

In The Matter Of:

Rio Nuevo

Board Meeting

January 27, 2021

Kathy Fink & Associates

2819 E 22nd St

Tucson, AZ 85713

520/624/8644



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Min-U-Script® with Word Index

1 RIO NUEVO MULTIPURPOSE FACILITIES DISTRICT
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 7 BOARD MEETING
 8 Conducted via Zoom Videoconferencing
 9 Tucson, Arizona
 10 January 27, 2021
 11 2:00 p.m.
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 15
 16
 17 **REPORTED BY:**
 18 John Fahrenwald, RPR
 19 Certified Reporter No. 50901
 20
 21
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1 PROCEEDINGS
 2 (2:02 p.m.)
 3 **CHAIRMAN MCCUSKER:** All right. Good afternoon,
 4 everyone. Welcome to Rio Nuevo meeting for January 27th. I
 5 think everyone knows the drill now. We will do the pledge
 6 and roll call and minutes and then we're headed straight to
 7 Executive Session, which we expect will last about an hour.
 8 So if you're logged on now, you're welcome to hang out or
 9 come back somewhere around 3:00. So with that, let's go.
 10 Brandi, do we have a flag to do the pledge toward?
 11 If you would please stand.
 12 (Pledge.)
 13 **CHAIRMAN MCCUSKER:** That was pretty good. Okay,
 14 Brandi. Call the roll. Did we find Mr. Sheafe?
 15 **MS. HAGA-BLACKMAN:** Did we -- his whole system shut
 16 down.
 17 **CHAIRMAN MCCUSKER:** He's had that problem before.
 18 He's lost internet.
 19 **MS. HAGA-BLACKMAN:** Okay.
 20 **CHAIRMAN MCCUSKER:** Go ahead and call the rest.
 21 **MS. HAGA-BLACKMAN:** Mark Irvin.
 22 **MR. IRVIN:** Here.
 23 **MS. HAGA-BLACKMAN:** Jannie Cox.
 24 **MS. COX:** Here.
 25 **MS. HAGA-BLACKMAN:** Edmund Marquez.

1 **BOARD MEMBERS PRESENT:**
 2 Fletcher McCusker, Chair
 3 Chris Sheafe, Treasurer
 4 Mark Irvin, Vice-Chair, Secretary.
 5 Jeffrey Hill
 6 Edmund Marquez
 7 Jannie Cox
 8
 9 **ALSO PRESENT:**
 10 Mark Collins, Board Counsel
 11 Brandi Haga-Blackman, Operations Administrator
 12 Dan Meyers, Chief Financial Officer
 13 * * * *
 14
 15 BE IT REMEMBERED that the meeting of the Board of
 16 Directors of the Rio Nuevo Multipurpose Facilities District
 17 was held virtually via ZOOM, in the City of Tucson, State of
 18 Arizona, before JOHN FAHRENWALD, RPR, Certified Reporter No.
 19 50901, on the 27th day of January, 2021, commencing at the
 20 hour of 2:02 p.m.
 21
 22
 23
 24
 25

1 **MR. MARQUEZ:** Here.
 2 **MS. HAGA-BLACKMAN:** Jeffrey Hill.
 3 **MR. HILL:** Here.
 4 **MS. HAGA-BLACKMAN:** Fletcher McCusker.
 5 **CHAIRMAN MCCUSKER:** I'm here. So hopefully, we can
 6 get Sheafe back on. He can always come in on his cellphone,
 7 Brandi, if you give him maybe the dial-in for exec.
 8 You have the transcribed minutes from the December
 9 15th meeting. They're verbatim. Unless someone has a change
 10 or a comment, I would entertain a motion to approve.
 11 **MS. COX:** So moved.
 12 **MR. MARQUEZ:** Second.
 13 **CHAIRMAN MCCUSKER:** All in favor say "aye."
 14 (Ayes.)
 15 Any opposed, nay?
 16 All right. The minutes have passed. Then, now is the
 17 time we set aside for Executive Session. I would entertain
 18 a motion to recess.
 19 **MS. COX:** So moved.
 20 **MR. MARQUEZ:** Second.
 21 **CHAIRMAN MCCUSKER:** All in favor say "aye."
 22 (Ayes.)
 23 Okay. So we'll see everyone hopefully in just about
 24 an hour from now. Remember to leave this meeting.
 25 (Recess to Executive Session.)

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1 (2:05 p.m. -- 3:12 p.m.)
 2 **CHAIRMAN MCCUSKER:** So okay. We're waiting on Mr.
 3 Hill, but we have a quorum indeed. So I'll entertain a
 4 motion to reconvene.
 5 **MS. COX:** Moved.
 6 **MR. MARQUEZ:** Second.
 7 **CHAIRMAN MCCUSKER:** All in favor say -- all in favor
 8 say "aye."
 9 (Ayes.)
 10 All right. Good afternoon, everyone. Thank you for
 11 your indulgent time. It's a challenge to get through
 12 everything on our agenda with our legal counsel in an hour,
 13 but we're pretty close. I am going to jiggle the agenda a
 14 little bit. The Cadence item, we're going to table. And I
 15 think, Keri, you have a hard stop. So I'm prepared to take
 16 the Sunshine Mile Overlay Zone item first, which will allow
 17 you to do that. I can come back, Dan, and pick up your
 18 financial report after that.
 19 But I think as everyone knows, we're literally days
 20 away from making our presentation to the zoning examiner on
 21 the three-year Sunshine Mile project. It's an extraordinary
 22 team and an extraordinary document. We should be very proud
 23 of Rio Nuevo's work in this. I'll let Keri and Michael
 24 explain it in depth to you.
 25 But to remind everyone, as the Broadway widening

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1 took shape, Rio Nuevo negotiated a triparty agreement with
 2 the RTA and the City of Tucson whereby we will inherit some
 3 40 properties, what they affectionately call remnant
 4 properties, most of them along the north side of Broadway.
 5 And it's always been our intent to re-purpose them as
 6 commercial. Everyone knows we brought in a project for
 7 public spaces early on to help vision this. At some point
 8 in the process, we were debating our own zoning issues for
 9 those multiple block parcels. The City of Tucson invited us
 10 to draft an overlay zone, which is a document that covers
 11 the entire two-mile section.
 12 We were smart enough to retain Keri Silvyn to help
 13 us do that. Michael Becherer has been the project manager
 14 for that. And it literally has taken a couple of years for
 15 us to get a week away from presentation to the zoning
 16 examiner.
 17 It's an extraordinary feat just in terms of the
 18 geography that it covers; but moreover, some of the novel
 19 ideas that you'll see them talk about in this zoning
 20 document -- it's the first time I've seen obtainable housing
 21 incentivized in a zoning document. It's the first time I've
 22 seen multi-modal mobility hubs incentivized. We have
 23 preserved the historical properties within this District and
 24 at the same time encouraged density where appropriate. And
 25 we've had an extraordinary amount of outreach to the

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1 adjacent neighborhoods.
 2 So with that introduction, Keri, Michael, we'll turn
 3 it over to you. And I don't know if you're sharing a screen
 4 or if we have your slides. So, Huna, you can -- Michael, are
 5 you going to share your screen?
 6 **MR. BECHERER:** Yes.
 7 **CHAIRMAN MCCUSKER:** All right. Huna, if you'll make
 8 Michael the host.
 9 **MR. BECHERER:** Yeah. He has already. We're ready to
 10 go.
 11 **CHAIRMAN MCCUSKER:** Rock and roll.
 12 **MR. BECHERER:** Yeah. Thank you, Mr. Chairman and
 13 Board. We appreciate your time today. We'll try to be brief.
 14 I know you have a long agenda. And I know we have Fletcher
 15 and Jannie and Edmund have been involved so they're fairly
 16 up to date on what we're doing. But we want to get the rest
 17 of the Board up to date in terms of kind of where we are and
 18 where we're going.
 19 As Fletcher said, this has been three years -- about
 20 three years now we've been working on this and we've had a
 21 tremendous amount of public outreach. It's taken a little
 22 longer -- I think between the pandemic was one reason it
 23 took us a little longer. But I also think just the public
 24 interest and making sure we were transparent and open with
 25 everyone in terms of what we were doing was important. So

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1 it justified taking a little extra time to make sure we did
 2 this right.
 3 Keri, if you got any -- you want to say anything
 4 before we get started? No. So I'm going to share my screen.
 5 **MS. SILVYN:** Go ahead.
 6 **MR. BECHERER:** All right. There we go. You should
 7 see the Sunshine Mile there. So as -- as Fletcher said, you
 8 know, we have a -- we had a great team on this. We've been
 9 working with -- obviously, Rio Nuevo was the applicant to
 10 the City. What the Sunshine Mile overlay is it's an
 11 optional zoning overlay for the full 2 miles. And we'll show
 12 the battery in a couple of minutes that property owners can
 13 use to redevelop their property.
 14 It has a combination of incentives that include
 15 density -- things like density and parking reduction as long
 16 as requirements in terms of the historic preservation and
 17 design review. And we'll talk through that in a minute. But
 18 we've been working closely with the RTA, with the City of
 19 Tucson. Both the Department of Transportation Mobility and
 20 the Development Services Department have been very involved
 21 in this.
 22 This -- we started this with the Project for Public
 23 Spaces, as Fletcher mentioned. You know, they're a nonprofit
 24 out of New York that really helped us with some of that
 25 initial public outreach and place-making vision -- and I am

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1 with Swaim Associates, and then Keri's office, Lazarus &
 2 Silvyn.
 3 Just briefly, I think most people on the call are
 4 familiar with the Rio Nuevo District boundaries. So the
 5 orange area is the actual TIF District where Rio Nuevo
 6 generates their -- the tax revenue. The -- the three blue
 7 squares are essentially where the three blocks, those 40
 8 properties that Fletcher mentioned, are located. And the red
 9 box is the Sunshine Mile; so it's the 2 miles of Broadway
 10 from Euclid to Country Club.
 11 In addition to -- when Rio Nuevo acquired the three
 12 blocks, in addition to just the zoning issues they were
 13 facing with that, it became pretty evident that that full
 14 two-mile stretch has been underperforming for some time from
 15 a tax revenue standpoint. Simply because the -- the length
 16 of time it's taken to do -- to get the roadway widening
 17 done, there's been a disinvestment in that section, so it
 18 was really -- it made a lot of sense to address the full two
 19 miles, not just the three blocks as a benefit not only to
 20 the community, but ultimately to Rio Nuevo as well.
 21 I'll let Keri talk for a few minutes about the
 22 public engagement.
 23 **MS. SILVYN:** As Michael referenced, the public
 24 engagement has been very extensive. We in fact had to --
 25 when we updated this we had to make it two slides, and

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1 frankly we haven't listed everything we've done. But it
 2 started in 2017, as Michael said, with Project for Public
 3 Spaces. It involved creating a visioning document, looking
 4 at the land use, and community values and workshops. We
 5 created pop-up events. We had an inordinate number of
 6 meetings with all of these neighborhood associations and
 7 other stakeholders. And this is all prior to the drafting
 8 the overlay district ordinance.
 9 And then in spring/summer 2020, worked really hard
 10 on the draft. And Robin Large, from my office, who is a
 11 senior land planner, has been the primary author taking all
 12 of that collective material and putting it into a draft
 13 ordinance. She couldn't be with us today, but she gets a
 14 lot of the kudos for that hard work.
 15 And then late 2020, we really started the -- the
 16 public meetings related to the ordinance. And that's when
 17 the draft of the ordinance went out. A lot of people
 18 commenting, a lot of people continuing to comment. And we
 19 had our -- a December zoning examiner hearing. We were
 20 asked to take a continuance for a couple of weeks to work
 21 out some issues. Some concerns with Sam -- specifically Sam
 22 Hughes, and a couple of other stakeholder groups.
 23 We did that. We came back and reported to the zoning
 24 examiner and realized we still had some boundary things we
 25 wanted to deal with, so we asked for an additional

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1 continuance. And because we were continuing it -- again, we
 2 went ahead and worked with the City and re-noticed the
 3 hearing as well. Again, transparency was really important.
 4 So here's the list of all of the people and
 5 constituents we worked with during those continuances. We
 6 have the fully public re-noticed hearing scheduled for
 7 February 4th. We are hoping to get a recommendation at that
 8 hearing, and then we will be headed towards mayor and
 9 counsel.
 10 And one of the things we wanted to just show you
 11 really quickly. You all are abundantly aware of the fact we
 12 are doing this because the existing zoning within the
 13 overlay district just was simply not going to be bring
 14 forward all of the exciting stuff, the mobility hubs, all of
 15 the -- the things you're going to hear about in a minute
 16 that -- that we wanted to bring forward. And this roadway
 17 project was creating a significant number of legal
 18 nonconformities that was going to make it very difficult for
 19 reinvestment along this corridor. So this is a solution for
 20 the entire 2 miles and I think it's -- it's very exciting.
 21 With that -- I think it is. I think you think it is. With
 22 that, I think I'm -- I think the next slide, Michael, I'll
 23 turn it back to you.
 24 **MR. BECHERER:** Yeah. So after like, you know, the
 25 last several years, we were generating the -- the vision and

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1 the goals. And just to briefly state those -- in listening
 2 to the community -- and I also want to say we didn't start
 3 from scratch. But we had the existing neighborhood plans. We
 4 had plan Tucson, the general plan, we had to manage the
 5 greater Tucson. Looking at all of that information and also
 6 building consensus with all the stakeholder groups to
 7 understand what the community really wants to see a lot in
 8 this two-mile stretch. So it was really to encourage the --
 9 development that supports the creation of an urban
 10 pedestrian transit -- transit oriented neighborhoods.
 11 We want to see more divergements of uses. And
 12 promote economic revitalization. We wanted to enhance the
 13 character of the Sunshine Mile by encouraging unique and
 14 high-quality design and then also celebrate -- not only
 15 celebrate, but preserve the historic architectural styles
 16 along the Sunshine Mile.
 17 You know, it's a pretty unique stretch when you
 18 look from Euclid to County Club. You have everything from
 19 1920s bungalows up until certainly 1960s, you know, store
 20 fronts. So we have this tremendous diversity of
 21 architectural styles and we want to make sure we preserve
 22 that -- that character.
 23 So the goals were to create a walkable
 24 pedestrian-friendly environment. We want to encourage
 25 multimodal transportation. We want to encourage mixed use

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1 development. We have created a first -- and which is on
 2 zoning code. We've created an incentive for affordable
 3 housing. We're encouraging the adaptive reuse of existent
 4 structures. We're encouraging some residential density in
 5 two areas. And I'll talk about those a little more in just
 6 a minute.

7 We are incentivizing a historic preservation; and
 8 I'll talk about that as well. And then, we also created an
 9 open and inclusive design review process. We want to make
 10 sure the public, the neighborhoods that are adjacent to
 11 Broadway, had a voice in how some of these developments are
 12 done, and how they come through.

