

In The Matter Of:

*Rio Nuevo
Board Meeting*

*11/14/2023
November 14, 2023*

*Fink & Associates
6095 E Grant Road
Tucson, AZ 85712*

RIO NUEVO MULTIPURPOSE FACILITIES DISTRICT

BOARD MEETING VIA ZOOM
Tucson, Arizona
November 14, 2023
2:01 p.m.

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

FINK & ASSOCIATES
6095 East Grant Road
Tucson, Arizona 85712
(520)624-8644

1 **MR. SHEAFE:** Welcome to the November Rio Nuevo
2 meeting. This is going to be an interesting meeting,
3 because we've got four new members, actually five, but one
4 of them is returning, and we will progress through a more
5 limited business agenda but a more social agenda than we
6 typically do. And I'm acting as temporary chairman for a
7 few minutes. My name is Chris Sheafe.
8 I'd like to open with the Pledge of Allegiance.
9 And, Brandi, if you'll put the flag up, we'll
10 stand up and do the pledge.
11 Jannie, do you want to run it or do you --
12 **MS. COX:** Okay. Sure.
13 (Pledge of Allegiance)
14 **MS. COX:** Well, we are not getting any better
15 at that.
16 **MR. MARQUEZ:** No way we're ever nailing that.
17 **MR. SHEAFE:** Yeah, it's hard. I think we'll do
18 better when we meet in person again.
19 Brandi, would you call the roll-call, and then
20 listen to the order, because we'll introduce ourselves in
21 a few minutes in the order of the roll-call.
22 **MS. HAGA-BLACKMAN:** Taunya.
23 **MS. VILICANA:** Present.
24 **MS. HAGA-BLACKMAN:** Chris Sheafe.
25 **MR. SHEAFE:** Present.

1 **BOARD MEMBERS PRESENT:**
2 Fletcher McCusker, Chair
3 Edmund Marquez, Vice Chair
4 Chris Sheafe, Treasurer
5 Taunya Villicana, Secretary
6 Jannie Cox
7 Sharayah Jimenez
8 Mike Levin
9 Corky Poster
10 Richard Oseran
11
12 **ALSO PRESENT:**
13 Ms. Brandi Haga-Blackman, Administrative Director
14 Mr. Mark Collins, Board Counsel
15 Mr. Timothy Medcoff, Board Counsel
16 Mr. Dan Meyer, CFO
17 * * * *
18
19 BE IT REMEMBERED that a meeting of the Board of
20 Directors of the Rio Nuevo Multipurpose Facilities
21 District was held via ZOOM, in the City of Tucson, State
22 of Arizona, before THOMAS A. WOPPERT, RPR, Certified
23 Reporter No. 50476, on the 14th day of November 2023,
24 commencing at the hour of 2:01 p.m.
25

1 **MS. HAGA-BLACKMAN:** Richard Oseran.
2 **MR. OSERAN:** Present.
3 **MS. HAGA-BLACKMAN:** Mike Levin.
4 **MR. LEVIN:** Present.
5 **MS. HAGA-BLACKMAN:** Edmund Marquez.
6 **MR. MARQUEZ:** Here.
7 **MS. HAGA-BLACKMAN:** Fletcher, you're using
8 somebody else's name.
9 **CHAIRMAN McCUSKER:** How did that happen?
10 **MS. HAGA-BLACKMAN:** It's okay. It's fine.
11 Corky Poster.
12 **MR. POSTER:** Here.
13 **MS. HAGA-BLACKMAN:** And Shay.
14 **MS. JIMENEZ:** Here.
15 **MR. SHEAFE:** All right. Well, we have a quorum
16 and everybody's present. So usually about this time,
17 we'll do some remarks about what's going on, and that
18 falls to me, at least temporarily. But I think for the
19 public's benefit, we'll mention that the reason this
20 meeting is a little bit different is because the governor
21 has appointed her full complement of five members, which
22 includes one member who has been a member, that's Fletcher
23 McCusker, and he has operated as the board chair, and then
24 in the past, I'm temporarily doing that duty because I'm
25 the remaining officer that was not removed and changed his

