

In The Matter Of:

*Rio Nuevo
Board Meeting*

2/28/2023

February 28, 2023

Kathy Fink & Associates

2819 E 22nd St

Tucson, AZ 85713

520/624/8644

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2 RIO NUEVO MULTIPURPOSE FACILITIES DISTRICT
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11 BOARD MEETING VIA ZOOM
12 Tucson, Arizona
13 February 28, 2023
14 1:03 p.m.
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19
20
21 REPORTED BY:
22 Thomas A. Woppert, RPR
23 AZ CCR No. 50476
24
25

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25 Tucson, Arizona 85713
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1 CHAIRMAN McCUSKER: Good afternoon, everybody.
2 Welcome to the February Rio Nuevo meeting.
3 Brandi, do you have a flag for us to do the
4 pledge?
5 (Pledge of Allegiance)
6 CHAIRMAN McCUSKER: Brandi, will you call the
7 roll?
8 MS. HAGA-BLACKMAN: Ross McCallister.
9 MR. McCALLISTER: Here.
10 MS. HAGA-BLACKMAN: Jannie Cox.
11 MS. COX: Here.
12 MS. HAGA-BLACKMAN: Chris Sheafe.
13 MR. SHEAFE: Here.
14 MS. HAGA-BLACKMAN: Edmund Marquez?
15 MR. MARQUEZ: Here.
16 MS. HAGA-BLACKMAN: And Fletcher McCusker.
17 CHAIRMAN McCUSKER: I'm here.
18 Mr. Hill remains ill, absent with our
19 permission, and hope he recovers. He's had a tough couple
20 of years. I'm sure the pandemic didn't help much.
21 You have the transcribed minutes from the
22 January 24th meeting, so unless there's a change or
23 correction, I just need a motion to approve.
24 MS. COX: So moved.
25 MR. MARQUEZ: Second.

1 BOARD MEMBERS PRESENT:
2 Fletcher McCusker, Chair
3 Chris Sheafe, Treasurer
4 Edmund Marquez, Secretary
5 Jannie Cox
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 February 2023,
20 commencing at the hour of 1:03 p.m.
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1 CHAIRMAN McCUSKER: All in favor say aye.
2 (Motion made, seconded and passed unanimously)
3 CHAIRMAN McCUSKER: Okay. This is the time we
4 set aside for executive session. Before we adjourn, we've
5 got 11 attendees.
6 Good afternoon, everybody. So if you're not a
7 Rio Nuevo regular, we always go into executive session
8 first. It takes about an hour typically for us to do that
9 with counsel and then come back, so you're welcome to log
10 out and back in or hang around, but we're not going to do
11 any business until probably around 2 o'clock.
12 So I would need a motion to recess to executive
13 session.
14 MS. COX: So moved.
15 MR. MARQUEZ: Second.
16 CHAIRMAN McCUSKER: All in favor say aye.
17 (Motion made, seconded and passed unanimously)
18 CHAIRMAN McCUSKER: Okay. We'll see everybody
19 in an hour.
20 Members, leave this meeting and log into
21 executive session.
22 (Recess)
23 CHAIRMAN McCUSKER: Good afternoon, everyone.
24 We are back. I need a motion to reconvene.
25 MS. COX: So moved.

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1 **MR. LEVIN:** Second.
2 **CHAIRMAN McCUSKER:** All in favor say aye.
3 (Motion made, seconded and passed unanimously)
4 **CHAIRMAN McCUSKER:** Thank you, everyone.
5 Thanks for your patience. We have about 40 people online.
6 For those of you that are presenting, we've
7 been Zoom now going on three years. I think we went Zoom
8 in March of '20. Some day we'll be back in regular
9 session, but RSV is still running around and COVID's still
10 running around.
11 Typically we do a little business before we get
12 to your business. You know, my comments are germane to
13 today's agenda. We're really excited to see this
14 restaurant activity downtown. I think we counted last
15 meeting we've helped launch some 20 new restaurant in the
16 last year, two more today that are really extraordinary
17 opportunities. We're seeing a lot of inbound interest in
18 Tucson from food and beverage, but that also attracts
19 people that want to live, so we're seeing a lot of
20 activity in the multi-family area and we're seeing a lot
21 of interest in -- from hotel operators, so that's good
22 news for Rio Nuevo.
23 You'll hear from Dan today. At post COVID, we
24 are setting record revenue months for Rio Nuevo. If
25 you've watched us in the middle of 2020 or toward the end

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1 of 2020 when our revenue dropped to zero, we weren't sure
2 this was even survivable. But not only are we surviving,
3 we're thriving post COVID and Tucson's on the radar.
4 You're going to see a good example of that today when you
5 meet our new friends from Las Vegas.
6 So, Dan, with that, let's get your financial
7 report.
8 **MR. MEYERS:** Hi. I'm Dan Meyers. I'm the CFO
9 of Rio Nuevo.
10 **CHAIRMAN McCUSKER:** Are you sharing your
11 screen?
12 Brandi, are you pulling this up?
13 **MR. MEYERS:** She's multi-tasking.
14 We're in?
15 **MS. HAGA-BLACKMAN:** Okay. All right.
16 **MR. MEYERS:** Okay. So at the end of January,
17 we had about \$10.6 million in cash in our banks. If we
18 add back the projected cash flow for the next year, we
19 anticipate having about \$15.3 million available to fund
20 our existing projects.
21 December's revenue was lower than we've been
22 accustomed to. That was a little over \$1 million. And
23 we've not received that yet, it's not been finalized by
24 the state, but I got the estimate from them directly. You
25 know, that's primarily because December is always the

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1 largest baseline month with the holidays, so I'm anxious
2 to see the actual numbers and make sure that, you know,
3 everybody filed properly and all that good stuff.
4 If you look down that left column toward the
5 bottom, you'll see Rio Nuevo's in the process of funding
6 almost \$16 million in projects. The remaining balance
7 outstanding for those projects is a little over
8 11 million.
9 Now, this is every project we have in place.
10 Some of this goes outside of the one year, which is kind
11 of the basis for my report here. And if we back out the
12 investment that we are pretty certain is going to happen
13 outside one year, we've got a commitment right now of
14 about 8.5 million. So you can see that we have 15.3
15 projected for the next year, predict 8.5 going out, so
16 we've still got a nice little cushion there. I don't see
17 any reason why we can't anticipate our TIF revenue staying
18 in good shape.
19 And the one other thing I want to point out is
20 that far-right column there lists every -- basically the
21 project cost, everything we're assisting to finance, so
22 you're seeing about \$87 million in investment and we're
23 helping out to the tune of about 15,000. That's a little
24 higher ratio than we're accustomed to, but that is
25 primarily because we are now doing some projects

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1 50 percent and we've got some of these projects we're
2 doing where Rio Nuevo's the only partner in this, in these
3 particular projects.
4 So I think things continue to look good. I'm
5 optimistic on what the next year brings and let me know if
6 you've got any questions.
7 **CHAIRMAN McCUSKER:** We added that last column
8 so that people can track realtime our private sector
9 partners. The entire mandate for Rio Nuevo is to create
10 public/private partnerships and, you know, you have to
11 read our audit to really see in depth what our investments
12 have tracked. Now we're going to show it to you every
13 month. This is really the leverage that we create with
14 our seed investments.
15 And it's still quite extraordinary that, you
16 know, you've got \$90 million of private sector investment
17 matching our seed money. And those ratios will probably
18 hold as some of these bigger projects like the Fox
19 Theater, for example, come on line. You know, that's a
20 huge project in and of itself. We have other projects
21 that we're in conversations with that could be north of
22 \$100 million. So Dan's right, we're really thriving.
23 We're very grateful to people that partner with us and,
24 you know, you get to see that now in realtime.
25 **MR. MARQUEZ:** Dan, in regard to cash on hand,

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1 are we showing contingency from the TCC construction?
2 **MR. MEYERS:** No, because that strictly goes to
3 the TCC and it's not going to be available for us to use
4 for any other purpose.
5 **MR. MARQUEZ:** We could offset one or more of
6 the expenses that are being -- or commitments that are
7 being listed.
8 **MR. MEYERS:** There are no TCC commitments on
9 this.
10 **CHAIRMAN McCUSKER:** The Sosa-Carrillo house is
11 one that comes to mind. I'll give an update on that,
12 Edmund. I think they're still wrapping up the final
13 accounting. There may be some money that we could use on
14 other TCC-related projects, the Sosa-Carrillo House
15 certainly one of those. You know, that's -- most of those
16 reserves have whittled away as they had supply chain and
17 construction cost issues, but I'll give an update on that
18 for March.
19 **MR. MEYERS:** Any other questions?
20 (No oral response)
21 **CHAIRMAN McCUSKER:** Nice job, sir. Thank you.
22 Speaking of the Sosa-Carrillo House, I think I
23 saw Rikki online. I think everyone knows our efforts over
24 the last year to really lend a hand to this extraordinary
25 property to restore it. We have been negotiating with the

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1 historical society for about that long. We have indeed
2 closed on that property. It's in escrow. I guess closed
3 is not the appropriate word, but we've signed all the
4 agreements that we need to sign. The seller has as well.
5 And in short order, Rio Nuevo will own the Sosa-Carrillo
6 House.
7 You will notice that I did not call it the
8 Sosa-Carrillo-Fremont House. That is on purpose, because
9 it's misnamed, many of us believe, and misregistered.
10 When it was applied for historical registration and
11 granted historical registration, it was identified as the
12 Sosa-Carrillo-Fremont House. Fremont was a 19th century
13 governor of the state territory of Arizona and it was
14 rumored that he resided in this property, which ironically
15 is the only reason it was saved from being demolished.
16 However, he never did live in it, so, you know,
17 we're going to help correct the record. What's currently
18 occupied in that house, the Mexican American Museum, we
19 want to continue and help allow flourish. Rikki is the
20 new director of all that. We have renewed the leases that
21 were in place, so there's no disruption to the tenants.
22 And as you saw from Dan's report, we have about a million
23 dollar commitment to the renovation of the Sosa-Carrillo
24 House.
25 A large piece of that is in the adobe work.

