

**In The Matter Of:**

*Rio Nuevo  
Board Meeting*

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*4/8/20  
April 8, 2020*

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*Kathy Fink & Associates  
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Tucson, AZ 85713  
520/624/8644*



Original File 040820 Rio Nuevo CORRECTED.txt  
Min-U-Script® with Word Index

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2 RIO NUEVO MULTIPURPOSE FACILITIES DISTRICT  
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10 BOARD MEETING  
11 Tucson, Arizona  
12 April 8, 2020  
13 1:00 p.m.  
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21 REPORTED BY:  
22 Thomas A. Woppert, RPR  
23 AZ CCR No. 50476  
24  
25

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1 **BOARD MEMBERS PRESENT:**  
2 Fletcher McCusker, Chair  
3 Chris Sheafe, Treasurer  
4 Mark Irvin, Secretary  
5 Jannie Cox  
6 Edmund Marquez  
7  
8  
9 **ALSO PRESENT:**  
10 Brandi Haga-Blackman, Operations Administrator  
11 Mark Collins, Board Counsel  
12 \* \* \* \*  
13  
14 BE IT REMEMBERED that a meeting of the Board of  
15 Directors of the Rio Nuevo Multipurpose Facilities  
16 District was held at via ZOOM, in the City of Tucson,  
17 State of Arizona, before THOMAS A. WOPPERT, RPR, Certified  
18 Reporter No. 50476, on the 8th day of April 2020,  
19 commencing at the hour of 1:00 p.m.  
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1 **CHAIRMAN McCUSKER:** Okay. I'm going to call  
2 the meeting to order. It's 1:07 p.m.  
3 Brandi, do we have something we can do the  
4 Pledge of Allegiance to?  
5 **MS. HAGA-BLACKMAN:** Yes. Huna, has it.  
6 **CHAIRMAN McCUSKER:** As soon as we see a flag,  
7 we will recite the pledge.  
8 (Discussion off the record)  
9 **CHAIRMAN McCUSKER:** Okay. So if you'll stand  
10 with me and recite the Pledge of Allegiance.  
11 (Pledge of Allegiance)  
12 **CHAIRMAN McCUSKER:** Thank you for that.  
13 Brandi, thank you.  
14 That was a little more emotional for me than  
15 usual. I expected it might be. I hope everybody's doing  
16 okay. It looks like we're all safely sheltered in place  
17 at home, so, Brandi, go ahead and call the roll.  
18 **MS. HAGA-BLACKMAN:** Edmund Marquez.  
19 **MR. MARQUEZ:** (No oral response).  
20 **CHAIRMAN McCUSKER:** He's muted. You should be  
21 able to control your own mic in the left-hand corner.  
22 **MR. IRVIN:** Upper top? No chance of doing it  
23 on upper top?  
24 **MR. SHEAFE:** Well, it will be on the lower left  
25 if you do it on the computer.

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1 **CHAIRMAN McCUSKER:** There you go.  
2 **MR. MARQUEZ:** There we go. Huna, the host, had  
3 muted me.  
4 **CHAIRMAN McCUSKER:** All right. Keep going. We  
5 got Edmund.  
6 **MS. HAGA-BLACKMAN:** Jannie?  
7 **MS. COX:** (No oral response).  
8 **MS. HAGA-BLACKMAN:** Now Jannie's muted.  
9 **MR. IRVIN:** Repeat yourself, Jannie.  
10 **CHAIRMAN McCUSKER:** She's muted. I see her.  
11 **MS. HAGA-BLACKMAN:** Chris Sheafe.  
12 **MR. SHEAFE:** I'm here.  
13 **MS. HAGA-BLACKMAN:** Mark Irvin.  
14 **MR. IRVIN:** I'm here.  
15 **MS. HAGA-BLACKMAN:** Fletcher McCusker.  
16 **CHAIRMAN McCUSKER:** I'm here. So I think you  
17 got everybody, Edmund present, Jannie present, and I'm  
18 muted, Mark, Chris and myself. We indeed have a quorum.  
19 So the first item on the agenda is the  
20 transcriptions from both February 25th and 3/17. They're  
21 verbatim. Unless you have a change or a comment, I would  
22 need a motion to approve.  
23 **MS. COX:** So moved.  
24 **MR. MARQUEZ:** Second.  
25 **CHAIRMAN McCUSKER:** All in favor say aye.

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1 (Motion made, seconded and passed unanimously)  
2 **CHAIRMAN McCUSKER:** This is the time we set  
3 aside for executive session, so I would need a motion to  
4 recess.  
5 **MR. IRVIN:** So moved.  
6 **MR. MARQUEZ:** Second.  
7 **CHAIRMAN McCUSKER:** All those in favor say aye.  
8 (Motion made, seconded and passed unanimously)  
9 **CHAIRMAN McCUSKER:** So for those of you that  
10 are on the call, we're going to click out and go into  
11 executive session. And we intend to be back promptly at  
12 2:00 p.m., so there's no need for you to hang around if  
13 you want to walk back in. You're certainly welcome to  
14 keep this live.  
15 Huna Hammond with continue to monitor the site.  
16 We'll see everybody in a few minutes.  
17 (Recess)  
18 **CHAIRMAN McCUSKER:** I guess I will entertain a  
19 motion to reconvene.  
20 **MS. COX:** So moved.  
21 **MR. MARQUEZ:** Second.  
22 (Motion made, seconded and passed unanimously).  
23 **CHAIRMAN McCUSKER:** Okay. We're launched. You  
24 can open the meeting.  
25 **MR. HAMMOND:** Broadcasting. Give it a second

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1 for people to connect.  
2 **CHAIRMAN McCUSKER:** Huna, let me know when  
3 you're ready to go.  
4 **MR. HAMMOND:** You're live and there are 35, 36,  
5 37 participants.  
6 **CHAIRMAN McCUSKER:** Good afternoon, everyone,  
7 and welcome to the public session of the Rio Nuevo  
8 meeting. We convened an hour ago, basically just got the  
9 minutes out of the way and then adjourned to executive  
10 session.  
11 (Discussion off the record)  
12 **CHAIRMAN McCUSKER:** The feedback comes from  
13 someone who's on the phone and on the computer, you can't  
14 do both, so we might have to mute if we know where that's  
15 coming from, or if someone's looking on the video and  
16 talking on their phone, that's where the echo comes from,  
17 and we're all going to learn a lot about Zoom.  
18 (Discussion off the record).  
19 **CHAIRMAN McCUSKER:** I'll start the meeting  
20 again and ask everyone to mute until we call on you. That  
21 way we won't have any kind of cross talk or feedback. You  
22 should all be able to control your own microphone that's  
23 in the upper right-hand -- lower left-hand corner on Zoom.  
24 And I will keep you live because you'll probably have a  
25 million questions.

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1 Okay. So in this particular webinar, we have a  
2 number of participants that have participant credentials,  
3 you'll see them on the screen, and we have a number of  
4 observers who are capable of watching the meeting but not  
5 interacting with any of us.  
6 We will not do the call to the audience until  
7 we have more comfort with this technology, so for today,  
8 all you get to do is observe and you can complain  
9 afterwards.  
10 The agenda we will follow -- and different  
11 people are presenting different sections of that agenda,  
12 and we'll make sure that you're called on. If you are a  
13 speaker, we would ask that you be careful. Do not speak  
14 over anybody else. And this is a transcribed meeting. We  
15 have a court reporter who's incredibly efficient, but he  
16 can't transcribe multiple voices at the same time. And  
17 he's also encouraged all of us to slow down a little bit  
18 so that we can catch everything the first time around.  
19 Again, thank you for coming. This is surreal  
20 for all of us. It's not a time to be in the economic  
21 development business, which is really what Rio Nuevo was  
22 designed to do, but all of us are, you know, sheltered in  
23 place at our homes. And I saw a picture of downtown on  
24 Facebook a few days ago and Congress Street was in fact  
25 deserted, not a car or a human being on the entire, you

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1 know, promenade. So this is very challenging specifically  
2 for Rio Nuevo. It's not business as usual, but we intend  
3 to do some business.  
4 If you've seen our agenda, you'll note that we  
5 have some projects we want to advance, what Wayne Gretzky  
6 would describe as skating to where the puck is going.  
7 We're not going to let this invisible enemy totally  
8 dismantle us. At the same time, we're going to talk about  
9 some things we can do as a district board to provide some  
10 relief to the hundreds of businesses that already operate  
11 within the district boundaries.  
12 And like all of you, we've been dramatically  
13 impacted by this. We're going to talk about cash flow a  
14 little later on in the meeting, but we would not be  
15 surprised to see our revenue go to zero, zero. We've been  
16 averaging over almost \$2 million a month in sales tax  
17 income and it's one scenario we have to deal with or we  
18 could lose all that revenue in a short time.  
19 So with that, Dan, we'll let you go ahead and  
20 do your financial report.  
21 You've got to unmute.  
22 **MR. MEYERS:** Okay. I'm Dan Meyers, the CFO of  
23 Rio Nuevo.  
24 As of March 31st, we had about \$10.5 million in  
25 the bank. Now, a couple things happened or have happened

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1 to make that number go down. First of all, we received  
2 our April allocation in May -- excuse me, in March, and  
3 that was about 1.9 million, so we kind of need to take  
4 that off that 10.5. And we've also got some debt service  
5 issues coming up that I want to make sure we get in there  
6 because those are commitments that we cannot change  
7 anyway, \$800,000 again when I came in in March and we'll  
8 have to put 800,000 out in April, so that refigures our  
9 cash on hand to approximately 8 million.

10 You'll see down below a list of our remaining  
11 contracts as of today. In the past, I've put a number in  
12 there of about \$250,000 a month, which is our profit.  
13 That's derived from an average of \$1.3 million of TIF  
14 revenue every month less our debt service, less our  
15 operating expenses. So in the past, that's been up there  
16 added to the cash on hand, but since we really have no  
17 idea what our TIF revenue is going to be, I like to kind  
18 of put that in there.

19 Remaining obligations we have that are on the  
20 books as of now, some of which will likely be deferred, is  
21 9.5 million, so you see that's why we have a 1.6 deficit  
22 that we're going to have to deal with.

23 I've been doing projections seems like day and  
24 night, all kinds of scenarios. And, as Fletcher  
25 mentioned, my most recent projection showed no TIF revenue

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1 from -- which would be March collections through  
2 September, which would be June collections. You know, if  
3 we catch a break and we get some amendments or things turn  
4 around more quickly than expected, then that can go up,  
5 but I think just for safety reasons, I put zero in there  
6 through September. And if that's the case, we should  
7 still have somewhere near 1.5 to \$2 million. And, again,  
8 everything at this point in time is just subject to what  
9 happens with this whole Covid-19 issue.

10 Anybody have any questions?

11 **CHAIRMAN McCUSKER:** A sidebar to that, Dan, and  
12 everyone online. We have had encouraging conversations  
13 with the state, the legislature, the governor. We've also  
14 had a very encouraging conversation with city leadership.  
15 I spent a significant amount of time over the weekend with  
16 Mayor Romero. We know there's federal relief coming to  
17 this state. I don't know that anyone today knows in what  
18 shape, form or timing. We are very hopeful that Rio Nuevo  
19 would benefit from that, so one of the things that you  
20 don't see on Dan's forecast is anything we might receive  
21 in the way of federal relief.

22 You could see that we're basically 2 million  
23 bucks underwater assuming that we have no income and we've  
24 managed our way through all these commitments. Later on  
25 in the agenda, we're actually going to discuss at length

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1 cash, cash flow, projects that might be otherwise  
2 deferable. And we'll go through this so by the end of the  
3 meeting, we're not \$2 million in the hole. But the way  
4 the agenda works is basically this is not an action item,  
5 this is a report from our chief financial officer. We're  
6 going to talk about what to do with this later on in the  
7 meeting.

8 So any questions for Dan?

9 **MR. SHEAFE:** I think it's important that we try  
10 and --

11 (Discussion off the record)

12 **MR. SHEAFE:** Let me know if this does it.

13 Anyway, what I was trying to do was just point  
14 out that a projection of a zero income is not a projection  
15 that there is no income from sales tax coming or being  
16 generated, it's just that Rio Nuevo does not start to  
17 participate until a core is met. So you don't have to  
18 have a lot of reduction in the total number of dollars  
19 being generated by the community before Rio Nuevo begins  
20 to take the loss because Rio Nuevo is really first in  
21 line.

22 To draw an analogy, if you have a dollar and a  
23 dollar is going to be coming back under normal times and  
24 then suddenly the dollar becomes 50 cents, well, we don't  
25 participate on that first 50 cents, so consequently that's

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1 why in making projections we had to drop half of the zero  
2 projection, because with the drop in revenue that we can  
3 put our hands around, it basically puts us below the  
4 threshold where Rio Nuevo participates, so that's how that  
5 number became zero.

