

In The Matter Of:

*Rio Nuevo
Board Meeting*

*7/25/2022
July 26, 2022*

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

RIO NUEVO MULTIPURPOSE FACILITIES DISTRICT

BOARD MEETING VIA ZOOM
Tucson, Arizona
July 26, 2022
1:00 p.m.

REPORTED BY:
Thomas A. Woppert, RPR
AZ CCR No. 50476

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1 **CHAIRMAN McCUSKER:** Good afternoon, everyone.
2 Welcome to the July Rio Nuevo meeting.
3 Brandi, if you've got your virtual flag
4 someplace, we'll start with the pledge.
5 (Pledge of Allegiance)
6 **CHAIRMAN McCUSKER:** So, Brandi, call the role,
7 please.
8 **MS. HAGA-BLACKMAN:** Chris Sheafe.
9 **MR. SHEAFE:** Here.
10 **MS. HAGA-BLACKMAN:** Mike Levin.
11 **MR. LEVIN:** Here.
12 **MS. HAGA-BLACKMAN:** Edmund Marquez.
13 **MR. MARQUEZ:** Here.
14 **MS. HAGA-BLACKMAN:** Jannie Cox.
15 **MS. COX:** Here.
16 **MS. HAGA-BLACKMAN:** Ross McCallister.
17 **MR. McCALLISTER:** Here.
18 **MS. HAGA-BLACKMAN:** Fletcher McCusker.
19 **CHAIRMAN McCUSKER:** I'm here.
20 Okay. You have the minutes from the June 28th
21 meeting in your packet. They are verbatim transcribed.
22 Unless you have a comment or change, I would just need a
23 motion to approve.
24 **MS. COX:** So moved.
25 **MR. MARQUEZ:** Second.

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1 **BOARD MEMBERS PRESENT:**
2 Fletcher McCusker, Chair
3 Chris Sheafe, Treasurer
4 Edmund Marquez, Secretary
5 Jannie Cox, Board Member
6 Ross McCallister, Board Member
7 Michael Levin, Board Member
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 26th day of July 2022,
20 commencing at the hour of 1:00 p.m.
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1 **CHAIRMAN McCUSKER:** All in favor say aye.
2 (Motion made, seconded and passed unanimously)
3 **CHAIRMAN McCUSKER:** Thank you for that.
4 This is the time we've set aside for executive
5 session. I would need a motion to recess.
6 **MS. COX:** So moved.
7 **MR. MARQUEZ:** Second.
8 **CHAIRMAN McCUSKER:** Who seconded that?
9 **MR. MARQUEZ:** I did.
10 **CHAIRMAN McCUSKER:** Is our court reporter on?
11 I haven't seen him.
12 (Discussion off the record)
13 **CHAIRMAN McCUSKER:** I didn't see who seconded
14 that then.
15 **MR. MARQUEZ:** I did.
16 **CHAIRMAN McCUSKER:** All right. All in favor
17 say aye.
18 (Motion made, seconded and passed unanimously)
19 **CHAIRMAN McCUSKER:** Okay. If you're online,
20 we'll be back in about an hour. You can stay in the room
21 or come back. Thank you very much.
22 And our members need to leave this meeting and
23 click on your executive session link.
24 (Recess)
25 **CHAIRMAN McCUSKER:** Okay. I need a motion to

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1 reconvene.
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:** Thank you, everybody.
7 Thank you for your patience. It looks like we've got
8 about a dozen attendees. Thank you for that.
9 A brief update from me that's really just a
10 thank you and a word of astonishment. You probably -- if
11 you're a Rio Nuevo watcher, you've probably heard the word
12 activation over and over again, you know, as COVID has
13 drifted away. It's by no means gone, but we're in an
14 area, I think, where people are back in public and
15 restaurant revenue is up and hotels are up and the
16 concerts are doing well. You'll hear from Dan later. You
17 know, our revenue is pretty much back to pre-COVID levels.
18 The theme for us post COVID is one of
19 activation. From the base of A Mountain to Country Club
20 Road, we're seizing the moment to help the private sector
21 invest in and activate spaces that would otherwise
22 probably remain vacant. And you're going to see some more
23 of that today and a lot of work we've done in the past few
24 meetings to activate space.
25 A quick note on the Sunshine Mile. If you

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1 drive up and down Broadway, you'll see that that project's
2 nearing completion. That has resulted in a lot of inbound
3 interest in the properties that Rio Nuevo owns along
4 Broadway, some 50 properties. We have bid out two of
5 those blocks, the Friedman block and the Solot Plaza
6 block. We expect to evaluate those proposals. We
7 received a number of proposals during the month of August
8 and we will soon release the proposal for the southern
9 side, the former country home La Buhardilla locations, and
10 we've got a really good chance of activating all of those
11 spaces with private sector dollars.
12 What's interesting about all of this activity
13 is we're spending very little tax dollars to activate
14 sales tax revenue. Remember we're a TPT, so our mandate
15 is to create sales tax, and we're doing that in spades.
16 So, Dan, if you want to give us the good news
17 and the update, then we can move on to the agenda.
18 **MR. MEYERS:** Okay. I'm Dan Meyers. I'm the
19 CFO for Rio Nuevo.
20 At the end of June, we have \$9.6 million in our
21 banks available to use. We've got \$5.2 million of firm,
22 undeferred commitments we should expect to use up over the
23 next year, which leaves us a balance of about
24 4,000,400,000.
25 The good news is we got almost \$1.5 million in

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1 TIF revenue in May. We always lag a couple months behind,
2 so we won't know what June is until next month. We're at,
3 I think, 15.4 million collected so far this year. Last
4 year we received 9.7 million, so it sure looks to me like
5 we're going to have the best year that we've ever had in
6 TIF revenue.
7 Our budget, we've got \$1.2 million a month for
8 the next year in our budget. Monthly overhead including
9 debt service is about 900,000 a month. The one number
10 that's gone up, which is good, it's a good indicator, is
11 our rebates we're paying to some of our merchants. It's
12 up to about \$75,000 a month now. That's for two reasons.
13 One, the merchants themselves are doing well, and then
14 we're nearing all the time closer to our -- to doubling
15 our baseline, which is when we go to a full 50/50 split
16 with the state.
17 So I'm seeing some really good trends and we'll
18 see how this recession thing, talk, if that does any
19 damage to us, but I think things are doing very well right
20 now.
21 We're going to be getting our money from the
22 Roadrunners that we get annually. That's going to be
23 about \$180,000. Half of that goes into a reserve account
24 for improvements for the hockey facilities over there, but
25 the other 90,000 will be available for us to invest.

