
**TUCSON AIRPORT AUTHORITY | Board of Directors Regular Meeting
Monday, January 23, 2023 | Approximately 10:15 a.m.
Hacienda del Sol Guest Ranch Resort | Hacienda Room
5501 N. Hacienda del Sol Road, Tucson, Arizona 85718**

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 **Monday, January 23, 2023, beginning at approximately 10:15 a.m., or shortly following the adjournment of the TAA Annual Meeting, which begins at 9:00 a.m.** Directors and the public may attend in person in the Hacienda Room at the Hacienda del Sol Guest Ranch Resort, located at 5501 N. Hacienda del Sol Road, Tucson, Arizona 85718.

The agenda for the meeting is as follows:

1. CALL TO ORDER | ROLL CALL OF 2023 BOARD OF DIRECTORS

- | | |
|---|---|
| <input type="checkbox"/> Bruce Dusenberry, Immediate Past Chair, Director | <input type="checkbox"/> Keri Silvyn, Director |
| <input type="checkbox"/> Judy Rich, Director | <input type="checkbox"/> Phil Swaim, Director |
| <input type="checkbox"/> Mike Hammond, Director | <input type="checkbox"/> Sally Fernandez, Director |
| <input type="checkbox"/> Todd Jackson, Director | <input type="checkbox"/> Calline Sanchez, Director* |
| <input type="checkbox"/> Vance Falbaum, Director | <input type="checkbox"/> Rhonda Piña, Director* |
| <input type="checkbox"/> Fran Katz, Director* | |

*As may be approved by the TAA Membership at its Annual Meeting on January 23, 2023

2. ELECTION OF OFFICERS

The Nominating Council, in accordance with the Bylaws, has recommended a slate of corporate officers for 2023. 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

Vice President and General Counsel Christopher Schmaltz, and Deputy General Counsel Kim Outlaw Ryan, will present to the Board of Directors training on corporate governance and the fiduciary role of the Board of Directors for the Tucson Airport Authority as an Arizona non-profit corporation, and 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 Board Chair 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 7, 2022.
- b. **DELEGATION OF GRANT AUTHORITY TO THE PRESIDENT/CEO FOR 2023:** Adopt Resolution No. 2023-01 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. **2023 BOARD OF DIRECTORS MEETING SCHEDULE:** Adopt Resolution No. 2023-02 approving the 2023 Board of Directors meeting schedule and acknowledging the date of the 2024 TAA Annual Meeting and the initial meeting of the 2024 Board of Directors.

5. BOARD CHAIR REPORT

- a. Remarks from the Board Chair
- b. TAA and Staff Recognition | New or Promoted Employees, Awards, and Acknowledgments

6. PRESIDENT/CEO REPORT

- a. State of the Industry | Update

7. DISCUSSION/PRESENTATION

- a. **Air Service Development | Update** – Jack Penning, Volaire Aviation
- b. **Terminal Needs Assessment Project | Update** – Ken Nichols, Tucson Airport Authority

8. ACTION ITEMS

- a. **APPOINTMENTS TO THE NOMINATING COUNCIL:** The Board of Directors will consider and may adopt Resolution No. 2023-03 approving recommended appointments to the Nominating Council.

- b. **TAA CONFLICT OF INTEREST POLICY | UPDATE:** The Board of Directors will consider and may adopt Resolution No. 2023-04 approving a new Tucson Airport Authority member/director conflict of interest policy.
- c. **TUCSON AEROPLEX (DBA MILLION AIR) LEASE:** The Board of Directors will consider and may adopt Resolution No. 2023-05 authorizing the President/CEO (or her designee[s]) to execute a new 30-year ground lease with Tucson Aeroplex, LLC, dba Million Air, subject to key business terms.
- d. **RAYTHEON FACILITY LEASE:** The Board of Directors will consider and may adopt Resolution No. 2023-06 authorizing the President/CEO (or her designee[s]) to execute a new lease with Raytheon Missiles & Defense for a facility located at 1146 East Aeropark Boulevard, subject to key business terms.

9. DIVISION UPDATES

- a. **Executive**
 - i. Air Service Development
 - ii. Marketing and Strategic Communications
- b. **Operations**
 - i. FAA Part 139 | Triennial Drill
- c. **Business and Commercial Development**
 - i. FAA Coordination Status | TAA Non-Aeronautical Land
- d. **Finance and Regulatory Administration**
 - i. November 2022 YTD Financials: Financial Summary | Aviation Activity Report
- e. **Planning and Engineering**
 - i. Airfield Safety Enhancement Project | Update

10. NEXT MEETING

Wednesday, April 5, 2023 | 3:00 p.m. | Hybrid Meeting – TAA Board Room and/or Microsoft Teams

11. ADJOURN