

In The Matter Of:

*Rio Nuevo
Board Meeting*

6/28/2022

June 28, 2022

Kathy Fink & Associates

2819 E 22nd St

Tucson, AZ 85713

520/624/8644

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Min-U-Script® with Word Index

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2 RIO NUEVO MULTIPURPOSE FACILITIES DISTRICT
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11 BOARD MEETING VIA ZOOM
12 Tucson, Arizona
13 June 28, 2022
14 1:04 p.m.
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20
21 REPORTED BY:
22 Thomas A. Woppert, RPR
23 AZ CCR No. 50476

24 KATHY FINK & ASSOCIATES
25 2819 East 22nd Street
Tucson, Arizona 85713
(520)624-8644

1 CHAIRMAN McCUSKER: Good afternoon, everyone.
2 Welcome to the June Rio Nuevo meeting. Nice warm, sunny,
3 blustery day in Tucson.
4 So this is the first hour. If you're new to
5 Rio Nuevo, we go straight into executive session, and that
6 takes usually about an hour, and we should be back at
7 right around 2 o'clock promptly. So if you're online now,
8 you can hang out or just log back in somewhere around
9 2 o'clock.
10 A lot of media on today. Hopefully you got
11 that message. There's nothing really to see until we come
12 back from executive session.
13 So let's do the pledge, Brandi. Do you have a
14 flag for us?
15 (Pledge of Allegiance)
16 CHAIRMAN McCUSKER: Brandi, call the roll.
17 MS. HAGA-BLACKMAN: Edmund Marquez.
18 MR. MARQUEZ: Here.
19 MS. HAGA-BLACKMAN: Jannie Cox.
20 MS. COX: Here.
21 MS. HAGA-BLACKMAN: Ross McCallister.
22 McCALLISTER: Here.
23 MS. HAGA-BLACKMAN: Chris Sheafe.
24 MR. SHEAFE: Here.
25 MS. HAGA-BLACKMAN: Mike Levin.

1 BOARD MEMBERS PRESENT:
2 Fletcher McCusker, Chair
3 Chris Sheafe, Treasurer
4 Jannie Cox
5 Edmund Marquez
6 Ross McCallister
7 Michael Levin
8
9 ALSO PRESENT:
10 Brandi Haga-Blackman, Operations Administrator
11 Mark Collins, Board Counsel
12 Mr. Daniel Meyers, CFO
13 * * * *
14
15 BE IT REMEMBERED that a meeting of the Board of
16 Directors of the Rio Nuevo Multipurpose Facilities
17 District was held via ZOOM, in the City of Tucson, State
18 of Arizona, before THOMAS A. WOPPERT, RPR, Certified
19 Reporter No. 50476, on the 28th day of June 2022,
20 commencing at the hour of 1:04.m.
21
22
23
24
25

1 MR. LEVIN: Here.
2 MS. HAGA-BLACKMAN: Fletcher McCusker.
3 CHAIRMAN McCUSKER: I'm here dialed in from
4 California; visiting my family.
5 You have the May 24th meeting transcribed.
6 Unless there's a change, they're verbatim, we just need a
7 motion to approve.
8 McCALLISTER: So moved.
9 MR. MARQUEZ: Second.
10 CHAIRMAN McCUSKER: All in favor say aye.
11 (Motion made, seconded and passed unanimously)
12 CHAIRMAN McCUSKER: This is the time we set
13 aside for executive session. I would need a motion to
14 recess.
15 McCALLISTER: So moved.
16 MR. MARQUEZ: Second.
17 CHAIRMAN McCUSKER: All in favor say aye.
18 (Motion made, seconded and passed unanimously)
19 CHAIRMAN McCUSKER: Okay. So those of you that
20 are watching, we're going to click out and go to executive
21 session we should be back in about an hour.
22 And for members, remember, leave this meeting
23 and click on your other link.
24 (Recess)
25 CHAIRMAN McCUSKER: We have a quorum. If

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1 somebody wants to make a motion to reconvene, we can --
2 **MS. COX:** So moved.
3 **MR. MARQUEZ:** Second.
4 **CHAIRMAN McCUSKER:** All in favor say aye.
5 (Motion made, seconded and passed unanimously)
6 **CHAIRMAN McCUSKER:** Okay. So I'll keep my
7 comments brief. Keep your eye out for Mr. Sheafe.
8 We do want to move into a very good news report
9 from Dan on the financial status. But just generally,
10 when you think about Rio Nuevo and you think about
11 downtown, what's currently happening is really quite
12 astonishing. And there's a couple of reports out now that
13 if you don't subscribe to you should get ahold and read.
14 One is Visit Tucson's most recent update on the tourism
15 and hotel utilization and also arts, entertainment,
16 activity, patronage, employment, and the other, of course,
17 is the Trend Report, which is currently about tourism and
18 the impact on the post-pandemic tourist industry in
19 Tucson, and it's really quite remarkable.
20 Hotel utilization, you know, this year over
21 last year is up 28 percent. The rate's up 42 percent.
22 They credit a lot of what Rio Nuevo is doing for that
23 activity, Edmund's soccer. You know, the work that we're
24 doing downtown obviously attracted a lot of visitors to
25 Tucson.

