

*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, June 28, 2016**  
1:00 p.m. MST Regular Meeting  
Arizona State Building, Room 222  
Tucson, Arizona 85701

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**AGENDA**

- 1) **Pledge of Allegiance**
- 2) **Roll Call**
- 3) **Board Meeting Minutes** - Discussion and potential approval of the transcript minutes of the May 18, 2016 and May 31, 2016 meetings.
- 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 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 status of and the Board's rights, obligations and responsibilities attendant to the ownership of the "Site" for the new Greyhound Corporation ("Greyhound") bus terminal, the Build-to-Suit Lease between the District and Greyhound, and the procurement process for the construction of the new terminal.
  - 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 the status of and the Board's rights, obligations and responsibilities under the pending draft of the Purchase/Lease/Option Agreement with The Gadsden Company, LLC ("Gadsden") for the development of the Mercado Annex.
  - 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 the status of and the Board's options in fulfilling its incentives for Caterpillar, Inc. ("Caterpillar") to locate its Surface Mining and Technology Division in Tucson ("Caterpillar Project").
  - 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 request by

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Foundation for Senior Living, an Arizona non-profit corporation (“FSL”) for additional funds to support its Marist on Cathedral Square project (“Marist”).

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 request by Pima County (“County”) for indemnification from the District in connection with the District’s transfer of a parcel of property to the County to resolve the protrusion of the “Mission Garden” wall onto property owned by the District.

f) Pursuant to A.R.S. §38-431.03(A)(3), the Board will discuss and consult with its attorneys regarding the available options for the District to provide incentives to major corporations to locate operations in downtown Tucson.

5) **Chairman’s Remarks** - The Chairman will provide a brief update on relevant current events, which may include an update on the Low Income Housing projects, TCC/AHL remodel, Caterpillar relocation, and the Westside.

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 and related financial issues. Mr. Meyers will also address any questions that the Board may have.

7) **Tucson Convention Center Arena Renovation Update – Discussion Only**

The Board will receive an update on the progress of making the TCC Arena AHL compliant in time for professional hockey in October of this year.

8) **Fox Board Nomination – Possible Action**

By the terms of the First Amendment to Ground Lease and Loan Modification Agreement among the District, Fox Tucson Theatre Foundation, Inc. (“Foundation”) and the related Fox entities, the District has the right to appoint up to five (5) members to the Foundation’s Board of Directors. Previously the Board has appointed Bruce Dusenberry and David Volk. The Board will consider and may vote to appoint Mr. Tom Binder to the Foundation Board of Directors.

9) **Transfer of Parcel to Pima County – Possible Action**

Pima County owns the real property generally known as the Mission Garden. The adobe wall that was constructed around Mission Garden protrudes off of the County’s property and onto property owned by the District. To remedy this protrusion, the Board previously voted to transfer a portion of its property to the County. The County has now asked the District to indemnify the County for any environmental problems with the transferred parcel. The Board will discuss and may vote to take action which may include directing staff, counsel and the

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executive officers to take any and all actions necessary to complete and execute the agreements necessary to accomplish this indemnification.

**10) Greyhound Terminal – Possible Action**

The District has now acquired the property requested by Greyhound for its new bus terminal and executed the Build to Suit Lease for that new terminal. The Board will now discuss the obligations attendant to ownership of this parcel and what actions need to be taken to contract for the construction of the new terminal in accordance with the District’s procurement code and Title 34 of the Arizona Revised Statutes. Based upon such discussion, the Board may vote to take action which may include directing staff, counsel and the executive officers to take any and all actions necessary both to fulfill the District’s ownership obligations and to commence the procurement process necessary to construct the new terminal.

**11) The Mercado Annex & Gadsden – Possible Action**

The Board will receive a status update on and discuss the District’s on-going negotiations with Gadsden to reach an agreement on the terms and conditions for the development of the Westside property addressed in the Amended Development and Real Estate Purchase Agreement between Gadsden and the City of Tucson (“City”) including the “Mercado Annex” project (the “Gadsden-District Agreement”). Based upon such update and discussion, the Board may vote to take action on the Gadsden-District Agreement, which actions could include directing staff, counsel and the executive officers to take any and all actions necessary to complete and execute the Gadsden-District Agreement.

**12) FSL’s Marist Project – Possible Action**

The Board previously approved a conditional investment of \$350,000 in FSL’s Marist project. One of the conditions for the Board’s investment was that FSL qualify for its requested Low Income Housing Tax Credits (“LIHTC”). While FSL successfully secured the LIHTC, the financial needs of the project have changed, and FSL is seeking additional funds from the District. The Board will discuss FSL’s request and may vote to take action, which actions could include directing staff, counsel and the executive officers to take any and all actions necessary to complete and execute the documents necessary to make such additional investment in the Marist project.

**13) 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.

**14) Adjourn**