## In The Matter Of:

Rio Nuevo

May 28, 2019

Kathy Fink & Associates 2819 E 22nd St Tucson, AZ 85713 520/624/8644



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Page 3 RIO NUEVO MULTIPURPOSE FACILITIES DISTRICT 1 CHAIRMAN MCCUSKER: All right. It is 2 1:00 o'clock. We're going to call this meeting to order. Mr. Irvin, the pledge. 3 4 (Pledge of Allegiance) CHAIRMAN MCCUSKER: Brandi, call the roll. 5 MS. HAGA-BLACKMAN: Jannie Cox. 6 7 MS. COX: Here. MS. HAGA-BLACKMAN: Chris Sheafe. 8 9 MR. SHEAFE: Here. BOARD MEETING MS. HAGA-BLACKMAN: Fletcher McCusker. 10 CHAIRMAN MCCUSKER: Here. 11 Tucson, Arizona 12 MS. HAGA-BLACKMAN: Mark Irvin. May 28, 2019 MR. IRVIN: I am here. 13 1:00 p.m. MS. HAGA-BLACKMAN: Jeff Hill. 14 MR. HILL: Here. 15 MS. HAGA-BLACKMAN: Edmund Marquez. 16 MR. MARQUEZ: Here. 17 CHAIRMAN MCCUSKER: All present and accounted 18 **19** for. 20 You have the transcript from the April meeting, REPORTED BY: Thomas A. Woppert, RPR AZ CCR No. 50476 April 23rd transcripts. They are verbatim. Unless you have something that was mistaken or need to make a change, I need a motion to approve. KATHY FINK & ASSOCIATES 2819 East 22nd Street Tucson, Arizona 85713 (520)624-8644 24 MS. COX: Move to accept. 25 MR. SHEAFE: Second. Page 2 Page 4 1 BOARD MEMBERS PRESENT: CHAIRMAN MCCUSKER: All in favor say aye. 1 Fletcher McCusker, Chair (Motion made, seconded and passed unanimously) 2 Chris Sheafe, Treasurer CHAIRMAN MCCUSKER: This is the time we've set 3 3 Mark Irvin, Secretary aside for executive session. We need a motion to recess. 4 4 MS. COX: So moved. 5 Jannie Cox 5 6 **Edmund Marquez** 6 MR. MARQUEZ: Second. 7 7 Jeffrey Hill CHAIRMAN MCCUSKER: All in favor say aye. 8 (Motion made, seconded and passed unanimously) 8 9 ALSO PRESENT: 9 (Recess) Mark Collins, Board Counsel CHAIRMAN MCCUSKER: Somebody make a motion to 10 10 11 Brandi Haga-Blackman, Operations Administrator reconvene. 12 (Motion to reconvene made, seconded and passed 12 unanimously) 13 13 CHAIRMAN MCCUSKER: Thank you for waiting on 14 14 15 BE IT REMEMBERED that the meeting of the Board 15 us. Jannie's on her way. of Directors of the Rio Nuevo Multipurpose Facilities You could probably tell by our extended District was held at the Tucson Community Center, in the executive session we've got a lot going on. It's probably City of Tucson, State of Arizona, before THOMAS A. a good time to just do a little perspective check. WOPPERT, RPR, Certified Reporter No. 50476, on the 28th A large part of why we're so busy, you may or day of May 2019, commencing at the hour of 1:00 p.m. 20 may not remember, is because we have a 10-year extension 21 21 to Rio Nuevo's lot. It was originally planned to sunset 22 22 in 2025. We've been granted the opportunity to extend our 23 work until 2035. And that's really what this is about, 24 24 what do we do the next 15 years. It's going to matter 25 25 most to the city of Tucson, to our downtown and to the

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1 economy that we're charged with helping to enhance.

From our perspective, a lot of that is this

3 building that we're sitting in and run, the Tucson

4 Convention Center. We're convinced, and I think most of

5 the people that we work with are equally convinced, that

6 our biggest priority in our remaining tenure of Rio Nuevo

7 is to address this in every corner of this facility from

8 the parking to the parking lots to the plaza to the

9 exhibition hall to these meeting rooms to additional

0 improvements to the arena, the possibility of additional

1 amenities, so we're doing a lot of work on that.

We have been able to secure the financing for something in the neighborhood of \$70 million of new

4 projects. We're going to talk today about the scope and

15 nature of what that might look like. The city of Tucson

has offered to help us as we go forward because they

17 remain the tenant of this facility, and then what would

18 you do. We're going to talk about that this afternoon. I

19 think we've decided today to probably schedule an

20 executive session so we can get further input from the

21 public -- I'm sorry, a study session before we make those

22 final decisions.

A couple of other things you see on here are

priorities for us, obviously the Sunshine Mile, whichwe've recently launched. Just a brief update on that

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1 today. We had an extraordinary weekend of meetings

2 recently with the Project for Public Spaces in town, met

3 with over 100 neighbors and constituents for downtown. We

4 are going to launch the Sunshine Mile overlay zone. If

5 you're not following Rio Nuevo news, we've been invited to

6 write the zoning ordinances for the overlay zone from

7 Euclid to Country Club. Keri Sylvin was the attorney

8 helping us with that. Swaim is helping us manage that9 project. And you know we've hired architects and will

10 announce shortly a contractor to relocate the historical

almounce shortly a contractor to relocate the historical

11 bungalows along the north side of Broadway. So that

12 project is moving. It's clearly a priority.

Other things around us that become interesting, 14 of course, Toole Avenue. We're going to talk a little bit

15 about that today. In the last couple of meetings, we've

**16** approved a new restaurant going into 7th Avenue and Toole.

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17 Those agreements have been finalized. Pima County has

18 agreed to open up the county courthouse garage for after

19 hours and weekend use to help activate Toole basically

20 between Stone and, what is that, 6th --

MR. IRVIN: 6th.

CHAIRMAN MCCUSKER: -- 6th Avenue. So we're

23 going to see some energy into that entire section of the

24 Rio Nuevo District.

And then we try to manage our money. You know,

1 we -- we -- the economy's up, sales tax is up. We had our

2 best year ever. We're going to talk to Dan in a little

3 while about, you know, how we manage going forward, how we

4 finance our projects and, you know, enjoy the cash flow

5 that our economy's creating for us.

So, Dan, that tees you up to give us your

financial report.

MR. SHEAFE: If anybody wants to see this,

9 there are copies on the back table.

MR. MEYERS: Dan Meyers, CFO for Rio Nuevo.

As of April 30th, cash on hand was

12 approximately \$6.3 million. We structure our debt service

13 reserves so that it's all paid by April 30th, so May and

14 June we pretty much get to retain all the money we get, so

15 those are usually two really nice months to generate some

6 cash flow for us.

We anticipate net cash for the next 12 months to be about \$3.7 million, so that means we've got about \$10 million available to spend within the next year.

Committed projects at this time are

21 approximately 9.5 million. 3.4 million of that is for the

22 TCC ice plant that we hope to be able to finance, so we've

23 got at least a 500,000-dollar spread and that should do it 24 if we do in fact finance that.

Our TIF revenue for the month of February,

1 which we received in May, was just a little over

2 1.3 million. Our budget is 1.2 million, so we have a

3 little extra there.

And as far as upcoming projects that we've got going on, we've got a performance audit starting any time

6 now. We've already met with them one time. Our annual

o now. We've arready met with them one time. Our aimu

7 audit will be underway soon, and then I'm in the process

8 of trying to finalize the budget and present it to the

**9** board for approval.

10 Any questions?

11 CHAIRMAN MCCUSKER: And our budget, are we going to launch that in the June meeting, the Rio Nuevo

13 annual budget?

MR. MEYERS: We'll go over it when the board wants to look at it and we'll get it finalized and

16 presented in June.

CHAIRMAN MCCUSKER: Thanks.

Any questions for Dan?

