
TUCSON AIRPORT AUTHORITY | Nominating Council Meeting
Monday, July 27, 2026 | 9:00 A.M.
7250 S. Tucson Blvd, AZ 85756 | TAA Board Room

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 **Nominating Council** will hold a meeting open to the public on **Monday, July 27, 2026 at 9:00 A.M.** The public may attend in person. Council members may attend in person or remotely.

In-Person: The TAA Board Room is on the departure level of the Tucson International Airport terminal and is situated between the Delta and Southwest ticket counters, and behind the Arroyo Trading Post. The address is 7250 South Tucson Boulevard, Tucson, Arizona, 85756.

The agenda for the meeting is as follows:

1. CALL TO ORDER | ROLL CALL

- | | |
|--------------------------------|-----------------|
| → Brandt Hazen, Chair | → Carol Stewart |
| → Taunya Villicaña, Vice Chair | → Rhonda Piña |
| → Tony Penn | → Keri Silvyn |
| → Shaima Namazifard | |

2. APPROVAL OF MINUTES

The Nominating Council will consider and may approve the minutes of the Nominating Council Meeting held on October 15, 2025.

3. PRESIDENT/CEO REPORT

- a. Industry and TAA Airport System Update

4. PRESENTATION AND DISCUSSION | NOMINATING COUNCIL ROLES AND RESPONSIBILITIES

Deputy General Counsel Kim Outlaw Ryan will provide an overview of the TAA corporate governance structure under Arizona law, the TAA as a federally regulated entity, the applicability of Arizona's Open Meeting and Public Records Laws, and the Nominating Council roles and responsibilities under the TAA Bylaws. The Nominating Council may discuss any of the items in the presentation and memorandum included in the agenda packet.

5. NEXT MEETING

Monday, September 21, 2026, at 9:00 A.M. | TAA Board Room

6. ADJOURN

TUCSON AIRPORT AUTHORITY | Nominating Council
Wednesday, October 15, 2025 | 9:00 A.M. | TAA Board Room and Microsoft Teams

THIS ADVISORY COUNCIL MEETING OF THE TUCSON AIRPORT AUTHORITY WAS HELD IN A HYBRID MANNER. COUNCIL MEMBERS ATTENDED THE MEETING IN PERSON OR VIRTUALLY VIA MICROSOFT TEAMS. MEMBERS OF THE PUBLIC WERE INVITED TO ATTEND IN PERSON.

1. CALL TO ORDER | ROLL CALL

Chair Lisa Lovallo called the meeting to order at 9:08 A.M.

Council Members Present: Chair Lisa Lovallo (via Teams), Vice Chair Brandt Hazen, Council Member Carol Stewart, Council Member Shaima Namazifard (via Teams), Council Member Taunya Villicaña (via Teams), Council Member Phil Swaim (via Teams), and Council Member Rhonda Piña (via Teams)

Board of Director Members Present: Chair Michael Hammond (via Teams)

Staff Present: President/CEO Danette Bewley, Deputy General Counsel Kim Outlaw Ryan, Associate General Counsel LeCarie Whitfield, Customer Support Technician Hector Lopez, and TAA Clerk Carolina Cordova

2. APPROVAL OF MINUTES

Motion by Council Member Shaima Namazifard, seconded by Council Member Carol Stewart, to approve the minutes of the Nominating Council meeting held September 22, 2025. The motion carried by the following vote:

Ayes (7) Lovallo, Hazen, Namazifard, Stewart, Villicaña, Piña, Swaim
Nays (0)

3. PRESIDENT/CEO REPORT

a. President/CEO Danette Bewley reported the following:

- i. The Government shutdown was addressed, and as of now TUS has not seen much impact with TSA or FAA Air Traffic Control, however; other airports across the nation are reporting that Air Traffic Controllers are calling out sick and it is starting to slow down traffic in the National Airport System, which could eventually impact the TAA. President/CEO Danette Bewley advised that TAA is providing what it can to support federal employees who work at the airport, such as donations of non-perishable foods and supplies.
- ii. President/CEO Danette Bewley also reported that the TSA asked airports to play a Department of Homeland Security (DHS) video at security checkpoints which discusses potential impacts of the federal government shutdown associated with the lapse in appropriations for TSA operations. President/CEO Danette Bewley advised

that TUS will not be playing the video for several reasons including TAA's lack of video screens at TUS security checkpoints. There has been no push-back from DHS thus far.