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1 position. Edmund Marquez has changed his assignment, but
2 he is an ongoing officer, and then we have the other
3 members that are with us.
4 So what we're going to do, if you don't mind,
5 is we'll start off.
6 And I think, Taunya, you were first, so I would
7 like each member to just give a very short biography to
8 not only the public but to the other members so that we
9 all have a little more familiarity with who we all are.
10 **MS. VILICANA:** I'm Taunya Villicana. I'm a
11 Tucson native. I own Private Wealth Management based out
12 of Tucson currently running portfolios for folks in I
13 think right now about 24 states in the U.S. Been in the
14 industry about 31 years, managing money 26 years, but
15 worked diligently across different charity boards, things
16 that I felt passionate about, learning from not only the
17 people I sit next to in these various boards but the
18 community at large, so my emphasis here will be --
19 Chris, do you want me to talk about why I'm on
20 the board or do you --
21 **MR. SHEAFE:** Yes, I think that would really be
22 interesting. Why did you want to be a board member? Why
23 did you accept the assignment?
24 **MS. VILICANA:** Yeah. First of all, I was
25 surprised, pleasantly surprised, and asked immediately who

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1 did this. And frankly it was a group of people, so I
2 couldn't take anybody and, you know, rattle their cage and
3 say why did you do this to the community.
4 No, I'm saying it facetiously. But here's my
5 role. I really want to focus on a strategic plan and
6 focus on creating and implementing strategies that foster
7 business growth in our corridor, not just downtown but the
8 Sunshine Mile.
9 Community engagement, so basically I really
10 want to work closely with the local community, small
11 business owners, residents and other stakeholders to
12 really listen to their needs and concerns. I want to
13 continue this momentum. There has been so much work and
14 so much turnaround and so many great projects that have
15 been implemented and that are in the queue, so I really
16 want to support that effort as well, talk about resource
17 allocation in ways that make sense and really policy
18 advocacy. I mean, our work in this area is going to
19 support small businesses and -- and tax incentives and
20 zoning changes and improved infrastructure, so I really
21 want to help that work, monitoring and evaluating what
22 we're doing, making sure that we're, you know, regularly
23 assessing our effectiveness, that's important to me, and
24 communication, clearly communicating amongst our board
25 members the plans, activities, achievements to various

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1 stakeholders, including the media, and garner support and
2 participation.
3 So those would be the big things that I'm going
4 to focus on as a member of this board. I'm excited to
5 work with each of you. Thank you.
6 **MR. SHEAFE:** Well, thank you. I'm going to
7 work across the screen, so I'll say next.
8 My history was I was a large homebuilder here
9 in town. KB Home is our old company. Our old company
10 built the Ventana Hotel and a number of other projects
11 both here and in other locations, so I have a long history
12 in this real estate and development business.
13 When I was called and asked to be a part of the
14 reemerging board after all the problems, I was very
15 reluctant initially, but we did meet, Fletcher McCusker,
16 myself at that time Mark Irvin, and we agreed to step in
17 and assume responsibilities for the new board.
18 I think what we did was make one of the best
19 decisions we've made from day one, and that was to elect
20 Fletcher as chairman. And he's guided this process so
21 expertly that we all now get to get a lot of accolades
22 from a lot of effort, frankly, that he has put in. And I
23 say that with no small amount of acknowledgment. I think
24 it's really significant. The more you work with Fletcher,
25 the more you realize how much time and effort he pours

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1 into this effort and how he skillfully managed to dodge an
2 awful lot of forceful problems that could have come up.
3 So I'm here because I'm absolutely committed to
4 getting things done and not allowing the money to get into
5 the hands where it doesn't regenerate itself. You've all
6 heard that we have about a 10 to one leverage ratio. For
7 every dollar we put in, we're generating \$10 of private
8 capital, and that's so significant for Tucson.
9 The longer you're on the board, I hope you
10 realize how limited our funds are compared to the huge
11 amount of number of things that we need to do to really
12 light up the areas of this town that need to be addressed.
13 So that's my reason for staying on the board,
14 and I'm really, I guess, privileged to be in the position
15 that I'm in.
16 Richard?
17 **MR. OSERAN:** Well, I joined the board. I
18 believe that I can offer sort of a unique perspective that
19 will be helpful hopefully, and that's because of my
20 history with Tucson. I shopped here in the '60s. This is
21 where you shopped in the '60s. The malls opened in the
22 '70s, and that's when urban flight began. Tucson was a
23 vital place. If you wanted to buy a shirt, this is where
24 you came.
25 In the '70s I worked and lived downtown. I

1 worked as a lawyer and I lived in the downtown community.
 2 In the '80s, we obtained and purchased the
 3 Hotel Congress, which I'm sure generally most people in
 4 the community are quite familiar with.
 5 In the '90s, I was a founding board member of
 6 the Downtown Partnership.
 7 And in the 2000s, we opened up Maynard's Market
 8 & Kitchen and the historic train depot.
 9 So having this intimate experience with the
 10 heart of our community, hopefully I can shed some light on
 11 the challenges and the opportunities that will face the
 12 board in the future.
 13 **MR. SHEAFE:** Thank you.
 14 Jannie, our famous Jannie.
 15 **MS. COX:** Thank you, Chris.
 16 I am pleased to say that I am the longest
 17 standing board member now. I've been on the board since
 18 early 2011.
 19 And I -- in 2010, I submitted my interest to
 20 Governor Brewer and I heard nothing back. And about six
 21 months later, she appointed someone else to the board for
 22 Rio Nuevo. He was there a short time, had a conflict of
 23 interest and resigned, and then the governor's office
 24 called me in early 2011 and I've been on the board ever
 25 since then.