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1 We now can confirm the One South Church
2 property will be a Marriott Tribute. If you're familiar
3 with their Tribute brand, it's a really cool brand in some
4 places that we're envious of like Paris and South Beach
5 and Costa Mesa. You know, it's really going to be a neat
6 property.
7 Arts employment is up 22 percent over this time
8 last year. Utilization, attendance at art facilities is
9 up 85 percent over this time last year. And we're seeing
10 that in revenue. Dan's going to talk about that, but
11 we're basically ahead of where we were on monthly revenue
12 pre COVID. That's attracted a lot of crowds downtown, a
13 lot of restaurants moving to outdoor dining. The Fox, the
14 Rialto, the music hall, convention center are thriving.
15 It's also attracted a lot of people downtown
16 that frankly have no business being downtown, so you'll
17 see an item on our agenda today to see what we can do to
18 help provide some additional police coverage for downtown,
19 so we'll get busy here quickly.
20 Dan, if you're ready, let's do the financial
21 report.
22 **MR. MEYERS:** Okay. I'm Dan Meyers. I'm the
23 CFO for Rio Nuevo.
24 So the cash balances as of the end of May,
25 we've got a little over \$9 million in the bank. That's --

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1 that's due to a couple things. One, we've had a very good
2 first four months of 2022 averaging about \$1.4 million per
3 month of TIF revenue. Our budgets for the last few months
4 have been 1.2 million, so obviously we're -- we're doing
5 well in that respect.
6 You'll see a list of commitments. That list
7 gets longer and longer. And one thing that's missing on
8 there that I've had for probably since the beginning of
9 coming to work for Rio Nuevo is Sunshine Mile. That's
10 pretty much now fallen into our budget as an operating
11 expense as we just incurred various expenses to keep it,
12 you know, nice and maintained. But we've spent about
13 \$2.7 million on Sunshine Mile up to this point in time,
14 and we've got several projects we're looking at advancing
15 as well.
16 You see the list of the projects there. Total
17 projects outstanding and commitments, 8.4 million. 3
18 million of that has been deferred. We don't know when
19 that's going to happen. So the total project and
20 commitments is at 5.4 million.
21 You see something there in red. It's the big
22 five events. And though that's actually in our budget,
23 since it's such a large item, I include it here as our
24 commitments. So those reset on July 1st, so I've got the
25 entire 450 in there.

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1 Our last month's revenue, which was April,
2 which we just collected a few days ago, was a little over
3 1.5 million. Through this fiscal year, 10 months, we're
4 at almost \$14 million. And if the revenues come in for
5 May and June anywhere like they've been coming in this
6 year, we'll have our best year ever. So I think we've got
7 some really good news.
8 The inflation thing concerns me a little bit,
9 but it just seems to me that there's enough going on
10 downtown. I think Rio Nuevo's investments in the past
11 five years are starting to pay off, the hotels and the
12 restaurants and -- and, you know, we're having some events
13 at TCC.
14 **CHAIRMAN McCUSKER:** Brandi, leave that up for a
15 moment to see if anybody has a question.
16 (No oral response).
17 **CHAIRMAN McCUSKER:** So if you'll scroll down,
18 basically we have \$3 million of uncommitted funds.
19 Is that a safe statement, Dan?
20 **MR. MEYERS:** I beg your pardon?
21 **CHAIRMAN McCUSKER:** We have \$3 million of
22 uncommitted funds, the difference between 5.4 and 8.4.
23 **MR. MEYERS:** Well, I'd say 9.1 is our cash and
24 we've got 5.4 in commitments, so what's that, 3.6 million?
25 **CHAIRMAN McCUSKER:** Yeah. Okay.

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1 MS. COX: Yeah.
2 CHAIRMAN McCUSKER: Any questions for Dan?
3 MR. MEYERS: One quick note. So our monthly
4 overhead, which is our debt service plus our true
5 operating expenses, and I don't have, you know, the
6 projects and things in there, it's still hovering around
7 about \$900,000 a month. So if we're getting, you know,
8 1.2, we've got \$300,000 available, you know, to invest in
9 some project to some extent.
10 You know, Brandi and I, especially Brandi,
11 worked really hard at making sure everybody should be
12 filing correctly and getting their TIF dollars into our
13 hands, that they do that. And she's done a fantastic job
14 of keeping -- you know, keeping on top of that, and that's
15 why our revenues, I think, are larger and coming in
16 consistently.
17 MR. SHEAFE: Dan, do we have any one major
18 payor that has not caught up?
19 MR. MEYERS: No, I think everybody's -- I think
20 we -- we've done -- everything's pretty well caught up.
21 One significant one did not pay last month, correct,
22 Brandi? Sometimes it's actually because they file late,
23 but if we see two months, then we reach out and contact
24 them and make sure that's not some hiccup, because, you
25 know, if they change people that are preparing the sales

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1 tax returns, sometimes they fail to put that code in
2 there, so -- but we really stay on top of it.
3 MR. MARQUEZ: Dan, do we have a way of tracking
4 construction sales tax if a construction company's address
5 is on the east side or something outside of our district
6 and they're doing construction downtown?
7 MR. MEYERS: Brandi's doing a really good job
8 on that as well. The thing we need to keep in mind, and I
9 hear this over and over, is sales tax on construction. I
10 mean, not all construction pays sales tax. It's almost
11 only ground up projects. So if you go and do a remodel,
12 the sales tax is paid when they purchase the materials not
13 by the general contractor. So I think that's really
14 important when we took at some of these projects as well,
15 to think we're going to get a bunch of sales tax out of
16 some of this stuff, and we may or may not depending on the
17 type of project it is.
18 MR. MARQUEZ: That's good to know.
19 CHAIRMAN McCUSKER: A lot of new business on
20 Broadway.
21 Brandi, let's make sure we're introducing
22 ourselves. Angry Crab is open. Some other things have
23 opened up, so keep after it.
24 Thank you. Nice job.
25 Any other questions for Dan?

