



# **TAA Board of Directors and TAA Membership Orientation Handbook | 2021**

**Revised June 4, 2021**

## FOREWORD

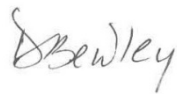
It is my privilege to present the Board of Directors and TAA Membership Orientation Handbook for 2021. This handbook, new this year, will provide current and new Board Members, and the TAA Membership with important information about the Tucson Airport Authority.

I hope that you find this handbook provides a valuable source of information during your tenure as a TAA Board Member and TAA Member. Please note that each year the TAA will update this resource to ensure you have current information. Should you have questions as you go through this handbook, please do not hesitate to reach out to me or members of the TAA Executive Team at (520) 573-8100.

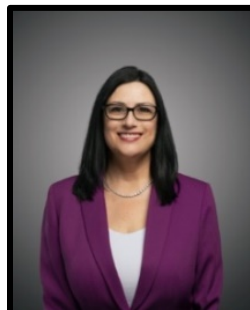
Our mission to “provide a sustainable airport system and constantly pursue initiatives that promote and grow business opportunities” does not happen without the understanding and support of our Board and Membership.

I appreciate your engagement and support of the TAA. I look forward to a successful year together!

Sincerely,



Danette M. Bewley, A.A.E.  
President/Chief Executive Officer  
Tucson Airport Authority



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## 1.0 The Tucson Airport Authority | Overview

### 1.1 Enabling Legislation and Authority

The Tucson Airport Authority (TAA) was formed in 1948 as an independent, quasi-governmental non-profit corporation pursuant to Arizona state law (A.R.S. §28-8423 *et seq.* – The Airport Statute), and around that same time, entered a long-term lease with the City of Tucson. That lease was subsequently amended, supplemented, and recently extended through 2098, authorizing the TAA to operate, maintain, and develop the Tucson International Airport (TUS). TAA also has a lease with the City of Tucson to operate, maintain, and develop Ryan Airfield (RYN), a general aviation reliever airport.

- ➔ TAA has historically been treated as an Arizona political subdivision/public entity and participates in the Arizona State Retirement System and Public Safety Personnel Retirement System.
- ➔ TAA has no taxing authority and receives no direct public support from state and local tax dollars.
- ➔ TAA is subject to Arizona's open meetings and public records laws.

### 1.2 Corporate Organizational Structure

As a non-profit corporation, TAA is subject to the requirements of the Arizona Non-Profit Corporation Act and governed by the TAA Articles of Incorporation and Bylaws.

TAA's Bylaws call for active membership of up to 60 individuals who are the residents of TAA's service areas.

- ➔ The TAA Board of Directors (the Board) consists of no more than eleven and no less than seven Active Members.
- ➔ The Directors are elected by Active Members, typically to staggered terms of up to three consecutive years and may serve a maximum of two successive terms.
- ➔ Directors receive no salary or compensation for their services, but by resolution of the Board may be reimbursed for actual expenses paid or obligated to be paid in connection with services rendered solely for the benefit of the Authority.
- ➔ The Board appoints the President/Chief Executive Officer (CEO), who serves at the Board's pleasure.

The CEO has the responsibility and authority "for the overall operation and management of TAA in accordance with its Mission and within the framework of Board adopted objectives and policies" and has "full responsibility for the management and administration of all TAA activities and operations and shall report to the Board on a regular basis."

**Appendix A**  
**TAA Articles of Incorporation**

**Appendix B**  
**TAA Bylaws**

**1.3 Mission and Vision Statement | Strategic Plan**

In 2020, the Tucson Airport Authority Board of Directors adopted a Three-Year Strategic Plan, which established the TAA Mission, Vision and Guiding Principles.

<b>Mission</b>	<b>Provide a sustainable airport system and constantly pursue initiatives that promote and grow business opportunities.</b>
<b>Vision</b>	<b>Landing Prosperity in Southern Arizona.</b>
<b>Guiding Principles</b>	<p>Our guiding principles shape our culture; who we are and who we want to be.</p> <ul style="list-style-type: none"> <li>➔ We deliver results.</li> <li>➔ We work smart.</li> <li>➔ We are curious.</li> <li>➔ We play for the team.</li> </ul> <p>The members of the Executive Team are ambassadors of our culture, and will engage everyone in these expectations.</p>

**Appendix C**  
**TAA Strategic Plan**

## 2.0 TAA Executive Leadership

### 2.1 TAA Organization and Executive Leadership

TAA is organized into six divisions each managed by a Vice President appointed by and reporting directly to the CEO. Additionally, the Marketing, Communications, and Air Service Development functions report directly to the CEO.

#### **Divisions\*:**

##### Finance and Regulatory Administration

- Finance
  - Financial Accounting and Reporting
  - Financial Planning, Budgeting and Analysis
- Regulatory Compliance

##### Legal

- Legal Services
- Board and Council Support Services
- Office, Records and Warehouse
- Procurement

##### Operations

- Airside Operations
- Police Department
  - Airport Communications Center
  - Airport Security
  - Emergency Management
- Fire Department
- Maintenance and Custodial Services
  - Airfield Maintenance
  - Facilities Maintenance
  - Fleet Maintenance
- Information Technology

##### People Operations

- Talent Acquisition, Talent Development, and Talent Management
- Employee Services, Support and Payroll

##### Business and Commercial Development

- Concessions and Ground Transportation Management
- Property Management

##### Planning and Engineering

- Planning
- Environmental Services
- Civil Development
- Facility Development

\*The functional alignment is subject to change as circumstances warrant.





**Danette Bewley, A.A.E.**  
**President and Chief Executive Officer**

Danette Bewley is from San Diego, CA, where her passion for aviation began. Her Dad was a decorated Navy fighter pilot, stationed at NAS Miramar, and later became a commercial airline pilot. This upbringing fueled her interest to pursue an aviation-related career path. Her airport management career began in 1989 and has spanned over 31 years and is still going strong.

Danette Bewley serves the TAA Board of Directors in the capacity of President/CEO; her contract is through 2025.

**Airport Experience:**

Between 1989 and 2003, she worked at the San Diego County Regional Airport Authority, operator of San Diego International Airport, in a variety of progressively responsible positions, including and not limited to airport noise and community relations, terminal operations, capital development, tenant relations, marketing and air service development.