13 So the -- the big highlights of the ordinance that
 14 -- that we see it is the historic preservation, the
 15 affordable housing, the mobility hubs that -- that Fletcher
 16 mentioned. You know, there's -- there's a lot of other
 17 design criteria in terms of, you know, how -- how structures
 18 relate to the existing context. We have distinct
 19 subdistricts that I'll describe. And then we have a design
 20 review process that Keri will describe.

21 So this slide shows you the Sunshine Mile District.
 22 So the -- the different colored areas are different sub
 23 areas of the District that the orange kind of outer boundary
 24 is the full. Sunshine Mile overlay district. As you can
 25 see, we -- the -- the Rio Nuevo TIF boundary is actually

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1 just the Broadway frontage. So we have extended beyond that
 2 in several areas, particularly around the park and then
 3 south on Kino.

4 And we did that intentionally. And the idea there to
 5 include some areas that are underutilized to allow some
 6 residential density that will help support the businesses
 7 and the existing buildings along the Sunshine Mile. We
 8 understood that just -- just creating incentives only on the
 9 Broadway frontage wasn't going to create that sort of
 10 synergistic relationship between the retail spaces and
 11 residential development that we were going to need to make
 12 sure this was successful.

13 We also looked at the amount of, you know, the money
 14 that's being involved in Broadway as a transit corridor. We
 15 wanted to create a couple of opportunities where you could
 16 have some residential density that could take advantage of
 17 that transit investment the City's made.

18 As you can see, the red -- I'll walk through each of
 19 the sub districts next -- But the red area and pink area is
 20 along the Kino Euclid sub area. The yellow area is our
 21 bungalow sub district. The green and the light green are the
 22 Kino, and then the two blue colors are the mid-century sub
 23 area. And I'll walk through each one of those because the
 24 character of the Sunshine Mile changes substantially again
 25 from east to west. We needed to write sub area criteria

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1 that would be appropriate for each area.

2 So, for instance, in the red areas, we really are
 3 talking about a much more urban dense development where when
 4 we get into yellow and even the blue areas, it's more about
 5 preservation of the existing architecture. To touch on
 6 preservation -- so this is the same map. But I do want to
 7 point out that the -- the color of the buildings indicates
 8 that they are contributors to one of these several historic
 9 districts along the Sunshine Mile. So the -- the yellow
 10 buildings are contributors to the Sunshine Mile national
 11 historic district. The red buildings are the Sam Hughes
 12 national historic district. The blue buildings are Rincon
 13 Heights. And then the green are the Iron Horse.

14 So we have written into our zoning overlay. Again,
 15 it's an optional overlay. If we choose to use the overlay
 16 and we had a contributing property or a contributing
 17 structure on your property, then you need to preserve that
 18 property in order to use the overlay. If you're adjacent to
 19 the historic property, you need to go through the review
 20 process to make sure that the development is compatible
 21 under the Secretary of Interior Standards with the adjacent
 22 property of the historic preservation.

23 So -- and this is really -- again, part of reason
 24 Rio Nuevo got involved in the Sunshine Mile to begin with
 25 was to try the save these buildings that were comprised from

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1 a land-use perspective by the road widening. So it's --
 2 it's a fundamental part of what we're doing. It's also in
 3 the line of other overlay districts that are in Tucson. So
 4 whether you look at the -- downtown or the main gate
 5 overlays, they have the same requirement for historic
 6 preservation.

7 To walk -- I'll just quickly walk through the sub
 8 district. So the first is the Kino and parks, and this is
 9 Euclid where my cursor is. You see that. And it runs
 10 essentially to Fremont. Broadway is right down the center of
 11 that dashed red line. The dark red area is what we're
 12 calling the parks sub area that has a base height allowance
 13 of four stories with a height bonus of two stories if you
 14 provide structured parking or a mobility hub. It's really
 15 meant to be a kind of mid-rise mixed use development zone
 16 and provide historic preservation for properties like the
 17 ten-ten, the TUSD building.

18 And then we're -- we're working to catalog some of
 19 the buildings south. For instance, the lost Barrio buildings
 20 are eligible for listing. So we're -- we're trying to make
 21 sure we have protection for those. The pink area is what
 22 we're calling the Euclid sub area. This is one of the sub
 23 areas where we really see the opportunity for density, so
 24 we're talking potentially 12 to 14 stories mixed used. It's
 25 currently zoned industrial, and industrial zones don't allow

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1 residential use. But if you use the overlay, you can have
 2 residential use in this area. So we really see this as a
 3 great opportunity for some titles and the residential mixed
 4 use development -- again, right at Euclid and Broadway, so
 5 it has that -- the transit mobility connection.
 6 We also see Park Avenue as a great north-south
 7 pedestrian and bicycle connector. So that's why we really
 8 want to see some -- some mid-rise mixed use development
 9 happen along Park because it connects up to the university,
 10 to the student housing, all the way up to Grant. So it
 11 really -- it's -- it's not -- it doesn't have so much -- as
 12 traffic as Euclid, so it's a much better candidate to be
 13 more pedestrian-friendly. And, Keri, jump in if I miss
 14 anything along here.
 15 **MS. SILVYN:** Do you want to talk about that one
 16 corner?
 17 **MR. BECHERER:** Yeah. So one of the issues that came
 18 up when we were -- went to the first zonings is this corner,
 19 the northwest corner of Euclid and Broadway. We had included
 20 this in the Sunshine Mile overlay. The Iron Horse
 21 neighborhood was very concerned about that because it
 22 previously had not been included. We -- we revised the
 23 boundary to include it because I was doing some clean up on
 24 the boundary. And we had some initial feedback from the --
 25 the general stakeholder groups that the -- the major

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1 intersections were where we could have some density.
 2 What we -- what I had sort of forgotten is that this
 3 corner was more included in the Iron Horse sub district of
 4 the downtown links in -- district. So it's already part of
 5 another overlay zone that's been negotiated with the
 6 neighborhood in terms of what the allowable development
 7 would be. So we -- after talking to Iron Horse understanding
 8 their concerns, we did pull that boundary back so now that's
 9 no longer in the Sunshine Mile. But, like I said, it is
 10 included in another overlay section.
 11 The next sub area is the bungalow sub district. So
 12 that's from Fremont to Cam -- all the way to Campbell. This
 13 is where the seven bungalows that Rio Nuevo has acquired
 14 are. They're -- they're right between Cherry and Warren
 15 right here. And this is really about maintaining the
 16 historic character. This is predominantly 1920s and 30s, low
 17 density, low height architecture. And it's about really
 18 allowing commercial use. Many of these properties are zoned
 19 -- or residentially zoned so they -- you cannot use them for
 20 commercial uses. But if you use the overlay, then you are
 21 allowed to use the commercial uses.
 22 We're also reducing some parking requirements
 23 because, you know, you can kind of see where the road is.
 24 Most of the front yard in all of these properties is -- So
 25 the parking that could happen from the rear and to really

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1 get these to work, we need to allow some reduced parking.
 2 But we also want to encourage the -- the multimodal
 3 transportation. So, again, you get additional parking
 4 incentives if you're located close to transit stops.
 5 But fundamentally this is about taking -- you know,
 6 taking -- imagine the bungalow block. You can take that and
 7 have a variety of uses in there. You could use the backyards
 8 as a kind of plaza space with some parking. We think there's
 9 a great opportunity there for these properties to be --
 10 The Kino sub district -- so this is mostly south of
 11 Kino and Broadway. Sorry. This dashed line is off. Broadway
 12 is actually just a little further north here. So this sub
 13 area is only on the south side of Broadway. This is the
 14 Safeway. So it's really the area behind the Safeway. It's
 15 all -- again, like the Euclid sub area, this is all
 16 currently I-1 zoning -- industrial 1 zoning. So no indus --
 17 residential uses are allowed.
 18 We're taking the same approach here because of its
 19 proximity to Kino and Broadway in the dark green area
 20 allowing substantial height, 12 to 14 stories, residential
 21 use, looking for mixed use developments. And again, just
 22 trying to get that residential density close to Broadway and
 23 then take advantage of the -- the transportation investment.
 24 We're also encouraging adaptive reuse.
 25 So in the southern portion of this lighter green, we

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1 didn't want to create -- we didn't want to take the entire
 2 I-1 area because there's some successful industrial
 3 businesses in there now. But we want to create the
 4 opportunity for adoptive reuse for the rest of this area. If
 5 the dark green area is successful and we see it begin to
 6 fill up with development the community wants to see, at some
 7 point in the future we could go through a public process and
 8 extend the dark green area further south and create more
 9 opportunity for that high density development.
 10 And then the last sub district is the mid-century.
 11 This is similar to the bungalow sub district. This is mostly
 12 about preservation. So in the blue area -- you can see all
 13 of the yellow buildings; these are all contributors to the
 14 Sunshine Mile historic district. This is the Friedman block,
 15 which is another one of the blocks that Rio Nuevo has
 16 acquired.
 17 And then this is the Solot Plaza that Rio Nuevo also
 18 acquired where Tucson's mall used to be. They're pretty
 19 unique because they are from the 50s and 60s. Both blocks
 20 are essentially intact, which is pretty rare. A lot of this
 21 stuff has been lost. So the fact that Rio Nuevo has stepped
 22 in and saved these is remarkable. But we had to again create
 23 some parking reductions and encourage use of other kinds of
 24 transportation to be able to make some of these property
 25 work.

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1 We've entered into a long conversation with the Sam
 2 Hughes Neighborhood Association. They're currently updating
 3 the neighborhood plan. Because you can see these large
 4 yellow buildings on the north side that are in the dark blue
 5 area, they are all contributing structures to the Sunshine
 6 Mile national historic district. They're also all large
 7 institutional buildings. So some of them are churches.
 8 This is the -- currently the star cap (sic) TSD facility --
 9 used to be the Jewish Community Center. The temple is over
 10 here.
 11 And currently, they're all viable. You know, they're
 12 doing fine right now. But we're thinking 15, 20 years down
 13 the road, what's going to happen if some of these
 14 congregations or some of these buildings need to be adapted
 15 or reused? So we have met extensively with Sam Hughes to
 16 discuss acceptable uses in that sub area and then also
 17 limiting -- as in chains in the parking requirements to
 18 create a buffer to the neighborhood -- development.
 19 That's just quickly kind of how we're in on each of
 20 the subdistricts. So I'll let Keri talk about the review
 21 process.
 22 **MS. SILVYN:** Yeah. The design review process that
 23 we're -- we created really for those of you who have been
 24 through the -- the City's normal design review process for
 25 -- incentive districts, we're -- we're tying into that. So

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1 the design review is meant to ensure that all the projects
 2 meet all of the design standards, including the individual
 3 development each of those sub district design standards.
 4 The design review board is predominantly professionals. We
 5 have put a neighborhood representative of the closest
 6 neighborhood to the project on each of those DRB when a
 7 project comes through.
 8 We also -- we were asked to add more than one
 9 neighborhood representative. So we have a -- we set it up to
 10 have an alternate. That way, there -- we're sure to have a
 11 neighborhood voice on that DRB. And that's done in some of
 12 the other design review committees throughout the City. As
 13 Michael already mentioned, if it's a contributing property
 14 building, or it's adjacent to a contributing building, it
 15 will have to go through the plans review subcommittee as
 16 well to make sure it's meeting the Secretary of Interior
 17 design criteria.
 18 The director has final approval based on
 19 recommendation, so it is an administrative process, albeit
 20 with some public engagement. And we really built a lot of
 21 flexibility into the -- the -- into the design guidelines,
 22 which frankly disturbed some folks. They -- there's a --
 23 there's a mistrust of process in a lot of ways, and a desire
 24 to have firm requirements. But what we try to explain to
 25 people that this is a 2-mile overlay district with a lot of

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1 different shapes and sizes and potentials of projects. And
 2 so one size does not fit all. And we needed some of that
 3 flexibility. So we put "shalls" where we could, and left
 4 "not shalls" in where we thought it was appropriate. There's
 5 still probably a level of disagreement with some folks in
 6 the community, but we think we've -- we've hit the mark at
 7 this point.
 8 I already mentioned this. So this is -- this is
 9 basically going back in time. And let me -- July meetings
 10 -- I'm getting an echo. Is anyone else?
 11 **CHAIRMAN MCCUSKER:** Yeah. That's better.
 12 **MS. SILVYN:** Okay. I'll just talk over it if I can.
 13 The -- this is just the timeline going backwards, we're in
 14 -- you know, last December we started that public meetings
 15 -- go ahead. The -- we had, as I mentioned, the December
 16 17th zoning examiner public hearing. We continued it to
 17 January 4th. We then agreed to continue it again to February
 18 4th and that's what's coming up. And then hopefully we have
 19 a recommendation to move forward and then we'll go to the
 20 mayor and counsel.
 21 As we head towards February 4th, we will tell you
 22 that we've got one more meeting I think on Friday with the
 23 Sam Hughes neighborhood. We have that extension area in Sam
 24 Hughes that's dark blue in the mid-century. We did a lot of
 25 work with them and made some pretty significant -- in four

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1 months -- to the ordinance in that area. They are asking
 2 that we do reduce height densities and parking options along
 3 the light blue area, which is within the Rio Nuevo TIF
 4 District and is exactly where we want to incentivize the
 5 height and creative parking solutions. So we are probably
 6 going to head into the zoning examiner respectfully
 7 disagreeing with them on those changes.
 8 The -- there are a few -- a couple of property
 9 owners in the area who have some very site-specific
 10 concerns. We've tried to address them and we're -- they're
 11 -- they're not necessarily Rio Nuevo's issues. So we have
 12 said we're going to move forward with the -- the project as
 13 proposed. And if, during the course of the approval, the
 14 city council decides they want to do something to
 15 accommodate those property owners, they can do that through
 16 the process. Again, it's not a significant concern to Rio
 17 Nuevo as the applicant on those couple of properties.
 18 So we're -- February 4th, we're encouraging people
 19 who are excited about the project to -- to come out and --
 20 and support. Because, as usual, the people who come out tend
 21 to be the folks who are concerned. But I think we're -- I
 22 think it's a -- it's a great project. And, again, a huge
 23 kudos to -- to Michael and the team and the level of
 24 patience with stakeholder engagement; it can be trying at
 25 times, and particularly to Robin, from my office, who did a

1 lot of the -- the writing of the ordinance.
 2 **MR. BECHERER:** Yeah. So, yeah. If there's any
 3 questions, again -- you know I think we've really -- I'm not
 4 sure we could have somewhere spent more time than we have in
 5 getting engagement and getting -- but I think we've -- as
 6 Keri said, I think we have a balanced document that's -- you
 7 know, ultimately at the end of the day, we want to see this
 8 used. So I think we -- we've gotten that balance between the
 9 concerns of the neighborhoods, and the concerns of the
 10 development community, and the property owners, on something
 11 that's really going to be work. And I think we're going to
 12 see some really fantastic things happening over the next
 13 couple of years. So, with that, I'll turn it back over to
 14 you, Fletcher.

