

Town of Chino Valley
MEETING NOTICE
MUNICIPAL PROPERTY CORPORATION

ANNUAL MEETING
WEDNESDAY, OCTOBER 14, 2020
4:05 P.M.

Council Chambers
202 N. State Route 89
Chino Valley, Arizona

AGENDA

1. Call to Order.
2. Roll Call.
3. Introduction of Board Members and future Town Clerk Erin Deskins and new Deputy Town Clerk Traci Lavelle.
4. Consideration and possible action to approve the November 26, 2018 annual meeting minutes.
5. Review Annual Report to be submitted in October 2020 and possible action to approve change of statutory agent from Susan Goodwin to Andrew McGuire with Gust Rosenfeld, PLC.
6. Report regarding the current state of Municipal Property Corporation membership.
7. Consideration and possible action to select officers for the position of President, Vice-President(s), Secretary/Treasurer, Assistant Secretary, and Assistant Treasurer.
8. Adjourn.

Dated this 8th day of October, 2020.

Submitted by: *Jami C. Lewis, Town Clerk*

The Town of Chino Valley endeavors to make all public meetings accessible to persons with disabilities. Please call 636-2646 (voice) or 7-1-1 (TDD) 48 hours prior to the meeting to request a reasonable accommodation to participate in this meeting. Supporting documentation and staff reports furnished to the Council with this agenda are available for review on the Town website at <http://www.chinoaz.net/AgendaCenter> and Town Clerk's Office.

AGENDA ITEM 3

Introductions

Town Clerk Lewis, who is retiring on December 4, will introduce the new Town Clerk Erin Deskins and new Deputy Town Clerk Traci Lavelle, effective December 5, 2020.

AGENDA ITEM 4

November 26, 2018 Annual Meeting Minutes

DRAFT

**MINUTES OF THE ANNUAL MEETING
CHINO VALLEY MUNICIPAL PROPERTY CORPORATION
TOWN OF CHINO VALLEY, ARIZONA
NOVEMBER 26, 2018**

A Meeting of the Board of Directors of the Municipal Property Corporation of the Town of Chino Valley, Arizona, was duly called and held on Monday, November 26, 2018, at 1:30 p.m., in the Chino Valley Council Conference Room, Chino Valley Town Hall, 202 N. State Route 89, Chino Valley, Arizona.

1. Call to Order.

Vice-President Jack Miller called the meeting to order at 1:30 p.m.

2. Roll Call.

Members Present: Vice-President Jack Miller; Secretary/Treasurer Welles Geary; Assistant Secretary Beverly Duffy; Board Member John McCafferty

Members Absent: Assistant Treasurer Travis Bard

Staff Present: Finance Director Joe Duffy; Economic Development Project Manager John Coomer; Town Clerk Jami Lewis (recorder)

3. Approve the November 1, 2017 annual meeting minutes.

MOVED by Treasurer Duffy, seconded by Board Member McCafferty to approve the November 1, 2017 annual meeting minutes. LISTEN

AYE: Vice-President Miller; Secretary/Treasurer Geary; Assistant Secretary Duffy; Board Member McCafferty

PASSED – Unanimously 4-0

4. Select officers for the position of President, Vice-President(s), Secretary/Treasurer, Assistant Secretary, and Assistant Treasurer.

Town Clerk Lewis reported that the Board President position was currently vacant and new Board Member McCafferty needed to be appointed as an officer.

Board Member McCafferty volunteered to serve as President as the others had no objections to retaining their current positions.

MOVED by Board Member McCafferty, seconded by Treasurer Duffy to volunteer himself to serve as President.

AYE: Vice-President Miller; Secretary/Treasurer Geary; Assistant Secretary Duffy; Board Member McCafferty

PASSED – Unanimously 4-0

5. Review Annual Report submitted in October 2018.

Town Clerk Lewis reported that the annual report had a completely different look now that the Corporation Commission has begun using an electronic filing and reporting system.

Secretary Duffy reported that she had a new residence address. Town Clerk Lewis stated that she will forward all amendments to the Town Attorney for the Corporation Commission.

MOVED by Vice-President Miller, seconded by President McCafferty to accept the Annual Report.

