

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, August 22, 2017
1:00 p.m. Tucson Time 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 July 25, 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 one or more potential intergovernmental agreements (“IGA(s)”) with the City of Tucson (“City”) and attendant construction change orders to add, at the City’s expense, (i) the remediation of landfill on City property and (ii) the extension of Avenida del Convento, each in connection with the Caterpillar headquarters 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 potential uses for the “Westside Parcel” that the District acquired as a result of the Settlement Agreement with the City.
 - 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 the amendment of the Planned Area Development (“PAD”) for the Tucson Convention Center (“TCC”) to accommodate the hotel proposed by Caliber Hospitality, LLC (“Caliber”).
 - 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 potentially amending the Development Agreement with Caliber to accommodate the time delays required by the TCC PAD amendment process.

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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 the District's agreement with the developer of the Moxy Hotel.

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 issues related to the bonds for and the tax obligations of the 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 a proposed IGA among the District, the Regional Transportation Authority ("RTA") and the City to deal with specified properties within the Sunshine Mile portion of the Broadway corridor.

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

i) Pursuant to A.R.S. §38-431.03(A)(3), the Board will discuss with, consult with, obtain legal advice from and may instruct its attorneys regarding the expiring terms of the Chairman, the Treasurer and the Secretary, which expire in September.

5) **Chairman's Remarks**

The Chairman will provide a brief update on relevant current events, which update may include information related to the Caterpillar, Mercado Annex, AC Marriott, Marist, Cathedral Square, Broadway parcel RFP, and the Flores Concepts projects.

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) **IGAs with the City – Possible Action**

The City recently approved the expenditure of (i) \$7 million to remediate the landfill on City owned property south and west of the Caterpillar Headquarters site and (ii) \$600,000 to extend Avenida del Convento along the western boundary of that site. The Board will discuss and consider the significant financial benefits that could be realized by the public if the Board would amend the Board's agreements with the already mobilized Sundt Construction and others to remediate the landfill on the City's property and to extend Avenida del Convento. In light of such discussion, the Board will consider and may vote to take action, which action could include directing staff and/or counsel to draft and finalize any and all agreements and/or change orders necessary to implement the Board's desires and authorizing the executive officers to execute such agreements and/or change orders.

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8) Amendment of TCC PAD – Possible Action

The City is requiring the District to amend the TCC PAD to accommodate the location and construction by Caliber of a 130-bed limited service hotel on the TCC grounds. Among other things, this amendment will include changes to parking, traffic and pedestrian walkways. Based upon such discussion, the Board may vote to take action, which action could include directing staff and/or counsel to draft and finalize any and all agreements necessary to implement the Board's desires and authorizing the executive officers to execute such agreements.

9) Caliber Hotel – Possible Action

The Board will discuss the need to amend its Development Agreement with Caliber to extend various benchmarks in light of the need to amend the TCC PAD. Based upon such discussion, the Board may vote to take action, which action could include directing staff and/or counsel to draft and finalize any and all amendments and or other agreements necessary to implement the Board's desires and authorizing the executive officers to execute such amendments and/or agreements.

10) Depot Plaza/Moxy Hotel – Possible Action

Counsel will update the Board on the status of the developer's agreements with the City and the resulting potential need to modify the structure of the District's commitments to the developer. Based upon such discussion, the Board may vote to take action, which action could include directing staff and/or counsel to draft and finalize any and all agreements necessary to implement the Board's desires and authorizing the executive officers to execute such agreements.

11) MSA Annex Project – Possible Action

Counsel will update the Board on requests by the developer of this project to release the developer's remaining bond obligations and to provide the developer with property tax relief. Based upon such discussion, the Board may vote to take action, which action could include directing staff and/or counsel to draft and finalize any and all agreements necessary to implement the Board's desires and authorizing the executive officers to execute such agreements.

12) Hotel Arizona – Possible Action

The Board will hear a presentation on and discuss the options available to help reopen the Hotel Arizona. Based upon such discussion, the Board may vote to take action, which action could include directing staff and/or counsel to draft and finalize any and all agreements necessary to implement the Board's desires and authorizing the executive officers to execute such agreements.

13) Sunshine Mile IGA – Possible Action

The Board will discuss a proposed IGA among the District, the RTA and the City for the acquisition and renovation of Sunshine Mile remnant properties created as a result of the Broadway widening. Based upon such discussion, the Board may vote to take action, which action could include

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14) **Fox Theatre Board of Directors – Possible Action**

The Board will consider the appointment of Jo Ann Sabbagh to the Fox Tucson Theatre Foundation board of directors. Based upon such discussion the Board may vote to take action, which action could include appointing Ms. Sabbagh to the Fox Tucson Theatre Foundation board of directors.

15) **Election of Executive Officers – Possible Action**

The Board will discuss and may vote to elect one or more officers to new 2-year terms.

16) **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.

17) **Adjourn**