15 **CHAIRMAN MCCUSKER:** Michael, Keri, thank you. You
 16 can drop that screen, Michael.

17 Any question from the Board? I would preface that
 18 by saying it's really been a remarkable process when you
 19 remember how contentious the widening dialogue was and how
 20 vitriolic and how people had to choose sides.

21 The one thing this has accomplished is a real
 22 collaborative effort. There's no ill will -- I don't think
 23 -- on anyone's part, at any level. We've done so much work
 24 with the community. Some of these fights, as Keri
 25 suggested, are not our fights. If the city council wants to

1 put a high-rise some place where we haven't suggested it, of
 2 course they're free to do that. So what we've tried to do
 3 is be consistent in the 2-mile section and not spot zone
 4 properties because a particular land owner wanted to do
 5 something that's not provided for in the overlay.

6 So it's really a remarkable thing. This is the first
 7 time anything like that has been done. And I think we set a
 8 model for future zoning drafters when they think about how
 9 to use incentives instead of penalizing people to create the
 10 kind of desirable location you want.

11 So, again, thank you very much. I know Keri might
 12 drop off at any moment. But any questions from the Board
 13 regarding the Sunshine Mile overlay?

14 **TREASURER SHEAFE:** Well, just a -- it's almost a
 15 little bit off subject. But there are a number of incentives
 16 for housing that are available in distressed areas. And
 17 because the requirements for the boundaries when that was
 18 first done, the governor was sort of given like three hours.
 19 You got to tell us what-- you're going to go. So he mapped
 20 out a bunch of areas south of 22nd. And, Keri, I don't know,
 21 through your connections, it might be worthwhile to go back
 22 and see if we can get that amended so that the area outside
 23 the District -- but right next to it on both sides, but
 24 especially on the south side -- if we could get those areas
 25 designated as high stress, that would open an awful lot of

1 opportunities for, you know, subsidized or low-income
 2 housing that could be mixed into that area and actually make
 3 that land very productive.

4 Because right now, if you go and try and do a market
 5 rate proposal without having any incentives, you just simply
 6 can't make the economics work. But if you add in that
 7 element, you can make the economics work. And it's being
 8 done successfully in the areas that were identified. So I
 9 don't know if this has come up in the discussion, and I
 10 don't know if you want to bring it into the public arena,
 11 but it's just something in the background that we might want
 12 to set up because that could really incentivize and build on
 13 what the District can do inside its boundaries.

14 **MS. SILVYN:** Yeah. It -- it has come up. And I know
 15 that there are some areas where we overlap the federal
 16 opportunities zone, which is one of those areas. The process
 17 to expand that boundary is pretty extensive. The city
 18 council is going through the stakeholder process right now
 19 to expand the -- the CBD, which is the -- essentially, you
 20 know, the ability to bring in the GPLET. So we have heard
 21 that.

22 We've taken a look at -- at a few of those
 23 opportunities. I think we can continue to look at those,
 24 because we agree -- I mean, we're creating the path forward
 25 on the zoning. The path forward has to be there on the

1 economic opportunities as well.

2 **TREASURER SHEAFE:** Well, I can put you in contact
 3 with the people who actually know how this game is played.
 4 And, you know, it may take a little while. But it would
 5 really be worth it.

6 **MS. SILVYN:** Happy to do that.

7 **CHAIRMAN MCCUSKER:** Mr. Marquez.

8 **MR. MARQUEZ:** I'd just like to thank Keri and
 9 Michael. You've brought a ton of expertise to this effort.
 10 And I've been pleasantly surprised by conversations -- the
 11 -- first of all, the number of conversations that have
 12 happened with the neighborhoods -- and been pleasantly
 13 surprised with the input that the neighborhoods have given.
 14 It's nice to see -- just as a born and raised Tucsonan, it's
 15 nice to see the neighborhoods having a conversation with
 16 develop -- future development, with government being
 17 involved, and Rio Nuevo being involved. It's gone very well.
 18 It's nice to see that the neighborhoods also want to develop
 19 a nice Broadway corridor. So it's been -- it's been a very
 20 pleasant experience. And thank you for all that you've done.

21 **MS. COX:** And I'd like to echo what Edmund is
 22 saying. I've had the privilege of being part of this all
 23 along and watching it evolve. And it's just really
 24 impressive, the work you've done and the patience that you
 25 have, and your ability to work through the issues and work

1 with all different kinds of people and the issues that they
2 bring to the table. And it's just been very impressive
3 watching you work. And I just want thank you for a job
4 very, very well done.

5 **CHAIRMAN MCCUSKER:** Mr. Irvin.

6 **SECRETARY IRVIN:** I just want to say thanks for your
7 unwavering dedication to this whole area that none of us
8 even knew what the heck a Sunshine Mile was. And just to get
9 educated on something that, you know, I wasn't overly fond
10 of initially, has been a nice experience.

11 And I know that kind of talking to some people and
12 merchants, I hear a lot of people talk about -- demand. And
13 I think you're going to see some really strong interest
14 that's going to occur along the Sunshine Mile and some
15 things like the bungalow block I think are going to really
16 take advantage of some cool outside areas and seating. So
17 even when we get past the pandemic, I think people are going
18 to come to expect and look for some of those. I know the
19 team has thought about and worked through all that stuff.

20 And I just wanted say for somebody that wasn't on
21 board, I just appreciate everything that you guys have done.
22 And I know it's in great hands with you and Jannie and
23 Edmund. So hat's off, man. I -- I just appreciate your
24 efforts. That's it.

25 **CHAIRMAN MCCUSKER:** This is the last time we'll see

1 it before it goes before the powers that be. If you're so
2 inclined, you know, a motion to advance this would be
3 appropriate for all of us; that way we can go into the
4 hearings with full Rio Nuevo approval. You should probably
5 do that with some latitude to the team to tweak it as
6 necessary.

7 But, you know, it has been an extraordinary process.
8 Not only are we preserving every single historical property
9 or contributing property in that section, but we provided
10 for density. We've provided for attainable housing. We've
11 provided for multimodal transportation. It's really an
12 extraordinary process -- what could have been empty
13 buildings or torn down buildings on either side of that
14 street. So we think we've created a destination. I think
15 the City and zoning examiner will agree with us.

16 But if you're satisfied with the work that we've
17 done, to acknowledge that to the team would be very helpful.

18 **SECRETARY IRVIN:** So, Fletcher, first off, totally
19 concur that's -- that's needed. And I'm not sure I'm the
20 right guy to frame that motion because I think we've kind
21 of, you know, given a lot of latitude and leeway for the
22 team to go do what they need to go do. So I'm -- I'm happy
23 to make that motion. But in your mind, what are you thinking
24 we need to frame to make sure it's inclusive?

25 **CHAIRMAN MCCUSKER:** Move to present it to zoning

1 examiner as presented with, you know, modifications as
2 necessary.

3 **SECRETARY IRVIN:** Okay. Well, I'll make that in my
4 motion. And I'll add to that that I'm comfortable with the
5 team and -- and where they are and where they've been. And
6 -- and I know it's been extraordinary patience and I'm not
7 -- you know, I maybe have patience when I'm fly fishing, but
8 I'm not sure I do with many things in life. So thank --
9 thank God we've got some patience really dedicated people
10 that understand what they're doing. And, you know, Michael,
11 you and Keri are at the top of that list.

12 So with that, that's my motion. I'll look for a
13 second.

14 **TREASURER SHEAFE:** Second.

15 **CHAIRMAN MCCUSKER:** Was that Mr. Marquez?

16 **MR. MARQUEZ:** You can give it to Sheafe.

17 **CHAIRMAN MCCUSKER:** Oh, Sheafe. Somebody second
18 that? I missed it. I don't know that the reporter got --

19 **TREASURER SHEAFE:** Oh, Edmund. Edmund seconded it.

20 **MS. COX:** So did I. Three of us did.

21 **CHAIRMAN MCCUSKER:** Good. So we -- we'll do this by
22 voice vote. We have a motion and second to advance the
23 Sunshine Mile overlay district.

24 All in favor say "aye."

25 (Ayes.)

1 Any opposed, nay?

2 Okay. Thank you very much, Keri and Michael. We'll
3 see you this week and see you at the hearing.

4 **KERI:** Thank you very much. And I can't wait to tell
5 my teenage children that there was of motion that included
6 congratulations on my patience level.

7 **CHAIRMAN MCCUSKER:** We'll certify that for you if
8 you need.

9 **KERI:** Thank you and thanks for accommodating my
10 schedule, Fletcher.

11 **CHAIRMAN MCCUSKER:** Thank you for doing that. So I'm
12 going to circle back to the start of the agenda. I'm just
13 going to kind of make my remarks to create context for the
14 rest of the day.

15 You can see we're really busy. It's extraordinary
16 that we're this busy given the pandemic. We continue to see
17 unbelievable interest in what we're doing. A lot of
18 interest from outsiders, a lot of interest from local
19 developers. We're very optimistic that our downtown will
20 turn around and we will ultimately live out the dream that
21 was postponed for a year or 18 months, thanks to the
22 coronavirus.

23 So one of the things we want to do today -- and I'm
24 going to ask Dan to go next -- and then the Fox Theatre
25 immediately after that -- is talk about the economics of all

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1 of this. For those of you that are Rio Nuevo followers, if
 2 you think back to March of last year -- that's my landline
 3 ringing, which we don't need --
 4 There was a period in this effort where we thought
 5 our income could go to zero. And as a result, we were very
 6 cautious about projects we had committed to, and managing
 7 our money, and keeping the projects that we had committed to
 8 going forward. The good news is nothing that bad has
 9 happened to us. We've done better than we thought we would
 10 do. We had the advantage of using our construction lines of
 11 credits to reduce some debt service over the summer. Income
 12 is a little better from the retail sector than we thought.
 13 And we've kind of leveled off. So, as we think about 2021,
 14 we really want to kind of understand the impact this has had
 15 to us as a District. But moreover, how it affects our
 16 retail establishments and the contributions that they make
 17 to us.
 18 I will remind you that our breakeven is about
 19 \$900,000 a month. So, you know, we have to produce at least
 20 that to not dip into our reserves. We're not sure we can do
 21 that as we sit here today. It may take 6 months before we
 22 feel comfortable with the income that's being produced. We
 23 are blessed with an unbelievable amount of construction
 24 sales tax right now; that's made up for a lot. And you've
 25 heard us talk about some \$400 million of construction going

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1 forward.
 2 So you'll see some things on our agenda today that
 3 relate to economics.
 4 Dan, I'll turn it over to you to kind of go
 5 through where we've come from and where we are today and
 6 what 2021 looks like from your perspective.
 7 **MR. MEYERS:** Okay. Yeah. I remember the days when
 8 this report was pretty easy and pretty predictable. But we
 9 are in good shape financially at the moment. We've got
 10 about \$7.6 million in cash in our accounts that are
 11 available for funding projects, paying overhead, et cetera,
 12 as the end of the year, 7.6 million.
 13 If you look farther down the page, you'll see our
 14 known commitments that are within one year. And, of course,
 15 these things are all -- we're kind of guessing on the timing
 16 of some of those things. But we have pretty much finished up
 17 the Sunshine Mile, which is great. You know, we spent a
 18 bunch of money on that in the last year, but as you've
 19 heard, it's almost completed.
 20 So we got about \$6.3 million in upcoming projects.
 21 Again, that's expected within the next year, but some of
 22 those things may be modified timing-wise. 4.8 of that we
 23 considered deferred for now -- again, guessing on the
 24 timing. So that leaves about \$1.4 million of firm
 25 commitments within the next year we have to meet. So, you

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1 know, we're in pretty good shape that way.
 2 As Fletcher said our monthly overhead is about
 3 \$900,000. 750 of that approximately our debt service. And
 4 then the other 150 is for operating expenses and funding the
 5 rebates commitments that we've had. So that's -- that's our
 6 target. If we can get that \$900,000 we won't have to dip
 7 any of our reserves.
 8 For the last five months though our average income
 9 has been \$660,000. So we've been short there. It jumps
 10 around considerably. In the last couple months, we've had
 11 one of our major merchants for whatever reason not file
 12 properly. And I think that has to represent a couple hundred
 13 thousand dollars of money that should come to us in the next
 14 few months, so we'll keep an eye on that and hopefully we'll
 15 receive that.
 16 I've been running reports compared to 2020 to 2019.
 17 I think Brandi may have a slide there. In 2019, we had
 18 about \$16 million in TIF revenue. We've not received
 19 December's money yet, but we're at just about \$10 million.
 20 So we're about \$5 million behind last year. As Fletcher
 21 mentioned earlier, we are fortunate to be able to take \$5
 22 million from our loan from a couple years ago and use that
 23 for debt service. So that really enabled us to keep our cash
 24 funds intact and -- and keep it from getting into a
 25 difficult situation.

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1 Another interesting thing I -- I discovered --
 2 again, the TIF revenue is interesting because the State
 3 collects amount of sales tax from merchants within the
 4 District and then subtracts a baseline amount that was
 5 established in 1999 and we get what's left over. So that's
 6 -- that's what the \$16 million last year with the 10 million
 7 this year. What's interesting is as the collection go down,
 8 it really only impacts Rio Nuevo because the State gets
 9 their baseline and we get what's left over. So in 2019, we
 10 received about 40 percent of what the State got. And in
 11 2020, it's dipped down to 32 percent. So, again, this --
 12 the loss of sales tax only hurts us and it doesn't impact
 13 the State any.
 14 Let's see. So then also just looking at some trends
 15 compared to 2019, in November, we only got 60 percent -- or
 16 the State only collected 60 percent of what they did in
 17 2019. So the last few months, it's gone down from 100
 18 percent to 80 percent to 60 percent. You know, I don't know
 19 why that is. What's going to be interesting to see what
 20 comes in December because December's got the largest
 21 baseline. It's -- I think 3.4 million is the baseline for
 22 December. So, you know, I don't know what's going to happen
 23 as far as holiday sales. You know, typically, holiday meals
 24 and entertainment and restaurants. Kind of just using my
 25 absolute best guess. I'm hoping we'll get between 800,000

1 and a million for December.

2 So -- and then going forward, you know, obviously
3 we've got to kind of deal with the pandemic, and hopefully,
4 as the vaccines get out and people are a little more willing
5 to go out and shop within the District and eat and drink
6 within District. And hopefully at some point in time
7 somewhat soon we get some venues open up for the TCC, Fox,
8 and Rialto and those things, which will bring people
9 downtown. So I'm open for any questions if anybody's --

10 **TREASURER SHEAFE:** Well, Dan, when you're looking at
11 the schedule -- our past income had a lot to do with events
12 that were scheduled downtown, nearly all of which have been
13 canceled except for the Arizona Bowl.

