeting held on November 4, 2021.

3. EXECUTIVE SESSION

The Executive Council, upon a majority vote, may convene into Executive Session as posted for the following:

- a. Pursuant to A.R.S. § 38-431.03(A)(1): For discussion or consideration of the employment of the President/CEO, related to 2022 performance expectations for President/CEO Danette Bewley.
- b. Pursuant to A.R.S. §§ 38-431.03(A)(1), (A)(3), and A(4): For discussion and consultation with TAA attorneys to amend the employment agreement of President/CEO Danette Bewley related to her compensation.

4. ACTION ITEMS

- a. **PRESIDENT/CEO PERFORMANCE EXPECTATIONS FOR 2022:** The Executive Council will consider and may adopt Resolution No. EXEC 2022-01 approving the 2022 performance expectations for President/CEO Danette Bewley.

- b. AMENDMENT OF THE PRESIDENT/CEO'S EMPLOYMENT AGREEMENT:** The Executive Council will consider and may adopt Resolution No. EXEC 2022-02 directing the TAA's Vice President/General Counsel to prepare an Amendment to the Compensation Agreement with President/CEO Danette Bewley as discussed and directed in the April 6, 2022 Executive Session of the Executive Council and authorizing the TAA's Chair of the Board to execute the Amendment on the TAA's behalf.

5. ADJOURN

**TUCSON AIRPORT AUTHORITY | Executive Council Meeting
Thursday, November 4, 2021 | 1:30 p.m. | Remote Meeting**

THIS ADVISORY COUNCIL MEETING WAS HELD BY REMOTE PARTICIPATION ONLY, WITH COUNCIL MEMBERS ATTENDING VIA THE REMOTE PARTICIPATION PLATFORM WEBEX. MEMBERS OF THE PUBLIC WERE PROVIDED A WEBEX LINK AND PHONE NUMBER/CODE INCLUDED IN THE PUBLIC MEETING NOTICE IN ORDER TO ATTEND.

1. CALL TO ORDER | ROLL CALL | WELCOME AND INTRODUCTIONS

Chair Dusenberry called the meeting to order at 1:32 p.m.

Members Present: Chair Bruce Dusenberry, Vice Chair Mike Hammond, Secretary Keri Silvyn, Treasurer Bill Assenmacher, and Director Phil Swaim

Members Absent: None

Others Present: Consultant Jan Hill, Hill Enterprises (*Attended the executive session portion of the meeting*)

Staff Present: President/Chief Executive Officer Danette Bewley, Vice President/General Counsel Christopher Schmaltz, Deputy General Counsel Kim Ryan, IT Systems Administrator Matt Chandler, and TAA Clerk Byron Jones

2. ACTION ITEM

a. **APPROVAL OF MINUTES:** Approve the minutes of the Executive Council meeting held on August 23, 2021.

MOTION BY Treasurer Assenmacher, SECONDED BY Director Swaim, to APPROVE the minutes of the Executive Council meeting held on August 23, 2021. The motion carried by the following vote:

Ayes	5	Chair Dusenberry, Vice Chair Hammond, Secretary Silvyn, Treasurer Assenmacher, and Director Swaim
Nays	0	

3. EXECUTIVE SESSION

The Executive Council, upon a majority vote, may convene into executive session as posted for the following:

a. Pursuant to A.R.S. § 38-431.03(A)(1): Discussion and/or consideration regarding the employment and performance evaluation of TAA President/CEO Danette Bewley; and

- b. Pursuant to A.R.S. § 38-431.03(A)(3): Discussion and/or consultation for legal advice with the attorney for the Tucson Airport Authority regarding the contract with TAA President/CEO Danette Bewley.

MOTION BY Vice Chair Hammond, SECONDED BY Treasurer Assenmacher, to CONVENE into executive session. The motion carried by the following vote:

Ayes 5 Chair Dusenberry, Vice Chair Hammond, Secretary Silvyn, Treasurer Assenmacher, and Director Swaim

Nays 0

The regular meeting recessed, and the Executive Council convened in executive session at 1:36 p.m.

4. RECONVENE IN REGULAR SESSION

The Executive Council returned to regular session at 3:24 p.m.

Due to a scheduling conflict, Vice Chair Mike Hammond left the meeting during the executive session and did not return to the regular session.

5. ACTION ITEM

- a. **ANNUAL PERFORMANCE REVIEW OF THE PRESIDENT/CEO:**

MOTION BY Secretary Silvyn, SECONDED BY Director Swaim, to DIRECT the TAA Attorney to proceed as discussed in executive session regarding the performance evaluation of TAA President/CEO Danette Bewley. The motion carried by the following vote:

Ayes 4 Chair Dusenberry, Secretary Silvyn, Treasurer Assenmacher, and Director Swaim

Nays 0

6. ADJOURN

There being no further business to discuss, Chair Dusenberry adjourned the meeting at 3:25 p.m.

APPROVED BY:

Prepared by:

Michael S. Hammond, Secretary

Byron M. Jones, CMC, TAA Clerk

Date: _____

Date: _____

A RESOLUTION OF THE EXECUTIVE COUNCIL OF THE TUCSON AIRPORT AUTHORITY, INC., APPROVING THE 2022 PERFORMANCE EXPECTATIONS FOR PRESIDENT/CEO DANETTE BEWLEY.

BE IT RESOLVED BY THE EXECUTIVE COUNCIL OF THE TUCSON AIRPORT AUTHORITY, INC., AS FOLLOWS:

1. The 2022 performance expectations for President/CEO Danette Bewley, attached hereto as Exhibit A and incorporated by reference herein, are accepted and approved.
2. Chair Dusenberry is authorized to execute the document.

PASSED AND ADOPTED by the Executive Council of the Tucson Airport Authority, Inc., this sixth day of April, 2022.

Bruce Dusenberry, Chair of the Board

ATTEST:

APPROVED AS TO FORM:

Michael S. Hammond, Secretary

Christopher Schmaltz, Vice President
and General Counsel

A RESOLUTION OF THE EXECUTIVE COUNCIL OF THE TUCSON AIRPORT AUTHORITY, INC., AUTHORIZING AN AMENDMENT TO THE AGREEMENT BETWEEN THE TUCSON AIRPORT AUTHORITY AND ITS PRESIDENT/CEO DANETTE BEWLEY RELATED TO HER COMPENSATION.

WHEREAS Article Eleven of the Bylaws of the Tucson Airport Authority (TAA) invests in the Executive Council the full authority of the Board of Directors to set the compensation and benefits for the President/CEO; and

WHEREAS in late 2020 the Executive Council approved the execution of an extended five-year employment agreement with President/CEO Danette Bewley; and

WHEREAS the Executive Council accepts the staff recommendations as detailed in the Council Memorandum related to appropriate updates to her compensation as restrictions related to COVID-19 ease.

NOW, THEREFORE, BE IT RESOLVED BY THE EXECUTIVE COUNCIL OF THE TUCSON AIRPORT AUTHORITY, INC., AS FOLLOWS:

The TAA's Vice President/General Counsel is directed to prepare an Amendment to the Compensation Agreement with President/CEO Danette Bewley as discussed and directed in the April 6, 2022 Executive Session of the Executive Council, and Chair Dusenberry is authorized to execute the Amendment on the TAA's behalf.

PASSED AND ADOPTED by the Executive Council of the Tucson Airport Authority, Inc., this sixth day of April, 2022.

Bruce Dusenberry, Chair of the Board

ATTEST:

APPROVED AS TO FORM:

Michael S. Hammond, Secretary

Christopher Schmaltz, Vice President
and General Counsel