4. NOMINATIONS | APPLICATIONS

a. Nominations for New Members

The Council discussed the qualifications of all five of the nominees that were included in this packet. Factors such as profession, community involvement, and how each individual could contribute to increasing diversity within the membership.

The Council's consensus was to move forward with the following nominees for election to the TAA:

i. ALISON FLYNN GAFFNEY

Motion by Council Member Taunya Villicaña, seconded by Council Member Shaima Namazifard, to nominate Alison Flynn Gaffney for membership with the Tucson Airport Authority for an initial 15-year term, subject to review by the Board of Directors and election by the full membership at the Tucson Airport Authority's Annual Meeting on January 26, 2026 (Pursuant to TAA Bylaws §§ 2.1.2(a)(ii), 2.2, and 3.5). The motion carried by the following vote:

**Ayes (7) Lovallo, Hazen, Namazifard, Stewart, Villicaña, Piña, Swaim
Nays (0)**

ii. BLAKE EAGER

Motion by Council Member Shaima Namazifard, seconded by Council Member Phil Swaim to nominate Blake Eager for membership with the Tucson Airport Authority for an initial 15-year term, subject to review by the Board of Directors and election by the full membership at the Tucson Airport Authority's Annual Meeting on January 26, 2026 (Pursuant to TAA Bylaws §§ 2.1.2(a)(ii), 2.2, and 3.5). The motion carried by the following vote:

**Ayes (7) Lovallo, Hazen, Namazifard, Stewart, Villicaña, Piña, Swaim
Nays (0)**

iii. JIM DARLING

Motion by Council Member Phil Swaim, seconded by Council Member Taunya Villicaña to nominate Jim Darling for membership with the Tucson Airport Authority for an initial 15-year term, subject to review by the Board of Directors and election by the full membership at the Tucson Airport Authority's Annual Meeting on January 26, 2026 (Pursuant to TAA Bylaws §§ 2.1.2(a)(ii), 2.2, and 3.5). The motion carried by the following vote:

Ayes (6) Lovallo, Hazen, Namazifard, Villicaña, Piña, Swaim
Nays (1) Stewart

iv. LINDA WELTER

Motion by Council Member Carol Stewart, seconded by Council Member Shaima Namazifard to nominate Linda Welter for membership with the Tucson Airport Authority for an initial 15-year term, subject to review by the Board of Directors and election by the full membership at the Tucson Airport Authority's Annual Meeting on January 26, 2026 (Pursuant to TAA Bylaws §§ 2.1.2(a)(ii), 2.2, and 3.5). The motion carried by the following vote:

Ayes (7) Lovallo, Hazen, Namazifard, Stewart, Villicaña, Piña, Swaim
Nays (0)

No other nominee was forwarded to the Members for election for full membership.

b. Emeritus Applications

The Council considered the emeritus requests submitted by Members Michael Franks, David Hameroff, Lisa Lovallo, and Lucinda Smedley.

A single motion by Council Member Rhonda Piña, seconded by Council Member Shaima Namazifard, to recommend to the Board of Directors that it approve the requests of Members Michael Franks, David Hameroff, Lisa Lovallo, and Lucinda Smedley to transition to Emeritus Status. The motion carried by the following vote:

As to applications by Members Franks, Hameroff, and Smedley:
Ayes (7) Lovallo, Hazen, Namazifard, Stewart, Villicaña, Piña, Swaim
Nays (0)

***As to the application by Member Lovallo:**
Ayes (6) Hazen, Namazifard, Stewart, Villicaña, Piña, Swaim
Nays (0)

*Chair Lisa Lovallo noted in her vote that she abstained from the vote on her individual application for emeritus status.

c. Applications for Continuing Membership

The Council considered the Applications for Continuing Membership submitted by Robert Draper, David Lyons, and Ricardo Platt.