Between 2003 and 2006, she was the Director of Jacksonville International Airport for the Jacksonville Aviation Authority, operator of Jacksonville International Airport, Herlong Airport, Cecil Field Airport and Jacksonville Executive Airport at Craig Field. Her role in this capacity was to manage the day-to-day operations and coordinate major capital programs and projects at Jacksonville International Airport.

Between 2006 and 2011, she worked for the Reno-Tahoe Airport Authority, operator of Reno-Tahoe International Airport and Reno Stead Airport, where she managed large capital programs and economic development, respectively.

In 2012, she joined the Tucson Airport Authority, operator of Tucson International Airport and Ryan Airfield. She served in multiple roles, including Director of Operations, Senior Director of Operations and Maintenance, Vice President of Operations and Projects/COO, and Vice President of Operations/COO. She presently serves as the President/CEO.

**Education | Accreditations | Licenses:**

- ➔ Bachelor of Business Administration with an emphasis in Aviation Management, 1986
- ➔ Master of Arts in Management, 1988
- ➔ Master of Public Administration, 2006
- ➔ Accredited Airport Executive
- ➔ Certified Airport Executive
- ➔ Private pilot



**Industry | Community Engagement:****Industry:**

- ✈ She serves on several airport industry boards and committees.

**Community Engagement:**

- ✈ DM-50 and 162<sup>nd</sup> Air Guardians, serving the military community in Tucson
- ✈ Tucson Metro Chamber, Tucson Hispanic Chamber of Commerce, Oro Valley Chamber of Commerce, Southern Arizona Leadership Council, Sun Corridor Chairman's Circle



**Bruce Goetz, A.A.E., I.A.P., A.C.E**  
**Executive Vice President and Chief Operating Officer**

Bruce Goetz has been the Vice President of Operations and Chief Operating Officer for the Tucson Airport Authority (TAA) since January 2020. In this capacity, Mr. Goetz oversees the operating departments that manage and maintain Tucson International Airport and Ryan Airfield, including Airside Operations, Safety, Maintenance and Custodial Services, Police, Airport Security, Airport Communications Center and Fire/Aircraft Rescue and Fire Fighting.

Mr. Goetz came to Tucson with more than 25 years of aviation experience. Prior to his arrival to Tucson, he was the Director of Operations at Denver International Airport (DEN) since 2014. There, he was responsible for airfield operations, terminal operations, and ramp tower groups, directing and managing snow removal issues, de-icing coordination, and the Emergency Operations Center. He was also a principal contact for regulatory issues with the Federal Aviation Administration (FAA).

Prior to his work at DEN, he was the Superintendent of Operations at Paine Field/Snohomish County Airport in Everett, Washington, where the Boeing wide-body production plant is located. There, he managed the Airport Operations department and served as a public information officer, leading efforts within the community and involvement with government officials.

He is an Accredited Airport Executive (A.A.E.) through the American Association of Airport Executives (AAAE) and International Aviation Professional (I.A.P.) through Airports Council International (ACI). He has also earned the Airport Certified Employee designation.



**Michael J. Smejkal, P.E., A.A.E.**  
**Vice President, Planning and Engineering**

Mike Smejkal joined TAA in 2012 as Director of Engineering and has progressed through the organization to serve in the Vice President role since June 2017.

The Planning and Engineering Division is responsible for TAA's planning, environmental, design and construction projects which includes major maintenance and CIP programs. Prior to joining the TAA, Mr. Smejkal spent 13 years at a midsize consulting engineering firm in the Chicago and Columbus working primarily on design and construction projects for airports of all sizes.

Mr. Smejkal has a Bachelor's (1997) and Master's (1999) Degree in Civil Engineering from the University of Illinois. He is a licensed professional engineer (P.E.) in Arizona and Illinois and earned his Accredited Airport Executive (A.A.E) designation from the American Association of Airport Executives (AAAE). He is the past-President of the Board of Directors for the Arizona Airports Association (AzAA). Mike is also active in the local community serving on PAG's Transportation Planning Committee.



**Christopher Schmaltz, C.M.**  
**Vice President and General Counsel**

Chris Schmaltz joined the TAA in 2015 as Deputy General Counsel and has since been promoted to General Counsel as of October 2019.

In 2020, as part of a strategic realignment under the TAA Strategic Plan, Mr. Schmaltz was promoted to Vice President, and he leads Procurement; Office, Records and Warehouse; and the Legal teams.

He advises the Board of Directors and TAA executive staff and employees on all aspects of airport regulation and operation, non-profit corporate and Arizona public entity matters, and commercial and general aviation issues. He also leads TAA's effort on government affairs. Prior to TAA, he was a Partner/Member in the Public Law group of Gust Rosenfeld, a law firm with offices in Phoenix and Tucson, among other locations.

His education includes a Bachelor of Arts in Russian and Soviet Studies from the University of Arizona and his Juris Doctor from American University, Washington College of Law.

Mr. Schmaltz is a Certified Member of the American Association of Airport Executives (AAAE) and currently serves on Airports Council International – North America’s (ACI-NA’s) Political Affairs Subcommittee, AAAE’s Commercial Space Working Group, and is a volunteer on Tucson Metro Chamber’s Public Policy Council.



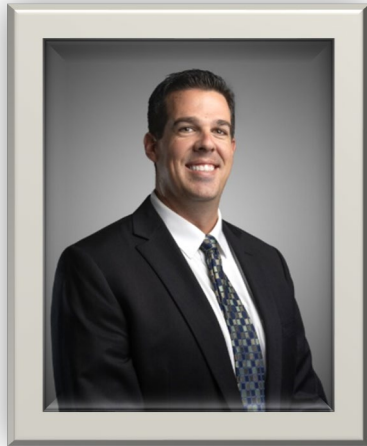
**John Voorhees**  
**Vice President and Chief Commercial Officer**

John “Dutch” Voorhees joined TAA in December 2020. His primary role is to drive and maximize all aeronautical and non-aeronautical business development and revenue generating activities for the organization to explore a diversified revenue stream.

He has oversight of Property Management, Concessions and Ground Transportation, Economic Development, areas that focus on revenue optimization strategies with passenger and cargo air service development, space leasing, concessions, parking and ground transportation.

