

In The Matter Of:

*Rio Nuevo
Board Meeting*

June 28, 2020

July 28, 2020

Kathy Fink & Associates

2819 E 22nd St

Tucson, AZ 85713

520/624/8644



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1 NUEVO MULTIPURPOSE FACILITIES DISTRICT

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10 BOARD MEETING

11 Tucson, Arizona

12 July 28, 2020

13 2:08 p.m.

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21 REPORTED BY:

22 Thomas A. Woppert, RPR

23 AZ CCR No. 50476

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1 **BOARD MEMBERS PRESENT:**

2 Fletcher McCusker, Chair

3 Mark Irvin, Secretary

4 Jannie Cox

5 Edmund Marquez

6 Jeff Hill

7

8 **ALSO PRESENT:**

9 Brandi Haga-Blackman, Operations Administrator

10 Mark Collins, Board Counsel

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12

13 BE IT REMEMBERED that a meeting of the Board of

14 Directors of the Rio Nuevo Multipurpose Facilities

15 District was held via ZOOM, in the City of Tucson, State

16 of Arizona, before THOMAS A. WOPPERT, RPR, Certified

17 Reporter No. 50476, on the 28th day of July 2020,

18 commencing at the hour of 2:08 p.m.

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1 **CHAIRMAN McCUSKER:** Good afternoon, everyone.

2 I'm going to call this meeting to order. It's 2:08

3 official Rio Nuevo time.

4 So, Brandi, do we have a flag to recite the

5 pledge? If not, Jannie found one in her yard.

6 **MS. COX:** I've got one.

7 Oh, no, we've got one. Okay.

8 **CHAIRMAN McCUSKER:** So I guess I'm stuck

9 leading the pledge, so if you'll rise, we will recite the

10 pledge.

11 (Pledge of Allegiance)

12 **CHAIRMAN McCUSKER:** Thank you for that.

13 Brandi, call the roll.

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

15 **MS. COX:** Here.

16 **MS. HAGA-BLACKMAN:** Edmund Marquez.

17 **MR. MARQUEZ:** Here.

18 **MS. HAGA-BLACKMAN:** Jeffrey Hill.

19 **MR. HILL:** Here.

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

21 **MR. IRVIN:** Here.

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

23 **CHAIRMAN McCUSKER:** I'm here.

24 We are present and accounted for minus

25 Mr. Sheafe, which I understand from Mr. Collins is a few

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1 minutes late.

2 We do have a quorum, so let's quickly get to

3 the board minutes. And you have a copy of the transcript

4 on the last meeting, the June 30th meeting. They are

5 verbatim unless you have a change, question or a comment.

6 **MR. MARQUEZ:** I move to approve.

7 **MS. COX:** I can barely hear you, Fletcher.

8 **CHAIRMAN McCUSKER:** You can barely hear me. I

9 can turn my mic up. I think Edmund made a motion to

10 approve the minutes.

11 **MR. IRVIN:** Second.

12 **CHAIRMAN McCUSKER:** All in favor say aye.

13 (Motion made, seconded and approved unanimously)

14 **CHAIRMAN McCUSKER:** Thank you.

15 On our agenda today both in the executive

16 session and in the public session is an item that we've

17 identified as the music hall lot. I think you all know

18 we've been working on this for literally years, long prior

19 to the current mayor's involvement, and have been

20 challenged trying to get title to this particular property

21 to enhance the music hall site, to build a new garage and

22 to enable the private hotel immediately north of us.

23 So the mayor and I have spent way too many

24 hours together working on these and other issues. I can

25 tell you that the city council approved our proposal

1 unanimously in their last meeting, so we invited Her
2 Honor, the mayor herself, to talk to us about the idea for
3 this lot, and then we will take our typical motion to
4 adjourn to executive session.

5 **MR. HILL:** Recess.

6 **CHAIRMAN McCUSKER:** So in the eight years that
7 I've been on the board, I don't recall a sitting mayor
8 ever joining a Rio Nuevo meeting, so welcome.

9 Was that Mr. Hill that had a comment or
10 question? I heard somebody --

11 **MR. HILL:** Recess. Recess, not adjourn.

12 **CHAIRMAN McCUSKER:** Recess. Thank you, sir.
13 These are parliamentary.

14 So without further ado, Regina, thank you very
15 much and we look forward to your comments.

16 **MAYOR ROMERO:** Thank you, Fletcher, for
17 inviting me. I really appreciate it. Actually my intent
18 when I was sworn in as mayor was to as quickly as possible
19 come and join you all and have a conversation with you
20 all. And, as we all know, I was trying to, you know, walk
21 into the mayor's office and -- and, you know, work on
22 logistics of putting a team together and putting logistics
23 together, and then we were hit with this pandemic and the
24 last few months have been one thing after the other.

25 I don't think any mayor in the history of the

1 you all hear it in your executive session and come out
2 hopefully also supporting the proposal will we be able to
3 announce it as our partnership together. It took some
4 time to get there, but I feel that it is something that we
5 can all partner on and move forward with.