A single motion by Council Member Taunya Villicaña, seconded by Council Member Shaima Namazifard, to recommend to the Board of Directors that it approve the

requests of Members Robert Draper, David Lyons, and Ricardo Platt to continue their membership for an additional five (5) years. The motion carried by the following vote:

Ayes (7) **Lovallo, Hazen, Namazifard, Stewart, Villicaña, Piña, Swaim**
Nays (0)

d. Nominations for Board of Directors

*Council Member Carol Stewart voluntarily resigned from her seat on the Nominating Council at 9:48 A.M. prior to the Council's discussion of nominees for Board of Directors, due to her submitted nomination to the Board of Directors.

The Council considered the Nomination for Board of Directors submitted by Fran Katz, Rhonda Piña, Calline Sanchez, and Phil Swaim for an additional three (3) year term.

A single motion by Council Member Shaima Namazifard, seconded by Council Member Brandt Hazen to recommend Fran Katz, Rhonda Piña, Calline Sanchez, and Phil Swaim each for an additional three (3) year term on the Board of Directors, subject to review by the Board of Directors and election by the full membership at the Tucson Airport Authority's Annual Meeting (Pursuant to TAA Bylaws §§ 2.2, 3.5, and 4.1.2). The motion carried by the following vote:

As to nominees Sanchez, and Katz:

Ayes (6) **Lovallo, Hazen, Namazifard, Villicaña, Piña, Swaim**
Nays (0)

****As to nominee Piña:**

Ayes (5) **Lovallo, Hazen, Namazifard, Villicaña, Swaim**
Nays (0)

****As to nominee Swaim:**

Ayes (5) **Lovallo, Hazen, Namazifard, Villicaña, Piña**
Nays (0)

****Council members Piña and Swaim noted in their votes that they abstained from the votes on their individual nominations for an additional three (3) year term on the Board.**

The Council considered the Nomination for Board of Directors submitted by Member Carol Stewart.

Motion by Council Member Taunya Villicaña, seconded by Council Member Shaima Namazifard, to nominate Carol Stewart for an initial three (3) year term on the Board of Directors, commencing on January 26, 2026, subject to review by the Board of

Directors and election by the full membership at the Tucson Airport Authority's Annual Meeting (Pursuant to TAA Bylaws §§ 2.2, 3.5, and 4.1.2). The motion carried by the following vote:

Ayes (6) **Lovallo, Hazen, Namazifard, Villicaña, Piña, Swaim**
Nays (0)

No other nominations for election to the Board of Directors were forwarded by the Nominating Council to the Members for a vote.

5. Recommendation on Corporate Officers for 2026

Based on discussion, the recommended slate for the 2026 Corporate Officers is the following:

<i>Officers</i>	<i>Position</i>
Michael Hammond	Chairperson
Phil Swaim	Vice Chair
Vance Falbaum	Secretary
Rhonda Piña	Treasurer

A single motion by Council Member Taunya Villicaña, seconded by Council Member Shaima Namazifard, to recommend to the Board of Directors the slate of corporate officers for 2026: Chairperson Michael Hammond, Vice Chair Phil Swaim, Secretary Vance Falbaum, and Treasurer Rhonda Piña (Pursuant to TAA Bylaws §§ 2.2 and 5.1) The motion carried by the following vote:

Ayes (6) **Lovallo, Hazen, Namazifard, Villicaña, Piña*, Swaim***
Nays (0)

*Council Members Piña and Swaim noted in their votes to abstain from their recommendations to the Board of Directors as corporate officers.

6. NEXT MEETING

The Nominating Council was advised that the meeting on November 13, 2025, is cancelled. The next meeting may be Thursday, December 11, 2025, at 9:00 A.M. depending on the Board of Directors' direction at the December 3, 2025, meeting. | TAA Board Room.

7. ADJOURN

Chair Lisa Lovallo adjourned the meeting at 10:02 A.M.