6 **CHAIRMAN McCUSKER:** There's a little history  
7 lesson there, Chris. The base year was 1999 when Rio  
8 Nuevo was formed.

9 **MR. SHEAFE:** Correct.

10 **CHAIRMAN McCUSKER:** So the way the Rio Nuevo  
11 share works is the state still gets basically the amount  
12 of sales tax it was getting in 1999, and then we  
13 participate above that base. So what Dan is actually  
14 forecasting -- God forbid, but forecasting is that our  
15 sales tax revenue goes back to the 1999 kind of base.

16 **MR. MARQUEZ:** I just wanted to say thank you.  
17 I've been in touch with both Dan and Chris since last  
18 meeting concerned about cash flow. And for those of you  
19 not on the board kind of getting used to simply seeing  
20 Dan's report, they've done a heck of a job behind the  
21 scenes and I just -- from a fiscal conservative  
22 perspective, I appreciate the fact that they went to zero,  
23 and they went to zero for four months, so I think we're  
24 playing it very conservatively. If the numbers come in  
25 better, great, but I love the fact that we are literally

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1 looking at the zero number for income and making  
2 adjustments accordingly. So thanks, guys. I really  
3 appreciate it.

4 **CHAIRMAN McCUSKER:** And you can clear that  
5 screen, Brandi.

6 Any other questions for Dan?  
7 (No oral response).

8 **CHAIRMAN McCUSKER:** If not, we'll move down the  
9 agenda.

10 The arena site is up next. I think David and  
11 Allan, I saw you online. You have a cadre of people  
12 talking about the Norgen project. I think Huna's going to  
13 turn this over to David, the architect, who -- I think  
14 you're in Kansas City -- who will walk us through this  
15 project, and then each your team, Allan, is identified as  
16 a presenter, so when David's done, you know, anybody who  
17 wants to add anything, all you've got to do is unmute, and  
18 then we'll open it up for questions. So if you're ready,  
19 let's turn it over to David.

20 **MR. GREUSEL:** For the record, I'm David Greusel  
21 with Convergence Design in Kansas City, but Dan Norville  
22 is going to lead off the presentation, so I'll let him go  
23 first.

24 **MR. NORVILLE:** Hello, everyone. I appreciate  
25 you taking the time with us today. I know it's unusual

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1 circumstances doing a meeting virtually, but business is  
2 such that that's where we've all gone, so I'm getting very  
3 used to seeing the Brady Bunch squares we've got going on  
4 here.

5 But really this day we're talking about  
6 potential for partnership, and we believe it would be a  
7 visionary project for downtown Tucson. We're really  
8 trying to think big here and we hope the district will  
9 appreciate the lengths we've gone to already just to get  
10 this far.

11 Norgen has been both active and sincere in its  
12 efforts to develop this property and make it a positive  
13 for the community and the Rio Nuevo District. Norgen's  
14 spent time, money, effort exploring a number of options,  
15 as you know, over the years, including a hotel, housing,  
16 parking, expansion facilities for the gem show and as a  
17 location potentially to house the U of A mineral museum,  
18 photography center, which would include the archives for  
19 the world renowned photographer Ansel Adams.

20 Our team has gone so far as to put forth a  
21 detailed plan with architectural renderings for an  
22 exhibition hall and hotel, which we presented to both  
23 board members (inaudible) previously for potential  
24 partnership opportunity that would have provided  
25 additional significant parking downtown. Ultimately that

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1 proposal was denied not with any allowance for further  
2 discussion or negotiation, we ask, though, in trying to  
3 build this permanent home for the GJX gem show. This show  
4 was a show that Allan and Alfie started nearly 25 years  
5 ago to bring significant, ongoing, long-term economic  
6 benefit to the city in our opinion. Norgen's also been  
7 willing to set aside these efforts and expend money  
8 several times to explore using its property and the  
9 facilities for the benefit of the community.

10 Other efforts that we've done included  
11 investigating the use of a practice facility for the  
12 Roadrunners hockey team, construction of a stadium for  
13 Tucson's professional minor league soccer team,  
14 construction of a basketball arena for the U of A.  
15 Ultimately these efforts were unsuccessful but highlights  
16 how much time and effort we have been spending on these  
17 things over the year. Norgen's founder contributed  
18 substantial money and architectural time building these  
19 plans for these different endeavors, and we're working  
20 closely with the university and Pima County even to try to  
21 relocate the mineral museum downtown into the old Pima  
22 County court house.

23 You know, also some of our efforts to pursue  
24 other developments meant that some of the opportunities  
25 originally identified in our original pitch, specifically

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1 the convention hotel and downtown housing, ultimately got  
2 developed by others. I think as many here are aware,  
3 these other hotel projects that are moving forward  
4 currently are located in the federal opportunity zones  
5 program, thus becoming far more viable projects than what  
6 our site entailed by not being included in the opportunity  
7 zones program. We remain unclear to this day on how our  
8 site is not included in the opportunity zones given that  
9 all of the sites surrounding us are included.

10 On a personal note, I'm personally in the  
11 process of building a ground up hotel in an opportunity  
12 zone in Phoenix. Had this land been zoned as such, I  
13 would be building that hotel on this site without  
14 question.

15 The other opportunities on projects coming to  
16 fruition due to this highly creative financing mechanism  
17 meant that a lot of opportunities were foreclosed to us.  
18 However, Norgen is continuing to be creative and active in  
19 pursuing the use of this property in a way that would  
20 benefit the community and the district.

21 We're here today to present an opportunity that  
22 we think fits the needs of the district and the community.  
23 We're hoping that you share our vision in seeing how the  
24 property could be utilized to this benefit.

25 We are concerned, as you rightly pointed out,

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1 regarding the current market climate and the economy. Our  
2 society's dramatically changed in the last six to eight  
3 weeks since we originally asked to have this meeting and  
4 presentation. No one really knows what to expect right  
5 now. We're taking a cautious viewpoint.  
6 So with that said, we are excited to share with  
7 you what we have. I'll turn it over to David to present  
8 the plan and we can discuss any questions or feedback  
9 after that as well.  
10 **MR. GREUSEL:** Thank you. Dave Greusel with  
11 Convergence Design. I'm going to share my screen and  
12 hopefully get us to the presentation.  
13 Okay. So this is a proposal for an  
14 amphitheater.  
15 There we go hopefully.  
16 Okay. So, again, I'm an architect out of  
17 Kansas City. I'm happy to be with you today. We're going  
18 to just do a little -- take a quick look at a couple of  
19 ideas for an amphitheater on the Rio Nuevo site that's  
20 immediately adjacent to Interstate 10.  
21 I wonder -- you guys know what your mission is,  
22 but I wanted to just underscore the last part of this  
23 mission statement about citizens and tourists seeking an  
24 urban destination that is safe, walkable, artistic and fun  
25 compete with great food and music because that is exactly

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1 what this amphitheater proposal was about, so I think it  
2 fits very nicely with your mission statement.  
3 The site we're talking about is the long and  
4 skinny parcel of land immediately to the east of  
5 Interstate 10 in the Rio Nuevo District, I'm sure you're  
6 familiar with it, between Congress and Cushing. And I'm  
7 going to turn the site plan sideways so that we can see it  
8 better, so north is now to the right on the site plan  
9 drawings that you'll look at. I'm going to show you a  
10 couple of different site plans and a couple of different  
11 versions of each site plan, so it's a bit to keep  
12 straight, but hopefully it will become clear as -- as we  
13 go along.  
14 This is a fairly conventional approach to an  
15 open air amphitheater. In this case, the -- the main  
16 entry to the amphitheater would be off of Congress Street,  
17 off of a large plaza that you see on the right there,  
18 hopefully you can see my pointer, with another entry  
19 coming off a setout where this large parking resource is,  
20 all together, including this lot and this lot, about 810  
21 on site parking spaces. We think the balance of the  
22 parking can be accomplished with the garage across the  
23 street as well as many other parking resources that exist  
24 within downtown Tucson hopefully encouraging people to  
25 park somewhere else and walk to this venue stopping at

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1 bars and restaurants along the way.  
2 I should probably say that all of this sort of  
3 presupposes that the social distancing that we're  
4 experiencing now will end at some point and we will get  
5 back to coming together for large events as this  
6 amphitheater anticipates.  
7 So what you see in this site plan is again the  
8 entry plaza on Congress Street, a fixed seating area,  
9 which is these blue things, facing the stage. The stage  
10 is at the north end of the site facing south and then a  
11 large area of lawn seating that would accommodate about  
12 4,000 people behind that with restaurants and concessions  
13 kind of backing that up, so there's sort of two different  
14 modes to this -- actually three modes to this venue. One  
15 is people standing right in front of the stage, the next  
16 is the fixed seating, and the next is the lawn seating,  
17 so, generally speaking, three categories of seating or not  
18 seating based on the stand needs.  
19 So it's a fairly straightforward kind of  
20 amphitheater layout. This is the train depot that exists.  
21 And this right of way is currently planned for a bike  
22 trail, but we also have an alternative site plan that  
23 flips the bike trail to the west side of the site next to  
24 the Interstate 10 frontage road. I don't know that we  
25 necessarily have a preference for which of these is

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1 better, but I wanted to show you that as an option as  
2 something to consider. But basically, it's the same exact  
3 plan just with the bike trail flipped to the west side of  
4 the site instead of the east side of the site presumably  
5 through some kind of a land swap.  
6 So that's what that looks like in plan. We've  
7 got a couple of quick concept images of what that might  
8 look like in 3D to give you little bit better feel.  
9 So in this view, you're looking -- you're  
10 southwest of the amphitheater looking -- sorry, southeast  
11 of the amphitheater looking northwest. You can see the  
12 depot in the foreground here. You can see the fixed  
13 seating area, which is under roof, and then the stage  
14 house popping up with some backup house support space  
15 wrapping around it and then the restroom and concession  
16 buildings at the south end of the site.  
17 In this view, you're looking almost straight  
18 north. You can see the large parking garage across  
19 Congress Street, of course, the federal courthouse, the  
20 tent where the gem show is held, the depot and then  
21 looking into the back of the amphitheater.  
22 In this view, you're sort of over Interstate 10  
23 looking back towards downtown Tucson, and, again, the  
24 amphitheater layout's fairly self-explanatory. You can  
25 see how the lawn seating creates a big open space in front

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1 of the depot and all that parking again across Congress  
2 Street.

3 And then this is a view from the north looking  
4 at the back of the stage house where we're anticipating we  
5 would include a large video board that would be visible  
6 from southbound Interstate 10, and you can see the -- the  
7 large entry plaza here in the foreground.

8 What you're going to see now, hopefully, if the  
9 technology works, is a little animation that just kind of  
10 flies you around this proposed development.

11 So now we're west of the facility looking east  
12 back toward downtown, coming around to the north side  
13 where we will start to zoom in on the little entry plaza.  
14 In this case, there's a screened loading area at the north  
15 of the building, so the loading would come off of Congress  
16 Street. You can see the main entry there right in front  
17 of you that leads you into the amphitheater, maybe a VIP  
18 tent there in the foreground, and then the fixed seating,  
19 which, as I said, is under roof, and then the lawn seating  
20 behind it would be open air and open to the sky. That's  
21 kind of a quick little fly around of that option.

22 And now I'm going to show you another option,  
23 which is in this case orienting the stage house toward the  
24 west. So we turn the amphitheater to 90 degrees, which I  
25 think you can see fairly well here. The fixed seating is

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1 now facing west and there's kind of a L-shaped support  
2 building that extends out either side of the stage and a  
3 little triangular plaza on either side of that that would  
4 be a place for people to mill around and stand in line for  
5 concessions and that kind of thing.

6 In this scheme, the fixed seating area is a  
7 little bit larger. It's about 3,500 seats. The lawn  
8 seating's a little bit smaller, so it's also about 3,500  
9 seats. The total capacity of both of these schemes is at  
10 around 7,000. You know, that's just as approximate number  
11 at this point, but with lawn seating, you're always  
12 dealing with approximations because you only allocate a  
13 certain number of square feet per person for lawn seating,  
14 so it's always a bit of a guess.

15 You can see again the entry plaza on Congress  
16 Street. Parking is in basically the same place it was  
17 before, and in this case, the loading has moved to the  
18 south side of the building coming through the parking lot  
19 before actually getting to the backup house space where  
20 the loading would take place. Programmatically very  
21 similar, but what's different about this one is the notion  
22 that the fixed seating area might actually be enclosed or  
23 enclosable as we'll see in a minute. This site plan is  
24 exactly the same thing just with the trail shifted from  
25 east to west again, so we have those two options, trail on

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1 the east or trail on the west, but the building  
2 configuration is basically the same in either one.