AYE: President McCafferty; Vice-President Miller; Secretary/Treasurer Geary; Assistant Secretary Duffy

PASSED – Unanimously 4-0

Vice-President Miller left the meeting at 1:37 p.m.

6. Presentation by Town officials regarding two proposed ballot measures for a May 2019 Special Election.

Town of Chino Valley Economic Development Project Manager John Coomer and Finance Director Joe Duffy presented information regarding two ballot measures that were being proposed for a special election to be held in May 2019. The two measures related to a primary property tax levy to fund a Road Maintenance Program and authorization for the Town to purchase certain public or private water companies. They reported that Town officials were giving this presentation to various community groups to obtain input and comment prior to calling the election in January.

Board Member's comments were:

- Staff should educate the public on why it no longer collected impact fees.
- Staff should read the Strong Towns articles that were sent to the Planning and Zoning Commission regarding the challenge with land splits.
- The Town was more primed for growth than its neighbors, as it had much more vacant land than Prescott or Prescott Valley, and it needed to be prepared.
- The Town needed to address wildcat land split issues and find a way to finance more arterial roads.
- Staff should be as transparent as it can about how they avoided waste, fraud, and abuse.
- They suggested that YouTube videos or other visual aids would help the public with both measures. Photos or videos of new development could also be used, but there did not appear to be much movement on any of those in the queue.
- Utilities and infrastructure will be needed to survive.

7. Adjourn.

President McCafferty adjourned the meeting at 2:40 p.m.

Jami C. Lewis, Recording Secretary

AGENDA ITEM 5

2020 Draft Annual Report

Once the officers have been selected for 2020-2021, the Corporation's statutory agent, law firm of Gust Rosenfeld, PLC will submit the annual report. Gust Rosenfeld has been the MPC's statutory agent since 2013, with Attorney Susan Goodwin as the contact. Ms. Goodwin is retiring this year, so the firm has recommended that the Town's main attorney, Andrew McGuire, be the new contact for the firm.

STATE OF ARIZONA CORPORATION COMMISSION

CORPORATION ANNUAL REPORT

&

CERTIFICATE OF DISCLOSURE



DUE ON OR BEFORE: 10/9/2020 12:00:00 AM FILING FEE: \$
 PLEASE READ ALL INSTRUCTIONS. The following information is required by A.R.S. §§10-1622 & 10-11622 for all corporations organized pursuant to Arizona Revised Statutes, Title 10. The Commission's authority to prescribe this form is A.R.S. §§ 10-121(A) & 10-3121(A). YOUR REPORT MUST BE SUBMITTED ON THIS ORIGINAL FORM. Make changes or corrections where necessary. Information for the report should reflect the current status of the corporation.

1. File # 10542644
 TOWN OF CHINO VALLEY, ARIZONA, MUNICIPAL PROPERTY CORPORATIO
 Att: Jami Lewis, Town Clerk, 202 N. State Route 89, CHINO VALLEY, AZ 86323

Business Phone: Business Email Address: **cyoungberg@gustlaw.com**
 State of Domicile: AZ Type of Corporation: Domestic Nonprofit Corporation

2. Statutory Agent name and address (MUST both be in Arizona): GUST ROSENFELD PLC
 Street or physical address: % SUSAN D GOODWIN ONE EAST WASHINGTON STREET STE 1600, PHOENIX, AZ 85004
 Mailing (if different than street):

2.1 If appointing a new statutory agent, the new agent MUST consent to the appointment by signing below:
 I, (individual) or We (Corporation or limited liability company) having been designated the new Statutory Agent,
 do hereby consent to this appointment until my removal or resignation pursuant to law.

 Signature of new Statutory Agent

 Printed Name of new Statutory Agent

3. Principal Office Address (street address required; foreign corporations must complete-see Instructions):

4. Check the one category below which best describes the CHARACTER OF BUSINESS of your corporation.

BUSINESS CORPORATIONS

- 1. Accounting
- 2. Advertising
- 3. Aerospace
- 4. Agriculture
- 5. Architecture
- 6. Banking/Finance
- 7. Barbers/Cosmetology
- 8. Construction
- 9. Contractor
- 10. Credit/Collection
- 11. Education
- 12. Engineering
- 13. Entertainment
- 14. General Consulting
- 15. Health Care
- 16. Hotel/Motel
- 17. Import/Export
- 18. Insurance
- 19. Legal Services
- 20. Manufacturing
- 21. Mining
- 22. News Media
- 23. Pharmaceutical
- 24. Publishing/Printing
- 25. Ranching/Livestock
- 26. Real Estate
- 27. Restaurant/Bar
- 28. Retail Sales
- 29. Science/Research
- 30. Sports/Sporting Events
- 31. Technology(Computers)
- 32. Technology(General)
- 33. Television/Radio
- 34. Tourism/Convention Services
- 35. Transportation
- 36. Utilities
- 37. Veterinary Medicine/Animal Care
- 38. Other _____