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1 This is a mud adobe building. It's in various stages of
2 cracking and disrepair, so a lot of this work is going to
3 be on the outside, some work on the inside, and then we're
4 probably going to come back to you for some work in the
5 plaza and the courtyards.
6 But we wanted to introduce you to Rikki and
7 just give everyone an update, both board and members of
8 the public, kind of what you're up to over there and what
9 we can expect from the future of the Sosa-Carrillo House.
10 Rikki, take --
11 **MS. RIOJAS:** Thanks so much for the
12 introduction.
13 So I just want to offer a correction or two.
14 I'm the president of Los Descendientes, and the Mexican
15 American Heritage and History Museum is a program which
16 Los Descendientes funds. It's really important for us to
17 be in that spaces, to be able to have a space to talk
18 about history in and around the TCC.
19 And I did want to come and thank you guys for
20 all of the work that really went into the purchase. And I
21 know it was a lot of -- initially in the beginning, some
22 tense agreements with the Arizona Historical Society, but
23 we are really glad that we're under the -- we're under Rio
24 Nuevo now as the new landlord and the building is really
25 going to get the TLC that it deserves.

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1 I'm not sure if any of you have been down there
2 recently, but it is in pretty poor shape, and it was
3 really just problems that Arizona Historical Society was
4 not able to address within their funding. And this is
5 over a 100-year adobe historic building and some of the
6 things that were code in the '70s just aren't up to code
7 right now, and so we're meeting weekly with the
8 contractors, with the project manager, and Fletcher has
9 also been in on those meetings as well, just to nail down
10 project scope and the costs associated with that. We did
11 have the stucco guy out there last week because we do have
12 some walls that are separating.
13 But thank you for all your support. Thank you
14 for being willing to fund this and for putting in the work
15 to take over that building, and even with the amazing
16 exception that you guys are going to hand it back. I
17 think that's truly exceptional.
18 I would like to invite everyone -- I know that
19 it gets a little sticky if it's in groups bigger than
20 three -- but everyone to come and take a tour of the
21 building itself. We're open Thursdays 1:00 to 7:00, but,
22 Fletcher, you can share my contact info with them if any
23 of them need it just for any concerns or if you'd like to
24 do a tour. We can arrange a personal tour for you to go
25 through there and even to include the surrounding areas if

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1 you'd like.
2 Right now we tend to do educational tours for
3 schools. We also do our regular hours for those who want
4 to stop by, and we host events as well for some revenue
5 there.
6 And I can come back too, to, present once we
7 have a more solid understanding of the exact project
8 scope, and then I'll put together a bigger presentation if
9 that works, Fletcher, to present to the board on exactly
10 what we plan on doing in there, because we are still in a
11 little bit of a concept phase as we move forward.
12 **MR. SHEAFE:** Rikki, as to the improvements, you
13 have other funding for most of that; correct?
14 **CHAIRMAN McCUSKER:** No, sir. We are it, which
15 is the large part of the reason we acquired it, because it
16 was not going to get done, Chris, except for Rio Nuevo.
17 **MR. SHEAFE:** Are you thinking that we're
18 covering not only the purchase of the building but the
19 entire improvement cost?
20 **CHAIRMAN McCUSKER:** It's an interesting
21 negotiation we did with the historical society. So the
22 building is appraised for about a million one, so the
23 state, they would have to sell it at appraised value. We
24 flipped our strategy we use with developers on them and
25 said we will pay you appraised value if you credit us for

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1 the improvements we make to the property. So the down
2 payment, if you will, is \$100,000, the current scope of
3 the renovation is over a million dollars, so the
4 renovation cost, Chris, will offset the substantial
5 majority of the purchase price.
6 **MR. SHEAFE:** So at the end of day, it's like
7 we're buying the improvements in exchange for the deed on
8 the building?
9 **CHAIRMAN McCUSKER:** That's exactly right, yeah.
10 And I think that took a lot of conversation with the
11 historical society board, commitments on our part to honor
12 these renovations. Rio Nuevo has a checkered past when it
13 comes to honoring commitments, so there was a lot of give
14 and take to get to this spot. And, you know, Betty was
15 very helpful, Rikki, David from the historical society. I
16 think it's a real commitment on the behalf of a number of
17 jurisdictions, including the city and Mayor Romero, to see
18 that this property not only exchange hands but becomes
19 restored to what it looked like in the 19th century.
20 Moreover we really want to connect it better to
21 the TCC so there are opportunities for that venue to be
22 used for weddings or, you know, meetings. You could see
23 it tied in maybe with the ballet or the symphony. They've
24 kind of just been isolated out there in a substandard
25 building that we haven't been able to contribute to and it

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1 really hasn't been part of our program, so --
2 **MR. SHEAFE:** We've been talking about, you
3 know, the acquisition number, and my purpose of my
4 question is trying to look at the horizon in a very
5 worthwhile effort here. It seems like that's a very
6 creative way to solve the problem and still put us in an
7 arena where we can think of a million one or so as the
8 outside horizon of what we're having to do.
9 And I really appreciate your explanation of
10 that, because it's a helpful way to get to the end and
11 also see what we're really getting ourselves into to help
12 them to make sure that they corral all the people that
13 want to be funded on this to make sure that they hold
14 their costs within that framework.
15 **CHAIRMAN McCUSKER:** And we should mention that
16 Michael Becherer will remain on as project manager there,
17 who has a real historical passion for this property.
18 Any other questions for Rikki?
19 (No oral response)
20 **MS. RIOJAS:** And I will mention, too, I do have
21 arrangements to meet with the TCC so we can start to
22 (inaudible) them for revenue that way as well. We are an
23 entirely volunteer nonprofit organization, and so for us
24 to get this opportunity to have like a nice space that is
25 to code to be able to bring people in and help us get

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1 funds as well, which, of course, benefits you guys in tax
2 form, we're just very appreciative of that.
3 **MR. SHEAFE:** Well, we're appreciative to see
4 this new addition and an important component of the
5 community, so to have that on display and be a part of it
6 is frankly from my personal perspective a really nice
7 outcome for that building, which was in serious jeopardy
8 of not being saved in the past.
9 **CHAIRMAN McCUSKER:** Rikki, thank you. We'll
10 look forward to the complete details as they come
11 together, and good luck to everybody over there.
12 **MS. RIOJAS:** Thank you so much. And if anyone
13 wants a tour, please just feel free to reach out and we'll
14 get that arranged.
15 **CHAIRMAN McCUSKER:** Yeah, I'll make sure
16 everybody knows how to reach you.
17 **MS. RIOJAS:** Perfect. Thank you.
18 **CHAIRMAN McCUSKER:** Thank you.
19 Okay. Item number eight, it takes probably
20 some reminding of how we got here. It's a good segue from
21 the Sosa-Carrillo House to the Tucson Convention Center.
22 Our roughly 70 million-dollar project is coming to an end
23 there. If you've been to the TCC lately, we get great
24 compliments on the work that Sundt has done and how well
25 our new venue shows.

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1 We've also been able to renovate the music
2 hall, now the Linda Ronstadt Music Hall, and also the
3 plaza now dedicated to Alva Torres. The meeting rooms are
4 extraordinary. The old meetings room I think are part of
5 my favorite part of that renovation. They've become
6 really adaptable. We have a really nice boardroom. The
7 ballrooms have been expanded. If you have an event, you
8 know, a gala, a ball, a dinner, you know, something, you
9 should be looking at the -- at the TCC.

10 The last piece of that for us was technology,
11 and that was really two components that we wanted to
12 design and install. One was 5G cellular. Most of you
13 know that if you're sitting in the arena, you can barely
14 get a cell signal. We now have a contract with a company
15 called Crown Castle who will be implementing 5G throughout
16 the entire campus.