6 And, as Fletcher said, it was approved
7 unanimously by my colleagues on the council and I, so as
8 you walk in there, just keep that in mind, that if there
9 is any change from what you walk in in the proposal, we
10 will have to go back to mayor and council and we'll take
11 some additional time. So hopefully we're all on the same
12 page and out of today we can walk out in partnership and
13 announce to the community the partnership that we continue
14 to have as Rio Nuevo and the city of Tucson.

15 So with that, I hope this is something we can
16 continuously do. Whenever you all want to invite me to
17 your meetings, I can make myself available. I'm a little
18 surprised that my predecessor, Mayor Rothschild, wasn't
19 here with you, but I'm -- I'm -- I have a little bit of a
20 different style in terms of hands on and relationship
21 building face to face. Even though this is virtual face
22 to face, I'm more than happy to -- to develop that
23 relationship with you all.

24 The relationship between Rio Nuevo and the city
25 of Tucson is extremely important, especially, you know,

1 city of Tucson has had to deal with so many issues in the
2 first year of their service to our community, but I have a
3 full team now and we are really trying to -- to deal with
4 the COVID 19 pandemic in partnership with Pima County and
5 other cities and towns across Southern Arizona and
6 throughout Arizona, and so I think we've got some handle
7 on that. And yes, Fletcher is correct, we've spent way
8 too many hours.

9 I think they've been fun, Fletcher. They've
10 been fun for me.

11 **CHAIRMAN McCUSKER:** Yeah, okay. There you go.

12 **MAYOR ROMERO:** And -- but we've -- we've --
13 we've both walked in -- I've walked into the mayor's seat.
14 I've known many of you as -- in my role as council member
15 and now as mayor. I wanted to make sure that I came to
16 you all and to talk to you about what I believe is a
17 partnership between the city of Tucson and Rio Nuevo and
18 how important I think it is. And so I'm sorry I have not
19 been here before, but, as you well know, we've been
20 dealing with a few -- just a few things on our agenda.

21 What you have in front of you today is a
22 proposal that -- that I put in front of Fletcher. We
23 talked about it thoroughly and I cannot go into the
24 details because this was a discussion that was had in
25 executive session between mayor and council, and not until

1 what we have in front of us. We have a pandemic that we
2 have never dealt with before that has hit our small
3 businesses and our economy and will continue to hurt our
4 economy in a big way. So now more than ever, the
5 relationship between Rio Nuevo and the city of Tucson
6 becomes even more important, because really our -- our
7 mission is to work for the benefit of our community. And
8 that community whether it's in the district or not is --
9 it's something that we all share.

10 So I don't want to delay you into your
11 executive session, but I do hope that just as my
12 colleagues from the council approved this proposal
13 unanimously, I hope that you will, too.

14 And I also -- the last thing that I'd like to
15 do is thank you for the investment in -- in our small
16 businesses, the investment in our infrastructure and the
17 investment that you've all done in -- in the success of
18 our economy before. And I hope that we continue in that
19 direction for at least the years that I have to serve my
20 community as mayor of Tucson.

21 **CHAIRMAN McCUSKER:** Madam Mayor, thank you very
22 much. You know, the one thing I can for certain
23 personally attest to is the commitment that you have not
24 only to our survival but the opportunities we have to
25 thrive. And, of course, Rio Nuevo's mostly about economic

1 development. We're having real opportunities in spite of
 2 the pandemic to continue to advance our downtown and I
 3 know that you agree with that balance. So we're grateful
 4 for your appearance today and you have a standing
 5 invitation, Your Honor, so we hope to see you again. And
 6 we will get back to you posthaste on today's agenda items.
 7 **MAYOR ROMERO:** Fletcher, I'm going to jump off
 8 from the meeting, but Elaine Becherer, my chief of staff,
 9 will stay with you all through the meeting. If you all
 10 have any questions at all, Elaine I'm sure can answer your
 11 questions. But I want to thank you all again. Thank you
 12 for your hard work. I'm looking forward to a good
 13 partnership and a strong partnership as we move forward.
 14 So thank you so much for inviting me and allowing me to
 15 speak with you.
 16 **CHAIRMAN McCUSKER:** Thank you. Thank you very
 17 much.
 18 **MAYOR ROMERO:** Thank you, Fletcher. Take care.
 19 **CHAIRMAN McCUSKER:** With that, I will entertain
 20 a motion to recess to executive session.
 21 **MR. MARQUEZ:** So moved.
 22 **CHAIRMAN McCUSKER:** Edmund made a motion to
 23 recess. Do I hear a second?
 24 **MS. COX:** Second.
 25 **CHAIRMAN McCUSKER:** All in favor say aye.