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1 Just a couple other things that are
2 non-numbers. We've got our audit starting on the 2nd, and
3 our performance audit is already in the early stages.
4 We're starting to provide them with some information, but
5 there's a couple things we still need to wrap up to get
6 prepared for the annual audit. Then we can start feeding
7 more information to the performance audit.
8 All our debt service got properly paid in July,
9 so I think we're in really good shape and looking forward
10 to this upcoming here.
11 **CHAIRMAN McCUSKER:** Leave that up there. If
12 you'll indulge me for a minute, I'm just going to tick
13 through those commitments to remind people how we got
14 here, so go back up to the beginning.
15 Hexagon years ago, when we were recruiting
16 Hexagon downtown, we offered them a parking subsidy if
17 they made that move. Of course they have. Hexagon is a
18 major player downtown, have continued to expand in that
19 space. That's now their international headquarters. That
20 was a pretty good bet.
21 The El Presidio -- the first El Presidio item
22 you see there is the renovation of the so-called duplex.
23 That is complete and soon to be open, which will be a
24 revenue-producing bar and restaurant.
25 The neighborhood item is the \$500,000 we just

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1 committed to two meetings ago to activate the public
2 spaces per our friends at the Project for Public Spaces
3 Plan. We have a long-term commitment to Rocco and Lerua
4 to help them relocate to the Sunshine Mile. Those
5 commitments remain intact and they have yet to draw on
6 those until we figure out how the properties around them
7 will evolve.

8 The TRE program was a COVID item when
9 restaurants wanted to open up sidewalk or street cafes.
10 We agreed to subsidize that to the tune of \$10,000 per
11 applicant. Those have stalled out at the city of Tucson
12 for the most part and they're now focusing on those. The
13 city has a new director of transportation. There seems to
14 be some urgency now about the people that may want to have
15 outdoor dining.

16 Riley's is the allocation to them to create a
17 rooftop bar.

18 Zmam's, if you're following that, a really neat
19 application from them, the original Zmam's location at
20 Treat and Broadway. We will inherit the three adjacent
21 properties there and we're working with them to create
22 what is loosely identified as an Africa bazaar that will
23 include food, beverage, vendors and entertainment.

24 Highwire we approved a couple months ago.
25 Mr. Marquez has suggested they better get busy.

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1 Tabu we approved a couple of meetings ago, a
2 new Sonoran restaurant on Congress.

3 Citizen Hotel several months ago to enable them
4 to finish their project. If you haven't visited that
5 hotel, it's now open, a very small boutique, really
6 attractive property.

7 The Corbett is the Scott Stiteler project, the
8 now infamous pickle ball project that includes some
9 streetscape changes, a restaurant, indoor and outdoor
10 pickle ball.

11 L Offices two meetings ago, maybe three
12 meetings ago now, we approved the investment in pop-up
13 retail.

14 The Rialto Place/Blue Front is the former 1055
15 that we've offered to assist Patricia Schwabe in getting
16 that activated and open.

17 La Chingada is Danny Cordova. It includes
18 three properties, the current La Chingada, the former La
19 Chjingada, which is now La Cruda, and the neighborhood bar
20 and grill which used to be H2O.

21 We did invest -- did offer to invest in -- some
22 TV people wanted to move to town. No one's taken us up on
23 that.

24 75 East Broadway remains deferred except for
25 the money we invested in the preparation for the lot.

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1 The Big Five is the events we sponsor annually
2 from El Tour to Jazz, Second Saturday, Dusk. I'm
3 forgetting one.

4 Other event assistance is basically our
5 marketing budget, film assistance. You'll remember that
6 used to be a big item, over a million dollars, which was
7 used to attract HBO to Tucson. They've since moved to New
8 Mexico.

9 One South Church parking assistance was to
10 enable corporate relocation downtown.

11 Pima County parking assistance is to activate
12 the Pima County Garage for the new restaurants and vendors
13 along Toole.

14 And then everything in the blue there is
15 related to the TCC. We do have about a 2 million-dollar
16 surplus in that budget, which you'll be hearing us talk
17 about probably next month.

18 Who did I forget on the Big Five?
19 **MS. COX:** Arizona Bowl.
20 **CHAIRMAN McCUSKER:** Arizona Bowl. Thank you.

21 And as usual, Dan and Brandi are doing a great
22 job. There are a lot of merchants that have popped up on
23 Broadway and we get on them the minute they hang a
24 shingle. The Angry Crab is open. You know, there's a lot
25 of opportunities for revenue. And Dan has a report, we'll

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1 probably look at it next month, that shows revenue by
2 sector, and it also shows the amount of taxes we've
3 created for our colleagues at the city of Tucson and the
4 state of Arizona. So that will end up as probably part of
5 the performance audit.

6 **MR. MEYERS:** I want to bring it up real
7 quickly, because I track how much money comes into the
8 state on a monthly basis, and I watch it by sector as
9 well, but it's mainly how our numbers have crept up. And
10 now even in May, the state received a little over
11 3.3 million. And that seems to be a pretty solid number
12 month after month now. And, again, we get a portion of
13 that once it exceeds a certain baseline, which varies
14 every month. So it's kind of fun just watching this stuff
15 and watching things level out over the past -- well, post
16 COVID. But when I first got here, the numbers were really
17 jumping around. We've really seen the numbers level out
18 and make more sense than they ever have I think.

19 **CHAIRMAN McCUSKER:** Any questions of Dan?
20 (No oral response).

21 **CHAIRMAN McCUSKER:** Okay. Thank you very much.

