

**THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF PRESCOTT
ANNUAL MEETING
OF THE BOARD OF DIRECTORS**

**AGENDA
NOVEMBER 16, 2021**

The Industrial Development Authority of the City of Prescott will meet in Regular Session on Tuesday, November 16, 2021 at 3:00 p.m. The meeting will be held at Prescott City Hall, 201 S. Cortez Street, Prescott, AZ and via Zoom. The Board may vote to go into Executive Session pursuant to A.R.S. § 38-431.03(A)(3) for legal advice on matters as set forth in the agenda and A.R.S. § 38-431.03(A)(4). The following topics and any variables thereto will be subject to Board consideration, discussion, approval or other action. All items are set for possible action.

- 1. CALL TO ORDER**
- 2. ROLL CALL OF BOARD MEMBERS**
- 3. CONSIDERATION AND APPROVAL OF MINUTES**
 - a. Discussion and possible action regarding approval of Minutes of the Annual Meeting of the Board of Directors held on November 18, 2020 (Attachment A).
- 4. PRESENTATION FROM CITY OF PRESCOTT INTERIM CITY ATTORNEY MATT PODRACKY REGARDING THE PURPOSE & FUNCTION OF THE INDUSTRIAL DEVELOPMENT AUTHORITY**
- 5. CONSIDERATION AND APPROVAL RETENTION OF GENERAL LEGAL COUNSEL FOR THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF PRESCOTT**
 - a. Discussion and possible action to retain Carpenter, Hazlewood, Delgado & Bolen, LLP as General Counsel for the Industrial Development Authority (Attachment B)
- 6. OTHER BUSINESS**
 - a. Discussion and possible action regarding the election of officers of the Authority for the next year.
- 7. ADJOURN THE MEETING**

Persons with a disability may request a reasonable accommodation by contacting the City Clerk's Office at (928) 777-1272.

CERTIFICATION OF POSTING OF NOTICE

The undersigned hereby certifies that a copy of the attached notice was duly posted by Sarah M. Siep, City Clerk, on the bulletin board of the Prescott City Council Chambers, Municipal Building, 201 S. Cortez Street, Prescott, Arizona, and the City's website on November 10, 2021.

Dated this 10th day of November, 2021.



Sarah M. Siep

Attachment A

MINUTES OF THE ANNUAL MEETING OF
THE BOARD OF DIRECTORS OF
THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF PRESCOTT

November 18, 2020

1. CALL TO ORDER:

President Edward Bowe called the meeting to order at 1:33 p.m.

2. ROLL CALL:

The following directors were present: Edward Bowe, Dede Craswell (arrived at 1:40 p.m.), Ted Gambogi, Jerry Kipp, Colton Rickert, Kristy Snyder, Thomas Davis and Roger Thomas. Also present was Donald C. Zavala, of Boyle, Pecharich, Cline, Whittington & Stallings, P.L.L.C., legal counsel for the Authority, and Prescott City Clerk Sarah Siep.

3. Pledge of Allegiance

4. Oath of Office was administered to – Prescott City Clerk Sarah Siep administered the Oath for New Board Member Thomas Davis.

5. Executive Session

President Bowe expressed his concern regarding legal Council attending meetings and how that will be paid.

Mr. Zavala said that can not be addressed because it isn't on the posted agenda.

Motion by President Bowe to convene Executive Session; seconded by Member Davis: [Passed unanimously]

Executive Session minutes contained separately.

Executive Session adjourned at 1:58 p.m.

6. Consideration and Approval of Minutes of the Annual Meeting of the PIDA Board of Directors Held on November 26, 2019.

Discussion

Member Davis asked about the Prescott College Bonds and if that will be agendized and addressed at a future time and information on page two regarding Bond Counsel is misspelled.

Member Thomas mentioned that issuance of errors and omissions insurance was discussed and that was not in the minutes.

Motion by President Bowe to approve the November 26, 2019 minutes; seconded by Member Matson: [Passed unanimously]

7. Board Member Informational Binders

Discussion

Mr. Zavala discussed the informational binders provided by his office following last year's meeting which contain information regarding the state statutes, open meeting laws, by-laws of the PIDA, etc.

Member Davis asked if it is possible to get more information on the outstanding bond projects and the bonds themselves.

Member Matson agreed.

President Bowe commented that this binder is very useful.