1 (Motion made, seconded and passed unanimously)
 2 **CHAIRMAN McCUSKER:** Okay. And you should have
 3 instructions from Brandi. We have to go to another link,
 4 so leave this meeting, click on the executive session link
 5 and we'll see you on the other side.
 6 (Recess)
 7 **CHAIRMAN McCUSKER:** I need a motion to
 8 reconvene.
 9 **MR. IRVIN:** So moved.
 10 **MR. MARQUEZ:** Second.
 11 **CHAIRMAN McCUSKER:** All in favor say aye.
 12 (Motion made, seconded and passed unanimously)
 13 **CHAIRMAN McCUSKER:** Okay. So we're back in the
 14 public session. Thank you for your patience. We have
 15 about 60 participants.
 16 As you can tell from our executive session
 17 agenda, we had a number of items to discuss with our
 18 attorney. And I want to move quickly to those agenda
 19 items, but just quickly from the chairman's seat, this is
 20 a remarkable time for this board, for this city, for our
 21 elected leaders. None of us have ever seen or been
 22 prepared for anything like this. And for Rio Nuevo, it's
 23 truly schizophrenic. We have never seen projects of the
 24 scale that we are currently engaged with in and around
 25 Tucson's core and it has to give you some real optimism

1 about how outsiders view this city's future.
 2 The Bautista closed last week, just silently
 3 closed the deal. This is funded by a Salt Lake City
 4 opportunity zone fund. It's a 72 million-dollar project
 5 on the west side of the Santa Cruz in the middle of a
 6 pandemic, residential, retail, restaurant, food and
 7 beverage, you know, a river walk. It's just an amazing
 8 project.
 9 Now, the important thing to remember, this is
 10 not government money that's standing up these projects.
 11 These are private sector developers with private lenders
 12 and Rio Nuevo is putting in a very small amount of cash
 13 and typically some tax rebates to enable these projects,
 14 but without these private sector lenders, all of this
 15 would be dead. And what's astonishing to me is the level
 16 of interest and commitment that still exists for this
 17 community's future.
 18 By the way, the city council approved the One
 19 South Church project that's going to convert the One South
 20 Church property to a luxury hotel. That's approved now by
 21 both Rio Nuevo and the city of Tucson. Again, that's
 22 outside money. We're not putting up any cash for that.
 23 The Doubletree is on track. The buildings in
 24 Cathedral Square are tracking and our renovation of the
 25 TCC continues to stay on schedule and on budget.

1 We're going to hear later today about the 75
 2 East Broadway project, which is, you know, a 100 million
 3 dollar plus project. But, you know, while we're trying to
 4 survive -- and our restaurants, I think, will tell you to
 5 a person the struggle they're having just keeping their
 6 doors open.
 7 People are expressing unbelievable confidence
 8 in the future of the city of Tucson. And that's the
 9 balance, I think, we're trying to maintain here at Rio
 10 Nuevo, how do we help our merchants survive, at the same
 11 time, how do we keep some focus on economic development so
 12 that when we come out of this pandemic, Tucson is viewed
 13 as the city of the future. And I think all that is
 14 happening and it's really creating unbelievable stress and
 15 opportunities for all of us on Rio Nuevo.
 16 You're going to see that in our agenda today.
 17 We're talking about things that help our merchants
 18 survive, we're talking about huge projects as we go
 19 forward, and we're going to talk about cash.
 20 So with that, Dan, if you would give us your
 21 financial report update.
 22 **MR. MEYERS:** All right. Can you hear me okay?
 23 **MR. MARQUEZ:** Yep.
 24 **MR. MEYERS:** Okay. Wow, this has been crazy
 25 going through this stuff and trying to analyze what's

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1 going on with our TIF revenues.
2 Anyway, at the end of June, and I think we
3 talked about this at the last meeting when our budget was
4 approved, we've got about \$6.2 million in the bank as of
5 June 30th. Some good news is that we somewhat
6 unexpectedly got almost \$700,000 in TIF revenue from May
7 primarily due to some amendments and strong -- some strong
8 retail and construction. So, like I said, we had kind of
9 projected no income for May and we got 700,000.
10 If we go back, I looked at 2019's numbers and
11 2020. I see some interesting things. Restaurants was
12 about 60 percent of last year and retail was about 77
13 percent of last year, so I think that's up a little bit
14 from what we we're anticipating. But, in any event,
15 that's good news. You know, the other parts of our TIF
16 revenue are such that the little swings in those don't
17 make any difference, but clearly restaurants, bars, retail
18 and construction makes up the bulk of our revenue.
19 You'll see the list further down the sheet of
20 our projects that we've got on our books. The total
21 amount of those is about 6.3 million; however, a bunch of
22 those have been deferred. We don't know when they're
23 going to come about, but we anticipate that happening
24 outside of one year, so we've really only got a
25 million dollars or so of outflow on projects for the next

