

Meeting Minutes  
**ARIZONA INDUSTRIAL DEVELOPMENT AUTHORITY**  
**BOARD OF DIRECTORS MEETING**

Location: In-Person Meeting at CO+HOOTS  
221 East Indianola Avenue, Phoenix, Arizona 85012  
In the “Classroom”

Date and Time: Thursday, February 15, 2024  
3:00 p.m.

Board Members Present (Appearing in Person):

Robin Romano  
Ken Burns

Board Members Present (Appearing via Zoom):

Marcel Dabdoub  
Andre Whittington

Board Members Absent (Excused):

David Castillo

Staff Present (In Person):

Dirk Swift, Executive Director  
Dan Dialessi, Chief Financial Officer  
Pat Ray, Cathedral Rock Issuer Services, Bond Program Manager

Meeting Facilitator (In Person):

Kelly McGuire – Kutak Rock LLP

**Actions:**

1. **Call to Order:**

The meeting was called to order by Robin Romano, President of the Board of the Arizona Industrial Development Authority (AZIDA), at 3:02 p.m. Board members Robin Romano and Ken Burns attended the meeting in person. Board members Marcel Dabdoub and Andre Whittington attended via Zoom. Roll was called by Kelly McGuire, as meeting facilitator. Mr. Castillo was noted as absent, but excused. A quorum was declared present.

2. **Agenda Items Considered:**

*Presentation, Discussion & Adoption*

*Approval of Resolution No. 2024-7 – authorizing the Authority to enter into a Funding Agreement with the Arizona Department of Housing in connection with the proposed*

*“Arizona Is Home” single-family mortgage revenue bond and downpayment assistance program.*

Mr. Swift reminded the Board that funds from the state Housing Trust Fund (“HTF”), which is administered by the Arizona Department of Housing (“ADOH”), will be a source to fund reserves and expenses related to the “Arizona is Home” bond program. In order to receive these funds, AZIDA must enter into a Funding Agreement with ADOH. Mr. Swift stated that the initial plan was to enter into an Intergovernmental Agreement, but ADOH prefers to use a Funding Agreement structure instead. Mr. Swift added that the Funding Agreement is not complete yet, but resolution being considered by the board would allow him to sign the Funding Agreement when ADOH has it ready.

Ms. Romano asked if the amount of funds being provided has been finalized.

Mr. Swift confirmed that although the 9<sup>th</sup> Floor and the Governor’s advisors are still working on the specifics of the Funding Agreement, the numbers have been finalized.

Ms. Romano summarized for Mr. Whittington, the board’s newest member, the two main functions of AZIDA. First, AZIDA issues bonds through its conduit revenue bond program. Secondly, AZIDA has a down payment assistance program. Specifically, the Arizona Is Home program will provide down payment and interest assistance for buyers at 80% AMI in the 13 rural counties.

Mr. Swift added that as required by statute, at the end of every fiscal year AZIDA’s funds are swept. Consequently, AZIDA must seek other funds, for instance from the HTF, to run the Arizona Is Home program.

Ms. Romano added that entering into the Funding Agreement helps further the purpose of what AZIDA was founded for. Ms. Romano then asked if the Board had any further questions.

Mr. Dabdoub commended Mr. Swift and staff for their hard work in revitalizing the down payment assistance program.

Board member **Ken Burns** then motioned to approve Resolution No. 2024-7, as presented. Board member **Marcel Dabdoub** seconded the motion.

By a vote of 4 ayes, 0 opposed and 0 abstentions, the motion passed.

*Presentation, Discussion & Adoption*

*Approval of AZIDA Policy 3.1 – Approving revisions to AZIDA Policy #3.1 Conduit Revenue Financing Selection, Review, and Approval.*

Ms. Romano reminded the Board that she has been working with staff and the Board Committees to amend the policy for reviewing the qualifications of out-of-state project applicants. The previous unwritten policy had been to discuss the pros and cons of each out-of-state project. Ms. Romano noted that it was time for a set procedure to be put in place. The new procedure will follow the same guidelines that the Governor’s office has

provided AZIDA for in-state projects. Under the revised policy, before an application related to an out-of-state project is presented for consideration by the Board, staff will evaluate the project's benefits and confirm that the project is in one or more of high priority categories such as affordable housing, health care facilities and renewable energy. Staff will also look at the past experience of the applicant and ensure the jurisdiction where the proposed project is located is in favor of the project. Ms. Romano noted that there may be exceptions to these qualification guidelines and if such an exception exists, it will be noted during the Board Meeting at which the project is presented for consideration by the Board.

Mr. Dabdoub expressed his gratitude for Ms. Romano's hard work on this policy and noted that this approach is sound.

Mr. Ray also added his appreciation for the Board giving staff guidelines. Mr. Ray stated that the goal is to strike a balance between generating revenue while not getting involved with objectionable deals that lead to bad press for AZIDA.

Ms. Romano asked if the members of the Board had any further questions.

Mr. Dabdoub asked to clarify if a potential applicant had one default whether that would disqualify a project.

Ms. Romano stated that staff would look at each applicant on a case-by-case basis. Further, applicants must be experienced developers with more than just one project (of the related type) under their belts. Ms. Romano added that if an applicant had a default, the Board would need a written explanation.

Mr. Ray added that there would be much more diligence required if an applicant has had a default.