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1 (No oral response)
2 CHAIRMAN McCUSKER: Okay. First item up is the
3 TCC, an update from Michael Becherer. I saw him online.
4 We're going to talk a little about the
5 contingency dollars. The good news is we have a
6 contingency.
7 So, Michael, do you want to give us an update?
8 Is there something you're sharing with us?
9 MR. BECHERER: Yeah, I'll share something in
10 just a second. I'll just quickly go through kind of where
11 we're at today. I'm just looking at my calendar --
12 CHAIRMAN McCUSKER: Give Tom your name.
13 MR. BECHERER: Sorry. Yes, my name's Michael
14 Becherer. I'm an architect and principal with Swaim
15 Associates here in Tucson.
16 And for those that don't know me, Phil Swaim
17 and I have been managing the 65 million-dollar master plan
18 for Rio Nuevo, you know, between the design teams and the
19 contractor.
20 I was just looking at my calendar and it's been
21 almost exactly three years since the master plan was
22 approved, so we've moved really quickly in the last three
23 years. And we're actually in the process of winding down
24 efforts out there. Sundt and Concord will probably be on
25 site for another six weeks, and then we have some loose

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1 ends we're still tying up, but overall the projects are
2 all coming together.
3 The meeting room addition is complete and in
4 use. The lot C garage is also complete. It's in partial
5 use. We got some good news, though. We had gotten a
6 delay notice from the elevator vendor. We didn't think we
7 were getting our elevator until August. It showed up
8 about three weeks ago for whatever reason, so they're in
9 the process of installing that. So once that elevator's
10 installed, the lot C garage will be complete.
11 Sundt and Concord are also in the music hall
12 this month. We had to delay some work in the music hall
13 because it got so busy in the spring, which is good, but
14 it just made completing some of the work a little more
15 complicated, so ASM cleared up the music hall for us.
16 We're completing work there as well.
17 So really in the next several weeks, we're
18 wrapping up the site work, we're wrapping up the historic
19 plaza restoration and we'll pretty much be done.
20 There's a few items that are still -- we had
21 some procurement issues on some new parking booths and the
22 monument sign on Granada, but those kinds of things, you
23 know, Sundt will come back and finish up as those items
24 arrive.
25 So overall we're still on budget. And, as

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1 Fletcher mentioned, we potentially have some contingency
2 left over. It depends on kind of how the board wants to
3 proceed with some of the ongoing projects out there.
4 I will share my screen and just briefly go
5 through a couple of things. One thing I want to show -- I
6 won't get into detail on this screen, but this is the
7 spreadsheet that Dan Meyers sends me. Every month or so,
8 he sends me everything that has cleared the account in
9 terms of charges against the TCC project. I then take
10 this information, sort it into the projects and then
11 cross-reference that with this spreadsheet, which has been
12 my ongoing budget spreadsheet.
13 So this is really where we're tracking all the
14 costs for all the projects and ultimately determine where
15 we are with the contingency. We've made adjustments back
16 and forth between projects. We've taken scope out of some
17 projects to add it to others but always balancing those
18 needs to make sure that we were delivering the board's
19 priorities, which I think we have.
20 What this tells us today, we have about \$1.1
21 million in unspent contingency dollars. Now, that's money
22 that's on the Rio Nuevo side of the equation.
23 I'm going to show you another spreadsheet that
24 Sundt and Concord also have a series of contingencies and
25 allowances within their GMP that they have not spent

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1 either. So they're beginning to close out and consolidate
2 their contracts, so we get a good sense of how much money
3 we have left over between the owner, Rio Nuevo, and the
4 contractor, Sundt and Concord.
5 This spreadsheet is where I'm tracking the
6 contingency use. So this first group of items in green
7 and blue we had presented to the board in the fall of 2020
8 as some initial items that we felt like we could proceed
9 with. We knew we had enough money to finish the projects
10 we had, so we felt like it was an appropriate time to
11 spend some of the contingency dollars.
12 Much of this work is underway, things like
13 paving the remainder of lot C. So the garage took up much
14 of lot C. There was a small portion of lot C left that
15 was unpaved but was also in bad shape in terms of the
16 condition of the pavement, so, again, to make the campus
17 look complete and fresh, the board authorized us to go
18 ahead with the re-pavement of that lot. We added another
19 monument sign, some kiosks. So all this work is underway
20 right now.
21 A couple of things. The acoustics in the east
22 lobby and the lighting controls, we're working directly
23 with the vendors on that and not with Concord and Sundt.
24 So what you're seeing in column E is owner contingency
25 items. Those are the items that we're going to be

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1 spending the Rio Nuevo owner contingency money on.
2 Column F is the contingencies and allowances
3 that Sundt and Concord have left. We'll continue to use
4 them. Instead of them giving us that money back, we can
5 have them complete some of the work that we need the
6 general contractor to do anyway rather than hire someone
7 else to do that work.
8 So basically we had -- you know, prior to any
9 of these items, we had about 1.8, 1.9 in contingency
10 between both the contractor and the owner, and then that
11 leaves us with about 1.4 after this initial expenditure
12 that was approved by the board.
13 The second set of items in orange, these are
14 what we've been calling sort of expanded scope. So these
15 are items that have come to the attention -- have been
16 brought to our attention as the design team by Rio Nuevo
17 and things that we're tracking against the contingency to
18 make sure that we can afford them.
19 We're still working on some of these items.
20 Some of them I know you've talked about. I'm not going to
21 go into a lot of detail, but things like the multiple
22 histories project that we -- as we've looked at the site,
23 there's been concerns about different aspects of the site,
24 the history, so we set aside some money to be able to help
25 do some interpretation of the history of the site going