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1 year unless some of these deferrals get moved up a little
2 bit.
3 We did get some other good news as far as
4 the -- we get a surcharge on hockey tickets. I just found
5 out a couple days ago we're going to get \$160,000 for this
6 last year. 80 of that is restricted and will go into a
7 reserve account for improvements for hockey at the TCC,
8 but that will give us about \$80,000 of extra cash.
9 **MR. IRVIN:** What's our current balance in the,
10 quote, hockey account? I know that we had some dough in
11 there that we didn't spend. Where are we right now?
12 **MR. MEYERS:** There's 320 in there now, so it
13 will be close to \$400,000 once that money gets moved into
14 there.
15 **MR. IRVIN:** It's my understanding, Fletcher and
16 Mr. Collins, if you could chime in here, that that's money
17 that needs to be spent inside -- is it the TCC arena or is
18 it specific -- excuse me, specific to the arena if I
19 recall.
20 **MR. COLLINS:** I believe that's right,
21 Mr. Irvin.
22 **CHAIRMAN McCUSKER:** It was directed at hockey
23 improvements, but I think anything we do in the arena
24 would improve the hockey venue, so I think, you know, to
25 the extent we plan on doing anything in the arena, we

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1 could use that money for those purposes.
2 **MR. MARQUEZ:** In the last meeting, we had a
3 discussion about adding, I think, a second door to one of
4 the dashers for the -- for the football team. I don't
5 know if we've approved that or just discussed it.
6 **CHAIRMAN McCUSKER:** Right now, there's no
7 construction or improvements planned for the arena, so we
8 could visit with our project management team and talk
9 about things we could use this money for inside the arena.
10 **MR. MARQUEZ:** That would be great.
11 **MR. MEYERS:** Just to refresh your memory, our
12 projections for TIF revenue for the next fiscal year, you
13 know, i just kind of took a stab in the dark, we
14 anticipated \$10 million, so we'll be very excited to see
15 what happens with our June collections. We'll wrap up
16 this -- this last fiscal year and then see what happens
17 from there.
18 Our audit was started last Friday and we're
19 going to discuss more to do and they're going to come back
20 out on August 24. We're getting our TIF revenues sooner
21 than we have been, so we think we can have the audit done
22 very close to September 15th this year, which is at least
23 a month ahead of time. But we're getting very good
24 information from the state, which helps.
25 And one more thing. We've spent about

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1 \$9 million at the TCC for the renovation as of the end of
2 July. I just reconciled that today and we made a request
3 for the cash for July's expenditures.
4 Does anybody have any questions?
5 **MR. IRVIN:** Nice job, Dan, trying to put
6 together something where I know all of us are still trying
7 to figure out -- we know where our expenses are. We're
8 trying to figure out where that doggone income is, so
9 great job. Thank you.
10 **CHAIRMAN McCUSKER:** We're about a million seven
11 ahead of where we thought we were going to be. And I
12 think that's due in a large part, Dan, to you and Brandi's
13 work chasing down amendments and construction sales tax.
14 Keep it up. I mean, this is all upside surprises for us,
15 so thanks for that.
16 **MR. MEYERS:** Yeah. We're excited for more
17 amendments to come in. We kind of track them down every
18 now and then, so we are -- Brandi and I are trying to do
19 our best to stay on top of that.
20 **CHAIRMAN McCUSKER:** Any other questions for
21 Dan?
22 (No oral response)
23 **CHAIRMAN McCUSKER:** Dan, thanks again.
24 The first item on the agenda is the music hall
25 parking lot. Just a quick refresher for the public

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1 regarding this lot.
2 This is the parking lot immediately west of the
3 Tucson Convention Center music hall. It currently belongs
4 to the city of Tucson. Rio Nuevo's been negotiating for
5 some time to acquire this lot to do a couple of things
6 with them. One is to build a large garage that would
7 serve that section of the renovated TCC. And, frankly,
8 we've not been able to do that with the city.
9 Mayor Romero was on earlier and has presented
10 us a proposal that she's personally been involved with
11 that has been approved by the city council that we
12 reviewed in our executive session, and I must say
13 generally we're very pleased with the progress the city
14 has made. And thank you to the mayor and everyone else
15 that was involved in this negotiation.
16 So I think we need a motion, Mr. Collins, to
17 advance the conversation that we had in exec.
18 **MR. COLLINS:** I agree with you, Mr. Chairman.
19 You do need a motion to instruct the executive officers
20 and me to work with the city attorney and their folks to
21 put together the agreements necessary to transfer title of
22 that property to the district on the terms that have been
23 discussed.
24 **MR. IRVIN:** I'll accept that as -- that
25 wonderful oratory as my motion to move forward.