19 (No oral response).

MR. MEYERS: Thank you.

21 CHAIRMAN MCCUSKER: Okay. Michael, what we

22 talked about doing for our item seven is to kind of hear

23 from you at a very high level kind of generally the scope

24 and nature of projects that we've been discussing. We

25 don't want to get too deep in the weeds. We are going to

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1 have a study session to kind of go through that but to 2 give the full board and the public a sense of the things 3 we've been talking about as they relate to the TCC. So 4 you may not be entirely prepared, but I'm quite confident 5 since you're living with this that you can kind of describe a high level.

And these are not in any priority but basically 8 by geography, how you guys have viewed the recommendations 9 that have been made and what they might cost if we were to, you know, move ahead on those projects.

MR. BECHERER: Sure. So my name's Michael 11 12 Becherer. I'm a principal with Swaim & Associates. CHAIRMAN MCCUSKER: You probably need to be 13 closer to the mic. 14

15 MR. BECHERER: Let me just pull up something 16 here.

So from a big picture perspective, we looked at 17 a lot of different properties around the entire campus both with Rio Nuevo and with the city of Tucson and with SMG, so we've all been working together to generate a series of tasks and lists and priorities in terms of how to manage the work that needs to be done over the next -you know, as Fletcher said earlier, initially the next 10, 15 years. 24

It falls into a couple of different categories.

1 existing facilities in the TCC, we're looking at an

2 investment from Rio Nuevo, depending on how it's phased,

3 up to about \$30 million. The city at the same time would

4 be investing somewhere around \$10 million in ongoing

maintenance work that would be done at the same time.

The second part that we've been looking at is 6 basically enhancements in new facilities, so we look around the campus for what needs to be done to add new amenities to the campus. One project that has started, we're selecting a contractor for, is the -- the lot A

garage, so that will be a 350-car garage on Church Street just north of where the new hotel is going to go.

Again, we looked at the overall TCC adding 14 things like new additional meetings rooms. One of the deficiencies that SMG has pointed out to us is the lack of 16 meeting rooms associated with the ballroom and the south ex. hall. And to really draw the convention traffic that will raise revenue, we really need those meeting facilities on that side of the building, so we're looking at where we can master plan a new west entrance along with those meeting facilities. Along with that, there's been discussion about potentially some other parking garages and other site improvements that could happen around the campus. 24

So those amenities, basically the west entrance

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1 One would be just upgrades to the existing facility. So 2 if we look at, you know, the TCC and the arena itself, we 3 have currently an ongoing project to replace the ice plant

4 and the ice floor. That's happening right now. In addition to that, we're looking at doing 6 work to the -- to the arena to sort of extend what we've already started with the previous arena renovations that 8 happened a few years ago. It relates to networking to the south ex. hall and an upgrade to facilities to modern standards that would include these (inaudible) as well, so 11 to really bring in new data, new technology and also update the facilities to modern standards.

That also extends out to potentially the music 13 14 hall and the Leo Rich, both of those facilities. They're just aged. They're good buildings. They just need things 16 like new seating, new sound systems, new lighting, renovate the lobby, so it's really just all -- you know, when we look at a facility like this that's approaching 50 years old, it's really spending some money to bring it up to date. 20

We've also been looking at the site itself. 21

22 One --

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23 CHAIRMAN MCCUSKER: Can you put a range on that 24 economically?

MR. BECHERER: Sure. So to really upgrade the

1 and meeting rooms, would be about an 11 million-dollar 2 project. We've scoped out about \$6 million in additional 3 fan amenities that we could do in the arena itself, so that would be club areas, potentially new scoreboards, other infrastructure within the arena that would elevate that experience even more than it already is today. MS. COX: Michael, you don't mention the

grounds. 8

MR. BECHERER: Yes. So within the budget, we're also looking at the historic landscape, both the central plaza, which is where the fountains are --12

MS. COX: Right.

MR. BECHERER: -- the upper plaza near the 13 14 front of the building and then the walkway that goes across to the county facilities, so we've budgeted about 11 million -- about \$10 million to be able to restore those landscapes.

And there's an additional -- within that 18 19 11 million, there's also some budget to improve the rest of the site, because as we add more area to the site, we're eventually going to have to bring the entire site up to current code for accessibility and landscape standards. So I think of that, I think about 7 to 8 million was for the restoration of landscape and there was about 2 to

25 3 million that would apply to the rest of the site.

MR. MARQUEZ: For some clarity also, when we're 2 talking about grounds, for those of you in the audience, a

3 lot of times you hear Eckbo fountain and 11 million bucks. 4 That's not the case. It's actually Eckbo -- it's the expo

- 5 Eckbo landscape, so it's so much more than fountains about
- 6 getting this facility back up to the standard that we had
- back in -- I think, when we built this in --
- MS. COX: '71.
- 9 MR. MARQUEZ: '71.

And to also talk about enhancements, you 10 11 mentioned enhancements, again for those of you in the

audience, it's not about just getting this back up to what

it was in 1971, it's about the enhancements. It's about

the upgrades that modernize this -- this facility so that

we can properly have concerts and we can have hockey and we can have indoor football, etc.

So I have a question. Convention space alone, 17 I'm going to guess we do very little convention space

because we don't really have a great convention space as

it stands now. I just went to Toronto and the convention

space was amazing. I kept thinking about our own TCC

22 here. I'm curious -- and this might be a Glenn question.

I'm curious on percentage of budget what -- what

convention space is doing now, like what percentage of our

25 business is convention, and if we actually did activate --

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Even more general, if you benchmarked us versus 2 similar cities, if you looked at, say, Albuquerque as an 3 example, you know, how much business would we be doing if

we had a viable convention space and a hotel?

MR. GRABSKI: I have ideas of what type of 6 numbers I think we should be shooting for. Publicly I'm not really prepared to make a declaration on that, but

I'll tell you this, that, you know, no fault of anyone, 9 but just the circumstances in here, you basically have had

no -- no association with convention business, so anything

is going to be 100 percent more improvement.

MR. MARQUEZ: Thank you. 12 CHAIRMAN MCCUSKER: And the scope that Michael 13 14 just outlined, the additional meeting room space, parking, 15 you see that as accommodating. Is there something else that we should do or could do or would want to do?

MR. GRABSKI: I think, first of all, we looked 18 at -- the meeting space is something we've talked about 19 for a while, getting closer to the ex. halls, getting the right size. I think we're talking somewhere around 18,000

square feet, give or take a few. That's the right size 22 for the floor space that we have, the 90,000 square feet

of floor space. I feel that if we do the right thing

24 tech-wise, we upgrade and add some hotels, we have

25 something to sell.

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1 I know it's a tough question. I can see it in your face.

2 If we actually did activate some convention space, what

3 does that mean economically for the TCC and for the

4 surrounding area? You can thank me later for that 5 question.

6 MR. GRABSKI: Glenn Grabski, general manager of 7 TCC.

I can't off the top of my head tell you how 9 much of a percentage of the total campus the business

does. You're correct, we're not doing any convention

11 business. That's a couple fold. I mean, first of all, 12 there's no hotel yet. You know, that's been -- that's

13 been the big stopping point. And once we get that, we're

going to start moving forward. Obviously we'd like to

keep this plan, like the meetings rooms, and get

everything upgraded tech-wise to have something really to 16 17 sell.

I truly believe that looking at the other 18 businesses of this entire campus, the convention center

and especially conventions in the association business is

our best growth potential for the whole place. That's where the revenue's that's generated is going to come from

23 in the future.

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Does that answer your question? 24

MR. MARQUEZ: It does.