3 So here's a view of it looking -- starting over  
4 the highway, looking kind of to the northeast with the  
5 downtown in the background. You can see how the stage  
6 house sort of fronts the highway. And then from the  
7 northwest, you're looking at the entry plaza on Congress  
8 Street and the main entrance to the building.

9 This view is kind of looking over the state  
10 office building. And you can see the parking garage on  
11 the right here and then the amphitheater kind of off in  
12 the background. And you can begin to see how we're  
13 proposing to enclose this one in contrast to the first  
14 one, which was more open air.

15 This is a view from the southeast looking  
16 northwest and it gives you a good feel, I think, for the  
17 overall scale of the facility.

18 And we're going to do one more little video,  
19 hopefully, that will kind of fly you around the facility.

20 So coming in over Interstate 10, flying around  
21 to the north where the parking garage is on Congress, then  
22 turning to look at the entry plaza on Congress Street,  
23 which would, you know, be a fairly significant civic  
24 space, about 20,000 square feet of plaza space in this  
25 aerial with the main entry to the building right off of

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1 that plaza and then taking you into those triangular  
2 courtyard areas, and then you can see the fixed seating  
3 again under roof but, in this case, entirely enclosed.

4 And the idea would be that these large windows in the  
5 back, which are nearly 50 feet tall, would be glass, but  
6 the lower half would actually raise up like a garage door  
7 into the upper half so that the lower 25 feet of those  
8 would be open, when you were using the lawn seating, could  
9 be opened up so the lawn seating would participate in the  
10 event much more than if the glass was pulled down. So the  
11 idea is operable glass here on the back wall. All the  
12 other glass would be fixed. So that gives you little bit  
13 of a flavor of what this might look like as an enclosed  
14 facility.

15 And just to quickly recap the two proposals  
16 that you just saw, the open air amphitheater is about  
17 7,000 seats, roughly 3,000 fixed and 4,000 on the lawn.  
18 It has about 15,000 enclosed square feet, which means  
19 really support space, backup house, concessions, restroom  
20 and so forth, and about 30,000 square foot of roof, but  
21 the roof is unenclosed. It's just providing shade and  
22 rain protection. And we estimate this upper open air  
23 project at around \$15 million. Those are very round  
24 numbers at this point, not super precise estimates.

25 The lower image is of the enclosed

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1 amphitheater, again about 7,000 total seats, in this case,  
2 a 50/50 split between fixed and lawn seating and quite a  
3 bit larger amount of enclosed area, 72,000 enclosed square  
4 feet, because in this case, we're not only enclosing the  
5 support space and the backup house space, we're also  
6 enclosing the fixed seating area as well as these two  
7 courtyards on either side, so it results in quite a bit  
8 more enclosed space, the arrival plaza I mentioned, an  
9 approximate 45 million-dollar cost for this project.  
10 So I'm going to shut down the show at this  
11 point and turn it back over to Dan, I think, for what's  
12 next.  
13 **MR. NORVILLE:** Thanks, David. I appreciate  
14 that.  
15 And, again, really just to finalize the point  
16 is that we think this can be a dramatic venue catering to  
17 the arts district, for music through fun and  
18 entertainment. That's a size larger than what's currently  
19 available in downtown, not necessarily directly  
20 competitive with some of the smaller venues but going big  
21 here putting Tucson a bit more on the map for these types  
22 of events.  
23 Me sitting in L.A. looking at things like L.A.  
24 Live, which I've always had a vision of what downtown  
25 Tucson could be in its own form, they have the Nokia now

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1 the Microsoft theater. It's about 7,000 seats and it gets  
2 used for a variety and multitude of different events  
3 throughout the year, so I think this could be a real  
4 strong point for Tucson.  
5 And, again, right now we're really looking  
6 at -- given what's happened with the climate, that we'd  
7 like to continue to work with the district and the public  
8 here in terms of trying to understand what this is and  
9 what the world looks like in probably 60 to 90 days  
10 reconvening with the board with everyone to see where  
11 we're at with the economy and with the virus.  
12 **CHAIRMAN McCUSKER:** I have several questions,  
13 Dan, but I'll open it up for other board members first.  
14 **MR. NORVILLE:** Absolutely.  
15 **CHAIRMAN McCUSKER:** Mr. Sheafe, you're live.  
16 Edmund, you're muted, Mark, you're muted.  
17 **MR. SHEAFE:** The demographics support  
18 economically the investment of putting the amphitheater  
19 where you're presenting it. And I'm assuming the  
20 15 million-dollar price tag is generally the range in  
21 which you're talking about. That's a lot of money.  
22 You've got to run a lot of events to make that  
23 economically feasible.  
24 **MR. NORVILLE:** I'll hand this off to John  
25 Hackett with our team, but we've talked to large and small

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1 operators of events venues and tried to come up with a  
2 reasonably conservative estimate of what the revenues and  
3 ultimate sales tax could be from a venue such as this.  
4 John, maybe walk through some preliminary  
5 assumptions that we've had based on those third-party  
6 conversations.  
7 **CHAIRMAN McCUSKER:** John, go ahead.  
8 **MR. NORVILLE:** John, are you there?  
9 **CHAIRMAN McCUSKER:** I wonder if he's maybe not  
10 a presenter.  
11 Huna, can you unmute John Hackett?  
12 Stand by. We're going to try and unmute you.  
13 There you go.  
14 No?  
15 There might be an audio problem at your end  
16 because you don't appear to be muted.  
17 **MR. HACKETT:** Can you hear me now?  
18 **CHAIRMAN McCUSKER:** Now we got you.  
19 **MR. HACKETT:** To answer that question, what  
20 we've done is we looked at the taxable revenue that would  
21 come through this venue within a year's period. And what  
22 we're looking at is the taxable revenue would come in at  
23 about \$1.2 million.  
24 **MR. NORVILLE:** John, is that the net or is that  
25 the total gross?

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1 **MR. HACKETT:** That would be the total gross,  
2 what we'd be looking at if we broke it down to the sales  
3 revenue. And what we're looking for for our buckets is we  
4 are looking -- as Dan said, we've talked to some of the  
5 major promotion companies in the United States as well as  
6 some great local companies that have great events up in  
7 the Scottsdale/Phoenix area and we want to do more in  
8 Tucson. What we're seeing is that we're basing -- I'm  
9 basing this number on the fact of talking with these  
10 promotion companies. Tucson is a great location because  
11 there's a lot of concert venues come from the El Paso,  
12 Texas, area, there's really no stopping until Phoenix, so  
13 they feel they can utilize this venue for 20 to 25 events  
14 a year. And when I look at that, I look at the  
15 comparative pricing or ticket pricing. What we're looking  
16 at, I based an 80 percent occupancy because, of course, be  
17 conservative. You're not going to sell out every show.  
18 But in ticket sales, we'll bring in about \$7.7 million on  
19 ticket sales, so just under \$8 million.  
20 And then, if we look at concessions, we're  
21 going to have a great concessions complex within this  
22 venue. And, you know, just off the top of my head, with a  
23 lot of the local breweries and a lot of involvement from  
24 the downtown vendors, it's going to be wonderful. We're  
25 looking at about \$3.5 million in food and beverage coming



1 across the amphitheater as well as that parking.  
2 I do look at the Congress lot, which I think is  
3 about 1,900 spots, if I'm not mistaken, plus our parking,  
4 so I think it's going to benefit Park Tucson very much to  
5 have 25 venues a year coming through with that parking  
6 revenue coming through in addition to the parking that  
7 we're going to be using for our 800 spots. So if I wrap  
8 all that together, it does come to about 13.5,  
9 13.6 million, so that brings the tax to about 1.2 million,  
10 just under that.

11 **MR. NORVILLE:** And I think what we would be  
12 looking at in the partnership is the ability to use some  
13 of that sales tax revenue generated from the project to  
14 serve as the debts for the project potentially. But,  
15 again, we are open to working through some partnership  
16 arrangement on that, but this is a very high tax revenue  
17 generating type of project for the community.

18 **MR. HACKETT:** What I was trying to do with my  
19 numbers was base this just on the concert venue, so when I  
20 really look at it, there's so many cross-utilizations of  
21 this venue that can be had. There's going to be a lot of  
22 additions with some of the local promoters bringing larger  
23 events like the Southern Arizona Taco Festival and a lot  
24 of great festivals that are going to draw thousands of  
25 people to the downtown area. I think those opportunities

1 are abundant and I didn't -- I didn't include those  
2 because they are arbitrary into this number, but I think  
3 the cross-utilization is tremendous for this opportunity.

4 **CHAIRMAN McCUSKER:** Dan, have you had any  
5 conversations with SMG or anybody across the street about  
6 how they would view an adjacent arena.

7 **MR. HACKETT:** Dan, is that for you or I?

8 **CHAIRMAN McCUSKER:** Well, anyone on the team,  
9 you know, in terms of how they view -- because right now,  
10 we have 2,400 seats in the music hall, the arena can hold  
11 about 9,500, so this is in a sweet spot between the two.  
12 It's frankly part of what the attraction at ABBA, is. You  
13 know, they're a similar kind of venue, seats about, you  
14 know, 4,500. I just wondered if SMG had an opinion about  
15 how you fit into, you know, the flow of seating  
16 arrangement.

17 **MR. HACKETT:** We haven't had a direct  
18 conversation with them, but by talking to the promotion  
19 companies that we've been talking to, it seems like SMG  
20 really doesn't want to play that field at the moment.  
21 Being an enclosed venue and us being outdoor just brings  
22 up a whole different aspect of what's coming through. And  
23 we feel, if we do look at ABBA, you know, the ABBA  
24 amphitheater, when we look at distance, when we look at  
25 driving and one road in and out, we're confident that with

1 the street trolley and the stops at the south and the  
2 north of our properties, it's just great to add to the  
3 revitalization of downtown. This venue would be  
4 tremendous. Driving would be cut down. University of  
5 Arizona students could easily take public transportation  
6 to get to this venue.

7 **CHAIRMAN McCUSKER:** On David's presentation, it  
8 looked like there was a structure on the Granada side, and  
9 I think it's parking. Is that part of the same timing  
10 that you would do something on the Granada frontage along  
11 with this arena or -- I didn't hear an explanation about  
12 that.

13 **MR. HACKETT:** I think that's a discussion that  
14 can be had. We do have an egress for entrance of parking  
15 on that side, so we definitely would be developing the  
16 parking and the venue. I would have to check with my team  
17 on that.

18 **MR. LOPEZ:** Fletcher, I don't know if I'm --  
19 **CHAIRMAN McCUSKER:** You're good, Pat. Go  
20 ahead.

21 **MR. LOPEZ:** Okay. I do know that what we've  
22 talked about is looking at this as a two-stage  
23 development. And we've had some conversations about what  
24 stage goes first. We've always seen the venue that you've  
25 seen presented here as stage one. As a second stage,

1 we've -- we've looked at doing a parking garage. Right  
2 now the plan that you see just has surface parking, so a  
3 parking garage with another building on top of the parking  
4 garage so that that building could be used as additional  
5 exhibition space for the gem show, and then during the  
6 rest of the year, it could be used for other activities.

7 You know, one of the things that we've looked  
8 at is the idea of modeling it after the Sporting Champs  
9 basketball arena space and using that for youth sports  
10 during the yeah, those types of activities. We've always  
11 looked at that, though, as a phase two.

12 In this economy, I can tell you we've had some  
13 discussions about should we be looking at that as phase  
14 one. It's a lower cost, parking would generate revenues  
15 directly. We know that there has been an historic need  
16 for additional gem show space, so we could use that right  
17 away.