Mr. Voorhees comes to the TAA with an impressive resume with 20-plus years of management experience. Most recently, he served as Assistant County Administrator/Director of Aerospace and Defense Initiatives, which he began in 2016. In that capacity he led the Office of Emergency Management, the Elections Department and the Pima County Wireless Integrated Network (PCWIN). He began his service with Pima County in 2013 as the first Executive Director of PCWIN and helped integrate the TAA Public Safety departments onto the radio network.

Mr. Voorhees served in the United States Air Force for nearly 21 years in a range of duties including Command Pilot and Strategic Planner. He was based at five different installations over his career; he spent the last six years of his military career at Davis-Monthan Air Force Base.



**Kirk Eickhoff**  
**Vice President and Chief Financial Officer**

Kirk Eickhoff is responsible for all accounting and finance functions at TAA. This includes planning, reporting, regulatory compliance, and insurance administration. As part of the three-year strategic plan, Mr. Eickhoff's focus is to position TAA and its partners for success in a post-COVID-19 economic reality, and to continue the high standard in financial reporting that has earned the TAA the Certificate of Excellence in Financial Reporting from the Government Finance Officers Association for 26 years consecutively.

Mr. Eickhoff joined TAA in June 2015, and served as the Manager of Financial Planning, Budgeting, and Analysis, and as the Director of Finance prior to his current position as Vice President and Chief Financial Officer. He earned his undergraduate degree in Corporate Financial Management from the University of Akron, and his Master of Accounting degree from the University of Arizona. He is also an Arizona-licensed Certified Public Account (CPA).

Prior to joining TAA, Mr. Eickhoff served in various accounting and finance roles in both the public and private sector in the areas of transportation and healthcare. His experience includes financial statement auditing, general ledger accounting and supervision, as well as financial analysis and decision support.



**Twyla Salaiz**  
**Vice President and Chief People Officer**

Twyla Salaiz joined the TAA in April 2021 and is the first person to serve the newly created position of Chief People Officer. As the Chief People Officer, Twyla oversees the People Operations Division, formerly known as Human Resources, and will play a critical role as the TAA moves further in implementing its Strategic Plan and positions itself to meet the challenges in a post-pandemic environment.

Ms. Salaiz came to TAA from Raytheon Missiles and Defense, where she served in various human resources positions since 2007, and most recently was their Director of Talent Acquisition. Prior to Raytheon, Twyla led Learning and Development at APAC Customer Services and SPHERION Corp.

She earned her Bachelor's in education and Fine Arts from Anderson University, and her Master of Education in Educational Psychology from Northern Arizona University. She serves on the board of directors for Thrive Ansanm, a civic and social organization that empowers young people in Haiti to achieve their potentials and was involved in the Metro Tucson Chamber's Talent Taskforce.

**Appendix D**  
**[TAA Organization Chart](#)**

## 3.0 The TAA Airport System

### 3.1 Airport System Overview

The TAA is the federally certificated operator of Tucson International Airport (TUS) and Ryan Airfield (RYN). Day-to-day management of TUS and RYN is performed by a professional and highly skilled team with the responsibility to operate the airport(s) in compliance with all federal regulations, manage the TAA resources and assets in a fiscally responsible manner, in accordance with federal regulations, industry standards and best practices. In addition, staff is tasked to ensure that the TAA continues to be self-sustaining and delivers operational success for the benefit of the metro Tucson community and Southern Arizona.

Airports function in a highly regulated environment, with oversight by the Federal Aviation Administration (FAA) (airport compliance, safety and standards) and the Transportation Security Administration (TSA) (civil aviation security), and a number of other federal agencies.

#### 3.1.1 Tucson International Airport (TUS)

The Federal Aviation Administration (FAA) has certificated TUS as a commercial service airport. As such, the TAA must adhere to a myriad of safety and standards governing airport operations. Each year, the FAA physically inspects the TUS airfield, which includes three runways (Runway 3-21, Runway 11R-29L and Runway 11L-29R) and audits the TAA for program and regulatory compliance, and adherence to federal regulations and standards.

The Transportation Security Administration (TSA) has authorized the TAA, and specifically the Tucson Airport Authority Police Department (TAAPD), to perform aviation security law enforcement functions in accordance with TSA regulations, as well as support the laws of the State of Arizona, as regulated by the State of Arizona. The TSA regularly inspects the TAAPD for and the TAA to ensure regulatory compliance and adherence to federal regulations and standards, respectively.

TUS encompasses 8,343 acres and is located eight miles south of the city's central business district. There are 130 separate buildings on the airport complex that provide nearly 2.5 million square feet of space.



TAA maintains three runways, Runways 11L-29R, 11R-29L, and 3-21. Runway 11L-29R is the primary runway and generally used by commercial, cargo, and military operators. Runway 11R-29L is used primarily for general aviation aircraft. Runway 3-21, a crosswind runway, runs perpendicular to, but does not intersect the two parallel runways.

Users of TUS include commercial, general aviation, cargo, and military operators. TUS also serves as an international port of entry that offers 24-hour customs and immigration services.

### **3.1.2 Ryan Airfield (RYN)**

RYN was created during World War II as a pilot training base and is located approximately 14 miles west of TUS. RYN includes approximately 1,804 acres.

TAA operates and maintains RYN, a modern general aviation airport west of Tucson, AZ. RYN has three runways, (Runways 6R-24L, 6L-24R, and 15-33), and accommodates a wide variety of general aviation activity. Users at RYN have access to general services, including aircraft refueling, limited aircraft maintenance services and a restaurant.



The TAA participates in the Federal Contract Tower (FCT) Program, a federal program that provides air traffic control services to specific airports throughout the nation. RYN is one of approximately 255 airports included in this federal aviation safety program.



## 4.0 TAA Airport Management Responsibilities

Day-to-day management is performed by a professional and highly skilled team who operate the airport system in compliance with all federal regulations, manage the TAA resources and assets in a fiscally responsible manner, in accordance with federal regulations, industry standards and best practices. Outlined below are a few key areas and a high-level overview of how their function supports the airport/aviation regulatory environment.

### 4.1 Operational Responsibilities

#### Airside Operations

Airside Operations manage and ensure airport compliance at Tucson International Airport (TUS), 7/24/365, and Ryan Airfield (RYN), 7/10/365, in accordance with Federal Aviation Regulations and Transportation Security Aviation Regulations, as required. Airside Operations manage a multitude of airport safety programs; handle aircraft emergencies in accordance with the National Incident Management System (NIMS)/Incident Command Systems (ICS) protocols; coordinate with first responders and federal agencies, as appropriate.