CHAIRMAN MCCUSKER: So, Michael, I penciled out 2 about 60 million of your brief summary, and I think I'm

3 pretty close, and so it's doable within our

70 million-dollar reach budget with a 10 percent kind of

contingency. What that doesn't do is build the new ice

rink or another parking garage or anything really

extravagant. So that sounds like it could get us

competitive to deal with the issues we have with the

9 current facility, improve the music hall, the plaza, Leo

10 Rich and one parking garage, the one on the west side.

Anything beyond that is probably a stretch unless we somehow value engineer one of those -- one or more of

13 those projects.

MR. BECHERER: Yeah, try to find value in those projects, and the other option would be to find private partners that could come in.

CHAIRMAN MCCUSKER: The idea of an additional 17 18 rink you scoped, just ballpark for us.

MR. BECHERER: It's about 15 million for a 20 single sheet of ice and the amenities that go along with **21** that.

CHAIRMAN MCCUSKER: And that wasn't included in 22 the first part of your presentation. That's stuff that actually could scope in --

MR. BECHERER: Yes. 25

CHAIRMAN MCCUSKER: -- and stay within our 2 budget?

MR. BECHERER: Yes. I think we still have a 4 lot of work to do to, you know, vet some of these options 5 and make sure we're carrying the right numbers. I know 6 you've heard construction prices are fairly volatile right 7 now. Just to really get a good handle on this, we'll have 8 to do more digging to make sure we have these things scoped properly.

One clarification. So the restoration that's 10 been brought up is actually about 70 million with an additional 3 million for the -- 3 to 4 for the remainder 12 of the site. 13

The other thing we're looking at doing is 14 15 trying to understand how to phase these things depending on funding but also to look at, you know, what are the main amenities we need to come on line when the other hotels in downtown start to go on line so that TCC can be competitive at the same time that we have all these rooms available at that time. We're working with Glenn and SMG 20 to understand what's those priorities are. 21

CHAIRMAN MCCUSKER: And while you're there, the 22 23 other item on this agenda is the ice. I understand we're over budget. 24

25 MR. BECHERER: We are. 1 equipment scope that need to be done as part of this

- 2 project to make this a safe and efficient facility weren't
- 3 included in that original budget. So as we continue to
- 4 scope this, we've come up to about 3.1 million, but
- 5 included in that is almost \$300,000 in contingencies. So
- 6 obviously as we get further into the project and we become
- surer of what we have in the building, then we can start
- to reduce the contingency. And, you know, my goal would
- be to have this come in under 3 million, but that's kind

of where we sit today. 10

11 CHAIRMAN MCCUSKER: The timing is still 12 relatively urgent, right? We're right in the middle of this project and it's supposed to be done by September, 14 late August.

15 MR. BECHERER: The end of September, we'll have 16 the ice plant running. The contractor is going to start 17 dismantling the old plant on -- they'll mobilize on June 3rd, so probably by August we'll have the old floor out and the new floor in. At that point, we will know -we'll have found any unforeseen conditions at that point, 21 SO --

22 CHAIRMAN MCCUSKER: Okay. So we need to take some action here, board. 23

MR. SHEAFE: Well, I would --24

25 Well, go ahead.

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CHAIRMAN MCCUSKER: Do you want to walk through 1 2 that?

3 MR. BECHERER: Sure. So sometime early last 4 fall, SMG had reached out to a -- a company, CIMCO, to 5 give them a price to replace the ice plant and they were 6 given about a 1.8 million-dollar budget. Because Rio 7 Nuevo is a public entity, we went out for an RFQ to select 8 a contractor to facilitate that process. Based on the

9 timeframe, we went with a construction manager at risk

process. We have a contractor on board to help us finish 11 the scoping.

12 As we got the pricing from the contractor,

13 there were several items. Basically the 1.8 that was

14 originally given to us by CIMCO was only the work on the

chiller equipment and floor. There's a great deal of

other work that needs to be done in addition to that along with permitting fees, design fees, so that was built up to 17

about a 2.5 million dollar budget. It was originally

approved by Rio Nuevo. As we've worked with Lloyd

20 Construction, who's been selected as the contractor,

21 those -- what's come up is that that simply is not enough 22 money to cover all of the costs for the project, so things

23 like, you know, running the alarm panels to the right

24 locations, adding exhaust fans, replacing the lighting.

25 So a lot of things that were outside of just the chiller

MS. COX: I think you should make a motion.

MR. SHEAFE: My motion is that we change the 3 authorization from 2.5 to 3.4, not that we're even going

4 to come close to that, but that just stops -- keeps you

5 from having to slow down if we have some other surprise 6 and we know we can get it done. Whatever the number is,

we'll hold it to that and whatever in not used in that

authorization goes away. So I would propose that we

authorize -- change the authorization to 3.4 with all of the same attachments that we had with the original motion.

MS. COX: Second. 11

CHAIRMAN MCCUSKER: The motion is to increase 12 the authorization from 2.5 million to 3.4 million.

Mr. Marquez.

MR. MARQUEZ: I just want to go back a step. 15 16 So we added \$700,000 for the fees from the 1.8, and 17 then -- I kind of looked at this, and you can totally tell 18 me if I'm wrong, but it's like changing out the AC in your

19 house. You're going to a different type of ice plant

20 unit. We don't have the alarms, et cetera. I'm just kind 21 of wrapping my mind around -- we've got a quote of 1.8.

22 Now we're just going up to a contingency of 3.4. I'm 23 blown away here.

MR. BECHERER: Sure. So the 1.8 again was only 25 the actual ice equipment. And this is not like your own

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Page 21 1 AC. This is an industrial-scale chilling plant that needs 2 to be installed, so the scale and the quality of this 3 equipment is very different. It's also equipment that --4 you know, this is not 20-year equipment. This is --4 MR. SHEAFE: Well, Michael, you might bring up 5 6 that, you know, there's the equipment and there's the ice arena and they have to dig up and redo all the lines and everything. None of that was anticipated. 9 MR. MARQUEZ: The 1.8 is just the equipment. 9 And is this still CIMCO that we're now going to 10 10 11 3.4? 11 MR. BECHERER: Yes. 12 12 MR. MARQUEZ: So CIMCO, are they doing the NHL? 13 13 This is the ice plant company? MS. COX: Aye. 14 14 15 MR. BECHERER: Yes. They've done several of 15

MR. BECHERER: Yes. They've done several of these arenas. We're going with new equipment that is higher efficiency.

One thing to keep in mind is the existing R22 system. The R22 refrigerant is being phased out by the end of the year, you won't be able to buy it, so we have to do this project. We're going in with an ammonia-based system. Some cost has been added because of that. There is from the city some concern about the refrigerant system, so we're adding some additional safety features

1 agrees with that, we're back in business. MR. SHEAFE: Well, let's redo the motion at 3.2 since he said a little over 3.1. Would you accept --MS. COX: I would accept that happily. CHAIRMAN MCCUSKER: Okay. So you've got an amended motion to increase the authorization from 2.5 million to \$3.2 million and we have a second for that. Any other questions? (No oral response) CHAIRMAN MCCUSKER: Brandi, call the roll. MS. HAGA-BLACKMAN: Edmund Marquez. MR. MARQUEZ: Aye. MS. HAGA-BLACKMAN: Jannie Cox. MS. HAGA-BLACKMAN: Chris Sheafe. MR. SHEAFE: Aye. 16 MS. HAGA-BLACKMAN: Mark Irvin. 17 18 MR. IRVIN: Ave. MS. HAGA-BLACKMAN: Jeff Hill. 19 MR. HILL: Aye. 20 MS. HAGA-BLACKMAN: Fletcher McCusker? 21

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1 a higher quality exhaust fan and some interlocks with the2 TCC air intake system.

25 that are part of this additional cost, so some of that is

3 MR. MARQUEZ: Making sure it's environmentally 4 friendly?

MR. BECHERER: Well, the ammonia-based system is more environmentally friendly than the R22, but you have to be very careful with it because it is ammonia, so we're taking some extra precautions to make sure that nothing happens to this plant in the future. And that is adding -- that's about 150 to \$200,000 in cost because of the additional safety features that we're adding.