8. Consideration of PIDA Insurance

Discussion

Mr. Zavala commented that in statute 35.43, PIDA is able to have insurance but it is not a requirement. The Board currently does not have its own insurance, the City of Prescott is part of a Risk Pool, however the IDA cannot be covered under that. Will be getting a quote and providing to Mark Woodfill and then have one of the Board Members appointed to work with the city on getting that insurance in place.

President Bowe said that he has 40 years of experience in risk management and would be willing to work with the city but he doesn't think it is necessary because exposure is minimal.

Mr. Zavala disagreed. If one of the members or the IDA were to be sued they have no money to defend themselves. The liability doesn't apply to all possible exposures.

Other Board Members echoed Mr. Zavala's comments and believe the IDA should look into errors & omissions policies.

President Bowe stated that the Board has operated for 46 years without insurance and they are not issuing any bonds.

Member Davis said that he would like to look into it and get the information and costs.

Motion by Board Member Davis to look into insurance options; Seconded by Board Member: [Passed unanimously]

9. Consideration of PIDA Application Terms

Discussion

Mr. Zavala discussed the application.

President Bowe asked if for profit organizations can apply for bonds.

Mr. Zavala said that for and not for profit organizations can apply.

Motion by President Bowe to approve the application contained in the IDA informational binder; seconded by Member Davis: [Passed unanimously]

10. Scope, Purpose and Functions of the Prescott IDA

Discussion

Mr. Zavala discussed the bond process and how they are approved. The main purpose of the IDA is to deal with these bonds and not the information that was sent by Mr. Woodfill in the agenda packet. The powers in the statutes are given to any entity in Arizona and are there to promote the purpose. Bonds can come through private placement through a bank or public on the marketplace.

President Bowe reiterated his concerns that the IDA is not an active organization and stated that it should be drawing in industry to Prescott.

Member Rickert agreed and stated that this was the reason he decided to get on the Board, he hoped that conversations would lend themselves to promoting Prescott.

President Bowe said that they should work with Jim Robb on these items.

Mr. Zavala commented that is not the primary purpose of this IDA, bonding is, however, the Board is welcome to speak with the city in regard to that should a majority of them chose to do so. He added that if someone approached the Board and wanted a bond for a plant, for example, that would be something for the IDA to handle.

Member Thomas said that there was formerly a regional group that was trying to bring industry to the tri-city area but nothing ever came of it and said that he joined the Board to try and promote that.

Member Rickert added that there isn't a lot of appetite for growth and many want to keep the area as it is.

Member Davis concurred, he is part of a non-profit that is doing this work in other areas.

Member Rickert said he would like to work with the city to this end and put together a business plan.

President Bowe said he would like to bring Jim Robb to a meeting to discuss these options.

Board consensus to have a special meeting with a presentation from Jim Robb.

Mr. Zavala suggested a motion to have Mr. Rickert speak Mr. Robb and report back.

Motion by Member Davis to assign Member Rickert as liaison to coordinate a special meeting of the IDA; seconded by President Bowe: [Passed unanimously].

11. Open Meeting & Public Records Review

Discussion

Mr. Zavala added this to the agenda in case there were additional questions about either open meeting law or public records review.

President Bowe stated that there is an annual training done by the City and state for members to attend.

No formal action was taken on this item.

12. Bond Processes and Procedures

Discussion

Mr. Zavala asked if there were any additional questions on this matter.

There were none.

No formal action was taken on this item.

13. PIDA Bond Marketing Efforts and Possible Future Bond Needs

Discussion

President Bowe commented that they are unable to contact anyone directly in the City regarding development but can go through other avenues such as the new hospital or new schools, etc which would be acceptable. The reason for this is the Council cannot approve their own bonds, it is a conflict of interest.

Mr. Zavala reiterated that the Prescott City Council would have a conflict of interest in issuing bonds for their own entity but the other entities would be an option.

No formal action was taken on this item.

14. Election of Officers of the PIDA

Discussion

President Bowe asked if there are any members who are interested in serving as an officer on the Board.

Member Davis said he felt there was no need to change the current officials.

Member Rickert asked what positions would need to be filled?

President Bowe said none.

Motion by Member Rickert to keep officers as is; second by Member Davis: [Passed unanimously].

15. Call to the Public

No public comment.

16. Adjournment.

There being no further business to discuss, President Bowe adjourned the meeting at 2:48 p.m.

