



El Pueblo Housing Development Non-Profit  
Monday, March 27, 2023  
Teams Meeting

## Legal Action Report

### 1. Call to Order, Statement, Roll Call and Establish Quorum

Meeting was called to order at 1:05 pm by President and Chair, Liz Morales. A quorum was established.

Board of Directors Present:

- Liz Morales
- Timothy Thomure
- Anna Rosenberry
- Ann Chanecka

City Staff Present:

- Sarah Meggison
- Susan Speiss
- Leticia Carpio

### 2. Adoption of EPHD Bylaws

***Ann Chanecka moved to adopt the bylaws as written and approved by Mayor and Council and Anna Rosenberry seconded. Motion passed 4-0.***

### 3. Appointment of EPHD Directors

***Tim Thomure moved to approve the Directors as proposed and Ann Chanecka seconded. Motion passed 4-0.***

### 4. Appointment of EPHD Officers

***Tim Thomure moved to approve the Officers as proposed and Ann Chanecka seconded. Motion passed 4-0.***

### 5. Approval of preparation and filing of the necessary and appropriate documents and materials for EPHD, and its related or subordinate entities (as necessary), to be recognized by the Internal Revenue Service and other governmental agencies, as a tax-exempt organization(s)

***Tim Thomure moved to approve the preparation and filing. Ann Chanecka seconded. Motion passed 4-0.***

6. Formation of Related or Subordinate Entities

- a. Milagro on Oracle LLC:
  - i. Ratification of the formation of Milagro on Oracle LLC as a limited liability company with El Pueblo Milagro LLC as its managing member; and
- b. El Pueblo Milagro LLC:
  - i. Ratification of the formation of El Pueblo Milagro LLC as a wholly owned limited liability company with EPHD as its sole member;
  - ii. Authorization of filing EIN application for El Pueblo Milagro LLC.

***Ann Chanecka made a motion to ratify the formation of Milagro on Oracle LLC, ratify the formation of El Pueblo Milagro LLC, and to authorize the filing of the EIN application for El Pueblo Milagro LLC. Tim Thomure seconded. Motion passed 4-0.***

- c. General Partner Resolutions

This item was continued due to direction from legal counsel.

- d. Adoption of Operating Agreement between El Pueblo Milagro LLC and Milagro on Oracle LLC.
- e. Adoption of Operating Agreement between EPHD and El Pueblo Milagro LLC

***Ann Chanecka made a motion to adopt the Operating Agreement between El Pueblo Milagro LLC and Milagro on Oracle LLC and the Operating Agreement between EPHD and El Pueblo Milagro LLC. Anna Rosenberry seconded. Motion passed 4-0.***

7. Authorization of EPHD Officers to open such Bank Accounts as they determine are necessary to conduct operations of EPHD and on behalf of Milagro on Oracle LLC and El Pueblo Milagro LLC with EPHD as the Managing Member of each of the two LLC entities

***Tim Thomure made a motion to approve as discussed which included the authority to open the bank account and receive funds in the account (deposit only). Anna Rosenberry seconded the motion. Motion passed 4-0.***

8. Adoption of Conflict of Interest Policy and have each EPHD Board member complete an Acknowledgement / Disclosure prior to Annual Meeting

***Tim Thomure made a motion to adopt the conflict of interest policy as presented. Ann Chanecka seconded the motion. Motion passed 4-0.***

9. Adoption of the City of Tucson's Procurement Policy as that for EPHD and its related entities (Milagro on Oracle LLC and El Pueblo Milagro LLC)

***Tim made a motion to adopt the City of Tucson's procurement policy; however, would also like to state concern that it is not broad enough and so would like to include a caveat that we can adopt modifications to the policy as appropriate or as necessary for the functioning of this housing development non-profit. Anna Rosenberry seconded. Motion passed 4-0.***

10. Adoption of the Management Agreement between the City of Tucson and EPHD, as approved by City Council and the Public Housing Agency Board of Commissioners

***Ann Chanecka made a motion to adopt the Management and Operating Agreements as adopted by the Mayor and Council and PHA Board of Commissioners. Tim Thomure seconded. Motion passed 4-0.***

11. Authorization of preparation and filing of Arizona Corporation Commission Annual Reports for EPHD, Milagro on Oracle LLC, and/or El Pueblo Milagro LLC as such reports are due

***Tim made a motion to authorize the preparation and filing of needed reports. Anna Rosenberry seconded. Motion passed 4-0.***

12. Ratification, adoption, and approval of the prior acts of the directors taken in furtherance of EPHD's tax-exempt, 501(c)(3) purposes for the benefit of the City of Tucson that were within EPHD's Articles of Incorporation

***Tim made a motion to ratify, adopt, and approve prior acts of directors. Anna Rosenberry seconded.. Motion passed 4-0.***

13. Notice of 2023 Annual Meeting: May 15 at 2 p.m.

- a. Community Director Appointment
- b. Information to Prepare
- c. Agenda – to be posted

***No Action Taken***

14. Call to the Audience

15. Adjournment

For meeting support such as Spanish Language Translation or sign language interpretation, please