

Meeting Minutes of the September 27, 2021
Nevada Aviation Association Board of Directors

Call to Order and Determination of Quorum – President Moen called the meeting of the Nevada Aviation Association (Association) Board of Directors (Board) to order at 4:04 p.m. The meeting was held in the Tonopah Convention Center, 301 Brougner Ave., Tonopah, Nevada, 89049. Teleconference and videoconferencing services were also available. Upon roll call, it was determined a quorum was present.

Members Present

Kenneth Moen – President
Linda Mae Hivert – 1st Vice President
Joni Eastley – Secretary
Shane Dyer – Treasurer
Chris Nocks – Corporate Director
David Dietz – Corporate Director
Larry Rackley – Associate Director

Jeff Fontaine – Executive Director
Alex Tanchek – Executive Assistant

Others Present:

Shawn Burt
Gus Estrada
Wendy Rudder

President's Report – President Moen thanked Ms. Eastley for her efforts in coordinating the Annual Conference, stating how excited he was to begin the Conference and begin moving forward on items the Association had been working on for the past year and a half. President Moen noted there were 41 registered attendees to the Conference, which includes those participating via Zoom. President Moen noted the electronic equipment has been tested and should work for the members attending virtually. President Moen noted Tyre Gray, Executive Director of the Nevada Mining Association will serve as the keynote speaker and will be attending virtually, as will Holly Dixon and Mike Williams from the Federal Aviation Administration (FAA).

Ms. Rudder thanked President Moen for setting up the virtual capability for the Conference.

Approval of minutes of the June 11, 2021 and July 19, 2021 NvAA Board of Directors meetings – Ms. Eastley made a motion to approve the minutes. Mr. Rackley seconded the motion. Without objection, the motion was approved unanimously of the members present.

Treasurer's Report – Mr. Dyer provided the Treasurer's report, noting the Association's funds have held fairly strong. Mr. Dyer noted, in his time as the Association's treasurer, the account balance has generally fluctuated between \$40,000 and \$42,000. Compared to the previous three years, Mr. Dyer noted the Association is down roughly \$2,500, though Mr. Dyer noted revenue is anticipated from the Conference through registration and sponsorships. Mr. Dyer stated the balance is currently \$37,705; at the same time the previous year, Mr. Dyer stated the balance was \$41,328. Mr. Dyer attributed this discrepancy to the lack of revenue generated from the Conference the prior year.

Ms. Hivert asked for clarification on the status of the cash balance the year prior. Mr. Dyer replied it was roughly \$41,328 the previous year compared to \$37,705 this year. Mr. Dyer stated he believes the Association is doing alright financially with membership remaining fairly consistent, though stated it would be interesting to do a comparative analysis of membership.

President Moen noted membership stood at about 80, with a few additional members getting picked up in anticipation of the Conference. Mr. Dyer noted Wayne Horlacher of Horrocks Engineering was recently added as a member and are also sponsoring the Conference. Ms. Eastley asked if he was a regular member, to which Mr. Dyer noted he was a corporate member. Ms. Eastley expressed her continued concern with the Association having more corporate members than regular members.

Ms. Eastley asked if the Audit Committee had met this year. Mr. Dyer stated he did not believe they had. Ms. Eastley stated the last audit report she could find was October 2, 2020, and noted the General Membership meeting agenda did not have reference to the appointment of Audit Committee members. Ms. Eastley noted Mr. Dietz had previously served on the Audit Committee. Mr. Dietz stated he'd be happy to serve on it again, though noted he had changed companies. President Moen suggested discussing the audit at the next Board meeting, noting the Association hasn't had a lot of transactions over the past year.

Ms. Rudder noted she did not receive a copy of the Treasurer's report. President Moen stated he would ask KCA to send a copy to all Association members that includes the balance sheet and the profit and loss year-over-year.

Update on NVAA 2021 Conference and Payment of Conference Bills – President Moen provided a breakout of approximately \$9,625 in expenses and approximately \$19,000 in income through registration fees and carried-over sponsorships from the previous year to this year's Conference. President Moen stated the Association has a pretty good opportunity to generate income of approximately \$9,575, pending potential adjustments to the expenses.

Ms. Eastley made a motion to approve the Conference budget and to pay the Conference bills. Mr. Dietz seconded the motion. Without objection, the motion was approved unanimously of the members present.