18 But one of the things I think that Dan was  
19 trying to let you know is what we're hoping is in the next  
20 60 to 90 days that we can meet with Rio Nuevo  
21 representatives whether it be board members or a board  
22 committee or your -- your personnel and talk about the  
23 details of these things and -- and explore those types of  
24 questions that are being raised, you know, how does this  
25 fit in with other events. We have looked at other venues

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1 in Tucson and considered those, but if you have specific  
2 questions, we want to engage you so that the board can be  
3 involved in that, see what we're seeing.  
4 And then we'd like to, as Dan indicated,  
5 partnership with Rio Nuevo. We understand that, you know,  
6 right now there is no money. What -- the number that John  
7 was giving you was the estimate -- the \$1.2 million number  
8 is an estimate of increased tax revenues solely from this  
9 venue. It doesn't -- it doesn't include increased tax  
10 revenues that might be generated by ancillary uses outside  
11 like bars, restaurants, outside parking, those types of  
12 things, which we see as an addition to the Rio Nuevo  
13 District.  
14 And what we're hoping, though, is that -- and  
15 we're not trying to capture those -- that we could talk  
16 about if in fact our numbers are right, if we can deliver  
17 that type of tax revenue, how we can form a public/private  
18 partnership to put this to work and bring this into  
19 Tucson. So that's what we're focused on.  
20 And what we're asking is to use this next 60 to  
21 90 days to work with Rio Nuevo. Our next step would be if  
22 we could reach -- we come back to the board. If we could  
23 reach some agreement, make a specific proposal, because  
24 you saw that Mark had a couple of different options and  
25 you just heard me describe a couple options with the

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1 parking garage also, but we could finalize that, and then  
2 we could get -- I'm sorry, David mentioned there are a  
3 couple of different options. We could get David to  
4 prepare final architectural plans and we could start  
5 working with the city of Tucson to get the plans approved,  
6 work on getting building permits issued and then lay out a  
7 construction schedule and get this thing in the ground and  
8 going. So that's what we're hoping to do.  
9 **MR. MARQUEZ:** Mr. Chairman.  
10 **CHAIRMAN McCUSKER:** Mr. Marquez.  
11 **MR. MARQUEZ:** So the elephant in the room is  
12 the timeliness of everything obviously. I think the plans  
13 look fantastic. It would be a fun project. It would be  
14 really cool to have downtown.  
15 There's six Rio Nuevo board members for those  
16 of you on the call. Of the six, I'm the only one that  
17 wasn't on the board when this was approved. I got on the  
18 board -- I was appointed by Governor Ducey in June of 2015  
19 believe it or not. Was it '15? Yeah, it was '15, June of  
20 '15. I think this deal happened June of '14, so I wasn't  
21 here when the original plan happened. Obviously this is  
22 different than the original plan as it was presented.  
23 Part of me is semi surprised just because I  
24 know the Norville's great connection with the gem show,  
25 which is an economic juggernaut for Tucson. I would think

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1 actually you guys -- I thought you would present more --  
2 something that had to do with more gem show square  
3 footage. My concern with the timeliness is some of the  
4 issues you might hear about that are going to come later  
5 in this conversation, later in the board meeting, is,  
6 first of all, we have four months of zero income. We  
7 don't know what that's going to look like or what kind of  
8 delays that might cause us internally.  
9 Also, secondly, development services, because  
10 of Covid-19, from what I understand, they're not operating  
11 right now because people can't get together and have their  
12 meetings, et cetera, so I'm just concerned that might come  
13 into the timeliness as well, so something to consider as  
14 we continue this conversation.  
15 **MR. HACKETT:** Could I respond to that?  
16 I think you're right, that those are issues.  
17 I've got to tell you, honestly, I see it as an  
18 opportunity. And I don't -- you know, it sounds horrible,  
19 but what we've seen is cycles in the market and we're  
20 obviously at a very down cycle and it's a very tough time  
21 for a lot of people, but if we can take advantage of this  
22 time to move our planning forward and get something in  
23 place, then we're going to be at a point where we're going  
24 to be able to open, hopefully at a time when things are  
25 more positive, because, of course, there would be nothing

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1 worse than trying to open a venue right now today.  
2 But now I think is a very good time for us to  
3 be serious about planning this and moving forward. And I  
4 know my client is willing to commit the financial  
5 resources to do that work, and I know that's going to be  
6 substantial.  
7 **MR. NORVILLE:** If I may, your point's valid,  
8 but, as I mentioned, we're in the process -- we should  
9 have our building permit on our hotel up in Phoenix any  
10 day. We're actually dealing with the planning commission  
11 there. They're reviewing plans, providing comments.  
12 But, David, would you be able to pull up the  
13 plan that we had previously submitted for the exhibition  
14 hall with the parking and the hotel? I don't know if the  
15 rest have seen our previously submitted plan.  
16 **MR. GREUSEL:** Okay. It looks like I can do  
17 that, so yes. Hang on just a second.  
18 **MR. NORVILLE:** And we won't spend a lot of time  
19 on this, but it was a previously submitted plan and we're  
20 thinking it would be a good phase two to this.  
21 **CHAIRMAN McCUSKER:** Mr. Collins, while he's  
22 doing that, given the current status of our agreements  
23 with Norgen, the board would have to amend the current  
24 development agreement. Can you walk us through legally  
25 kind of where we are and what would have to occur if we

1 were so inclined?

2 **MR. COLLINS:** Well, as you mentioned, Mr.  
3 Chairman, there is an existing agreement, actually a  
4 couple of them, between Norgen and the district. They  
5 would have to be amended. That process certainly could  
6 be -- could be done if that was the board's pleasure. I  
7 think that would be part of the topic of discussion. Pat  
8 and I would talk again regularly and -- but that's what  
9 would have to happen. There would have to be written  
10 amendments to what we have in place right now.

11 **CHAIRMAN McCUSKER:** Thank you.  
12 Go ahead, David.

13 **MR. SHEAFE:** Well, basically the time that  
14 we're operating under right now is not disturbed by any of  
15 this at the moment unless we positively make a decision to  
16 change them. The deadlines and everything that we're  
17 operating by stand; is that correct? And I believe that's  
18 September 15th.

19 **CHAIRMAN McCUSKER:** Is that a question for  
20 counsel?

21 **MR. SHEAFE:** Yeah, it's a question for Mark  
22 Collins.

23 **MR. COLLINS:** Yeah. Whatever the date is  
24 currently, Chris, would not be altered by this discussion  
25 unless and until we did those amendments.

1 **CHAIRMAN McCUSKER:** Okay. David, you have the  
2 conn.

3 **MR. GREUSEL:** So, Dan, is this the set of  
4 documents you were looking for?

5 **MR. NORVILLE:** Correct. If you could go to the  
6 next page. Effectively it was some subterranean parking  
7 with our permanent exhibition hall and home to the gem  
8 show which we had previously submitted as planned. As you  
9 can see, it would be on the south end of the site here  
10 still allowing room for the open-air concert venue as well  
11 on the site. As previously mentioned Allan and Alfie  
12 started this show. It's a major event for the city and  
13 this was looking to provide a permanent home that we  
14 previously looked at.

15 **MR. GREUSEL:** As I think was mentioned earlier,  
16 this is what's called the Granada site, which is  
17 immediately to the east of the site we were just looking  
18 at for the amphitheater.

19 **MR. HACKETT:** To the south, David.

20 **MR. SHEAFE:** From the south looking north.

21 **MR. GREUSEL:** Got you.

22 **CHAIRMAN McCUSKER:** Okay, gentlemen. Unless  
23 there's anything else, thank you very much. We're very  
24 appreciative of all your time. And I know you're all in  
25 probably six different places. We will get back to you

1 posthaste.

2 Dan, I'm assuming you're our primary contact  
3 unless you correct me otherwise. We'll work with Pat and  
4 you and try and get something scheduled here. So.

5 Again, thank you for your time. I tend to  
6 agree with Edmund, based on what SMG thinks, but to have  
7 that kind of venue downtown on the streetcar is a really  
8 interesting idea, so let us do some work and we'll get  
9 right back to you.

10 **MR. NORVILLE:** Great. Thank you very much.

11 **CHAIRMAN McCUSKER:** David, thank you very much.

12 Allan, thank you.

13 Okay. We're going to move on to the next item,  
14 Fox Theater is item number eight on the agenda. We  
15 basically wanted to clarify the action we took in the  
16 prior meeting. I think anyone that was paying attention  
17 last month, even through our technical challenges, we  
18 still own the Fox Theater and we're very concerned about  
19 it being dark and they literally could have gone out of  
20 business as a result of this.

21 (Discussion off the record)

22 **CHAIRMAN McCUSKER:** So to rephrase the agenda  
23 item, we wanted to clarify our intent and make sure the  
24 board was still resolved to help with the Fox. We talked  
25 about providing some security for their half a million

1 dollar credit line at National Bank. We offered to match  
2 a fund raising program and we forgave some rent.

3 So, Mr. Sheafe, these were originally your  
4 motions. Did you want to just spend a minute making sure  
5 we're all in sync with you?

6 **MR. SHEAFE:** Let's clarify the different items  
7 so there's no confusion.

8 The 500,000 that we dedicated to go to the  
9 National Bank of Arizona as standby security for the  
10 loan -- for the loan was intended to be just that,  
11 security, so that should be clear in the original motion  
12 and it's reemphasized here.

13 The second element was a matching commitment.  
14 That's \$250,000 from the district matched to money raised  
15 by the board of directors of the Fox. The original motion  
16 intimated that that money, once it was raised, would be  
17 used to repay the loan for -- that is the 500,000-dollar  
18 loan guarantee. And that is changed to state very clearly  
19 that the 250,000-dollar match does not come with a  
20 commitment from the use of those dollars to repay the  
21 loan.

22 The third element was forgiveness of two  
23 payments each due each year for roughly 90,000, just  
24 slightly below that, of rent on the theater itself which  
25 would be normally paid from the Fox board back to Rio

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1 Nuevo. And by waiving that, the only condition was that  
2 the 90,000 per year, 89,000, be invested in deferred  
3 maintenance. So you have roughly \$180,000 of deferred  
4 maintenance capacity granted to the Fox for their  
5 operations.  
6 Those are the three elements and the  
7 clarifications are as just stated.  
8 **CHAIRMAN McCUSKER:** So, Mr. Collins, should  
9 that be in some sort of motion or can we just clarify for  
10 the record? What's your thinking?  
11 **MR. COLLINS:** My thought would be as if  
12 Mr. Sheafe would say that his description was a motion.  
13 **MR. SHEAFE:** The description that I'm making,  
14 I'll make it as a motion. I think Mark Irvin seconded it  
15 if he accepts, that ought to do it.  
16 Is that correct?  
17 **MR. COLLINS:** In my opinion, Chris, yes.  
18 **CHAIRMAN McCUSKER:** Mr. Irvin, you're muted.  
19 **MR. IRVIN:** Well, I'm trying to tell you I  
20 accept. I said it like six times.  
21 (Discussion off the record)  
22 **CHAIRMAN McCUSKER:** What you really meant to  
23 say is you second his motion?  
24 **MR. IRVIN:** I second his motion. I said that,  
25 but Tom didn't like the way I said it.

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1 **CHAIRMAN McCUSKER:** Okay. So I think we all  
2 understand that this is a three-phase program with the  
3 Fox. We're moving some of Rio Nuevo's hard earned money  
4 to their bank and offering it as security against their  
5 own line of credit. We want the board engaged. They've  
6 committed to raise up to \$250,000. We told them we would  
7 match that. And we've relieved them of two years of rent.  
8 That's \$89,000 a year. For the record, that would be 2020  
9 rent and 2021 rent. So that's basically the motion as  
10 clarified.  
11 Brandi, go ahead and call the roll.  
12 **MS. HAGA-BLACKMAN:** Edmund Marquez.  
13 **MR. MARQUEZ:** Aye.  
14 **MS. HAGA-BLACKMAN:** Jannie Cox.  
15 **CHAIRMAN McCUSKER:** She mouthed aye, but you're  
16 muted, Jannie.  
17 **MS. COX:** Aye.  
18 **CHAIRMAN McCUSKER:** There you go.  
19 **MS. HAGA-BLACKMAN:** Chris Sheafe.  
20 **MR. SHEAFE:** Aye.  
21 **MS. HAGA-BLACKMAN:** Mark Irvin.  
22 **MR. IRVIN:** An unmuted aye.  
23 **MS. HAGA-BLACKMAN:** Fletcher McCusker.  
24 **CHAIRMAN McCUSKER:** Aye.  
25 Thank you very much.