22 The first item on the agenda is the Shot in the
23 Dark space. I don't see Jesse online. I hope she's
24 around.

25 Brandi, did she confirm?

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1 **MS. HAGA-BLACKMAN:** She did.
 2 **MR. MARQUEZ:** I just seen her as one of the
 3 attendees.
 4 **CHAIRMAN McCUSKER:** Okay. So she's in the
 5 attendee side.
 6 Jesse, hang on. We're going to rescue you.
 7 **MR. SHEAFE:** Jesse just joined.
 8 **CHAIRMAN McCUSKER:** Yeah.
 9 **MR. SHEAFE:** She needs to unmute.
 10 **MS. GUNN:** Sorry about that, guys. I was
 11 definitely in as an attendee rather than as a panelist, so
 12 I apologize.
 13 **CHAIRMAN McCUSKER:** We've rescued you. Please
 14 introduce yourself, and then I think you're going to
 15 control the comm; right? You have a PowerPoint?
 16 **MS. GUNN:** I do indeed.
 17 **CHAIRMAN McCUSKER:** And we need to give her
 18 permission to host.
 19 **MS. GUNN:** Let me see if I have it.
 20 No, it is disabled at this moment.
 21 **CHAIRMAN McCUSKER:** You should now.
 22 **MS. GUNN:** Okay. All right. There we go.
 23 Hi. I'm Jesse Gunn. I have met with Edmund
 24 and exchanged some e-mails with Fletcher. I'm interested
 25 in the old Shot in the Dark location, which is 121

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1 Broadway. I have some big ideas for the space, so I'll
 2 walk you through those.
 3 Can you all see my screen?
 4 **MS. COX:** We can, yes.
 5 **MS. GUNN:** So it would be a multi-use space.
 6 I'm asking a lot out of this space, but I also have worked
 7 with an engineer and with neighbors in the area and
 8 believe it's completely possible.
 9 So 121 Gifts and Floral would be a floral
 10 forward open air corner and a gifts and sundries shop on
 11 the retail side, the Broadway facing side. The boardroom
 12 would be facing Arizona Avenue, or Arizona. The alley
 13 between the AC and 121 and sort of in between I would tuck
 14 my offices. And I have a marketing agency called Dohi and
 15 I work with produce, agriculture and seed production
 16 globally.
 17 So the AC is kind of where this would be, on
 18 this side of the building, and the front -- or the bottom
 19 of the screen would be Broadway. The corner that you see
 20 that used to be -- if you're familiar with Shot in the
 21 Dark, it kind of had two open air screened but very closed
 22 off visually. This would be an open air floral and
 23 retail. This would be a retail space. The area that used
 24 to be their commercial kitchen would be a break room. In
 25 the back that looks like sort of a warehouse would be what

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1 we would call the boardroom. It would be a private event
 2 space with a specialty tasting room inside the built-in
 3 safe.
 4 This kind of goes into how I see tax revenue
 5 coming in from the space. And I'm sure you guys can
 6 review. Retail and floral is very obvious. The boardroom
 7 is events that would support neighboring businesses. It
 8 would support, in fact, the build that Highwire is doing
 9 of the event space. It would also support neighboring
 10 areas to use the space collaboratively. And I do three
 11 events a year, trainings, that bring businesses to the
 12 downtown area and then my space.
 13 These are the numbers that we have estimated
 14 for the first five years. I haven't done retail in a
 15 number of years, but I have very, very good mentors in
 16 this. Of course, I did gifts out of Chicago. They have
 17 four stores and locations, Juno and Main -- I'm sorry,
 18 Jupiter and Main and Juno out of Hoffmann Bay, the co-op
 19 marketplace out of San Francisco, the collaborative out of
 20 LA. I'm working with all those people. I approached them
 21 over the past six months and asked them for mentorship.
 22 They're helping me with my sourcing. They're helping me
 23 like -- I'm working with SACCA to establish like local
 24 vendors, but think of this as a high-end resort sundry
 25 that's very Tucsonan but also covers kind of the oh issues

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1 if you're staying at the hotel. There's a lot of things
 2 that if you've forgotten you were staying at the AC or any
 3 downtown hotel, you would have to travel to the nearest
 4 Walgreens or something like that, we'll have some of that,
 5 or if you were coming downtown to celebrate a girlfriend's
 6 birthday, grab a card, some flowers and a gift, you'd be
 7 all set. So it will serve as a local resource as well as
 8 a tourist resource.
 9 The ask is huge. This facility has -- this
 10 space has been empty since a year before the pandemic, so
 11 it's been a dead space. It's a very, very problematic
 12 space right now both for the brewery, the hotel and
 13 Highwire, and we'd like to see that taken care of. So we
 14 have already gone through the work of having an
 15 electrician come in, having an engineer/architect come in,
 16 having the pipes actually scoped and checked out, working
 17 with GHLN to like ensure that we're on point with
 18 historical, getting a general construction cost from the
 19 GC and the architect and looking at what we would have to
 20 do to remain historically congruent.
 21 So what does this space kind of actually look
 22 like. It's replacing and reinforcing the roof on over
 23 half the building, structural reinforcement is required,
 24 installing three separately zoned HVAC systems,
 25 compressive electrical work, it all needs to be reran top

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1 to bottom, it's not run to code whatsoever. Plumbing is
2 in full failure with caved in clay pipes, so it needs to
3 be repiped all the back to the city connect. Bathrooms
4 will be relocated and brought to code, insulation
5 throughout, there is none currently, none on the roof or
6 anything -- or ceiling or anything. There is mold damage
7 in the open air corner. All finishes need to be replaced.
8 I'm not sure what happened in there. Gas lines need to be
9 rerun and there are several abandoned gaslines that they
10 wants to remediate, and exterior walls need to be
11 remediated and rebuilt on the floral corner because
12 they're not structurally sound right now. There's more
13 than that, but that's the big -- the big picture.
14 My background, I'm a member of several
15 organizations within my industry, the Marketing Council,
16 Member of the Organic Trade Association of America, board
17 member of the International Fresh Produce Association and
18 Floral Council, a board member of CCOF. I run six events
19 per year that pull from all of North America.
20 And my roles prior to going into business for
21 myself, I was the executive vice-president of marketing
22 and events for Farm Journal. It's a 186 million-dollar
23 organization that goes across agriculture of all walks,
24 vice-president of marketing for Wholesome. You might be
25 familiar. They have greenhouses in Amado as well as