Presentation on Slate of Officers for Election for General Membership Meeting – Mr. Nocks, serving as a member of the Officer Nominating Committee, noted they had received four nominations: Shawn Burt of the Jackpot Airport for President-Elect or Vice President; Peggy Quigg of the Silver Springs Regional Airport for Vice President; Phil Derner of the National Business Aviation Association for Corporate Director; and Wendy Rudder of the Lincoln County Airport Panaca for any open position.

Ms. Eastley announced that it was her intention to step down as Secretary at the end of the Conference. Ms. Eastley noted she no longer manages any airports, acts as an affiliate member through a local economic development organization and offered to make room for a regular member to fill a position on the Board. Ms. Eastley asked if Ms. Rudder would be willing to be considered for the Secretary position; Ms. Rudder replied she would.

President Moen clarified the open Corporate Director position is currently filled by Mr. Nocks. Mr. Nocks replied that is correct and that he would be vacating his position on the Board.

Mr. Dyer asked for clarification on the status of the Silver Springs Airport, stating he was under the impression the airport had been sold. President Moen clarified the Silver Springs Airport had its lease transferred. Mr. Nocks further clarified the airport is under the management of a private company, but still owned by Lyon County and managed by Ms. Quigg.

Mr. Dyer clarified Mr. Derner's role at the National Business Aviation Association wouldn't necessarily have the same interest as a consultant stepping into the role of Corporate Director. President Moen stated this was correct, noting Mr. Derner's role at the National Business Aviation Association is to generally advocate aviation. President Moen suggested it would be a great opportunity to have Mr. Derner involved. Ms. Rudder agreed, nothing they formerly had a member who retired.

President Moen asked Mr. Nocks to clarify his discussions with Mr. Burt, stating his understanding was that Mr. Burt had not necessarily positioned himself to be President-Elect. Mr. Nocks stated Mr. Burt had indicated he wanted to be more involved in the Association in whatever capacity he could, be it through nomination to President-Elect or Vice President. Mr. Nocks noted Ms. Quigg had been specifically nominated for Vice President. Ms. Rudder noted she, too, had spoken with Mr. Burt about his potential nomination and that she, along with other members of the Association, would help him in any way possible in his new role.

Mr. Burt introduced himself to the Board. Mr. Dyer and Ms. Rudder both commended Mr. Burt on his work at the Jackpot Airport and expressed their satisfaction in Mr. Burt's seeking nomination to the Board.

President Moen stated the nominees for Board positions: Shawn Burt for President-Elect; Peggy Quigg for Vice President; Wendy Rudder for Secretary; and Phil Derner for Corporate Director.

Ms. Hivert made a motion to accept the nominations as outlined. Ms. Eastley seconded the motion. Ms. Eastley clarified the motion would include filling and finishing her unexpired term as Secretary and that Ms. Rudder would need to be reelected. President Moen clarified this

would also apply to Mr. Derner as he was filling and finishing the unexpired term of Mr. Nocks. **Without objection, the motion was approved unanimously of the members present.**

Mr. Dyer clarified the General Membership will vote on this subject at the meeting held the next day. Ms. Eastley confirmed this, stating the action was the Board accepting the slate of nominees.

Mr. Dyer confirmed the makeup of Board should the nominated members be elected: Kenneth Moen as President; Shawn Burt as President-Elect; Peggy Quigg as Vice President; Wendy Rudder as Secretary; Shane Dyer as Treasurer; Marissa Adou as Past President; Steve Tackes as Legal Counsel; Phil Derner as Corporate Director; David Dietz as Corporate Director; Reza Karamooz as Associate Director; and Larry Rackley as Associate Director.

Update on NvAA website (nevadaaviation.org) – President Moen provided an update on the Association’s website, noting this had been identified as a strategic priority by the Board. President Moen noted they are continuing to use the template of Wild Apricot and maintains the same motif as before, with changed functionality and additional technical pieces provided by KCA. President Moen implored members to provide additional airport, arial, and aviation photographs for the website.

Ms. Eastley asked if the photographs can be historic, to which President Moen confirmed they could be. President Moen also noted they may also want to seek photographs that include military, air carrier, unmanned arial vehicles, or anything aviation-themed.

President Moen also noted they will need to entice two of the larger entities in the state: Clark County Department of Aviation and the Reno-Tahoe Airport Authority. Ms. Eastley noted, based on her experience, there have always been challenges with Clark County, McCarran Airport and the Reno-Tahoe Airport Authority because they do not receive funds from the Aviation Trust Fund. President Moen stated, through the Strategic Plan, the Association is attempting to entice those entities to the Association, as well as making available the Digicast system.