Ms. Romano stated it is helpful that applications are a part of the packet the Board receives prior to a Board Meeting because the application requests a lot of this information.

Board member **Marcel Dabdoub** then motioned to approve the revisions to AZIDA Policy #3.1, as presented. Board member **Andre Whittington** seconded the motion.

By a vote of 4 ayes, 0 opposed and 0 abstentions, the motion passed.

3. **Adoption of Minutes of the December 14, 2023, and January 18, 2024, AZIDA Board Meetings**

Board member **Ken Burns** moved to adopt the minutes of the December 14, 2023, and January 18, 2024, AZIDA Board Meetings. Board member **Marcel Dabdoub** seconded the motion and called for a discussion.

Ms. Romano noted that revised minutes from the December 14, 2023, AZIDA Board Meeting had been included for review in the board packet provided to the Board. These minutes included the revisions suggested by Board Member Castillo at the January meeting.

Ms. Romano asked if there was any discussion regarding the approval of the minutes of the December 14, 2023, and January 18, 2024, AZIDA Board Meetings.

Mr. Dabdoub asked whether the approval of the December minutes needed to be tabled since Mr. Castillo had been the one to propose the revisions and he is absent from this meeting.

Ms. McGuire stated that the Board is not legally required to table the approval of the revised minutes and Ms. Romano confirmed that she had been in contact with Mr. Castillo, and he had approved the December minutes as revised.

4. **Executive Director's, Chief Financial Officer's and/or Program Manager's Reports**

Mr. Swift stated that he did not have a report but was open to questions from the Board.

Ms. Romano reminded Mr. Swift that at the January Board Meeting, Ms. Márquez Peterson had inquired about engaging with a public relations firm and asked Mr. Swift if there had been any movement on that.

Mr. Swift stated that a public relations firm had not been hired yet although he had been in contact with a few firms. Mr. Swift noted his concern with the potential high costs associated with engaging many of the firms he had been in contact with. Mr. Swift added that AZIDA currently has a contract with TerBush Creative and he may be able to use that engagement to advertise the transactions AZIDA has closed.

Ms. Romano stated that AZIDA needs to be advertising current information. Ms. Romano also referenced the Phoenix IDA's monthly newsletter and expressed her interest in AZIDA producing something similar.

Mr. Swift agreed that AZIDA needed to be proactive in its communication rather than reactive.

Ms. Romano expressed her appreciation for Mr. Swift's support on the public relations front. Ms. Romano then asked the Board for any further questions.

Mr. Dabdoub added that he had attended a presentation on affordable housing that morning and that it would be helpful to engage with other agencies because the need for affordable housing is so dire. Mr. Dabdoub stated that collaboration is key in tackling the lack of affordable housing. Mr. Dabdoub asked if the Board would be open to having other agencies participate in the Board's meetings.

Mr. Swift agreed with Mr. Dabdoub that collaboration is needed. Mr. Swift added that the Director of the AFA, Greg Ghelfi, had scheduled a meeting for the next day with the local industrial development authorities to discuss how the authorities can work together.

Mr. Ray added that the affordable housing crisis touches both the need for single family homes and multifamily housing rental units, and it takes funds to encourage developers to

come to Arizona and develop affordable housing. Working with other agencies will be the key to solving the affordable housing crisis.

Ms. Romano agreed with both Mr. Swift and Mr. Ray and added that it all starts with a conversation. Ms. Romano expressed her gratitude that these conversations are already taking place. Ms. Romano added that she is aware of many organizations that are excited to participate in programs just like the Arizona Is Home program. Ms. Romano noted that the previous week the AFA had a strategic planning meeting and asked whether AZIDA could do something similar.

Ms. McGuire asked if Ms. Romano was referring to a strategic planning with the Council of Development Finance Agencies.

Ms. Romano confirmed and polled the Board to determine who would be interested.

Mr. Dabdoub, Mr. Whittington and Mr. Burns all said they would be interested in a strategic planning meeting for AZIDA.

5. **Call to the Public**

Kelly McGuire announced a call to the public for comments.

No members of the public appeared in person or by telephone to comment.

6. **Announcements**

Ms. Romano announced that the next meeting of the Arizona Industrial Development Authority is scheduled to be held on Thursday, March 21, 2024, in the same location, currently at 3:00 p.m., but noted that people should consult the AZIDA website for any changes to meeting details.

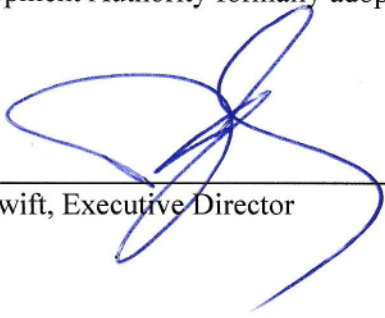
7. **Adjournment**

Board member **Ken Burns** motioned for adjournment of the AZIDA Board Meeting at 3:34 p.m. Board member **Marcel Dabdoub** seconded.

By a vote of 4 ayes, 0 opposed and 0 abstentions, the motion passed.

*[Remainder of page left blank; signature page follows]*

Approval: The undersigned hereby certifies that the Board of Directors of the Arizona Industrial Development Authority formally adopted these Minutes on the date shown below.



---

Dirk Swift, Executive Director

March 21, 2024

---

Date of Board Action