

**NOTICE OF PUBLIC MEETING
THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF PHOENIX, ARIZONA
NOMINATING COMMITTEE**

Pursuant to A.R.S. Section 38-431.02, notice is hereby given to the members of **THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF PHOENIX, ARIZONA, BOARD OF DIRECTORS, NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS**, and to the general public, that **THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF PHOENIX, ARIZONA, NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS** will hold a meeting open to the public on **Wednesday, August 22, 2018, at 1:00 p.m.** located at the **Calvin C. Goode Municipal Building, 251 West Washington Street, 9th Floor, Conference Room, Phoenix, Arizona.**

One or more committee members may participate via teleconference.

The agenda for the meeting is as follows:

Call to Order

1. **Nomination Process for Election of 2019 Officers.** Discussion and review of the Phoenix IDA's Articles and Bylaws with respect to the Nominating Committee's objectives, and the nomination process for the election of the Phoenix IDA's officers.
2. **Schedule for Election of 2019 Officers.** Discussion and review of the schedule for the election of the Phoenix IDA's officers.
3. **Call to the Public.** Comments will be limited to two minutes.

Adjournment

For reasonable accommodations, call Lydia Lee at Voice/602-534-9655 or TTY: use 7-1-1, as early as possible to coordinate needed arrangements.

Date Posted:

Item 1

MEMORANDUM

DATE: August 24, 2018

TO: Members, Board of Directors

FROM: Sal Rivera, Nominating Committee Chair

SUBJECT: Election of 2019 Board Officers

On **October 17, 2018**, the Phoenix IDA will hold its annual meeting, at which time you will be asked to elect new officers (President, Vice President, Secretary, and Treasurer). As provided in the Phoenix IDA's Bylaws (of which a copy of the relevant portion is enclosed), the following procedures will govern the election of officers for the 2018 calendar year:

1. *Selection of Nominees.* All nominations (including self-nominations) will be made prior to the election for each position by completion of the enclosed Certificate of Nomination. A description of officers is enclosed for your review to assist in the decision to select a nominee. All current members of the Board are eligible to serve as officers. If you are unwilling to serve as a Board officer in 2019, please contact Juan Salgado via email or cell phone at 602-628-1147 no later than **3 p.m., Friday, September 14, 2018**. Mr. Salgado will then inform the members of the Nominating Committee regarding Board members' interest in serving.

Enclosed is a Certificate of Nomination form. Please complete one Certificate of Nomination for each director you would like to nominate for an office. Return each Certificate of Nomination form with your selected nominee to the Phoenix IDA's Nominating Committee, c/o Lydia Lee, Operations Director, via electronic mail at lee@phoenixida.com no later than 5 p.m., Friday, September 14, 2018. For self-nominations, please make sure to accept the nomination by signing the Certificate of Nomination. Additionally, the candidate or the nominating board member on behalf of the candidate should complete the section on the Certificate of Nomination that requests a brief statement regarding why a candidate is suited for the office and how the candidate will fulfill the office's duties.

2. *Acceptance by Nominees.* Each nomination must be accepted by the nominee to ensure the nominee is able to commit the time required by the office. The enclosed description of officers contains estimated time commitments for each office to assist in the decision to accept a nomination. Each nominee will be asked to accept a nomination by signing the Certificate of Nomination.
3. *List of Candidates for Each Office.* As set forth in the Phoenix IDA's Bylaws, the Nominating Committee will provide the list of candidates for each office along with a summary of each statement regarding the candidate. The list of candidates and summary of statements for each office will be distributed to all directors by **September 24, 2018**, as all Certificates of Nomination have been accepted or declined by each nominee.
4. *Vote by Ballot.* The election of officers will take place by ballot as the last agenda item at the **October 17, 2018, 1:30 p.m.** annual meeting, located at **Phoenix City Hall, 200 W. Washington Street, 20th Floor, Conference Room 20 East, Phoenix, Arizona**. Starting with the office of President and continuing with the offices of Vice President, Secretary, and Treasurer, each director may write his or her vote on a ballot for the office. The President will count the ballots, verify the count with Legal Counsel and announce the

votes for each nominee. All votes will be a matter of public record and will be recorded in the minutes of the meeting. The candidate selected for the office will be announced, and the next office will be voted upon in the same manner until all officers are elected. If any individual receives the votes of a majority of those directors' present and entitled to vote, that individual will be elected. If no one receives a majority of the votes, a second vote will be required, and so on.