- ➔ TUS is a commercial service airport that serves a complex mix of aircraft including commercial, cargo, military and general aviation. Airside Operations ensures adherence with all aspects of FAR Part 139, the regulation that outlines the certification of airports.
- ➔ RYN is a general aviation reliever airport. Airside Operations ensures federal safety and standards are followed, coordinates closely with the contractor, Serco, who operates the control tower through the FAA Federal Contract Tower Program.

#### TAA Police Department | Aviation Security and Law Enforcement

The Tucson Airport Authority Police Department (TAAPD), operating/on duty 24/7/365, is a full-service law enforcement agency that meets and complies with the Police Officer Standards and Training (P.O.S.T.), required by the State of Arizona. TAAPD has the same responsibility as a county or municipal police agency to enforce the laws of Arizona. TAA Police, tasked with the law enforcement responsibilities on TAA property, enforce Federal Aviation Regulations pertaining to airport operations and Transportation Security Aviation Regulations related to airport and aviation security. In addition, as first responders, TAAPD manage a myriad of incidents/events, including airport and aircraft emergencies in accordance with the National Incident Management System (NIMS)/Incident Command

Systems (ICS) protocols; coordinate with mutual aid agencies and federal agencies, as appropriate.

- ➔ The TAAPD manages the Airport Communications Center (ACC), the airport's 7/24/365 9-1-1 center. The ACC dispatches calls for service to Police, Fire, Airside Operations, and Maintenance; manage security and fire alarm systems, and handle general calls from the public. In addition, coordinate with mutual aid agencies and other agencies, as required/directed.
- ➔ To ensure the highest level of airport security and respond to bomb threats, the TAAPD has three certified Explosive Detection Canine Teams (K-9 Teams), trained by the Department of Defense and certified by the Transportation Security Administration, respectively. These K-9 teams' are re-certified every year through a rigorous evaluation process. The TAAPD also has a police officer Explosive Ordinance Disposal technician. These specialized teams participate on the Pima Regional Bomb Squad and respond to all airport calls for service as well as regional calls for service.
- ➔ TAAPD also manages the Airport Security Office, the office responsible for the issuance of Security Identification Display Area badges (access control) following protocols established by the Department of Homeland Security; manages Emergency Management, the department tasked to lead emergency management training, exercises and Emergency Operations Center activation, and coordination with the County EOC and other emergency agencies (i.e., FBI, FEMA, etc.).

The TAAPD is also one of the few airport police agencies in the United States that is internationally accredited through the Commission for Accreditation of Law Enforcement Agencies (CALEA). Recently, TAAPD was certified by the Arizona Law Enforcement Accreditation Program (ALEAP) for Safe Policing Practices.

### **TAA Fire Department | Aircraft Rescue and Fire Fighting**

The primary responsibility of the Tucson Airport Authority Fire Department (TAAFD), operating 24/7/365, is to respond to aircraft emergencies and comply with federal aviation regulations pertaining to Aircraft Rescue and Fire Fighting (ARFF). Although the primary mission of TAAFD is TUS, RYN has not been forgotten. RYN is served by Drexel Fire Department through a mutual aid agreement; TAAFD responds to RYN secondarily.

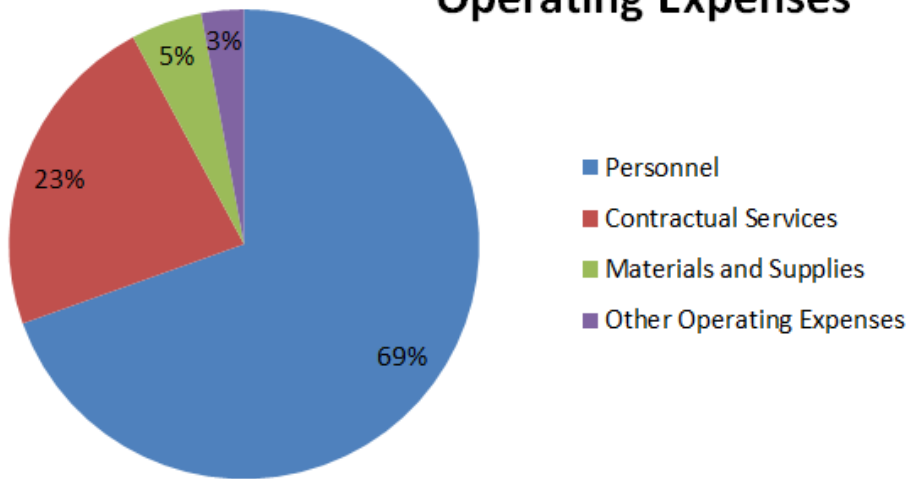
- ➔ The TAAFD also has a mutual aid agreement with the ANG, who also provide ARFF response at TUS, and other fire agencies in the event of a mass casualty event.
- ➔ TAAFD is trained in Basic and Advance Life Saving and respond to and perform emergency medical assistance and life-saving measures to our tenants and customers in the terminal environment and on TAA property.

#### **4.2 Financial Management | Overview**

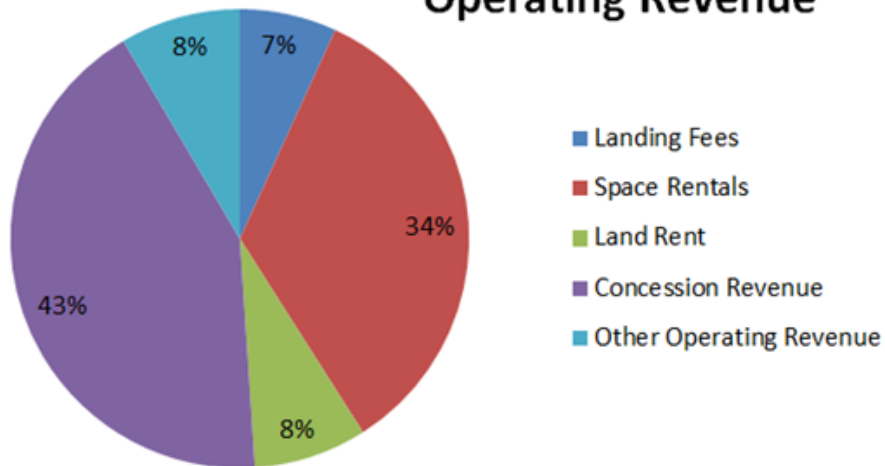
As a self-sustaining government enterprise, TAA does not have taxing authority which means no local taxes are used to support its operations. Rather, all airport operating and capital costs are recuperated through rates and charges paid by airlines and other airport tenants, as well as concession revenue and various user fees paid by our passengers, and grants awarded by the state and federal governments.