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1 **MR. MARQUEZ:** I'll second that.
2 **CHAIRMAN McCUSKER:** And just to be clear, these
3 are on the terms that were presented to us by the city of
4 Tucson, so --
5 **MR. IRVIN:** Fletcher, if I might, just an
6 editorial comment.
7 This is really the last piece that we have
8 needed to get done in order to finish our vision for the
9 Tucson Convention Center. And exactly how large that
10 garage is going to be, you know, we know how -- we know
11 it's going to at least be a certain size, or hope it is,
12 and it's going to have a chance to grow. This will now
13 allow us the opportunity to go and study that and work
14 with the architect to see how we utilize the various
15 components the best possible way to add an enhancement to
16 the TCC.
17 So I just wanted to make that little editorial
18 comment. And it's nice to see this come around in a
19 really positive manner.
20 **MR. MARQUEZ:** This deal has been a long time
21 coming, I think just even relationship-wise between Rio
22 Nuevo and the city of Tucson. I loved that Mayor Romero
23 attended the beginning of our meeting. And this is a
24 great first step and I'm excited about the partnership as
25 we move forward with the city. This is great. This

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1 deal's been in discussions for a long time, so great first
2 step for her -- her mayorship.
3 **CHAIRMAN McCUSKER:** Thank you for that.
4 So we have a motion and a second to advance the
5 conversation and the agreement as presented to us by the
6 city. All in favor say aye.
7 (Motion made, seconded and passed unanimously)
8 **CHAIRMAN McCUSKER:** Thank you for that. And,
9 again, thank you to the mayor and everyone on the city's
10 side for advancing this.
11 A couple more items on the TCC. You've
12 probably seen in the media coverage or been paying
13 attention to the current spike in COVID 19 cases. The
14 state has approached us and the city of Tucson about using
15 the Tucson Convention Center as what the state calls an
16 alternative care site. Basically it would be converted by
17 the Army Corps of Engineers to a low-intensity COVID 19
18 treatment facility in the event the state needs the
19 additional beds.
20 The good news there is that they may not need
21 the additional beds. We're beginning to see evidence even
22 in the last few days that the curve may be flattening and
23 the number of ICU beds available may improve. But we've
24 seen this virus at its worst and it does tend to spike, so
25 what we would like to do is basically discuss this

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1 conceptually.
2 Are we, the owners of that facility, willing to
3 allow the state to use it in the event that they need to
4 for continued COVID 19 emergencies. So all we're looking
5 for today is basically our approval, and then we would
6 instruct our counsel to work with the state and the city
7 to finalize an agreement in the event the state needs it.
8 **MR. IRVIN:** Mr. Chairman, first of all, I just
9 think that the report that the U.S. Army Corps of
10 Engineers put together was very eye opening and it just
11 shows you, you know, that our government does have the
12 ability to do some really positive things in a really
13 difficult and tough time.
14 You know, I think subject to some of the
15 operational issues that I have voiced previously about,
16 you know, as an example, our HVAC system and, you know,
17 how do we make that stand alone and not impact our
18 building overall. I think it's important and I don't
19 think it's going to be any issue at all.
20 So I think just, you know, if we're looking for
21 just a motion to move forward subject to working out all
22 the details, I'd like to make a motion that the board
23 authorize this to move forward subject to the executive
24 officers and counsel addressing their concerns on a number
25 of operational issues when that time presents itself.

1 MS. COX: Second.
2 CHAIRMAN McCUSKER: All right. We have a
3 motion and a second to make the TCC available to the state
4 in the event that they need it. And Mr. Collins will be
5 assigned to working out those agreements with the state
6 and the city. All those in favor say aye.

7 (Motion made, seconded and passed unanimously)

8 CHAIRMAN McCUSKER: Okay. The last item on the
9 TCC, I think this kind of took care of itself earlier, at
10 the last meeting, Mr. Irvin asked that we hold off on the
11 hiring of the architect for the music hall and made that
12 subject to us having a deal arranged on the music hall
13 parking lot. Obviously now we have that in motion, so the
14 question then is do we want to authorize the retention of
15 the architect that was tabled from the last meeting.

16 MR. IRVIN: Mr. Chairman, I -- since I'm the
17 one that asked for that to be tabled, I'd like to make a
18 motion that we move forward with that agreement. I don't
19 know if we need to have our development team come in and
20 refresh our memories. I thought he did a great job last
21 time explaining that and putting good talent in front of
22 us. I think our only concern was, you know, it's kind of
23 hard to plan on anything when you don't actually have
24 something.

25 So with that being removed, I don't have any

1 concerns and I would actually make a motion that, you
2 know, we move forward with the architects as presented and
3 tabled at the last meeting.

4 MR. MARQUEZ: Second since I seconded your
5 table.

6 MR. IRVIN: You did.

7 CHAIRMAN McCUSKER: That was a 126,000 dollar
8 item that we deferred, so that would be -- that approval
9 would be granted and allow the project manager to go
10 forward hiring the architect for the music hall. So we
11 can do a voice vote here as well. All in an favor say
12 aye.

13 (Motion made, seconded and passed unanimously)

14 CHAIRMAN McCUSKER: Okay. Then item 10 is an
15 update on 75 East Broadway. I saw Marcel on earlier.
16 Hopefully he has presenter credentials.