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1 throughout Mexico. They're an 86 million dollar
2 organization. And then I was director of marketing and
3 events for Harley Davidson on their west coast division.
4 I also have a history of flipping businesses,
5 most of them bar and nightclub and some family
6 entertainment. And my partner in crime in that was
7 actually John Harden of Highwire.
8 So I come from a fairly well versed business
9 background and I know how to find and source my resources
10 as far as the experts that I need to ensure success.
11 So this is all cool, but is it going to be like
12 downtown visionary worthy, and I think so.
13 So 121 Floral Gifts, this is the current space.
14 You'll see down in the lower left-hand corner it's
15 pretty -- it very rough. There's mold in the ceiling and
16 on the lower parts of the walls. The front needs to be
17 completely renewed with windows so that we can have
18 display and bring that real life window display vibe to
19 downtown where people can like stroll past and see
20 something worthy of a downtown space. These are some of
21 the shops that I'm specifically referencing that are of my
22 mentors. So that's the gifts perspective.
23 The floral will be the open air-corner, and I
24 think that's important, and I've sourced a local florist
25 who I think will collaborate beautifully and harmonize

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1 beautifully with the gift section. And I think having
2 something fresh and open on that corner would be inviting.
3 You have Del Rey and you have El Charro across the street.
4 You have the Delta just barely across the street. It will
5 be beautiful.
6 The boardroom, so think boujie cigar bar,
7 private club. We're sourcing a -- like I don't know if
8 you can see in this picture at the very far back there is
9 a safe door. That is the original safe in the building.
10 We're sourcing a very boujie safe door. Inside that will
11 be a traditional bar and back bar private club. If you
12 look at cities like Chicago, LA, Seattle, Phoenix, even
13 different areas here, you'll note that like this sort of
14 knock, knock speak easy vibe is very cool. My thought of
15 this is a multi-use space. It can act as a full-seated
16 space for --
17 Sorry. Did I just lose you?
18 There we go.
19 Full-seated space for up to 45 intimate. It
20 can act as a groom's room for the Highwire event space.
21 It can act as a meeting space for smaller intimate and
22 business intimacy events or what I specialize in, under 60
23 people, high ticket participation. Think date night,
24 special events for people from the 35 to 65 set, and then
25 my office and a kitchen to use for it.

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1 The boardroom, I won't be actually applied for
2 a liquor license. I will be contracting with mostly
3 Highwire and Johnny Gibson's and also the brewery next
4 door just to ensure that we have participation and support
5 of local venues. And it will be catered supporting local
6 businesses as well, but the idea is providing a space that
7 speaks to a beautiful custom event. Those ticket sales
8 will be taxable and so will the event space activity that
9 brings revenue to the local surrounding businesses.
10 And then to sort of wrap it up again, so the
11 ask is kind of big but I think worthy to get this corner
12 cleaned up. The owner of this building has zero, zero,
13 must for T & I and they inherited the building but have
14 zero desire to sell it, so it is going to take a lot to
15 get back to inhabitable and usable. And because I have a
16 full -- a full docket of clients, I am able to sit on this
17 for the year that it will take to get the -- hopefully 10
18 months but year it will take to get it up to par, get
19 business up and operational and manage the project for
20 them. And I have the revenue to invest the other half of
21 it and hope that, you know, over a 10-year window I see
22 that in good return, which I believe I will.
23 So the ask at this point is \$375,000.
24 **MR. MARQUEZ:** I had the pleasure of touring
25 with Jesse in the space. I've actually never been to the

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1 space. It's right next door to AC Marriott. It borders
2 Highwire.
3 I'll give it pretty more plainly because I
4 thought you covered a lot of great information in your
5 presentation, Jesse. The space is in really bad shape. I
6 mean, she said it needs a roof, needs HVAC, etc., but I
7 walked from this -- I walked away with a feeling of
8 appreciation for the fact that she's willing to bring her
9 global experience to Tucson, so I'm felling very -- also
10 appreciative for the fact that she's willing to invest so
11 much into this space. It is an amazing location downtown.
12 And if you look at the numbers, 667 for Jesse, an ask of
13 375 for us.
14 And the one thing we talked about, Jesse, was
15 doing it in the form of construction draws, so as you're
16 in construction -- you know, one thing that we all share
17 on this board is impatience and we want to make sure that
18 the actual construction happens and the TI happens.
19 So to my fellow board members, I think this is
20 very reasonable. It activates the space. And, as our
21 chairmen said in the chairman remarks, this comes down to
22 activation and it's a space that needs to be badly
23 activated. And, again, it's in a great location, and it
24 brings retail component to downtown, which we are -- which
25 we're working on bettering in our downtown area, so I

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1 think it's a home run.
2 **CHAIRMAN McCUSKER:** Will you talk about your
3 lease and how long you control this property?
4 **MS. GUNN:** So I have -- sorry. I'm going to
5 just grab a cough drop. I have a 10-year lease. I
6 negotiated that before I approached the board. So I did a
7 five-year option but a 10-year lease. And I am allowed
8 to -- to sublet up to 50 percent of it in the lease, which
9 helps -- if I find that I am not successful in this, I can
10 ensure that this newly built out space will become
11 successful for somebody else. But I am not an individual
12 who likes to fail, so I intend to -- to thrive in this
13 space. And I think it's doable, and I think it's needed
14 downtown.
15 You know, this is desperate for the elevation
16 that we're asking of out-of-town guests of the rents
17 downtown, and I think that, you know, providing something
18 that -- that solves this issue on Broadway or Congress in
19 this particular three blocks, I think there's more needed,
20 but I think this starts. I mean, this will make two of us
21 kind of, you know.
22 So 10-year lease.
23 **MR. SHEAFE:** Who is your landlord?
24 **MS. GUNN:** It's -- I don't know the name of the
25 building owner. My landlord is Volk.

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1 **MR. SHEAFE:** Well, they're the leasing agent,
2 but is this a Flores-owned property?
3 **MR. MARQUEZ:** No, they're --
4 **CHAIRMAN McCUSKER:** I think she said it was out
5 of state.
6 **MR. MARQUEZ:** Yeah. It's California.
7 **CHAIRMAN McCUSKER:** There was an inheritance,
8 Chris. The owner passed away. I believe her family's
9 inherited.
10 Jesse, that's who you're dealing with, I think,
11 or who Volk's dealing with.
12 **MR. SHEAFE:** Okay.
13 **MS. GUNN:** I'm sorry. I deal 100 percent with
14 Joey Castillo. I haven't had the opportunity to negotiate
15 directly with the owner, but we came to terms fairly
16 quickly because she understands what an ask it is with
17 zero for T & I.
18 **MR. MARQUEZ:** And it's been empty three years.
19 **MS. GUNN:** Yeah.
20 **MR. LEVIN:** I'll just say that from what I've
21 seen, it looks like a great idea. I'm familiar or at
22 least I know where the property is, and it is definitely
23 something that needs to be, you know, addressed, you know,
24 to keep with the other spaces along Broadway and Congress
25 that have sort of increased the curb appeal of downtown.