17 The other piece of that for us was internet
18 connectivity. And there's a lot of opportunities for us
19 to increase the use of that venue with some additional
20 bandwidth. A gaming conference is one of the things we've
21 talked about. So we have a competitive proposal that we
22 received through a competitive process for a company
23 called KLA. You've heard us talk about them probably over
24 several meetings. We now know that they're prepared to
25 contract with us to install all the high-speed internet

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1 capacity and 93 new video boards throughout the entire
2 complex that will be tied into the wireless that allow us
3 to use several different kinds of displays and branding
4 opportunities. The cost of that is about \$2.8 million, so
5 we're going to front that cost as part of the completion
6 of the TCC.

7 We've also invited other KLA partners to
8 participate with us. We do see revenue opportunities here
9 as you think about branding our venue, which we've never
10 really done before, probably nobody wanted to, but I think
11 there are a lot of people now that want to lend their name
12 to the Tucson Convention Center.

13 So you'll see a lot of stuff coming from us on
14 content, programming, including augmented reality. We've
15 talked about a smart phone app that has AR features to it
16 in addition to high-speed internet and broadband
17 capability through video, digital throughout the whole
18 complex.

19 So in front of us tomorrow, we hope,
20 Mr. Collins is the final contract from KLA. The attorneys
21 have worked for about a year to get us to the point where
22 the agreement is very balanced. And I think Mr. Collins
23 can answer any questions that you have of that, but I
24 think we're prepared to move forward and finalize the
25 agreements with KLA.

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1 **MR. SHEAFE:** There not being any questions, I
2 might offer a motion. Let me state first, thank you, Mr.
3 Chairman, for going into a rather complex situation and
4 guiding this in a way that we really are making
5 substantial progress with the use of the convention
6 center.

7 Secondly, the purpose of this motion is to
8 authorize the process to move forward in a way that we are
9 able to move through the next phase of this without
10 interruption. We have actually five different entities
11 that are being -- having agreements put together. And all
12 of this is rather complex, so in exec we did have
13 discussions about the details.

14 Starting with Crown Castle, there is that,
15 there is the KLA agreement, there is TrueX, there is the
16 Ripple and Gemini Sports, and so the motion is
17 specifically to authorize counsel to complete
18 documentation as necessary to move this process forward
19 and to authorize the executive officers to sign those
20 agreements in accordance with no substantial changes as
21 discussed in exec and also to move forward on the
22 documentation for the Canyon Community Bank aspect, which
23 could involve a loan of 2.8 million, all in accordance
24 with the discussions in exec, and to authorize the
25 executive officers to execute each as needed with the

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1 anticipation that other drafts will come forward at later
2 meetings for the entities as we've just referenced in the
3 memo.

4 **CHAIRMAN McCUSKER:** Period.
5 **MR. MARQUEZ:** Wow.
6 Second.
7 **CHAIRMAN McCUSKER:** There's several comas in
8 there and a period.
9 Thank you, Edmund, for that.

10 The gist of that for the board and members of
11 the public is to allow us to sign, execute and deliver the
12 contracts that are affiliated with the wireless components
13 attached to the TCC. We know it's going to cost
14 \$2.8 million. We've financed that. We don't expect that
15 amount to increase, so we're perfectly comfortable with
16 that as a cap.

17 So what Mr. Sheafe's motion does is authorize
18 counsel to finalize the agreements, authorize the
19 executive officers to sign those. That means I don't need
20 to bring it back to you unless there's a substantial or
21 substantive change to those agreements that are
22 inconsistent with Mr. Sheafe's motion.

23 **MR. SHEAFE:** That's correct.
24 **CHAIRMAN McCUSKER:** Questions?
25 (No oral response).

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1 **CHAIRMAN McCUSKER:** All right. This is a
2 roll-call vote.
3 Brandi?
4 **MS. HAGA-BLACKMAN:** Ross McCallister.
5 **MR. McCALLISTER:** Aye.
6 **MS. HAGA-BLACKMAN:** Edmund Marquez.
7 **MR. MARQUEZ:** Aye.
8 **MS. HAGA-BLACKMAN:** Mike Levin.
9 **MR. LEVIN:** 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:** We vote aye. That's
16 unanimous.
17 Mr. Collins, thank you, Victoria and your
18 office, for the hard work on this. And, you know, it's
19 one of the most complicated things that I've certainly
20 been involved with, but we're really excited about the
21 upgrades this is going to create for our convention
22 center.
23 Now we get to talk about restaurants.
24 All right. Travis, you guys are up first. I
25 think everybody in town knows Ari Shapiro. You can either

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1 have a Sausage Pizza Falora or a Vegan Burger Beaut. So
2 you've pretty covered the range, Ari, so tell us about
3 your new project.
4 **MR. SHAPIRO:** Okay. Thanks, Mr. Chairman, for
5 having us.
6 And there's a slide presentation that Brandi
7 will, I guess, share throughout this, so thanks.
8 So the new concept is called Whole Slice Pizza.
9 And that's actually a V standing in for an I. It's not a
10 typo even though it shows up as a typo on the screen. And
11 we just thought it was a creative way to visualize a slice
12 of pizza. The O in the hole is the pie.
13 Of all the businesses that I've done in this
14 town going back to 2001, this is the most straight
15 forwardly named one, so at least we can start with that.
16 And this is the first concept that I'll be doing with my
17 partner, Travis Evans, who is in on this meeting as well.
18 **MR. EVANS:** Thank you.
19 **MR. SHAPIRO:** And Travis joined Falora in
20 2000 right before the Sunshine Mile construction started
21 and right before the pandemic started, so good choice,
22 Travis.
23 **MR. EVANS:** Thank you.
24 **MR. SHAPIRO:** But he's been a wonderful
25 addition and we weathered both those events immensely

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1 well. The headwinds didn't really slow us down all that
2 much and we've come out even stronger.
3 And yes, I've been doing small businesses for a
4 couple decades here and many of them actually, I think
5 almost all of them, in the Rio Nuevo district. And I've
6 been very keen on -- on that central downtown area. And
7 Travis is a Tucson native that cut his teeth in New York
8 and has elevated Falora to even better -- better levels.
9 So what we intend to do here is sort of use
10 both our strengths and kind of start fresh with a concept
11 that we think is very needed on the west side, which is
12 kind of like a New York City style slice joint, if you
13 will, that is in the ground floor of the Monier
14 Apartments, which, you know, I'm intimately familiar with
15 having Beaut Burger at the MSA Annex.
16 Travis has worked at many of these type of
17 eateries in New York, and I'm from New York, so we're both
18 very familiar with the idea of just coming up and getting
19 a great slice of pizza or ordering a whole pizza to go eat
20 at Westbound or take with you, you know, to Menlo Park or
21 if you live in the Monier.
22 We've worked with Gadsten before with Beaut
23 Burger. We were instrumental in helping the MSA Annex get
24 going with Beaut Burger. We proposed it to them back in
25 2014. When I say we, I mean my other partner, Carey. And

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1 yeah, we're going to renovate the space from scratch.
2 It's currently less than a vanilla shell.
3 And there's the beautiful Monier. And we'll
4 have seating in that courtyard. And it's the suite number
5 one right to the left of 160 there, so it's -- it has one
6 entrance on the -- what you're looking at is the east
7 entrance, and then there's another entrance on the west
8 side that goes to the courtyard.
9 So it's rather small, it's 487 square feet,
10 which is actually part of the appeal to Travis and I about
11 this. I tend to like small footprints. I mean, Falora is
12 only 1,300 feet and Beaut Burger is, depending on how you
13 measure it, anywhere between 300 and, you know, maybe 900
14 feet depending on how you add up the containers and the
15 common outside area. But small footprints are what I do
16 well and what we do well.
17 And there's a good couple shots of the
18 interior.
19 So what we like about it is it's going to be a
20 focused menu, you know, low overhead. We expect a very
21 robust pro forma out of this. You know, currently Falora
22 and Beaut Burger do quite well as doe Sidecar, which I was
23 instrumental in. I was the founding partner of that as
24 well.
25 And so yes, here's the plans from AIS. And

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1 I've worked with them on many projects as well as Repp
2 McClain, who is going to be doing the construction on
3 this.
4 And so it's a very tight layout, you know,
5 starting with the nice deco, a good working line, a
6 custom-built small walk-in. There will be some seating
7 along the south -- sorry, the north window there. And
8 most of the seating will be outdoors in the courtyard, so
9 kind of similar to what I'm familiar at Beaut Burger
10 where -- you know, limited seating, but we are able to do
11 a good volume just because there's a lot of common
12 seating. I mean, you know, this is not even that far from
13 the actual, you know, Mercado, so we expect a lot of
14 people might just grab a pizza and go join my friends at
15 Seis Kitchen and have a little pizza and great Mexican
16 food. So, let's see, just to recap, there's already a
17 grease interceptor in there, which Gadsden has provided.
18 Rio Nuevo's funding for this would be
19 fantastic. It would allow us to do it just wholly between
20 Travis and I and be the equity invested partners, which
21 obviously gives us a lot of motivation. We don't have to
22 take on a debt load, which is also good. We have it
23 pretty streamlined. I mean, all my projects I try and do
24 as inexpensively but yet using, you know, good design and
25 equipment.