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1 Chris, thanks for your all your hard work. We  
2 hope the Fox will be back in all their glory as soon as we  
3 can.  
4 So item next, I think we have a couple of  
5 updated contracts that Mr. Swaim, I think, are all yours,  
6 the Sunshine Mile, the TCC lot and garage A. So I think  
7 you're on and unmuted, so walk through what we need to do  
8 on those items starting with the Sunshine Mile bungalow  
9 block.  
10 **MR. SWAIM:** One of my partners, Michael  
11 Becherer, probably has more of the details on Sunshine  
12 Mile, but I think I could probably walk us through on that  
13 if necessary.  
14 **CHAIRMAN McCUSKER:** I can fill in the gaps  
15 there, too, if you need me, to, so -- and Mr. Collins has  
16 the actual document; right?  
17 **MR. COLLINS:** Yeah, I have a copy of Kappcon's  
18 GNP1.2.2 which I believe the executive officers authorized  
19 on April 1st. That is for \$463,644 for the rest of the  
20 foundations. And I think what needs to happen today on  
21 that is this board needs to ratify what the executive  
22 officers did to keep that project moving.  
23 **CHAIRMAN McCUSKER:** What that does is we've now  
24 relocated all seven of those bungalows. They're out of  
25 the right of way. It was quite an amazing process if you

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1 didn't get a chance to observe it. We are now moving them  
2 back so that they have their relative position to the  
3 curb, and that will require new foundations. So this  
4 amendment or change would allow them to complete the  
5 relocation and resetting of all seven of those on their  
6 new foundations.  
7 So with that, I would entertain a motion to  
8 ratify the contract amendment.  
9 **MR. SHEAFE:** I move to ratify the contract  
10 amendment.  
11 **MR. MARQUEZ:** Second.  
12 **CHAIRMAN McCUSKER:** All in favor say aye.  
13 (Motion made, seconded and passed unanimously)  
14 **CHAIRMAN McCUSKER:** Okay. Now, Phil, go ahead  
15 and move on to the lot A garage.  
16 **MR. SWAIM:** At the Tucson Convention Center,  
17 the lot A garage is about to start construction here in  
18 April. You did an initial GNP with Sundt plus Concord as  
19 our contractors so they can pre-order the precast  
20 concrete. We now have the GNP in place to be able to  
21 complete the project. We are within the project budget  
22 and recommend approval of that GNP so we can proceed as  
23 quickly as possible.  
24 **MR. SHEAFE:** And the final number, Phil?  
25 **MR. SWAIM:** Do you have the GNP quantity for

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1 the lot A parking garage?  
2 **MR. COLLINS:** I believe I do, Phil. I'm  
3 looking at 2.488 million bucks. Does that sound right to  
4 you?  
5 **MR. SWAIM:** Yes, it does.  
6 **MR. COLLINS:** Okay. 2.488830 is the current  
7 GNP number two.  
8 **CHAIRMAN McCUSKER:** And just to remind  
9 everyone, the total budget on the garage?  
10 **MR. COLLINS:** \$7.35 million.  
11 **CHAIRMAN McCUSKER:** Okay.  
12 **MR. SWAIM:** The total construction budget is  
13 6.6 million.  
14 **CHAIRMAN McCUSKER:** Okay. So we have that GNP  
15 in front of us. We need a motion to approve.  
16 **MR. SHEAFE:** Which one are we approving?  
17 **CHAIRMAN McCUSKER:** The 2. million and change.  
18 **MR. SHEAFE:** All right. The motion is to  
19 approve the 2.488 million current GNP number.  
20 **MR. IRVIN:** Second.  
21 **CHAIRMAN McCUSKER:** We can do this by voice  
22 vote.  
23 All in favor say aye.  
24 (Motion made, seconded and passed unanimously)  
25 **CHAIRMAN McCUSKER:** Okay. Thank you for that.

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1 I'm going to keep our stimulus response conversation at  
2 the end of the meeting, item 11.  
3 Mr. Collins, number 12 is Sunshine Mile. I  
4 don't believe we have anything to do there because it's  
5 related to the overlay, so --  
6 **MR. SHEAFE:** Go ahead, Phil.  
7 **MR. SWAIM:** We have an additional GNP required  
8 for the Tucson Convention Center renovation.  
9 **CHAIRMAN McCUSKER:** Is that nine and 10 as  
10 well?  
11 **MR. SWAIM:** Correct.  
12 **CHAIRMAN McCUSKER:** Okay. Sorry. I missed  
13 that. Go ahead, Phil.  
14 **MR. SWAIM:** That is just a hair under  
15 \$2 million for the renovation of the project also with  
16 Sundt plus Concord. The previous GNP for the meeting room  
17 renovation, that is about ready to start construction here  
18 in April. With the -- with the shutdown and loss of  
19 events at the convention center, what we were requesting  
20 is to see if we could actually speed up any of the  
21 construction for the ballroom and exhibition hall, and so  
22 we are currently working to be able to do so.  
23 This \$2 million provides us with funds to go  
24 ahead and get going on that and pre-order materials so  
25 that construction could possibly start at a sooner period,

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1 so we're recommending the approval of that 2 million  
2 dollar guaranteed maximum price.  
3 **MR. SHEAFE:** Phil, is this what we discussed in  
4 the last meeting?  
5 **MR. SWAIM:** Yes, it is.  
6 **MR. SHEAFE:** Okay. So this is really just a  
7 component of a larger picture and you're advancing it now  
8 to be your (inaudible); is that right?  
9 **MR. SWAIM:** That is correct. We still have a  
10 little over a million dollars to be able to -- within the  
11 construction budget for the -- for the renovation work,  
12 so -- but this allows us to get going on the -- all the  
13 work within the ballroom and the exhibition halls itself  
14 as well.  
15 **MR. SHEAFE:** And the master budget, which we've  
16 already approved, which, you know, will be coming  
17 piecemeal as we -- as quickly as we can get those projects  
18 online.  
19 **MR. SWAIM:** That is correct. So within the  
20 amount that we have allocated for the -- for the TCC  
21 renovation, we are on -- on budget at this point working  
22 and revising scope and cost as we go, but this allows us  
23 to move some of that work up sooner.  
24 **MR. IRVIN:** Mr. Chairman.  
25 **CHAIRMAN McCUSKER:** Go ahead, Mark.

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1 **MR. IRVIN:** Phil, I just wanted to say thanks  
2 you know, I know when we met with you sometime ago with  
3 all this craziness that's happening, we asked you to kind  
4 of take a look at those projects that we could, you know,  
5 accelerate knowing that we were going to have the TCC down  
6 for a while given this virus, et cetera. I think you've  
7 done a really great job. I just wanted to say that.  
8 **MR. SWAIM:** Well, thank you very much. We  
9 actually have a wonderful team. Sundt Plus Concord has  
10 really been a great partner to be able to help move this  
11 forward. Our architectural partners, GLHN Architects and  
12 Engineers and others, have also just been doing a  
13 wonderful job. It's nice being able to spread the work  
14 around the community to come together for really as what  
15 you guys have called Tucson's Lincoln Center.  
16 **CHAIRMAN McCUSKER:** It might be worth an  
17 editorial comment here. I'm sure people are scratching  
18 their heads. We started the meeting talking about how  
19 broke we are and we're not going to have any revenue for  
20 four months. We just approved \$15 million worth of  
21 construction. So the TCC project, a 65 million-dollar  
22 project, is separately financed and separately funded. In  
23 fact, that money's sitting over at the bank, so it  
24 behooves us to attack that project as quickly as we can.  
25 All of it is ultimately sales tax producing and it doesn't

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1 impact the non-TCC side of our business. So I think it's  
2 important that people maybe tuned in for the first time  
3 are following the absurdity of what we're trying to do  
4 here, why we build and at the same time try and survive.  
5 So with that, Mr. Collins, if you want to give  
6 us the exact amount of that GNP, we'll look for a motion.  
7 **MR. COLLINS:** Excuse me, Mr. Chairman. I was  
8 sending --  
9 Phil, don't you have that number?  
10 **MR. SWAIM:** That is \$1,998,171.  
11 **MR. SHEAFE:** Did he say 1,998,171?  
12 **MR. SWAIM:** Yes, that's correct.  
13 **MR. SHEAFE:** All right. So the motion would be  
14 to approve allocation from our reserves for 1,998,171 to  
15 be immediately authorized for expenditures to accelerate  
16 the improvements to the meeting rooms as rapidly as  
17 possible.  
18 **MS. COX:** Second.  
19 **CHAIRMAN McCUSKER:** Any other questions or  
20 comment?  
21 (No oral response).  
22 **CHAIRMAN McCUSKER:** Brandi, you paying  
23 attention?  
24 So that's a big enough number. Let's do a --  
25 let's do a roll call vote.

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1 **MS. HAGA-BLACKMAN:** Jannie Cox.  
2 **MS. COX:** Aye.  
3 **MS. HAGA-BLACKMAN:** Edmund Marquez.  
4 **MR. MARQUEZ:** Aye.  
5 **MS. HAGA-BLACKMAN:** Chris Sheafe.  
6 **MR. SHEAFE:** Aye.  
7 **MS. HAGA-BLACKMAN:** Mark Irvin.  
8 **MR. IRVIN:** Aye.  
9 **MS. HAGA-BLACKMAN:** Fletcher McCusker.  
10 **CHAIRMAN McCUSKER:** Aye.  
11 Someone's going to have to find me a gavel.  
12 Maybe I'll find my own gavel. I've got a hammer out in  
13 the closet.  
14 **MR. SHEAFE:** Yeah, take a hammer and just pop  
15 it on top of you head.  
16 **CHAIRMAN McCUSKER:** Thank you for that.  
17 We're going to move item 11 down.  
18 Phil, we get all your business done?  
19 **MR. SWAIM:** There be may be one other item on  
20 Sunshine Mile. I believe there was an item related to  
21 Project for Public Places, a potential addition services  
22 request that they had. I don't know if the board needs to  
23 act on that either.  
24 **MR. COLLINS:** Don't we have Dan on here?  
25 **MR. SHEAFE:** We took that item out of the cash

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1 projections on the (inaudible).  
2 **CHAIRMAN McCUSKER:** I'm going to table it then  
3 and we'll talk about it off line.  
4 Anything else on Sunshine Mile?  
5 **MR. MARQUEZ:** I've got some clarity that might  
6 be related to Sunshine Mile. I made a comment during the  
7 conversation with the Norvilles about development  
8 services. The economic innative director for the city of  
9 Tucson e-mailed me and said development services is  
10 operating digitally right now, but the planning commission  
11 may not meet this month. She included Scott Park from the  
12 city of Tucson. They're going to check in and get back to  
13 us whether or not the planning commission might do a Zoom  
14 meeting and meet virtually.  
15 **CHAIRMAN McCUSKER:** Wow, that's impressive,  
16 Edmund. You say something and they respond.  
17 Okay. We're going to move on to Ross's  
18 project.  
19 Ross Rulney's on the Zoom.  
20 Thank you very much Ross.  
21 **MS. BECHERER:** Chairman McCusker, this is  
22 Elaine Becherer with the mayor's office. I'm not tracking  
23 why item 11 keeps getting pushing down because we're on  
24 the line.  
25 **CHAIRMAN McCUSKER:** Oh, okay. We were assuming

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1 you weren't, so we can -- is Mr. Ortega on as well?  
2 **MS. BECHERER:** He had to go to another meeting,  
3 and so he waited as long as he could.  
4 **CHAIRMAN McCUSKER:** Okay.  
5 **MS. BECHERER:** We were both on the meeting  
6 since the beginning.  
7 **CHAIRMAN McCUSKER:** So let's go ahead and touch  
8 on that, but thank you for that. Yeah, it was hard to  
9 track because we only see phones numbers when someone's on  
10 the phone.  
11 So item 11 is complex, complicated,  
12 opportunistic and probably required of us. As we've  
13 talked about at the beginning of the meeting, not only is  
14 our downtown dark, but virtually all of Rio Nuevo District  
15 is under extreme peril to, you know, move from thriving to  
16 possibly not even surviving. I know that I feel and I  
17 think many of the board members feel a sense of obligation  
18 to the businesses that are in our district to help them  
19 survive this. And while we've been talking about it  
20 online and off line, this is creating some sort of relief  
21 or stimulus package that would be targeted at our smaller  
22 businesses, our most vulnerable businesses.  
23 I think everyone is tracking the Paycheck  
24 Protection Program. It wouldn't be designed to replace  
25 that, but it might be a lifeline to help a small business.

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1 We've had a great conversation with the city of Tucson  
2 from Mayor Romero to the city manager to Elaine Becherer,  
3 the chief of staff for the mayor, about the city  
4 participating in that program with us. It's a rare  
5 opportunity that we have to both align towards something  
6 that would provide some lifeline to our current  
7 businesses.

8 So we don't have all the particulars in place,  
9 but I think what we would like the board to authorize is  
10 for us to create a multi-million dollar program that would  
11 allow us to encourage our merchants to apply for small  
12 grants to help them get by in these very difficult times.

13 Part and parcel to that conversation which we  
14 can have, we don't necessarily need the city involved in,  
15 is that obviously we have to go back through our committed  
16 items and look at what we might choose to defer in order  
17 to create the cash for this kind of program. And I think,  
18 you know, one of the things that we've talked to the city  
19 about is the \$2.1 million Volvo site, we're about to talk  
20 to Ross Rulney about his site, but if you look at those  
21 other projects, I believe they're all deferable whether  
22 it's Rocco's or the El Presidio or anything else that's on  
23 Dan's list.

24 So my recommendation to the board is we pause  
25 anything that can be paused. We obviously are moving

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1 forward on the Bautista. We just moved forward on other  
2 projects, but those that we can defer we defer and that we  
3 create a program designed to provide some immediate cash  
4 relief to the businesses within the district that are  
5 distressed because of Covid-19.

6 And, Elaine, I know you guys wanted to have an  
7 opportunity to say something.

8 **MS. BECHERER:** Thank you, Chairman McCusker.  
9 Elaine Becherer, chief of staff.