1 **CHAIRMAN McCUSKER:** Thank you, Chris, and
 2 hello, everybody. I concur with Jannie about the
 3 excitement and enthusiasm we have, particularly with the
 4 new membership. I also have to acknowledge Governor
 5 Hobbs, who made a very unusual decision to make this board
 6 totally bipartisan. Chris mentioned at the top of the
 7 call that the governor controls five of the nine seats.
 8 Governor Ducey never elected to fill them out. He
 9 deferred to the legislature's leadership. This governor
 10 intended to fill them and could have created a pretty
 11 lopsided board. Instead she appointed me to her board,
 12 which opened up an appointment to President Peterson. And
 13 you would think, okay, why on earth would she do that.
 14 Well, today we're four democrats, four republicans, and
 15 I'm an independent, so I really like the balance that
 16 we've created. I think we're non-partisan. We've
 17 demonstrated that over the years.
 18 We were supposed to sunset in 2025. We've now
 19 been extended to 2035 due in large part to the bipartisan
 20 support we enjoyed at the legislature. So we've got
 21 another, you know, good 10, 11, 12 years to finish our
 22 work and hopefully I'm around to see that happen.
 23 Most people I think know my story because I
 24 tell it all the time. My grandfather moved to Tucson in
 25 1929. He was assigned here by the WPA and his job was to

1 I've found it a great opportunity to learn more
 2 about and contribute more to our amazing community. I
 3 love what's happened downtown and I'm proud that we have
 4 been a huge part of making all of that happen. It's just
 5 been a fantastic experience for me.
 6 As I was -- as I was getting acquainted with
 7 Shay actually earlier today, I told her, and I'll tell
 8 everyone, I'm thrilled to see that we have a full board
 9 for the first time in at least 13 years. As much as I am
 10 proud of everything we did, I think we can now do it
 11 better with more involvement from more people with
 12 different backgrounds, each one bringing an important
 13 perspective to the work that we do. So I think we are
 14 only strengthened by being a full board and I'm thrilled
 15 that I got to stay. So thank you to everyone.
 16 **MR. SHEAFE:** Well, thank you for your service.
 17 And just for everybody's knowledge, Jannie is
 18 kind of focused in the arts culture side and she's doing
 19 an awful lot of work around Old Town and the Artesians in
 20 that area and has made a significant difference in what's
 21 going on there. That area is going to light up and it's
 22 because of Jannie.
 23 Fletcher, do you want to give the history of
 24 why you're on the board? That's an interesting bill to
 25 fill.

1 lay sidewalks, so when you walk around downtown or the U
 2 of A and you see the WPA 1930s stamp, that was my
 3 grandfather doing that. Tucson was a town of 35,000
 4 people and, as Richard said, everything was downtown. We
 5 ate downtown every Sunday, we shopped at Jacome's or
 6 Learners or Goldwater's and I was a downtown rug rat. My
 7 mother would drop me off to the Mickey Mouse Club Saturday
 8 morning at the Fox and most us would sneak out and go into
 9 the back alley and pitch quarters, so I didn't see too
 10 many of those movies, but downtown was my playground.
 11 And like a lot of kids that grow up in Tucson,
 12 I went to Amphi, I went to the U of A. I couldn't wait to
 13 leave. I wanted to experience the big cities, the
 14 mountains, the beaches. And I got to do all that.
 15 And when my wife and I decided to launch our
 16 own company in the early '90s, we came back to Tucson.
 17 And downtown by then, as Richard indicated, was pretty
 18 much deserted -- boarded up, deserted. You know, Hotel
 19 Congress was a beam of light in that darkness. And I
 20 really didn't pay much attention to downtown.
 21 The company I launched, of course, is
 22 Providence Healthcare. I got to live the American dream.
 23 The company exploded. We ended up in 350 locations with
 24 over 11,000 employees. We chose to move our company
 25 downtown when it was still boarded up. Us and TEP wanted

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1 to anchor the block at Scott and Broadway. Both of us by
2 then were public companies and we did that and we all
3 engaged.