17 Sam, if we can get Marcel plugged in and get an
18 update on 75 East Broadway.

19 MR. DABDOUB: Mr. Chairman, members of the
20 board --

21 Can you hear me?

22 CHAIRMAN McCUSKER: If you can turn up your
23 volume.

24 MR. DABDOUB: One second.

25 Is that better?

1 CHAIRMAN McCUSKER: That's better.

2 THE WITNESS: Okay. Thank you again for your
3 support and patience as we continue to move forward.
4 (Discussion off the record)

5 CHAIRMAN McCUSKER: Go ahead, Marcel.

6 MR. DABDOUB: Okay. Thank you. So where we
7 are right now is we have -- we're finalizing the funding
8 for the assessments -- for the assessment portion of the
9 capitalization, which is roughly about 20 percent of the
10 stack. The other 80 percent has been committed. We're
11 just -- we're just finalizing the assessment agreement to
12 have that assessment loan funded, which would then trigger
13 the equity contributions from Lord Capital totaling up to
14 \$110 million, which is still -- the estimated development
15 budget is \$107 million.

16 So we've been -- we've been corresponding
17 closely -- working closely with Mark Collins on -- on that
18 last piece of the capital stack. And Lord Capital, which
19 is the financial institution that will be funding that
20 portion of the capital stack has preliminarily reviewed
21 the edits to the assessment agreement and has not seen any
22 substantive surprises, so we expect to get their comments
23 back to Mark Collins within this week.

24 CHAIRMAN McCUSKER: Marcel, thanks. You know,
25 continued success to you guys. This will be an

1 extraordinary opportunity, particularly at this time.

2 Mr. Collins, I do think the extension we have
3 granted is going to run out the end of this month, so at a
4 minimum, we should talk about giving the developer some
5 additional time.

6 MR. COLLINS: Mr. Chairman, I concur with that.
7 At least another 30 days would be appropriate it seems to
8 me.

9 MR. IRVIN: You know, I concur with that as
10 well. We've got a lot of time and energy in this, but at
11 some point in time, we've got to pull the -- pull the
12 trigger. I'd like to make a motion that we extend the
13 time until our next board meeting to give them at least a
14 30-day extension. I'm not sure exactly when our next
15 board meeting is next month, that date, but give them an
16 extension through the next board meeting and bring them in
17 at that point in time and hopefully wrap up whatever last
18 issues may exist.

19 MR. MARQUEZ: Second.

20 CHAIRMAN McCUSKER: Marcel, does that give you
21 enough time, 30 days?

22 MR. DABDOUB: I -- I hope so. Unfortunately --
23 I mean, we're ready to hit the ground running, but we're
24 just -- that last piece of the capital stack is
25 something -- it's a new form of financing that, you know,

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1 we -- I wish I could give you a definitive timeline for
2 that. We -- we have always been projecting to have that
3 piece concluded by the end of August, and I really hope
4 that's able -- you know, we will stay within that --
5 within that schedule.

6 And just so you know, we have started making
7 some improvements -- some utility improvements along the
8 alley because we started to basically redevelop the
9 properties along Congress. And that redevelopment has
10 required us to make certain investments in public utility
11 infrastructure on that block, so we are spending money
12 based on 75 Broadway being part of the equation. You
13 know, if --

14 And I say that just to give you some assurance
15 that we -- there is money being spent and we really expect
16 and hope that this will -- that this will be moving
17 forward.

18 **MR. MARQUEZ:** That's an important deal. I'm
19 guessing if we get to August and you don't have it done,
20 we can always extend it another 30 days, but this keeps us
21 agile with our timeline.

22 **MR. IRVIN:** We also obviously have the county
23 that needs to weight in on all these things.

24 Marcel, is there anything relative to any of
25 the agreements like with Dunn or any of those folks? Is

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1 that all taken care of and out of the way? Is there any
2 other -- with the exception of this issue, are there any
3 other issues that we need to be prepared to be thinking
4 about now or is this our last hurdle?

5 **MR. DABDOUB:** This is the last hurdle. The
6 agreement with -- with J.E. Dunn has basically continued
7 to be extended. At the end of the day, they're just
8 looking for reimbursement. And the only way to get a
9 reimbursement of some of the costs that they've put into
10 the project is -- is through that assignment. So -- so
11 really we've just been picking up the speed and, you know,
12 we have the right to close on the assignment. We just
13 need to pay them a 250,000-dollar fee and the closing of
14 that assignment would occur from the first capital
15 contribution from Lord Capital.

16 **MR. IRVIN:** Fletcher, I'm fine with my motion.
17 It sounds like it embodied what -- what Marcel and
18 (inaudible) to get things passed. I think Edmund seconded
19 it, so --

20 **CHAIRMAN McCUSKER:** We have a motion and a
21 second to give the developers an extension until the next
22 Rio Nuevo meeting in August. All in favor say aye.
23 (Motion made, seconded and passed unanimously)

24 **CHAIRMAN McCUSKER:** All right. Marcel, good
25 luck. Continued success to you and make sure you keep us

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1 posted.

