

**Minutes**  
**of the**  
**Regular Meeting of Board of Directors of**  
**The Industrial Development Authority of the County of Gila, Arizona**  
**(the "IDA")**

**Date:** Dec. 5, 2023

**Place:** Gila County Complex, Board of Supervisor Rm., 1400 E. Ash Street, Globe, AZ. 85501  
Medium Conference Room, Tommie Martin Bldg., 707 S. Colcord Rd., Payson, AZ. 85541

**Presiding:** Mac Feezor, President

**1. CALL TO ORDER** at 3:00 pm., with a Board quorum.

**2. ROLL CALL; Present:** In Globe; Lexie Nosie, Executive Director; Joseph Heatherly, Vice-President; Robert Pastor, Secretary-Treasurer; Janette Herrera, Member. In Payson; Mac Feezor, President; Cliff Potts, Member; Timothy Grier, Member.

**Absent:** Shelby Borrowdale, Member; Udon McSpadden, Member; Jill Wilson, Member.

**3. OLD BUSINESS;**

**A. Discussion Only regarding current status and documentation from** IRS of Gila County Economic Growth Corporation (EIN 36-4778233) and Industrial Development Authority of the County of Gila (EIN 20-3951691). (Mac Feezor); Update and discussion; IDA is current and in good standing. Joe questions the up-to-date information on web site and upcoming reporting requirements to Az. Corporation Commission and IRS. Mac has contacted the CPA to make sure upcoming due dates are flagged and prior notices will be sent to responsible IDA members.

**B. Discussion Only on update on scanning of IDA documents** including next steps. (Mac Feezor); Discussion, project completed. Mac has provided duplicate drive for Lexie use. Members can search by name, key word, words for dates. When IDA members are using access, Mac request "Do Not Change Names" on data. Mac has suggested a training session be provided for members on how to scan data. Discussion on plans to move files and boxes to Lexie home office. This move will need to be discussed further and a process will need to be agreed on.

**C. Discussion Only regarding next steps in IDA loan application** and process review and controls. (Lexie Nosie) Update and discussion. Bob Pastor reports that an IDA Loan Application Form has been found thru the data search process. The form is a good starting point in this process. Joe questions when/how IDA will go forward with this process; how much money will be available for loans. Cliff Potts does agree we need to determine a "revolving fund source," borrower's and a qualified partner that can review request. Having an application first is key and getting the process going. Another concern is having criteria in place for IDA to provide donations, when requested. Work is on-going.

**D. Information/Discussion/Action regarding the roles and responsibilities of IDA Board members** and Officers and responsibilities of the Executive Director. (Lexie Nosie) Executive Director provides form. Discussion of duties of Officers of the Board;  
**President duties**; Cliff Potts makes a motion to add, fifth bullet point, " Interfaces, supports and reviews Executive Director's execution of Board Goal's, Priorities and Actions." Second by Tim Grier. Discussion. Five votes for the motion. (Mac Feezor, Cliff Potts, Tim Grier, Joe Heatherly, Janette Herrera) One motion against.( Bob Pastor) Motion passed by majority.

**Vice-President**; Discussion; no action.

**Secretary duties**; Cliff Potts makes a motion to add fifth bullet point, " Perform Corporate Secretary Duties and interfaces and supports and reviews Executive Director duties outlined above" 4 bullets provided on submitted form. Second by Tim Grier. Discussion. Three votes for the motion.(Mac Feezor, Cliff Potts, Tim Grier), Three votes against. (Bob Pastor, Joe Heatherly, Janette Herrera). Motion fails by majority.

**Treasurer's duties**; Cliff Potts makes a motion to add fourth bullet point, " Interfaces, supports and reviews Executive Director's task for above" three bullets provided on agenda." Second by Tim Grier. Discussion; Four votes in favor (Mac Feezor, Cliff Potts, Tim Grier, Joe Heatherly). One vote against. (Bob Pastor). One abstain. (Janette Herrera). Motion passed by majority with one abstention.

Executive Director: Cliff Potts makes a motion to add a seventh bullet point," Active participant and Leader in Community and Economic Development activities on behalf of the IDA." Second by Tim Grier. Discussion. Motion passed unanimously.

**E. Information/Discussion/Action regarding IDA insurance policies and recommendations** for current and future policy needs. (Tabled from last month-to be addressed in January.) (Jill Wilson). Discussion; Bob informs the Board that Policy 1000140R for \$684.00 will be due January 19, 2024. This may be the insurance policy Jill had discussed prior, that the bonding insurance was set high, and she felt it could be reduced to a lower amount until the time came when IDA qualifies for a loan/grant that would require a higher insurance amount. Jill is absent, asked Lexie to contact Jill. Mac mentioned he will also contact the Insurance Carrier in Payson to follow-up as well. No action.