4 One Saturday morning 11 years and four months
5 ago, my phone rang and it was President Pierce from the
6 Arizona Senate and he advised me that he was appointing
7 me, didn't ask me, he was appointing me to the Rio Nuevo
8 board and we had six months to turn it around or he was
9 going to shut it down personally. That was 12 years ago,
10 30 some deals ago and we've since raised over almost one
11 and a half billion dollars of private sector investment.

12 So you can tell it's a labor of love for me.
13 I'm around as long as people want me to stay around. And
14 I think there's still an incredible amount of work for us
15 to accomplish not only downtown but the far west side,
16 particularly the base of A Mountain. And now don't forget
17 Rio Nuevo runs all the way out to Park Place Mall, so
18 there's a lot of opportunities for all of us and I'm
19 really glad to see the new membership.

20 **MR. SHEAFE:** Thank you.
21 Edmund has a hard time speaking in public, but
22 I think I can pull him out enough to tell a little bit
23 about himself.

24 Edmund, do you think you could do that?
25 **MR. MARQUEZ:** I will, and I'll keep it short

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1 and sweet. Thank you, Chris.
2 Hi, everybody. My name is Edmund Marquez.
3 I've been on the board since June of 2015. It's
4 actually -- gosh, it feels like yesterday. I believe it's
5 been eight years already. But I have a large All State
6 insurance agency here in town. I'm born and raised, I'm a
7 Tucson boy through and through. I'm a U of A Wildcat
8 through and through. I also am the chair of the Tucson
9 Metro Chamber. I'm also on the Southern Arizona
10 Leadership Council Board. I mention those because I love
11 economic development. I love Tucson saying yes. Gosh,
12 I'm enjoyed my time here on Rio Nuevo because we've been
13 able to have such great wins, win after win after win as
14 we continue to build out our economy and build our
15 downtown, build out the Sunshine Mile, the west side.
16 It's been a blast. I continue to be part of the board
17 enthusiastically. I look forward to working with each and
18 every one of you. I just want to see us continue to move
19 forward and do something great for our community, and I'm
20 excited to do it and happy to be here and welcome.

21 **MR. SHEAFE:** Thank you.
22 You know, I think you guys know Edmund does an
23 awful lot of speaking around town. He always does a
24 terrific job and has -- because of that, he keeps getting
25 invited to more and more events and he's a real asset for

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1 us and he's also one of the three executive officers up to
2 the reappointments that have just occurred, but he's been
3 very effective.

4 Mike.
5 **MR. LEVIN:** Yes. Thank you, Chris.
6 You know, prior to you all as new appointees
7 coming on board, I was the junior member of Rio Nuevo.
8 And actually, Taunya, as you were mentioning the reasons
9 why you were excited about being on the board, those were
10 exactly the same reasons that I was appreciative of the
11 speaker of the house asking me to take a seat on the board
12 as well as what I've seen throughout my work with the
13 board. You know, they obviously have a stellar
14 reputation. I just really appreciate the opportunity to
15 work with the board for the same reasons you brought up,
16 you know, the economic development component, there's a
17 component where we're reinvesting in things like Jannie's
18 project with the downtown -- or the Old Town and Artisans
19 area. There's such a diverse amount of growth that's been
20 able to happen because of the efforts of the board.
21 Absolutely it's going to be a pleasure to work with you.
22 Looking forward to moving this all forward and continue to
23 do great work for Tucson not only economic development
24 wise but making it -- just elevating it as a community,
25 very much not only about economic development but also

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1 just I think for lack of a better term leaving our
2 community better than we found it.
3 So welcome to everyone who's new to the board.
4 Look forward to working with you.
5 As a little background, I'm a Tucson native. I
6 grew up here on the northeast side and now we have -- our
7 family has the Port of Tucson on the southeast side and we
8 do industrial warehousing and then also railroad
9 operations for Union Pacific.

10 **MR. SHEAFE:** Terrific.
11 Corky.
12 **MR. POSTER:** Good afternoon. I'm Corky Poster
13 I'm an architect and planner and a partner at Poster,
14 Mirto, McDonald. I'm not a Tucson native, but I've been
15 here 50 years, longer than most natives, and have worked
16 every single day of those last 50 years downtown, first in
17 Barrio Viejo and now in El Presidio.
18 I was a faculty member at the University of
19 Arizona, professor for 28 years, retired in 2009. And my
20 practice is heavily involved in historic preservation,
21 heavily involved in affordable housing. We do a lot of
22 urban design and planning, have written a fair number of
23 the overlay districts in Tucson, so I know a lot about
24 promoting economic development and community development
25 through various -- various zoning overlays.