MR. IRVIN: Mr. Sheafe, would you consider a friendly amendment to yours? I'm just curious as to why you're at 3.4 when they've asked for 3.1. And I know we're meeting again in the next 30 days, and I've got to think that if we have any issues, they would come up by then. I'm just a little bit nervous about pushing the number up to that. My experience has been that that's the number that everybody focuses on.

MR. SHEAFE: That's fine. You know, if you want to lower it, I don't think there's a problem with that. I'm just trying to keep us from having to hold up Michael with anything.

24 CHAIRMAN MCCUSKER: Why don't you just redo 25 your motion if you want to do it at 3.1, and if the second wanted to say thank you. You know, we taxed you with a
 lot of stuff with trying to help us figure out this TCC,
 everything from us identifying the scope of every project
 to putting them in the bucket. Let's look at those and
 try to figure what really enhances that experience and
 what are things that, you know, are going to -- we'll fix
 when they break kind of an issue.

CHAIRMAN MCCUSKER: Aye.

(Motion made, seconded and passed unanimously)

CHAIRMAN MCCUSKER: That passes unanimously.

MR. IRVIN: Michael, before you leave, I just

8 So I know you've put a lot of time in that. I
9 know we're going to have some tough issues that we're
10 going to have to struggle through. I think we're probably
11 about \$20 million light with what we'd like to do, so we
12 will have some interesting discussions and study sessions,
13 but we wouldn't get there without your help. And I know
14 you still have a bunch of work to do, but thank you.

MR. BECHERER: Absolutely. My pleasure.

MR. SHEAFE: Do you mind if just add, too, it
might be helpful for everybody's perspective to know the
question started out by going to SMG and to Michael and
his team and saying what do we need to add to this
convention center to create a draw so that we have a
viable marketing campaign that can bring a lot of

22 conventions in a mid-convention size arena to Tucson. And
23 with that list that we began working with that we're
24 beginning to get our arms around, that's going to be the

25 central question, how do we drive more business with the

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1 assets we have to this convention center so it becomes an

- 2 economic unit that really produces for the city of Tucson.
- 3 And I really appreciate the way you've organized that
- 4 because it was an easy question to ask and I think an

5 enormously difficult question to answer.

MR. BECHERER: You're welcome. Thank you.

7 CHAIRMAN MCCUSKER: Thank you, Michael.

8 Item eight I'm going to table until the June

9 meeting. Just a quick update. We are interested,

10 probably better said, determined to really get our Main

11 Street-Congress totally activated. We're working on a

12 plan that could include tenant improvement allowances,

13 rent subsidies, validated parking and other items. If you

14 have any ideas about that, please e-mail Brandi. We're

15 going to compile all of that and probably in our June

meeting release a plan to help activate all of the

17 storefronts on Congress.

Toole Avenue is not nearly as aggressive. We have approved a restaurant. The county's opening a

20 garage. There's other activity happening along Toole. We

20 garage. There's other activity happening along Toole. We 21 have a proposal from Norris Design to how we can better

22 improve the visibility of that section of Rio Nuevo. That

23 item, which has been presented to us and the city, is

24 budgeted at \$14,000. I suggested we offer to split that

25 with the city if you're so inclined.

s an 1 project.

2 MR. WALKER: Sure. Dillon Walker with Common

3 Workplace.

So while Brandi's pulling up the presentation,

5 which I think you guys have to some extent already heard a6 little bit about, my name's Dillon Walker. I've owned a

7 business here in the downtown area for five years now and

8 have been involved in a number of things in the community,

9 Start up Tucson and 10 West being the most representative

in the downtown core.

And my partner, Leah Bogen, and I 28 days ago,

12 just like you guys, found out about Connect Co-Working

13 closing and decided to put a plan into action to replace

14 Connect's business model effectively here downtown,15 retaining those that are affected by the closure and

16 perhaps also bringing in a new market into downtown as we

17 look at other co-working spaces also opening here.

And so what we've done is identified a building

19 at Stone and Alameda, which is owned by the city of

20 Tucson. It's been vacant for three plus years. It was 21 the previous urban planning office for the city of Tucson.

22 And we've toured that building, assessed its feasibility

23 as a co-working space and it fits all of our, you know,

23 as a co-working space and it fits an or our, you know,

24 intended uses with the exception of an extensive build-out

25 on the fourth floor of that building, so what we're doing

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for support from Dio Nuovo

2 of that amount for the Toole Avenue district, I think is

MR. SHEAFE: I move that we authorize one-half

3 what we're going to call it, isn't it?

4 CHAIRMAN MCCUSKER: I'm not sure what they're 5 going to call it. There's all kinds of fun things.

MR. IRVIN: I'll second that.

CHAIRMAN MCCUSKER: So the motion and second is

8 to authorize up to \$7,000 to cooperate with the city on

9 the Toole Avenue activation. All in favor say aye.

10 (Motion made, seconded and passed unanimously)

11 CHAIRMAN MCCUSKER: Okay. That passes 12 unanimously.

Gentlemen, are you ready?

The next item on the agenda is a background for the everyone. I think we were all shocked and concerned last

16 month when we learned that the Connect Co-Working space 17 was going to close. There's approximately 70 tenants in

**18** that space, a couple hundred downtown wannabes, and, you

19 know, that's really going to affect, I think, our start-up 20 economy downtown overall.

I'll let you introduce yourself, but we have some young millennial entrepreneurs that have offerer an

23 alternative for that that they're also working with us and 24 the city.

So, Dillon, introduce yourself and your

1 today is asking for support from Rio Nuevo.

CHAIRMAN MCCUSKER: It's coded right now, so --

3 MR. WALKER: Yeah. If you can decode that, it

4 will save the magic.

5 An so while that's coming up, I'll also speak

6 to what we think is a really great opportunity to activate

7 the west side of downtown. So we're very aware that Rio

8 Nuevo is a retail sales, tax-based initiative and we feel

9 that the ability to keep 70 workers in downtown paying

10 sales tax for various things -- Rio Nuevo research shows

11 \$30 a day on average, 70 tenants in downtown, so it's a

12 big contributor there.

We also feel that the project's location helps

14 activate the west side of downtown, therefore, creating an15 anchor and spurring on more economic activity in a larger

16 footprint downtown.

So when we get this up, we have a little map

18 that showcases, you know, Congress and Broadway really

19 filling in nicely and some of the tertiary streets, Scott, 6th Avenue, filling in nicely but continuing to spread

21 downtown.

Yes.

MR. MARQUEZ: Is it 70 employees or 70

24 companies?

MR. WALKER: Seventy employees, 70 members,

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- 1 people working in downtown. Our tenant count would be 2 anywhere between, depending on how we configure the space,
- 3 55 to -- to what could be ultimately 70 if every one were 4 single.
- CHAIRMAN MCCUSKER: What is the status of the Connect tenants? I know you've been working with them. And, you know --
- MR. WALKER: Yeah. So --
- CHAIRMAN MCCUSKER: -- part of why this works 10 is your ability to attract some of them over.
- MR. WALKER: Yeah. So we've been in 11 communication with 45 of the existing tenants and they're ready to make a decision on this project. Our biggest
- 14 steps that we've taken in the recent weeks has been to finalize our lease with the city of Tucson, so that's
- waiting for mayor and council approval at the June 4th
- meeting. Once we have that, that's the ability to start signing licenses with these tenants.
- We also have the -- one of the primary 19
- 20 operators of Connect that is on our advisory board is interested as a concept of keeping these tenants happy and
- in downtown to funnel them to us.
- 23 MS. COX: And, Dillon, they are paying -- those 24 tenants are paying what, about \$300 a month now?
- 25 MR. WALKER: 400 a month for their desks and --