**F. Information/Discussion/Action regarding re-branding of IDA:** (Presentation by Razor Thin Media regarding re-branding to be scheduled for a later date.) (Jill Wilson); Discussion; Mac Feezor recommends the Board hold off on this action until he can discuss further with Jill. IDA needs to have a re-branding plan in place prior to meeting with Razor Thin. We need to know what we want implemented prior to meeting with Razor Thin. No action.

**G. Information/Discussion/Action regarding proposed new policies and forms related to travel expense** reimbursement, form for suggesting agenda items, form for payment request. (Joe Heatherly). Discussion; Motion made and approved on the Travel Expense Report.

#### 4. NEW BUSINESS

**A. Discussion Only acknowledging resignation letter** from IDA Board Member Udon McSpadden. (Lexie Nosie). Discussion. Lexie Nosie reads the letter from Udon McSpadden submitted to Supervisor Cline's Office. The IDA Board thanks Udon for his service to the Board.

**B. Information/Discussion/Action regarding identifying potential new forms** and policies that need to be brought to the Board. (Lexie Nosie). Board attention was the IDA Travel Expense Report. Discussion; Bob Pastor states he is in favor of a travel voucher. Forms similar are used by the business sector as an acceptable voucher. Cliff requested a \$100 threshold, cost over should need prior approval. Joe noted with this current economy/cost, going over \$100 just for fuel when traveling may create issues if needed prior approval. Joe suggests that the voucher should have to come to the Board for approval prior to payment. Cliff Potts makes a motion to accept the IDA Travel Voucher as presented. Second by Tim Grier. Motion passed unanimously. IDA Agenda Item Request was discussed. Cliff is of the opinion that this form is not needed. The Board should be able to communicate with the Executive Director and President on request for agenda items, feels this form is not needed. No further action on this form.

**C. Information/Discussion/Action to consider the elections of officers in January 2024.** (Lexie Nosie) Discussion; Mac Feezor informs the Board that Officers are elected at the Annual Meeting, August of 2024, or as required. Bob Pastor informs Board that he will not seek re-election to position as Secretary-Treasurer. He will be taking over as President of his Church in February 2024. Cliff Potts make motion that IDA have election of officers at the January 2024 meeting. Second to the motion by Bob Pastor. Motion passes unanimously.

**D. Information/Discussion/Action regarding board members attending/reporting** on local town/city council and county supervisors meetings. (Lexie Nosie). Discussion; Bob Pastor states that all these meeting are available by social media. Any Board member can attend from their home. Cliff Potts states that as Board members, we should use any opportunity we have when out in a public forum to make the public aware of our position on the IDA. He mentions several projects where IDA was the lead partner and have had success. With potential marketing exposure, this will help IDA contact the community. Board members are encouraged to share events with other members. No action taken.

**E. Information/Discussion/Action regarding moving January 2<sup>nd</sup> meeting to January 9<sup>th</sup>** due to holidays. (Lexie Nosie). Discussion; Lexie requests the Board move the January meeting date due to the New Year Holiday. Motion made by Bob Pastor to approve recommendation to move January meeting date to January 9, 2024. Seconded by Joe Heatherly. Motion passed unanimously.

#### 5. ADMINISTRATIVE REPORTS

**A. Approval of the minutes of the Regular Meeting of November 7, 2023;** Cliff Potts makes motion to approve the November 7, 2023,

minutes. Second by Joe Heatherly. Motion passed unanimously.

**B. Information/Discussion/Action to review and approve** the Treasurer's Report for September 28<sup>th</sup> and November 7<sup>th</sup>. Discussion; Bob Pastor informs Board that the Treasurer's Report is a continuous, updated report, no action required for September 28<sup>th</sup> report. Bob continues to work thru process to change over account access. Mac requests this process be completed so CPA Accountant can have read only access to IDA accounts. Cliff Potts makes motion to approve November 7, 2023, Treasurer's Report as presented. Tim Grier seconded the motion. Motion approved unanimously.

**C. Information/Discussion/Action regarding the Executive Director's report:** (Lexie Nosie) Discussion; Cliff Potts asks the status of partnering with Gila County on housing programs. Past discussion with County lead to believe there may be some funding available. The IDA needs to make the County aware that our group could have services to help this process proceed. Lexie mentions that the housing issue is a statewide concern. IDA should move forward with a partnership plan that can be presented to the County for consideration. Long process, but the Executive Director should go forward on this project.

**6. CALL TO THE PUBLIC;** Mac Feezor informs Board of upcoming "Hero" Event, in Globe and Payson. Cliff Potts mentions the good work the IDA continues to do within the County. Secondly, Cliff reports on a fiber optic project on-going in Payson area and informs the Board of referendum meeting in Star Valley, Az.

**7. SUMMARY OF CURRENT EVENTS;** None

◦ Adjournment: Adjournment at 4:43 pm.

◦ Minutes approved \_\_\_\_\_

Presented by Secretary-Treasurer Robert W. Pastor