14 So what impact has that had on the overall revenues
15 looking forward if the city council continues its policy of
16 keeping everything else shut down?

17 **MR. MEYERS:** Yeah. That's -- that's huge. Because
18 people go down to go to events typically, be it the Fox or
19 be it hockey or whatever -- go to concerts. And then,
20 there's also some of the other big events held at the TCC,
21 which we -- we haven't been able to take advantage of in
22 2020. So, you know, again, it's -- hopefully, that -- that
23 happens sooner than later and that will give us a quick
24 boost to our revenues.

25 **MS. COX:** I have a question, Chairman.

1 you know, there's no way to guarantee that.

2 So, you know, let's make some assumptions about, you
3 know, monthly shortfalls. You know, if we continue to
4 average \$650,000 or \$700,000 a month, we're going to create
5 a \$200,000 a month problem for Dan. And I think it would be
6 prudent for us to reserve that money, whether it's 2 million
7 or 3 million, it's sacrosanct, it's put in a reserve
8 account. It can only be used to offset a shortfall. And that
9 way we know and the community knows that Rio Nuevo is going
10 to survive 2021.

11 And I think we have to remember our job is to spend
12 money. Our job is to create economic development. So, you
13 know, once we understand the depth of the reserve, then we
14 have some money to play with. You know, maybe "play with"
15 is not the right word, but we have some money to invest and
16 -- and reinvest, whether it's 500 grand or a million or --
17 you know, it will build up I think also over time.

18 But, you know, we've deferred a lot of projects that
19 we had previously committed to. We're going to talk later
20 about the Volvo site. That's a \$2 million bogie for us. You
21 know, the City knows we can't fund that. So we're talking to
22 the developer and his lenders about different ways to handle
23 that money.

24 I was going to ask you, Dan, when the million-seven
25 is due on the Julian Drew lots. You know, that's a pretty

1 **CHAIRMAN MCCUSKER:** We have -- go ahead.

2 **MS. COX:** Do you think you would have an opportunity
3 to appeal to the State to perhaps change that formula going
4 forward so that we aren't so dramatically impacted and maybe
5 they would share some of that impact?

6 **CHAIRMAN MCCUSKER:** Jannie, thanks for that. We've
7 initiated those conversations with the governor and the
8 legislature. Acknowledging them that the base is part of
9 the issue because the State gets all of their tax before we
10 get the crumbs. I've spoken to the governor's budget
11 director. There's a lot of priorities, as you might
12 imagine, at the State right now. They're also talking about
13 a tax cut, you know. So it's hard to say how that plays out
14 for us. But, indeed, we've made the ask. So hopefully we'll
15 have some flexibility.

16 I think we have to assume -- Dan, will you put your
17 summary back up on the screen?

18 Brandi, will you put the cash summary? Because
19 part of what I was hoping to do today is to give Dan some
20 guidance from us on, you know, what we expect him to worry
21 about and particularly for Mr. Sheafe to worry about for
22 2021. And part of how we get to that is that we create some
23 start of reserve. We've tapped into our loan proceeds.
24 There's no place to go there. We're -- we're now reliant on
25 revenue. You know, we think it's going to get better, but,

1 hard commitment, I think, you know? But, you know, are any
2 of these renegotiable? We've recommitted ourselves to
3 Rocco's and the Lerua's, but I -- you know, we kind of know
4 we're living within our own means now. And we're blessed
5 with having \$8 million in the bank. It's not going to take
6 all of that to fund us. That's a whole year of reserves. You
7 know, do we need to keep that kind of money on hand? I
8 don't think so. But I think we need to talk about really
9 what we collectively want to do and create some guidance for
10 Dan on how we go through 2021.

11 **MR. MARQUEZ:** I appreciate hearing this. The more --
12 the more I was listening to Dan's numbers, I kept thinking
13 about the fact that we have \$440 million in projects going
14 on downtown. Yesterday, there was an article in the paper
15 from the Star saying Governor Ducey's proposing a \$200
16 million tax cut and now the GOP led legislator is now saying
17 they want an additional \$250 million tax cut.

18 Last time we were doing our numbers, we're at 10 to
19 1 return. So every time you invested a dollar in Rio Nuevo
20 and we're putting a dollar out in the community, we get a
21 \$10 return. So I think there's a good conversation coming
22 with the State legislature and how we can, you know, help us
23 cash flow through this and invest. Because it sounds like we
24 generate more sales tax than we -- than we bring in.

25 **CHAIRMAN MCCUSKER:** Well said. For every dollar we

1 don't spend, that's \$10 of private sector dollars that don't
2 get spent either.

3 **MR. MARQUEZ:** Amen.

4 **CHAIRMAN MCCUSKER:** Dan, answer the question on the
5 Julian Drew. What's the -- what's the timing on Julian Drew?

6 **MR. MEYERS:** Well, I checked with Mark today. And I
7 -- you know, I think he said -- it could be fairly quick.
8 Correct, Mark?

9 **MR. COLLINS:** That's correct. I'm looking at the
10 First Amendment. And 1.25 of a loan amount shall be
11 advanced on the later of the completion of the project, or
12 12 months from the effective date of the agreement. So it's
13 coming up.

14 **CHAIRMAN MCCUSKER:** So that's a hard commitment. We
15 have Ross on the agenda to talk about stuff like. The Volvo
16 site, we might be willing and able to turn that -- turn that
17 out. Everything else I think in there is a pretty hard
18 commitment.

19 **TREASURER SHEAFE:** So I think Rocco's is highly
20 questionable and we may want to pull that one out. So we may
21 have some room there, Fletcher. And I -- just through other
22 communications have learned that he's holding back
23 carefully. You remember part of the issue was that he
24 needed to release and invest his own money in having Twain
25 Swan (phonetic), you know, work up the architectural work.

1 And he has not released that work. So he's not done that
2 because he's still a little concerned about what will
3 happen.

4 And he kind of got hit doubly. You know, he had all
5 Broadway torn up in front of his store and then he had the
6 pandemic as well. So on top of that he found himself in a
7 position where he was really doing a very good amount of
8 business on takeout, but almost nothing on the sit-down.
9 And -- and he was absolutely able to operate, but he wasn't
10 competent that the demand would be there to support the
11 larger facility. So he needs to have that demonstrated and
12 all he needs is time. And that's all we're doing is --

13 So we'll have one more scheduled --
14 (Crosstalk.)

15 **MR. MARQUEZ:** Mr. Irvin, you have your hand --

16 **CHAIRMAN MCCUSKER:** Mark, you had your hand up.

17 **MR. IRVIN:** You know, so first off, I -- I think it's
18 a great conversation for us to be had.

19 (Crosstalk.)

20 **CHAIRMAN MCCUSKER:** Mr. Hill, you should --

21 **MR. MARQUEZ:** We need to mute Jeff.

22 **MR. IRVIN:** So first off, I think it's a -- you know,
23 this is a great exercise for us to be going through. And I
24 think the hard thing that we've got is, you know, not just
25 Rio Nuevo, but just life in general trying to figure out,

1 you know, where we're going. And as I've always said, I
2 think most would agree that once the vaccine gets going, the
3 economy is going start flowing. And so, you know, I just
4 think we're -- you know, we all are quite optimistic on
5 where stuff is going and we've got neat projects that are,
6 you know coming online.

7 75 East, you know, the Bautista. You know, we've
8 got what's going on at One South. And those haven't started
9 yet, but we know they're going to. And, you know, we
10 obviously know what the TCC is doing. And we've got probably
11 about \$40 million left there still to do. And, of course,
12 some of that is -- is, you know, not construction sales tax
13 oriented because it's services, but, you know, the greater
14 majority of it is.

15 I'd love us to kind of stop for a second and maybe
16 -- I'm just kind of -- you know, it's interesting. I know
17 Chris and Dan have been really, really engaged and looking
18 at numbers and recently kind of counting pennies. And I know
19 they've done a pretty good job of, you know, giving us all a
20 pretty good overview. But there's some really good detailed
21 information that I just heard today that I thought was
22 really beneficial. And I'd love to see us, you know, kind of
23 ask ourself, you know, when are things going to restart, you
24 know, when's clicker going to start doing his shows back
25 down at the TCC. You know, what's going to happen with the

1 Gem Show; is that going occur later? What about this?

2 I mean, there's a just a number of questions that
3 would really be fun to sit down and try to iron out whether
4 that's some sort of special discussion or whether the, you
5 know, executive officers take that bull by the horns and sit
6 down with Dan and kind of come back to the Board with some
7 -- with some ideas. But I think we all are dying to figure
8 out a way to break loose some dough and go do some stuff.
9 And I think we've done a great job. If you look at the
10 number of construction projects that we have ongoing,
11 notwithstanding what's coming up. So those are -- those are
12 my thoughts. I think it's a great discussion to have and I'd
13 love to participate and try and figure out where we're --
14 where we are and where we could go.

15 **CHAIRMAN MCCUSKER:** You know, one -- one outcome of
16 this may be some kind of special meeting or study session
17 that's exclusively about 2021 economics. Because we are
18 missing a lot of data. These construction projects have
19 huge sales tax. But do we understand the timing of that?
20 And when it -- when it's going to hit and how do we get from
21 here to there. And we've got merchants that can't pay rent
22 that are constantly, you know, challenged to get to the next
23 month.

24 You know, so maybe what comes out of this is just a
25 -- more focus on what we think is going to happen. Make our

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1 best guess, but also create some reserves that if we're
 2 wrong, you know, we're not going to risk, you know, making
 3 our overhead. So, you know, I tend to think that we're
 4 going to be at that \$900,000 level here in a couple of
 5 months. But, you know, I wouldn't bet all of this on that,
 6 you know? So I think we have to reserve some things.
 7 So maybe the outcome of this if the Board's willing
 8 is that we dedicate ourselves to, you know, a couple hours
 9 where we don't do anything but talk about the economics of
 10 Rio Nuevo.
 11 **MR. IRVIN:** Love it.
 12 **TREASURER SHEAFE:** Well, I would really encourage
 13 that. I think it's an excellent suggestion and how we get
 14 there in terms of the reserves is just -- it really isn't
 15 rocket science. It's not that difficult to add up as long as
 16 we're all using the same set of numbers. The reality is at
 17 the moment we're really still below the point where we can
 18 say that we can operate under current income and feel secure
 19 that we're going to be able to meet our financial
 20 obligations. Secondly, that we are not going to be able to
 21 go back and borrow money from the reserves that we had from
 22 the TAA financing anymore. We've exhausted that outcome.
 23 And thirdly, we're still a little bit confused about
 24 what the future income is because part of the income that we
 25 got from last year were unusual events that don't continue

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1 on. You know, as long as we're getting money from sales tax
 2 revenue, then we're only adjusting on the monthly basis, and
 3 that is something that changes every month, but it's -- it
 4 changes in a range we can deal with. But if it -- if we get
 5 a big chunk of income that only happens once and isn't going
 6 to happen in succeeding months we can't assume that that
 7 income level's going to continue unless we have more of
 8 those kinds of events. A lot of that has to do with
 9 construction interest.
 10 So if I could summarize it, I would say right now I
 11 agree with what Fletcher is saying. We are out of aces in
 12 terms of being able to take on new obligations and we need
 13 to get in a position where we understand what's going to be
 14 our income stream coming up; and it's going to take us at
 15 least 30 to 60 days to get that information. And then we can
 16 manage out the year and do it on a prudent basis always
 17 remembering that we are in the business of incentivizing
 18 activity and we want to take advantage of every opportunity
 19 we can find to bring that money back into the community and
 20 do exactly what Edmund said, put a dollar out so we can get
 21 ten back.
 22 **CHAIRMAN MCCUSKER:** So without -- without objecting
 23 to this --
 24 Stand by for a study session on probably 2021. It's
 25 mid cycle for us, but, you know, this is really about cash

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1 flow and not so much our budget. So Dan and Chris and I will
 2 be working on that.
 3 **TREASURER SHEAFE:** Absolutely about cash flow.
 4 **CHAIRMAN MCCUSKER:** We'll -- we'll probably invite
 5 you to a meeting. All right. That gets me to the Fox, I
 6 think. Yeah. Yeah. So Bonnie's online and Michael's on the
 7 line. Just a quick reminder for the Board and our public
 8 observers. If you've heard me say it once, you've heard me
 9 say it a dozen times. We're very worried about the arts. Of
 10 course, we own the Fox Theatre.
 11 We've been especially worried about the future of
 12 the Fox. I think Bonnie was hired literally days before the
 13 pandemic launched and we were so optimistic about the Fox in
 14 2020. And it literally had the rug pulled out from
 15 underneath it in March. It's been dark since. So has the
 16 Rialto and the Music Hall and the arena and, you know, a lot
 17 of downtown's entertainment has just gone nonexistent.
 18 We haven't talked to the Fox since March of last
 19 year so we wanted to get an update from them on how they're
 20 doing. We did guarantee a line of credit for the theater,
 21 which is coming up for renewal. And I know that Bonnie has
 22 done a -- job of kind of keeping the thing alive. The save
 23 our stages act we want to hear about because we know that
 24 that huge program from the Federal Government could in fact
 25 save the Fox.

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1 So Bonnie, I think I have some slides. Did we give
 2 you host status? So introduce yourself and Michael, and
 3 launch.
 4 **MS. SCHOCK:** All right. Hi, everybody. I'm going
 5 to -- can you see that blank screen right now?
 6 **CHAIRMAN MCCUSKER:** Right now, we don't see anything
 7 yet.
 8 **MS. SCHOCK:** Okay. Can you see that blank screen
 9 right now?
 10 **CHAIRMAN MCCUSKER:** I see a Windows window.
 11 **MS. SCHOCK:** Perfect. All right. Hi, everybody. It's
 12 nice to meet you all. I'm Bonnie Schock. I want to thank
 13 you all for this opportunity to give you a little bit of an
 14 update on the Fox. As Fletcher was noting, it's been quite
 15 a year and we're both humbled and -- and proud to share some
 16 of the accomplishments and the pretty significant challenges
 17 of this unprecedented time in the performing arts field.
 18 So I'm Bonnie. I -- I spent 30 years as a producer,
 19 presenter, grant maker, stage director, and also previously
 20 as a historic venue executive in another location. I started
 21 my tenure at the Fox on March 9th of 2020, which was indeed
 22 three days before the Fox was the first performing arts
 23 organization in Tucson to announce programming suspension
 24 due to COVID-19. So for me personally it's been quite a
 25 journey as the new executive director of the Fox.

1 The pandemic certainly did lay bare what are
2 potentially fatal flaws honestly in a -- in a system, a
3 larger system, which has relied pretty heavily on a nonstop
4 cash generating process of ticket sales. Right? This
5 ongoing earned revenue cash flow. So we are really viewing
6 this time as an opportunity for behind the scenes rebuilding
7 and rethinking and reinventing in order to meet changing
8 circumstances ahead.