Secretary

APPROVED:

President

Attachment B



CARPENTER HAZLEWOOD
Carpenter, Hazlewood, Delgado & Bolen, LLP
ATTORNEYS AT LAW

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November 10, 2021

Industrial Development Authority of the City of Prescott
c/o Sarah Siep, City Clerk
201 S. Cortez St.
Prescott, AZ 86303

Re: Representation

Dear Sarah,

We want to take this opportunity to thank you for selecting Carpenter, Hazlewood, Delgado & Bolen, LLP (the “firm”) to represent the Industrial Development Authority of the City of Prescott as general counsel. We appreciate your decision to retain our firm in this matter. Although this letter is quite formal, we believe that it is important that we all clearly understand the basis of our business relationship.

Client Represented. It is understood that our client(s) for the purpose of this representation is: Industrial Development Authority of the City of Prescott.

Fees. The fees that the firm charges to its clients are established in accordance with the criteria for reasonableness specified in the Arizona Rules of Professional Conduct which includes the time and labor required for tasks performed, the difficulty, novelty, or complexity of the problem presented, the skill required to perform the tasks in a professional manner, the time constraints imposed by the client or the nature of the matter, and the nature of the results obtained for the client. In order to help determine the value of services that rendered, we maintain written records of the actual time we spend working for clients. We periodically review hourly rates and make adjustments as necessary. The current hourly rates for attorneys are \$295.00 to \$425.00 per hour. If paralegal time is incurred, it will be \$195.00 per hour. [My hourly rate is \$350.00.] The firm will charge in increments of one-tenth of an hour. We will notify you of rate changes that generally would occur on an annual basis, if they occur.

Because of the generality of the subject matter of our representation and the anticipated ongoing relationship, it is not possible for us to provide you with an estimate of the total fees involved in pursuing these matters. However, if you have discussed an estimate as to any particular matter with any attorney in our firm, please keep in mind that this is only an estimate and that, depending on the time required and the complexity of the matter, actual cost may exceed any such estimate.

Costs. The firm incurs various costs and expenses in performing legal services under the firm's agreement with you. The expenses the firm incurs on your behalf will be itemized in its invoices. Costs and expenses, without limitation, may include process servers' fees, fees fixed by law or assessed by courts and other agencies, court reporters' fees, long distance telephone calls, messenger and other delivery fees, postage, photocopying and other reproduction costs, charges or computer time and other similar items. In addition to my fees for services, you will be responsible for all these out-of-pocket disbursements that the firm incurs on your behalf. We anticipate making advances to cover out-of-pocket costs incurred but reserve the right to forward to you any larger items with the request that you pay them directly to the service providers.

Billings. Our statements for services rendered and costs incurred will be prepared and mailed to the address listed above during the month following the month in which services are rendered and costs advanced. We will make every effort to include my out-of-pocket disbursements in the next monthly statement. However, some disbursements are not immediately available and, as a result, may not appear on a statement until sometime after the charges are actually incurred. All statements are due and payable upon receipt and considered past due thirty (30) days after the statement date. If a statement is not paid promptly, the firm reserves the right to charge interest at the rate of ten percent (10%) per annum. Further, you agree that my firm will have the option, upon nonpayment, of withdrawing from further representation of you regardless of the status of any matter in the event of nonpayment, in accordance with the Arizona Rules of Professional Conduct.

Effective Date. The fee agreement as evidenced by this letter takes effect upon your acknowledgment of your acceptance of this agreement by signing the enclosed copy of this letter. The effective date of this fee agreement will be retroactive to the date the firm first performed services for you. Even if this written agreement does not take effect, you are obligated to pay the firm the reasonable value of any services that the firm has performed for you.

In closing, we again want to thank you for this opportunity to assist you. I am enclosing a copy of this letter. If the foregoing correctly states our understanding regarding the firm's representation of you, please sign the copy in the space provided and return it to me at your earliest convenience. Do not hesitate to call us if you have any questions concerning this letter.

CARPENTER, HAZLEWOOD, DELGADO & BOLEN, LLP
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Industrial Development Authority of the City of Prescott
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Sincerely,

A handwritten signature in blue ink, appearing to read 'Clyde P. Halstead', written over a horizontal line.

Clyde P. Halstead, Esq.
for

CARPENTER, HAZLEWOOD, DELGADO & BOLEN, LLP

I/we have read and understood the terms of the engagement of Carpenter, Hazlewood, Delgado & Bolen, LLP as stated above and agree to them as of the date the firm first provided services.

Printed Name and Title

Signature

Date Signed