While Arizona statutes do not expressly prohibit an individual from voting for himself or herself in an election of officers, case law from other jurisdictions suggests that such voting could jeopardize the election if the individual casts the deciding vote. To avoid any possible question as to the validity of the elections and any bonds subsequently issued by the Phoenix IDA, our Legal Advisor has taken the position that a nominee should not vote for himself or herself. In addition, if a nominee does not vote for the office for which he or she has been nominated, but stays in the room, he or she will be counted as present and entitled to vote because that person could vote for another candidate. If the nominee leaves the room during the vote for that office, he or she will not be counted as among those present and entitled to vote.

Attached is a current list of the directors with home and business contact information for your reference. Please keep in mind that all communications (including email communications) among members of the Board should be in compliance with Arizona's open meeting laws. Arizona's open meeting laws prohibit discussions, deliberations and actions by a quorum of the Board outside of a properly noticed public meeting. These prohibitions include serial communications with enough Board members to constitute a quorum, or polling of enough Board members to constitute a quorum even though, in each individual instance, the communication may be with less than a quorum of the Board. If you have any questions before the meeting, please feel free to call me at 602-200-9532 or Juan Salgado at 602-628-1147.

Enclosures: Phoenix IDA By-Laws – relevant portions
Certificate of Nomination
Officer Descriptions
Director Contact List

Copies to: Mr. Juan Salgado, Chief Executive Officer
Mr. C.W. Ross, Legal Advisor

SECOND AMENDED AND RESTATED
BYLAWS
OF
THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF PHOENIX, ARIZONA
(As Amended by the Authority through February 10, 2011
and approved by City Council effective March 23, 2011)

[...]

SECTION 3

OFFICERS

3.1 Designation of Titles. The officers of the corporation shall be chosen by the board of directors and shall be a president, a vice president, a secretary and a treasurer. The board of directors may also choose additional vice presidents, and one or more assistant secretaries and assistant treasurers. Any number of offices, except the offices of president and secretary, may be held by the same person.

3.2 Appointment of Officers. The board of directors at its annual meeting shall choose a president, one or more vice presidents, a secretary, and a treasurer, each of whom shall serve at the pleasure of the board of directors. The board of directors at any time may appoint such other officers and agents as it shall deem necessary who shall hold their offices at the pleasure of the board of directors and who shall exercise such powers and perform such duties as shall be determined from time to time by the board.

3.3 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the board of directors at any time.

3.4 President. The president shall preside at all meetings of the board of directors. The president shall sign all deeds and conveyances, all contracts and agreements, and all other instruments requiring execution on behalf of the corporation, and shall act as operating and directing head of the corporation, subject to policies established by the board of directors.

3.5 Vice Presidents. There shall be as many vice presidents as shall be determined from time to time and they shall perform such duties as may be from time to time assigned to them. Any one of the vice presidents, as authorized by the board, shall have all the powers and perform all the duties of the president in case of the president's temporary absence or inability to act. In case of the president's permanent absence or inability to act, the office shall be declared vacant by the board of directors and a successor chosen by the board.

3.6 Secretary. The secretary shall see that the minutes of all meetings of the board of directors and of any standing committees are kept. The secretary shall give or cause to be given required notices of all meetings of the board of directors. The secretary shall have charge of all the books and records of the corporation except the books of account and in general shall

perform all the duties incident to the office of secretary of a corporation and such other duties as may be assigned to him or her.

3.7 Treasurer. The treasurer shall have general custody of all of the funds and securities of the corporation except such as may be required by law to be deposited with any state official; the treasurer shall see to the deposit of the funds of the corporation in such bank or banks as the board of directors may designate. Regular books of account shall be kept under the treasurer's direction and supervision, and the treasurer shall render financial statements to the president and directors at proper times. The treasurer shall have charge of the preparation and filing of such reports and financial statements and returns as may be required by law.

[...]

3.10 Nominating Committee. A Nominating Committee shall be appointed to assist in the appointment of the officers of the corporation's board of directors pursuant to Section 3.2 of these Bylaws. The Nominating Committee will consist of not less than 3 directors appointed by the then current president of the board of directors. The duties of the Nominating Committee will include:

- a. Explaining the roles and obligations of each office to candidates for office;
- and
- b. Accepting a listing of nominations and self-nominations for each office, which would include from each candidate (i) a brief statement as to why the particular candidate would be suited for the office, (ii) an affirmation to commit the time necessarily required by each office, and (iii) a brief statement as to how the candidate would go about fulfilling the duties of the office.