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1 So this one with the recent knowledge that we
2 have to do a hood in it is coming in at about 300,000
3 total from the inception to the completion, and our
4 request to the board would be half of that, so 150,900,
5 which I can break out in the next slide.
6 Oh, sorry, so this is -- this is an indication
7 of what my current businesses and Travis's businesses have
8 done in 2022. So they all do about similar revenue as you
9 can see with Beaut Burger being the gold medalist there,
10 which is kind of a nice surprise. It didn't start out
11 that way the first couple of years. We've actually
12 doubled revenue since our first couple of years. And you
13 can see we're generating, you know, good sales tax for the
14 amount that we do. And all these businesses are
15 profitable, they employ great people and, yeah, They run
16 really well.
17 And so for Whole Slice, we're projecting about
18 half a million dollars a year in revenue with, you know,
19 slight increases year to year as the district down there
20 grows with the Bautista, which were going to the
21 groundbreaking opening tomorrow morning. We're very
22 excited about that. Obviously the whole Mercado District
23 with Gadsden is fueling a very robust trade area with, you
24 know, lots on line coming. So even at, you know, five to
25 10 percent growth year to year, which we think it might

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1 even be more, I'm being conservative here with a five-year
2 plan of 2.6 million. And that would generate, you know, a
3 quoter of a million dollars of tax -- you know, sales tax,
4 and so certainly the initial contribution would be made
5 back. I mean, I don't know the specifics of how much Rio
6 gets of the 8.7 percent that -- that we pay, but that
7 number is used, just using the 8.7 number.
8 So yeah, here's a breakdown of the expense
9 structure, so hard construction costs. And we have bids
10 from PEDRA, who I'm sure you guys know well, and it's
11 going to be for just hard construction costs.
12 Architecture and permits, signs, permanent fixtures will
13 be rather modest. The big expense as usual with these
14 restaurants is the hard kitchen costs, you know, the
15 ovens, the walk-in, the stuff that's not going anywhere.
16 And yeah, typically in all my projects, that's the biggest
17 cost.
18 So we're still looking at, I think, a very
19 modest entire project cost. I'm very happy with it. And,
20 you know, I've worked closely with AIS and Repp McClain
21 to, you know, value engineer it down to what we need, but,
22 you know, having it still be a very, very well functioning
23 and beautiful little space.
24 **MR. SHEAFE:** Could you explain the difference
25 between permanent fixture as you have listed and

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1 nonpermanent fixtures?
2 **MR. SHAPIRO:** Yes. So nonpermanent would be,
3 you know, like furniture, decor.
4 Permanent fixtures would be lighting fixtures,
5 permanent shelving, which there's going to be a lot in
6 this space because we have an incredibly creative way of
7 storing some of our inventory in sight of the public,
8 which is actually a fun thing that a lot of great places
9 in New York and San Francisco do like the bags of flower
10 and, you know, the cans of Marzano tomatoes or tomato --
11 you know, whatever we're going to be using, stuff that
12 actually looks good. So there's going to be a lot of
13 permanent shelving in that and then, of course, like
14 counters and so forth.
15 **MR. SHEAFE:** Secondly, do you have any problem
16 on the architectural fees being rebated to you later in
17 the project timed with some of your other draws rather
18 than up front?
19 **MR. SHAPIRO:** None at all.
20 **MR. SHEAFE:** Okay. Because the way the
21 documentation I think will work out, it will be structured
22 that way. You'll see that when Tim puts the document
23 together.
24 **MR. SHAPIRO:** Okay. Yeah, no issue. Yeah,
25 we -- we have adequate capital to float it, you know, but

1 thanks for bringing that up.
 2 Any other questions on the cost breakdown?
 3 **MR. MARQUEZ:** I got a comment for you.
 4 Fletcher, Chris and I were able to visit you and Travis.
 5 I just want to say publicly really impressed with what you
 6 guys have built with your other locations. The Monier or
 7 Monier, however you say it, really impressed with all the
 8 retail, the small businesses that are now in that bottom
 9 floor. I think this is going to be a home run for that
 10 area. I think it's super hip. You can walk up and get a
 11 slice of pizza. I think it's a win win for Rio Nuevo for
 12 the fact that we didn't really invest in any of your other
 13 projects, and yet we're collecting sale tax, which we
 14 appreciate. It's a big ask for us. I think you're going
 15 to be a big sales tax generator for us. Yeah, I
 16 appreciate your efforts in opening another location in our
 17 district.
 18 **MR. SHAPIRO:** Thank you. Appreciate that.
 19 **MR. SHEAFE:** Travis, we're looking forward to
 20 coming over and having a few slices, too.
 21 **MR. EVANS:** Oh. I can't wait to get after it.
 22 **MR. SHEAFE:** I know you've spent a lot of time
 23 learning how to do this. I'm really impressed.
 24 **MR. EVANS:** Thank you. This is what I do for
 25 over half my life, just either making bread or pizza,

1 baking of some sort.
 2 Yeah, I moved to New York City in 1997 when I
 3 was just 23 to pursue a culinary career and just fell into
 4 the arms of really gifted individuals. Jim Lahey at the
 5 Sullivan Street Bakery, my mentor for over 10 years,
 6 taught me a lot just about life and fermentation and bread
 7 and I'm lucky enough to just keep moving forward and, like
 8 I said, working for two three star Michelin chefs again
 9 making bread and pastry, just fermenting things, rotting
 10 things, so yeah, it's been a long time.
 11 **CHAIRMAN McCUSKER:** You're very modest. One of
 12 those I think was Thomas Keller, so --
 13 **MR. EVANS:** That's right, yeah, so I've just
 14 been lucky, just met all the right people, I feel made all
 15 the right decisions, some mistakes along the way, but life
 16 is a learning process. And three years ago, I'm lucky
 17 enough to roll into Falora and meet Ari and, I guess, you
 18 know, the rest isn't history, but we're still doing new
 19 projects together. It's fascinating to me.
 20 **MR. SHEAFE:** The more I learned about you, I
 21 taught to myself I hope you have a way in the restaurant
 22 itself to demonstrate or in some way make your customers
 23 aware of the high pedigree, because I think one of the
 24 things that's happening with Tucson is we're getting all
 25 these very talented people like yourself coming and being

1 a part of it, and that is so impressive to people to
 2 realize that we're not a city of chains but we're a city
 3 of individual people who have spent a lifetime learning
 4 their craft and then making that foodstuff available to
 5 the public. And it really is turning us into a huge
 6 foodie destination. And it's a tremendous privilege, I
 7 think, as a community to be able to offer that to the
 8 consumers. And more and more, we've got people who are
 9 coming here who just are surprised at the level of quality
 10 that they're able to achieve in this community.
 11 **MR. EVANS:** I couldn't agree more. I think
 12 we're finally caught up with the east coast and, you know,
 13 we can do anything. We can do it just as good if not
 14 better than any other coast or even Europe for that fact.
 15 **MR. MARQUEZ:** For those in attendance, even in
 16 regard to pedigree that Chris is talking about, Travis,
 17 New York City, Antonio, Las Vegas, it's a pretty exciting
 18 meeting today.
 19 **MR. EVANS:** I know.
 20 **CHAIRMAN McCUSKER:** So the ask is half of their
 21 remodel costs or roughly \$150,000.
 22 **MS. COX:** So, Travis, remind me again when I
 23 get that first slice of pizza.
 24 **MR. EVANS:** Remind you when?
 25 **MS. COX:** When will I get that first slice of

1 pizza?
 2 **MR. EVANS:** Hey, then so be it, yeah.
 3 **MR. SHEAFE:** Well, I think what she's asking
 4 is -- I think you said late spring, so let's say by late
 5 April.
 6 **MR. EVANS:** That would -- that would be nice.
 7 The sooner the better. The sooner the better.
 8 **CHAIRMAN McCUSKER:** As you can tell from the
 9 photos, they aren't waiting on us. They've started the
 10 remodel and there's a lot of work going in. They're
 11 actually building a walk-in from scratch, you know, so --
 12 **MR. SHEAFE:** If somebody else doesn't want to
 13 offer the amendment -- or the motion, the motion would be
 14 that we approve 159 subject to all of the processes that
 15 we establish for this type of support as addressed in the
 16 agreement to be prepared by the Medcoff -- Tim Medcoff and
 17 his firm and that we authorize the executive officers to
 18 sign that document and move rapidly forward as possible --
 19 as quickly as possible.
 20 **MR. McCALLISTER:** I'm going to second that
 21 before Chris says foodie again.
 22 **CHAIRMAN McCUSKER:** Yeah. It's \$150,900, so
 23 just to correct that, Tom. And we have --
 24 **MR. SHEAFE:** I meant to say it that way,
 25 Fletcher.