APPROVED BY:

PREPARED BY:

Brandt Hazen, Chair

Carolina Cordova, TAA Clerk

Date: _____

Date: _____



Nominating Council Roles and Responsibilities Training

Chris Schmaltz
EVP/General Counsel

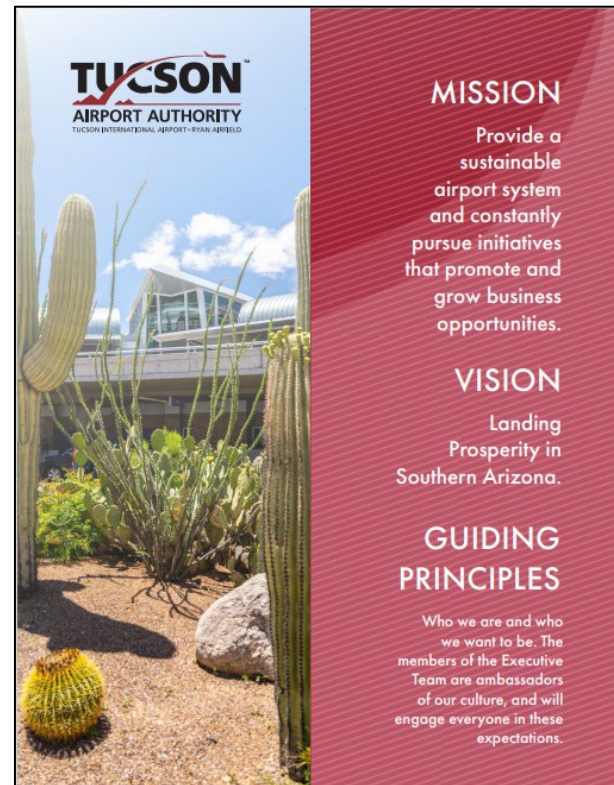
Kimberly Ryan
Deputy General Counsel

LC Whitfield
Associate General
Counsel

JULY 27, 2026

Outline

- TAA – a unique legal entity
- Governance – Conflicts of Interest
- Arizona Open Meeting Law & Public Records Law
- Nominating Council's Roles & Responsibilities



Unique Legal Entity

- Non-profit corporation under Arizona Law (formed in 1948)
- Authorized to exercise governmental powers
- Treated as a 'political subdivision' under Arizona law



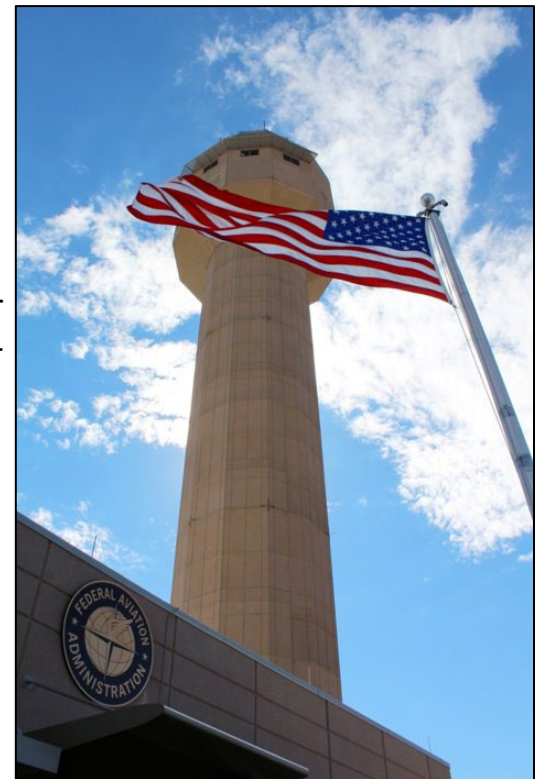
Conflicts of Interest

- **Board adopted Conflict of Interest Policy**
 - Applicable to all Members
 - Decisions/Actions on behalf of TAA must be in the TAA's best interests
 - May not use status on a Council to influence or personally benefit from any business decision involving TAA
 - Pause **before** acting and reach out to Chris, Kim, or LC