9 In 2020, we have managed with a lot of help from the
10 community to navigate through crisis. We were able to
11 maintain mission-based programming and hopefully to chart a
12 path toward what will be a more sustainable reorganization
13 when we do reopen hopefully at some point in 2021. And
14 Michael's going to share some -- some thoughts too as we
15 take a look.

16 **MR. HEISLER:** I'm Michael Heisler. I'm the president
17 of the board of directors of the Fox Theatre. I've been
18 President for almost two years and this has been one heck of
19 a two-year period with the -- the former director leaving, a
20 six-month search for a new director, and that director
21 coming on board -- as Bonnie said -- in early March, and the
22 theatre then immediately going dark. So it has been quite a
23 rollercoaster ride. So in terms of -- and what I want to be
24 able to do is -- really want to do is to talk about some of
25 the successes that we have had in 2020 and some of the

1 challenges that we have going forward.

2 So, by far, one of our most -- our greatest success
3 is a process that we went through a national research in
4 order to find a new director; and we were fortunate and
5 blessed to find Bonnie. Bonnie has really carried the ball
6 for us as continued on developing the Fox during this very,
7 very difficult time. You can imagine the theatre going
8 dark, no income, having to lay off staff. It was a -- it
9 was a -- it was a very, very difficult position that
10 Bonnie's really stepped up to.

11 The year started off with record -- record sales.
12 First two months of the year we were on track for a
13 fantastic 2020 -- immediately, went dark, had to figure out
14 what the next steps were. We were -- as a result of no cash
15 -- no cash flow basically, we had to let most of the staff
16 go. We were able to obtain a core -- core team, which
17 resulted in the board stepping up, Bonnie's leadership role
18 at a time in crisis, putting a strategic thinking into
19 practice in the most extreme circumstances, meaning that we
20 really took this moment -- this 2020 moment to figure out
21 how are we going to go forward in a better manner. Really,
22 it was the swift and consistent management response has
23 resulted in actually improved overall financial health that
24 we'll talk about here in a few minutes.

25 **MS. SCHOCK:** So during this time, as Michael said, we

1 had an extremely busy January to mid-March with live events.
2 And then, of course, programming in the pandemic shifted
3 pretty abruptly. The Fox responded pretty quickly and
4 creatively by shifting our emphasis to -- to emphasize local
5 assets. We used video production to generate original
6 content and leveraging artist and community partnerships.
7 Ultimately, and even with what was a dramatically reduced
8 staff, we were able to continue to provide mission-based
9 content throughout this first 9 months -- or what's now 10
10 months of the COVID-related shutdown with a range of
11 reimagined programs. And I'm just going to walk you through
12 them quickly, give you a little visual.

13 So our kids in the theatre program -- excuse me, our
14 Fox Friday nights program started it off where we brought
15 local artists streamed into people's homes. Our kids in the
16 theatre program was for families at home all the way through
17 the first part of the school -- schools being shut down, and
18 then, into the summer with a literacy event. We had a
19 streaming room from July all the way through December with
20 films, national concerts, and family content that were made
21 available to our Fox fans through artist partnerships that
22 we have in existence.

23 And in October we held a -- a virtual celebration
24 week, which replaced our gala. Many of you may be familiar
25 with our gala, the Always Chasing Rainbows event where there

1 was a song commissioned, a documentary, ghost light tours in
2 person, and more during that time. And then most recently,
3 our 12 days of getting in the Christmas mood, we produced a
4 December song sweet of holiday favorites in partnership with
5 Khris Dodge Entertainment, which, of course -- again, all
6 this went out through social media and streamed spaces.

7 And then finally, the 12 Days project also featured
8 a music industry-specific food drive. We were able to
9 generate food for 50 families, working -- gig workers in the
10 music industry specifically who have been out of work
11 throughout this time for 50 families for nearly a month.

12 Michael?

13 **MR. HEISLER:** Like many performing arts -- arts
14 centers, organizations, the Fox routinely utilized advanced
15 ticket sales as a key cash flow strategy. So basically what
16 we would do is we would sell shows. We would take that
17 money, use that money in the short term and continue to sell
18 shows and pay when -- when those shows actually performed,
19 we would pay the artist with shows that we were selling
20 going forward.

21 Under normal circumstances this is the best kind of
22 short-term debt because it represents nearly guaranteed
23 future revenue. However, when the pandemic canceled all
24 future events at once, the full balance of a prepaid revenue
25 became due. And what was that -- in March that balance was

1 \$366,000.
2 Over that -- over the coming months we ended up
3 refunding \$128,000. We issued credit for \$37,000, and
4 \$29,000 was donated back to the Fox. Our current ticket
5 liability 2020 was \$177,000. So not only did we stop
6 generating income, we actually had to pay all this money
7 back.

8 **MS. SCHOCK:** So another key piece right now of
9 course -- as you all were just talking about this cash
10 flow -- in these extraordinary times the available cash is,
11 you know, among the most important measures of our ability
12 to weather the ongoing revenue reduction. So in response,
13 we put strict controls in place to make certain that we are
14 able to make current obligations, including our reduced
15 payroll, so that we can keep the organization baseline
16 operating and ready to reopen. At the end of 2020 we had
17 sufficient cash on hand to cover minimum monthly expenses
18 through April of 2021.

19 Michael?

20 **MR. HEISLER:** This cash flow accounts payable as
21 cash went out -- as cash went out the door, the refunds in
22 earned revenue halted. It became more difficult to pay down
23 accounts payable. Despite this, the Fox has made significant
24 progress on -- in the 10 months since the shutdown, AP has
25 been reduced by \$211,000, or 59 percent, while -- while new

1 -- and that's -- that's the story that we really also want
2 to emphasize. Because what -- what I hear all the time is
3 just that the -- the Fox needs to step up in terms of not
4 only the board, but also being more effective in development
5 and more effective in -- in fundraising. And this -- this
6 illustrates exactly what we have done in 2020.

7 So looking at 2019 versus 2020, you can see that the
8 events and sponsorships were down. And that makes sense.
9 We've had no shows, so we really no sponsors. Also, when we
10 -- we get sponsorships, a lot of them are from businesses
11 here in downtown Tucson -- and Tucson. And everyone's
12 hurting. You can see there are events and sponsorships are
13 down. Grants and projects went from 237,000 to 158,000.
14 Again, people are hurting. We were having fewer shows, fewer
15 programs, and fewer opportunities for those grants and
16 projects. And I'll talk about the Rio Nuevo and CARES Act
17 in a second.

18 As you can see, the individual side, we have
19 actually increased the individual giving in Tucson, which is
20 amazing in the context that everyone -- all the performing
21 arts institutions, all the charities are out there with
22 their hands out, and everyone understands it. But what we
23 have done, the board of directors, Bonnie, our development
24 efforts, we've actually increased our -- our individual
25 giving. The board has stepped up in 2020 by increasing 40

1 expenses after March, we're -- we're current. We made it a
2 conscious decision to -- to pay the -- the former AP over
3 time and keep the current AP, meaning anything -- any -- any
4 cost incurred and expenses incurred after March we pay
5 within 30 days prepay.

6 **MS. SCHOCK:** And then strategically during the
7 shutdown the Fox focused on maintaining key personnel who
8 have been able to lead and carry out essential activities.
9 So the financial progress and continuation of programming
10 have only been possible due the hard work of the board and
11 the skeleton staff team. So you'll see in January of 2020 we
12 were at 19 FTEs; that actually represented roughly 40
13 people, 11 full-time, and the rest, part-time workers. We
14 are currently at 4.2 FTEs with two full-time people and the
15 other -- and about five part-time workers.

16 So let's look at the dollars. Quarter 1 of 2019 --
17 so this is your comparison 2019 to 2020 just in earned
18 revenue. Quarter 1 was consistent with 2019. We were on
19 target to meet the original year budget. All earned revenue
20 ceased on March 13th, and the Fox has been operating in the
21 past at roughly between 70 and 80 percent of its annual
22 revenues coming from earned sources. So this resulted in
23 overall year over year loss of \$2.1 million and 72 percent.

24 Michael?

25 **MR. HEISLER:** So looking at the contributed revenue

1 percent over the 2019.

2 At the end of the day, the big difference really is
3 that -- the effort that we made in going after CARES money,
4 CARES Act, the PPP money that we went after, and obviously
5 the generosity of Rio Nuevo with that \$250,000. So that's
6 -- that's where that difference between 1.1 million and 1.5
7 million came from. We kept -- during this very difficult
8 period we have essentially made up the difference by -- by
9 fundraising at the end of the day.

10 **MS. SCHOCK:** So at the same time here is the look at
11 our operating expenses. So we made pretty significant deep
12 cuts of course -- as earned revenue sources shut off, we --
13 we reacted quickly, reduced expenses wherever possible.
14 Michael mentioned PPP funds. Those were used to stabilize
15 our initial staffing losses, paying for a modest staffing
16 level in Quarter 2 remembering here that the Quarter 1 of
17 2020 was of course a -- a typical quarter, almost -- almost
18 all of it, two and a half months -- and so the payroll -- a
19 lot of payroll costs here are actually from that first
20 quarter. But PPP was able to help us stabilize a little bit.
21 And then ongoing fundraising success helped to keep us
22 going. Staff -- again, as I mentioned, totally 4 FTE in
23 place for Q3 and Q4.

24 The biggest changes of programming disappeared, so
25 those expenses disappeared with it. And our administrative

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1 expenses were reduced significantly. We took dramatic steps
 2 to -- to reduce those costs wherever we possibly could.
 3 And a little more depth here with the building.
 4 So drilling down specifically to the care of the building.
 5 As you recall it, in March, Rio Nuevo generously deferred
 6 two years of annual \$89,000 payments on the outstanding
 7 building loan obligation. So in 2020, we were able to
 8 utilize those funds that would have gone toward this loan
 9 payment as promised on ongoing care and maintenance of the
 10 historic campus.
 11 So \$92,000 was spent directly on the building in
 12 2020. This is mostly the building staff whose primary
 13 function is upkeep, contracted repairs of major systems that
 14 were requiring -- required professional skill sets beyond
 15 our staffs capabilities and, of course, materials. There
 16 were a couple of significant repairs required on the HVAC
 17 system and electrical. And then additionally, I want to
 18 point out that the Fox was able to complete the scheduled
 19 payoff of the mortgage on the Star building, which is an
 20 important piece of the Fox's -- the Fox property campus at
 21 this point.
 22 So now I want to -- Fletcher mentioned the Save Our
 23 Stages, which I'm sure many of you have heard about. And the
 24 big question is: What's going to happen? Is it going to be
 25 a lifeline? Lots of people are talk about this. The Fox is

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1 very proud to have been an active part of the local, the
 2 regional, as well as the national advocacy efforts that --
 3 that did make this possible. This is the largest federal
 4 investment in the arts sector since the WPA. So it's
 5 significant. It's a \$15 billion piece of legislation.
 6 Now that it's signed into law, what's particularly
 7 important is for -- that we are on top of is to stay
 8 informed on what is still evolving about this opportunity.
 9 We're very grateful that the opportunity and the possibility
 10 exists, but it's not a guarantee that the Fox will be a
 11 recipient. There's a lot that still remains to be worked out
 12 in the details. It's currently called the Shattered Venue
 13 Operators Grant. It will be administered by the Small
 14 Business Association. The original legislation required
 15 that the program go open for application within 14 days of
 16 the bill being signed into law. That was probably a pretty
 17 aggressive timeline.
 18 Right now, national advocacy groups are anticipating
 19 some time in February. So rules are still being written.
 20 And several key definitions are still being worked out in
 21 those rules and those definitions will determine the Fox's
 22 exact priority status in the application cue. We currently
 23 predict that we will be in priority group II, which would
 24 put us in being able to be reviewed after the first group,
 25 which is the first two weeks; so we would be in the second

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1 two weeks. That could change based on how exactly the
 2 definitions of revenue, and a couple of other things that
 3 are getting worked out.
 4 If we were to receive an award, we would be eligible
 5 for up to \$1.3 million based on the definitions in -- in the
 6 Act. But again, these are not guaranteed funds. Realistic
 7 timeline of when we know is probably at the earliest April,
 8 more possibly into May. So, as always, we are operating on
 9 the assumption that our best path forward is always a
 10 diversified revenue stream, that we don't want to put all
 11 our eggs in -- in a single basket. Of course, this would be
 12 an incredible boon if we were able to bring it about.
 13 So the big question -- yeah. Go ahead.
 14 **TREASURER SHEAFE:** Bonnie, do you mind if I ask a
 15 question?
 16 **MS. SCHOCK:** Sure.
 17 **TREASURER SHEAFE:** We had heard the word -- or the
 18 number, 2.1. But the 2.1 is really 1.3; that correct?
 19 **MS. SCHOCK:** The -- the 2.1 is the revenue that we
 20 lost between 2019 and 2020. It's the difference in our
 21 earned revenue. The -- the equation is 45 percent of your
 22 2019.
 23 **TREASURER SHEAFE:** 2019?
 24 **MS. SCHOCK:** Yes. Earned revenue.
 25 **TREASURER SHEAFE:** Okay.

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1 **MS. SCHOCK:** So for us that would be approximately
 2 1.3 million.
 3 **TREASURER SHEAFE:** Okay. And just, you know,
 4 looking at who your base is -- and you had entertainment
 5 groups pull out rather quickly as soon as COVID hit, would
 6 that recovery -- if the city council were to remove their
 7 restrictions, and we get back to a normal business
 8 environment opportunity stream downtown, and you contact
 9 your potential, you know, performers, would they respond in
 10 your opinion? Or will they continue to hold back and say,
 11 well, we don't want to necessarily commit until we get
 12 through the whole COVID thing and everybody in the nation
 13 has been either inoculated or we have herd immunity, -- you
 14 know, all these different terms that are out there.
 15 But what is the response -- if the ability -- if
 16 other problems local were removed, would the Fox suddenly be
 17 back in business? Or would you have trouble bringing in the
 18 acts that would draw the crowds?
 19 **MS. SCHOCK:** Yeah. Well, that's a -- that's a great
 20 question. And it does go to this, when will the Fox reopen?
 21 -- point. The Fox is deeply tied into the national scene.
 22 Right? As is the Rialto and other touring houses where we
 23 both have local programming that we support, rental
 24 activity, which could return sooner than national activity
 25 based on local regulations. Right? But right now, with

1 national public health conditions still very much in flux
2 and the live events industry itself, which is so
3 interconnected by a web and -- and routing of a -- a tour
4 doesn't just go to one location. It goes from California to
5 Arizona, up to the Midwest, and then over to Chicago, and
6 into the -- right? It does that on purpose in order to make
7 the economics work. So right now, the national industry is
8 really focused on the fall of 2021.