The list of candidates will be reduced to writing and distributed to all directors not less than two weeks prior to the meeting at which the appointment of officers will take place.

At the meeting at which the appointment of officers is conducted, the Nominating Committee will present the candidates, and at the pleasure of the board of directors, each candidate may make a brief statement as to their candidacy, after which the board of directors will proceed with the appointment.

DESCRIPTION OF OFFICERS

1. Powers and Duties (Appointment of Officers).

It shall be the duty of the board of directors to control and manage the property and business of the corporation and to appoint from its own membership the officers of the corporation to serve at the pleasure of the board. Generally, and without limitation, the board shall have the power and shall operate the business of the corporation in a prudent and careful manner in the best interests of the purposes of the corporation.

2. Designation of Titles.

The officers of the corporation shall be chosen by the board of directors and shall be a president, a vice president, a secretary and a treasurer. The board of directors may also choose additional vice presidents, and one or more assistant secretaries and assistant treasurers. Any number of offices, except the offices of president and secretary, may be held by the same person.

3. Appointment of Officers.

The board of directors at its annual meeting shall choose a president, one or more vice presidents, a secretary and a treasurer each of whom shall serve at the pleasure of the board of directors. The board of directors at any time may appoint such other officers and agents as it shall deem necessary (as proposed by the Nominating Committee) who shall hold their offices at the pleasure of the board of directors and who shall exercise such powers and perform such duties as shall be determined from time to time by the board.

4. Nominating Committee.

A Nominating Committee shall be appointed to assist in the appointment of the officers of the corporation's board of directors pursuant to Section 3.2 of the Second Amended and Restated Bylaws. The Nominating Committee will consist of not less than 3 directors appointed by the then current president of the board of directors. The duties of the Nominating Committee will include:

- a. Explaining the roles and obligations of each office to candidates for office; and
- b. Accepting a listing of nominations and self-nominations for each office, which would include from each candidate (i) a brief statement as to why the candidate would be suited for the office, (ii) an affirmation to commit the time necessarily required by each office, and (iii) a brief statement as to how the candidate would go about fulfilling the duties of the office.

The list of candidates will be reduced to writing and distributed to all directors not less than two weeks prior to the meeting at which the appointment of officers will take place.

At the meeting at which the appointment of officers is conducted, the Nominating Committee will present the candidates, and at the pleasure of the board of directors, each candidate may make a brief statement as to their candidacy, after which the board of directors will proceed with the appointment.

5. President.

The president shall preside at all meetings of the board of directors. The president shall sign all deed and conveyances, all contracts and agreements, and all other instruments requiring execution on

behalf of the corporation and shall act as operating and directing head of the corporation, subject to policies established by the board of directors. Section 3.4 of the Second Amended and Restated Bylaws.

The president must be available to execute such documents as are required for the closing of each transaction approved by the board of directors. As operating and directing head of the corporation, the president, with the assistance of legal counsel, will set the agenda for each board of directors' meeting and decide whether to hold special meetings. The office of the president involves a time commitment of a minimum of 12 hours per month.

6. Vice President(s).

There shall be as many vice presidents as shall be determined from time to time and they shall perform such duties as may be from time to time assigned to them. Any one of the vice presidents, as authorized by the board, shall have all the powers and perform all the duties of the president in case of the president's temporary absence or inability to act. In case of the president's permanent absence or inability to act, the office shall be declared vacant by the board of directors and a successor chosen by the board. Section 3.5 of Second Amended and Restated Bylaws.

The office of the vice president could involve a time commitment of a minimum of 4 hours per month.

7. Secretary.

The secretary shall see that the minutes of all meetings of the board of directors and of any standing committees are kept. The secretary shall give or cause to be given required notices of all meetings of the board of directors. The secretary shall have charge of all the books and records of the corporation except the books of account and in general shall perform all the duties incident to the office of secretary of a corporation and such other duties as may be assigned to him or her. Section 3.6 of the Second Amended and Restated Bylaws.