The following charts show the general sources and uses of TAA funds. The percentages shown are averages and vary from year-to-year. By far the largest sources of concession revenues are from TAA's public parking lots and rental car fees.

#### **Operating Expenses**



#### **Operating Revenue**



### **Budget Development | Management**

To plan for and prioritize the use of TAA resources, an annual budget is prepared each year in the March – June time frame, reviewed by our commercial airline partners (August time frame), who have a Majority-In-Interest above certain dollar thresholds to share their approval/disapproval of projects/budgets; reviewed by the Finance and Risk Management Council (August time frame), and finally, approved by the TAA Board of Directors in September.

The budget includes categories for Operating and Maintenance, Major Maintenance, Capital Improvement and Capital Outlay. These categories are explained below:

#### **Operating and Maintenance**

- ➔ The general costs incurred to operate the airport are considered Operating and Maintenance expenses (O&M). These items include personnel expense, contractual services, materials and supplies, and other operating expenses. O&M is funded through airport system revenue.

#### **Major Maintenance**

- ➔ Capital projects that add significant useful life or enhance the functionality of our existing assets are classified as Major Maintenance in our annual budget. Major Maintenance items are funded through airport system revenue. TAA also maintains a Major Maintenance fund, which may be used to pay for selected Major Maintenance projects.

#### **Capital Improvement**

- ➔ Large, grant-funded projects are classified as Capital Improvement (CIP). While TAA usually pays a portion of the costs of CIP, common outside funding sources include Federal Airport Improvement Program funds and the Arizona Department of Transportation. For qualified projects, grant funding can exceed 95% of project costs.

#### **Capital Outlay**

- ➔ Purchases for long-lived equipment, furniture, and fixtures are considered Capital Outlay. Purchases of Capital Outlay items are funded through airport system revenues.

A robust summary of historical financial and operational results is available in our annual Comprehensive Annual Financial Report (CAFR). The CAFR also provides details on TAA history, governance, and statistics.

### **Appendix E** **2019 CAFR**

### **Aeronautical and Non-Aeronautical Revenue and Revenue Diversion**

Federal Aviation Administration regulations require all airports, public and private (if receiving federal grant money), to operate in a fiscally self-sustainable manner to minimize reliance on federal and local tax revenue sources. The basic model which permits TAA to balance its self-sustainable, break-even financial model is by leveraging the “residual method” of rate-setting in its Airline Use Agreements (AUAs), whereby the financial risk of achieving its projected annual budget is transferred to the aeronautical users of the airport through a cross-credit. In effect, if the airport exceeds its annual budget projections, a credit is rolled over to the aeronautical users, usually in the form of landing fee reductions for the AUA signatories (commercial airlines). Conversely, if the airport falls short of its annual budget projections, the AUA signatories may, but only by express mutual agreement in the AUA, assume liability for the budget shortfall.

While there is substantial regulation around TAA’s ability to collect rents, charges, and fees on aeronautical users, there are minimal standards around non-aeronautical use fees which can come in the form of concessions, car rentals and parking, internet service and other airport property related rights of use and access.

TAA is aware of the changing economic dynamics in the ground transportation industry and particularly, the emergence of app-based Transportation Network Companies (TNCs). Passenger demand for TNC services to and from the airport and has increased significantly and TAA has adjusted for that change by continuing to ensure safe and convenient passenger access - in exchange for compensation by TNCs, negotiated at arms-length in a competitive market, for use of the airport and its properties.

Further restrictions imposed upon airport operators by the FAA come in the form of prohibited “revenue diversions,” which require that no airport revenue may be used for purposes other than the costs of the airport or facilities substantially related to its passengers or property. Therefore, all airport revenue and federal grant awards are injected back into the airport to fund capital projects and day-to-day operations to maintain and develop its airfields, terminals, access roads, and airport facilities.

### **Grant Assurances**

The TAA participates in several state and federal grant programs, including the FAA’S Airport Improvement Program, which provides Airport and Airway Trust Fund money for airport development, airport planning, and noise compatibility programs.

- ➔ Grant awards are conditional upon TAA’s ability to demonstrate it possesses the financial resources to fully fund those projects as the associated grants are statutorily limited to only a percentage of allowable total project costs.

- ➔ Grant awards are also conditional upon TAAs acceptance by contractual obligation to comply with the various laws and regulations identified as Grant Assurances which, oftentimes impose additional costs upon the airport to ensure its compliance with those Grant Assurances.
- ➔ The FAA may withhold payment or suspend grant awards or eligibility pursuant to Part 16 enforcement actions.

### **Procurement Practices**

The TAA Procurement Policy was updated and approved by the Board of Directors in 2020.

Procurements made pursuant to Airport Improvement Program (AIP) grants must comply standards established by various federal statutes and regulations to maintain eligibility under the AIP and must include in contracts awarded pursuant to the procurement process, certain required contract language regardless of whether the contract is federally funded. Examples of required contract clauses include Buy American Preference, Civil Rights, Federal Fair Labor Standards.

## **Appendix F**

### **[TAA Board Resolution on the Purchasing and Procurement Policy](#)**

## **4.3 Planning and Engineering | Grants**

In any given year, TAA undertakes capital projects (including land/facility improvements, major maintenance, and major equipment purchases). Generally, airport revenues are used to cover the cost of major maintenance and equipment purchases. However, qualifying capital improvement projects may be largely funded by the FAA Airport Improvement Program (AIP). The AIP grants TAA receives for qualified projects may fund over 90% of the total project costs. For AIP qualifying projects, the Arizona Department of Transportation will often match the TAA remaining share of project costs. This means that TAA may only be responsible for funding approximately 5% of the total cost for qualified and approved capital improvement projects.