Ms. Rudder asked the best way to forward photographs. President Moen replied to email the photographs to him and he will forward KCA for posting. President Moen also asked if caption information be provided such as subject matter, location, or date were available.

Discussion and Possible Action regarding the Hiring of a New Executive Director – Mr. Fontaine began discussion of hiring a new Executive Director. Mr. Fontaine noted he had indicated his intention to phase out his position as contract Executive Director at the June 2021 Board meeting and had committed to assist with the transition. Mr. Fontaine stated he had spoken to various individuals about his replacement. Mr. Fontaine noted having KCA in place to do many of the administrative functions such as budgeting, bookkeeping and website maintenance has been a positive change for the Association. If the Board chooses to continue with an Executive Director, Mr. Fontaine stated the Executive Director must move the organization forward through the plan laid out in the Strategic Plan. Mr. Fontaine also opined

that ultimately, like many trade organizations and nonprofits, the Association is volunteer-driven; to the extent members are involved will be the determining factor as to whether the Association thrives.

Ms. Eastley noted she and Mr. Fontaine had discussed his replacement as contract Executive Director. After speaking with Legal Counsel to determine if there is a true conflict of interest that exists, to which Legal Counsel indicated there is not, Ms. Eastley recommended considering offering a contract for Executive Director services to Kenneth Moen to pick up the day-to-day operations of the Association. Ms. Eastley stated she believes President Moen is uniquely qualified for the role, as well as having time to devote to the job with his transition away from active airport management and into airport consulting. Ms. Eastley stated she understands President Moen has the opportunity to travel the state, creating opportunities to visit current and potential Association members. Ms. Eastley stated her biggest concern with the Association has been the declining regular membership.

President Moen noted he and Ms. Eastley had previously discussed the matter, as had he and Mr. Fontaine. While President Moen stated he has concerns and ideas regarding the concept of becoming the contract Executive Director, he would need to discuss the matter with his employer Armstrong Consultants.

President Moen asked for further input from other Board members. Mr. Rackley stated he thought President Moen would do a great job as Executive Director.

Ms. Hivert clarified if President Moen would be serving as President and Executive Director. Ms. Eastley stated President Moen would have to vacate the President position, which would result in the promotion of the new President-Elect more rapidly than anticipated.

Mr. Dyer stated he thought President Moen would do an excellent job, but expressed concern about the potential for conflicts given the nature of consulting work. As an example, Mr. Dyer stated there would need to be clarity if certain consulting work, such as driving to and meeting with airport representatives, was done for Armstrong Consultants or for the Association. Mr. Dyer stated certain intricacies would have to be nailed down. President Moen agreed, noting he had similar concerns.

President Moen clarified to the Board he had not made any commitments on the matter. Ms. Eastley noted President Moen had not solicited this, but that this was her idea. Ms. Eastley stated she had spoken with Mr. Fontaine and with Mr. Tackes about the matter. After speaking with Mr. Tackes, Ms. Eastley relayed he did not believe it would be a conflict of interest, but that President Moen would also need to discuss the matter with Armstrong Consultants as to whether this would be a something they would support. Mr. Dyer stated he didn't doubt President Moen's ability to serve as Executive Director, but if careful precautions were not taken conflicts could arise. President Moen agreed.

Ms. Rudder asked what KCA does for the Association. President Moen replied KCA provides some of the technical assistance for the Association, such as the website design, website updates, bookkeeping, and Conference registration and coordination. President Moen also noted he works

with KCA through the Southwest Chapter of the American Association of Airport Executives (SWAAAE), who provide much of the backend administrative work. President Moen noted KCA's hourly rate is roughly \$40 per hour and they can provide as much or as little work as the Association needs.

Ms. Rudder asked, given the services KCA provides, what work would be left for the Executive Director to perform. President Moen replied the Association needs to grow and expand, as well as becoming a reflection of the aviation industry in the state, which may be beyond what KCA could provide. As an example, President Moen noted the recent electronic General Membership meeting for approval of amended bylaws, which required reaching out to members individually to encourage them to vote. President Moen also noted the need to focus on the implementation of the Strategic Plan to help move the industry and the Association forward. President Moen noted the time commitments it takes to perform this sort of legwork require staff or increased membership participation, which will be a topic of discussion at the upcoming General Membership meeting.