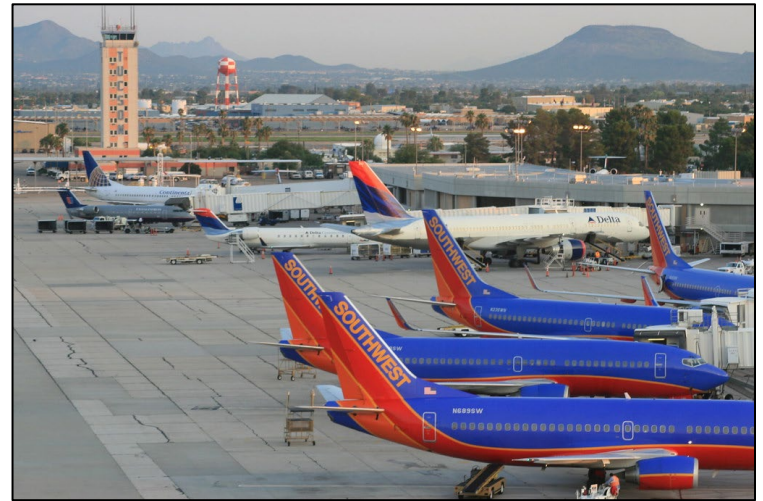
FAA Grant Assurances

- Federal requirements we must follow when accepting federal grant money as memorialized in a grant agreement
- Covenants to keep airports in operation and open for public use
- *Airport revenue cannot be used to subsidize individual tenants or users of the airport, nor for general economic development or community benefit*
- Airport must maintain a self-sustaining rate structure
- Airport is limited on how it may use the proceeds from land transactions



Airline Agreements

- Airlines and the passengers they bring to and from the airport provide approximately 65% of all airport revenue
- TAA must maintain and keep all airport facilities in good repair
- “Residual” Agreements – Airlines carry the ultimate risk for financially balancing the airport system
- Benefit of the Bargain – more airline financial risk comes with them having more say on the use of airport money re: large capital projects
- *Airlines are TAA’s tenants for conflict purposes*

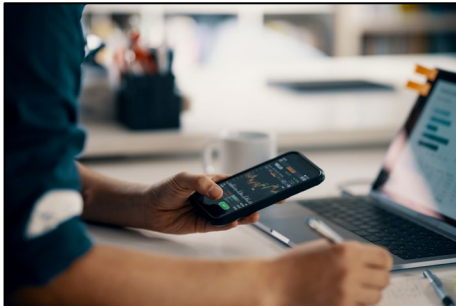


Governance

Questions?

Public Entity Requirements

- TAA is subject to Arizona Open Meeting Laws
- TAA is subject to Public Records Laws
- Both laws apply to the Nominating Council, its records and communications
- **What constitutes a “Meeting” under the OML?**



- Any gathering – in person or through technological devices – of a quorum to discuss, propose or take action on TAA business
- Phone calls, emails, texts, etc. among a quorum can be a meeting under the OML
- Avoid “splintering the quorum” and serial communications, e.g., communication from one member to the next sharing information and intent to vote

Open Meetings

What does it mean for meetings to be “Open to the Public”?

- Public allowed to attend and observe (including Nominees)
- Properly noticed (more than 24 hours) and agendized (reasonable specificity)
- Discussion limited to those items on the agenda
- Open Meeting Minutes are a Public Record

Public Meetings- Implications for Nominating Council

- No discussion amongst members of the Council of nominations/recommendations except at public meeting
- No sharing of thoughts on individual nominees even with 1 other member of the Council – see “serial communications” issue above

What are consequences of non-compliance?

- Actions taken by the Council are invalidated
- Individual Council members may be subject to personal liability

Simple Rule: When in doubt, save the discussion for a noticed public meeting

Public Records

A public record is:

- Any tangible or reproducible record that is created or received by a TAA Member acting in their official capacity as a TAA Member or Council member
- Relates to TAA business
- Includes information on personal computers or cell phones/tablets (e.g., emails, text messages)

Duty to Keep Records:

- Do not delete public records
- Penalties – costs associated with failure to comply are paid by TAA



Nominating Council

Council members are appointed by the Chair of TAA Board to evaluate and recommend:

- New members to the TAA
- Continuing and Emeritus members
- Board of Directors nominees

The Council's recommendation are submitted to the Board for consideration and action (TAA Bylaws, Articles 2 and 10)



The Nominating Council helps shape the future leadership and membership of the TAA.

