

Minutes
of the
Annual and Regular Meeting of the Board of Directors of
The Industrial Development Authority of the County of Maricopa
(the "Authority")

Date: August 11, 2020, 9:30 a.m.

Place: GoToMeeting - virtually

Presiding: Ronald L. Westad

Present: Ronald L. Westad, Jeremy Stawiecki, Rebecca Burnham,
Maria Spelleri, Andrew M. Cohn, Steve Bales, Lisa A. James,
and Jim Rounds

Absent: Ronald J. Castro, Jr.

Executive Director: Shelby L. Scharbach

Administrators: Janis L. Larson and Kathleen Jakubowicz

Business Development
Officer: Gregg Ghelfi

Attorney: William F. Wilder and John J. Fries of Ryley Carlock &
Applewhite

Guests: Courtney LeVinus, Jake Hinman, Brigitte Finley Green, Julie
Arvo MacKenzie, Terry Warren, Rob Howatt, Richard Yang,
Julie Guffey, Courtney LeVinus and Jake Hinman

Mr. Westad called the Regular Meeting of the Board of Directors of the Authority to order at 9:30 a.m., noting the presence of a quorum.

**1. APPROVAL OF MINUTES OF THE REGULAR MEETING OF THE BOARD
HELD ON JULY 14, 2020.**

On motion made by Mr. Cohn and seconded by Mr. Bales, the minutes of the July 14, 2020 Regular Meeting were approved as written.

The motion passed unanimously by a vote of (6-0).

2. **Discussion and action as determined regarding the adoption of a resolution granting final approval for the issuance and sale of not to exceed \$48,000,000 of the Authority's revenue bonds for the benefit of Legacy Traditional Schools.**

Ms. Spelleri joined the meeting at 9:31.

In support of the proposed financing, the following persons were in attendance: Ron Howatt, Chief Financial Officer, and Richard Yang, Director of Finance, both of Legacy Traditional Schools, Terry Warren of Warren Charter Law PLC, Applicant's legal counsel, and Brigitte Finley Green and Julie Arvo MacKenzie of Engleman Berger, Bond Counsel.

Mr. Fries reminded the Board that the Authority financed a \$142 million project on behalf of Legacy Traditional Schools last year in order to expand Legacy's school system. The proposed financing will be in an amount not to exceed \$48 million to assist with the acquisition of three schools located in the Deer Valley area, Tucson and Mesa, along with other uses.

Mr. Howatt added these three schools will be new construction. Their charters were recently approved, and Legacy has applied for 501(c)(3) status for each of the schools.

After further discussion and upon motion made by Ms. Burnham and seconded by Mr. Stawiecki, the following was adopted:

RESOLVED to adopt a Resolution in the form presented to the meeting authorizing and approving the issuance of not to exceed \$48,000,000 The Industrial Development Authority of the County of Maricopa Education Revenue Bonds (Legacy Traditional Schools Projects), Series 2020.

The motion passed unanimously by a vote of (7-0).

3. **REPORTS BY MULTIFAMILY HOUSING COMPLIANCE REVIEW ADVISORS, AND DISCUSSION AND ACTION AS DETERMINED REGARDING COMPLIANCE WITH LAND USE RESTRICTION AGREEMENTS OR REGULATORY AGREEMENTS ENCUMBERING OUTSTANDING MULTIFAMILY HOUSING PROJECTS FINANCED BY THE AUTHORITY.**

Mr. Westad introduced Julie Guffey of JAG Compliance and Consulting. Ms. Guffey reported that each of the Authority's multifamily housing projects, with the exception of one, have had their annual reviews, and all are in compliance with their regulatory agreements. The only property whose records have not been reviewed is Mariposa Point of Mesa, which is a senior living facility, and currently not allowing anyone into the facility because of COVID concerns. Ms. Guffey said once COVID cases subside, she will review the files of Mariposa Point of Mesa.

Ms. James joined the meeting at 9:37 a.m.

4. Legislative report, discussion and action as determined.

Courtney LeVinus and Jake Hinman were in attendance to provide a legislative update to the Board.

Ms. LeVinus gave an update on the Arizona primary elections, and explained that there is a strong likelihood that in the general elections the House and/or the Senate may move from Republican control to Democrat control, due largely to the Democrat turnout at the polls.