10 So the mayor would like to echo the chairman's  
11 opening remarks and that the intent of the mayor and the  
12 city manager in concert is reaching out to Rio Nuevo and  
13 saying, as we're moving forward, we would like to do this  
14 in conjunction with each other so that as any type of  
15 federal stimulus money is coming to Tucson, that we are  
16 having conversations with each other because a win for Rio  
17 Nuevo is a win for the city and we need to make sure that  
18 the Rio Nuevo District is shored up and all of the  
19 businesses, not just downtown, but all the way to the Park  
20 Mall, are shored up as well as businesses outside of the  
21 district.

22 And so, however we can leverage our voice with  
23 stimulus money coming to Tucson in addition to what the  
24 city of Tucson is doing and furthering everything that Rio  
25 Nuevo is doing to, you know, try to reallocate funds, we

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1 just wanted to make sure that the board as well as the  
2 community knows that we are partnering on this and working  
3 together. Thank you.

4 **CHAIRMAN McCUSKER:** Elaine, thank you very  
5 much. We applaud the reach out. We're very grateful to  
6 staff, particularly to the mayor. You know, I think all  
7 of us have been focused on staying healthy and this  
8 community's done a great job, I think, creating awareness  
9 and social distance. Pima County has one of the fewest  
10 positive rates of Covid-19 for a community our size. Now  
11 we've got to think about how do we survive this  
12 economically. And I think Rio Nuevo has the opportunity  
13 to. We would have to redirect some of our cash. The  
14 city's offered to help us. I do believe we're going to  
15 get some federal relief, but to immediately create a  
16 program where our small businesses benefit.

17 And with that, I'll turn it over to the board.

18 **MR. IRVIN:** Mr. Chairman, first off, thanks for  
19 your efforts just trying to lead this discussion in a very  
20 tough, difficult time. We're all trying to find a way to  
21 be impactful.

22 I also thank the city for jumping in and  
23 realizing that the district has some special abilities  
24 nobody else has because of the way we're structured. So  
25 love the partnership, love the opportunities to kind of do

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1 that.

2 I think a couple of things that we've talked  
3 about I think are important is to say you've -- you know,  
4 the small business communities up and down in the  
5 district, not the big box store, not the big franchises,  
6 all those kind of things, not the 501(c)(3)s that have  
7 other opportunities available to them through community  
8 foundation and other things, but to really support those  
9 roots that are generating revenues for the district and to  
10 be -- to help them over a really tough time.

11 And I know we don't get, you know, what kind of  
12 numbers we're talking about. I think, you know, we  
13 probably need to stay a little vague until we figure all  
14 those pieces out. But I think we're all confident it's,  
15 you know, going to be a couple million bucks at least.

16 And I think what I'd like to think that maybe we suggest  
17 or think about doing is to remember that one of the things  
18 that I think has really helped us as a district is our  
19 ability to be nimble and quick. And I do think we've been  
20 really nimble and quick, so I think whatever we try to  
21 establish be something that's nimble and quick.

22 The other thing is, is I think everybody on our  
23 board is more than qualified to help kind of go figure  
24 this thing out. And I know it's difficult to try to  
25 figure out. You know, we can't have more than three of us

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1 in trying to figure this thing out, so I -- you know, as  
2 we start to get applications and start to think through  
3 that process, what I would suggest is that we develop a  
4 really simple application form that we post on our  
5 website, that we ask Brandi and Dan to reach out to those  
6 merchants, and I think we've identified that there's  
7 probably a little over 300 merchants in the district that  
8 fit that bill, and reach out to them and between now and  
9 then, we'll design a form that allows them to come and  
10 explain to us what's going on in their particular  
11 business. We already know what's going on, but what their  
12 particular hardship is and, you know, what the district  
13 can do to help. You know, I think it's going to be  
14 somewhat vague.

15 **MR. MARQUEZ:** Mr. Chairman, I just -- you're  
16 muted, by the way, Fletcher, but I just want to  
17 enthusiastically say I love this. When you take us back,  
18 I love the fact the city of Tucson and Rio Nuevo gathered  
19 to help our local businesses. If you take two steps back,  
20 think about the fact that we're both 3.0 and basically a  
21 CDO for Rio Nuevo. If you think about Rio Nuevo 2.0, this  
22 creates a (inaudible) between the city and Rio Nuevo.  
23 We've come such a long way that -- I think we mentioned  
24 earlier that you've got to throw away -- throw out all the  
25 different political parties, et cetera. I love the fact

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1 that we're coming together to do what's best for our small  
2 businesses. I love the fact that Mark just said we're  
3 going to leave out the big boxes. This is local. This is  
4 about our shops, our mom and pop shops along the street,  
5 so just wanted to say a enthusiastic I love this.

6 **MS. COX:** And I would like to just speak up for  
7 a moment as well. I want to reiterate what Edmund has  
8 said. And especially I see this as a terrific opportunity  
9 for us to partner with the city. We have -- I mean, we're  
10 all looking at the same goal. And by us working together  
11 and because of our unique abilities as Rio Nuevo that the  
12 city doesn't have in a situation like this. I think it's  
13 a perfect opportunity for us to partner and I'm really  
14 happy to see that happen.

15 **MR. SHEAFE:** If I might --

16 **MS. BECHERER:** Thank you, Jannie. This is  
17 Elaine again. Just one quick thing to add. And, you  
18 know, you all are so spot on. One thing, we both can be  
19 nimble and flexible in our own ways, the city and Rio  
20 Nuevo. And I think where we can have a bigger and  
21 stronger voice is all of the stimulus funding gets  
22 distributed and whether -- regarding the jurisdictions,  
23 because right now a certain amount of stimulus money is  
24 going to be described to cities greater than 500,000, with  
25 the populations, and so right now, that (inaudible)

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1 Phoenix and Tucson, so that's where the mayor wants to  
2 ensure that we are doing this as one voice because we  
3 don't want the pie divided up that then short changes the  
4 city or Rio Nuevo. So yes, thank you very much.

5 **MR. MARQUEZ:** Thank you, Elaine. Appreciate  
6 it.

7 **MR. SHEAFE:** I want to make sure that we don't  
8 lose sight of the fact that in doing our financial  
9 projections, in trying to understand where we were  
10 financially, we had assumed that we were not going to fund  
11 the Volvo site, which is 2.1 million. And that's really  
12 what we're talking about here. And then it became evident  
13 that the fund -- the Volvo site would need to be funded,  
14 so all of a sudden, we had to put that back in.

15 Now, under both scenarios, we were out of  
16 money. So then we turned around and said, okay, how are  
17 we going to handle this. And the city said, well, what we  
18 can do is not actually take that money, but we'll accept a  
19 note or something so it takes over a year, year and a half  
20 before that funding would be made to the city. In effect,  
21 we would owe the city the amount of the Volvo site money,  
22 again, 2.1 million.

23 But it isn't money that was sitting there. It  
24 was money that we had planned not to expend. So we recast  
25 and we've taken off the table all of these other expenses,

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1 there's a long list of them, and we just one by one went  
2 through and said, well, we can defer that, we won't do  
3 this.

4 Ross we'll be talking in a little bit where we  
5 shifted away and we'll switch over to Access 12, which  
6 defers quite a bit of money. But in every scenario, we're  
7 dealing with negative balances, and so in making any  
8 decision that we make or any commitment we make, what  
9 we're going to do is basically be banking on the fact that  
10 we'll be able to either renegotiate our financial  
11 commitments let's say in September or we get some kind of  
12 a different kind of windfall that helps offset the  
13 negative load that will automatically occur if we do not  
14 have anything change.

15 Now, when I say anything change, we have to  
16 remember that we're using projections that are just  
17 projections. They assume, okay, if we have a continuation  
18 of the kind of reduction in overall economic activity  
19 where tax funds are generated, that will place the  
20 district in the position -- and it's a rather complex way  
21 to put it, but the net effect is the district gets zero  
22 starting in June, July or August and we just have to live  
23 with that. So if that continues to be true, number one,  
24 and, number two, if we don't fund all these other issues  
25 that we have taken off the table and, three, the city



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1 rebates the 2.1 million that would be put up and then  
2 received back on the Volvo site, we still have a negative  
3 condition to deal with. So we just have to also be very  
4 aware of the reality of what we're doing here, and that is  
5 basically we're spending money that we don't have.  
6 **MR. IRVIN:** Mr. Chairman, it would seem to me  
7 that even assuming that we, you know, elect to move  
8 forward on this idea, and I sure hope we do, that even  
9 going at, you know, rampant speed, it's going to take us a  
10 little bit of time to get a form drafted and allow people  
11 time to respond. It's probably going to be at least, you  
12 know, 10 days before we're able to sit down wherever that  
13 group is to review these various proposals.  
14 You know, I'm trying to think about how do we  
15 formulate moving forward when there are a number of  
16 unknown hurdles. We really appreciate your thoughts.  
17 **CHAIRMAN McCUSKER:** There's two sides to this.  
18 One is process, the other is a budget. The process part  
19 is pretty easy. We put in an application, we could send  
20 it out to every eligible merchant within the district, ask  
21 them to identify the nature of their hardship and apply  
22 for some money. That would also give you an idea of the  
23 scope of the problem, because if you eliminate the big box  
24 stores and the chains, you know, there's, you know, a few  
25 hundred merchants that might have access to these kind of

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1 funds.  
2 When you go through the exercise that Mr.  
3 Sheafe has described -- and remember, when we started the  
4 meeting, we were \$2 million negative. If you defer -- and  
5 about a million three of that was the Sunshine Mile. If  
6 you defer that, if you defer Rocco's, if you defer the  
7 Presidio, you create almost \$3 million of items that are  
8 identified as committed but not necessarily need to be  
9 expended in the short term. At the same time, to the  
10 extent we can defer the Volvo site, there's another  
11 \$2 million there. So I think we have the wherewithal to  
12 create something in the neighborhood of 5 million  
13 plus dollars, maybe \$6 million that otherwise is committed  
14 on a commitment spreadsheet, not legally committed because  
15 that's not how we forecast. We identify a project we're  
16 interested in, we tell Dan kind of what we're thinking and  
17 he starts to earmark our money. So most of this is  
18 earmarked money. It's not legally committed one way or  
19 the other. The things that were legally committed to we  
20 would -- we would fund.  
21 What is that number. Well, I don't know. I  
22 think it's -- it's -- it's somewhere between 2 and  
23 \$4 million probably. You know, and I don't know that we  
24 need necessarily to approve a number today as more we  
25 approve a process. Maybe there's some conversation about

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1 it can't exceed a certain amount of money, and then we do  
2 everything we can to identify those sources.  
3 What we've done in the meantime is rescued  
4 several hundred businesses that may otherwise have to  
5 shutter. And I don't need to tell you the impact that's  
6 going to have on the sales tax that Rio Nuevo receives.  
7 So you're trading off some future projects basically to  
8 save current projects, is the way I view this. And I  
9 think we can do a couple of things because it's got to  
10 move quickly. Either we authorize the executive officers  
11 to put this plan together and grant some funds not to  
12 exceed an amount or that there's some committee of the  
13 board appointed to do this, but I think, you know, it's  
14 not going to matter if we don't start tomorrow.  
15 **MR. IRVIN:** I see Mr. Collins shaking his head.  
16 Mark, what's the headshake?  
17 **MR. COLLINS:** I don't want to see a committee  
18 because a committee then has to have the public notice and  
19 has quorum requirements. If the executive officers do it,  
20 that's pretty easy. Jannie's expressed a desire to be  
21 involved. Perhaps you could have a motion to authorize  
22 the executive officers to pick three people to pursue this  
23 for the board and to explore, get the -- get the  
24 application put together, get it posted on the web page  
25 and then evaluate the initial applicants. As a committee,

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1 it has to comply with open meeting laws.  
2 **MR. SHEAFE:** What happened -- you know, just  
3 looking back a week or two ago when we were trying to  
4 figure out what we were going to do and be as helpful as  
5 we could, we said probably our best leverage would be to  
6 put together the resources to be able to take small  
7 businesses and help them navigate a rather complex  
8 picture, which we didn't even know at the time what it  
9 would be, to get through the new legislation. And that's  
10 been evolving literally every day, so that's where we put  
11 our emphasis, and I think we've been fairly successful.  
12 I'm on both sides of that looking at it from  
13 the Rio Nuevo side, also a business owner that's not part  
14 of the Rio Nuevo business group but as a separate  
15 business, and we have applied for the payroll protection  
16 money, which it turns out to be quite substantial. And  
17 interestingly enough, even though there's been some  
18 stumbling, it's surprisingly uncomplicated when you think  
19 of the scope and the scale of what the process is. It  
20 just takes knowledgeable people to work their way through  
21 it, so --  
22 **CHAIRMAN McCUSKER:** We've had a Herculean  
23 effort to help our businesses get in a position to apply.  
24 It doesn't include any of our money, but we did expend  
25 significant staff resources. Almost everyone that's