9 We do not expect that -- that national tours will
10 begin -- or regional tours will begin to ramp back up again
11 until the fall. And that's where we're looking at this
12 point as well. As I said, local activity, things like Fox
13 does like films or rental events with -- with local groups
14 could begin to happen sooner than that, but national stuff
15 will not.

16 **TREASURER SHEAFE:** All right. Thank you.

17 **MS. SCHOCK:** So overall I think that our -- you
18 know, our timeline is -- is very much, you know,
19 interrelated operating factors. Right? And the degree to
20 which our audiences are ready and willing to come back too
21 is -- is a question. And it's very much tied up with the --
22 with the vaccine. The surveys work that we have done with
23 our audiences tells us that they are -- they're look for us
24 to -- to hold a bit longer before they want to be ready to
25 come back.

1 **TREASURER SHEAFE:** As I understand it, you really --
2 what you presented here is kind of your overall look of what
3 you're trying to get accomplished. But you're also asking
4 us to pay attention to the line of credit that was set up.
5 You have not drawn against that. It's a half million
6 dollars and it's still sitting there. But what you need is
7 the ability to extend that until you get a read on what the
8 Save Our Theaters, you know, analysis works out and when the
9 funding would occur; is that correct?

10 **MS. SCHOCK:** That is true.

11 **TREASURER SHEAFE:** Okay.

12 **MS. SCHOCK:** And --

13 **TREASURER SHEAFE:** And what you're asking the Board
14 to do is to somehow figure out a way to extend our
15 willingness to backstop that line of credit even though you
16 haven't drawn any money against it yet, but you need to have
17 that to keep yourself positioned so that you don't just
18 totally go dark, is what I understand.

19 **MR. HEISLER:** Well, I -- I think, Bonnie, we need to
20 speak to -- to the booking process. Well, twofold: One --
21 one is the booking process, the way -- the way we do book;
22 and secondly, the fact that we have ramped down to
23 essentially nothing in terms of organization. So we're
24 going to have ramp back up organization in order to reopen
25 and -- and put on performances. So why don't you speak to

1 that.

2 **MS. SCHOCK:** Sure. Our -- our operating timeline to
3 sort of get the organization back up and going, it will take
4 us a minimum of three months to restaff, begin to market
5 events, start to -- to move operations toward first real
6 events. And so that's -- that's a component of this. The
7 capital is needed. Right? To -- to be able to do that.
8 Right now, our -- our skeleton budget for 2021 is -- is --
9 is a skeleton budget. It doesn't involve shows at this
10 point. So we -- we believe we can continue to -- to just
11 raise enough money to maintain this absolute baseline. And
12 then the need for capital to get us back up to operating
13 levels so that we can do shows is the -- the difference.
14 And that booking process --

15 **TREASURER SHEAFE:** You're suggesting that you won't
16 tap into your line of credit unless you need it to stopgap
17 between when you realize that you're able to start ramping
18 up and the point at which you'd received the money from the
19 Save Our Theaters fund, which would then pretty much reverse
20 the need for that because you'd have the cash coming from
21 that resource; is that right?

22 So it may not be tapped into -- or only a percentage
23 of it would be tapped into as you would utilize that money
24 to just fill that stopgap?

25 **CHAIRMAN MCCUSKER:** One of the things, Chris, that

1 people don't appreciate about the concert business is when
2 you book an act, you have to pay 50 percent of their fee
3 upfront.

4 **TREASURER SHEAFE:** Right.

5 **CHAIRMAN MCCUSKER:** So if you've got a million-dollar
6 season, you know, a million dollars worth of talent over
7 three or four months, you have to pay half of that seriously
8 the day you book the act. So the challenge for the Fox and
9 the Rialto and others is to have access to that kind of
10 capital when they do reopen. Otherwise, it's moot. You know,
11 they're not going to -- especially following the pandemic,
12 no booker in the world is going to book an act until they've
13 seen the money. And we may see some acts move to even a
14 bigger percentage up front concerned that the theater might
15 not be viable.

16 So, you know, that's part of -- you know, I think
17 what people don't understand about how these venues operate.
18 It's not just staffing; it's paying for the talent. And,
19 you know, I think most people understand that. You know,
20 Lyle Lovett's a \$50,000 act. You know, Willie Nelson is
21 twice that, you know, if you can get him for that. So, you
22 know, to book an act at the caliber that we've had at the
23 Fox, it takes, you know, millions of dollars of talent fees.
24 And, you know, somehow we got to make sure they can -- when
25 they do reopen, they've got the money to operate.

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1 And -- and what I didn't know is we're still --
 2 because I had read the headlines too that the save our
 3 stages act was supposed be writing checks in 14 days. And,
 4 you know, we may not know until the middle of the year.
 5 **MS. SCHOCK:** Yeah.
 6 **MR. MARQUEZ:** This is Edmund. So it sounds like we
 7 have enough money to maintain if -- if the season doesn't
 8 get ramped up again. If the season gets ramped up again,
 9 we're going to get mixed into that cash flow that's needed
 10 in order to prepurchase --
 11 **MS. SCHOCK:** That's right. It's -- it's the -- it's
 12 the advance operating capital, right, that we -- we've got
 13 to have in place.
 14 **MR. MARQUEZ:** Yes. Here comes -- here comes the
 15 question though: Do you have a plan to get us off the
 16 merry-go-round? Because once you say you've put in 300 of
 17 our 500 to help you ramp up and now you're stuck into --
 18 it's kind of like -- in a -- in a respectful way, it's kind
 19 of like paycheck to paycheck. If you're waiting for each
 20 show to happen so you can pay for the next show. Right?
 21 You're one step ahead.
 22 **MR. HEISLER:** Exactly.
 23 **MR. MARQUEZ:** How do we get off the merry-go-round.
 24 What's the plan to get us our money back into the credit
 25 line?

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1 **MS. SCHOCK:** Yeah. Well, that's -- that's an
 2 excellent question. That is exactly the question. I think
 3 first of all, progress -- weirdly enough, progress has been
 4 made during this time. So part of what we have been doing
 5 is working diligently to utilize the money that we've raised
 6 this year. We reduced our expenses further than we reduced
 7 our revenue in order to get ourselves -- start moving
 8 ourselves out of the debt that the organization was -- was
 9 walking into with -- partly from that advanced ticket sale
 10 merry-go-round. Right?
 11 So we have -- as you saw earlier, we paid down a lot
 12 of that. We've also paid down a lot of AP. So that
 13 positions us there for -- first off, as we start to reopen,
 14 better. Second off, as we reopen, we need to be much more
 15 cautious. So it's important that all of us understand that
 16 the Fox won't immediately go back to the level of activity
 17 that we were at immediately prior to the pandemic. We
 18 simply need to move gradually and begin to do shows that we
 19 know we can handle. Right? We know the audiences are
 20 coming. We're investing fully into those things, making sure
 21 that they -- they are profitable so that we can build ahead
 22 instead of building behind. So that's the -- that's the
 23 main piece of strategy around this. But there's much more.
 24 The other part is much more aggressive fundraising.
 25 We are working on that extremely diligently. That's a --

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1 been a huge part of the activity that we've been involved in
 2 over the last 10 months is building our capacity around
 3 fundraising.
 4 **MR. MARQUEZ:** Well, you've done a great job of
 5 weaning yourself off the merry-go-round because once it came
 6 to a stop, it's like all hell breaks loose, the house
 7 crumbles, and you're just stuck there with a lack of cash
 8 flow, and you've been living paycheck to paycheck. So I'm --
 9 I'm comfortable with supporting the Fox. Obviously, we have
 10 to have a downtown with a Fox Theatre; that's just the way
 11 it rolls.
 12 I guess the language that I'd want to see in any of
 13 this, if we did extend and put ourselves out there on a
 14 credit line is knowing that when you -- when you receive the
 15 Save Our Stages, you just pay us back. Like, as soon as you
 16 get the money, you just pay back that credit line and you
 17 zero it out and -- and hopefully step away from it.
 18 **MS. SCHOCK:** Yeah. I mean, I think that that --
 19 that's entirely reasonable. You know, one way or the other,
 20 the Fox needs to have the available capital to reopen. If we
 21 plan --
 22 **TREASURER SHEAFE:** Hey, Edmund, do you want to put
 23 that in the form of a motion?
 24 **MR. MARQUEZ:** Yeah. So I move that we continue
 25 backing the line of credit. Is there a time -- is there a

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1 timeframe, Fletcher?
 2 **CHAIRMAN MCCUSKER:** I believe it's up for renewal
 3 now, Bonnie. You might want to speak to that.
 4 **MS. SCHOCK:** The timeline is April.
 5 **CHAIRMAN MCCUSKER:** So it renews in April.
 6 **MR. MARQUEZ:** So -- but was there a timeline of how
 7 long they kept this on back --
 8 **CHAIRMAN MCCUSKER:** It was a year, yeah. It was a
 9 year and the -- the year is up this April.
 10 **MR. MARQUEZ:** All right. So I move that we, as of
 11 April, continue backing the line of credit for the Fox
 12 Theatre for an additional year with language agreed upon
 13 with our executive officers and the Fox Theatre Board
 14 stating that when -- if and when the Fox Theatre receives
 15 the Save Our Stages support, that we are paid back in full
 16 immediately upon receiving the Save Our Stages dollars.
 17 I'll leave it at that. And we'll let it -- just let it
 18 continue to fund the rest of the year.
 19 **TREASURER SHEAFE:** Would you accept an amendment
 20 that we authorize counsel to put together that -- that
 21 wording so that we're all on the same wavelength? As
 22 exactly what you have described.
 23 **MS. SCHOCK:** Yeah. And there may be some -- you know,
 24 some realities of the -- with the bank -- the structure of
 25 the loan itself that may or may not -- you know, because the

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1 -- because the money wouldn't be coming from the Fox to Rio
 2 Nuevo. Right?
 3 **CHAIRMAN MCCUSKER:** And they're -- they're actually
 4 not using our money. We deposited money at the bank.
 5 **MR. HEISLER:** That's the point I want to make.
 6 So this -- this is a line of -- this is a loan from
 7 the bank that is guaranteed with \$500,000 deposit at the
 8 bank. So we're actually borrowing the money from the bank.
 9 **MR. MARQUEZ:** But then you would -- you would zero
 10 out the loan that --
 11 **MR. HEISLER:** Right. So that would free up that money
 12 back to you basically. It would un-encumber that -- that
 13 cash.
 14 **CHAIRMAN MCCUSKER:** Technically, what you would want
 15 is the bank to release the collateral. That's really --
 16 that's really all that has to happen.
 17 **MR. MARQUEZ:** Mark Collins, was that messy enough?
 18 Or did we get that?
 19 **CHAIRMAN MCCUSKER:** We never got a concise motion and
 20 -- and whatever you said never got a second. So you might
 21 just want to restate your motion.
 22 **TREASURER SHEAFE:** Just -- just restate it, but
 23 include counsel, and then I'll second.
 24 **MR. MARQUEZ:** Okay. So I move that effective April,
 25 we extend our collateral on the loan to -- to the Fox

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1 Theatre an additional year with language written by counsel
 2 and agreed upon with the Fox Theatre that as -- if and when
 3 they receive the Save Our Stages the dollars, they repay the
 4 loan in full.
 5 **MR. IRVIN:** But I think you meant to say that it was
 6 agreeable to Rio Nuevo's executive officers.
 7 **MR. MARQUEZ:** Yeah. That's what I meant. Rio Nuevo
 8 executive officers.
 9 **TREASURER SHEAFE:** And we would authorize counsel to
 10 work through the paperwork so that it properly expresses
 11 what your motion is.
 12 **MR. MARQUEZ:** Yes. That's why you usually do the
 13 motions, Chris.
 14 **CHAIRMAN MCCUSKER:** So that's -- that's a -- that's
 15 a triparty motion there. But I think we get the gist. We
 16 will do whatever's necessary, Bonnie and Michael, to renew
 17 the line for a year with the bank. When and if you get the
 18 Save Our Stages money, it's really as simple as us asking
 19 the bank to release the collateral. So, Mr. Collins, I think
 20 you understand where we're going.
 21 **MR. COLLINS:** I do.
 22 **CHAIRMAN McCUSKER:** So with that motion and second,
 23 Brandi, go ahead and call the roll.
 24 **MS. HAGA-BLACKMAN:** Bonnie or Michael, would you
 25 mind -- stop the screen share please.

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1 **CHAIRMAN McCUSKER:** Would you drop your slides,
 2 Bonnie? Thank you.
 3 **MS. SCHOCK:** Oh, yes. I'm sorry.
 4 **MS. HAGA-BLACKMAN:** Okay. Edmund Marquez.
 5 **MR. MARQUEZ:** Aye.
 6 **MS. HAGA-BLACKMAN:** Jeff Hill. You're going to have
 7 to unmute yourself.
 8 **CHAIRMAN McCUSKER:** Or nod or thumbs up or thumbs up
 9 or . . .
 10 There you go. He gave a thumbs up.
 11 **CHAIRMAN McCUSKER:** Let the record show he gave a
 12 thumbs up. Go ahead.
 13 **MS. HAGA-BLACKMAN:** Jannie Cox.
 14 **CHAIRMAN McCUSKER:** You're muted too, Jannie.
 15 **MS. COX:** Aye.
 16 **CHAIRMAN McCUSKER:** There you go.
 17 **CHAIRMAN McCUSKER:** Mr. Irvin?
 18 **MR. IRVIN:** Aye.
 19 **MS. HAGA-BLACKMAN:** Chris Sheafe.
 20 **TREASURER SHEAFE:** Aye.
 21 **MS. HAGA-BLACKMAN:** Fletcher McCusker.
 22 **CHAIRMAN McCUSKER:** Aye.
 23 (The Board voted 6-0; motion carries unanimously.)
 24 It's like the Keystone Cops. I said that to my
 25 31-year-old son and he said, who are the Keystone Cops?