Ms. Eastley asked Mr. Fontaine for a timeframe regarding his exit from the Association. Mr. Fontaine replied his contract runs through the end of the calendar year but, due to professional and personal limitations, he does not believe he will be able to fully commit his abilities to the needs of the Association. While he is attempting to phase out his services, Mr. Fontaine stated he had committed to President Moen to remain through the Conference. Mr. Fontaine stated he would stay on as long as the Association needs him, but that certainly by the end of the year he will be out of the Association.

Regarding Mr. Tanchek's position, Mr. Fontaine noted he has a separate contract with the Association. While Mr. Tanchek primarily provides minutes for Board and Association meetings, the further utilization of Mr. Tanchek by the Association would need to be worked out between Mr. Tanchek and the Association.

Ms. Rudder asked what Mr. Tanchek was capable of providing. President Moen replied Mr. Tanchek provides for the Association on an hourly basis to provide minutes, but that President Moen had asked Mr. Tanchek to attend the Conference in a support role.

Mr. Fontaine noted how much work had gone into coordinating this year's Conference given the continual issues relating to COVID-19. After the Conference is completed, Mr. Fontaine stated it may be possible for the Board to hold off on making a determination on the Executive Director position but it would be inadvisable given the interest and momentum generated by the Conference. Mr. Fontaine recommended bringing in somebody sooner rather than later. President Moen added, despite hiring an Executive Director, member participation is still a critical component of the Association. Since his appointment as President, President Moen stated he has worked at the municipal, county and state levels advocating for the importance of the Association and aviation. Despite Nevada being a rural state with aviation as a 21st century transportation solution, President Moen noted the Nevada Department of Transportation (NDOT) still plans for highways as their priority; at the state level, President Moen noted that mindset will have to change. While that will be a huge task, President Moen stated it will be helpful to have continual conversations with Kurt Haukohl and Kimley-Horn about the Airport and

Heliport System Plan. President Moen stated the Association is the major stakeholder in the development of the System Plan, but the Association must also assure the System Plan is implemented. In order for this to happen, President Moen stated members will have to be involved in the advocacy process. President Moen recognized the challenges in having members commit the appropriate time to Association and advocacy efforts, given all members of the Board and of the Association already have jobs and other commitments. In order for the Strategic Plan to be implemented, President Moen stated somebody will need to be in place to execute the Strategic Plan. President Moen noted if he is appointed as the next contract Executive Director, he will also have responsibilities at Armstrong Consultants, but that he wants the Association and aviation industry to be successful.

Ms. Eastley read the responsibilities of the President position as laid out in the bylaws:

“The President shall be the Chief Executive Officer of the Association. S/he shall preside at all the meetings of the Members of the Association and of the Board of Directors. S/he shall sign and execute all authorized bonds, contracts or other obligations in the name of the Association, and shall perform such other duties as determined by the Board of Directors. The President shall not succeed him/herself.”

Ms. Eastley noted the primary tasks of the President, aside from what is delegated by the Board, is to preside over meetings and sign official documents.

In looking at KCA’s website, Ms. Rudder noted it appears KCA could provide many of the tasks an Executive Director could provide, other than tasks that can be performed by the Board. President Moen noted time will need to be devoted to growing membership. President Moen stated KCA is an association management company, who can provide services such as event coordination, business and meeting minutes, and accounting. President Moen also noted SWAAAE pays roughly \$50,000 annually for KCA’s services, which is not a position the Association is in. President Moen noted Mr. Fontaine was brought in primarily for the lobbying aspect relating to advocacy. President Moen stated additional discussion of this matter will occur at the General Membership meeting.

Noting President Moen already has a full-time job, Mr. Dyer asked about other airport managers and whether some were part-time. Ms. Rudder noted two airport managers in Lincoln County are retired volunteers and perform many of their managerial duties out of their love of the airports. Ms. Eastley noted most are basically paid managers, offering Nye County as an example. While the fixed-base operator (FBO) in Nye County is contracted out, Ms. Eastley noted that FBO is not a member of the Association.

Mr. Dietz stated he feels like there is a sense of urgency but that a deadline may be necessary to come to a decision. President Moen stated they could do that, with further discussion with the membership. President Moen noted new members will be joining the Board following the General Membership meeting and may provide fresh perspectives. Mr. Dietz agreed, but stated he believes a decision will need to be made in October.

