

Pursuant to A.R.S. §38-431.02, notice is hereby given that the Board of Directors of the Rio Nuevo Multipurpose Facilities District will hold the following meeting, which will be open to the public. One or more Board Members may participate in the public session by telephone.

**FIRST AMENDED NOTICE AND AGENDA
FOR BOARD MEETING OF THE BOARD OF DIRECTORS OF THE
RIO NUEVO MULTIPURPOSE FACILITIES DISTRICT**

Tuesday, October 27, 2015
1:00 p.m. MST Regular Meeting
Arizona State Building, Room 222
Tucson, AZ 85701

AGENDA

- 1) Pledge of Allegiance**
- 2) Roll Call**
- 3) Board Meeting Minutes** - Discussion and potential approval of September 22, 2015 meeting transcript minutes.
- 4) Executive Session – (Room 152)** - Upon a public majority vote of members constituting a quorum, the Board of Directors may hold an Executive Session. To comply with A.R.S. §38-431.03(B), all electronic devices, including cell and smart phones, iPads, notebooks, tablets and laptops should be turned off and stored during Executive Session. During Executive Session the following matters will be addressed:
 - a) Pursuant to A.R.S. §38-431.03(A)(3), (4) & (7), the Board will discuss with, consult with, obtain legal advice from and may instruct its attorneys regarding the request by The Gadsden Company (“Gadsden”) for funding in connection with its Mercado Annex development.
 - b) Pursuant to A.R.S. §38-431.03(A)(3), (4) & (7), the Board will discuss with, consult with, obtain legal advice from and may instruct its attorneys regarding recent developments in connection with the Amended and Restated Agreement for the development of the Thrifty Block (“Thrifty Block Agreement”).
 - c) Pursuant to A.R.S. §38-431.03(A)(3), (4) & (7), the Board will discuss with, consult with, obtain legal advice from and may instruct its attorneys regarding (i) its agreement with Friends of Tucson Birthplace (“FTOB”) and the City of Tucson (“City”) regarding the development of Mission Garden (“Mission Garden Agreement”) and (ii) how to address the protrusion of the adobe wall onto the District’s property.
 - d) Pursuant to A.R.S. §38-431.03(A)(3), (4) & (7), the Board will discuss with, consult with, obtain legal advice from and may instruct its attorneys regarding the First Amendment to the Ground Lease and Loan Modification agreement with the Fox Foundation.
 - e) Pursuant to A.R.S. §38-431.03(A)(3), (4) & (7), the Board will discuss with, consult with, obtain legal advice from and may instruct its attorneys regarding the issues arising

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from the District's sale of the "Arena Site" and the effects of the assignment by the City to the District of most of the City's rights and obligations in connection with the Greyhound "Bus Terminal" ("City Assignment").

f) Pursuant to A.R.S. §38-431.03(A)(3), the Board will discuss with, consult with, and obtain legal advice from its attorneys regarding the possibility of approving the expenditure of the District's funds to minimize the watershed impact of the Tucson Convention Center ("TCC") on the development of the Arena Site and the adjacent parcel owned by Nor-Generations, LLC ("Nor-Gen").

5) Chairman's Remarks

The Chairman will provide a brief update on relevant current events, which may include updates on the Arena Site sale, the Greyhound lease and the Westside Parcel.

6) Financial Report – Update & Discussion Only

The Board will receive an update from the District's CFO, Daniel Meyers, on the District's cash positions. Mr. Meyers will also address any questions that the Board may have.

7) Annual Audit – Possible Action

The District's auditors, Beach, Fleischman & Co., P.C. ("Beach Fleischman") will present the draft audit for the period ended June 30, 2015, and respond to the Board's inquiries. The Board may vote to take action based upon such update, which action may include accepting the draft, or providing direction to Beach Fleischman, staff and/or counsel.

8) Thrifty Block Agreement Update – Possible Action

The Board will receive an update from the developer and review benchmarks described in the Thrifty Block Agreement. The Board may vote to take action based upon such update, which action may include direction to staff and/or counsel.

9) Mercado Annex Agreement – Possible Action

At its last meeting, the Board directed counsel to prepare and present for discussion and potential adoption a resolution allowing the Board to move forward with this joint private/public retail project on the Westside. After counsel presents such resolution and responds to the Board's questions, the Board may vote to take action based upon such counsel's presentation, which action may include direction to staff and/or counsel.