2 **MR. DABDOUB:** We will. Thanks for your
3 patience again.

4 **CHAIRMAN McCUSKER:** Item 11, you saw Dan's
5 financial report. Two months ago, we pretty much deferred
6 anything that we were working on as we kind of worked our
7 way through the economics of the pandemic. We do have
8 roughly, you know, \$5 million of disposable cash. I'm not
9 saying that, you know, things can't get worse, but two of
10 the projects that we deferred were pretty important to the
11 Sunshine Mile. That's namely Lerua's and Rocco's, you
12 know, so I wanted to -- I offered at the time that we
13 would continue to discuss these on a monthly basis.

14 So given what you've heard about our finances,
15 is there any interest on the board's part to making
16 certain those two projects get reactivated?

17 **MR. IRVIN:** Hey, Fletcher, so just a little
18 editorial comment if I might.

19 You know, we all put these projects on the back
20 burner because of issues beyond our control, you know,
21 i.e., COVID. I think one of the things that we've all
22 been very mindful of is the importance of getting projects
23 back up and operating that we had to table that do what
24 they're supposed to do. That's generate TIF revenues to
25 the district and the state.

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1 So, you know, I know we're still waiting, as an
2 example, on the overlay zone and a couple of things from
3 the city of Tucson, including title on some things from
4 the RTA. And probably the one project that we have that
5 we've already spent a lot of money on in moving stuff
6 around and repositioning and what have you really is
7 the -- you know, the bungalow block. I understand that
8 some of the issues relating to Lerua's and their need to
9 spend cash by a certain time because of imminent domain
10 and stuff is going to get, you know, a little bit of
11 breathing room on that stuff.

12 It seems to me that the project that sans
13 getting the overlay zone worked out is the one project
14 that, you know, really is kind of keyed up and has already
15 got a lot of energy being placed upon it by you and Jannie
16 is really the bungalow block. So I'd like to see us, you
17 know, at least -- since that project seems to be the
18 furthest along, I'd like to see us, you know, kind of kick
19 that project off, you know, initially.

20 And, again, I'm not -- I'm not trying to take
21 anything away from Lerua's or from Rocco's because those
22 are really important for the other two developments, just
23 that this project is a lot further along right now and I
24 think a little easier to kind of tackle given the current
25 situation, so I'd like to see us personally focus right

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1 now on the bungalow block.
2 **CHAIRMAN McCUSKER:** So in Mr. Irvin's wisdom,
3 he's combined the two agenda items, which is probably
4 appropriate. We're discussing whether or not we want to
5 reactivate some of the deferred items, namely Lerua's and
6 Rocco's. We also have always discussed the opportunity to
7 seek development partners for the so-called bungalow
8 block.
9 And if you've been by that section of Broadway
10 lately, it's really quite remarkable what's occurring
11 there, which is entirely a Rio Nuevo effort. The
12 bungalows have been moved out of the right-of-way or they
13 would have been demolished. They've been moved back to
14 their exact proximity to the street and to each other and
15 we're doing the repairs on the exterior facades of those
16 facilities.
17 We've always been interested to see who else
18 would be interested in this project. What Mark is talking
19 about is do we want to go ahead and activate the request
20 for proposals or request for qualifications for the
21 Sunshine Mile or for the bungalow section of the Sunshine
22 Mile.
23 The other two items on the agenda are Lerua's
24 and Rocco's. There's no real money involved in seeking a
25 development partner for the bungalows. There's about a

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1 million dollars involved if we were to today reactivate
2 the two restaurants.
3 **MR. MARQUEZ:** So back to item number 11, and I
4 appreciate where Mark -- I agree with him. As you
5 mentioned, Fletcher, Lerua's does have a timeline that
6 we're up against. I agree with putting back Lerua's and
7 Rocco's, who are sales tax generating businesses which are
8 dear to our heart.
9 I personally think it's -- I'm not -- I don't
10 own a restaurant, but I'd have to think right now is the
11 perfect time to activate -- or reactivate Lerua's and
12 Rocco's because of the construction, which is mid swing,
13 on Broadway and also for the fact that COVID's here now.
14 It's actually the opportune time to disrupt a restaurant
15 because they're not in high season by any means. So I
16 would like to move that we reactivate Lerua's and Rocco's
17 immediately.
18 **MR. IRVIN:** So I guess -- I guess a question.
19 You know, as I understand, you know --
20 Well, first of all, all of us -- you said it
21 well. We all want to figure out a way to get all three of
22 these projects back up and operating. I'm just not sure
23 that, you know, we have enough cash on hand right now to
24 kick off all three of those. You know, I -- I can't speak
25 for Lerua's, but I know that Rocco is ready to go, but he