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1 So I applaud you for taking on something like this,
2 especially with the amount of just renovation to start off
3 with before you begin to, you know, starting to put your
4 space together. I think it's a great idea.
5 I guess I'd ask the rest of the board if
6 there's any comments or otherwise as to the ask. I think
7 it's in keeping with what we've done in the past as far as
8 doing approximately half of whatever the cost to the
9 developer is, so I'd be open to any -- I'm comfortable
10 with it, but I'm interested in anything else's thoughts.
11 **MR. MARQUEZ:** I'd like to make a motion that we
12 approve up to \$375,000 in construction draws for this
13 project.
14 **MS. COX:** Second.
15 **CHAIRMAN McCUSKER:** Any other questions for
16 Jesse?
17 It is a remarkable plan. It's really exciting.
18 I don't know where you've been, Jesse, but, you know,
19 thank you for coming downtown.
20 Brandi, let's call the roll.
21 **MS. HAGA-BLACKMAN:** Edmund Marquez.
22 **MR. MARQUEZ:** Aye.
23 **MR. LEVIN:** Just a quick question before the
24 motion. Does that -- does it have to be directing counsel
25 to prepare the documents or is that the staff?

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1 **MR. MARQUEZ:** That would be our attorney
2 traditionally.
3 **MR. COLLINS:** You can -- Mike, you can do it
4 either way. If you want to amend your motion and the
5 second, then either accept or deny that amendment.
6 **CHAIRMAN McCUSKER:** That was Edmund's motion.
7 If you would add instruct counsel to complete the required
8 documents.
9 **MR. MARQUEZ:** Yeah, I would accept that
10 amendment.
11 **MR. COLLINS:** Thank you both.
12 **MR. LEVIN:** And I would accept the amendment
13 meant as well.
14 **MR. SHEAFE:** You might want to put in there
15 that you authorize the executive officers to sign the
16 documents.
17 **MR. MARQUEZ:** I would accept that amendment as
18 well.
19 **MR. LEVIN:** I will second that amendment as
20 well.
21 **CHAIRMAN McCUSKER:** All right. So we have a
22 motion and two amendments to authorize the ask, to provide
23 for counsel to complete the documentation and to authorize
24 the executive officers to sign.
25 Brandi, call the roll.

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1 **MS. HAGA-BLACKMAN:** Edmund Marquez.
2 **MR. MARQUEZ:** Aye.
3 **MS. HAGA-BLACKMAN:** Chris Sheafe.
4 **MR. SHEAFE:** Aye.
5 **MS. HAGA-BLACKMAN:** Mike Levin?
6 **MR. LEVIN:** Aye.
7 **MS. HAGA-BLACKMAN:** Ross McCallister?
8 **MR. McCALLISTER:** Would you repeat the motion?
9 **MR. MARQUEZ:** Hell, no.
10 **CHAIRMAN McCUSKER:** We could have Tom read it
11 back to you.
12 **MS. HAGA-BLACKMAN:** Jannie Cox.
13 **CHAIRMAN McCUSKER:** Did you vote, Mr. --
14 **MR. McCALLISTER:** Aye. I voted aye.
15 **CHAIRMAN McCUSKER:** There you go.
16 **MS. HAGA-BLACKMAN:** Fletcher.
17 **CHAIRMAN McCUSKER:** I vote aye.
18 Jesse, congratulations. We're thrilled to have
19 you as a neighbor and we'll get after it posthaste.
20 **MS. GUNN:** Thank you so much. I appreciate
21 the --
22 **MS. HAGA-BLACKMAN:** Could you stop the
23 screening sharing, please?
24 **MS. GUNN:** Yes. Sorry.
25 **MS. HAGA-BLACKMAN:** Thank you.

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1 **CHAIRMAN McCUSKER:** Thank you.
2 We're going to move on. Item next is the TCC.
3 The specific action here is really more continued
4 direction from the board. We are winding down that
5 project. We have about \$2 million of contingency left.
6 Part of that we want to commit to the Sosa-Carrillo house.
7 We have negotiated a purchase agreement with the Arizona
8 Historical Society that would provide for Rio Nuevo to
9 acquire the Sosa-Carrillo house for about a
10 million dollars. We would get a credit for the renovation
11 that we invest into the Sosa-Carrillo house, and we would
12 extend the current leases for the Mexican American museum
13 and Borderlands.
14 What we just need from you today probably would
15 be an authorization to continue those negotiations. And
16 we're happy to bring the completed document back, or if
17 you're so inclined, authorize the executive officers to
18 close on the acquisition of the Sosa-Carrillo --
19 **MR. SHEAFE:** I think the motion needs to be to
20 authorize counsel to complete the negotiations to meet the
21 goals of establishing the purchase for the building as
22 well as the renovation of it and the credit back against
23 the purchase price for the invested dollars and to have
24 the executive officers approve the final documents.
25 **MS. COX:** Second.

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1 **CHAIRMAN McCUSKER:** Excuse me. My rescue dogs
2 are going nuts in the background. That usually means
3 Amazon.
4 So he did make that a motion and there was a
5 second. Is it clear in your minds what Mr. Sheafe --
6 **MS. COX:** Yes.
7 **MR. MARQUEZ:** Yeah.
8 **MR. COLLINS:** Yes, Mr. Chairman, I understand
9 what Mr. Sheafe is saying.
10 **CHAIRMAN McCUSKER:** All right.
11 Brandi, call the roll.
12 **MS. HAGA-BLACKMAN:** Mike Levin.
13 **MR. LEVIN:** Aye.
14 **MS. HAGA-BLACKMAN:** Edmund Marquez.
15 **MR. MARQUEZ:** Aye.
16 **MS. HAGA-BLACKMAN:** Ross McCallister.
17 **MR. McCALLISTER:** Aye.
18 **MS. HAGA-BLACKMAN:** Jannie Cox.
19 **MS. COX:** Aye.
20 **MS. HAGA-BLACKMAN:** Chris Sheafe.
21 **MR. SHEAFE:** Aye.
22 **MS. HAGA-BLACKMAN:** Fletcher McCusker.
23 **CHAIRMAN McCUSKER:** And I say aye. That passes
24 unanimously.
25 (Motion made, seconded and passed unanimously)

