



LEGAL ACTION REPORT UNAPPROVED MINUTES

MONTHLY MEETING OF THE BOARD OF DIRECTORS OF THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF TUCSON, ARIZONA (“Authority”)

Thursday, October 19th, 2023
3:00 p.m.

<https://us06web.zoom.us/j/84840348558>

Board Members:	Present Judy Clinco Meredith Aronson Patricia Schwabe Moniqua Lane	Absent Sandra Barton Mimi Noshay-Petro Sharayah Jimenez
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Staff & Advisors:

Dre Thompson, CEO
 Danny Kirk, Interim CEO of Groundswell Capital
 Sara Lippitt, Controller
 Angelique Aubrahm, Operations Coordinator
 Chris Ambrosio, Legal Counsel
 Scott Riffle, Stifel
 Danny Knee, Community Investment Corporation

October 19th, 2023			
1	Call to Order and Mission Statement: Tucson IDA enables strategic, economic and community development by providing financing and access to capital for projects and programs that benefit a thriving Tucson	Meredith Aronson	The meeting was called to order at 3:19pm.
2	Approval of Minutes: Approve the Minutes of the Regular Board Meeting of September 21st, 2023 and the Property Development Committee Meeting of October 17th, 2023. A MOTION was made and seconded (J Clinco / M Lane) to approve the Regular Board Meeting of September 21st, 2023. <p style="text-align: center;"> Approved: 4 Abstained: 0 Against: 0 </p> A MOTION was made and seconded (M Lane/ J Clinco) to	Meredith Aronson	

	<p>approve the Property Development Committee Meeting of October 17th, 2023.</p> <p>Approved: 4 Abstained: 0 Against: 0</p>		
<p>3</p>	<p>Discussion and Possible Action on PTHS Advantage. Scott Riffle from Stifel's gave a presentation about the PTHS Advantage program and the benefits of the Tucson IDA investing additional funds into it, including estimated high returns on investment and how it helps the IDA's mission while generating revenue. There was discussion about whether to add additional capital to the PTHS Advantage Program (\$250K). However, the board decided to bring the item back to the next monthly meeting with a more detailed financial analysis of the IDA's cash position and projected needs.</p> <p>A MOTION was made and seconded (M Aronson / M Lane) to bring the item back to the next monthly meeting with a more detailed financial analysis of the IDA's cash position and projected needs.</p> <p>Approved: 4 Abstained: 0 Against: 0</p>	<p>Scott Riffle</p>	
<p>4</p>	<p>Executive Committee Updates: Due to time constraints, the Executive Committee did not have time to provide some updates to the Board regarding executive FY24 Metrics, nor did the board have time to discuss and vote on the organization's DBA name change. The decision was made to advance the agenda so that there would be a vote on other matters.</p> <p>A MOTION was made and seconded (M Aronson / M Lane) to defer Agenda Items #4 & # 5, Executive Committee Update & Discussion and Possible Action on Tucson Industrial Development Authority Name, to the subsequent monthly meeting.</p> <p>Approved: 4 Abstained: 0 Against: 0</p>	<p>Meredith Aronson</p>	
<p>5</p>	<p>Discussion and Possible Action on Tucson Industrial Development Authority Name: The board did not discuss or vote on the DBA name change.</p> <p>A MOTION was made and seconded (M Aronson / M Lane) to defer Agenda Items #4 & # 5, Executive Committee Update & Discussion and Possible Action on Tucson Industrial Development Authority Name, to the subsequent monthly meeting.</p> <p>Approved: 4</p>		

	<p>Abstained: 0 Against: 0</p>		
<p>6</p>	<p>Executive Session: Pursuant to A.R.S. §38-431.03(A)(3), (4) and (7), the Board met in executive session to discuss with, consult with, obtain legal advice from and gave instructions to it attorney regarding the status of and issues related to the issuance of a Request for Qualification for the development of the AVANZA Empowerment Center and affordable housing on IDA property located on the northwest corner of Stone Avenue and Council Street and 450 N. Main.</p> <p>A MOTION was made and seconded (M Lane/J Clinco) to enter Executive Session.</p> <p>Approved: 4 Abstained: 0 Against: 0</p>	<p>Chris Ambrosio</p>	
<p>7</p>	<p>Discussion and Possible Action on the Issuance of a Request for Qualification. The Board discussed the issuance of a Request of Qualification for the development of the AVANZA Empowerment Center and affordable housing on IDA property located on the northwest corner of Stone Avenue and Council Street and 450 N. Main. Based on such discussion the Board directed staff and council to finalize and issue the RFQ for such projects.</p> <p>A MOTION was made and seconded (J Clinco / M Aronson) to approve staff and council to finalize the issuance of a Request of Qualification for the development of the AVANZA Empowerment Center and affordable housing on IDA property.</p> <p>Approved: 4 Abstained: 0 Against: 0</p>	<p>Dre Thompson</p>	
<p>8</p>	<p>Discussion and Possible Action on Amendment to Dark Mountain Development Corporation's Articles of Organization and Bylaws: The Board discussed the reconstituting of Dark Mountain Development Corporations' board and corporate structure. Based on such discussion the Board directed staff and counsel to draft, finalize, and file Amended and Restated Articles of Incorporation and Bylaws, and authorized executive officers to execute any related resolutions and agreements.</p> <p>A MOTION was made and seconded (J Clinco / M Lane) to direct staff and council to draft, finalize and file Amended and Restated Articles of Incorporation and Bylaws for Groundswell Capital and authorizing executive officers to execute any related resolutions and agreements.</p> <p>Approved: 4 Abstained: 0 Against: 0</p>	<p>Chris Ambrosio</p>	



9	CEO Update & Status Report: The CEO provided an overview of the organization's key metrics of success. No legal action was taken.	Dre Thompson	
6	Call to the Public	Meredith Aronson	N/A
7	Adjourn: A motion has been made to adjourn early due to the possibility of losing quorum. A MOTION was made and seconded (M Aronson / M Lane) to adjourn early due to the possibility of losing quorum. Approved: 4 Abstained: 0 Against: 0	Meredith Aronson	The meeting was adjourned at 4:34pm

Submitted by Angelique Aubrahm, Operations Coordinator.