The secretary must be available to execute such documents as are required for the closing of each transaction approved by the board of directors. The office of the secretary involves a time commitment of a minimum of 6 hours per month.

8. Treasurer.

The treasurer shall have general custody of all the funds and securities of the corporation except such as may be required by law to be deposited with any state official; the treasurer shall see to the deposit of the funds of the corporation in such bank or banks as the board of directors may designate. Regular books of account shall be kept under the treasurer's direction and supervision, and the treasurer shall render financial statements to the president and directors at proper times. The treasurer shall have charge of the preparation and filing of such reports and financial statements and returns as may be required by law. Section 3.7 of the Second Amended and Restated Bylaws.

The treasurer must be available to execute all such instruments as are required and approved by the board of directors. The office of the treasurer involves a time commitment of a minimum of 6 hours per month.



CERTIFICATE OF NOMINATION

The Candidate listed below hereby certifies to the Nominating Committee of The Industrial Development Authority of the City of Phoenix, Arizona his or her acceptance of the following nomination for the following office. The Candidate can accept more than one nomination for more than one office but must certify his or her acceptance of each nomination in separate certificates.

1. Name of the Candidate nominated for office (may include self-nominations):

2. Office for which the Candidate is being nominated:

3. Below is a brief statement as to why the Candidate would be suited for the office (the Candidate or the nominating Board Member should complete):

4. Below is a brief statement as to how the Candidate would go about fulfilling the duties of the office (the Candidate or the nominating Board Member should complete):

5. Name of the Board Member nominating the Candidate (includes self-nominations) for office:

ACCEPTANCE:

By signing below, the Candidate accepts the nomination and affirms to commit the time necessarily required by the office, as detailed in the description of officers.

Candidate for Office

Date

BOARD OF DIRECTORS
As of August 1, 2018

Mr. Sal Rivera, **President**
Partner and Shareholder
Rivera Law Group, P.C.
1440 E. Missouri Avenue, #C115
Phoenix, AZ 85014

Business: 602-200-9530 (direct – 200-9532)
Cell: 602-391-8581
E-mail: sal@riveralawgroup.com

Assistant: Kari Buensalido
Email: kari@riveralawgroup.com

Residence **Council District**
7315 N. 4th Drive District #6
Phoenix, AZ 85021 Sal DiCiccio

Appointed: 09-09-2009 | Loyalty Oath: 09-09-2009
Reappointed: 01-20-2016 | Loyalty Oath: 01-27-2016
Term: 09-09-2009 to 05-01-2021
Replaced: Mernoy E. Harrison, Jr.

Ms. Barbara Ryan Thompson, **Vice President**
Executive V.P./Chief Operating Officer
Helios Education Foundation
2415 E. Camelback Road, Suite 500
Phoenix, AZ 85016

Business: 602-381-2263
Cell: 480-695-2418
E-mail: bryan@helios.org

Assistant: Claudia Clair
Business: 602-381-2284
E-mail: cclair@helios.org

Residence **Council District**
3630 N. 49th Street District #6
Phoenix, AZ 85018 Sal DiCiccio

Appointed: 01-15-2014 | Loyalty Oath: 01-27-2014
Term: 05-02-2018 to 11-01-2023
Replaced: Andrei Cherny

Mr. Bruce D. Mosby, **Secretary**
Mosby and Company, Inc.
dba Peets Coffee and Tea Shops
Phoenix Sky Harbor Airport
3400 E. Sky Harbor Boulevard (Terminal 4)
Phoenix, AZ 85034

Cell: 602-300-1583
E-mail: bruce@mosbyco.com

Residence **Council District**
14632 N. 19th Place District #3
Phoenix, AZ 85022 Debra Stark

Appointed: 07-07-2010 | Loyalty Oath: 07-07-2010
Reappointed: 11-06-2013 | Loyalty Oath: 11-14-2013
Term: 11-06-2013 to 11-01-2019
Replaced: Rita Carrillo

Mr. David Lujan, **Treasurer**
Director
The Arizona Center for Economic Progress
3030 N. 3rd Street, Suite 650
Phoenix, AZ 85012

Business: 602-266-0707
Cell: 602-579-6533
Email: dlujan@azchildren.org

Residence **Council District**
9810 N. 4th Avenue District #3
Phoenix, AZ 85021 Debra Stark

Appointed: 01-20-2016 | Loyalty Oath: 01-27-2016
Term: 05-02-2018 to 11-01-2023
Replaced: Tom Espinoza

