

Minutes

**INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF DOUGLAS
TUESDAY, JANUARY 17, 2023, AT 11:00 A.M.
CITY HALL COUNCIL CHAMBER
425 10TH STREET, DOUGLAS, AZ, 85607**

1. CALL TO ORDER

The Industrial Development Authority met on Tuesday, January 17, 2023, at 11:00 a.m., at City Hall Council Chamber, 425 10th Street. Patrick Scherden called the meeting to order at 11:10 a.m.

2. ROLL CALL

	Present	Absent
Patrick Scherden	X	
Joey Barreras	X	
Florencio Lopez		Excused
Hector Quijada		Excused
Robert Fernandez		Excused
Ida Pedrego	x	
Vicky Merritt	x	

3. PERSONS WISHING TO ADDRESS THE INDUSTRIAL DEVELOPMENT AUTHORITY MEMBERS ON ANY ITEM NOT ON THE AGENDA.

No members of the public addressed the board members.

4. DISCUSSION/DECISION ON APPROVAL OF MEETING MINUTES – November 18, 2022.

Ms. Pedrego stated that there was just a word that she would like fix.

Mr. Scherden stated that the word was probably what the person said.

Mr. Barreras asked if Mr. Scherden needed a motion to approve the minutes.

Mr. Scherden agreed.

Motion by Mr. Barreras, second by Ms. Merritt to approve the meeting minutes for November 18, 2022. Motion passed unanimously.

5. DISCUSSION/DECISION ON RATIFICATION ON THE POSSIBLE OUTSOURCING FOR A NEW ATTORNEY TO REVIEW THE IDA BYLAWS.

Motion by Ms. Merritt, second by Mr. Barreras to discuss the possibility of working with a new attorney to review the IDA bylaws.

Ms. Merritt asked if the IDA had someone to review the bylaws with.

Mr. Scherden responded that after ratifying the item, the IDA would work with Mr. Cook, the City's Attorney.

Ms. Pedrego asked if the IDA was going to move forward and vote for president and do the elections.

Mr. Scherden answered that the IDA would be doing the nomination of officers but that it was item number 7.

Ms. Pedrego responded that according to Robert's Rules it was supposed to be the first item on the agenda.

Mr. Scherden asked if Ms. Pedrego was going to make a motion because that was not something that he could do. Mr. Scherden suggested that Ms. Pedrego motion to move the item up to number 6 instead of number 7.

Ms. Pedrego agreed but question if IDA did not have enough members present if IDA would want to move forward.

Mr. Scherden responded that the IDA could continue with the process since it is on the agenda, and that it was not the board's fault that members did not attend the meeting.

Mr. Scherden added that board members could be nominated.

Ms. Merritt asked move agenda item 7 or should we continue with item 6?

Ms. Pedrego stated that she would like to finish item number 6 but for future notice that it should be one of the first items to discuss.

Ms. Merritt asked if the IDA would ratify the bylaws by the committee.

Mr. Scherden responded that it has nothing to do with the bylaw committee, that it is a discussion/decision on ratification on outsourcing for a new attorney to review the bylaws. The attorney will be reviewing the bylaws once they are approved by the IDA board.

Ms. Pedrego asked if the IDA would be able to review the bylaws today.

Mr. Scherden replied that member can review if time would allow, but the intent is to keep meetings to an hour and a half.

Ms. Pedrego commented that she agreed but the bylaws were giving a while ago by email for the purpose to be reviewed by the members and come back with changes or feedback.

Mr. Scherden stated that the committees' job was to make recommendations to the entire board on the changes that should be made to the bylaws and ratified by the members to send to the attorney.

Motion by Ms. Merritt, second by Mr. Barreras to ratify the outsourcing of a new attorney for the IDA bylaws. Motion passed unanimously.

6. DISCUSSION/REVIEW ON THE PROCESS OF AMENDING THE IDA BYLAWS.

Mr. Scherden stated that the IDA members addressed item number 6 in number 5, the IDA members would discuss the IDA bylaws at the next meeting.

7. DISCUSSION/DECISION ON NOMINATION/ELECTION OF OFFICERS

Ms. Pedrego would like to nominate Robert Fernandez for President; and asked if she could nominate more than one person or one at a time.

Mr. Scherden responded that one at a time.

Ms. Merritt asked if they could discuss it or only vote.

Mr. Scherden stated that the item was not for discussion.

Ms. Pedrego commented that Mr. Scherden has been an awesome president but stated that as members, Patrick should be training a member; and expressed that Mr. Scherden would make a strong right hand.

Mr. Barreras stated that he understood Ms. Pedrego, however, the problem would be that Robert is not in meetings often and it would fall on Patrick; therefore, there was no logic for Mr. Fernandez to be President.

Ms. Merritt added that without Robert being present to accept the nomination, it would be a disservice to the board without his agreement due to the huge position to fill.

Motion by Ms. Merritt, second by Mr. Barreras to table the item for a future meeting. Motion passed unanimously.

8. AGENDA ITEMS FOR NEXT MEETING

Elections
CPA update
Treasurer report
Update from Steven Helffrich
Bylaw approval

9. DATE FOR NEXT MEETING

February 14, 2023, at 11:00 a.m.

10. ADJOURNMENT

Motion by Ms. Pedrego, second by Mr. Barreras to adjourn the meeting at 11:48 a.m., Motion unanimously passed.

Prepared by:


Mercedes Montañó, Executive Assistant