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1 **CHAIRMAN McCUSKER:** Thank you, everyone.
2 Bungalow block, item number nine, the developer
3 is not here. We heard from Randi the last meeting. She
4 expressed some concern about the economics of the bungalow
5 deal. We had negotiated with her suggesting that there
6 was probably some hidden expenses, some utility costs,
7 some benefits that weren't available to her that might
8 have been available to others.
9 To make a long story short, the executive
10 officers have met with her several times and we
11 communicated to her recently that we have no interest in
12 revising the deal.
13 So to make a long story short, the deal that
14 Randi has is the deal that Randi's going to get. And it's
15 very consistent with how we do the other projects along
16 the Sunshine Mile. We're partnering with private sector
17 developers. They get a nominal lease for some period of
18 time. They have the opportunity to acquire those
19 properties at today's appraised value. We will credit
20 that purchase price with their renovation expense.
21 There's some property tax relief and there's an
22 opportunity to negotiate a rebate.
23 We don't believe we need to do anything else to
24 attract developers to that site, so this will formalize
25 that communication to Randi. Unless the board has some

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1 other desire, she will have to complete the deal as
2 presented or move on.
3 (No oral response).
4 **CHAIRMAN McCUSKER:** So no action means no
5 action.
6 And then finally, Laura, we saved the best for
7 second to last. We've got one item after you, but thank
8 you for being patient with us. And I think everyone has
9 been briefed on your project. We're excited to help you
10 relocate. Everyone on the board has seen your budget and
11 the correspondence and the TI budget and your ask, so you
12 can be as brief as you want in introducing yourself, your
13 store, your passion about what you're doing and how we can
14 help you.
15 **MS. STUPAR:** Okay. Great.
16 Hi, everyone. Thank you for giving me the time
17 TO speak today. My name is Laura Stupar. I own LB Goods
18 currently located on Congress right next to the Oasis
19 across the street from Hub. I opened the shop in November
20 of 2019, was open for about four months and then closed
21 due to the pandemic, but we're still standing. We're here
22 going on year three and we are expanding.
23 So we're going to be relocated to the Monier,
24 which is adjacent to the San Augustine Mercado and just
25 north of the annex. With this expansion obviously we are

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1 doubling -- it's about doubling our square footage, which
2 means we will absolutely be generating more sales. I will
3 show you guys the -- let me see if I can share the screen
4 here. I'm not sure if everybody has access to --
5 **CHAIRMAN McCUSKER:** Hang on. Let's make sure
6 you can do that.
7 (Discussion off the record)
8 **MS. STUPAR:** I just wanted to show some images
9 of the space, the current space, so you can kind of all
10 get an idea of the products we have, but -- and just to
11 speak more to the projections, you know, we're estimating
12 to bring in quite a lot of revenue by year five with the
13 markets that we host, which are seasonally. Basically
14 what that is is we host it within the Rio Nuevo district
15 and it's a vendor market. So in addition to us bringing
16 in more of the tax revenue within the Rio Nuevo district,
17 we'll also have vendors contributing to that as well.
18 So projections look to increase year to year,
19 on average about 25 percent -- with a 25 percent lift
20 obviously generating a healthier amount for Rio Nuevo.
21 I'm going to e-mail some images, as I said, and
22 I'll send it at the end of the call just so I don't waste
23 your time. Maybe we can send it as an attachment just so
24 you all can see kind of who we are.
25 But backing up a little bit, I've been in the

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1 industry -- the fashion industry on all ends of it
2 globally for over 25 years, so pretty well versed in the
3 industry, really excited for this relocation and
4 expansion. The developers that we're going to be leasing
5 from, Adam Weinstein and partners, have big, big
6 projections and big development plans, which will only
7 increase our business as well. Additionally, we're
8 bringing on new marketing members to our existing
9 marketing team to help assist and grow the business in
10 that aspect.
11 So we do need some help with the TI for sure.
12 We're looking at a total cost of just upwards of \$37,000
13 for our TI expense and our ask is just for half of that.
14 Our lease is -- the commencement date is pushed
15 back but we're looking to start in September, so we're
16 looking for this TI --
17 **MR. SHEAFE:** Let me ask you, Laura. I thought
18 that your TIs were about 75 and half of that was 37.5.
19 Did you state or are you asking for 18?
20 **MS. STUPAR:** We're asking for 19.
21 **MR. SHEAFE:** 19. Okay.
22 **MS. STUPAR:** Uh-huh. Of course, I would love
23 more.
24 **CHAIRMAN McCUSKER:** Did you e-mail your pics to
25 Brandi?

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1 **MS. STUPAR:** I'm sending them right now.
2 **CHAIRMAN McCUSKER:** Okay. That would be fun.
3 We like looking at pictures.
4 **MS. STUPAR:** Yeah.
5 **MR. MARQUEZ:** Laura, I just wanted to say thank
6 you, because I know we are working hard to build retail in
7 the downtown area. I know you're on Congress right now
8 and you're moving, and the great news is you're moving
9 within our district. There seems to be a lot going on on
10 the west sides, Adam and everybody at Gadsden have done a
11 fantastic job developing the west side. Caterpillar's
12 over there. Mercado's just booming. So you're moving
13 into a great area, so thank you for staying within our
14 district. And we want to make sure that we are supporting
15 small business and I'm just appreciative of everything
16 you're doing in the retail space.
17 **MS. STUPAR:** Well, thank you so much. I'm
18 happy to be a part of it. And I couldn't be prouder that
19 we're still here and we've weathered the storm and things
20 are just looking up. You know, retail globally is up
21 five percent. I know with gas prices increasing, people
22 are getting a little concerned, but it's still holding
23 steady. We personally are just growing and growing all
24 things considered, and so I'm just thrilled to be in this
25 new location still within the Rio Nuevo district and I

