

**MINUTES
INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF SAN LUIS, ARIZONA
San Luis Council Chambers
1090 E. Union Street
San Luis, Arizona 85349
November 28, 2018
5:30 p.m.**

PLEASE TAKE NOTICE

- Board Members will attend either in person, telephone, or video conference communication.
- The President or Acting President may change the order of the items.
- If authorized by law and by a majority vote of a present quorum of the Board of Directors, an executive session will be held immediately following the vote in accordance with A.R.S. §38-431.03(A) and the meeting will be temporarily recessed while the Board retires to executive session which will not be open to the public.

1. **CALL TO ORDER/ROLL CALL** President Gary Black called the meeting to order at approximately 5:30 p.m.

Name	Present	Absent
President Gary Black	X	
Vice President Marco Pinzon	X	
Director Francisco Magallon		X
Secretary/Treasurer Rosa Varela	X	
Director Maria Gonzalez		X

Others present:

X Kay Marion Macuil, Attorney for Corporation

X Janet Taylor, Clerk of the Board

X Glenn Gimbut, Assistant City Attorney

X Amanda Aguirre, Regional Center for Border Health

X Alex Bejarano, Regional Center for Border Health, Community Liaison

2. **CONSENT AGENDA**

All matters are considered to be routine by the Board Members and will be enacted by one motion. If discussion is desired, that item will be removed from the Consent Agenda and will be considered separately.

2.a. Minutes of Annual Meeting held October 2, 2018.

Motion: Vice President Marco Pinzon and Secretary/Treasurer Rosa Varela to approve the minutes of the Annual Meeting held October 2, 2018.

Motion passed unanimously

3. DISCUSSION AND POSSIBLE ACTION ITEMS:

**3.A. Discussion and possible action of engagement of Glenn Gimbut as Issuers Counsel.
(Glenn Gimbut, Assistant City Attorney)**

Mr. Gimbut addressed the board that he submitted a letter to Gary Black President of the IDA and explained that issuer's council are customarily paid a fee for their work and paid for by financing and the proceeds from financing at the time of closing. Mr. Gimbut explained that there would be no charge to the city and there is no cost to the IDA. He explained that he would be performing the services of the legal work for this board plus also issuing a council opinion which is required from the bondholders. I will be charging what is normally customary in this such work upon contingent on loan closing.

President Black thanked Mr. Gimbut and asked if there was any discussion from those present the response was no. President Black then asked if there was any discussion from the board, no one responded.

President Black then asked for a motion to accept Mr. Gimbut's contract.

Vice President Pinzon read the motion as follows:

MOTION TO ENGAGE GLENN GIMBUT AS ISSUER'S COUNSEL FOR THE BOND ISSUE AS IDENTIFIED IN RESOLUTION NO. 2018-01. TO BE PAID ONLY FROM PROCEEDS OF SAID ISSUE CLOSING AT SUCH RATES OR AMOUNTS AS ARE CUSTOMARY FOR SUCH REPRESENTATION.

Vice President Marco Pinzon and Secretary Rosa Varela to accept Mr. Gimbut's contract.

Motion passed unanimously.

**3. B. Discussion and possible action on any and all matters regarding Resolution No. 2018-01.
(Glenn Gimbut, Assistant City Attorney)**

Mr. Gimbut explained that this is the resolution that would be approving the financing and upholding the loan. Mr. Gimbut states that both he and Mr. Bill Sims on behalf of the City of San Luis have reviewed the seventy-two-page loan agreement. Mr. Gimbut stated that Mr. Sims suggested that there be a three-word addition to the loan agreement which is to include the City of San Luis as part of the Indemnity Agreement. The loan agreement states that this is not a debt of either the City of San Luis or the Industrial Development Authority of the City of San Luis and that any payments owed by the Regional Center for Border Health get paid to the lender. Other than that the IDA has no responsibility and they are not promising anything that the IDA is simply a conduit. There are duties to indemnify and hold the IDA harmless.

Mr. Gimbut also stated that the loan would be closing sometime in January. Once the designs are finished it has to go through USDA for approval. Once they approve it, it has to go out to bid. Once there is a bid they can quote the loan.

Ms. Aguirre addressed the board and thanked them. She stated this project would bring over one hundred and thirty permanent jobs and over 300 temporary jobs in construction. Ms. Aguirre also stated that this is the largest allocation of USDA in the history of Arizona. This will help the community, and eventually, this project will turn into a hospital. Ms. Aguirre offered to entertain any questions the President or the board might have.

President Gary Black mentioned that last year he built an elderly housing complex and now with you building this new medical facility. The whole community is excited about this.

Ms. Aguirre responded by saying that this is what they envisioned for this community.

Mr. Pinzon stated that this is a very good project and a positive thing.

MOTION: Vice President Marco Pinzon and Secretary Rosa Varela to approve Resolution No. 2018-01. **Motion passed unanimously.**

4. ADJOURNMENT

*Suggested adjournment by President: "Since we have come to the end of the items on the agenda and there is no further business, the meeting is adjourned."***ADJOURNMENT**