### **Major Project Initiatives**

#### **➔ Airfield Safety Enhancement Project**

After years of planning and the receipt of federal approval in what was a record-setting 26-month Environmental Impact Statement process, the TAA began work on what will be the largest project in its history. Currently estimated at over \$300 million, the Airfield Safety Enhancement (ASE), an FAA safety and standards project, includes demolition of existing Runway 11R-29L and its relocation and reconstruction as a new parallel runway, and a taxiway between the two runways, new and realigned taxiways, geometry changes and upgraded navigational aids. Design work started in 2019 and construction broke ground in 2020.

➔ **Ryan Airfield Master Plan**

The Ryan Airfield Master Plan project re-evaluates the general aviation airport's operations, forecasts of future demand, land-use, and recommends a plan for the timely development of new and expanded facilities that may be required to meet demand. The Plan was approved by the TAA Board of Directors in 2020.

**Environmental Obligations**

In 1983, the U.S. Environmental Protection Agency (EPA) Region IX and the Arizona Department of Health Services (now ADEQ) began a Remedial Investigation/Feasibility Study (RI/FS) of suspected groundwater contamination in the area of TUS. Following a comprehensive investigation, In January 1989, EPA issued an Administrative Order and later in 1991 a Consent Decree, requiring the City of Tucson, Hughes Aircraft, General Dynamics, McDonnell Douglas, TAA, and United States Air Force to begin a remedial action to address contamination of the groundwater at North of Los Reales Road, otherwise known as the Tucson Airport Remediation Project (TARP). Under the terms of the TARP Participation Agreement, Tucson Water operates and maintains the remedy. Annual budgets are submitted to TAA for review and monthly invoices are reviewed by TAA and paid from the Master Remediation Trust fund.

Later, In August 1992, the EPA Region IX issued a Unilateral Administrative Order (UAO) to City of Tucson, McDonnell Douglas, General Dynamics and TAA to conduct an RI/FS of the shallow groundwater at the TUS, and a detailed investigation of all portions of the TUS that were owned, leased to or otherwise operated or controlled by TAA, and any areas onto or into which contaminants from the property may have migrated. The area investigated encompassed all previously and currently active portions of TUS, an area of approximately 4.4 square miles. After completion of the RI/FS, EPA issued a Record of Decision in 1997, and a Consent Decree in 1999 which obligated all four of the settling parties to remediate the contamination, which was completed in 2017. Under the terms of the 1999 Comprehensive Environmental Settlement for the Soils Remediation Project (SRP), the portion of the settlement allocated to USAF settlement was placed in the Master Remediation Trust fund to be used by TAA to pay 100 percent of the TARP remedy expenses and 80 percent of the SRP remedy expenses with McDonnell Douglas and General Dynamics contributing 10 percent each of the SRP remedy expenses.

These environmental obligations require TAA and the other settling parties require periodic project status reports and five-year reviews, with no substantive changes to the design, operations, or monitoring of the remedies without prior EPA approval.



#### **4.4. Open Meetings and Public Records**

The TAA Board of Directors, and all Advisory Council meetings are subject to Arizona's Open Meeting Law. That means, generally, that TAA must provide notice to the public prior to any meeting on all discussion and action that may be taken by the Board or any Advisory Council. There are significant requirements related to the notice and agenda that must be provided to the public. There are also significant restrictions on all members of the Board and each Advisory Council on discussion of any TAA related business that may or is likely to come before the Board or a Council. The slide deck located in the appendix section of this handbook is the basis for the annual training provided to the Board and the Councils. Please pay careful attention to the training and review the deck. If you have any questions related to the requirements and restrictions under the Open Meeting law, please contact the TAA Vice President and General Counsel or Deputy General Counsel to discuss.

The TAA has established procedures for responding to public records requests. Arizona Public Records law requires public bodies to maintain records reasonably necessary to provide an accounting of official activities. Defined as books, papers, maps, photographs, video, email, or other documentary materials regardless of physical form or characteristics, made or received by TAA in connection with the transaction of business. These records are preserved as evidence of TAA's organization, functions, policies, decisions, procedures, operations, or other activities pursuant to Records Management and Retention Schedules established by the Arizona State Library, Archives, and Public Records Division of the Arizona Secretary of State.

Public Records Requests forms can be found on the TAA website. The TAA Office, Records, and Warehouse Management team (ORWM) commits to respond to a request promptly, subject to the scope and complexity of the request. The procedures ensure that TAA does not disclose records which are prohibited by federal or state law, including where such disclosure would be detrimental to privacy, confidentiality, or the best interest of the State of Arizona or TAA. The TAA ORWM reports directly to the TAA General Counsel to ensure compliance with the applicable laws.

#### **Appendix G**

#### **[TAA Board of Directors Training Deck](#)**

## 5.0 TAA Board of Directors and Advisory Councils

### 5.1 The Board of Directors and Board Officers

#### Roles and Responsibilities

Board members are elected at the Annual Meeting, which is held in the month of January. Members serve a one-to-three-year term and are eligible to serve a second one-to-three-year term. Terms are typically staggered to ensure continuity.

- ➔ The Board is composed of no less than seven and no more than eleven Members who meet at least eight times per year.
- ➔ Officers are elected at the first Board Meeting of the calendar year, which immediately follows the Annual Meeting in January. Those positions are:

	<b>Chair</b>
	<b>Vice Chair</b>
	<b>Secretary</b>
	<b>Treasurer</b>

- ➔ Service on the Board of Directors is a serious TAA commitment. Per the Bylaws, Board members absent from more than two regular Board meetings without being excused by the Chair and Board members absent more than 40% of the regular and special Board meetings, whether excused or not, shall immediately be deemed to have resigned their position on the Board, at the discretion of the Chair. The vacancy is filled through Nominating Council recommendation and election by the Board for the unexpired portion of the term.

#### Public Meetings and TAA Meeting Procedures

The Board of Directors is required by TAA Bylaws to hold its first yearly meeting immediately following the TAA Annual Meeting in January. At which time, the Board will adopt its schedule of regular meetings for the remainder of the year.