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1 know it's just going to be incredible.
2 **MR. MARQUEZ:** How much did your square footage
3 change?
4 **MS. STUPAR:** It doubled.
5 **MR. MARQUEZ:** Oh, great.
6 **MS. STUPAR:** Yeah, so it's going to be really
7 exciting.
8 So there's quite a bit of images because I'm
9 very compassionate about the space, so I'll kind of slide
10 through here. I don't know if I'm able to navigate,
11 Brandi, or --
12 **CHAIRMAN McCUSKER:** Just tell Brandi to go to
13 the next slide.
14 **MS. STUPAR:** Okay. It's mainly just -- you
15 know, some images of the interior, shots of the shop.
16 It's a women-owned, women-ran shop and we care a mixed bag
17 of handmade goods, locally made goods.
18 There's a little image of the front of our
19 current shop.
20 There's an interior image from a couple years
21 ago over Valentine's Day, some barware.
22 That's kind of an overall shot of the main
23 space. So lots of good products in a little space, so
24 we'll really exited to see the expansion happening. We
25 have a really loyal following, which is great, and it's

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1 just growing and growing. And we're also really capturing
2 and garnering all the tourists. We do a lot of marketing
3 initiatives and we have been able to maintain local and
4 global travelers, which is awesome.
5 There's a little hallway.
6 So that's all I have for now. Is there any
7 questions?
8 **CHAIRMAN McCUSKER:** Any questions for Laura?
9 **MR. LEVIN:** Is it 18 or 19,000 as the ask?
10 **MS. STUPAR:** 19.
11 **MR. LEVIN:** 19?
12 **MS. STUPAR:** 19,000.
13 **MR. LEVIN:** Mr. Chairman, I move that -- to
14 direct counsel -- or, excuse me, the executive committee
15 to finalize negotiations to provide \$19,000 worth of
16 assistance to the project and for counsel to draft up any
17 documents related to that and authorize the executive
18 committee to sign on the board's behalf.
19 **MS. COX:** Second.
20 **MR. SHEAFE:** Second, yeah.
21 **MR. MARQUEZ:** Good job, Mike.
22 **CHAIRMAN McCUSKER:** Any further questions of
23 Mike or Laura?
24 **MS. COX:** Laura, who are you going to recruit
25 to fill your space you're leaving?

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1 **MS. STUPAR:** I'll keep you posted.
2 **MS. COX:** Okay. Good. We're counting on you.
3 **MS. STUPAR:** All right.
4 **CHAIRMAN McCUSKER:** Laura, I own the largest
5 collapsible sun hat in the world from your store. I think
6 everybody should have one of those.
7 **MS. STUPAR:** I've got a few of those in my
8 closet myself.
9 **CHAIRMAN McCUSKER:** Yeah.
10 **MR. MARQUEZ:** You should wear that next
11 meeting.
12 **CHAIRMAN McCUSKER:** I will wear it someplace
13 some day.
14 **MS. STUPAR:** Conversation starter for sure.
15 **CHAIRMAN McCUSKER:** Yeah.
16 Okay. Brandi, call the roll.
17 **MS. HAGA-BLACKMAN:** Okay. Mike Levin.
18 **MR. LEVIN:** Aye.
19 **MS. HAGA-BLACKMAN:** Edmund Marquez.
20 **MR. MARQUEZ:** Aye.
21 **MS. HAGA-BLACKMAN:** Ross McCallister.
22 **MR. McCALLISTER:** Aye.
23 **MS. HAGA-BLACKMAN:** Jannie Cox.
24 **MS. COX:** Aye.
25 **MS. HAGA-BLACKMAN:** Chris Sheafe?

1 **MR. SHEAFE:** Aye.
 2 **MS. HAGA-BLACKMAN:** Fletcher McCusker.
 3 **CHAIRMAN McCUSKER:** I vote aye.
 4 And, Laura, again thank you for hanging in
 5 there. We're really glad to see kind of small merchants
 6 thrive and we think it's that mixture that's going to
 7 really make downtown and the west side work. So good luck
 8 to you guys and we'll be in touch.
 9 **MS. STUPAR:** Thank you. Thank you, everyone.
 10 Appreciate it.
 11 **MR. MARQUEZ:** Congratulations.
 12 **MS. STUPAR:** Thank you.
 13 **CHAIRMAN McCUSKER:** And item last, Bautista.
 14 Mr. Sheafe has taken the lead in this, but the Bautista
 15 for those of you that are new to Rio Nuevo is a huge
 16 project on the west side sponsored by Gadsden. Adam has
 17 joined the Zoom. They're ready to break ground I
 18 understand. Financing is in place. We need to do some
 19 cleanup work around the easements and property lines. And
 20 we've seen that request in the executive session.
 21 Mr. Sheafe, I don't know if you or Adam want to
 22 add anything to that. I understand timing is a concern,
 23 so I think we're prepared to get after.
 24 **MR. SHEAFE:** I wanted Adam to describe their
 25 project and the scale of it, because I think it's

1 district as a whole. The design architect was Stefanos
 2 Polyzoides from, who was also our master plan architect,
 3 so it's very consistent in spirit and style, and it's
 4 probably the most authentic version of our architectural
 5 type that we're going to be bringing to market.
 6 It is a market differentiator from the other
 7 multi-family we have currently constructed in the Mercado
 8 district and slightly larger units, different level of
 9 appointment, substantially larger common areas and
 10 gathering spaces both for the public as well as private
 11 areas for the residents of the building itself.
 12 **MR. MARQUEZ:** That's an awesome project. You
 13 guys do such a great job, not only the residential but the
 14 retail, but you're also cognizant of our environment and
 15 our nature around the area, which I appreciate.
 16 In regard to your master plan, is this the rest
 17 of your land on the west side?
 18 **MR. WEINSTEIN:** No. No, Edmund, this is a
 19 large portion -- excuse me. It's a large portion of the
 20 river front section, but there is another fairly
 21 substantial parcel immediately south which we have other
 22 development design ideas for, which we're currently
 23 sorting through and determining what the best execution
 24 and timing is. But this represents a large -- about
 25 another two-thirds of the available land that fronts the