NON-PROFIT CORPORATIONS

- 1. Charitable
- 2. Benevolent
- 3. Educational
- 4. Civic
- 5. Political
- 6. Religious
- 7. Social
- 8. Literary
- 9. Cultural
- 10. Athletic
- 11. Science/Research
- 12. Hospital/Health Care
- 13. Agricultural
- 14. Cooperative Marketing Assoc.
- 15. Animal Husbandry
- 16. Homeowner's Association
- 17. Professional, commercial industrial or trade association

		18. <u>Other</u> _____
5. CAPITALIZATION: (For-profit corporations and Business Trusts are REQUIRED to complete this section) Business trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate.		
5.1. Authorized shares/certificates: find the number of authorized shares in the corporation's original Articles of Incorporation.		
Number of Shares/Certificates Authorized	Class	Series Within Class (if any)
Entity Name: TOWN OF CHINO VALLEY, ARIZONA, MUNICIPAL PROPERTY CORPORATIO Entity ID: 10542644		
Issued shares/certificates: examine the corporation's minutes for the number of shares issued.		
Number of Shares/Certificates Issued	Class	Series Within Class (if any)
6. SHAREHOLDERS: (For-profit corporations and Business Trusts are REQUIRED to complete this section) List shareholders holding more than 20% of any class of shares issued by the corporation, or having more than a 20% beneficial interest in the corporation.		
None <input type="checkbox"/>	Name:	Name:
	Name:	Name:
7. OFFICERS (both name and address required): Officer: Beverly Duffy - [REDACTED] - - Date of Taking Office: 11/01/2017 Officer: Travis Bard - [REDACTED] - - Date of Taking Office: 11/01/2017 President: John McCafferty - [REDACTED] - - Date of Taking Office: 11/26/2018		
8. DIRECTORS (both name and address required): Director: BEVERLY DUFFY - [REDACTED] - - Date of Taking Office: 10/24/2017 Director: John McCafferty - [REDACTED] - - Date of Taking Office: 07/01/2017 Director: Mike Ditta - [REDACTED] - - Date of Taking Office: 07/01/2019 Director: TRAVIS BARD - [REDACTED] - - Date of Taking Office: 07/01/2018		
9. FINANCIAL DISCLOSURE (A.R.S. §10-2019) Cooperative marketing associations must submit a financial statement. All other types of corporations are not required to file a financial statement.		

10. ONLY NONPROFIT CORPORATIONS MUST ANSWER THIS QUESTION - MEMBERS (A.R.S. §10-11622(A)(6))
This corporation DOES DOES NOT have members.

11. CERTIFICATE OF DISCLOSURE (A.R.S. §§ 10-202(D), 10-3202(D), 10-1622(A)(8) & 10-11622(A)(7))

A. Has any person who is currently an officer, director, trustee, incorporator, or who, in a For-profit corporation, controls or holds more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:

- 1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate?
- 2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding execution of this certificate?
- 3. Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding execution of this certificate where such injunction, judgment, decree or permanent order involved the violation of:
 - (a) fraud or registration provisions of the securities laws of that jurisdiction, or
 - (b) the consumer fraud laws of that jurisdiction, or
 - (c) the antitrust or restraint of trade laws of that jurisdiction?

Entity Name: TOWN OF CHINO VALLEY, ARIZONA, MUNICIPAL PROPERTY CORPORATIO
Entity ID: 10542644

One box must be marked: YES NO

If "YES" to A, the following information must be submitted as an attachment to this report for each person subject to one or more of the actions stated in Items 1 through 3 above.