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1 back through -- from the urban renewal period and, you
2 know, prior to that.
3 We are looking at some additional technology
4 investments, so there may be a capital investment that Rio
5 Nuevo may need to make in addition to some more cabling
6 and power. That scope is still under negotiation and
7 being assessed. With that will be some fees, management
8 fees, and then there's also the discussion of some updates
9 to the Sosa-Carrillo House.
10 So right now what we're doing is we're tracking
11 all of these items and putting them in the column of where
12 we think it makes the most sense whether it's the
13 contractor contingency or the Rio Nuevo contingency.
14 And currently, when we get through this list,
15 if we spend all of -- you know, if we spend the full
16 amount of these budgets, then we're actually a little bit
17 short. So we're in the process of working through these
18 numbers to try to pull this back to where it needs to be.
19 We're also -- I'm in the process of going
20 through and double-checking all of my budgets and making
21 sure I don't have anything left in a project that's closed
22 out that needs to be returned to the contingency.
23 So I think in general we're in -- we're in good
24 shape and we have some flexibility in terms of how we
25 manage -- how we close the project out and spend what's

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1 left in the project budget.
2 **MR. SHEAFE:** Michael, when you add up all the
3 numbers and whatnot, it sounds like you're pretty secure
4 with a minimum of 1.1 million being generated unused. And
5 it may go up from there, but the 1.1 is pretty secure at
6 this point; is that accurate?
7 **MR. BECHERER:** Yeah. It will fluctuate a
8 little bit. The only expenses that are still coming in is
9 we have material testing and inspections that we have to
10 pay for on an as-needed basis. It's part of the
11 requirement of the permit and closing the permits out.
12 We've gotten -- construction's nearly done. I
13 would expect a couple thousand dollars more of those types
14 of fees to come in, but I don't see any -- where we are
15 with the projects, there won't be any other big surprises
16 at this point.
17 **MR. SHEAFE:** One of the reasons for asking you
18 that is you've assessed the condition of the Carrillo
19 House and the amount that it would take to renovate it.
20 Would you kind of summarize what your conclusion is in
21 rough value so that we might look at the possibility of
22 taking part of that savings and allocating it to buying
23 and renovating the Carrillo House?
24 **MR. BECHERER:** Sure. So, yeah, we were asked
25 to do an assessment on the Carrillo House. We had several

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1 experts go out and take a look at the consistency of the
2 adobe, the roofing, the mechanical/electrical, so it does
3 require substantial restoration to really -- you know, if
4 we want to guarantee that house lasts another 50 to 100
5 years. And that, you know, could be somewhere upwards of,
6 you know, \$700,000 to really do that work, although in the
7 short term, there are some things we can do to the house
8 to stabilize it so that we could -- you know by ourselves.
9 You know, at least we have three to five years before we
10 really need to commit to the full restoration.
11 So I think there's ways that we can phase that
12 work and step into it that will give us some time to
13 really dial in on the work that needs to be done.
14 The assessments I've done -- we don't have
15 construction drawings at this point to do that work, so it
16 will take us some time to take the recommendations from
17 the assessment, turn that into a scope of work, and then
18 obviously hire a contractor and get the work underway.
19 **CHAIRMAN McCUSKER:** Michael, pull that
20 contingency -- the last slide you had up.
21 **MR. BECHERER:** Sure.
22 **CHAIRMAN McCUSKER:** We can talk about some of
23 those.
24 And I think what Mr. Sheafe is alluding to, I
25 think we're prepared to advance the Sosa-Carrillo House.

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1 The other things are not really advanceable at
2 this point given some missing data. Just in the order
3 they're presented there, the multiple histories project,
4 it's not really a project, it's an idea that we're willing
5 to help fund that a number of people are looking at, how
6 do we celebrate or recognize the multiple histories of the
7 TCC site, which we know date back to pre-Hohokam.
8 You know, it was a Native American site. It
9 obviously was a Mexican-American settlement. It was a
10 barrio that was destroyed under the guise of urban renewal
11 in the mid century, so there's a lot of opportunity for
12 the current owners, which is us, to better represent that
13 history through signage, art, public art.
14 We're looking at a phone app that would allow
15 the holder to look at a particular piece of property on
16 the TCC campus and it would show you what that property
17 looked like in 1870 or maybe even before.
18 So this is a plugged number. Obviously
19 nothing's going to happen quickly or probably before Sundt
20 exits the contract.
21 The technology investments we are currently
22 negotiating. And we've committed to and the city's
23 working with us to substantially enhance the IT components
24 of the TCC. And that would include full 5G capacity on
25 every inch of the 27-acre campus associated with the TCC

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1 and high speed internet.
2 Right now there are places in the arena you
3 can't even get a cell signal, so we're committed to those
4 upgrades. Those are also estimated numbers, something in
5 the neighborhood of a million dollars just to provide the
6 backbone for that technology.
7 And then we have partners that would be willing
8 to help install that equipment and brand it. So that's in
9 the works. You probably followed the RFP process that Rio
10 Nuevo's running for that.
11 Security, you know, there's some things we can
12 do. There's a lot of things that people would like to do.
13 It may be that we don't have the full budget to do all of
14 that.
15 The city is also looking at ways they can help
16 us from their own budget or the possibility of even
17 waiving some of our permitting fees. So that entire
18 yellow band is pretty much in flux. But, as Michael
19 suggested, it looks like we can come in pretty much around
20 our original budget.
21 The one thing that is advanceable, and it's not
22 a very well kept secret, is that we're talking to the
23 Arizona Historical Society about acquiring the
24 Sosa-Carrillo House.
25 And to be politically correct, that's what it