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1 **CHAIRMAN McCUSKER:** And I did not hear a
2 second.
3 **MR. McCALLISTER:** Second.
4 **CHAIRMAN McCUSKER:** Okay. So we have a motion
5 and second on the floor to invest \$150,900 in Ari and
6 Travis. I can't think of two people that deserve it more.
7 Brandi, let's call the roll.
8 **MS. HAGA-BLACKMAN:** Ross McCallister.
9 **MR. McCALLISTER:** Aye.
10 **MS. HAGA-BLACKMAN:** Edmund Marquez.
11 **MR. MARQUEZ:** Aye.
12 **MS. HAGA-BLACKMAN:** Mike Levin.
13 **MR. LEVIN:** Aye.
14 **MS. HAGA-BLACKMAN:** Jannie Cox?
15 **MS. COX:** Aye.
16 **MS. HAGA-BLACKMAN:** Chris Sheafe.
17 **MR. SHEAFE:** Aye.
18 **MS. HAGA-BLACKMAN:** Fletcher McCusker.
19 **CHAIRMAN McCUSKER:** I vote aye. It's
20 unanimous.
21 **MR. SHAPIRO:** Thank you.
22 **CHAIRMAN McCUSKER:** Jannie will be the first in
23 line.
24 **MS. COX:** I'll give you a heads-up. I'll be
25 there.

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1 **MR. SHAPIRO:** I just wanted to say hi to
2 Jannie. We go way back to when --
3 **MS. COX:** We go way back, don't me?
4 **MR. SHAPIRO:** It was meet me at Spark Root.
5 **MS. COX:** That's right.
6 **MR. SHAPIRO:** Yeah. You've done such wonderful
7 things with that and, you know, it was always a pleasure
8 working with you. Thank you.
9 **CHAIRMAN McCUSKER:** Jannie will be there. I'll
10 DoorDash mine.
11 **MR. SHAPIRO:** I'll get Paige and Rick to hand
12 deliver yours. I think Paige lives near you. I'll have
13 Paige's daughter deliver.
14 **CHAIRMAN McCUSKER:** Thank you. Good luck,
15 guys.
16 And then continuing in the iconic restaurant
17 theme, we're pleased to welcome to Tucson and to Rio Nuevo
18 Antonio Nunez and his partners. They are very well
19 established, very well known celebrity, which is not an
20 understatement, chefs in Las Vegas, Nevada. I've been
21 able to frequent some of their establishments. They're
22 really hip and great, quote, foodie destinations, so we're
23 really pleased to see you guys target Tucson.
24 The space we're talking about is the former
25 Funky Monk. And I think, Antonio, you have a

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1 presentation.
2 I don't know, Brandi, if we're going to run it
3 or if they're going to share their screen.
4 **MR. NUNEZ:** I'm going to share the screen. It
5 would probably be easiest.
6 **CHAIRMAN McCUSKER:** All right. So, Huna, if
7 you'll let Antonio be the host.
8 **MR. NUNEZ:** Can everyone hear me?
9 **CHAIRMAN McCUSKER:** Yes, sir.
10 **MR. NUNEZ:** Thank you for having us today. We
11 appreciate it. I do have our in Tucson hands-on Jason
12 Blackburn with us on the meeting today.
13 So we -- a group of us are from Vegas and we --
14 we came across the Funky Monk, which I know you guys are
15 so fondly proud of the name. We really wanted to do
16 something a little bit different and raise the standard of
17 what's going on in the space currently and I'd like to
18 present to you 350 Congress.
19 So part of this is -- 350 Congress, our tag
20 line is bites and liquid courage. This will be based on
21 a --
22 This is not sharing.
23 There we go. Okay.
24 So the concept that we're looking to do is a
25 mid-modern feel. We're going to have a lot of wood tones,

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1 some brick carry to kind of keep that history feel of
2 Tucson, and then kind of brighten it up with some modern
3 touches. We don't really want to go with that whole like
4 speakeasy feel, because we think that's kind of more
5 played it out more so from what we've seen in recent
6 settings of restaurants being built, but we still want to
7 give it that touch of class.
8 When you come in, you feel like it's going to
9 be a 200-dollar bill when you're going to pay, you know, a
10 75-dollar bill and feel like you got the best service in
11 the world, the best food in the world. And we do this
12 with all of our venues currently. We take the big strides
13 in how we present.
14 So as we go into this, one of our biggest
15 fortes that we'll be looking at is the cocktails. We want
16 to take -- cocktails bring different types of different
17 names -- not different names, different styles to old
18 cocktails that have classically been done, reinvent them,
19 recreate them to modern touches, modern looks, really give
20 it a sense of Instagram feel, because that's what really
21 sells these days as you're starting to see a lot of people
22 post more on social media than you were like back, I
23 guess -- I like to say my day, but back in the day when we
24 used to have PR agents and all we did was worry about how
25 we got in the magazine and how we got into the current new

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1 station to broadcast us. Social influencers are huge on
2 the market and we want to make sure that they're visually
3 entertained as well as our guests that come through the
4 door is entertained with not only the esthetics but the
5 flare and the flavor and the profiles that we put
6 together, that they all match.

7 What we mean by no shenanigans and good times,
8 the 350 wants to have a good solid feel to it, so we don't
9 just want that college club, what's currently going on
10 there now. And as we've seen -- as we've been down in
11 Tucson and taken a look at some of the restaurants, lucky
12 enough to even go to the Blue Front opening, and I was
13 really impressed with that, we want to step that up a
14 little bit. We want people to have a good time, but it's
15 definitely not the old school Moose McGillycuddy's type
16 college dollar beer, beer bong, beer pong type club or
17 lounge. We're going for an unscale lounge that's going to
18 feel that way but again not just hit you -- we don't want
19 to hit people in the pocket. We want people from all
20 around Tucson to be able to come in, have a good time.
21 And if they want to stay out late and have some fun and
22 see a DJ, we want them to have that, but if they're coming
23 in early, they want to have a good dinner, good food, you
24 know, the whole -- the whole piece, we want them to be
25 able to do that and do it comfortably and not have that

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1 sense of what's going to happen, is something going to
2 break out or, you know, do I have to be worried about
3 this. We want people to feel secure.

4 This slide right here, this is what we
5 currently are in operation with. So, as you can see, the
6 dining room is very tiny. It's almost about the same size
7 as the walk-in, so what we want to do is knock out most of
8 this walk-in, which is still a tremendous size walk-in,
9 and reinvent the space giving us a little bit more seating
10 area for the main dining area. When you walk in, there
11 will be a lounge area, and then we'll have a PDR, which
12 will be a private dining room, and then we're going to
13 extend the patio eight feet out.

14 And I'll go into this slide a little bit, but
15 we want to be able to do an outdoor bar with rolling up
16 windows so you get that sense of indoor/outdoor feel. You
17 don't feel so closed in. And at night, you know, it adds
18 to the flare of feeling the energy from the inside when
19 there is a DJ playing and we have people dancing or if we
20 have a full buyout for a bridal, you know, you see, you
21 know, people in there on the dance floor in their wedding
22 gowns. Whatever the case may be, we want to be able to
23 shine and show a spotlight to what this venue can really
24 do.

25 The DJ booth would be sat in the corner.

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1 During the regular hours, you would not notice it. It's
2 going to be sat up high and it's going to be hidden by a
3 wall, and then, you know, some plants and things like
4 that, so when it does open up and actually becomes a
5 lounge late night, we don't want the overbearing music
6 you're going to hear from 10 blocks away. We want a good,
7 calm feeling, just a good, fun, energetic and eclectic
8 style of lounge where people can come relax and hang out,
9 have a drink, grab some late night snacks and, you know,
10 still see Tucson for its late night.

11 This is our PDR. So what we want to do
12 currently, this is the space. It's a little alcove. It
13 has its own window. It currently sits a step up. We want
14 to frame it in with gold frames as you see in the lower
15 slide and give it a full wall that we can shut with
16 curtains and close it off. It will have high-back seating
17 around this area in the back and then a long table. So if
18 you want to come in and do just a private dining for you
19 and your friends or if you want to have a board meeting,
20 any one of the things that you want to do, you can close
21 yourself off or you can just open it up and have your
22 group be entertained by what's going on in the lounge.

23 The DJ area, you're going to see where we
24 ripped everything out and we want to put the DJ up in this
25 upper corner of the roll-up windows or the roll-up doors.

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1 And we've put banquettes all in front of him and all the
2 way down the wall. That way we can utilize it for
3 seating. And then when that is not, this round area right
4 here will just kind of disappear into the night.

5 Outdoor we want to do alfresco-style seating
6 and make it really comfortable. Where 350 sits as of
7 right now, it sits on a crossroad, right, so it's at the
8 start of Congress, and then you have the entryways from
9 like 4th, the tunnel, so there's so much visually to be
10 seen that I think we're losing a lot by not having this
11 beautiful, outstanding patio area, so I would like to line
12 the left side of the expansion along this row with about
13 five or six cabanas, which we can use all season long,
14 host brunches or things like that, and then the outdoor
15 bar with sports TVs up here that we can run during sports
16 games. And then you have that excitement and that energy
17 that attracts people to want to come up and see what's
18 actually going on.