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1 And I've actually been working a lot the last
2 several years with Rio Nuevo in, I guess, an unofficial
3 capacity. I've been working with Jannie Cox on the really
4 exciting work that's happening here in the El Presidio
5 neighborhood where our office is. I worked with Fletcher
6 and several other people, particularly Swaim & Associates
7 and Keri Sylvin and (inaudible) Deuterman on the Sunshine
8 Mile overlay district. I had the absolute pleasure of
9 moving those seven bungalows back to the back of the lot
10 and then back onto new foundations, that's the most fun
11 I've had in a long time, and have been on several of the
12 selection committees for developers along Broadway as a
13 result of the Broadway widening and the acquisition of
14 properties by city of Tucson and Rio Nuevo.

15 I'm excited about being on the board. My first
16 goal is to listen carefully. There's been a lot of good
17 work that's gone on really since the inception of Rio
18 Nuevo but particularly in the last 15, 17 years with a lot
19 of investment in and around the district. And I'd like to
20 spend some time with my mouth closed and just
21 understanding exactly how -- the details of how Rio Nuevo
22 works before I really offer any additional suggestions.

23 By virtue of my background, I'm interested in
24 community development issues, I'm interested in equity
25 issues, I'm interested in historic preservation, I'm

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1 interested in the continuing economic development model
2 that Rio Nuevo has been fostering for the last several
3 years. I think there's great opportunities, as Fletcher
4 mentioned, on the very west end of the Rio Nuevo district
5 and also along the full length of Rio Nuevo along Broadway
6 and the development opportunities -- and community
7 development opportunities that presents themselves. I
8 live about 100 feet from the Rio Nuevo border on Broadway,
9 and so I'm quite familiar with that.

10 Anyway, I'm excited to be working with these
11 good people on the board and I'll do my best to
12 contribute. Thank you.

13 **MR. SHEAFE:** Well, thank you.
14 Shay, could you give us your story?

15 **MS. JIMENEZ:** Yeah. Hi, everybody. My name is
16 Sharayah Jimenez. Sharayah is how you say it, but I go by
17 Shay if that's easier for everyone.

18 I've been in Tucson my whole life. I was born
19 here. I'm a fifth generation Tucsonan. So my family
20 comes from actually (inaudible) and part of my family's
21 history stems to urban renewal downtown, and so, yeah, I
22 feel very emotionally and in a lot of ways connected to
23 downtown, equally interested in economic growth. I'm a
24 small business owner now, and so bringing, I think, a
25 unique perspective as a young entrepreneur and excited to

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1 bring that perspective to the board as well as, you know,
2 being a minority and a woman and all those things.

3 But -- but, of course, you know, I'm a designer
4 here in town. I actually worked for many years with Corky
5 Poster and owe much of my knowledge and career to him, so
6 thank you, Corky. I'm excited to be on this board with
7 everybody, all the knowledge that's here. And, yeah, I'm
8 excited to serve my community. I also, you know, feel
9 like I'm really here to learn also as well as contribute.

10 And -- and thank you, thank you for the opportunity.

11 My business here, I just moved to a new
12 location. I'm on Grant between Tucson Boulevard and
13 Country Club and my business is Quadro and I do
14 residential architectural design work, so thank you,
15 everybody.

16 **MR. SHEAFE:** Well, thank you.
17 We work very closely with certain members, two
18 of them are staff members. I'd just like them to take
19 just a minute and introduce themselves.

20 Brandi and then Dan, if you wouldn't mind, just
21 explain what you do and let everybody know how you fit
22 into the Rio Nuevo picture.

23 **MR. MEYERS:** Well, my name's Dan Meyers and I'm
24 the CFO here. I've had the pleasure of working with Rio
25 Nuevo for 10 years now. It's amazing how quickly that

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1 time has gone by.

2 When I first got here, there were only about a
3 half a dozen projects going and it was pretty
4 straightforward and actually pretty easy, but thanks to
5 all the efforts of the board, we're really rocking now. I
6 think we probably have close to 40 projects going on in
7 some capacity right now.

8 It's my job as well as my great co-worker
9 Brandi to make sure that Rio Nuevo is getting all the
10 money that we're legally entitled to in on a monthly
11 basis. It's generated from sales tax within our district
12 to the extent it exceeds monthly baseline, an amount going
13 back to 1999.

14 Once the money's in the door, it's my job to
15 keep -- keep track of it, budget for it and do the best we
16 can at projecting what our future revenues are so we can,
17 you know, fill the pipeline but not overdue it.