- ➔ To comply with Arizona's Open Meeting Law, and to ensure that meeting participants have enough time to prepare with the Arizona laws pertaining to public notice requirements, TAA staff coordinates the agenda with the TAA Board Chair, posts the agenda, and distributes the agenda packets to the Board one week prior to the meeting (e-mail).
- ➔ TAA posts the agenda Notice on the TAA website. A hard copy of the agenda is also posted in a public location (glass case located outside the Board Room at TUS).
- ➔ In addition to the agenda, the packet will typically include the minutes of the previous meeting, which will be included in the Consent Agenda, staff-prepared memorandums providing background information regarding items requiring Board approval, monthly financial and aviation statistics reports and any other information that may be appropriate.
- ➔ All action items requiring Board approval or adoption will be conducted in the form of a resolution. Board members are encouraged to review the materials thoroughly and to come to the meetings prepared for the discussions.
- ➔ The timelines and expectations outlined above pertain to TAA Advisory Council Meetings as well.

The typical order of business for regular meetings is as follows:

**CALL TO ORDER | ROLL CALL** TAA Clerk takes attendance.

**CONSENT AGENDA**

Matters listed under the Consent Agenda are considered to be 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.

**CHAIRPERSON REPORT**

Topics the Chair plans to discuss (included on the Agenda).

<b>PRESIDENT/CEO REPORT</b>	Topics the President/CEO plans to discuss (included on the Agenda).
<b>PRESENTATIONS*</b>	Staff presentations provided to the Board for information purposes.
<b>DISCUSSION*</b>	Topics for Board discussion added at the discretion of the Chairperson.
<b>ACTION ITEMS</b>	Matters listed under the Business Agenda typically involve significant actions and/or policies which the Board will adopt by resolution. In most cases, Board action will be preceded by a staff presentation and discussion.
<b>DIVISION UPDATES</b>	As necessary, the vice presidents of the divisions will provide updates to the Board on various projects, noteworthy events, financial data and aviation-related activity.
<b>ADJOURNMENT</b>	Meeting is announced as adjourned.

\*These sections will be added to the agenda, as necessary.

### **5.2 TAA Advisory Councils**

TAA's Advisory Councils play an important role in the best practices of TAA as a non-profit corporation, and airport system Sponsor. Members of TAA can contribute to the success of TAA in a variety of ways, and service on a TAA Advisory Council is a key one.

- ✈ Advisory Council member composition is determined by the Chairperson of the Board of Directors, with approval by the Board, under Section 10.1 of the Bylaws.

The TAA will coordinate with Advisory Council Chairs:

- ➔ Scheduling/frequency of meetings
- ➔ Preparation of the agenda, distribution of agenda and materials, and posting the agenda, as required.
- ➔ All required record-keeping.

### **Audit Council**

The objective of this council, pursuant to the Board-adopted Audit Council Policy, is to advise the TAA Board of Directors in fulfilling its oversight responsibility for the integrity of TAA's financial and operating results, compliance with legal and regulatory requirements related to financial reporting, and the performance of TAA's internal audit function and external auditors. The Audit Council has authority to conduct or authorize special audits and investigations into any matters within its scope.

### **Community Engagement and Business Opportunities Council**

The objective of this special council is promoting "Fly TUS" by engaging the community to utilize Tucson International Airport. The council will inform the membership and community on the important role TUS plays as a catalyst in the region's economic prosperity and encourage the community to fly and support TUS.

### **Corporate Governance Council**

The objective of this council is to advise the TAA Board of Directors in fulfilling its oversight responsibility regarding corporate governance, including Board and Membership duties, policies and practices; TAA Articles of Incorporation; Bylaws; and other significant policies.

### **Executive Council**

This Council, pursuant to the Bylaws, is comprised of the Chairperson, Vice Chairperson, Secretary, Treasurer, and one other member of the Board appointed each year by the Chair. Its objective is to set the compensation and the benefits of the President/CEO, to address specific matters that are specified by the Board from time to time and to assist and advise the President/CEO with respect to establishing compensation and benefits for the various classifications of TAA employees.

### **Finance and Risk Management Council**

The objective of this council is to advise the TAA Board of Directors in fulfilling its oversight responsibility relating to TAA investment and fund management, debt issuance and management, annual and biennial budgets, annual capital improvement program budget, insurance, and safety and risk management programs.

### **Nominating Council**

The objective of this council, which is set forth in the Bylaws, is to nominate individuals for TAA membership, to nominate TAA Members to serve on the Board of Directors, to nominate a slate of Board Officers and to suggest nominees to fill any vacancies on the Board. Members of this council are selected pursuant to TAA Bylaws.

### **Superfund Council**

The objective of this special council is to advise the TAA Board of Directors in fulfilling its oversight responsibility concerning the ongoing environmental remediation projects and other activities related to the Tucson Airport Area Superfund Site.

## 6.0 Tucson Airport Authority | Membership and Responsibilities

### **6.1 TAA Membership**

Membership in the Authority means engaging the extensive network that TAA has in the community and promoting TAA's mission with the knowledge, skills, and motivation to best represent and contribute to the ongoing success of TAA.

The Nominating Council considers and recommends a slate of nominees for new membership every year based on skills and experience, and any of the following additional criteria:

- ➔ Proven leadership or the potential for leadership
- ➔ Diversity, including age, gender, ethnicity, race, disabilities, and geography
- ➔ Experience with large and complex organizations
- ➔ Current or prior CEO, COO, or CFO level experience
- ➔ Skillset, including finance, legal, audit, government affairs, public relations, community engagement and demonstrated commitment to the TAA mission.

Further, TAA membership assumes certain responsibilities, including vocal and active support for TAA's mission and vision, and participation in TAA Advisory Councils. Participation in TAA Advisory Councils provides valuable recommendations to the TAA Board on many policy issues confronting TAA. Members are also asked to lend their expertise on special projects or issues.

### **Appendix H**

#### **[TAA Membership Policy](#)**

### **Appendix I**

#### **[TAA Member/Director Conflict of Interest Policy](#)**

### **Appendix J**

#### **[Member and Board of Directors Annual Disclosure Statement](#)**



### **6.1.1 Active Membership**

Any resident of the Tucson International Airport service area (Service Area) is eligible for membership in the Tucson Airport Authority. Membership in the Authority terminates when a member leaves the Service Area. There are currently **60** approved active memberships.