19 So this is one the things that we know has
20 worked in many of our venues, getting people to feel that
21 energy and see what's going on. If there's a bunch of
22 people up there, people want to be where people are at.
23 If there's no one in there, no one wants to be there.

24 Some of the lightings and touches that we're
25 looking at putting in, because it is a high-ceiling venue

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1 in certain areas and we have some areas that are hard
2 lidded, in the high -- high-ceiling areas, we're going to
3 take these bigger chandeliers and we're going to offset
4 them in groups hanging them from different angles over the
5 bar. You'll have these pendants, and then on the side
6 walls in the hard lidded area you'll have these style of
7 lights that come off again bringing a bunch of different
8 types of eclecticism (sic) and not being set in one
9 timeline. We're kind of just breaking up the monotony.
10 Front door outside, just a nice big chandelier entry,
11 again something that's an eyepiece, an eye catcher from
12 the street to make people -- it's a conversation piece,
13 you know, to get people to come in.
14 The front entry upon the hostess, we want all
15 eclectic style writing desks. I'm not a big fan of big
16 bulky hostess stands. I think with that you lose a lot of
17 the personality of the person that's at your front door.
18 When you walk in, we always say the hostess is the first
19 person you're going to see. She's also -- him or her is
20 going to be the last person you're going to see, and we
21 want you to see all of them. So I think the body
22 presentation and how their stance is at the door
23 100 percent affects the quality of the entire experience
24 of the venue. When a person walks in and your host
25 brushes them off or your host brushes them off, they don't

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1 give them that -- that inviting greeting and they don't
2 have the body posture, they don't have the look, it kind
3 of offsets people, and so they kind of go in already with
4 a bad taste. And then they sit down and it just takes one
5 little thing for them to really starting notching up these
6 black eyes on our list, so we like to eliminate a lot of
7 those and make sure that when we train, we train with
8 100 percent like, hey, this is what we're going to do and
9 this is how we're going to present and we want to see a
10 whole person. We don't want to just see the head and we
11 don't know what's going on, because we all know that
12 there's been times that like a host or hostess will duck
13 behind there and they're making fun or talking about
14 something. I take all that away so the guest feels 100
15 secure in what they're doing and how -- and what's going
16 on with our staff.
17 This is a rendering of kind of what the area
18 would look like. We did these pretty quick. So where
19 this hard wall is, this would actually be this rendering
20 of this wall, so you would actually be able to see
21 through. So if you're in this room and you rent it out as
22 a PDR, you're still involved with what's going on and you
23 don't feel closed off, but if you want to be closed off,
24 we'll have curtains that slide through. And then the
25 whole bar would be cleaned up to actually look like a nice

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1 respectable bar where you can go in and have snacks or
2 full dining on our seated tables. The bar would just be
3 for drinks and small bites only.
4 Again, just on having an indoor/outdoor, we
5 want to make sure that the patio and the interior both
6 have that energy and that vibe. And the only way to do
7 that is by filling it in and bringing in the right staff,
8 the right training and the right design for this venue.
9 The food, so if you don't know, I'll let you
10 know my background. I've been a chef for over 30 years.
11 I've worked with some of the best, I've been in some of
12 the best. I studded at MPW's in London, I opened up
13 places in London, Chicago, New York. I've worked with Le
14 Cirque, I've worked with the Sandoval brothers, Thrombergs
15 (ph). I've worked with some of the biggest chefs in the
16 game out here in America as well as in London.
17 I've also -- you know, my partners and stuff, I
18 don't keep -- I keep good company. One of my partners is
19 like season 12 winner of Hell's Kitchen. He's actually
20 interested in joining me on a project down there in Tucson
21 as well. We like to have fun with our food. We take food
22 to the next level. We break up the monotony. We don't
23 just want the typical. So when we look at our food, of
24 course, it's got to look beautiful. And this is just
25 stuff -- pieces that we've done over the years, which is

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1 like bar food, but here's a sneak peek at what we would
2 like to present in that area.
3 Again, we want to really involve ourselves with
4 Tucson and we want to get in depth to the food, the style,
5 what Tucson's history is, you know, I mean, learning like
6 things I didn't even know like the chimichanga was
7 invented in Tucson. I never would have known that if I
8 didn't go down there and start figuring this stuff out,
9 you know, all the way down to, you know, to Charro beans
10 and, you know, the tacos al carbon and stuff that are very
11 stapled down in the Tucson area. We want to make sure
12 that we invite that into our menus.
13 So the brochetta, one of the things that I had
14 to play with was doing a charred cactus, chili poblano,
15 corns, onion, jalapenos, cilantro, black bean and then
16 panela cheese finished off with a little bit of lime again
17 bringing all the local elements into a brochetta our way
18 instead of just doing the traditional brochetta.
19 (Inaudible) shooters of caviar, we've done these at a
20 couple of our venues. We like to put them on there just
21 because people love them, they're wowed by them and they
22 think it's like this overextravagance that, you know,
23 really doesn't cost too much, and, again, it really picks
24 up the style of the menu, you know, salmon epazote. I'm
25 trying to find local or Mexican ingredients that we can

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1 really put into some of our flares, lobster ceviche, the
2 Baja tacos, pan roasted chicken with poblano cream, yucca
3 puree. These things, we really feel that it's going to
4 entice the attention of the local Tucson clientele as well
5 as it gives us as a chef to really test our limits and how
6 we can create a new style of food that we haven't
7 particularly entertained over the years.
8 These are some of the local Tucsons that we've
9 already reached out to or we are in the process. We've
10 reached out to some food influencers and chefs out there
11 and, you know, these are some of the recommendations that
12 we've gotten. This to me -- we do -- we practice this
13 here and we're very in depth with this here, so for us,
14 supporting small business is supporting us, so we make
15 sure that we do the best that we can to support other
16 local small businesses that are in Tucson or in the
17 surrounding areas. And if it's stuff that we can't
18 find -- like Vegas, you guys very much exceed the
19 expectation of local, as Vegas, I have to outsource a lot
20 of stuff, but I still outsource from mom and pop shops
21 from upper -- like northern Utah or some places out in
22 Arizona that I can only get certain things made by certain
23 people because we don't have like a lot of cheesemongers
24 out here. You guys have cheesemongers. You have people
25 that do the tortillas that are really done by small mom

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1 and pop shops. Our dairy milk and stuff that we were
2 getting out here, a lot of them got shut down during COVID
3 unfortunately, so we have expanded this, you know, out
4 here and being able to retouch some of the roots that we
5 really have interest in. It allows us as a chef to know
6 what we're getting and where we're getting it from, and it
7 gives us faith in being able to put it on our table for
8 our guests.
9 **MR. SHEAFE:** I've got a couple of questions.
10 One of them is, your roll up goes from a million eight to
11 3.6 over five years on your gross revenues, and I was
12 wondering, given how creative your concept is, why do you
13 anticipate that it will take five years if you look at
14 that top line to grow at that level.
15 **MR. NUNEZ:** So we always figure out in the
16 first year when we open up it takes a lot to build a
17 steady clientele, especially when we're coming in from
18 outside. You know, we're the outside kids. And, you
19 know, this is part of the reason why we always intertwine
20 ourselves and get involved with the local community
21 100 percent hand over, just because we want to make sure
22 that we start off on the right foot. We don't want to
23 step on any toes. We want to make sure we're entertaining
24 the guest at its best for what Tucson needs or wants. So
25 when we start off, we start off a little bit lower and

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1 we -- we do it with -- we're figuring about 100 guests a
2 night. And we're taking that number based off what Funky
3 Monk was and some of the questions that we've asked around
4 town.
5 Now, over the course of the years, we generally
6 always predict 10 percent growth each year, and so that's
7 how we get up to that point in the five-year growth. I
8 start at this point and I do about a 10 percent growth
9 each year to the point where I can get to 3.8.
10 **MR. SHEAFE:** Well, when we look at your food
11 side, and it's pretty impressive, are you figuring two
12 covers a night to get to your 100? You had to have it
13 bifurcated, but you're selling food earlier in the evening
14 and more heavy alcohol later in the evening the way I read
15 it.
16 **MR. NUNEZ:** We're looking at -- from what --
17 and, again, looking at the numbers that we're seeing --
18 and I'm not -- I don't have a -- a hard cover to really
19 pull from, but seeing some of their best numbers, they
20 really weren't doing food. I predict that we're going to
21 be doing more food during the weekdays and the weekends,
22 but I still wanted to start off low. I didn't want to
23 give out any anticipation to say, hey, we're going to do
24 three million the first year. I honestly think that we
25 could probably do on average 150 to 175 a night. During

