

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.

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

Tuesday, February 28, 2017
1:00 p.m. MST Regular Meeting
Arizona State Building, Room 222
Tucson, Arizona 85701

AGENDA

- 1) **Pledge of Allegiance**
- 2) **Roll Call**
- 3) **Board Meeting Minutes** - Discussion and potential approval of the transcript minutes of the January 24, 2017 meeting.
- 4) **Executive Session (Room 158)** - 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 shall be turned off and stored during Executive Session. During this Executive Session, the following matters will be addressed:
 - a) Pursuant to A.R.S. §38-431.03(A)(3), (4) and (7), the Board will discuss with, consult with, obtain legal advice from and may instruct its attorneys regarding the status of and progress on the City Park project.
 - b) Pursuant to A.R.S. §38-431.03(A)(3), (4) and (7), the Board will discuss with, consult with, obtain legal advice from and may instruct its attorneys regarding the potential for the District to participate in an effort to bring another corporate headquarters into downtown Tucson.
 - c) Pursuant to A.R.S. §38-431.03(A)(3), (4) and (7), the Board will discuss with, consult with, obtain legal advice from and may instruct its attorneys regarding a proposal from Scottsdale based Caliber Hospitality, LLC (“Caliber”) to construct a 125 key hotel adjacent to the Tucson Convention Center (“TCC”).
 - d) Pursuant to A.R.S. §38-431.03(A)(3), (4) and (7), the Board will discuss with, consult with, obtain legal advice from and may instruct its attorneys regarding the status of and potential changes to the District’s commitments to and involvement in the AC Marriott Hotel project.
 - e) Pursuant to A.R.S. §38-431.03(A)(3), (4) and (7), the Board will discuss with, consult with, obtain legal advice from and may instruct its attorneys regarding the status of and potential changes to the District’s commitments to and involvement in the Chicago Store project.

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f) Pursuant to A.R.S. §38-431.03(A)(3), (4) and (7), the Board will discuss with, consult with, obtain legal advice from and may instruct its attorneys regarding the status of and progress on the Gadsden Mercado Annex project.

g) Pursuant to A.R.S. §38-431.03(A)(3), (4) and (7), the Board will discuss with, consult with, obtain legal advice from and may instruct its attorneys regarding the requested revisions to the District's commitments to the Foundation for Senior Living's Marist project.

h) 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 status of the District's agreement pursuant to which Nor-Generations, LLC purchased and agreed to develop the "Arena Site" property located at 419 W. Congress in Tucson.

i) 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 an opportunity to become involved in and support the renovation of the Hotel Arizona property.

5) **Chairman's Remarks**

The Chairman will provide a brief update on relevant current events, which update may include Board membership, downtown activity, legislative activity and development pipeline.

6) **Financial Report – Update & Discussion Only**

The District's CFO Daniel Meyers will provide the Board with an update on the District's cash positions, and related financial issues and will respond to inquiries from the Board.

7) **AC Marriott Hotel and Possible Second Marriott Hotel – Possible Action**

The Board will hear about and will discuss the opportunity to participate with developer Scott Stiteler in launching a second hotel in downtown, which opportunity could involve making changes to the District's current AC Marriott Hotel obligations and commitments in connection with supporting an additional Marriott brand hotel in downtown. Based upon such information and discussion, the Board may vote to take action which could include directing staff, counsel and/or the executive officers to take the actions necessary to advance this opportunity.

8) **Hotel Proposal by Caliber Hospitality, LLC – Possible Action**

Representatives of Caliber, a company that owns or controls a majority of the hotel rooms around Sky Harbor Airport, will make a presentation to and respond to questions from the Board on Caliber's proposal for the construction of a 125 key hotel on the eastern parking lot of the TCC, which hotel will include a parking facility that contains 1.2 parking spaces for each parking space lost by the new hotel. Based upon such presentation and the attendant discussion, the Board may vote to take

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action which could include directing staff, counsel and/or the executive officers to take the actions necessary to advance Caliber's proposal.

9) **Gadsden Mercado Annex – Possible Action**

Counsel will provide an update and respond to questions on the progress that Gadsden has made in closing the construction loan that is contemplated by the Purchase / Lease / Option Agreement with the District and related matters. Based upon such update and discussions, the Board will discuss and may vote to take action which could include directing the executive officers, staff and/or counsel to take any and all actions necessary to advance this project.

10) **City Park – Possible Action**

The Board will hear an update on the progress that has been made on this project since the Board's January 24th meeting. In response to such update, the Board may vote to take any and all actions that it deems appropriate in connection with this project.

11) **Pima County/Broadway Parcel – Possible Action**

The Board has entered into an agreement with the County that, upon certain conditions, gives the Board the option to enter into a ground lease for and to develop the parking lot parcel on the north side of Broadway between Scott and 6th Avenues. The Board will discuss whether and to what extent due diligence investigations of this parcel should be done prior to deciding whether to exercise its option. Based upon such discussion, the Board may vote to take action which could include authorizing staff, counsel and/or the executive officers to negotiate, draft, finalize and execute the agreements necessary to advance the Board's desires on this project.

12) **Pima County/Cushing Street Parcel – Possible Action**

The Board has entered into an agreement with the County that, upon certain conditions, gives the Board the option to enter into a ground lease for and to develop the Cushing Street Parcel. The Board will discuss whether and to what extent due diligence investigations of this parcel should be done prior to deciding whether to exercise its option. Based upon such discussion, the Board may vote to take action which could include authorizing staff, counsel and/or the executive officers to negotiate, draft, finalize and execute the agreements necessary to advance the Board's desires on this project.

13) **Sunshine Mile – Possible Action**

The Board will discuss a proposal from the New York based Project for Public Spaces ("PPS") to help coordinate the efforts by the City, the Regional Transportation Authority and the District to repurpose the remnant parcels from the Broadway widening project. PPS's proposal also includes consultation with respect to the best practices for inner city retail revitalization. Based upon such update, the Board may vote to take action which could include authorizing staff, counsel and/or the executive officers to take the actions necessary to advance the Board's desires on this project.

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14) New Greyhound Bus Station Financing – Hearing

The Board has approved financing the District’s investment in the new Bus Station. Pursuant to the Tax Equity and Fiscal Responsibility Act of 1982, a public hearing must be held before finalizing this financing. Counsel for the Board will explain and respond to questions regarding the details of this hearing and the financing in an amount not to exceed \$2,315,000 maturing not later than 2028.

15) 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.

16) Adjourn