Ms. Nicole Ong Colyer, **Director**
General Counsel
State of Arizona – AZ Department of Administration
100 N. 15th Avenue, Suite 401
Phoenix, AZ 85007

Business: 602-542-2181
Cell: 602-341-0535
E-mail: nicole.ong@azdoa.gov
nicole.a.ong@gmail.com

Residence **Council District**
4228 E. Indianola Avenue District #6
Phoenix, AZ 85018 Sal DiCiccio

Appointed: 02-15-2017 | Loyalty Oath: 02-15-2017
Term: 11-06-2013 to 11-01-2019
Replaced: Marian Yim

Ms. Darcy Renfro, **Director**
Chief of Staff to the Chancellor
Maricopa County Community College District
2411 W. 14th Street
Tempe, AZ 85281

Business: 480-731-8818
Cell: 602-579-1332
Email: darcy.renfro@domail.maricopa.edu

Residence **Council District**
1124 E. Nicolet Avenue District #6
Phoenix, AZ 85020 Sal DiCiccio

Assistant: Jennifer Demoney
Business: 480-731-8106
Cell: 623-698-7724
Email: jennifer.demoney@domail.maricopa.edu

Appointed: 09-07-2016 | Loyalty Oath: 09-07-2016
Term: 01-20-2016 to 05-01-2021
Replaced: Vanessa Valenzuela Erickson

Mr. Lawrence Robinson, **Director**
Director, Candidate Ready Development
Leadership for Educational Equity
1805 7th Street, N.W., 8th Floor
Washington, D.C. 20001

Business: n/a
Cell: 602-663-0247
Email: lawrence.a.robinson@gmail.com

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| Residence 8412 S. 16 th Place Phoenix, AZ 85042 | Council District District #8 Kate Gallego |
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Appointed: 09-07-2016 | Loyalty Oath: 09-07-2016
Term: 02-06-2013 to 11-01-2017
Replaced: Judy Bernas

, **Director**

Cell:
E-mail:

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|---------------------------------|-------------------------|
| Residence Phoenix, AZ | Council District |
|---------------------------------|-------------------------|

Appointed: 11-30-2011 | Loyalty Oath: 11-30-2011
Reappointed: 11-06-2013 | Loyalty Oath: 11-06-2013
Term: 11-06-2013 to 11-01-2019
Replaced: Christa Severns

Ms. Charlene Tarver, **Director**
Shareholder
The Women's Economic Institute, Inc.
Tarver Consulting Group
PO Box 90734
Phoenix, AZ 85066

Business:
Cell: 480-406-8324
E-mail: ctarver@charlenetarver.com

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| Residence 3128 W. Saint Catherine Ave. Phoenix, AZ 85041 | Council District District #8 Kate Gallego |
|---|--|

Appointed: 11-20-2013 | Loyalty Oath: 11-20-2013
Reappointed: 01-20-2016 | Loyalty Oath: 05-11-2016
Term: 11-20-2013 to 05-01-2021
Replaced: Mark Winkleman

Item 2



Nominating Committee
2018 Election of 2019 Board Officers
Nominations and Election Schedule
As of
August 22, 2018

| TASK | PROJECTED COMPLETION DATE | RESPONSIBLE PARTY | COMMENTS |
|---|---------------------------|---|---|
| Nominating Committee Meeting | August 22, 2018 | Nominating Committee & Phoenix IDA Staff | |
| Distribution of Memo and Election Materials to Board of Directors | August 24, 2018 | Nominating Committee via Phoenix IDA Staff | |
| Return completed and signed Nomination Certificates to Chief Executive Officer | September 14, 2018 | Board of Directors | |
| Preparation of Candidate List and Summary of Statements | September 17, 2018 | Nominating Committee with assistance of Legal Counsel | |
| Meeting with Committee Chair to review Candidate List and Summary of Statements | September 21, 2018 | Nominating Committee Chair & Phoenix IDA Staff | |
| Distribution to Board of "Candidate List & Summary of Statements" | September 24, 2018 | Nominating Committee via Phoenix IDA Staff | Per bylaws, the final Candidate List must be distributed not less than two weeks before the officer election. |
| Annual Board Meeting/Election of Officers | October 17, 2018 | Board of Directors | |

CALL TO THE PUBLIC