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1 Okay. Bonnie, Michael, thank you very -- that was
 2 very thorough. We'll do that with you again, you know,
 3 probably a lot sooner than a year from now. And when you do
 4 get a line, Bonnie, on what's happening with the Feds, we'll
 5 be in touch so . . .
 6 **MS. SCHOCK:** Thank you, everyone.
 7 **CHAIRMAN MCCUSKER:** Thank you for keeping the Fox
 8 alive. And, Bonnie, our faith in you has been reinforced
 9 today in spades. So, you know, Godspeed to you guys.
 10 **MS. SCHOCK:** Thanks -- thanks very much, everyone.
 11 Appreciate your support. Take care.
 12 **CHAIRMAN MCCUSKER:** Okay. And after the fun one. Mr.
 13 Collins, 75 East Broadway. For those people that have been
 14 following this now three-and-a-half-year-old project, I
 15 think I can safely say we are dangerously close to closing
 16 this and advancing this unbelievable project across the
 17 street from TEP.
 18 In talking with the developers and the lenders, Mr.
 19 Collins is now on a call with the lending group three times
 20 a week. I think he indicated to us there's some 29
 21 documents floating around that require various iterations.
 22 There were just a few open items that we discussed in our
 23 Executive Session. The developers have indicated to us they
 24 intend to launch the architects so they can meet the March
 25 1st deadline with us in the county regarding development

1 services. So I think it's as simple as us instructing
 2 counsel to advance what we asked for in Executive Session.
 3 Mr. Collins.
 4 **MR. COLLINS:** They just authorized me to proceed
 5 forward as I was instructed in e-session.
 6 **MR. IRVIN:** So moved.
 7 **MS. COX:** Second.
 8 **CHAIRMAN MCCUSKER:** Okay. We can do the roll call
 9 vote. All in favor, say aye.
 10 (Ayes.)
 11 Opposed nay.
 12 (Roll call vote carries unanimously; motion
 13 carries.)
 14 **CHAIRMAN McCUSKER:** Okay. Mr. Collins, we're running
 15 out of time so...
 16 **MR. COLLINS:** I'm familiar with that.
 17 **CHAIRMAN McCUSKER:** Indeed, you are. Now, the TCC
 18 Item 10, I believe I'm tabling that. Mr. Collins, we don't
 19 have anything today?
 20 **MR. COLLINS:** Yeah. There's -- there's Phil. He can
 21 speak to it, probably.
 22 **CHAIRMAN McCUSKER:** Mr. Swaim, you're on the agenda
 23 so -- but I understand we're still waiting for some stuff
 24 from Sundt. So go ahead, Phil.
 25 **MR. SWAIM:** No, Mr. Chair. This is Phil Swaim. Swaim

1 Associates Architects. We submitted Sundt's GMP no. 7 to
 2 you yesterday afternoon. And --
 3 **CHAIRMAN McCUSKER:** We didn't -- we didn't get it.
 4 So is there a way to do this in real time? Do you --
 5 Phil, kind of go through it, what it is, how much it
 6 is, and we can probably approve it with a verbal context.
 7 **MR. SWAIM:** If you'd like to -- to table this if
 8 you'd like. I can read -- if you want to go to the next
 9 agenda item if that would be helpful.
 10 **TREASURER SHEAFE:** Just tell us what it is.
 11 **CHAIRMAN McCUSKER:** Just go -- go through it
 12 verbally.
 13 **MR. SWAIM:** Okay. So this is Sundt plus Concord's GMP
 14 No. 7 for a total of \$2,719,406. It includes -- this
 15 package includes four items. There is \$391,781 for the
 16 historic landscape central plaza for the final electrical
 17 irrigation and landscape work. It also includes \$463,033
 18 for the site improvements. This is the paving, handrails,
 19 landscape, and irrigation. The -- it includes the meeting
 20 room addition steel package of \$861,301. And the Music Hall
 21 seating replacement of \$1,003,292. That -- that is actually
 22 an allowance. That's the critical path for the Music Hall
 23 renovation. Which the -- the seats are going to be out to
 24 bid next week to be replaced and we'll need to be able to
 25 have 50 percent down as soon as possible before the next

1 board meeting, so . . .
 2 **CHAIRMAN McCUSKER:** Create some context for us on
 3 where you are in the schedule and the budget and just
 4 generally how the TCC is going.
 5 **MR. SWAIM:** Okay. So this is part of the 50 -- or \$65
 6 million overall upgrades and renovation of the Tucson
 7 Convention Center. Yeah. We thought that Sundt plus Concord
 8 was busy in 2020 with the -- the existing renovation -- the
 9 TCC renovation, the Lot A Garage and the upper plaza work,
 10 which is all completed and I think been very successful
 11 actually now been used for -- for vaccination site.
 12 But I think in 2021 they're actually busier. They're
 13 not starting -- they've started renovation on the central
 14 plaza with the fountain work and that -- that central area.
 15 They started the excavation for the meeting room addition on
 16 the west side of -- the west side of the convention center.
 17 And the -- then they're ready to start the -- the upgrades
 18 of the overall site, which has to be brought up to code,
 19 which -- and -- and then they're -- they're getting ready
 20 with the -- the Music Hall renovation with the seat package.
 21 And they'll -- and documents are designed ongoing with that.
 22 **CHAIRMAN McCUSKER:** Any questions for Mr. Swaim?
 23 **TREASURER SHEAFE:** So this was -- this is all
 24 consistent with what we had talked about recently with the
 25 exception of the seats and music and the symphony hall. I'm

1 talking about the Eckbo Plaza improvements and the other
 2 work that's going on over at the TCC.
 3 So how did the seat and the symphony hall get thrown
 4 into this? Because that's -- wasn't part of the discussion
 5 that we've had when we kind of authorized all this to go
 6 forward.
 7 **MR. SWAIM:** Actually, the -- the seat replacement is
 8 part of the -- the scope that was identified several years
 9 ago and all of this is within budget. So this -- this is
 10 actually one of the top priorities within the renovation of
 11 the Music Hall is to get those seats replaced, which are
 12 original. They've had some upgrade on the -- the fabric,
 13 but those seats are beyond their lifespan. There are times
 14 that they've actually had to do some seat repairs during
 15 intermission to be able to keep -- keep patrons going and
 16 for performances. So it's a -- it's a huge long lead item
 17 that we have to get going so we can get that -- the
 18 installation done this summer.
 19 **MR. MARQUEZ:** The seats are 50 years old and the
 20 company that made them doesn't even exist anymore. So they
 21 needed to -- they need to be replaced badly.
 22 **CHAIRMAN McCUSKER:** Mr. Irvin, your hand is up. Go
 23 ahead.
 24 **MR. IRVIN:** All right. So first off, Phil, thanks for
 25 your great work over at the -- over at the TCC. My -- my

1 only concern relates to the Music Hall. And you know,
2 that's not a property that's owned by the District. It's
3 owned by the City. And we've been in discussions for I have
4 no idea how long on the Music Hall lot immediately behind
5 there where we had plans to build a 500-place parking
6 garage. Despite working on it for God knows how long, we
7 still don't have that property under contract, even though
8 we've agreed to all the terms and conditions, and Rio Nuevo
9 has spent a pile of money designing that garage.

10 I'm a little uncomfortable with approving that piece
11 of it given the lack of progress that we've made on Lot C.
12 And as much as I hate to do it, I'd like to make a motion
13 that we approve this and -- and take that one piece out
14 until we get the Lot C issue behind us.

15 **CHAIRMAN McCUSKER:** Mr. Collins, what's the latest
16 on the Lot C title?

17 **MR. COLLINS:** Nothing final. Lots of discussion. I
18 think we're there, Mark. But I've said that to you before.

19 **CHAIRMAN McCUSKER:** You really muck up the chair
20 schedule if you do that. I mean, this is a preorder item
21 that takes significant amount of lead time. It would be at
22 least a month delay.

23 Phil, what happens if we delay the seats by a
24 meeting?

25 **MR. SWAIM:** Well, at that point we're potentially

1 three of the four, with the exception of Lot C. And I would
2 pull that out and then provide the executive offers --
3 officers the authorization to pull the trigger on that one
4 once we've resolved our Lot C issues.

5 **CHAIRMAN McCUSKER:** Not hearing anybody jump up with
6 a second. It's a pretty stern --

7 **TREASURER SHEAFE:** I'll second that.

8 **CHAIRMAN McCUSKER:** All right. Mr. Sheafe has
9 seconded that.

10 Mr. Swaim has suggested that in spite of that he
11 could launch the RFP process, Mark, and at least begin
12 soliciting the bids. They don't have to award them if
13 indeed progress is not made, but that would allow them to
14 stay on schedule.

15 **MR. IRVIN:** I don't have any problem with --

16 **TREASURER SHEAFE:** I thought that was part of his
17 motion.

18 **MR. IRVIN:** We -- we -- we don't want to slow it
19 down. I'm just not ready to commit the District to 1.3
20 million plus in cost if we aren't going to be able to be
21 successful for some reason on Lot C.

22 **MR. MARQUEZ:** I just don't think we're negatively
23 affecting the City. I think the City's like, fine, don't
24 replace the seats right now. I just -- I just keep thinking
25 the greater good with all the folks that are going to be at

1 at-risk of not having the seats replaced before the -- the
2 scheduled -- the first concert scheduled in -- in
3 mid-September. We're sort of down to almost days in -- in
4 the scheduling of that.

5 Something that I might propose, Mark and Board, that
6 -- that might help respond to your concerns is if we can
7 authorize that portion at this point we can -- because it is
8 an allowance, and we're going out to bid next week, we'll
9 have about a three-week bid period. So we would have a
10 chance to be able to -- to revisit with you to see if we had
11 had progress with the Lot C before we're actually authorized
12 to -- to expend those funds, if that would be acceptable.

13 **MR. IRVIN:** So -- so my -- my motion was that we take
14 that piece out subject to making progress on Lot C. As far
15 as we're concerned, we have done everything that we said we
16 were -- that we would do, including designing and spending
17 money designing a parking garage that we're going to buy
18 from a piece of land that we're going to buy behind -- not
19 just the campus, but also the Music Hall -- load in and load
20 out, you know -- you've been actively involved in all that.

21 I just -- you know, the only thing we're waiting on
22 is a drawing; that's what I'm told. We're waiting on a
23 drawing. If that's all we're waiting on, that ball's not in
24 our court. That ball's in Tucson's court. And again, I would
25 restate my motion. I'm fine with all three of the -- all

1 the TCC and just want the seats replaced. I get it. I
2 totally get it. We're dealing with the same issues with
3 Sunshine Mile when we're trying to get titles and deeds, et
4 cetera. And it's just -- it's slow. We know we'll get them.
5 I just -- I hate to leverage the Music Hall seats; because
6 they're just horrible.

7 **CHAIRMAN McCUSKER:** Okay. So we have a motion and a
8 second to defer payment on the Music Hall seats. That
9 doesn't prohibit the architects and contractors from bidding
10 those. It would prohibit funding them.

11 So Brandi, let's call the roll.

12 **MS. HAGA-BLACKMAN:** Jeff Hill. Jeff?

13 **MR. HILL:** Aye.

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

15 **MS. COX:** No.

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

17 **MR. MARQUEZ:** Nay.

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

19 **MR. IRVIN:** Aye.

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

21 **TREASURER SHEAFE:** Aye.

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

23 **CHAIRMAN MCCUSKER:** I vote no. So that motion
24 fails.

25 (The motion fails with 3 nays and 3 ayes.)

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1 **MR. SWAIM:** Mr. Chair, Mr. Irvin, something that I
 2 would -- if you can let us know what drawing you're after.
 3 We have -- obviously, we've got an architect under contract
 4 for that. We have site surveys for all of that property
 5 that's -- that's in play. And maybe our team can provide
 6 that drawing for you if that would be helpful.
 7 **MR. IRVIN:** I'm going to let Mr. Collins address
 8 that issue.
 9 **CHAIRMAN McCUSKER:** I think it's more complicated
 10 than that. But, Mr. Collins, what -- what are the open
 11 issues?
 12 **MR. COLLINS:** Well, the open issue is to make sure
 13 that the parking garage has sufficient turning radius for
 14 the loading dock. And your partner, Mr. Becherer, has --
 15 excuse me, Phil -- provided a hand sketch, but that hasn't
 16 been enough. So let me suggest this. Call me tomorrow
 17 morning with -- when you and Michael have a minute and we
 18 can get the City on the phone at the same time.
 19 **MR. SWAIM:** Okay. We also have a civil engineer with
 20 a -- with a turning radius program that can -- can do that
 21 and doesn't have to be a hand sketch that -- but let's go
 22 tomorrow morning.
 23 **MR. COLLINS:** That will help. Just let me know when
 24 -- when you have the time.
 25 **MR. SWAIM:** Very good.

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1 **TREASURER SHEAFE:** Mark, will you suggest how to
 2 adjust the motion so that we kind of accomplish what
 3 Fletcher is suggesting? And that is, move this thing
 4 forward, allow you guys to move forward. And if you get the
 5 City and everybody, you might be able to solve the problem.
 6 And -- and then, you're free to move forward and we get
 7 everything accomplished without slowing anything down, but
 8 we kind of signal to the City, hey, you got to bring this
 9 thing to, you know, a conclusion and get us in a position
 10 where we can --
 11 **MR. IRVIN:** Chris, I appreciate that. But what I
 12 would say is I'm comfortable that Phil understands the
 13 direction and thoughts and would do his absolute best to
 14 move the process along and before he brings us a piece of
 15 paper that needs us to sign to turn loose a \$1.3 million
 16 thing, he's giving us a chance to work through our other
 17 stuff. So I get it. I don't think I need a special motion
 18 and Mr. -- Mr. Collins and Chairman McCusker, if you
 19 disagree with that, please chime in.
 20 **CHAIRMAN McCUSKER:** No. I think you -- they got the
 21 message.
 22 So we have a request for GMP No. 7, which is
 23 \$2,719,406. Any further questions of Mr. Swaim regarding
 24 that request?
 25 **MR. IRVIN:** Motion to approve.

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1 **MR. MARQUEZ:** Second.
 2 **MS. COX:** Second.
 3 **CHAIRMAN McCUSKER:** Okay. We have a motion to approve
 4 the GMP No. 7 \$2,719,406. Brandi, call the roll.
 5 **MS. HAGA-BLACKMAN:** Jeff Hill.
 6 **MR. HILL:** Aye.
 7 **MS. HAGA-BLACKMAN:** Jannie Cox.
 8 **MS. COX:** Aye.
 9 **MS. HAGA-BLACKMAN:** Edmund Marquez.
 10 **MR. MARQUEZ:** Aye.
 11 **MS. HAGA-BLACKMAN:** Mark Irvin.
 12 **MR. IRVIN:** Aye.
 13 **MS. HAGA-BLACKMAN:** Chris Sheafe.
 14 **TREASURER SHEAFE:** Aye.
 15 **MS. HAGA-BLACKMAN:** Fletcher McCusker.
 16 **CHAIRMAN MCCUSKER:** Aye.
 17 (The Board voted and the motion carries, 6-0.)
 18 Okay, Mr. Swaim. Keep rocking. Thank you.
 19 **MR. SWAIM:** Message -- message received, Mark.
 20 Appreciate that. We'll work on that.
 21 **MR. COLLINS:** Thanks.
 22 **CHAIRMAN McCUSKER:** Item No. 11, Sunshine Mile
 23 bungalow block. Mr. Collins has advanced us the draft RFP
 24 to solicit private sector partners. I think, Mark, you
 25 needed authorization to release that. Anything else on this

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1 item?
 2 **MR. COLLINS:** No. I'd like authorization to release
 3 it. Once I've -- we've given the Board members, let's say,
 4 to the end of the week to give me their thoughts on the
 5 draft. That way we could get it issued next week.
 6 **TREASURER SHEAFE:** The motion is -- so we'll pass a
 7 motion that -- I would suggest a motion to release the RFP
 8 as soon as you have clearance from a member or Board
 9 member's response.
 10 **MR. MARQUEZ:** So moved.
 11 **CHAIRMAN McCUSKER:** Did Mr. Irvin second that?
 12 **MR. IRVIN:** I -- I said is that this week? Is there
 13 a timetable on that?
 14 **MR. COLLINS:** Well, if you accept an amendment,
 15 Chris, that the Board members have until Friday of February
 16 5th.
 17 Or February 9th. The stop date of February 9th.
 18 **CHAIRMAN McCUSKER:** So as I understand the motion,
 19 it's to review the draft Mr. Collins gave us today. Have any
 20 comments to him by the 5th -- Friday the 5th, this Friday?
 21 **TREASURER SHEAFE:** The 5th is a Monday. The 9th is a
 22 Friday. I gave them til Friday. So you can go as fast as you
 23 want.
 24 **CHAIRMAN McCUSKER:** No later than the 9th or -- or
 25 this Friday, the 29th?