- 1. Full birth name.
- 2. Full present name and prior names used.
- 3. Present home address.
- 4. All prior addresses for immediately preceding 7 year period.
- 5. Date and location of birth.
- 6. The nature and description of each conviction or judicial action; the date and location; the court and public agency involved; and the file or cause number of the case.

B. Has any person who is currently an officer, director, trustee, incorporator, or who, in a For-profit corporation, controls or holds over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a 20% interest in any other corporation on the bankruptcy or receivership of that other corporation?

One box must be marked: YES NO

If "YES" to B, the following information must be submitted as an attachment to this report for each corporation subject to the statement above.

- (a) Name and address of each corporation and the persons involved.
- (b) State(s) in which it: (i) was incorporated and (ii) transacted business.
- (c) Dates of corporate operation.

12. STATEMENT OF BANKRUPTCY OR RECEIVERSHIP (A.R.S. §§ 10-1623 & 10-11623)

A. Has the corporation filed a petition for bankruptcy or appointed a receiver? One box must be marked: YES NO

If "Yes" to A, the following information must be submitted as an attachment to this report:

- 1. All officers, directors, trustees and major stockholders of the corporation within one year of filing the petition for bankruptcy or the appointment of a receiver. If a major stockholder is a corporation, the statement shall list the current president, chairman of the board of directors and major stockholders of such corporate stockholder. "Major stockholder" means a shareholder possessing or controlling twenty percent of the issued and outstanding shares or twenty percent of any proprietary, beneficial or membership interest in the corporation.
- 2. Whether any such person has been an officer, director, trustee or major stockholder of any other corporation within one year of the bankruptcy or receivership of the other corporation. If so, for each such corporation give:
 - (a) Name and address of each corporation;
 - (b) States in which it: (i) was incorporated and (ii) transacted business.
 - (c) Dates of operation.

13. SIGNATURES:

I/we declare, under penalty of perjury, that all corporate income tax returns required by Title 43 of the Arizona Revised Statutes have been filed with the Arizona Department of Revenue. I/we further declare under penalty of perjury that I/we have examined this report and the certificate, including any attachments, and to the best of my/our knowledge and belief they are true, correct and complete.

Printed Name _____ Printed Name _____
 Signature _____ Signature _____
 Title _____ Date _____ Title _____ Date _____

(Signers must be duly authorized corporate officer(s) listed in section 7 of this report.)

Entity Name: TOWN OF CHINO VALLEY, ARIZONA, MUNICIPAL PROPERTY CORPORATIO
10542644

Entity ID:

Annual Report Instruction Sheet - READ ME! PLEASE FOLLOW THESE DIRECTIONS!

This is the instruction sheet for the annual reporting process for all corporations doing business in Arizona. Every corporation must submit an annual report once a year. This annual report must be correctly filled out and submitted by the assigned due date or the corporation may be administratively dissolved or have its authority revoked by the State of Arizona. According to A.R.S. §10-1622(F), penalties accrue on for-profit corporation annual reports that are submitted late (after the due date). Corporations must use the annual report form prescribed by the Corporation Commission.

No other format is allowed.

Please verify the business address, statutory agent, and agent address information on page one. Strike out incorrect information by placing a single line through it. Correct information should be legibly written above or to the side of struck, incorrect information. Complete the remainder of the form - use the corporation's original articles of incorporation, amendment documents and corporate minutes as guides for the questions about stock.

IMPORTANT: The entirety of this document is public record, including addresses. *Use black or blue ink.

Section 1. All corporations must state their name, street address in Arizona, zip code, domicile state, and type (e.g., nonprofit, business, sole, professional, business trust). Please list a business phone number and business email.

Section 2. All corporations must state the name and Arizona address of the current Statutory Agent for the corporation. Correct information about the Statutory Agent is vital to the legitimate authority and status of the corporation. The statutory agent must provide both an Arizona street address and mailing address. If the Statutory Agent has a P.O. Box, then they must also provide an Arizona physical or street address. New Statutory Agents must consent to their appointment by signing the appropriate line. A corporation must amend their records at the Commission any time the Statutory Agent is changed or whenever the Agent's designated mailing address changes. Do not sign in the space provided *unless* you are appointing a new agent.

Section 3. Foreign (out-of-state/country) corporations must state their principal office address in the state or country of incorporation. If the corporation is not required to maintain an office in the state or country of incorporation, list the address of the corporation's registered agent in the state or country of incorporation.