18 We've had our challenges. When I first got
19 here, we really had no idea where the money would come in
20 from, and over the past 10 years, we've managed to find a
21 way to track it very well. Brandi does a marvelous job at
22 staying on top of the merchants to make sure they're
23 filing properly. And I think we've got a pretty good
24 system in place now. It's a very unique job and I really
25 enjoy it. Every day it's something new and it's been a

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1 real pleasure working with the board and Brandi.
2 **MR. SHEAFE:** And, Brandi, do you want to
3 comment?
4 And I might just say Dan referred to keeping
5 track. We have over 1,000 businesses that need to be
6 monitored to make sure they're filing their tax forms. It
7 doesn't cost them anything, but they need to code their
8 tax applications to the state correctly in order for the
9 Rio Nuevo funds to continue coming, and both Dan and
10 Brandi work on that together very effectively.
11 Brandi?
12 **MS. HAGA-BLACKMAN:** You said it. Dan said that
13 I do a marvelous job, so I think he summed it up pretty
14 well. I've been -- I've been working in downtown for 20
15 years. (inaudible) and I started the Tucson Downtown
16 Alliance and I'm here now for six years, so my entire
17 professional career has been downtown Tucson.
18 And Corky watched my daughter grow up and it's
19 been lovely. I like working here. It's a great -- great
20 asset for Tucson.
21 **MR. SHEAFE:** Brandi has just finished
22 remodeling a kitchen, or I think she's in the middle of
23 it. We're all anxious for that to get finished just so
24 she can get back to a normal life.
25 We rely immensely on legal counsel. You can

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1 imagine the district follows very strict guidelines not
2 only with the open meeting law but also how we handle
3 everything, the agreements we make and whatnot.
4 So we have two lawyers and two different firms.
5 Mark Collins has been our counsel for a great many number
6 of years, as long as I've been on the board, and he's done
7 an outstanding job. And then a lot of the work is rolling
8 over to Tim Medcoff's firm, and so Tim's here.
9 But, Mark, would you just give a brief
10 introduction to who you are and we'll follow that up with
11 Tim?
12 **MR. COLLINS:** Chris, can you hear me?
13 **MR. SHEAFE:** Yeah.
14 **MR. COLLINS:** I've been trying very hard to get
15 my camera to work, but apparently my mug has broken it, so
16 I don't have a camera. But I've had the privilege of
17 representing this board for over a decade. It's been
18 enormously interesting and provocative. I'd like to
19 continue it. I enjoy working with Tim and his team and
20 it's a great opportunity for me and I'm glad to be doing
21 it.
22 Thanks, Chris.
23 **MR. SHEAFE:** Thank you.
24 Tim, would you like to give a little
25 introduction? And I have a question for you at the end of

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1 your introduction.
2 **MR. MEDCOFF:** Sure. Happy to do so, Chris. I
3 assume everybody can hear me okay.
4 **MR. SHEAFE:** We can.
5 **MR. MEDCOFF:** Good afternoon, everybody. So,
6 as Chris said, Tim Medcoff. I have a diverse law firm in
7 downtown Tucson. We moved downtown about two and a half
8 years ago. I know most of the people on this call.
9 Richard, I know one of your family members, Dan
10 Oseran, went to law school with me, and you've failed
11 because somebody in your family became a lawyer, so shame
12 on you. I joke that if either of my kids become a lawyer,
13 I've failed as a parent.
14 But, in any event, I've been fortunate to be
15 around people smarter than me my entire career. I've been
16 practicing law for 25 years now. I love what I do. I
17 love Tucson. I moved here for law school. I stayed in
18 Tucson because I love Tucson. I love the people, I love
19 our culture, I love our community. It's an honor to
20 represent the Rio Nuevo board.
21 I've been fortunate to learn a lot from Mark
22 over the last year or so that I've been working with Rio
23 Nuevo and Mark and I work hand in hand. He's got the
24 institutional knowledge from having done 10 years plus
25 work, and then I've been able to help him meet the needs

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1 of the board.
2 When I first came on, there were a number of
3 projects that Mark needed help with just because he was
4 doing his best to manage all the cats that needed to be
5 herded and I was able to come in and help him basically
6 put together GPLETs, development agreements, economic
7 benefit agreements to ensure that we're protecting the
8 taxpayer dollar. In my mind, that's my job as a lawyer,
9 is to, one, make sure the board member understands -- each
10 of you understand open meeting laws and we don't violate
11 those but then secondarily making sure that the deals that
12 we put together that the board approves get properly
13 documented and get turned around in a timely manner so
14 that we can start generating those tax dollars and then
15 verifying that the money that we allocate to projects is
16 used for those projects. And -- and that's where Brandi
17 and Dan and I have gotten to know each other over the last
18 year, so to make sure that, again, money's properly
19 allocated and used properly.
20 So it's been an immense pleasure for me to get
21 to know the board and be a part of what you all are doing
22 downtown. It's a testament to all the board members that
23 are currently on. And those new ones, you guys are in for
24 a treat. It's going to be a fun ride and I look forward
25 to working with all of you to continue to promote Tucson