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1 should be called, the Sosa-Carrillo House. It's
2 registered on the registry as the Sosa-Carrillo-Fremont
3 House, and that's only because the Caucasian applicants
4 thought that the governor of Arizona actually lived there.
5 In fact, he never did live there.
6 But in any case, that property is one of the
7 original adobes built in the city of Tucson and somehow it
8 got saved. I think it got saved because of the mistaken
9 identity about its occupants.
10 But it's now currently surrounded by the TCC
11 and owned by the state historical society. And they have
12 no money in their budget, and they've pled with the state
13 and applied for grants to try and find money to upgrade
14 that particular property. It should be very cherished by
15 all of us.
16 It will age and wither away if we don't do
17 something about it, so we've suggested to the state that
18 they allow Rio Nuevo to acquire it. They've gotten
19 permission from the state and the attorney general to do
20 that. They have an appraisal in place that would set the
21 appraised value of that facility.
22 Part of what we've negotiated with them,
23 they've asked us to submit a purchase agreement. The
24 proposal to their board would be that we would commit to
25 the renovations required to maintain that property in its

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1 original condition.
2 We would further commitment to maintaining that
3 property for educational and cultural purposes in
4 perpetuity and that we would commit, at least in the short
5 term, I think five years is the current agreement, to
6 allow the Los Descendientes to maintain the
7 Mexican-American museum that's currently in that facility.
8 So this is a real win-win situation, I think,
9 for state government, the historical society and Rio Nuevo
10 to acquire that property, to not commercialize it but to
11 save it and preserve it for all time so it can continue to
12 represent some of Tucson's earliest adobe history.
13 So Counsel has prepared a purchase agreement to
14 do that if you're so inclined. We could advance that
15 today. It would only take \$100,000 of those
16 contingency dollars to acquire the building as long as we
17 commit to its ultimate renovation. So that purchase
18 agreement's on the table for your consideration.
19 **MR. SHEAFE:** Well, let's go forward with a
20 motion to engage Counsel to finish the purchase agreement
21 in accordance with discussions that were held in executive
22 session and authorize the executive officers to sign it
23 once it's finally prepared and that it has the safeguards
24 recently expressed through Fletcher's remarks about
25 preserving the historical significance of the building in

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1 the process of committing to the historical society that
2 we purchase it with a rebate against the appraised
3 purchase price for the cost of the renovations advanced by
4 Rio Nuevo.
5 **MR. MARQUEZ:** Second as long as all those
6 details are to Collins' liking.
7 **CHAIRMAN McCUSKER:** There was a few comments in
8 there, Mr. Collins, but you get the gist of the motion?
9 **MR. COLLINS:** I understand the motion, Mr.
10 Chairman.
11 **CHAIRMAN McCUSKER:** I need a second for that.
12 **MR. LEVIN:** Second.
13 **CHAIRMAN McCUSKER:** Any further discussion
14 about Rio Nuevo acquiring the Sosa-Carrillo House?
15 (No oral response)
16 **CHAIRMAN McCUSKER:** It will be forever known
17 going forward as the Sosa-Carrillo House. Fremont, I'm
18 sorry to the Fremont family, will be dropped off that
19 banner.
20 Call the roll, Brandi.
21 **MS. HAGA-BLACKMAN:** Edmund Marquez.
22 **MR. MARQUEZ:** Aye.
23 **MS. HAGA-BLACKMAN:** Jannie Cox.
24 **MS. COX:** Aye.
25 **MS. HAGA-BLACKMAN:** Ross McCallister.

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1 McCALLISTER: Aye.
2 **MS. HAGA-BLACKMAN:** Chris Sheafe.
3 **MR. SHEAFE:** Aye.
4 **MS. HAGA-BLACKMAN:** Mike Levin.
5 **MR. LEVIN:** Aye.
6 **MS. HAGA-BLACKMAN:** Fletcher McCusker.
7 **CHAIRMAN McCUSKER:** An enthusiastic aye. I
8 think this is a long time coming, and hopefully we can do
9 that property justice.
10 Michael, thank you for your help there, and
11 we'll have some continued assignments for you obviously
12 going forward.
13 **THE WITNESS:** Absolutely. Thank you.
14 **CHAIRMAN McCUSKER:** Thank's.
15 Item number eight, Randi's on line, the
16 bungalow block. Let me help set this up for her.
17 Randi was eager to jump off the cliff when we
18 announced the RFQs for this block. In the middle of the
19 widening, nobody really knew ultimately what was going to
20 happen. And I think Rio Nuevo watchers know that we
21 literally picked these properties up out of the roadway
22 and had to move them twice to put them in their present
23 condition, and we were looking for a private developer to
24 partner with us to activate those sites. And Randi won
25 that bid outright and has discovered a lot of warts about

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1 that property in the meantime that we're going to try and
2 help keep things moving forward.
3 So I guess, Randi, I'll turn it over to you in
4 terms of what you've identified, issues that we might
5 assist you with and how we keep this project alive.
6 **MS. DORMAN:** Sure. Thanks for the time today.
7 I think my internet might be a little unstable, so if I'm
8 hard to understand, I'll turn the video off.
9 But when we started the project -- or when we
10 committed to the project, I really thought that we would
11 be getting the property for either a nominal amount or for
12 free; that we'd have incentives like the Rio Nuevo sales
13 tax rebate, a GPLET that had, you know, an excise tax that
14 would be meaningful, and as we dug deeper into this and
15 being the first out of the gate on the Sunshine Mile, we
16 soon discovered that the sales tax isn't going to work, so
17 we're not going to be able to get a rebate.
18 And because the properties -- and none of the
19 properties on the Sunshine Mile are in the CBD. The
20 excise tax is actually one and a half times what excise
21 tax in the CBD would be, and that becomes very meaningful,
22 especially over 25 years.
23 Also, because these properties were moved,
24 there's no utilities to them, so I have to bring all the
25 utilities onto the site.