Section 4. All corporations must check the category that best describes the character of their corporation in the applicable business or nonprofit corporation area.

Section 5. All for-profit corporations must indicate the number of shares that they have authorized and issued, the class and series. All business trusts must indicate the number of transferable certificates held by trustees.

Section 6. All for-profit corporations must indicate the list of applicable shareholders.

Section 7. Please list all principal officers. All corporations must have at least one duly authorized officer, with address.

Section 8. Please list all directors. All corporations must have at least one director with address per A.R.S. §§10-803(A) & 10-3803(A).

Section 9. Nonprofit corporations are no longer required to submit a financial statement. Cooperative marketing associations are required to submit a statement of its financial condition (income/expense, balance sheet, etc). All other types of corporations are not required to submit any financial statements.

Section 10. All Nonprofit Corporations must also indicate whether or not the corporation has members.

Section 11. All corporations must check either YES or NO in the Certificate of Disclosure, for both A and B. Those who check the "YES" box must supply the attachment required as explained in section 10.

Section 12. All corporations must check either YES or NO in the Statement of Bankruptcy or Receivership. Those who check the "YES" box must supply the attachment required as explained in section 11.

Section 13. All corporations must read the declarations in this section. If they have complied, and if they have completed the Annual Report, then the applicable officer(s) listed in section 7 must acknowledge by signing and dating the report.

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MAKE CHECK PAYABLE TO:	ARIZONA CORPORATION COMMISSION
MAIL OR DELIVER TO:	Corporations Division - Examination Section
	1300 West Washington
	Phoenix, Arizona 85007-2929

Sign, Date & Mail the Check and Annual Report. For-profit corporation fee is \$45, Nonprofit corporation fee is \$10. Credit cards are not accepted. Business or for-profit corporations are subject to penalties if their report is submitted after its assigned due date. Call Customer Contact at 602-542-3026 or within Arizona only, 800-345-5819, for the penalty amount due.

Seek professional advice from your accountant, attorney, or other knowledgeable source if you need help with any section. The ACC Corporations Division cannot give legal or tax advice. The Commission's website (ecorp.azcc.gov) has more general information about annual reports and reporting requirements.

AGENDA ITEM 6

MPC and Risk Insurance

The MPC currently has a vacancy. Staff has been unable to fill the vacancy due to a question about whether or not the position should be filled by a Town Councilmember or a public member. As long as the question is under review, the position will remain vacant.

Background

The Town's risk insurer, Arizona Municipal Risk Retention Pool (AMRRP), administered by Southwest Risk, has been having some difficulty insuring the MPC due to its unique role in government. MPCs exist only in Arizona, and only one other state authorizes a similar entity.

AMRRP had originally suggested placing a councilmember on the MPC, as that would automatically permit insurance coverage. However, the Town attorneys objected, as having a councilmember on the MPC could create a conflict-of-interest situation, as any action taken by the MPC had to be ratified by the Town Council. It is their position that it is deemed best to keep the two entities separate.

As of today, the issue is still being reviewed by Town staff, attorneys, and insurers.

AGENDA ITEM 7

Selecting Officers

Per the MPC Bylaws, Article III *Officers, Agents and Employees*, Section 1 *Designation of Titles*, and Section 2 *Appointment of Officers*:

- The officers shall be a President and a Secretary/Treasurer.
- The Board may also choose one or more 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, unless the Articles of Incorporation or Bylaws otherwise provide.
- The Board shall appoint officers at its annual meeting.

Term Tracker Report - pdfOfficials

Run Date: 07/28/20

Municipal Property Corporation

<u>First Name</u>	<u>Last Name</u>	<u>Title</u>	<u>Address</u>	<u>Phone 1</u>	<u>Email Address</u>	<u>Original Start Date</u>	<u>Start</u>	<u>End</u>
Travis	Bard	Assistant Treasurer				01/14/2014	07/01/2018	06/30/2021
Michael	Ditta	Board Member				07/01/2019	07/01/2018	06/30/2021
Beverly	Duffy	Assistant Secretary				11/01/2017	07/01/2020	06/30/2023
John	McCafferty	President				07/01/2018	07/01/2020	06/30/2023
	VACANT						07/01/2017	06/30/2020