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1 also realizes the situation and realizes that, you know,
2 he needs to be patient. So I'm comfortable with Rocco's
3 and I think Lerua's is probably, you know, in the same
4 situation.
5 And, again, we don't even have title to some of
6 those things yet, although I know they are coming, so, you
7 know, to me the reason I am looking at, you know, the
8 bungalow block with such earnest is, you know, not to, you
9 know, pick a winner or loser, but that project is so much
10 further along than anything else that we're doing on the
11 Broadway corridor.
12 **MR. MARQUEZ:** And I'm all in on activating the
13 bungalows with an RFP, but to Fletcher's point, it doesn't
14 like cost us any money right now to put out the RFP. And
15 in regards to Rocco's and Lerua's, even by
16 reactivating it, Rocco's is holding off because we have to
17 cut -- as you know, cut the checks next week. We just
18 simply put the project back in play and the \$500,000 to
19 Rocco's is available.
20 **MR. IRVIN:** So, you know, if we did go out with
21 a RFP or an RFQ, we would at least at that point in time
22 be prepared to kind of be able to make some of these
23 decisions. So, you know, I -- I don't want to pick a
24 winner and loser. I already mentioned the bungalow block
25 is further ahead, but I do think we should with all three

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1 of these projects go ahead and start that process.
2 **CHAIRMAN McCUSKER:** So Edmund has a motion on
3 the floor. I didn't hear a second, but he did make a
4 motion to reactivate, which basically is moving the money
5 from the deferred column back into the active column of
6 the budget. It doesn't remove any of the projects. It
7 just, you know, eliminates their deferral, but I did not
8 hear a second.
9 **MS. COX:** Second.
10 **CHAIRMAN McCUSKER:** All right.
11 **MR. IRVIN:** Edmund, can you restate your
12 motion, please?
13 **MR. MARQUEZ:** I move that we reactivate Lerua's
14 and Rocco's deal.
15 **MR. IRVIN:** And how does that also tie in with
16 the bungalow block? Are you accepting that?
17 **MR. MARQUEZ:** Well, the bungalow block --
18 **MR. IRVIN:** It's a separate item. I'm blending
19 them all because they're all three -- I'm fine.
20 **MR. MARQUEZ:** We're on the same page. I'm just
21 trying to --
22 **MR. IRVIN:** Got it. Thank you.
23 **CHAIRMAN McCUSKER:** We have a motion and second
24 to reactivate the Lerua's and Rocco's projects. That's
25 combined a million dollars, which we would basically move

1 from the deferred column of our budget back to the active
2 column and engage with those restaurant owners on their
3 projects.

4 So, Brandi, let's do a roll call.

5 **MS. HAGA-BLACKMAN:** Edmund Marquez.

6 **MR. MARQUEZ:** Aye.

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

8 **MR. IRVIN:** Aye.

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

10 **MS. COX:** Aye.

11 **MS. HAGA-BLACKMAN:** Fletcher McCusker?

12 **CHAIRMAN McCUSKER:** Aye.

13 So that passes by four to zero and we'll be in
14 touch with those restaurateurs, Dan, so if you would make
15 a note of that. That's not committed cash on your
16 financial report.

17 And then finally the item that you jumped ahead
18 on, the Sunshine Mile, is do we want to go ahead and
19 instruct our attorney to release a request for proposals
20 on prospective development partners for any or all of the
21 Sunshine Mile or the bungalow block.

22 As Mark indicated, the only place we really
23 could do that today is probably on the bungalow block.

24 **MR. IRVIN:** I'd like to make a motion that we
25 go forward and do exactly that.

1 **MR. MARQUEZ:** Happy birthday. Second.

2 **MS. COX:** Second.

3 **CHAIRMAN McCUSKER:** You're out of order. Both
4 of you are out of order.

5 We have a motion and a second to adjourn. All
6 in favor say aye.

7 (Motion, made, seconded and passed unanimously)

8 **CHAIRMAN McCUSKER:** Thanks again, everybody.

9 See you next month.

10 (3:51 p.m.)

1 **MR. MARQUEZ:** I'll second that.

2 **CHAIRMAN McCUSKER:** The motion would be to
3 authorize counsel to prepare an RFP or RFQ.

4 Does it matter, Collins, what we call it?

5 **MR. COLLINS:** For the purposes of this motion,
6 no. I'm going to suggest to you that my recommendation is
7 it be an RFQ.

8 **CHAIRMAN McCUSKER:** Okay. So we would instruct
9 counsel to release a request for qualifications for
10 potential development partners for the bungalow block.

11 Brandi, let's do a roll-call.

12 **MS. HAGA-BLACKMAN:** Edmund Marquez.

13 **MR. MARQUEZ:** Aye.

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

15 **MR. IRVIN:** Aye.

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

17 **MS. COX:** Aye.

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

19 **CHAIRMAN McCUSKER:** Aye.

20 That passes four to zero. That's the last item
21 I have on the agenda. Thank you, everyone, for all your
22 hard work and I will entertain a motion to adjourn.

23 **MR. IRVIN:** Happy belated motion -- excuse me.
24 Happy belated birthday. I'd like to make a motion to
25 adjourn.

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