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1 And it's a very exciting project, and I have a
2 lot of potential partners who really want to see this
3 happen and we're starting to plan. But it's also -- to do
4 the work that we want to do and really create a block that
5 is meaningful, beautifully designed, activated on an
6 ongoing basis, it will require a lot of money, a lot of
7 operational talent and -- you know, and with that comes a
8 lot of risk.
9 So I had spoken to Fletcher a little bit about
10 other things that Rio Nuevo might be able to do to kind of
11 bridge the gap between where I thought the deal was going
12 to be and where the deal was ending up given the things
13 that I just mentioned.
14 So, Fletcher, do you want me to kind of read
15 through that list or --
16 **CHAIRMAN McCUSKER:** Yeah, that works best for
17 us. Then ask and that gives us a chance to respond.
18 **MS. DORMAN:** Okay. So my question was can Rio
19 Nuevo and would Rio Nuevo do any or a multiple of the
20 following: To start with, simply pay for the utilities
21 hook-ups and any asbestos abatement that needs to be done.
22 Nate Kappler roughly estimated that it could cost around
23 \$15,000 a bungalow to bring the utilities to the
24 bungalows.
25 Right now I get a credit for -- towards the

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1 purchase of the land. So it was appraised, I think, in
2 total close to a million dollars, although I don't think
3 another appraisal would view it that high, but -- so if I
4 spend let's say a million dollars, I get a million dollar
5 credit towards the purchase of the land. And I'll be
6 spending well over a million dollars on this, but could we
7 do perhaps a 1.5 multiple?
8 So if I spend \$ 660,000 and get a
9 million dollars in property, do I -- you know, can I then
10 accrue \$340,000 in equity, so doing a 1.5 multiple for the
11 credit instead of a -- a one -- a single one to one.
12 Could Rio Nuevo provide the improvement
13 financing similar to a TI allowance, guarantee the
14 improvement financing. I mean, something that would be
15 tremendous would be can you be a carryback lender. Could
16 you sell me the land, take a lien on it for the cost plus
17 improvements and basically be the bank.
18 So once the project's complete, I would refi
19 for the payoff. And if you did that, you'd basically be
20 providing 100 percent financing at a low interest rate,
21 which would make up for the difference in how much more
22 the property tax is going to be versus the CBD excise tax.
23 And you would be protected because if the
24 project doesn't get completed, you just take the land
25 back.

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1 And then lastly, just simply contributing cash
2 to make up some of the difference the way you contribute
3 cash to other projects. You know, the difference -- the
4 excise tax in a normal CBD would be about \$35,000 a year,
5 and Dan -- Dan has done wonderful work trying to figure
6 out what the excise tax would be not in the CBD, and it
7 would be around \$52,000. And then we're estimating that
8 regular property tax would be about \$60,000. So, you
9 know, over 25 years that is a 425,000-dollar difference
10 versus an excise tax in the CBD.
11 So I wanted to discuss which of those might be
12 possible and ask for your consideration for one or more of
13 those.
14 I can put them in the chat if you would like.
15 **CHAIRMAN McCUSKER:** Randi, do you have an
16 estimated budget for the whole project if we were to get
17 creative about financing? You know, what would a
18 construction loan look like?
19 **MS. DORMAN:** Sure. You know, I think we
20 haven't gotten into the full details, but we've been
21 assuming around 3, 3 and a half million dollars.
22 **CHAIRMAN McCUSKER:** Say that again.
23 **MS. DORMAN:** 3 to 3 and a half million dollars.
24 And, you know, Foothills Bank was interested in
25 lending on it, but, you know, they would -- and I said,

1 well, can I count the land as equity, you know, how will
2 that work, because I don't actually get credit for the
3 land until I already spend the money. The rub for that is
4 that they would have to reappraise it and they would only
5 give me equity credit for what their appraiser appraised
6 it at, which I think is going to be less than what it was
7 appraised at.

8 **CHAIRMAN McCUSKER:** Mr. Collins, we do a lot of
9 GPLETs that are financed. Banks see through our leaseback
10 typically; right?

11 **MR. COLLINS:** Yes, sir.

12 **CHAIRMAN McCUSKER:** But her point is that she
13 doesn't take ownership until it has the COO.

14 Is that how it's set up?

15 **MR. COLLINS:** That's how it normally works,
16 yes.

17 **MS. DORMAN:** And just one more thing to add.
18 I'm meeting next week with the state historic preservation
19 office, and Dan's going to join me on that call, because
20 with these historic buildings, there is a question about
21 using historic tax credits. These are historic
22 structures. But if I'm not paying property tax, if I'm
23 praying an excise tax, does that negate the ability to
24 effectively use historic tax credit. And between Dan and
25 I, we've spoken to about eight different people so far who

1 that's --

2 **MS. DORMAN:** Right, 15, so that's about
3 \$105,000.

4 **CHAIRMAN McCUSKER:** Thank you.
5 What's the board's pleasure?

6 **MR. MARQUEZ:** I think there's a lot for us to
7 look at here.

8 And, again, thank you, Randi. You've
9 definitely been proactive and I would say brave also to be
10 one of our first Sunshine Mile deals. And we are finding
11 things out along the way. And we definitely want to make
12 things as palpable as possible, and we were excited about
13 the project that you've got.

14 I would recommend since there's a lot for us to
15 swallow -- I was trying to kind of read through your
16 letter and things as you were talking just to kind of
17 understand it more. I would advise this go back to
18 executive so we can continue a conversation with you so we
19 can actually run the numbers and walk through some of the
20 details. This isn't just a simple TI project. This is a
21 set of bungalows that are historic on Broadway and it's
22 the Sunshine Mile.