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1 chasing that money has probably already applied or is  
2 going to apply in the short term.  
3 The way I interpret what that does for us is  
4 the major component of relief for our merchants to a  
5 business is going to come from that federal program. I'm  
6 concerned about the guys that can't pay payroll Friday,  
7 that can't -- they've got to refund -- you know, they've  
8 booked a bunch of stuff and it was canceled, they've got  
9 to refund. They've got a huge amount of -- I don't know  
10 what's out there. I think all of us have heard one  
11 disaster after another, you know, because of these  
12 shutdowns.  
13 So there is federal relief coming and it is  
14 significant and they have assured us it's going to move  
15 timely. What I would look to is those businesses that  
16 need help outside of that program. And, again, that's why  
17 we're not going to know what kind of money we're talking  
18 about until we understand the scale and the scope.  
19 So, you know, I would commit to you that we  
20 certainly can't spend more than \$4 million. You know, we  
21 could find a path to do that. And if the city will help  
22 us, we can -- we can get to that amount. And in the  
23 meantime, we've shored up a bunch of businesses.  
24 But it may be that we don't need to spend that  
25 money. Again, I don't think we really know until we

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1 launch the program.  
2 **MR. IRVIN:** Mr. Chairman, is it appropriate to  
3 go ahead and make a motion that we could talk through?  
4 **CHAIRMAN McCUSKER:** Yeah. I think -- I think  
5 we need to have a better understanding of what we're going  
6 to communicate to the public because, you know, we're not  
7 going to -- the PPP program is very confined and very  
8 defined. You take your payroll and you multiple it times  
9 two and a half and you can borrow that kind of money, and  
10 under certain conditions, it's forgiven. I don't think we  
11 want to do that. I think we want to say to our  
12 businesses, what's the nature of your hardship and how can  
13 we help you and, you know, what little amount of money is  
14 important to you right now just to help you get by.  
15 So I wouldn't put a cap on it or a range or  
16 really a budget until we understand more what the need is.  
17 So I think the only way you do that is you launch the  
18 process. You know --  
19 **MS. COX:** It seems to me that if we're going to  
20 launch this then today, we need to set at least limits on  
21 what we might spend. And that might be flexible as we get  
22 into the process, but it seems like we need to establish  
23 an amount that we could spend assuming that it's passed by  
24 the city so that we can move forward without having  
25 another meeting.

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1 **CHAIRMAN McCUSKER:** I think that's a good idea.  
2 **MS. COX:** I'd like to propose then, and I'll  
3 put this in a form of a motion if you all think it's  
4 appropriate, but I'd like to propose that we fund this  
5 with up to two and a half million dollars that is matched  
6 dollar for dollar by the city and that we get an  
7 application developed as soon as possible and move forward  
8 on this.  
9 **CHAIRMAN McCUSKER:** So --  
10 **MR. MARQUEZ:** Authorize an executive, two or  
11 three people, or authorize the executives.  
12 **MS. COX:** Yeah, I didn't mention that. I guess  
13 we need to authorize the executive committee to either  
14 move forward with the program or select three people to do  
15 so.  
16 **MR. IRVIN:** So, Jannie, can I ask you a  
17 question, because I kind of envisioned that we would  
18 probably have, you know, to keep it nimble and quick,  
19 maybe three people on the board, then the three people,  
20 maybe it's executive officers, would pick two other  
21 people. And I'm thinking, you know, somebody that's very  
22 active and involved downtown would probably take one of  
23 those seats. I don't know how you'd feel about that or  
24 how the chairman does.  
25 **CHAIRMAN McCUSKER:** I think that that moves us

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1 into Mr. Collins' aspect of committee --  
2 **MR. COLLINS:** Yes, it does.  
3 **CHAIRMAN McCUSKER:** -- if we would be a  
4 subcommittee of a public entity and you have to agendize  
5 that, post the meetings and do all that in public, so I  
6 think it's got to be a small group of Rio Nuevo board  
7 members with the authority to enact the program.  
8 **MR. MARQUEZ:** You might want to also add in  
9 your motion that these dollars are used for businesses  
10 that create sales tax.  
11 **MS. COX:** Yes. And that was assumed by our  
12 previous conversation, but the motion should be that we  
13 allocate \$2.5 million as matched dollar for dollar by the  
14 city to establish a program to support our -- our --  
15 within the district businesses that create TIF revenue for  
16 Rio Nuevo.  
17 **MR. IRVIN:** Jannie, are you saying -- when you  
18 say businesses consistent with the discussions we had, are  
19 you talking about small businesses, 300 plus, we had  
20 talked about before or are you just wide open for all  
21 businesses --  
22 **MS. COX:** No, I'm sorry. I am talking about  
23 locally owned small businesses within our district.  
24 **MR. IRVIN:** Okay. So as I understand your  
25 motion, two and a half million bucks matched by the city,

1 a small group of three people from the board starting with  
 2 the executive officers to pick that group and put the  
 3 program in place and get going.  
 4 **MS. COX:** Yes. The only caveat would be that  
 5 my motion would say up to two and a half million dollars.  
 6 **MR. IRVIN:** Got it.  
 7 **CHAIRMAN McCUSKER:** And I think that extends to  
 8 some authority to the executive officers with counsel that  
 9 if we needed to tweak the program for whatever reason,  
 10 legally or economically, you know, we define a locally  
 11 owned business. You know, I could see a lot of little  
 12 things that have to occur now as you try and implement  
 13 something of this magnitude. So, you know, I think the --  
 14 the executive officers are going to need to be able to  
 15 establish the program so long as that it fits within your  
 16 parameters.  
 17 **MR. MARQUEZ:** I'll second her motion.  
 18 **MR. SHEAFE:** Thank you, Edmund.  
 19 **CHAIRMAN McCUSKER:** Does everyone understand  
 20 generally what we're trying to do here? We're going to  
 21 allocate two and a half million dollars. We're asking the  
 22 city to match that. We're going to create an opportunity  
 23 for our small businesses within the district to apply for  
 24 a grant. Those grants would not require them to be paid  
 25 back and a small group of us will go through that process

1 as quickly as we can.  
 2 **MS. BECHERER:** Chairman McCusker, this is  
 3 Elaine. Can I ask a question or do I need to wait until  
 4 after the discussion?  
 5 **CHAIRMAN McCUSKER:** No, you can ask your  
 6 question.  
 7 **MS. BECHERER:** So in true spirit of the  
 8 partnership, part of our -- you know, our connection to  
 9 you and the board was, you know, we don't know the  
 10 specificity and it would be -- I guess, you know, now  
 11 having a number that you all have in front of you that  
 12 you're comfortable with, but we haven't -- we haven't had  
 13 any further off line conversations with the city, and so  
 14 now to then vote on the city has to have a 2.5 million  
 15 match, yeah, it's -- I know this is -- I know this is  
 16 what, you know, Rio Nuevo often describes as, you know,  
 17 the city moving forward, but we're not trying to do that,  
 18 but I also want to avoid any --  
 19 **CHAIRMAN McCUSKER:** So the way your motion was  
 20 built, Jannie, it would require a dollar for dollar match.  
 21 You know, that could take some time to agree. They could  
 22 not agree. Does that mean we wouldn't move forward with  
 23 the program unless we have an agreement to match from the  
 24 city. I think it's more aspirational than legal that, you  
 25 know, they've indicated their desire to match us, but

1 Elaine's lanes right, they've got to go through their own  
 2 process with the mayor and council.  
 3 **MS. BECHERER:** Well, no, not even that. How  
 4 you guys have an executive committee, I mean, it's very  
 5 similar, so do we, and it would be detrimental and a  
 6 missed opportunity for then anyone to have to take away  
 7 that, oh, the city didn't meet their \$2.5 million match.  
 8 We never discussed actual numbers and then having a match.  
 9 **CHAIRMAN McCUSKER:** So the better way to deal  
 10 with that, Jannie, would be we allocate our own money and,  
 11 you know, encourage us to continue the conversation with  
 12 the city to create a match.  
 13 **MS. COX:** That's why I said up to two and a  
 14 half million dollars, that it would not exceed two and a  
 15 half million.  
 16 **CHAIRMAN McCUSKER:** But it did have a dollar  
 17 for dollar match, so --  
 18 **MS. COX:** Right. If the city can match  
 19 1.5 million and they can't match 2.5 million, then our  
 20 program is \$3 million.  
 21 **CHAIRMAN McCUSKER:** That also means we can't  
 22 advance it until the city confirms their match.  
 23 **MS. COX:** That's true.  
 24 **CHAIRMAN McCUSKER:** And I don't know if we want  
 25 to do that. I think we want to --

1 **MS. BECHERER:** Yes, Chairman McCusker, I think  
 2 the intent and the off line conversations and however it  
 3 was messaged with your board, it's a little off the rails  
 4 because it -- we -- of course we have intentions of trying  
 5 to make -- to give and donate and raise as much money as  
 6 possible, but we definitely didn't see this coming out of  
 7 left field to say that it's contingent on a dollar for  
 8 dollar match. And I'm sorry that this is happening at the  
 9 board meeting.  
 10 **CHAIRMAN McCUSKER:** All right. We used to do  
 11 everything live in front of the public, so I think there's  
 12 a legitimate concern that we can't act on behalf of the  
 13 city of Tucson. What they've expressed, and you've heard  
 14 it both off line and online, is a very strong desire to  
 15 participate, but that requires their own approval process  
 16 which we really can't influence. So I would suggest that  
 17 we advance our own program and not have the requirement  
 18 that the city match but applaud them for having the  
 19 conversation that they intend to have the conversation  
 20 about creating a match.  
 21 **MR. COLLINS:** Mr. Chairman, I think you've got  
 22 a motion and second on the floor.  
 23 Jannie, if you want to amend your motion either  
 24 to limit it or to eliminate the match and if that was okay  
 25 with Edmund, then we can go forward modified as the

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1 chairman suggested.

2       **MS. COX:** All right. Reluctantly I would amend

3 my motion to -- to relieve the match by -- to remove the

4 match by the city to the program that we move forward

5 with.

6       **MR. MARQUEZ:** Second.

7       **MS. COX:** Certainly with the hope that that

8 match occurs.

9       **CHAIRMAN McCUSKER:** Okay. I think we

10 understand what we're doing.

11       Brandi, are you ready to do a roll call?

12       **MS. HAGA-BLACKMAN:** Yeah. Okay.

13       Edmund Marquez.

14       **MR. MARQUEZ:** Aye.

15       **MS. HAGA-BLACKMAN:** Jannie Cox.

16       **MS. COX:** Aye.

17       **MS. HAGA-BLACKMAN:** Chris Sheafe.

18       **MR. SHEAFE:** No.

19       **MS. HAGA-BLACKMAN:** Mark Irvin.

20       **MR. IRVIN:** Aye.

21       **MS. HAGA-BLACKMAN:** Fletcher McCusker.

22       **CHAIRMAN McCUSKER:** Aye.

23       So that's five to one ayes. That motion will

24 pass. We'll continue to talk to the city and other

25 potential jurisdictions that might help us with the

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1 program. In the meantime, the executive officers will

2 meet and determine who's going to help oversee this, and

3 we're going to try and do that quickly. So any other

4 conversation about the stimulus?

5       (No oral response).

6       **CHAIRMAN McCUSKER:** Okay. Now, Ross, thank you

7 for hanging in there with us. I started to paraphrase the

8 agenda item, which I believe is our last agenda item, that

9 a couple meetings ago, we were enthusiastic to approve

10 your project on Broadway in the Julian Drew. In the

11 meantime, you know, you acquired the Access 12 building.

12 You know, you have to wonder what you're thinking

13 nowadays, but you have some very complicated projects,

14 some of which we get to participate in, some we don't.

15 But, you know, given the current economics and the lack of

16 retail that was really being established in that project,

17 Ross has come to us to ask if we would consider switching

18 our support to the Access 12 building as opposed to the

19 Julian Drew building.

20       And, Ross, hopefully I didn't butcher that

21 introduction and I'll let you take it from here.

22       **MR. RULNEY:** Well, thank you for giving me the

23 opportunity to talk with everybody during these very

24 complicated times. About a month ago, the different

25 projects I've been working on probably the last few years,

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1 it came time to make some real hard decisions. And, as

2 you may know, we've recently broke ground on the Monastery

3 project on Country Club Road. I couldn't be more excited.

4 This is outside of the district, but it certainly brings

5 in a tremendous amount of revenue and fees and I think

6 it's going to be a phenomenal project. We have probably

7 the best around. Sundt is the GC on the project and they

8 are off to a (inaudible) start and I couldn't be more

9 pleased with how things are going.