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1 A week from Friday?
 2 **TREASURER SHEAFE:** Which do you want, Mark?
 3 **MR. COLLINS:** I -- this Friday is fine. There's not
 4 a lot that you're going to have to comment on.
 5 **CHAIRMAN McCUSKER:** Let's be clear. The motion then
 6 is --
 7 **TREASURER SHEAFE:** The motion switches to the 29th.
 8 **CHAIRMAN McCUSKER:** Right. You're going to have
 9 until the 29th to get your comments to Mr. Collins. We would
 10 authorize the release of that.
 11 For those that are following this, this is Rio
 12 Nuevo's interest in soliciting private sector partners that
 13 are interested in partnering with us specifically on the
 14 so-called Bungalow Block. The proposal provides for any or
 15 all interest, and also provides you can bid on any or all of
 16 the bungalows. That RFP as soon as it's released will go up
 17 live on our website.
 18 Brandi, call the roll.
 19 We lost her.
 20 **MR. MARQUEZ:** I'll do it if you want.
 21 **CHAIRMAN MCCUSKER:** Mr. Collins, you call the
 22 roll.
 23 **MR. COLLINS:** Sure. Mr. Irvin.
 24 **MR. IRVIN:** Aye.
 25 **MR. COLLINS:** Jannie Cox.

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1 **MS. COX:** Aye.
 2 **MR. COLLINS:** Jeffrey Hill.
 3 **MR. HILL:** Aye.
 4 **MR. COLLINS:** Chris Sheafe.
 5 **TREASURER SHEAFE:** Aye.
 6 **MR. COLLINS:** Edmund Marquez.
 7 **MR. MARQUEZ:** Aye.
 8 **MR. COLLINS:** Fletcher McCusker.
 9 **CHAIRMAN MCCUSKER:** Aye.
 10 (The Board votes and motion carries 6-0.)
 11 Okay. So that long awaited RFP will go put probably
 12 next week.
 13 **MR. COLLINS:** Correct.
 14 **CHAIRMAN McCUSKER:** Item No. 12, Ross, thank you
 15 very much for your patience. But if there's anybody busier
 16 than Ross Rulney right now, I don't know who that is. But
 17 he's doing a project downtown and has acquired some adjacent
 18 property that he would like to include in the Rio Nuevo
 19 partnership there. Ross, I'll let you describe the project
 20 and the ask.
 21 **MR. RULNEY:** The -- the project that I'm referring to
 22 -- and thank you, Fletcher. My name is Ross Rulney. The --
 23 the Julian Drew project is -- is at the corner of 5th and
 24 Broadway downtown, but the ownership of that entity owns a
 25 number of buildings down there. The carriage house, the

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1 Julian Drew building, the Julian Drew lofts, the BFW
 2 building, and now, the Odd Fellows Hall building, which is
 3 the building where Janos' Downtown Kitchen used to occupy.
 4 The addition of that building is unique because it's
 5 contiguous to all the others, connecting parking lots. So
 6 what -- what I'm -- what -- what I'm asking for is that that
 7 building also be included in our existing relationship, the
 8 existing deal that we have. We've been able to -- when I
 9 was in escrow for the building, we -- we -- we had full
 10 tenancy. And what I found out during escrow before my
 11 closing was that Janos and others were -- were going to
 12 vacate and not extend their lease. Fortunately, I've been
 13 able to keep Janos downtown in another location in the
 14 Carriage House. But, you know, with the building emptying
 15 out, I had to do some very creative things to generate
 16 interest, and we were successful.
 17 I don't know how public it is, but we do have a very
 18 exciting new restaurant that has formally signed a new
 19 lease; and they will start their tenant improvements in
 20 conjunction with my work within the next few weeks, and they
 21 expect to open as soon as possible. They are a -- a very
 22 popular local establishment and they have quite the loyal
 23 following. So I'm really excited about that. It was
 24 suggested that that building was probably better suited for
 25 office and residential. But I'm glad we were able to keep

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1 it as a vibrant local downtown restaurant.
 2 And what we're also going to develop is an outdoor
 3 venue, which is important to these users. So really, the
 4 only ask is -- is not a financial contribution up front,
 5 it's just to include that one building, which is owned by
 6 the group of buildings, into the same structure that we
 7 currently have agreed.
 8 **CHAIRMAN McCUSKER:** Thank you for that.
 9 Mr. Irvin.
 10 **MR. IRVIN:** Hey, what are you -- what are you guys
 11 actually going to be doing to the building as far as
 12 expenditures or anything that they're doing to get it ready
 13 for the new group?
 14 **MS. RULNEY:** Yeah. So with the VFW, the parking lots
 15 kind of are L-shaped together. So we're -- we're going to
 16 join the parking lots. We're going to create an outdoor
 17 environment -- a green space, open space, table space, patio
 18 courtyard space, for the properties to share. I -- I -- if
 19 you've ever walked down behind Odd Fellows Hall building
 20 down Arizona Avenue, if you can visualize, there's a large
 21 steel structure that is currently occupied by Barbara
 22 Grygutis and her design studio. That -- that area as soon
 23 as she moves out and her -- she will be moving out soon that
 24 -- that area -- she -- she was one of the sellers of the
 25 building. That area will end up being an outdoor covered

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1 venue space with lighting also shared amongst the tenants.
 2 So they'll be that investment, the inside, the TIs.
 3 We're going to do some exterior work on the building.
 4 There's quite a bit of deferred maintenance that needs to
 5 take place. And then, hopefully, one day now that these
 6 parking lots that are all contiguous -- there very well
 7 could be an opportunity for some additional development down
 8 the road.
 9 **CHAIRMAN McCUSKER:** Mr. Collins, I think you
 10 suggested we might need to amend the economic analysis.
 11 **MR. COLLINS:** Well, Mr. Chairman, members of the
 12 Board -- Ross, good to see you. I'd like to see your
 13 estimate on your construction costs and so forth as soon as
 14 you can.
 15 Members of Board, I don't know whether I mentioned
 16 it to you or not, but a good colleague of mine, Ted
 17 Hinderaker, represents Ross. Ted's put together an
 18 amendment. I've got a few lawyer things that I've got to do
 19 with Ted. And I think we can work through that. If Ross can
 20 get me the -- his estimate on the construction that he's
 21 going to spend on the Odd Fellows Building, I think we can
 22 advance this if the Board wants to.
 23 **CHAIRMAN McCUSKER:** Without an additional economic
 24 study or with the additional economic study?
 25 **MR. COLLINS:** With. I believe, Mr. Chairman, the

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1 statute doesn't specifically -- specifically address
 2 amendments. But if we have Ross spending X dollars, I don't
 3 think the economic study is going to be a problem.
 4 **CHAIRMAN McCUSKER:** So -- so what we might -- what
 5 we might do today -- what we might do today then is approve
 6 it subject to the economic study.
 7 **MR. COLLINS:** Sure.
 8 **MR. IRVIN:** And then authorize the executive
 9 officers to sign it.
 10 **CHAIRMAN McCUSKER:** Yeah. Make this motion, Mr. --
 11 **MR. IRVIN:** That sounds like a good motion to me so
 12 I -- you know, Mr. Collins, I'm sure you understood that
 13 one.
 14 **MR. COLLINS:** I did.
 15 **MR. IRVIN:** Subject to an economic study, you know,
 16 we authorize the Board to -- excuse me, the executive
 17 officers to move forward.
 18 **CHAIRMAN McCUSKER:** That would need a second.
 19 **MR. MARQUEZ:** Second.
 20 **CHAIRMAN McCUSKER:** Mr. Marquez seconded that.
 21 Okay. We have a motion and a second to include that
 22 property, which we've known as the Downtown Kitchen and
 23 Cocktails into your current package, Ross. Thanks for
 24 stepping up downtown. You know, that's going to be a great
 25 block. You've taken some really interesting properties to

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1 combine. I love the ideas about outside patio and outside
 2 dining. That's been a real challenge downtown frankly is to
 3 find space for restaurants to move outdoors so
 4 congratulations.
 5 Brandi, you can call the roll.
 6 **TREASURER SHEAFE:** Have Collins do it.
 7 **CHAIRMAN McCUSKER:** Brandi's there. Brandi, you're
 8 alive? I think watching a movie.
 9 **TREASURER SHEAFE:** I think Collins has to --
 10 **CHAIRMAN McCUSKER:** All right. Mr. Collins, you call
 11 the roll.
 12 **MR. COLLINS:** Oh, okay.
 13 Chris Sheafe.
 14 **TREASURER SHEAFE:** Aye.
 15 **MR. COLLINS:** Jeffrey Hill.
 16 **MR. HILL:** Aye.
 17 **MR. COLLINS:** Jannie Cox.
 18 **MS. COX:** Aye.
 19 **MR. COLLINS:** Mark Irvin.
 20 **MR. IRVIN:** Aye.
 21 **MR. COLLINS:** Edmund Marquez.
 22 **MR. MARQUEZ:** Great job, Ross. Aye.
 23 **MR. COLLINS:** Fletcher McCusker.
 24 **CHAIRMAN McCUSKER:** I echo. Great job, Ross. Aye.
 25 (The Board voted and motion carries 6-0.)

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1 That's unanimous. We'll get the work done as
 2 soon as we can. So keep us posted. Let us know when you can
 3 go -- let us know when you can go public with your new
 4 tenant.
 5 **MR. RULNEY:** Absolutely, I sure will. Thanks,
 6 everybody.
 7 **CHAIRMAN McCUSKER:** Thank you. Item next, the Volvo
 8 site. We talked about it a little bit in the context of the
 9 budget. We are discussing a possible new terms with the
 10 developer in the City. So I probably just -- I can either
 11 table this or get a motion to allow the executive officers
 12 to complete any renegotiations.
 13 **TREASURER SHEAFE:** I would make a motion that we
 14 authorize the executive officers together with counsel to
 15 complete negotiations on the Volvo site to try and see if we
 16 can't work out a better system for how the land is purchased
 17 and maybe defer the cash expense of that. And at that point,
 18 move forward as quickly as we can on that project.
 19 **MR. MARQUEZ:** Second.
 20 **TREASURER SHEAFE:** And we authorize counsel to go
 21 through the process of establishing what that condition
 22 would be. That would be the purchase of the land from the
 23 City by Sloan.
 24 **MR. MARQUEZ:** Second.
 25 **CHAIRMAN McCUSKER:** Mr. Marquez, you second that.

1 **MR. MARQUEZ:** Yes. Twice.
 2 **CHAIRMAN McCUSKER:** Okay. Everybody understand where
 3 we're going?
 4 Mr. Collins, you got -- got the drift?
 5 **MR. COLLINS:** Got it.
 6 **CHAIRMAN McCUSKER:** Mr. Collins, you get to call the
 7 roll.
 8 **MR. COLLINS:** Oh, okay.
 9 Mark Irvin.
 10 **MR. IRVIN:** I get called first, yay.
 11 **MR. COLLINS:** Chris Sheafe.
 12 **TREASURER SHEAFE:** Aye.
 13 **MR. COLLINS:** Jeff Hill.
 14 **MR. HILL:** Aye.
 15 **MR. COLLINS:** Jannie Cox.
 16 **MS. COX:** Aye.
 17 **MR. COLLINS:** Edmund Marquez.
 18 **MR. MARQUEZ:** Aye.
 19 **MR. COLLINS:** Fletcher McCusker.
 20 **CHAIRMAN McCUSKER:** Aye.
 21 (The Board voted and motion carries 6-0.)
 22 We're getting a lot of work done. So last, the
 23 Cadence, we've tabled. The last two items are related to the
 24 conversation we had at the beginning of the meeting
 25 regarding the budget. I'll give you an opportunity to

1 contradict yourself if you're so inclined. We are eager to
 2 get some financial assistance out to the District. We've
 3 also deferred the marketing budget if someone's inclined to
 4 make a change. That's why they're on the agenda.
 5 **MR. IRVIN:** I think it's a good idea to include that
 6 in the discussions that we're going to be having soon
 7 relative to our financial position and timing, et cetera.
 8 So I -- I would think that deferring those, tabling those,
 9 however you want to refer to that, that's probably not a bad
 10 idea.
 11 **CHAIRMAN McCUSKER:** Mr. Marquez, you had a --
 12 **MR. MARQUEZ:** No. I -- I totally agree with Mark on
 13 that.
 14 **CHAIRMAN McCUSKER:** All right. Consider them tabled.
 15 I can entertain a motion to adjourn.
 16 **MS. COX:** So moved.
 17 **MR. MARQUEZ:** Second.
 18 **CHAIRMAN McCUSKER:** All in favor say ayes.
 19 (Ayes.)
 20 **CHAIRMAN McCUSKER:** Good meeting, everyone. Thank
 21 you for your hard work and go get your vaccinations,
 22 everybody.
 23 (5:18 p.m.)
 24 --0o0--
 25

CERTIFICATE OF REPORTER

1
 2
 3 STATE OF ARIZONA)
 4 COUNTY OF PIMA) SS:
 5
 6 I, JOHN FAHRENWALD, a Certified Reporter in the
 7 State of Arizona, do hereby certify that the foregoing board
 8 meeting was taken before me in the County of Pima, State of
 9 Arizona; that the transcript is a full, true, and accurate
 10 record of the proceeding, all done to the best of my skill
 11 and ability; that the preparation, production and
 12 distribution of the transcript and copies of the transcript
 13 comply with the Arizona Revised Statutes and in ACJA
 14 7-206(F)(3); ACJA 7-206 J(1)(g)(1) and (2); and ACJA 7-206
 15 J(3)(b).
 16
 17 I FURTHER CERTIFY that I am in no way related to any of the
 18 parties nor am I in any way interested in the outcome
 19 hereof.
 20
 21 IN WITNESS WHEREOF, I have set my hand in my office
 22 in the County of Pima, State of Arizona, this January 27,
 23 2021.
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Registered Reporting Firm R1003

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