Board Member Comments – Ms. Eastley stated the Association should have a plan in place to provide for aviation scholarships. Ms. Eastley noted the discussion of an aviation scholarship has occurred over many years, but action has never been taken. Ms. Eastley recommended the Board consider five annual scholarships of \$1,000 for high school graduates and college students who wish to pursue a career in aviation. Ms. Rudder noted preliminary discussions had occurred when she was President of the Association. President Moen noted a group, Pathways to Aviation, who works towards helping those seeking a career in aviation but noted often times they face challenges giving away their scholarship funds. Ms. Eastley noted a scholarship would tie into the educational element of the Associations 501c(6) status.

Mr. Dyer noted many grants from federal and state entities will soon become available, and wondered if the Association can help guide some of those funds to Nevada's general aviation airports. Mr. Dyer had noted discussion regarding the NDOT budget, but wondered how to engage with NDOT and Mr. Haukohl on a regular basis. Helping direct the money NDOT receives, Mr. Dyer stated, would provide a benefit to airport managers and, if airport managers believe the Association can help direct funds towards their airport, could stimulate engagement with the Association. Ms. Eastley noted the Governor and State Treasurer are conducting a listening tour across the state to determine the prioritization of spending federal relief dollars. Ms. Eastley stated, in a conversation with Mr. Fontaine, it was suggested Association members reach out to member counties and ask them to make the recommendation a couple million dollars be set aside for the Aviation Trust Fund. President Moen agreed, noting this topic will be a matter of discussion at the Conference. President Moen noted some wished for the state to be a block grant state, but that he was concerned that may negatively impact the smaller airports.

Ms. Rudder noted her experience having representatives from the Association meeting with her in her office in Alamo, which played a significant role in her decision to join the organization. Ms. Rudder wondered if similar efforts could be made with county officials or representatives from NACO. Ms. Eastley noted various instances in the past where representatives from the Association had gone to the NACO conference for a breakout session. Ms. Rudder suggested doing that again.

Mr. Fontaine stated the American Recovery Plan Act (ARPA) allocated discretionary funds of roughly \$2.7 billion to the state. Mr. Fontaine noted the State Treasurer's Office and the Governor's Office have done tours of the state to solicit input on ideas as to how to utilize that money. Mr. Fontaine noted the State Treasurer will be in Caliente on October 13, 2021. If members cannot attend any of the meetings, Mr. Fontaine advised members to visit nevadarecovers.com and submit recommendations funding be placed in the Aviation Trust Fund to provide matching grants. Mr. Fontaine suggested letting the State Treasurer know 95 cents on the dollar can be leveraged for matching grants through the Aviation Trust Fund.

Ms. Eastley noted ARPA funding for the Aviation Trust Fund could be an instance of federal dollars matching for federal dollars, which is generally not allowed. Mr. Fontaine suggested, even if it was not allowed, it will be remembered for future budgeting and available funding. Mr. Fontaine also noted the State Treasurer is involved with the State Infrastructure Bank, which will take in federal funds and will also consider requests and recommendations from various entities.

Mr. Dyer asked if it was known how NDOT divvies out aviation dollars in terms of what they received from federal relief acts. In the infrastructure bill currently before Congress, Mr. Dyer noted NDOT may stand to receive a significant portion and suggested that may be another way to approach the matter. Mr. Fontaine replied NDOT doesn't typically get money aside from road planning. Unless they are given a specific amount in the infrastructure bill, Mr. Fontaine stated the only money they typically receive in regards to aviation is for planning. Mr. Dyer asked if changes could be considered, noting California will typically contribute five percent on every FAA grant the California Department of Transportation receives. President Moen noted the Aviation Trust Fund was attempting to support local matches. Mr. Fontaine noted generally NDOT does not receive general fund allocations and that any of the motor vehicles registration fees or gas taxes cannot be used on anything other than highways.

President Moen asked about the special license plate fund. Mr. Fontaine replied the money for the special license plates goes to the Aviation Trust Fund, but clarified there is no dedicated revenue source at the state for aviation. Mr. Fontaine noted future discussion may relate to the establishment of a dedicated revenue source. Mr. Fontaine also stated it will be difficult to receive a routine general fund allocations without a dedicated revenue source.

Mr. Dietz asked about Nevada's tax on aviation fuel. Mr. Fontaine replied the state does have an aviation fuel tax and that those taxes go back to the counties. Ms. Eastley stated, the last time she'd looked, a lot of counties weren't even at the aviation fuel tax cap.

Set Time and Date of Next Executive Board Meeting – After discussion among the Board members, it was determined the next meeting would be set for October 27, 2021 at 1:00 p.m.

Adjourn – President Moen adjourned the meeting at 5:17 p.m.