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1 the midweek, it would probably about 100, because the
2 lounge wouldn't be open seven nights a week, it's only
3 going to open select nights, so that's going to cut off a
4 big percentage, so we're going to worried about the
5 weekends carrying those numbers. The weekdays like Monday
6 night, we're probably going to do about 75 to 100 covers.
7 **MR. SHEAFE:** Well, just looking at your food
8 menu and whatnot, it's pretty impressive. It will be very
9 interesting to see, but basically it was obvious to me
10 that you were using pretty conservative numbers in the
11 beginning, so from our standpoint, the upside is much
12 stronger than the downside. And it looks like a pretty
13 conservative setup, because you have the capacity to fill
14 without doing too much more the full five-year load if it
15 were to happen quickly.
16 **MR. NUNEZ:** Yeah. And I 100 percent agree with
17 you and I do appreciate the compliment. As you -- you've
18 been into one of our venues and we anticipated this one to
19 be about a 400,000-dollar to 500,000-dollar a year
20 projected venue and it's going to be on point to do almost
21 a million.
22 **MR. SHEAFE:** Okay. The one piece that isn't
23 part of your presentation is your capital improvement
24 costs. Have you gotten your contractor list kind of put
25 together and do you know really what you're going to have

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1 to spend in order to improve the space?
2 **MR. NUNEZ:** So on this slide right here, this
3 is what we've got. So we've done two bids. We're about
4 \$350,000 into one bid, there's about \$50,000 in soft
5 costs, so we'll negate that from it and our hard costs are
6 about 290ish to 300. That's from EqualLife Contractors.
7 And then local -- local -- they're both local, but this
8 Caldwell is one of the recommended from JC, who is one of
9 our partners who went to school down there. He knew some
10 of the local builders and Caldwell is who he threw out.
11 Again, we're about \$300,000. I don't know if you can see
12 that.
13 **MR. SHEAFE:** Yeah, we can see it.
14 So is your ask roughly 150?
15 **MR. NUNEZ:** Our ask is 150, correct.
16 **MR. SHEAFE:** Okay.
17 **MR. NUNEZ:** So -- yeah. And the build-out --
18 our biggest costs right now are going to be the demo of
19 the kitchen, because there really wasn't a kitchen. And
20 when you have a multi-level unit that's above you, it
21 makes it a little bit more task full, so the
22 engineering -- the engineering from our architects are
23 going to have to come through and make sure that we can do
24 it and not affect any of the tenants that are above.
25 Luckily Jason had pointed out there is a single

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1 story next to us where the sushi restaurant does have a
2 ventilation system, and that ventilation system we can
3 piggyback and hopefully get over to the same area, so
4 that's our hopes, but our biggest cost is going to be that
5 and then renovating the --
6 **MR. SHEAFE:** I don't have that as part of the
7 earlier package we got, the -- the concept bids and
8 whatnot. The three -- the four -- I guess the three
9 schedules that you're showing right now, were those part
10 of the package that you sent over? Because they didn't
11 come through.
12 **CHAIRMAN McCUSKER:** We just got those today,
13 Chris.
14 **MR. NUNEZ:** We were waiting on them, so you
15 finally now have the full packet.
16 **MR. SHEAFE:** Yeah, I got it just this morning,
17 but apparently this has been added since then.
18 **MR. MARQUEZ:** This is the updated deck.
19 **CHAIRMAN McCUSKER:** It's in your in-box.
20 **MR. NUNEZ:** Yeah, we didn't get Caldwell's
21 until the last minute. He was -- he had some other stuff
22 going on, so he finally got it to us and we snuck it in
23 there under the wire, so --
24 **MR. SHEAFE:** So if we were to think in terms of
25 trying to approve this, because it's pretty exciting to

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1 have you guys involved, if you wouldn't mind just talking
2 a little bit for a minute. You're very successful in Las
3 Vegas, and Fletcher asked the question a little earlier,
4 but what made you decide to divert what you're doing and
5 come down to Tucson?
6 **MR. NUNEZ:** So it was actually just an
7 investment opportunity. I didn't plan on even being
8 involved. This is more so just like, hey, we had some
9 extra money, let's go ahead and -- one of our partners had
10 presented to us. When I went down there -- and I had been
11 down there before. My nieces had lived down there. I've
12 always liked Tucson, so I figured it would be a great
13 place, like, hey, being able to go down and see.
14 When I actually got down there and started
15 getting into the restaurants and the scene and what was
16 going on and learning, you know, I was able to talk to
17 some of the people down in Tucson, I really got excited
18 again because of the farming and some of the stuff that I
19 could really sink my teeth into down there. It's already
20 made me -- as you can see the people that have been
21 running around here all day, we're packing up here. I'm
22 downsizing to another spot because I'm going to be
23 spending a lot time in Tucson. I fell in love with the
24 place. I think this could be a place where I could
25 probably put a parlor down there and do our coffee shop,

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1 our breakfast and some of our other stuff. I think Tucson
2 being a foodie town that it is, I think there's a lot of
3 room for growth and I just got overly excited about it.
4 So once me and my partners agreed that I could take on
5 this project and just run it, that's kind of where I got
6 into this.
7 **MR. SHEAFE:** Now, what part does Jason play
8 then, Blackburn?
9 **MR. NUNEZ:** So Jason's right now our Tucson
10 hands-on liaison. He is the person that's in depth to
11 Tucson. He's worked with the Charro family for years, so
12 we needed someone that really knew Tucson and --
13 Jason, are you on?
14 **MR. BLACKBURN:** Yeah, I am on. I can give you
15 my back -- so I've been friends with Dennis myself. I
16 know Edmund very well. You know, I ran the El Charros for
17 years. I was an operating partner with Ray and Carlotta
18 is like my godmother. I went to St. Ambrose with Candice,
19 Salpointe as well and then University of Arizona as well,
20 so I was .
21 When we started expanding -- like Ray and I
22 started the east side El Charro, you know, years and years
23 ago when we were very young and then started expanding El
24 Charro. I was an integral part in that for years. I was
25 there for 20 years, Edmund knows that, and we've been

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1 friends for a long, long time.
2 I had left there a little bit ago, was actually
3 an operating partner for about eight years with Mossimo
4 Tumino up at Tabolino (ph) for years. I knew him when I
5 was trying to play professional golf. Born and raised
6 here. I'm a life member of the Conquistadores. Sorry
7 about the hat, but we're getting ready for the tournament
8 right now, so we're out dealing with Cologuard and et
9 cetera, right now, but -- yeah, so long-time resident,
10 born and raised and, you know, this is -- this is what we
11 do.
12 JC, one of the partners, was my roommate in
13 college and that's how he met Dennis, who was my roommate.
14 We've been friends since freshman year in high school, so
15 a lot long-time roots and a little bit of nepotism on
16 that, but --
17 **MR. SHEAFE:** That's pretty special.
18 **MR. NUNEZ:** Again, it was about us aligning
19 with the right people down there, and, you know, Jason was
20 introduced to us again through JC, who went to school out
21 there, and, you know, he has some connections with a lot
22 of the locals and it really, really helped make this a
23 little bit more stable, you know, because going into a new
24 city sometimes, you know, you can offend some people and
25 we're on the point of making sure we're not here to offend

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1 anybody. We want to make sure that we lock this in and we
2 have some room to grow over the years.
3 **MR. SHEAFE:** That's pretty exciting.
4 **MS. RIOJAS:** Antonio, it looks like you had a
5 couple more slides. Is that it for you?
6 **MR. NUNEZ:** One of the things that we do --
7 and, again, it's about community, we started a thing out
8 here called Last Fridays. It really was the help for the
9 rebuild of downtown Henderson. Again, because I'm the
10 local, I've been raised here, seeing it die was heart
11 breaking to me, so we -- me and my partner Scott had taken
12 the time and we built this. And we noticed that you guys
13 have Second Saturdays, so one of the things that we'd
14 really like to do as well as, you know, what we're already
15 trying to offer, but we would like to get involved with
16 your Second Saturdays. There's a great alley right next
17 to Funky Monk. I don't think it's being utilized to any
18 percent of what it could be, and I think it would be a
19 great addition to expand your Second Saturdays where we
20 could help host. And that gives people more of a walkway
21 to start somewhere and end somewhere. And that way
22 they're going through the other restaurants, walking by
23 the other restaurants, the other shops that are there and
24 it creates more foot traffic. We've learned this with
25 Last Fridays, because Water Street is set up the same way,

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1 so, again, we definitely want to see what we can do to get
2 involved with the community on that level. And that's --
3 **MR. BLACKBURN:** That area -- that area,
4 Antonio, to interrupt, that's like the carotid artery of
5 downtown. It's like you come in from there and you see it
6 from everywhere. It's like where it begins and there's
7 not enough draw that way anyway.
8 **MR. NUNEZ:** Right. And I think that for us --
9 like as I sat down there the last few times I've been in
10 Tucson, I come at the obscure times and I walk that street
11 and I'm like, oh, man, there's just not a lot of people
12 there, what can we do to, you know, get more people on the
13 street. I could have the best restaurant in the world and
14 I must be busy, but what's it going to do to get more
15 people onto Congress. What can we do to not only build a
16 fabulous restaurant, what can we do to help build a steady
17 clientele that's contributing to all of Congress not just
18 our venue.
19 So, again, that's kind of my background and how
20 I like to think about things. I don't like just to think
21 about small box areas.
22 **MR. MARQUEZ:** I'll go ahead and speak up. This
23 is an absolute win for downtown. Antonio and his
24 partners, their pedigree, their background is top notch
25 for bringing a piece of Vegas to Tucson. This is a deal