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1 and help get more wins as Edmund said earlier.
2 **MR. SHEAFE:** Thank you.
3 On the introductions, two of our -- well, one
4 board member and one non-board member but consultant, Tim
5 Medcoff, are substantial cyclists, so are either of you
6 guys riding this weekends in El Tour?
7 **MR. MEDCOFF:** I'll be there.
8 **MR. MARQUEZ:** I am not. I'm not.
9 **MR. SHEAFE:** Okay. I'm just curious.
10 At this point, there's generally on the agenda
11 the chairman's remarks. Fletcher normally handles that,
12 but I will go down through some things that are standing
13 out in my mind about -- and then we'll talk a little more
14 when we're in exec as well.
15 But, you know, what I just mentioned is El
16 Tour, and that's coming up this weekend. And I checked
17 and as of this morning, there's over 9,000 riders. Just
18 so if you're not familiar, it originates and terminates on
19 all three of the choice rides in downtown Tucson, so all
20 those people who are going on the 103-mile ride start
21 first, the next group goes out 63 miles, the next group
22 goes out at 32 and they all come back to the downtown
23 area.
24 The 32s are the only ones that are allowed to
25 use the new electric enhanced bikes. Everybody else has

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1 to use just their legs. But it's just a huge event.
2 That's this weekend.
3 Last weekend we had an enormous series of
4 events downtown, Dusk being the primary one. And if you
5 haven't ever been to that, it's worthwhile. I went to it
6 last year. I know Edmund was there this week -- or this
7 year. I think Fletcher you were as well. And it's so
8 well done and so well laid out and it was attended I
9 understand by about 5,500 people on the first day and
10 almost 7,000, 6,800, on the second day. And that's just a
11 big difference with the group that came down. I think it
12 was part of Tucson Meet Yourself. So we have this
13 constant festival activity going on downtown and that's
14 putting us on the map with a lot of people.
15 It's really exciting in my mind that the
16 Bautista project on the west side is now fully under
17 construction. That's a 110 million-dollar apartment
18 project with 16,000 square feet of commercial space, 268
19 apartments. It's an enormous deal and we've been able to
20 put that together really with no investment on our part
21 other than using our GPLET status.
22 The other thing that's really exciting, and,
23 Corky, you mentioned it, but the bungalow group is moving
24 along. I think they've got seven bungalows and they've
25 got letters of intent on five of them and what they're

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1 going to put in in the construction work is moving
2 quickly.
3 And that's going to blossom right about the
4 same time as the Sunshine Mile/Solot block project that
5 Larsen Baker is doing. They have most of their tenants
6 pretty well filled and they're moving forward. So we're
7 going to see that stretch of Broadway light up very
8 quickly. And that is really exciting because we waited a
9 long time. You worked on that very hard, but it's just
10 fascinating how all of this now is starting to come
11 together.
12 We have the Friedman block coming along a
13 little bits slower and the country home, on the other
14 side. Both of those are taking a little bit longer to get
15 going, but those are two more huge anchors, so you're
16 going to be placed right where -- the middle of, you know,
17 Broadway and the whole Sunshine Mile.
18 On the east side, I just mentioned Bautista.
19 Downtown there's the old smoke shop. We've taken control
20 of that and we're cleaning it up into a clean gray space.
21 Issac Figueroa is handling the leasing. He's very close.
22 He's got three I think pretty strong tenants. We're
23 hoping one of them lands very quickly and we're going to
24 light up that corner, remove all the bars and everything,
25 that's the coverings on the window, and turn that into a

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1 lighted corner.
2 Also Sosa-Carrillo house, some of you think of
3 it as Samaniego House, others have other names, but they
4 just got a 75 million-dollar grant. They've been approved
5 for that from the Melon Foundation. We were instrumental
6 with Tim's help of changing the lease characteristics so
7 that they qualified for that grant. That's going to
8 become an anchor museum in downtown and really a true
9 asset.
10 Children's Museum is moving forward. There's
11 all kinds of projects. I could name off a huge number,
12 but those are the ones that I thought we would just cover
13 in the chairman's remarks.
14 The next thing to talk about is how to get
15 structured. And let me precursor this by saying that
16 we -- I'm the only signer left and it takes two signers in
17 order to be able to issue checks, so Dan has a bunch of
18 checks down at the Rio Nuevo office. You can imagine with
19 all these projects going, there's over 400 million in
20 gross value underway right now, that we have an awful lot
21 of that paperwork going through our system. So we
22 probably should hold an election and at least get the
23 executive officers back in place. I'm one because I'm the
24 treasurer, I'm acting chairman right now, but is there a
25 motion that someone would like to put forward about