10) Westside Feasibility Study– Possible Action

The District has received and will discuss a study and recommendation proposal from brownfield experts IRG Advisors, LLC ("IRG"). The Board may take action based upon such

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discussion, which actions may include directions to staff and/or counsel to prepare the appropriate agreements to allow IRG to commence the efforts necessary to determine the economic feasibility and optimal approach for addressing landfill issues on the Westside Parcel.

11) Mission Garden – Possible Action

Pima County, the owner of the Mission Garden property, has advised FOTB that Pima County will not allow any permanent structures inside the Garden wall. About \$600,000 of the \$1,100,000 approved by the District Board for Garden enhancements were permanent structures and restrooms. FOTB has notified the District that it intends to appeal the County’s decision. The Board will receive an update from FOTB and may vote to take action based upon such update, which action may include direction to staff and/or counsel to take the actions necessary to accommodate the County’s request, including the preparation and execution of amendments to the Mission Garden Agreement.

12) Arena Lot Greyhound Management Agreement– Possible Action

In connection with the District’s sale of the Arena Site, the District accepted an assignment from the City of the lease for the Greyhound Bus Terminal located on that parcel (“City Assignment”). Chapman Management Group, LLC (“Chapman”) has been managing the Bus Terminal lease for the City. The Board will consider and discuss how it wishes to deal with the management of that lease and may vote to take action based upon such update, which action may include direction to staff and/or counsel as well as authorization for the execution of documents.

13) Arena Lot Greyhound Relocation – Possible Action

In connection with the sale of the Arena Site, the City reaffirmed its obligation to pay whatever “Relocation Costs” may be owed to Greyhound, and the District agreed to be responsible for whatever “New Terminal Costs” Greyhound may be entitled to receive. The Board will discuss the possibility of acquiring a site (approximately an acre) and paying for a modular terminal (approximately 2,500 square feet) at a cost of approximately \$1.4M to \$1.7M, which improved parcel would then be leased to Greyhound consistent with the other District’s return on investments. Based upon such discussion, the Board may vote to take action, which action may include direction to staff and/or counsel as well as the authorization for the execution of documents.

14) Fox Foundation Bylaws Changes and Board Appointments – Possible Action

Pursuant to its agreements with the Fox Foundation, the District Board has the opportunity to review and approve or reject proposed changes to the Fox Foundation’s bylaws and to appoint up to five members to the Fox Board. The Board will discuss these issues and may vote to take action, which action may include direction to staff and/or counsel as well as authorization of execution of documents.

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15) Mission Garden Wall Protrusion – Possible Action

The adobe wall that generally surrounds the Mission Garden parcel protrudes onto the Westside Parcel that is now owned by the District. The Board will discuss whether to address this issue, and if so, how. Based upon such discussion, the Board may vote to take action, which action may include direction to staff and/or counsel as well as authorization of execution of documents.

16) Stantec Consulting – Possible Action

The District has previously engaged Stantec Consulting Services, Inc. (“Stantec”) to perform various services in connection with the Arena Site. Stantec has requested an additional \$3,450 for further services on the Arena Site property. The Board will consider and may take action on such request, which action may include authorizing the preparation and execution of the appropriate agreement.

17) El Tour de Tucson – Possible Action

In its capacity as a sponsor of El Tour de Tucson, the Board has received certain benefits from and incurred certain obligations to the event’s organizers. The Board will discuss and may take action in connection with such benefits and obligations, which action may include direction to staff and/or counsel.

18) Arena Lot Drainage Reauthorization- Possible Action

Previously the Board approved an expenditure of up to \$855,000 to reroute the watershed produced by the TCC around the Arena Site and the adjacent parcel owned by Nor-Gen. The Board will discuss reissuing this approval to allow the combined parcel development to maximize the development of both parcels. Based upon such discussion, the Board may vote to take action, which action may include authorizing the preparation and execution of the appropriate agreement.

19) Arizona Bowl Game Participation - Possible Action

The Arizona Sports and Entertainment Commission in conjunction with the NCAA, the University of Arizona, the Mountain West conference and Conference USA have announced a new football bowl game to be held on Dec 29th at Arizona Stadium. The economic impact to Tucson is estimated at over \$22,000,000. The organizers have suggested a downtown party, similar to Second Saturdays, to be held the night before the game. Because such event would benefit the District’s TIF merchants, the Board will discuss these issues and may vote to take action, which action may include direction to staff and/or counsel as well as authorization of execution of documents.

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20) Call to the Audience

Presentations are limited to three (3) minutes per speaker for a total of fifteen (15) minutes. All individuals interested in speaking must submit a Speaker's Card that will be made available at the meeting.

21) Adjourn