

**MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS OF
THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE COUNTY OF
GILA, ARIZONA (THE "IDA")**

DATE: April 2nd, 2024

PLACE: Gila County Complex, Board of Supervisors Room, 1400 E. Ash Street, Globe, AZ 85501

Medium Conference Room, Tommie Martin Bldg., 707 S. Colcord Rd., Payson, AZ 85541

PRESIDING: Joseph Heatherly, President

- A. CALL TO ORDER at 3:01pm, with a Board quorum.

- B. ROLL CALL; Present: Joseph Heatherly, President; Shelby Barrowdale, Vice-President; Janette Herrera, Member; Mickie Nye, Member; Marvin Mull, Member; James "Mac" Feezor, Member. Lexie Nosie, Executive Director.
Absent: None
Guest: None

- C. Information/Discussion/Action to approve IDA Board of Directors' March 12, 2024, meeting minutes (Lexie Nosie); Motioned by Shelby Barrowdale, seconded by Mac Feezor. Motion passed Unanimously.

- D. Information/Discussion/Action to approve March 2024 Treasurer's Report. Motion to approve the Treasurer's Report as submitted by Shelby Barrowdale, seconded by Janette Herrera. Motion passed Unanimously.

- E. ADMINISTRATIVE REPORTS

- A. EXECUTIVE DIRECTOR- Lexie Nosie reported that the jump drive with scanned documents if available by request for board members. Finalized board member handbook and disbursed at meeting. Worked on operating budget with board president. Continued working on resolution with establishing "SAMS" account. All stamps purchased for document needs. Laptop could not be backed up in form board had asked but looking into alternative solution. Attended multiple meetings regarding Tri-City Sanitation project. Multiple task list items are on current agenda to be discussed/approved.

- B. PRESIDENT-Joseph Heatherly reported that he worked with Executive Director on yearly budget. Also worked on budget for Tri-City Sanitation project. Met with Mac once and Shelby a couple times to go over the potential Tri-City project. Also met with Habitat for Humanity concerning the potential project. Spoke to past Treasurer Robert Pastor regarding records handed over to Debra Daniels, which included a checkbook and folder with financial documents which need to be returned to IDA.

F. OLD BUSINESS

- A. Information/Discussion/Action to review new IDA Board Members Handbook (Lexie Nosie). Executive Director disbursed handbook and explained in detail each section with documents. Mickie Nye was appreciative as a newer board member to have something as a guide to IDA.

- B. Information/Discussion regarding questions raised from previous meeting requiring legal opinions (Joseph Heatherly). Legal opinion regarding sharing executive meeting minutes to counsel to receive legal advice is permissible and necessary. Regarding potential issues associated with a board member and the Executive Director being related is that nothing prevents a board member and a relative being employed by the board. The conflict of interest assumes it is permissible if related board member abstains from certain discussions or votes pertaining to employment, contract, payment increases and performance reviews. Nothing prohibits a person working for

IDA if they are related to a board member. Mickie Nye gives example regarding another board where person steps away from meeting as board member and expresses themselves as a member of the public as to their observations. Mac Feezor asked that legal opinion be put in meeting minutes and documented.

C. Information/Discussion/Action to adopt the following new IDA policies (Joseph Heatherly).

- a) Policy No. 100 – Ethics. Policy was on hold pending legal counsel feedback. Motion by Mac Feezor, seconded by Mickie Nye. Motion passed Unanimously.

G. NEW BUSINESS

A. Information/Discussion/Action to elect new IDA Secretary (Lexie Nosie). Current Secretary Janette Herrera resigned from the position with no current board members interested in filling the position at this time. No Action Taken.

B. Information/Discussion/Action to remove past Secretary Janette Herrera from Washington Federal bank accounts and replace with newly elected Secretary (Lexie Nosie). Motion by Mickie Nye to remove Janette Herrera from all Washington Federal bank accounts, seconded by Shelby Barrowdale. Motion passed Unanimously.

C. Information/Discussion/Action regarding the need to review current situation and determine whether to submit reinstatement of tax status of the Gila County Growth Corporation (Joseph Heatherly). Discussion regarding if it is cost effective to file with IRS from 2017 to 2024, which would include a fee for each year filed along with potential fine by IRS. GCGC has never had official activity since it began. Discussion on how to establish a non-profit by IDA board in future if necessary and if that route is more cost effective versus keeping GCGC. Motion by Mickie Nye to move forward in not reinstating Gila County Growth Corporation, seconded by Mac Feezor. Motion passed Unanimously.

D. Information/Discussion/Action to review proposed operating expense budget for the remainder of the 2023-2024 fiscal year (April 1, 2023-June 30, 2024) and for the new fiscal year of 2024-2025 (Lexie Nosie). Proposed budget not able to be shown due to computer issues. Mickie Nye motioned to table item, seconded by Shelby Barrowdale. Motion passed Unanimously.

E. Information/Discussion/Action to review and get Board's direction on whether to proceed with submitting EPA grant budget to Tri-City Regional Sanitary District (TRSD) for submission to EPA, along with working with TRSD on grant narration (Joseph Heatherly). Discussion regarding Tri-City Regional Sanitary District project. Motion to allow the President, Vice President and Executive Director to work with and release information, including a budget of \$4,770,046, to the Tri-City Regional Sanitary District to work on a grant to bring back to IDA board for final approval. Motioned by Mickie Nye, seconded by Janette Herrera. Motion passed Unanimously.

8. CALL TO THE PUBLIC; Discussion. No Action.

9. SUMMARY OF CURRENT EVENTS; None.

Adjournment at 4:45 p.m.

Approved date: _____ Presented by President: _____