

**BIG BEAR AIRPORT DISTRICT  
SPECIAL MEETING OF THE BOARD OF DIRECTORS  
MINUTES**

**November 6, 2009 at 3:00 p.m.  
Big Bear Airport Pilots Lounge  
501 West Valley Boulevard  
Big Bear City, California**

1. **CALL TO ORDER:** The Directors present agreed the meeting would be chaired by Director Smith in the absence of the President and Vice-President. Director Smith called to order the Special Meeting of the Big Bear Airport Board of Directors on November 6, 2009 at 3:00 p.m. Roll Call was followed by the Pledge of Allegiance.

**Directors Present:** Director Julie Smith, Director Gloria Greene, Director Chuck Knight.

**Directors Absent:** President Thorne Waymire, Vice-President Jay Obernolte.

2. **AGENDA APPROVAL:** Motion to approve the Agenda for the November 6, 2009 Special Board Meeting by Director Knight, seconded by Director Greene.

AYES: SMITH, GREENE, KNIGHT

NOES: NONE

ABSENT: WAYMIRE, OBERNOLTE

ABSTAINS: NONE

3. **MINUTES APPROVAL:**
  - a. Motion to approve the Minutes of the October 7, 2009 Regular Board Meeting by Director Knight, seconded by Director Greene.

AYES: SMITH, GREENE, KNIGHT

NOES: NONE

ABSENT: WAYMIRE, OBERNOLTE

ABSTAINS: NONE

The Board approved the Minutes.

- b. Discussion of the October 16, 2009 Minutes: Director Greene questioned whether or not the phrase "at will" was part of the Motion by Vice-President Obernolte. Board consensus to approve the Minutes of the October 16, 2009 Special Board Meeting at the December 2, 2009 Regular Board Meeting with "at will" removed from the Minutes. (Board

Secretary Jones contacted Vice-President Obernolte by email on November 7, 2009 requesting confirmation of the “at will” portion of his Motion. He replied that he is “absolutely certain” the “at will” was part of his motion. Hence, the Minutes will not be amended, and will be placed on the December agenda for approval.)

c. Motion to approve the Minutes of the October 28, 2009 Special Board Meeting by Director Smith, second by Director Knight.

AYES: SMITH, GREENE, KNIGHT  
NOES: NONE  
ABSENT: WAYMIRE, OBERNOLTE  
ABSTAINS: NONE

The Board approved the Minutes.

4. **PUBLIC COMMENTS:** Carol Diller requested confirmation on how James C. Gwaltney was offered the position of General Manager. Explanation was given by Director Knight that the Board called Mr. Gwaltney after Closed Session on October 16, 2009 and he accepted.
5. **NEW BUSINESS:**
  - a. Discussion and approval of employment contract between Big Bear Airport District and James C. Gwaltney: Mr. Lightner explained that there are two draft contracts. The original contract had probation wording which is redundant to an at-will employee. This contract, however, indicated that health care would begin in March which is what was originally agreed upon with Mr. Gwaltney. After discussion with Airport counsel, Elizabeth Martyn, about whether medical coverage should begin immediately, a second contract was drafted with immediate coverage included.

Director Greene stated she supports Mr. Gwaltney, but expressed concern with structure and process regarding the hiring process. She would like to have seen a package on the hiring conditions and contract put together from the Personnel Committee and presented to the Board. Her concerns also include the October 16, 2009 Special Meeting where Mr. Gwaltney was offered a salary. It is her understanding that the offer should not have been in Closed Session and said, “we should have legally constructed a contract where we were all together.” She was also concerned that Mr. Gwaltney was offered the position before having his physical. Director Knight reported being told by his attorney that the law states that an employee is hired, then the physical is performed. Director Greene would like confirmation from Airport counsel. Counsel confirmed that as explained by Mr. Lightner, Mr. Gwaltney is not governed by the Personnel Policy Manual except where the contract provides he is and

thus a physical is not required. Director Smith explained Mr. Lightner acted on what was in our policy manual. Director Greene suggested asking counsel to come up to Big Bear and fully explain policy, and would also like to have the full Board here to discuss the issues at hand. Director Smith confirmed with Mr. Lightner that Elizabeth Martyn, attorney, had drawn up and approved the contract for Mr. Gwaltney.

As requested by Director Knight, Mr. Lightner left the meeting to contact Ms. Martyn. Director Smith temporarily adjourned the meeting at 4:40. Director Smith reconvened the meeting at 5:00 p.m.

Mr. Gwaltney's employment contract as an at-will employee will be discussed for approval in open session when Directors Waymire and Obernolte can attend.

Gary Steube stated his concern about extending the meeting. He thought the purpose of this meeting was to approve the contract for Mr. Gwaltney. He stated he humbly requests the Board take the agenda item up again, make a motion to pass the contract, then pass it.

Motion by Director Knight to hire Mr. Gwaltney.

Director Greene stated she believes Mr. Gwaltney will make an excellent general manager, but she feels there should have been just an offer, not with salary and benefits included. Then the Personnel Committee would take what was indicated in the Special Meeting, put the offer together in a legal contract and have it presented to the whole Board for approval.

AYES: NONE  
NOES: NONE  
ABSENT: WAYMIRE, OBERNOLTE  
ABSTAINS: NONE

No second. Motion not passed.

Director Smith stated we do have absolute confidence in Mr. Gwaltney, and would not like it to seem otherwise by not having the motion pass. She said she believes the steps have been followed and that the contract is what the Board agreed to. Director Knight requested to go on record saying all the hiring steps were followed, documentation regarding that process had been recorded and agrees with the comments from Gary Steube. He said as long as we have a quorum we must move forward. Director Greene stood with her position.

**6. ADJOURN:** Meeting adjourned at 5:20 p.m.

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Julia L. Smith, Director  
Big Bear Airport District

ATTEST:

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Nancy Jones, Board Secretary  
Big Bear Airport District