- 1 of just curious on that number a little bit. You're going 2 to be, you think, at \$400 a desk?
- MR. WALKER: 350.
- MR. IRVIN: \$350 a desk. So basically, as I understand it, that's a 50-dollar increase over what
- people are paying currently.
- MR. WALKER: So Connect Co-Working lists their public desk price at \$450. They typically sign people on at the 400 mark. When they first opened, they were at 350 to incentivize people to -- to get involved. We -- we'll 11 also be giving a discount for six and one-year agreements 12 as opposed to just a month to month agreement, which is also an option, so that will be the retail price, \$350, **14** for that desk.
- 15 MR. IRVIN: If I'm not mistaken, you've also 16 got in your budget over \$100,000 that's just for building 17
- 18 MR. WALKER: Correct.
- MR. IRVIN: And my understanding in talking 19 20 with the people that have those kind of spaces, those are some of the most difficult spaces, is that true, to lease?
- MR. WALKER: No, those are the easiest spaces to lease from our research. We'll combine -- we'll
- combine the trend of the kind of open office floor plan
- 25 fad, is what I'll call it. I think people are finding

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- MS. COX: Oh, they're paying 400 now. In their 2 previous space, it was \$400 a month. What would you be 3 charging them?
- MR. WALKER: We'll be starting the desks at 250 5 and our private offices will start at \$750 a month, which
- 6 is significantly less on the private side than what
- 7 Connect was -- was charging. We attribute that largely to
- 8 their build-out. It's very expensive. Our build-out will
- 9 be slightly more controlled. And the city of Tucson space
- 10 is actually a great space, but the challenge with finding
- 11 a -- we've heard from the broker the challenge finding an
- 12 office user for that space is the kind of weird makeup of
- 13 the dual floor and just big enough to not fit a small
- 14 company and just small enough to not fit a big company, so
- 15 they've been having some challenges finding that office
- 16 tenant. We think that it's perfectly suited for a
- co-working space. 17
- MR. IRVIN: I've got a couple questions for 18 **19** you.
- 20 So I had understood that the rents currently 21 were right at 300 bucks. I'm sure that they start off at
- 22 a buck 99 and they've been increasing like 20 bucks a
- year. They've really struggled to get those increases and
- 24 they're at roughly -- let's just call it 300 bucks. I 25 think you mentioned a higher number than that, so I'm kind

- 1 that to be much harder to work in than a private space, so
- 2 that's happening globally. There's a trend to move toward 3 private or semiprivate spaces, but additionally, Connect's
- 4 offices are completely leased even as of today. They've
- been the easiest thing to sell.
- CHAIRMAN MCCUSKER: Your slides are now up if you want to kind of regroup and go back to --
- MR. WALKER: We can start at the beginning. We'll go quickly, very quickly.
- MR. IRVIN: A couple other things, though, I 10 want to just touch on.
- CHAIRMAN MCCUSKER: Let him go through the 12 13 thing. It may answer some of your questions.
- MR. WALKER: I'll be brief.
- So this is the team. We've engaged a number of 15 16 folks to help us out. Leah Bogen, my partner, is not here today, she's on vacation, but she sends her wishes to this meeting. We have retained MW Morrissey to do some initial
- contracting work with us. We have Mesh, Clark &
- Rothschild as our legal counsel and In Design is our 21 interior design firm.
- So just some information about our -- the next 23 step. There is an urgency to this. Obviously we want to
- 24 keep these people in downtown. There are other options,
- 25 of course, outside of downtown. And, you know, co-working

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- 1 spaces in general are really important to the innovation
- 2 and entrepreneurship economy in any city, right, what we
- 3 need here in Tucson. And downtown real estate is going to
- 4 be continually limited and only become harder to acquire
- 5 for small companies, innovative companies, and so we want
- 6 to have a home-grown solution that fulfills those needs.
- 7 It's vital for entrepreneurship and small business. It's 8 a focal point for innovation and entrepreneurship and
- 9 it's, of course, a reputation thing, so having a
- 10 co-working space in downtown is important for the
- 11 reputation of the city.

There's growing co-working scenes in all 12

- mid-size plus markets. There's multiple 6 to 10,000
- square foot co-working spaces in all major markets. And
- the (inaudible) valuation, which just helped out with \$2
- million, is an example of how this is something that is perpetuating within the economies of most cities. 17
- So what our plan is, is, again, 149 North
- Stone, third and fourth floors of that building. We've
- activated a city of Tucson space that's been vacant for 20
- about four years now bringing activity to the west side of
- downtown through co-working events, encouraging more
- 23 retail activity across the entire downtown footprint, and
- 24 there's ample parking in the area and public amenities
- 25 that we can activate.

1 fourth floor of that building. You'll enter off of the

- Stone Avenue side.
- You can go to the next slide, Brandi.
- That's just a side profile of the building.
- The interior space is in great shape.
- You can go to the next slide.

And, yeah, there's a new mural there actually

- on that wall there. The space is actually in pretty great
- shape. Again, what we're really talking about here is
- offices for the fourth floor. That is the highest demand
- item for the -- for the co-working, the landscape, and so
- we're asking for \$200,000 and the investment -- both the
- 13 investments to get the space up and running and build that
- 14 space out to be a space that we can be proud of here in
- 15 downtown Tucson.

16 Some Rio Nuevo math, we show that downtown

- 17 workers will spend \$30 a day. That's 30 days 12 months a
- year, approximately \$756,000 a year return on sales
- 19 revenue -- sales tax revenue, rough numbers. And, of course, that's, you know, a one-time investment for a
- 21 yearly return. We'll be engaged in a three-year lease on
- the space at a minimum with options to extend.

CHAIRMAN MCCUSKER: Mr. Irvin.

MR. IRVIN: So I don't think the \$30 is a good

25 number. I think that's a number that we looked at what

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- So we have -- you know, we have, of course, our 2 main thoroughfares that have activated. What we're
- 3 talking about doing is kind of creating an anchor here on
- 4 the corner of Stone and Alameda to encourage more activity
- 5 into the west and south -- excuse me, west and north parts of downtown.
- You can go to the next slide.
- And then the other thing that's interesting
- 9 about our model, so we're looking at remote and
- destination co-working. It's becoming a popular trend.
- And so this is travel plus work, so the ability for
- 12 freelancers and remote office workers to travel and work,
- so we'd love to partner with local institutions and global
- 14 thought leaders to make Tucson a destination for that type
- of activity. Visit Tucson is a natural partner, the
- ability to promote folks to come here, spend a month, you
- know, visit our hotels and downtown, work in downtown and, 17
- of course, explore our city while they're doing that.
- MR. MARQUEZ: What's the total number of 19
- 20 square feet you'd be leasing?
- MR. WALKER: 8,400. For reference, Connect is 21 22 12,000.
- 23 MR. MARQUEZ: Okay.
- MR. WALKER: So this is the building. We just 25 put a few pictures in here. We'll be on the third and

- 1 people spent when they came downtown for events, but that being as it may, just a couple questions for you.
- So have you had any discussions with the
- 4 current guys about maybe buying any of that furniture that's in there, Dillon, because you've got \$113,000 just
- in the furniture expense?
- MR. WALKER: Absolutely. So the furnishings,
- some of that budget that you folks have is inclusive of
- some Connect furnishing. And there's a larger FF&E budget
- that's not just the tenant furniture. A lot of that
- furniture is installed. The booths, the offices, it's all
- 12 installed as a part of the tenancy there, and so it's hard
- 13 to -- you know, that stuff we can't buy. But we're buying
- 14 approximately 70 desks from them and we'll be buying some
- other ancillary furniture to help not only not waste the
- furniture but create some economies of scale with the
- space. 17
- MR. IRVIN: Is there a decision to make any 18 19 capital contribution at all towards the space?
- 20 MR. WALKER: They cannot, but they are going to give us a rent abatement period. 21
- MR. IRVIN: Okay. So even notwithstanding
- 11,000-dollar security deposit?
  - MR. WALKER: Correct.