Annual Nomination and Election Process

April 1	October 1	November 20	December	January 2027
•Nomination period opens •Announced in Member advisories	•Nominations and Applications are due to TAA Clerk	•Council recommends Nominations and Applications to TAA Board for approval	•Council reconsiders Nominations returned by the Board (if any)	•TAA staff prepare and distribute election materials and Proxy forms to TAA Members •TAA Members vote at the Annual Meeting

New Membership Qualifications

New TAA Members must:

- Live in/maintain primary residence within the TUS service area
- Repeatedly demonstrate an interest in promoting air transportation and commerce in Southern AZ

New Members are expected to:

- Support the interests of the TAA
- Actively participate in TAA activities
- Attend Member meetings
- Contribute her/his expertise when requested.

(TAA Bylaws, Sections 2.1.1, 2.1.2)



Continuing and Emeritus Members Qualifications

Continuing Members

- Have served 15 years as a Member
- Have repeatedly demonstrated an interest in promoting air transportation and commerce in Southern AZ

TAA Bylaws, Sec. 2.1.1, 2.1.2

Emeritus Members

- Have served at least 10 years as a Member
- Have provided “distinguished service to the Authority over a sustained period of time.”

TAA Bylaws, Sec.2.1.2(b)

Directors/Officers Nominations

- The Council reviews Director candidates
- The Council recommends a slate of Officers:
 - Chair of the Board (2-year cycle)
 - Vice Chair
 - Secretary
 - Treasurer



Stewardship Responsibilities

TAA's Strategic Plan 3.0 encourages TAA Members to become **Champions** for the TAA and the airport system.

The Nominating Council plays an important role by:

- Reflecting on each nominee's qualifications
- Considering how a nominee has or will fulfill the role of **TAA Champion**
- Understanding how the demographics and industry composition of the TAA Membership supports the Strategic Plan and TAA's Mission and Vision.
- Recommending process improvements that enhances recruitment of the very best leaders of the region to become TAA Members



The Nominating Council helps shape the future leadership and membership of the TAA.



Questions?

Date: July 27, 2026

To: Nominating Council
From: Carolina Cordova, TAA Clerk
Re: 2027 Nominating Period | Update

Background:

The TAA Bylaws delegate to the Nominating Council the responsibility of considering and making recommendations regarding new members, Continuing Members, Emeritus Members, and nominees for the Board of Directors. Additionally, the Nominating Council may recommend a slate of Board corporate officers for 2027. The 2027 nominating period commenced on April 1, 2026, and will close on October 1, 2026. The Council's nominations are due to the Board of Directors by November 20, 2026, pursuant to the Bylaws.

Nominating Period | Update:

- Reminders regarding the nominating period have been and will be in the April through September TAA Member Advisories. One (1) new member nomination and one (1) request for a 5-year Membership extension have been received to date.

Current Membership | Analysis:

- As of July 27, 2026, TAA has fifty-five (55) active Members and **five (5) vacancies**. Per the Bylaws, there can be no more than sixty (60) active Members of the organization at any given time. The number of vacancies can potentially increase for 2027 if eligible Members submit an application to transition from active to emeritus status.
- One (1) Member will reach the end of their initial 15-year term in January of 2027 and as of May 19, 2026, that Member has applied to continue their Membership for an additional five-year term. The Nominating Council will have the opportunity to review the application and make a recommendation to the Board whether to include the Member's application for continuing Membership on the 2027 Annual Meeting ballot.

Board of Directors Nominations:

- Under the TAA Bylaws, the Board of Directors consists of at least seven (7) and no more than eleven (11) Members, who are elected by the Active Members during the Annual Meeting in January. The maximum time a Member may serve on the Board is ten (10) years. There have been two (2) Director Interest Forms submitted.
- Members of the Board with expiring terms may self-nominate until October 1, 2026.
- There are three (3) Board Members whose terms expire in January 2027. All of these Board Members are eligible to self-nominate for a seat on the Board during the nominating period. Each of these Board Members were notified of their term expiration

and the self-nomination process on April 29, 2026. A follow-up message will be sent during the month of September, to those Board Members who have not responded.