

**SANTA YNEZ VALLEY AIRPORT AUTHORITY, INC.**  
**SPECIAL MEETING MINUTES**  
**December 12, 2018**

**Called to order by President Knight at 5:00 P.M.**

**Salute to the Flag**

<b>Directors Present:</b>	<b>President Knight</b>	<b>Secretary McGowan</b>
	<b>Treasurer Carrier</b>	<b>Director Jones</b>
	<b>Director deWerd</b>	

<b>Directors Absent:</b>	<b>Director Murphy</b>
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**Consultant: Kim Joos - present**

President Knight reported he had been notified by Mike Cage of Mullen & Henzel, LLP, the Authority's legal counsel, of a letter received. The letter put forth the allegation of collusion, negotiated deals outside of the Authority's By-Laws to fill empty Director seats, and Brown Act violations by three Directors. President Knight submitted copies of the letter to Board Directors and directed the Secretary to cause this letter be made a part of the December Special Meeting minutes. (Attached and made a part of these Minutes) Due to the allegation of collusion and to avoid any appearance of impropriety, President Knight stated he would abstain from the Special Meeting's vote for Board appointments.

<b>Agenda Items</b>
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- 1. Board Appointments** – Secretary McGowan reported that the current Board had six Directors: Shawn Knight (U), William Murphy (NU), Karen Jones (NU), Garth Carrier (U), Jourdi deWerd (U), and Bruce McGowan (U). Three Director seats are left unfilled. They are seats vacated by:

Felix Fischer (NU) –	Term: 2017 - 2020
Tony Moradian (U) -	Term: 2017 - 2020
Nick Marchi (NU) -	Term: 2016 - 2019

Secretary McGowan stated that the original construction of the Authority's By-Laws provided that three Directors would be appointed per year to allow for a rotating presence of Board Directors. Due to the vacancy of four Director seats since the Annual Meeting, it has been necessary to appoint Directors per the By-Laws. Mr. Jourdi deWerd was appointed during the Regular November Board meeting as a User Director. The Nominating Committee had secured several members interested in serving on the Board. Secretary McGowan recommended that the vacant Direct seats with the longest term be appointed by the Board first and that the appointee be drawn from the list established by the Nominating Committee.

To fill the vacated Non-User Director seat of Mr. Felix Fischer (Term 2017-2020), Director Jones nominated Terry Kaslow. Secretary McGowan seconded the nomination.

No other nominations were called for. By Board action, Terry Kaslow was voted to fill the Non-User vacated seat of Mr. Felix Fischer. President Knight abstained from the vote.

To fill the vacated User Director seat of Mr. Tony Moradian (Term 2017-2020), Treasurer Carrier nominated Steve Kiss. Director Jones seconded the nomination. No other nominations were called for. By Board action, Steve Kiss was voted to fill the User vacated seat of Mr. Tony Moradian. President Knight abstained from the vote.

To fill the vacated Non-User Director seat of Mr. Nick Marchi (Term 2016-2019), Treasurer Carrier nominated Alan Hamnel. Secretary McGowan seconded the nomination. No other nominations were called for. By Board action, Alan Hamnel was voted to fill the Non-User vacated seat of Mr. Nick Marchi. President Knight abstained from the vote.

2. **Comments from General Services Director Janette Pell** – Director Pell addressed the Board by summarizing her concern for the longevity of the Santa Ynez Valley Airport Authority corporation and its Lease and Management Agreement (Agreement) with Santa Barbara County. She stated that the Board of Supervisors have become increasingly concerned over the viability of the Authority to the point of asking how the Agreement might be dissolved.

Director Pell distributed a letter addressed to the Authority Board of Directors, dated December 12, 2019 that summarized twelve specific recommendations that were outlined to the Board of Supervisors in November 2016. She recommended that in addition to these recommendations, she would add that the Authority's By-Laws be updated. Director Pell stated she would like to meet with four selected Directors on a quarterly basis. She also stated that the appointment of Steve Kiss was of grave concern to the County in that he was a Director who opted not to run on the ballot, but put himself in position to be considered for appointment.

The Special Board Meeting of December 12, 2018 was adjourned at 5:17pm.