23 that, you're still being required to post this

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MR. IRVIN: That's it. My big concern is just the amount of money that you're asking for to be very frank. And not being familiar with that model and how the economics work, you know, I'm just a little bit suspect about -- it seems like some of your rental numbers are higher than what I'm understanding that people are getting. That's a little bit of a concern. I am glad to hear that you're buying some furniture and stuff. I think you should go back to the city and have (inaudible) the security deposit.

MR. WALKER: Yeah, we've -- we've -- you know,
we've been through several bouts of negotiating with the
lease. And at this stage, the exciting part for the
project is the lease is secure. The security deposit
piece is -- is a component where, you know, we could
negotiate that point continually, but we do have a
structure where we can wrap up with the rent abatement so
that we're not on day one kind of, you know, having to
shell out that major expense.

shell out that major expense.
And on the pricing, you know, we -- we want to
stay competitive. We've done a lot of research in how
Connect was able to grow and sustain their membership, and
these prices pretty much fall in line with what that is.
Now, to your point, I think a lot of people
have had a hard time with the Connect rents and, you know,

1 show a -- kind of a best case scenario of how people who

2 live in or who work in downtown continue to spend money3 downtown and visit downtown. I completely --

4 CHAIRMAN MCCUSKER: I think it's pretty close.
5 They're paying for parking. That's 10 bucks. They're
6 eating lunch every day. That's 15 bucks.

MS. COX: But they're not all eating lunch
every day. I mean, some of them are bringing their lunch
from home. I mean, it's not every person every day, but
maybe you can get to that 30 --

11 CHAIRMAN MCCUSKER: This is the crowd that 12 right afterward is hitting the bars, you know, so this 13 is --

MR. SHEAFE: There's 30 bucks right there.

15 CHAIRMAN MCCUSKER: I guarantee you. It would 16 be interesting to study this population, but I'll bet you 17 it's higher than that. We should do that if we do this, 18 is to do the same kind of study of these millennial

workers that we did with the people coming down for entertainment.

MR. WALKER: Sure.

MR. MARQUEZ: I have a question.

How do we protect our investment? So right now you're saying you need 55 to 70 employees possibly. Connect's not closed yet. You're hoping that you can ink

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we want to be creative and have the flexibility to offer,
 you know, different solutions for entrepreneurs that are,
 you know, say early -- early stage and not really ready to
 bite that off, so --

MR. IRVIN: I think my comments earlier were more, you know, Rio Nuevo kind of enjoys being that last piece to make something happen, so if this was a quarter million dollar budget and you asked us for 40 or even for 200, it would be a little easier to swallow it.

MR. WALKER: Sure. And what we're -- what we're focusing on is that build-out. You know, the space could open without the build-out, but without the build-out, we don't have as great a space and we're not serving the core need of the -- the venture, but I

appreciate that for sure.
 MS. COX: And, Dillon, I'm still stuck on that

17 \$30 a day.

MR. WALKER: Uh-huh.

MS. COX: It looks like that's \$30 a day 30

20 days a month times 12 months. Are you saying that every 21 individual who's going to be there is going to spend \$30 a

22 day seven days week for 12 months? That just seems really 23 high to me.

MR. WALKER: So that's -- that's totally fair.

25 And the -- the rough numbers there are essentially just to

1 up all of them so they all move to the new location. You2 know, what protects our investment if you don't get 50,3 say you get 20 and now you don't cash flow?

MR. WALKER: Yeah. Well, that's a great point.

The reality of the space -- the reality of the business
model is that we do have a minimum viable number, and
that's about 30 members, in order to, you know, cash flow
and stay afloat. You know, we're doing this thing. You
know, we've got a three-year lease signed. We're excited
and aggressively, you know, eager to get the space up and
to capture not only the Connect members but a larger
population of folks who may want to locate into downtown
for their office needs.

But in terms of protecting the investment, of course, there's no -- I can't give you a guarantee that we will -- that we -- you know, that we have a protection against getting to those numbers, but it is absolutely in our projection to be at 80 percent capacity on -- you know, close to the beginning of the opening and then continuing that capacity all the way through.

MR. MARQUEZ: Have you guys done any cost engineering to -- I mean, worst case scenario, we don't give you that full amount or we don't give you money, what's the minimum that you need to put in TI-wise just to make this happen and attractive to these folks?

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MR. WALKER: \$110,000 is going to be the minimum requirement if we're going to get the space operational on day one.

4 MR. MARQUEZ: And how much are you all coming 5 up with?

MR. WALKER: Between -- between all of our -- so our partner capital contribution is 40,000, and then we have additional investments to be able to basically cover the operating expenses to move forward.

10 CHAIRMAN MCCUSKER: Have you committed to this 11 lease? That's 160 grand or so a year --

MR. WALKER: Correct. Yeah.

CHAIRMAN MCCUSKER: -- time threes years.

MR. WALKER: Yeah. I mean -- yeah, we're -- CHAIRMAN MCCUSKER: And who's going to be on

16 site. Are you going to manage this yourself or are you going to bring in somebody to manage it?

MR. WALKER: We have an operations director and several front desk community manager types that will

several front desk community manager types that will
assist on the day to day.
MR. MARQUEZ: What's your annual employee cost?

MR. WALKER: It floats, 60,000 a year. And that's a full-time salaried employee and the part-time front desk folks.

MR. IRVIN: Dillon, I'm struggling because I'd

1 about the project and at the same time are basically

2 starting out in -- in this business with a wealth of

3 knowledge, but, of course, access to capital is one of

4 the, you know, biggest issues in the start up of new

5 businesses here in Tucson. And so what we're coming to

6 you for is assurance that we can nail this project as

7 opposed to, you know, only -- only get it off the ground 8 so far.

But I appreciate the -- the concern. We -- we wanted to come in with a realistic approach to that build-out, but we, of course, are eager to make this project happen. And -- and we are sort of -- this is the teeing up. We're -- you know, we're opening June 30th, Connect is closing June 30th. We're -- you know, we're fairly confident on our mayor and council approval and will be entering the space as of next week to begin our

17 preplanning process. So this project is moving very fast18 and that's why we wanted to bring you guys an aggressive19 plan.

MR. SHEAFE: Let me ask a couple of questions.
Have you looked at the option to reduce your
capital costs of using modulars rather than building out
this space?

MR. WALKER: So we have. We've done that due diligence. And actually the modular furniture is a little

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1 love to figure out a way to help. At the same time, you

2 know, I'm used to being the tail and not the dog. I'm3 also a little concerned with what do we tell the other

4 folks that have similar operations downtown, who I'm

5 afraid are all going to come running to us as we're

6 starting to (inaudible), so I'm struggling a little bit

7 with how to -- you know, how to make a motion and how to

8 support a motion for something I think is really9 important. But I'm just really struggling with the

9 important. But I'm just really struggling with the 10 numbers, you know.

And, again, I think if it was a request where you'd come and say it's a quarter million bucks and we just want 50 out of you, that's a little easier than it's a quarter million bucks and I want 200 from you. So that's the part that I'm struggling with a little bit. I don't want you to take that as me not being interested and excited and realizing the importance of this. I just think it's a little rich at 200,000 for our play -- or for

18 think it's a little rich at 200,000 for our play -- or for my play.

MR. WALKER: Sure. And to kind of fill in on this, Edmund is correct. We want to do this basically in a way that prevents us from having an issue in, say,

seven, eight months, and so part of that is getting thespace up to snuff. And you've got folks involved in the

25 project that are, you know, immensely aggressively excited

 ${f 1}$  bit more expensive. This budget does actually tap out the

2 top end of the modular furniture spectrum so that we -- we3 have that flexibility to make that decision, but we do

4 have other cost saving mechanisms we can put in play

5 depending on what, you know, sort of capital we end up

6 acquiring, so it's a great --

MR. SHEAFE: You know, we have to be very careful. We have other requirements on us when we put money out. You're asking for just a direct grant. Have you considered the idea -- and we've helped another organization move very quickly, but it was a loan. Why if you have a viable business here can you not come to us and say we need a loan?