1 noteworthy that we have something that large kicking off
 2 and just --
 3 Adam, let's go through the description of what
 4 you're doing and how dramatic this is for the west side.
 5 **MR. WEINSTEIN:** Sure. Thanks, Chris.
 6 So we are about to break ground --
 7 **CHAIRMAN McCUSKER:** Introduce yourself and then
 8 start.
 9 **MR. WEINSTEIN:** Pardon me, Chairman. Adam
 10 Weinstein with the Gadsden Company in Tucson, one of the
 11 developers of the Bautista project, which is on the west
 12 side of downtown Tucson.
 13 This is the next phase of our multi-phase
 14 development. It is the largest of the multi-family work
 15 that will have been completed to date. It is a 256-unit
 16 multi-family building that has 14,500 square feet of
 17 ground floor, commercial and retail and underground
 18 parking and also services a very large scale paseo
 19 improvement that creates a plaza that ties into the Santa
 20 Cruz River improvement that will be part of the Bautista
 21 construction, which is a partial riparian restoration and
 22 river bank improvement that will create a gathering space
 23 and (inaudible) platform adjacent to the two component
 24 buildings of the Bautista complex.
 25 It's in the same design spirit as the Mercado

1 river front section on Linda Avenue and Cushing Street.
 2 **MR. MARQUEZ:** Very nice.
 3 **MR. SHEAFE:** What is the gross value of the
 4 project?
 5 **MR. WEINSTEIN:** The gross value of the project
 6 is -- the total development cost is over \$110 million.
 7 The construction financing alone is \$82 million. And it
 8 has a substantial impact on the overall deal that we're --
 9 or the overall economic impact that we're able to bring to
 10 the project as a whole.
 11 I'll just go over a couple of highlights on
 12 that. We're looking to bring \$38 million in construction
 13 salaries for a total of 150 jobs over a 30-month period
 14 for construction. The permanent jobs above and beyond
 15 that are estimated to be 160 for the entire life of the
 16 project. And that's just based on some simple
 17 calculations in proportion to what we've done with the
 18 Monier annex and Mercado San Augustine. So it's a large
 19 economic driver for the region just in and of itself from
 20 the construction velocity.
 21 **MR. MARQUEZ:** The construction sales tax alone
 22 is the winner for Rio Nuevo, so thank you.
 23 **MR. WEINSTEIN:** It's a big deal, Edmund. And
 24 we'll also create -- with one of the other available
 25 incentives with the city of Tucson, we're going to be able

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1 to allocate the city's portion of that construction sales
2 tax to the river bank enhancements and improvements. So
3 we've got a tremendous design that we're working on with
4 (inaudible) architects formerly from Phoenix, now
5 currently based in Austin, Texas, which I would be very
6 excited to share with you as we move forward and that
7 design evolves.
8 **MR. MARQUEZ:** That's awesome.
9 **MR. SHEAFE:** And give the timing. How soon can
10 you get into the ground?
11 **MR. WEINSTEIN:** We are currently executing the
12 construction contracts, finalizing the last bits of the
13 entitlement process, one of which you're considering
14 today, and we are expected to be having a shovel in the
15 ground with initial earthwork and mobilization within 30
16 days.
17 **CHAIRMAN McCUSKER:** I think you upsized the
18 retail portion too, Adam. What's the latest --
19 **MR. WEINSTEIN:** We have, Fletcher. We've had
20 the opportunity based on some reallocation of some common
21 area that was originally allocated for the residential
22 tenants themselves where that's been able to be positioned
23 as another potential retail/commercial opportunity, so we
24 may be able to add another couple of thousand or more
25 square feet based on what we're seeing.

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1 Right now we're obviously focused on completing
2 the final placement of tenants and service at Monier, and
3 we are now quickly moving into what will be initial
4 pre-leasing conversations with our backlog and interest in
5 the Bautista building and its commercial tenants, which
6 constitutes a great deal of our interest base, and the
7 timing as some of these new businesses that are coming on
8 line are looking to expand in that 24- to 30-month
9 timeframe.
10 **CHAIRMAN McCUSKER:** Well --
11 **MR. SHEAFE:** Mr. Chairman, I'd like to put
12 forth the motion that we authorize counsel to immediately
13 meet the requirements that would release the financing for
14 this project as rapidly as possible so that they can get
15 underway in the 30 days that he's talking about and that
16 we authorize the executive officers to sign the document
17 as its been authorized by counsel and prepared by counsel.
18 **MR. LEVIN:** Second.
19 **CHAIRMAN McCUSKER:** We have a motion to approve
20 the work as we saw in executive session, authorize counsel
21 to complete the documentation.
22 Adam, you guys are heroic. You have been since
23 the first day I met you, and you deliver everything you
24 say you're going to do. So we're honored to be a partner
25 and we'll get this done as quickly as we can assuming the

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1 vote goes the way I think it's going to go.
2 So, Brandi, let's get that done. Please call
3 the roll.
4 **MS. HAGA-BLACKMAN:** Mike Levin.
5 **MR. LEVIN:** Aye.
6 **MS. HAGA-BLACKMAN:** Edmund Marquez.
7 **MR. MARQUEZ:** Enthusiastic aye.
8 **MS. HAGA-BLACKMAN:** Ross McCallister.
9 **MR. McCALLISTER:** Aye.
10 **MS. HAGA-BLACKMAN:** Jannie Cox.
11 **MS. COX:** Aye.
12 **MS. HAGA-BLACKMAN:** Chris Sheafe.
13 **MR. SHEAFE:** Aye.
14 **MS. HAGA-BLACKMAN:** Fletcher McCusker.
15 **CHAIRMAN McCUSKER:** I obviously vote an aye.
16 It's a huge win, a home run for you, for us, for the
17 region, for the west side to invest in the river's edge.
18 Ultimately I think you're going to create something
19 contagious along that river. And, you know, I know that
20 the city and city water are eager to reintroduce water if
21 we can ever resolve the landfill issues. So you're going
22 first, but you're going big, so, again, thank you and
23 congratulations.
24 **MR. WEINSTEIN:** Thank you very much.
25 **CHAIRMAN McCUSKER:** That concludes the agenda I

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1 would entertain a motion to adjourn.
2 **MR. SHEAFE:** So moved.
3 **MS. COX:** Second.
4 **CHAIRMAN McCUSKER:** All in favor say aye.
5 (Motion made, seconded and passed unanimously)
6 **CHAIRMAN McCUSKER:** All right. We're
7 adjourned. Thank you, everybody.
8 (2:52 p.m.)
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