Currently, many Legislators seem to be frustrated with the Governor's office with the lack of involvement and interaction with Legislators on some of the executive orders and decisions that have been made recently.

Mr. Hinman then reviewed the various federal stimulus packages passed to date, and the issues being faced by Congress in attempting to pass an additional stimulus package. Mr. Hinman pointed out that Arizona has received over \$27 billion to date from the federal programs.

Mr. Hinman also discussed President Trump's recent executive orders regarding COVID relief and potential legislation for premise liability.

5. DISCUSSION AND ACTION AS DETERMINED REGARDING ADOPTION OF A RESOLUTION DESIGNATING PERSONS TO BE AUTHORIZED SIGNERS OF AUTHORITY DOCUMENTS, AUTHORIZED SIGNERS ON AUTHORITY BANK AND INVESTMENT ACCOUNTS, DESIGNATING AUTHORIZED AUTHORITY REPRESENTATIVES TO CONDUCT PUBLIC HEARINGS AND RELATED MATTERS.

Ms. Scharbach reminded the Board that the proposed resolution would authorize each Board Member and the Executive Director to be an authorized signor for Authority documents, such as bond closing documents, and the Authority's bank and financial accounts, along with authorizing legal counsel to conduct public hearings.

After further discussion and upon motion made by Ms. Burnham and seconded by Mr. Stawiecki, the following was adopted:

RESOLVED to adopt a resolution in the form presented to the meeting designating persons to be authorized signers of documents, authorized signers of bank and financial accounts and designating persons authorized to conduct public hearings on behalf of the Authority.

The motion passed unanimously by a vote of (8-0).

6. FINANCIAL REPORT.

Ms. Scharbach referred to the unaudited financial statements for the period ended July 31, 2020, a copy of which is attached hereto. Ms. Scharbach reviewed the financial statements and responded to questions.

7. PAYMENT OF INVOICES.

Ms. Scharbach referred to the invoices previously distributed to the Board Members for the month ended July 31, 2020.

Ms. Burnham moved to approve the payment of invoices as submitted for the period ended July 31, 2020. Mr. Bales seconded the motion.

The motion passed unanimously by a vote of (8-0).

8. REPORT BY THE AUTHORITY'S PRESIDENT ON THE AUTHORITY'S CONDITION AS REQUIRED BY ARTICLE III, SECTION 1 OF THE AUTHORITY'S BY-LAWS.

Mr. Westad referred to the President's Annual Report distributed in the Board Member packages, and thanked the Board and staff for the past year during his term as the Authority's president.

9. REPORT BY BECKY BURNHAM REGARDING NOMINATION OF OFFICERS AND ELECTION OF OFFICERS.

Ms. Burnham and Mr. Cohn thanked Mr. Westad for his leadership during the past year.

Ms. Burnham moved, and Mr. Cohn seconded, to elect the following slate of officers to serve from the conclusion of the present meeting until their successors are elected:

President	Maria Spelleri
First Vice President	Ronald J. Castro, Jr.
Second Vice President	Jim Rounds
Secretary/Treasurer	Lisa A. James

The motion passed unanimously by a vote of (8-0).

10. BUSINESS DEVELOPMENT OFFICER.

Mr. Ghelfi told the Board there are a couple pending charter school financings. He also reported the Home in Five program is seeing record numbers of mortgages being originated with the drop in interest rates.

11. **PRESIDENT'S REPORT.**

Mr. Westad had no additional comments.

12. **EXECUTIVE DIRECTOR'S REPORT.**

Ms. Scharbach also thanked Mr. Westad for his leadership during the past year, and presented him with a gift.

13. **LEGAL COUNSEL REPORT.**

Mr. Wilder reported the United Dairymen financing will likely not move forward as the project may no longer be a good economic decision.

Mr. Fries said Ottawa University will be bringing a proposed financing to the Authority at the September 8, 2020 Board meeting.

14. **COMMENTS FROM BOARD MEMBERS.**

There were no comments from the Board Members.

15. **CALL TO THE PUBLIC.**

No members of the public commented.

ADJOURNMENT

With no further business to come before the Authority, upon motion made and duly seconded, the Regular Meeting was adjourned at 10:14 a.m., without objection.

A handwritten signature in blue ink, appearing to read "Cheryl Co. H.", is written over a horizontal line.