MR. WALKER: It wasn't my understanding that that was an option.

MR. SHEAFE: Okay. So if it's an option, would that be of interest?

MR. WALKER: Certainly it could. I think time -- timing is our biggest issue here. The reality of the business model is that there is some -- some build-out support that we don't get back, right? We don't -- we're not -- we don't own the building. We're not investing in that future as you all know.

MR. SHEAFE: Welcome to the landlord business.
MR. WALKER: Of course, yes. And so one of the

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1 added benefits of this arrangement would be that we are2 investing in a city of Tucson space, so this is a public3 building.

MR. SHEAFE: Well, one of the things you're going to need to make sure is that you've got options for extensions on that lease so the city doesn't turn around and say, you're doing well, now our rent doubles.

MR. WALKER: We do. We have 12 years of **9** extensions.

MR. SHEAFE: Okay. So you're protected? MR. WALKER: Yeah.

MR. SHEAFE: So I want to complement you on this whole thing.

MS. COX: Me, too.

MR. SHEAFE: I mean, it's really kind of unique and I do think that you have a lot to sell. You haven't mentioned it, but there are some really nice success stories that came out of the co-working space and that's evolved into one company that's taken up two floors downtown, so there has been some spill over.

So I'm telling you speaking for myself I want to figure out a way to help you, but I don't want to set a precedent so people run in here and say, oh, you're giving money to businesses, we're just going to -- you know, we'll sit here for months and listen to thousands of

1 then come to us for a loan to see if we can continue TI on2 that property.

CHAIRMAN MCCUSKER: The timing -- I mean, these
people are going to make a decision to relocate from a
very extravagant space. We all know that Connect is
probably over the top. They're not going to move into a
building that's just four walls. If he doesn't make the
investment now, he's going to lose those tenants.

The other thing I think that you're not considering is somebody else coming to us with a vacant city of Tucson building. We're not just giving money away here. This is a building that's been vacant for four years. It belongs to a public entity. You know, I don't know anybody else in town that has this particular set of circumstances. I'm not worried about the precedent at all. Anybody who wants to come with a vacant publicly owned building that they're going to activate, you know, I think you can negotiate. But I think whatever we do or not do, we've got to do it today.

Am I mistaken in that? I mean, you've got to

Am I mistaken in that? I mean, you've got to hear something --

MR. WALKER: I really appreciate, you know, the willingness to make it work and the excitement and the energy behind the opportunity here. This is truly unique in the sense that it is a timing issue, so the ability to

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1 stories. The reality is that there ought to be a way to 2 help you, but you've got to turn it into something that we 3 can work with. And from my perspective, that means the 4 best we can do is a loan. And I think we'd probably 5 entertain that at a number that makes sense and realizing 6 that we probably would, again speaking just for me, be 7 willing to take on more risk than we normally would to try 8 and help this happen even though your investment is far 9 less than ours if we're a lender because we're still at 10 risk for getting that money back. And you know your cash 11 flow, so you can turn around and say, all right, this is 12 how the loan can be serviced and repaid.

MR. MARQUEZ: I'd like to make a recommendation, if I can.

So you need at a minimum 30 tenants. That's \$350 a head. That's like \$10,500 a month. Your rent is going to be about 11.2. You're in for about \$40,000 to begin with. I'd recommend that you get your tenants signed up so we know the number instead of a proposed maybe 50. Put your \$40,000 in to begin with and just obviously start some of the improvements on the property, come back to us, and then we renegotiate -- or negotiate a loan. I'm with Chris and Mark. I don't want every private individual coming to us for cash on TI

25 improvements, so you may want to invest your money first,

1 have an anchor in downtown that supports an invasion of
2 entrepreneurship is kind of a -- you know, you nail it and

3 you get these folks in or you have to build back up. So

4 Connect did all that hard work. We're attempting not to

5 loose that hard work and we're bringing an opportunity

6 that's a little unique in the sense that Mr. McCusker
7 talked about the city of Tusson building and so we're

7 talked about, the city of Tucson building, and so we're

8 kind of investing in this public entity at the same time.9 And the last thing I'll say is that it's much

nore than just office space. This becomes a community that, as Mr. Sheafe talked about, is expansive and creates more opportunity for downtown both in the sense of additional leasing opportunities but in the growth potential of the west side of our downtown core, which is

15 a unique proposition that we're bringing up at this 16 particular juncture in time. You know, we -- we do have

17 the ability to get this done, but we really need Rio18 Nuevo's support in order to -- to nail the timing and the

19 project.

MR. IRVIN: How do you feel about us maybe considering making you a grant of a certain amount of money and then, to follow along with what Edmund and Chris talked about, having you come back after you get things a little bit further for a continued discussion? I think I might be comfortable supporting something in the \$50,000

1 range as kind of a start, but I think you get above that 2 number and all of a sudden I start to pucker up a little

3 bit. I don't mind kind of stepping in and kind of

4 matching what you guys are doing to start, but I'm kind of

5 with them. I'd like to see what's going to happen after

6 you've been up for a little while, so put you in a

situation of taking a little bit of risk.

MR. MARQUEZ: I'm comfortable with a grant of 9 that size.

MR. IRVIN: So I -- you know, I think with 10 11 that, I'll make a motion that we approve a grant and --12 CHAIRMAN MCCUSKER: Let him react to that

first. 13 Can you get open with \$50,000 and do what you 14

15 want to do? MR. WALKER: Again, I think the -- the -- what 16 it boils back to is the ability to have a great space that 17 we're proud of in downtown. We have a lot of things that we're -- that are up against us. We've got to figure out parking for these tenants. We got to, you know, work through some things. There's risk there for sure. I

22 mean, we've got a lot to build on the community side of

things and the operation side of things. And we're --

24 we're stepping into this very quickly, and so the ability 25 to build out the pace is only one more layer of this --

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MR. MARQUEZ: Question. I have a question 2 before our second.

Is it a 200,000-dollar loan or up to or a draw?

4 MR. SHEAFE: Up to.

CHAIRMAN MCCUSKER: It's a long-winded motion, so it would require a second, which does not appear to be happening, so I -- I think the other challenge that we have and that you have is loading you up with a bunch of debt. Another way to commit company suicide is to borrow a bunch of money that you can't pay back, maybe some combination of those two things. And you can tell we're operating on the fly. Normally we would discuss this --

CHAIRMAN MCCUSKER: -- deliberate on it, come

MR. WALKER: Sure.

16 try and get to you minimum. You know, if it's 100 grand, 17 it's 100 grand. Either we're in or not in. And if we're not in, then maybe the project may not happen, but it's 19 not lost on me. Immediately across the street from you, the University of Arizona is investing \$2 million to bring 21 up an incubator in the (inaudible). Now, the incubator is 22 going to be incubating start-up companies that are going 23 to need someplace to go. And I think the problems with

15 back, but we don't have time to do that. I would like to

**24** Connect is where they really misunderstood the market.

25 You don't need a beer keg and a full table and, you know,

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14

1 this situation.

And so, you know, a 50,000 grant is, of course, 3 very generous and we appreciate that. As you saw in our 4 projections in our build-out, that sort of 100,000-dollar 5 mark is really where we're saddled with the space that we 6 want, but maybe if we take it a little bit more step-wise 7 and we use the cash flow to produce the \$278,000 build-out 8 cost over time as opposed to taking it all at once with the initial ask.

MR. SHEAFE: One of the quickest ways to make a 10 11 business fail is to undercapitalize it, so I'd like to try something just a little different.

13 MR. IRVIN: Go for it.

25 move forward and execute.