<b>60</b>	<b>Approved Active Memberships</b>
<b>55</b>	<b>Members</b>
<b>5</b>	<b>Member Positions Available   2021</b>

*\*These numbers assume approval of new and continuing membership nominees at the TAA Annual Meeting on Monday, January 25<sup>th</sup>, 2021.*

Active Members may serve for fifteen (15) years, and may request, subject to the recommendation of the Nominating Council and approval of the Membership at the Annual Meeting, to serve an additional five years as an Active Member; or they may apply for consideration to transition to Emeritus Membership. The application to extend active membership an additional five years is considered based upon the individual's participation and contribution to TAA's mission.

### **6.1.2 Emeritus Membership**

Active Members must serve a minimum of ten (10) years to be eligible to apply for Emeritus Membership. Requests for emeritus status are subject to the recommendation of the Nominating Council and approval of the Board of Directors.

Emeritus Members have no voting privileges, but they are invited to all social functions and may attend any Authority meetings. Emeritus members may also be asked to assist the Chairperson or Membership with special projects.

The TAA Bylaws require that all Active Members apply to become an Emeritus Member after twenty (20) years, or their membership will expire.

## **6.2 Annual Meetings**

Members are expected to attend the Annual Meeting and others throughout the year, including:

- ➔ The Annual Meeting, held in January, when the new TAA members and directors are selected, and annual reports are presented by the outgoing Chairperson and President/CEO.
- ➔ Orientation, held soon after the Annual Meeting for new members joining the Authority. This includes a tour of the airfield and a briefing by airport staff.
- ➔ Members are also welcome to attend any Board or Council meetings.

## **6.3 Nominating Process**

The TAA Nominating Council is tasked with “seek[ing] out qualified candidates who can best represent and contribute to the ongoing success of TAA.” (Bylaws, Section 2.2.2) This process includes an assessment of current Membership and identification of needs, guided by the Bylaws, Membership Policy and the best interests of TAA in order to identify and cultivate potential new membership candidates who have the appropriate motivation, knowledge, relationships and skills to fill TAA needs, meet the Membership Policy criteria, and support TAA’s long term sustainability.

- ➔ Current and Emeritus members of the TAA may submit a Nomination Form for potential new members no sooner than April 1 and no later than October 1 in the year preceding each January Annual Meeting. TAA staff will collect the submittals, assemble information, and schedule Nominating Council meetings.
- ➔ The Nomination Form includes self-identification information as to age, race, color, national origin, gender, age, and disability. Whether the applicant chooses to provide this information is completely voluntary. Any information provided to TAA will be kept confidential.
- ➔ Once the Nominating Council has met and reviewed the potential new member nominations, the Council may choose to hold interviews of each nominee. TAA staff will support the TAA Nominating Council and clearly and consistently communicate to the Board, to the Membership, and to the nominees and applicants as to the status of their nomination or application during the process.
- ➔ After the Nominating Council has completed its nominee review process, the Council shall meet in November, vote on each nominee, and prepare a written slate of nominees for consideration by the full TAA Membership at the next TAA Annual Meeting (January).

- ➔ The slate of candidates is provided as information at the December Board Meeting (preceding the Annual Membership Meeting (January).
- ➔ The slate of nominees for TAA Membership is placed on the Annual TAA Membership Meeting Agenda (January); a vote of TAA Members is required.

### **6.3.1 Guidelines for Membership Criteria**

#### **SPECIFIC CHARACTERISTICS AND QUALITIES**

- ➔ Must care about and be committed to the quality of life for southern Arizona residents and the role TUS plays in impacting the well-being of the larger community; has demonstrated community service.
- ➔ Must be a person of moral courage and integrity; has strong ethical values.
- ➔ Has a passion for life and history of service to this community.
- ➔ Can represent the diversity in our larger community.
- ➔ Active or retired, with a history of success in his or her vocation.
- ➔ Must be willing to become the TUS' greatest advocate in the community.
- ➔ Must be a resident of TUS' service area.
- ➔ Must be willing to provide an up-to-date resume upon request.

REVIEWED BY THE BOARD OF DIRECTORS AUGUST 6, 2013

REVISED JANUARY 27, 2014

### **6.3.2 Guidelines for Board and Governance Membership Criteria**

#### **SPECIFIC CHARACTERISTICS AND QUALITIES**

- ➔ Is willing to embrace the philosophy and conceptual framework for the governance process; allows the CEO to lead with monitoring disciplines in place.
- ➔ Must care about and be committed to the quality of life for southern Arizona residents and the role TUS plays in impacting the well-being of the larger community; has demonstrated community service.
- ➔ Must be a person of moral courage and integrity; has strong ethical values.
- ➔ Has a passion for life and history of service to this community.
- ➔ Can innovate, evaluate, decide and articulate his/her decisions.
- ➔ Understands financial matters well enough to request proper advice and counsel relevant to airport issues. \*
- ➔ Has proven professional experiences; corporate business and board experience preferred; understands the pressures of guiding an organization to success; has had broad responsibility and accountability as senior management. \*
- ➔ Is a team player, able to support group consensus.
- ➔ Can represent the diversity in our larger community.
- ➔ Possesses visionary capabilities; ability to envision future possibilities.
- ➔ A conceptual thinker; ability to grasp the big picture; values continuous learning.

- ✈ Demonstrated proactive leadership skills and responsible use of authority.
- ✈ Active or retired, with a history of success in his or her vocation.
- ✈ Must be willing to become TUS greatest advocate in the community.
- ✈ Must be a resident of TUS' service area.
- ✈ Has an interest in aviation.
- ✈ Must commit to attendance at Board meetings and councils.
- ✈ Must be willing to provide an up-to-date resume upon request.

**\*Critical per 2013 Board discussion**

**REVIEWED BY THE BOARD OF DIRECTORS AUGUST 6, 2013  
AND REVISED JANUARY 27, 2014**

## APPENDICES

[APPENDIX A: TAA Articles of Incorporation](#)

[APPENDIX B: TAA Bylaws](#)

[APPENDIX C: TAA Strategic Plan](#)

[APPENDIX D: TAA Organization Chart](#)

[APPENDIX E: 2019 Comprehensive Annual Financial Report](#)

[APPENDIX F: Board Resolution 12-2020 on TAA Purchasing and Procurement Policy \(June 10, 2020\)](#)

[APPENDIX G: TAA Board of Directors Training Deck](#)

[APPENDIX H: TAA Membership Policy](#)

[APPENDIX I: TAA Member/Director Conflict of Interest Policy](#)

[APPENDIX J: TAA Member and Board of Directors Annual Disclosure Statement](#)