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1 that was happening without Rio Nuevo originally. This is
2 an opportunity for us to plus up the deal, make sure that
3 we ask for their A game. Antonio with his pedigree as a
4 chef, I think the concept's going to be really cool that
5 he brings to Tucson. We had numerous conversations really
6 challenging them to bring their best to Tucson, which is
7 exciting. Even activation of the front porch area, which
8 to Jason's point, I mean, you had the streetcar coming up
9 through the underpass, you've got Hotel Congress. It's a
10 corner that could use some of this activation. And
11 Antonio was talking about that alley off to the side. And
12 the fact that they've really worked hard to integrate into
13 what we've got going here in Tucson with the local vendors
14 to our suppliers to, again, just trying to get into Second
15 Saturdays, et cetera, this is -- this is fantastic. This
16 is one of the most exciting deals I've seen lately that
17 will be coming to Tucson, so we appreciate all the
18 efforts. And me being as close to the deal as I am, I
19 would ask -- not to step on Fletcher's toes, I'd ask for
20 somebody else to do the motion.
21 **MR. SHEAFE:** Hey, Mike, do you want to try this
22 one?
23 **MR. LEVIN:** You know what, Chris, why don't you
24 go ahead and jump in there. I appreciate that.
25 **MR. SHEAFE:** Well, then I'll make the motion

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1 that we approve the normal relationship between the gross
2 costs for capitalization and the contribution made by Rio
3 Nuevo to a maximum of 160,000, because we don't know the
4 exact numbers even though we have it in front of us,
5 subject to the conditions that we normally put in our
6 structure, authorize counsel to put that agreement
7 together and authorize the executive officers to sign the
8 agreement to move this process forward as rapidly as
9 possible.

10 **MR. LEVIN:** Second.

11 **CHAIRMAN McCUSKER:** Good job, everyone.
12 Antonio, thank you. We're going to roll the
13 red carpet out for you. We know (inaudible) really well.
14 They've been interested in expanding their patio, but
15 they've been reluctant because of the Funky Monk crowd
16 frankly. I think -- with you next door, I think that
17 whole block is going to get activated. We're intimate
18 with Second Saturdays. We'd love to talk to you about how
19 you engage there. So we're eager to get you guys to town.
20 And you have a motion and a second on the floor, so unless
21 there's any questions, Brandi, call the roll.

22 **MS. HAGA-BLACKMAN:** Ross McCallister.
23 **MR. McCALLISTER:** Aye.
24 **MS. HAGA-BLACKMAN:** Mike Levin.
25 **MR. LEVIN:** Aye.

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1 **MS. HAGA-BLACKMAN:** Chris Sheafe.
2 **MR. SHEAFE:** Aye.
3 **MS. HAGA-BLACKMAN:** Edmund Marquez.
4 **MR. MARQUEZ:** Aye.
5 **MS. HAGA-BLACKMAN:** Jannie Cox?
6 **MS. COX:** Aye.
7 **MS. HAGA-BLACKMAN:** Fletcher McCusker.
8 **CHAIRMAN McCUSKER:** Enthusiastic aye for me.
9 That's unanimous.
10 Antonio, I've had the privilege of meeting your
11 son and I think there's a lot of opportunities for you and
12 your whole family here, so we can help you get an
13 apartment.
14 **MR. NUNEZ:** Thanks, guys. I appreciate it and
15 I look forward to being down there very soon.
16 **CHAIRMAN McCUSKER:** All right. We'll be in
17 touch. Thank you.
18 **MR. NUNEZ:** All right.
19 **CHAIRMAN McCUSKER:** And then last I have for
20 you the Crescent Smoke Shop. I think everybody knows that
21 we've become the master tenant for that property on a very
22 important corner. We really want to influence what's
23 going in there. It's in probably a little worse condition
24 than we thought, so we're going to do some repairs if you
25 approve in advance of us trying to sublease it.

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1 I don't know, Edmund, if we have a hard number
2 yet, but we probably ought to have the board put some sort
3 of limits on what we do initially. The plan is to dress
4 it up and then find a tenant and then work with that
5 tenant on a build to suit plan once we know who's going in
6 there.

7 **MR. MARQUEZ:** We can get to that build to suit
8 point. The reason why we're coming today is, to
9 Fletcher's point, it's in pretty bad shape. That Crescent
10 Smoke Shop has pretty much been gutted down to its
11 historic foundation. What we're looking to do is
12 basically take it to a vanilla shell, make sure that we
13 have electrical in place, plumbing in place. We'll get
14 some drywall up. We've got to check HVAC, roof, et
15 cetera. I think \$100,000 would be a good starting figure
16 as we look to activate this with a high-quality tenant,
17 so --

18 **MR. McCALLISTER:** What would be the source of
19 the funding for that in particular?

20 **CHAIRMAN McCUSKER:** This is internal non-TIF
21 dollars.

22 **MR. MARQUEZ:** Non-TIF dollars, general fund.
23 **MR. McCALLISTER:** Do you think 100,000 is --
24 **MR. MARQUEZ:** I think it gets us started off.
25 We're still figuring out the condition of HVAC and roof,

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1 but it at least gets us to the point of plumbing stub
2 outs, electrical, again, furr it out, drywall it. We just
3 need to make it look somewhat reasonable. We won't do the
4 floor. We probably won't touch the ceiling. We'll leave
5 exposed ductwork.

6 There's a historical component, too, if we want
7 to start going down that rabbit hole. But this just gets
8 us started off so we make it more attractive to anybody
9 that might look to lease the property. Right now it's in
10 such bad shape, you're going to have to have somebody with
11 a wild imagination, so I think we should get it to the
12 point of at least a vanilla shell.

13 **MR. McCALLISTER:** So you want a motion to
14 authorize that we spend \$100,000 -- up to \$100,000 for the
15 investigation and --

16 Is it just investigation or is it --
17 **CHAIRMAN McCUSKER:** I would call it --
18 **MR. SHEAFE:** I would say for the construction.
19 **CHAIRMAN McCUSKER:** Yeah, I would call it maybe
20 the first phase of construction, Ross, just so that we're
21 doing enough to make it presentable.
22 **MR. McCALLISTER:** So I move we authorize up to
23 \$100,000 expenditure for the first phase of bringing the
24 Crescent Smoke Shop to a vanilla shell.
25 **MR. LEVIN:** Second.

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1 **CHAIRMAN McCUSKER:** It's pretty straight
2 forward. We can do a voice vote.

3 All in favor say aye.

4 (Motion made, seconded and passed unanimously)

5 **CHAIRMAN McCUSKER:** Okay. We'll get after
6 that. We have an architect already retained. We'll get
7 great busy on that. We want to move quickly on that
8 property. There's so much action and activity downtown,
9 it's not inconceivable to me that we could be built out in
10 a year. Everything that's currently vacant downtown can
11 be occupied with a high-quality restaurateur with people
12 like Antonio discovering us. You know, the people at
13 Perche No, if you know their story, they were literally
14 driving through Tucson and saw a for rent sign on a
15 building. They have a really great restaurant there next
16 to the Fox Theater. Tabu will open up here shortly. The
17 Century Room has elevated Tucson to a jazz town. There's
18 just so much going on that, you know, I believe Congress
19 is going to be one of the top five streets in America and
20 we're going to help fill it in.

21 **MR. SHEAFE:** Just for a point of clarification,
22 when we said first phase, we were talking about first
23 phase is to finish the shell. Phase two will be when a
24 tenant comes and says we need some help to open up and do
25 the TI. So at the end of the day, we take a corner that's

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1 really an ugly thumb in the center of what we're trying to
2 accomplish and turn it into I am sure a first-class
3 attraction point right along with the way Fletcher just
4 described. It's really exciting what's happened here in
5 the last for months.

6 **CHAIRMAN McCUSKER:** The corner is very
7 important to us, you know, with Empire moving into the
8 Hydra space. We get the Chicago Store activated, we get
9 this corner activated. At some point Ronstadt will get
10 built out. This is really like Grand Central for us, you
11 know, and it's been, you know, lingering, you know, and
12 then COVID really disrupted everything. So these are
13 indeed exciting times. You guys are doing a great job.
14 We're pleased with the partners that we continue to bring
15 to Tucson.

16 So with all that said, I can entertain a motion
17 to adjourn.

18 **MR. LEVIN:** So moved.

19 **MR. MARQUEZ:** Second.

20 **CHAIRMAN McCUSKER:** Thank you. All in favor
21 say aye.

22 (Motion made, seconded and passed unanimously)

23 **CHAIRMAN McCUSKER:** Okay. We'll see you in
24 March.

25 (3:30 p.m.)

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