23 So that's what I would do. I mean, in full
24 respect to you, especially as we all love you, I'd say we
25 go back to exec and let's walk through each one of these.

1 have not come up with a conclusive answer, but hopefully
2 next Tuesday we'll get that. But there's still some more
3 information to uncover.

4 **CHAIRMAN McCUSKER:** To paraphrase, outside of
5 the creative financing conversation, the utility ask would
6 be about \$350,000, the enhanced credit against renovation
7 would be about \$500,000, and the excise tax over the full
8 lease would be about 600. So you're looking at a million
9 four of additional cash incentives paid out by Rio Nuevo
10 over time, utilities obviously up front, excise tax over
11 time. The credit would be applied when and if Randi
12 exercises the option.

13 And then there -- you know, I'm not sure we're
14 prepared today to respond to interesting creative
15 financing. We have done similar projects where we've
16 helped them finance it or guarantee it. I think our hope
17 here was that we wouldn't have to do that, but we also
18 know you've hit some hurdles as you approached the
19 project.

20 So what do other members --

21 **MS. DORMAN:** And just to clarify, for the
22 utilities needed, I thought it would be about \$15,000.

23 **CHAIRMAN McCUSKER:** 15, 1-5?

24 **MS. DORMAN:** 1-5.

25 **CHAIRMAN McCUSKER:** Oh, I heard 5-0. Okay. So

1 **MS. DORMAN:** I would appreciate that. And just
2 for context, we didn't know -- we've been trying to find
3 out what the property tax and excise tax implications
4 would be for a while, and it was so complicated, we did
5 not get a definitive answer until the day before
6 yesterday. So I think it's a great idea to have you guys
7 kind of discuss some of those options.

8 I'm happy to flesh them out more if you'd like.
9 These were just the things that I came up with and ways
10 that I think you've helped others in the past and ways
11 that I'd love for you to consider.

12 **MR. MARQUEZ:** Yeah. I think we're also looking
13 at -- this is a defining project on Broadway. We've also
14 put a lot of money into this project already.

15 **MS. DORMAN:** Yeah.

16 **MR. MARQUEZ:** We do want to make sure we're
17 doing everything we can to help you to see that this
18 project continues to move forward, so if the board agrees.

19 I don't know if that takes a motion, Mark, but
20 does that take a motion?

21 **CHAIRMAN McCUSKER:** There's a couple ways you
22 could approach it. One is a motion you probably could
23 make. One is to just doodle on it and come back next
24 month. The other would be to authorize the executive
25 officers to negotiate with Randi. That would take a

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1 non-executive officer to make that motion.
2 But I'm sensing the board may want to be more
3 involved than that, so what we could do is, just as Edmund
4 suggested, is we'll spend the next month talking to Randi
5 about all this and bring it back to the board in July.
6 **MS. COX:** That's what I think we should do for
7 sure.
8 **MR. LEVIN:** I can take a shot at the motion.
9 I'd move that the board authorize the executive
10 to work with the developer on the bungalow project to
11 further research the issues that have been brought up and
12 then to come back and give a report or give opinions as to
13 what's discovered at the next board meeting.
14 **MS. COX:** Second.
15 **CHAIRMAN McCUSKER:** We have a motion and a
16 second to allow the executive officers to continue to
17 negotiate with Ms. Dorman. All in favor say aye.
18 (Motion made, seconded and passed unanimously)
19 **CHAIRMAN McCUSKER:** Okay, Randi, you've got
20 your work cut out for you. We're ready. Thank you.
21 **MS. DORMAN:** Thank you.
22 **CHAIRMAN McCUSKER:** *Staying with Sunshine Mile,*
23 2711 East Broadway, it's is a little bit of an adventure
24 like most of Sunshine Mile has been, but 2711 East
25 Broadway is, I think, the former Shakey's Pizza. It's set

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1 back between Rocco's and Zemam's. It's a dilapidated old
2 building that a stiff wind could probably blow over, but
3 it's somehow been identified as historical, and, of
4 course, we were the proponents of the historical overlay
5 on that whole section.
6 So this is a building that everyone around it
7 thinks deserves to be demolished, and it could enhance the
8 parking along that street.
9 And further research, it turns out that the
10 application for that property misidentified the
11 construction date as 1970 when in fact the building was
12 actually built in 1979, well beyond the period to identify
13 it as historic.
14 So in fact it is not an historical building.
15 We've taken the steps to get a bid to demo it and convert
16 it to a surface parking lot. That's in the board packet
17 we saw in executive session. It's roughly a half a
18 million dollars.
19 And I believe, Mr. Collins, unless you have
20 some objection, given the nature of that property, we can
21 move forward to demolish it and replace it with a parking
22 lot.
23 **MR. COLLINS:** Mr. Chairman, you can. I think
24 there may be some procurement that needs to happen between
25 today and the letting of a contract --

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1 **CHAIRMAN McCUSKER:** Right.
2 **MR. COLLINS:** -- but the board could authorize
3 the executive officers to utilize the drawings and the
4 estimate to move forward and take the appropriate steps to
5 demolish the building and commence construction on that
6 parking lot.
7 **MR. SHEAFE:** Well, it should be pointed out
8 that there are a lot of good things that will happen if we
9 can make this one transition in terms of the neighboring
10 uses, so I would like to make a motion that we move
11 forward with authorizing Counsel to finalize the
12 agreements that are necessary to demolish the building and
13 authorize the executive officers to complete the contract
14 for the completion of the parking lot.
15 **CHAIRMAN McCUSKER:** Like with a dollar amount
16 or a cap or anything?
17 **MR. SHEAFE:** And I would -- the estimate is
18 within the 500,000-dollar range, so I would make that part
19 of the motion.
20 **MR. MARQUEZ:** Second.
21 **CHAIRMAN McCUSKER:** All right. We have a
22 motion and a second to authorize the board and Counsel to
23 proceed with the demolition and replacement of 2711 East
24 Broadway.
25 Let's do a roll call on this one.