10       Another project that I have had to come to

11 terms on is the seven-story, multi-family market rate

12 project that used to be the old Planned Parenthood or

13 CODAC property on 5th Avenue. And just to bring you up to

14 speed on that, that is also similar to the Norville

15 property just outside of the Rio Nuevo boundary. It

16 doesn't have a retail component, so it's certainly not

17 something that we were able to work on together but

18 certainly a part of the overall improvement of the block.

19       I'm happy to say -- a little nervous to say,

20 but I'm happy to say that we broke ground yesterday on the

21 off-site improvements that we're obligated to put in and

22 we have Herbert Avenue closed off and things are moving

23 there as of yesterday. I expect that we'll be trying to

24 wrap things up with Sundt and hopefully they will be out

25 there the first week of May working on taking that project

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1 vertical as well.

2       The third project is the project that we're

3 talking about today. Originally we had been working on a

4 three-story, 20,000 square foot development on the parking

5 lot just to the west of Charro's Steak or Charro Del Rey

6 at the Julian Drew property. It's a project I've been

7 working on for years and years and it continues to be a

8 struggle. There are very few efficiencies because of the

9 lack of size, but I've been committed -- I've spent over

10 \$300,000 so far in getting me to the point where we have

11 building permits ready to be pulled.

12       So in this moment of truth or just recently, I

13 should say, backing up a little bit. I've purchased also

14 the neighboring building, the old Channel 12 city access

15 building. We are in there remediating some of the

16 environmental concerns and demoing out the entire inside,

17 and it's turned into quite a project. And I say that with

18 total excitement because it is a phenomenal building and

19 I'm happy that I ended up being the person that gets to be

20 involved with it.

21       So back to comparing the two projects, the

22 Julian Drew building project was to be a 20,000 square

23 foot building with just over 4,000 square feet of retail.

24 The Access building, when completed, is just slightly

25 larger, just over 21,000 square feet with slightly more

1 retail pushing 5,000 square feet. It will have the  
2 opportunity -- and I hope to do this from the very  
3 beginning, but I don't want to commit until I get the next  
4 round of numbers back for an additional 1,300 square feet  
5 of retail. But at a minimum, we are talking about 4,900  
6 and change in retail, which is close to 8, 900 square feet  
7 more than the Julian Drew building. It will provide, you  
8 know, once we get through these uncertain times, sales tax  
9 and -- sales tax revenue, which is good for everybody,  
10 compared to the Julian Drew building.

11 So my -- my ask is that, since these are very  
12 comparable, this new project is slightly more significant,  
13 that we for now trade one project for the other. Between  
14 the Monastery, between the seven-story market rated  
15 housing on 5th Avenue, the Julian Drew and the Access  
16 building, especially in these times, I -- I -- it should  
17 come as no surprise that having all four of those projects  
18 go at the same time is -- I could use almost any  
19 adjective, but nerve racking to say the least, but I'm  
20 committed and I'm in it.

21 So what I'm asking is that, since the economics  
22 favor the Access building that we switch that building for  
23 now to replace the Julian Drew building and everything  
24 begins immediately.

25 **CHAIRMAN McCUSKER:** Tell us something about the

1 funds out an additional six months.  
2 **CHAIRMAN McCUSKER:** And how long out is that, a  
3 year, a year and a half? When do you think you --

4 **MR. RULNEY:** I think it's probably close to  
5 a -- listen, I'm always wrong on time. I don't know what  
6 to say. So as confident as I think this will take place  
7 within a year and then subsequently the additional six  
8 months, I -- I think that's a fairly reasonable estimate  
9 right now. I -- I don't have -- on the Access building, I  
10 don't have plans like I do on Julian Drew, so that will  
11 take some time. I'm ready to pull permits on Julian Drew.  
12 I'm not near that with Access, so I think all that adds to  
13 the time which may favor the circumstances within the  
14 district.

15 **MR. SHEAFE:** But, Ross, do I interpret that as  
16 about a year and a half for our planning?

17 **MR. RULNEY:** I would say -- I really would like  
18 to get the project done in a year, but I -- I -- I don't  
19 know how possible that is.

20 **MR. SHEAFE:** Just advising us, should we take  
21 one year or --

22 **MR. RULNEY:** I -- I would say that's  
23 reasonable, Chris.

24 **CHAIRMAN McCUSKER:** Is there a way that  
25 regardless of how quickly you complete it, we could build

1 economics. I think we were committing a million seven to  
2 the original project and I think we had -- we were kind of  
3 the last money coming into the project. Given what you've  
4 heard all day long, you know, talk to us about your need  
5 for cash and when we might need to help fund you.

6 **MR. RULNEY:** So the -- the value of the two  
7 projects is very close. The amount of money that Rio  
8 Nuevo committed wouldn't change because of the  
9 construction costs and the value of the two with this one  
10 being a little bit larger, but I would be able to --

11 The other component that I didn't explain was  
12 my timing on the opportunity fund. And I have blown -- I  
13 take full responsibility. It has taken me a long time to  
14 get to this place and my clock has been ticking for a long  
15 time and I need to start spending money very rapidly.

16 And that was another major factor of me taking  
17 on these developments downtown. I have the opportunity  
18 with the Access building to defer out some of the Rio  
19 Nuevo contributions of up to \$500,000 and up to an  
20 additional six months. I can draw against a credit line  
21 for that. It counts, it goes towards my opportunity fund,  
22 but it also gives relief to Rio Nuevo that I don't need  
23 those additional funds until a later date. And that later  
24 date is -- all of it isn't -- doesn't become due until the  
25 completion of the project, but this will extend those

1 in our funding time on? So obviously a year and a half  
2 favors us. Is there a way regardless of when you finish  
3 that we don't fund our commitment for 18 months?

4 **MR. RULNEY:** Are we talking about the initial  
5 or the --

6 **CHAIRMAN McCUSKER:** The full Monty, the whole  
7 million seven.

8 **MR. RULNEY:** That would be terrific because I'm  
9 going to be replacing your money. I can -- I can commit  
10 to the \$500,000 being deferred for 18 months.

11 **MR. SHEAFE:** Would you do this? I mean, you  
12 know, we can do what we need to do today, I think we're  
13 all excited about your project, and then maybe within two  
14 weeks, you could get back and say, here's how you should  
15 set up your timing, because that's all I'm worried about.

16 **MR. RULNEY:** Well, I think we can say -- I can  
17 make this commitment. I can handle things on my own so  
18 that even if it's less than a year, that doesn't -- won't  
19 include you. So if we could push out everything but the  
20 \$500,000 to no earlier than 12 months, and then the  
21 additional \$500,000 would be deferred to that 18-month  
22 period, I could -- I could probably pull that off.

23 **MR. SHEAFE:** Okay.

24 **CHAIRMAN McCUSKER:** So, Mr. Collins, for  
25 today's efforts, we have an agreement in place with Ross

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1 on different project. Is it as simple as amending the  
 2 address that we're going to allow him to pivot to a  
 3 different location or do we need to start over?  
 4 **MR. RULNEY:** With all due respect, let me chime  
 5 in, Mark, for your benefit. The ownership is exactly the  
 6 same. It's the Julian Drew Lofts, LLC, which is the legal  
 7 owner of the Access building, so all of the ownership  
 8 remains the same.  
 9 **MR. COLLINS:** Thanks, Ross.  
 10 Mr. Chairman, I don't see this as starting from  
 11 scratch. I think that the legal for the Julian Drew could  
 12 be replaced with the legal for the Access 12. Perhaps  
 13 after Ross has had an opportunity to converse with Chris  
 14 about the timing, we can change that, otherwise, we're  
 15 done. I mean, I don't see this as a problem.  
 16 Ross, do you agree with that?  
 17 **MR. RULNEY:** I -- I agree. And I spoke to Ted  
 18 Hinderaker prior to making this proposal because I wanted  
 19 to understand whether it was very complicated or not and  
 20 he seemed to feel the same, whether it could be just a  
 21 simple amendment, Mark, but obviously, you know, waits to  
 22 hear from you.  
 23 **MR. COLLINS:** No, I'll be happy to -- we can do  
 24 it, Mr. Chairman, rather quickly. I just need authority  
 25 from the board.

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1 **CHAIRMAN McCUSKER:** Would we need a new  
 2 economic analysis?  
 3 **MR. COLLINS:** Yeah, we would because it's  
 4 different property. Ross has a related analysis done  
 5 already on it, so we can spin it up pretty quickly, but it  
 6 does require a different analysis because it's a different  
 7 project.  
 8 **CHAIRMAN McCUSKER:** So anything we did today  
 9 would be subject to the economics?  
 10 **MR. COLLINS:** Correct. I don't see it as a  
 11 problem based on what Ross has provided, but you're right,  
 12 Mr. Chairman.  
 13 **CHAIRMAN McCUSKER:** Okay. Any questions for  
 14 Ross?  
 15 (No oral response).  
 16 **CHAIRMAN McCUSKER:** What's the board's  
 17 pleasure?  
 18 **MR. SHEAFE:** Well, subject to qualifying on the  
 19 economic analysis, I -- I propose that the board authorize  
 20 counsel to substitute the properties within the same  
 21 ownership as described by Ross to switch to the Access 12  
 22 building and put in place the commitment that we would  
 23 fund according to initially an estimate of 1.2 million  
 24 within a year and the following 500,000 within 18 months  
 25 and ask counsel to complete the paperwork that would allow

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1 Mr. Rulney to move rapidly towards completion of this  
 2 alternate project.  
 3 **CHAIRMAN McCUSKER:** And authorize the executive  
 4 officers?  
 5 **MR. SHEAFE:** And authorize the executive  
 6 officers to sign the documents once counsel has been  
 7 satisfied that they meet our objective.  
 8 **CHAIRMAN McCUSKER:** Someone's got to second  
 9 that.  
 10 **MR. MARQUEZ:** Second.  
 11 **MR. IRVIN:** I did, but I was muted. Sorry.  
 12 **CHAIRMAN McCUSKER:** Any other questions,  
 13 comments?  
 14 (No oral response).  
 15 **CHAIRMAN McCUSKER:** Brandi, let's do a roll  
 16 call vote.  
 17 **MS. HAGA-BLACKMAN:** Edmund Marquez.  
 18 **MR. MARQUEZ:** Aye.  
 19 **MS. HAGA-BLACKMAN:** Jannie Cox.  
 20 **MS. COX:** Aye.  
 21 **MS. HAGA-BLACKMAN:** Chris Sheafe.  
 22 **MR. SHEAFE:** Aye.  
 23 **MS. HAGA-BLACKMAN:** Mark Irvin.  
 24 **MR. IRVIN:** Aye.  
 25 **MS. HAGA-BLACKMAN:** Fletcher McCusker.

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1 **CHAIRMAN McCUSKER:** Aye.  
 2 (Motion made, seconded and passed unanimously).  
 3 **CHAIRMAN McCUSKER:** So that's unanimous, no  
 4 gavel tapping.  
 5 Ross, we'll get moving on this as quick as we  
 6 can. And God bless Ross Rulney. Thank you for keeping  
 7 your head in the game and we're excited to be involved.  
 8 **MR. RULNEY:** Thank you all for your support and  
 9 patience. I appreciate it very much.  
 10 **CHAIRMAN McCUSKER:** Okay. That's the last  
 11 item. I'll entertain a motion to adjourn.  
 12 **MR. IRVIN:** So moved.  
 13 **MR. MARQUEZ:** Second.  
 14 **CHAIRMAN McCUSKER:** All in favor say aye.  
 15 (Motion made, seconded and passed unanimously)  
 16 **CHAIRMAN McCUSKER:** Okay. We'll see you next  
 17 time. Thank you, everybody. Good job.  
 18 (4:04 p.m.)  
 19  
 20  
 21  
 22  
 23  
 24  
 25

	<b>above (1)</b> 12:13	<b>additions (1)</b> 29:22	18:15;21:20;23:14; 24:16,22	24:16;25:1;26:18;29:1; 30:24;38:18
<b>\$</b>	<b>Absolutely (1)</b> 26:14	<b>address (1)</b> 81:2	<b>Alfie (2)</b> 15:4;38:11	<b>analogy (1)</b> 11:22
<b>\$1,998,171 (1)</b> 49:10	<b>absurdity (1)</b> 49:3	<b>adds (1)</b> 79:12	<b>align (1)</b> 53:5	<b>analysis (4)</b> 82:2,4,6,19
<b>\$1.2 (2)</b> 27:23;33:7	<b>abundant (1)</b> 30:1	<b>adjacent (2)</b> 17:20;30:6	<b>Allan (5)</b> 13:11,15;15:4;38:11; 39:12	<b>ancillary (1)</b> 33:10
<b>\$1.3 (1)</b> 9:13	<b>accelerate (2)</b> 48:5;49:15	<b>adjective (1)</b> 77:19	<b>Allegiance (3)</b> 3:4,10,11	<b>animation (1)</b> 21:9
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