

Approved by the Board of Directors of the
Rio Nuevo Multipurpose Facilities District
on July 21, 2011

**Minutes for Meeting
Of the Board of Directors of the
Rio Nuevo Multipurpose Facilities District
11:00 am
Wednesday, May 25, 2011**

**Tucson Convention Center, Greenlee Room
260 South Church Avenue
Tucson, Arizona**

1. Roll Call

The meeting was called to order at 11:05 a.m.

| | Appointee | Present | Absent/Excused |
|---------------------------------|------------------|---------------------|-----------------------|
| Jodi A. Bain, Chair | Senate | X | |
| Carlotta Flores, Member | Governor | X | |
| Rick Grinnell, Acting Treasurer | Senate | X | |
| Mark Irvin, Vice Chair | House | X | |
| Alberto Moore, Secretary | Governor | X | |
| Jonathan Payton | House | X (arrived 11:15am) | |
| Tim Bathen | Governor | X | |
| Jeffrey Hill | Governor | X | |
| Jannie Cox | Governor | X (on telephone) | |

Counsel:

| | | | |
|-----------------------------|---|--|---|
| General Counsel Keri Silvyn | | | X |
| Counsel Mark Collins | X | | |

2. Announcements from the Chair

3. Interviews/Presentations of select executive director applicants with possible direction/action from the District. Tim Bathen, Carlotta Flores and Jodi Bain

Lou Ginsberg– He is a long time Tucsonan and has a passion for downtown.

1. Question by Bathen: How can you get all sides to work together?
2. Question by Irvin: How would having your real estate license help? He has license that has been active since 2000. Has done a lot of consulting work. No conflicting real estate activities involving around Pima county or city of Tucson. He has great contacts around Tucson. He would be willing to carry his real estate license in any way necessary to take this position.
3. Question by Bain: What can you say about the allegations in the paper? He is unable to verify anything through the state attorney's office. His attorney was unable to verify an open case or otherwise.

4. Question from Bain: Do you prefer to be an employee or on contract? Would take direct employment or contract.
5. Question from Grinnell: What are three top priorities or projects you would focus on? Need to find out status of board related projects to determine how quickly they could be resolved. Private sector is where sales tax revenue needs to come from. Manning house – cities and counties are money short. Need to look for private funders. He would be the public face of the board for a transparent open relationship. We need all the public support we can get.
6. Question from Bathen: Do you have a specific thought to change the public's perception? Passion, commitment, executive needs to be out in the open.
7. Question from Jonathan Payton: How would you get private developers to be active? Open a competitive process. All can compete for the property. Incentives? Tax credits, sales tax revenue, collaborative works.
8. Question from Bain: How would you deal with any adversaries? He would be direct and honest with them. Could be mediator and problem solver.
9. Question from Irvin: Are there any conflicts of interest? There are none.
10. Question from Bain: If you told the City staff or Mayor and Council no, would they be able to strip you of your pension? No, they have no legal stand to do that.

Larry Lewis – He is heavy in sales and marketing, government affairs, construction. He has a unique business background and worked s a key player in Chicago on a TIF area.

1. Question from JBain: He would be willing to carry his real estate license in any way necessary to take this position and there are no conflicts.
2. Question from Payton: How would the board change if you were to take over? I would take over the day to day operations, etc.
3. Question from Bathen and follow up from Bain: What would be your public relations role? Need someone to function in sale of image and people. He does not have a direct government working background other than working on a TIF program while employed at Sear's but will be a big advocate for projects to bring in sales tax revenues.
4. Question from Flores: Is there one thing the board is dealing with that you would change? The Fox Theater loan situation. Needs to be a working agreement with the City and Fox involved.
5. Question from Irvin: There appear to be four areas that the district seeks: Real estate, Construction, Finance, Government. Which are your strong or weak areas? Response: Strong point? Finance, Weak point: Government, Construction: strong. Real Estate: strong.
6. Question from Bain: Would you be willing to take either contract or direct employment. He is open to either.

Donavan Durband

1. Question from Bathen: Do you see any conflict with council members? He sees it as a positive situation. The relationship with them is very open and important.
2. Question from Cox (via telephone): How would you feel working with a board that may have differing opinions? He is used to this, having worked with boards before,

and he would like to think that by working closely together we would all come to the same positions/conclusions as he.

3. Question from Bain: How will you deal with being an adversary with developers, city, etc.? Try to talk it out. Communication is the best key.
4. Question from Payton: How do you think things went wrong and how do you see a way to fix them? There was no specific plan of a TIF. Must treat every dollar like it has a precious purpose. There is a lot of good we can do with the money. He is an advocate of moving forward positively.
5. Question from Irvin: Regarding a city strategic work plan. How do you prioritize? Must work with the board to prioritize things.
6. Question from Irvin: There appear to be four areas that the district seeks: Real estate, Construction, Finance, Government. Which are your strong or weak areas? Strong point: Government Weak point: Construction, Real Estate. Ok in Finance (he explained a role he had in crating alternative finance)
7. Question from Irvin: What about a PR campaign? He would rebrand the organization – give it a new name and action plan that is real and believable.
8. Question from Grinnell and Flores: What is your role and how do we coordinate our efforts? How do we overcome negative perceptions? By keeping it real and having a proactive plan in place.
9. Question from Bain: Would you consider contract or direct employment? Either is fine with him. He has no conflicts of interests.

5. (out of order) Call to the audience: (Presentations are limited to 3 minutes per speaker. All those interested in speaking should complete and submit a Speaker's Card that will be made available at the meeting).

Michael Toney

The city had a match by IGA but it didn't go thru. The extension is illegal until we have a vote.

→Rick Grinnell moved to go into executive session at 12:46 pm. Seconded by Jonathan Paton. Motion passed 9-0.

4. Executive Session: Upon a majority vote of members constituting a quorum, the Board of Directors may hold an executive session in accordance with A.R.S. 38-431.03 (A), (3) and (7) or legal advice concerning the following matters:

- i. Executive Director Employment/Contacting Negotiation Matters.
- ii. Legal representation and requirements for a district

→Alberto Moore made the motion to come out of executive session at 2:10 pm. Seconded by Mark Irvin. Motion passed 9-0.

3. (Return to item 3.) Interviews/Presentations of select executive director applicants with possible direction/action from the District. Tim Bathen, Carlotta Flores and Jodi Bain

Rick Grinnell made a motion: The District via representatives Tim Bathen, Mark Collins as Counsel and Jodi Bain to explore terms of a contract for the District to contract with Donovan Durban as its executive director and for the representatives to bring back the draft terms of such a contract back to the board as soon as possible (at the next meeting if possible) to finalize and approve Donovan Durban as an executive director by if possible. Seconded by Tim Bathen, Motion passed 5-4.

7. Adjournment

→Rick Grinnell moved to adjourn; Alberto seconded 9-0. Meeting adjourned at 2:16pm.