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1 Brandi, call the roll.
2 **MS. HAGA-BLACKMAN:** Edmund Marquez.
3 **MR. MARQUEZ:** Aye.
4 **MS. HAGA-BLACKMAN:** Ross McCallister.
5 **McCALLISTER:** Aye.
6 **MS. HAGA-BLACKMAN:** Chris Sheafe.
7 **MR. SHEAFE:** Aye.
8 **MS. HAGA-BLACKMAN:** Jannie Cox.
9 **MS. COX:** Aye.
10 **MS. HAGA-BLACKMAN:** Mike Levin.
11 **MR. LEVIN:** Aye.
12 **MS. HAGA-BLACKMAN:** Fletcher McCusker.
13 **CHAIRMAN McCUSKER:** I vote aye. That's
14 unanimous. We'll get after that and we'll discuss,
15 Mr. Collins, how we properly procure that changeover.
16 **MR. COLLINS:** Yes, Mr. Chairman.
17 **CHAIRMAN McCUSKER:** *Item number 10 I'm going to*
18 table. Just FYI, some of the people that I might have
19 otherwise appointed to the evaluation committee for the
20 Sunshine Mile RFPs are in fact bidders along the Sunshine
21 Mile corridor, so it's going to compel me to regroup as we
22 form an evaluation committee.
23 That committee is typically made up of three
24 members of Rio Nuevo, a contractor and an architect, and
25 some of those people conflicted themselves by submitting a

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1 proposal.
2 And the proposal due date has passed, right,
3 Mr. Collins?
4 **MR. COLLINS:** That's correct.
5 **CHAIRMAN McCUSKER:** Yeah. So we have all the
6 proposals in. We know who the players are. We've
7 committed to evaluate them quickly, but I will have to --
8 And I believe, Mr. Collins, I can duly appoint
9 them without having to come back to the board; right?
10 **MR. COLLINS:** That's true.
11 **CHAIRMAN McCUSKER:** Okay. And so unless you
12 object, the idea is that the committee would be
13 Mr. Sheafe, Mr. Marquez, myself, Dennis Caldwell and one
14 other person to be future appointed.
15 And then the last item, off duty TPD contract,
16 a number of private vendors, private events, the mall,
17 have off-duty contracts with TPD, and it allows a TPD
18 officer to volunteer to make off-duty pay for a particular
19 assignment.
20 Given my introductory comments about the crowd
21 size we're seeing in downtown Tucson, the potential issues
22 that a crowd size can create, we would like to engage with
23 TPD to also have a similar contract.
24 They have given us a rate. It's a pretty
25 typical standard rate for anyone that wants to use

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1 off-duty officers. And we've talked about something in
2 the neighborhood of five hours a day of additional police
3 time paid for by Rio Nuevo on behalf of our downtown
4 merchants.
5 So we do not have an agreement, Mr. Collins, we
6 have a proposal, so we would have to authorize you to
7 finalize an agreement with TPD.
8 **MR. COLLINS:** Yes, Mr. Chairman.
9 **MR. SHEAFE:** I move that we do that, we
10 authorize Counsel to finalize the agreement with TPD so we
11 can begin providing that extra security.
12 I believe as part of the proposal a comment
13 ought to be made that providing security and maintaining a
14 safe and secure environment for all of downtown
15 facilitates all of the investment we've been making and
16 it's absolutely paramount that this community avoid some
17 of the terrible things that are going on in other major
18 metropolitan centers.
19 This is the heartbeat of Tucson and we need to
20 keep it in a very secure environment. Therefore, my
21 proposal is that we move forward rapidly and thank at the
22 same time the chairman for his negotiations and also the
23 police chief for his cooperation in helping us complete
24 this process.
25 **CHAIRMAN McCUSKER:** So I need a period in there

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1 someplace, so --
2 **MR. SHEAFE:** I avoided that carefully.
3 **CHAIRMAN McCUSKER:** No, what you did is tell us
4 a very nice story. It's pretty much impossible to make
5 into a motion.
6 **MR. MARQUEZ:** That's the longest motion ever.
7 **CHAIRMAN McCUSKER:** So if you would just
8 embellish us and just state a --
9 **MR. SHEAFE:** The motion is to authorize Counsel
10 to finalize the agreement to provide TPD assistance for
11 security to downtown Tucson and to authorize the executive
12 officers to sign it once it's been approved.
13 **MR. MARQUEZ:** Second.
14 **CHAIRMAN McCUSKER:** He just can't help himself,
15 can he?
16 Okay. We have a motion and a second to
17 authorize Rio Nuevo to enter into an off-duty contract
18 with the Tucson Police Department. All in favor say aye.
19 (Motion made, seconded and passed unanimously)
20 **CHAIRMAN McCUSKER:** I can't imagine anybody
21 would oppose that, so thank you, everyone.
22 Chris, thanks for your remarks.
23 And, again, thank you to Captain Dennison and
24 to the chief for working with us on something that we
25 believe is in fact preventative.

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1 So with that I can take a motion to adjourn.
2 **MR. LEVIN:** So moved.
3 **MR. MARQUEZ:** Second.
4 **CHAIRMAN McCUSKER:** All in favor say aye.
5 (Motion made, seconded and passed unanimously)
6 **CHAIRMAN McCUSKER:** All right. Stay cool,
7 everybody. See you in July.
8 (3:00 p.m.)
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