MR. SHEAFE: All right. I will move that we 14 approve in the capacity of a loan up to \$200,000 subject to all of the requirements that counsel would put upon it, so it would be worked out with our counsel, and that it would come after you have put 40 of your money in cash in 19 verifiable. And the terms of the loan would be worked out 20 with counsel depending on your cash flow projections so 21 that you know you can meet the burden of it with an end 22 date that would not extend beyond the capacity of your 23 lease time period, and that once approved, the executive 24 officers can be authorized to approve, or the board, and

1 get smart quiet zones. They need some space to work while 2 they grow their business. And if you approach it, I 3 think, very differently and maybe a lot more basic, you 4 know, you have a chance to be successful at those middle 5 rates where Connect wasn't. But if we can't get you there 6 today, you know, I don't -- I don't see how you advance the plan.

And I look at this differently. This is a 9 city-owned building. And, you know, we've done other 10 things where we accommodate parking subsidies. We didn't 11 talk about that here. We -- you know, other employers 12 have come to us. We've subsidized parking to enable them 13 to come and stay downtown. We've done TI in other 14 buildings. We've done TI in the building right down the 15 street. You know, I think it's a question of getting to an amount we're comfortable with. But I think it's really risky to try and saddle you with a bunch debt, so the solution is either somewhere between these two gentlemen. It's a smaller request.

20 MR. WALKER: And if I can make a comment. CHAIRMAN MCCUSKER: And/or some sort of 21 22 combination loan-grant --

23 MR. WALKER: To Mr. Irvin's point, you know, we 24 want to match and have the risk be, you know, suited to 25 that. Even from the perspective of the total build-out

- 1 cost of \$278,000 would put some cost savings in place.
- 2 We'll still need to put \$100,000 in capital in at that
- 3 point. It will just not be only partner capital. So
- 4 there will be additional risk associated there and we're
- 5 asking Rio Nuevo to offset that risk and do this project
- 6 right, correctly, from the beginning, which is difficult
- 7 for --
- CHAIRMAN MCCUSKER: If we were to offer a 8
- 9 number as a match, say \$100,000, 110, whatever your number
- 10 is, and we offered to match that, are you capable of raising that kind of money?
- 12 MR. WALKER: Yeah, we have -- we have the ability to raise that. 13
- CHAIRMAN MCCUSKER: That's another option, I 14 15 think.
- MR. IRVIN: You know, I think it's important 16
- 17 enough. I don't personally have a big heartburn with
- 18 us and city property. We definitely invest in that. I
- don't have heartburn dealing with us, you know, putting --
- I mean, I think it's a good 50,000-dollar risk for us. I
- 21 think we get past the 50, I'm kind of like Chris, I'm kind
- 22 of more of, you know, let's do a loan situation or
- 23 something like that. But I wouldn't have a lot of
- 24 heartburn with advancing something to grant you guys
- 25 \$50,000 because I think to keep that enterprise downtown

- 1 you would still do a match up to whatever they --
- MR. IRVIN: Correct.
- MR. MAROUEZ: I'll second that. 3
- 4 CHAIRMAN MCCUSKER: Praise Jesus.
  - MR. HILL: Mr. Chairman, we were kind of
- 6 articulating the motion. I heard improvements, you know,
- brick and motor type thing. I would like to be sure that
- it ties into improvements to the building because you're
- point's well taken that it's a city building. If they go
- bust and those improvements are improvements on that
- 11 building itself, they would revert to the governmental
- 12 entity, the city of Tucson. So I would feel a lot better
- with that type of a proviso or something in there so that
- we actually in the worse case scenario do get some benefit
- to the taxpayers for that build-out.
- MR. IRVIN: I will consider that a friendly 16 amendment and I will accept it. 17
- MR. MAROUEZ: I'll second that.
- CHAIRMAN MCCUSKER: So the idea is that we 19
- 20 would invest in your tenant improvements exclusively
- \$50,000 and up to an additional \$100,000 subject to your
- ability to match.
- 23 All right. Is that agreeable to you, I guess,
- 24 before we vote on it?
- MR. WALKER: It is, yeah. The only -- you 25

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- 1 and to keep that group of folks downtown is important to
- 2 the overall culture we're trying to create downtown, so I
- 3 think it's to me worth a 50,000 risk. And I don't really
- 4 see it as much of a risk. I think if we get above that
- 5 thing, kind of like what Fletcher's talking about, that
- 6 maybe, you know, we do some sort of matching thing over that. 7
- MR. WALKER: Sure. 8
- 9 MR. SHEAFE: Do you want to make a motion or --
- MR. IRVIN: Yeah. So my motion is that we --10
- 11 subject to putting your 40,000 in first, that we advance
- \$50,000 towards improvements at the property and that we
- would grant an additional up to another \$100,000 if you can do a match.
- MR. SHEAFE: What about a loan? 15
- CHAIRMAN MCCUSKER: This is a motion. This 16
- is -- you've made a motion, so --17
- MR. IRVIN: So \$50,000 is a grant and up to 18
- another \$100,000 in another grant if you could match it.
- 20 That's 150,000.
- MR. MARQUEZ: You mean granting the extra 100 21
- 22 or loaning it?
- MR. IRVIN: If they can match it, I think it's 23
- 24 worth the investment.
- MR. MARQUEZ: If they don't get the full 100, 25

- 1 know, we want to get specific about what we consider to be
- 2 tenant improvement owned because one of the options is
- 3 that modular furniture, so --
- CHAIRMAN MCCUSKER: I think from our
- perspective it should be fixed.
- 6 MR. WALKER: Right.
  - CHAIRMAN MCCUSKER: Right.
- MR. IRVIN: Mr. Collins, do I need to add a 8
- little provision in there that it's subject to the
- executive officers being authorized to execute?
- MR. COLLINS: Finalize and execute, ves. 11
- MR. IRVIN: Finalize and execute. 12
- CHAIRMAN MCCUSKER: To summarize, we have a 13
- 14 motion and a second to invest -- I like that word better
- than grant -- \$50,000 in your startup project. And we'll
- match up to another \$100,000 limited to --
- MR. MARQUEZ: After their 40. 17
- CHAIRMAN MCCUSKER: Right. 18
- MR. SHEAFE: After their 100 as well. 19
  - MR. WALKER: Sure.
- CHAIRMAN MCCUSKER: Brandi, call the roll. 21
- MS. HAGA-BLACKMAN: Edmund Marquez. 22
- 23 MR. MARQUEZ: Aye.
- MS. HAGA-BLACKMAN: Jannie Cox. 24
- MS. COX: Aye. 25

Rio Nuevo
May 28, 2019

		May 20, 2015
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1	MS. HAGA-BLACKMAN: Chris Sheafe.	
2	1 C C C C C C C C C C C C C C C C C C C	
3		
4	AD IDIDI A	
5	MS. HAGA-BLACKMAN: Jeffrey Hill.	
6	MR. HILL: Aye.	
7	MS. HAGA-BLACKMAN: Fletcher McCusker.	
8	CHAIRMAN MCCUSKER: I vote an aye, so you're in	
9	the Connect Co-working business.	
10	RIGHT1: Thank you very much.	
11	CYV. YD. C. YV. CCCYYCYYDD	
12		
13		
14	CYY A YDD A A YY A A COYYOYYDD	
	quickly and to move this quickly to get something done	
16		
17	MS. COX: I would just like to say that I am	
	over the top impressed with your presentation, how	
19		
20	11 12 11	
21	10 W 1 W 1 W 1 W 1 W 1 W 1 W 1 W 1 W 1 W	
	so much.	
23		
24		
25	CHAIDMAN ACCUANTED	
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_		
	for call to the audience.	
2	, <b>,</b> ,	
3		
4	•	
5	to adjourn.  (Motion to adjourn made, seconded and passed unanimously)	
7		
	very much.	
9	(3:22 p.m.)	
10	(3.22 p.m.)	
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