1 reelecting the other two executive officers for sure?
2 **MS. COX:** Mr. Chairman, I would like to have
3 the floor, please.
4 **MR. SHEAFE:** Yes.
5 **MS. COX:** In light of the fact that we now have
6 a full board for the first time in at least 13 years and
7 in the interest of getting new members actively engaged, I
8 move that we expand the executive officers to four with
9 the addition of a vice-chairman and that the chairman be
10 Fletcher McCusker, the vice-chairmen Edmund Marquez, the
11 secretary Taunya Villicana and the treasurer Chris Sheafe.
12 **MR. LEVIN:** I'll second that.
13 **MR. SHEAFE:** All right. Is there --
14 Did you second that, Mike?
15 **MR. LEVIN:** Yes, I did.
16 **MR. SHEAFE:** All right.
17 **CHAIRMAN McCUSKER:** Mr. Sheafe, are there some
18 bylaw issues with that? The current bylaws don't provide
19 for that. I think there would have to be an amendment to
20 the bylaws first.
21 **MR. COLLINS:** Mr. Treasurer, the bylaws provide
22 that there can be an additional executive officer if the
23 board deems that appropriate. If the motion made by
24 Ms. Cox passed, what will have to happen is we'll have to
25 amend the administrative rules to adopt a vice-chair.

1 At one point not too long ago, there was a
2 vice-chair, but as the bylaws stand right now, there is no
3 such position. That said, the board can do that. And,
4 frankly, it can do it with this motion made by Ms. Cox.
5 **MR. SHEAFE:** Are you saying, Mark, that the
6 motion can include, because it does, the establishment of
7 the vice-chair that's sufficient to qualify for being able
8 to act on that as a board action?
9 **MR. COLLINS:** In my opinion, it does, it is. I
10 will take that as instruction to make the appropriate
11 modifications to the admin rules and bring those
12 modifications back to this board for approval or
13 disapproval at the next board meeting.
14 **MR. SHEAFE:** All right. Is there any other
15 discussion?
16 **MR. POSTER:** Mr. Chairman, Chris, I would -- I
17 would like to offer a friendly amendment to Jannie's
18 nomination, and that is to make the appointments that were
19 discussed, which I agree with, but for a term of 90 days
20 so that the new members get to have a -- a good look at
21 the way the Rio Nuevo board operates and then revisit
22 that -- that leadership at the end of 90 days. I don't
23 know if that's a friendly amendment and if Jannie's
24 willing to do that and the second is willing to include it
25 or whether we should vote on that amendment separately.

1 **MS. COX:** I would be willing to accept it, but
2 before I do that, when I looked at the administrative
3 rules, I was surprised to find that we elect officers
4 every six months. That is a practice we have not done
5 since I've been around for 13 years. So we would be --
6 have the opportunity or, according to the administrative
7 rules, the expectation to do this again in six months
8 anyway. So if you -- I am willing to accept that
9 amendment that we reassess it in 90s days if you still
10 feel like that's important.
11 **MR. SHEAFE:** Corky, do you have -- do you want
12 to continue with the amendment or withdraw it or what?
13 **MR. POSTER:** No, I'd guess like to then change
14 that amendment to reinforce the notion that in six months
15 we would revisit the entire -- that entire structure.
16 **MS. COX:** I accept the amendment.
17 **MR. SHEAFE:** The amendment is that we hold an
18 election in six months to reassess the leadership if we
19 vote that leadership in today.
20 **MS. COX:** And I accept that amendment.
21 **CHAIRMAN McCUSKER:** Mr. Collins, can you
22 address the term issue?
23 **MR. COLLINS:** Yes.
24 **CHAIRMAN McCUSKER:** I thought it was biannual.
25 **MS. COX:** It is. That's the funny part.

1 **MR. COLLINS:** It is biannual, but that's twice
2 a year as opposed to semiannual, which is every two years.
3 **CHAIRMAN McCUSKER:** Is that a typo or is it
4 really intended to be twice --
5 **MR. COLLINS:** In my judgment, that was an error
6 when it was done originally, but it's still there since
7 2012. And it's what we live with now and I would suggest
8 and if this motion passed and the amendment that I bring
9 to you, it will address that as well.
10 **MR. SHEAFE:** All right. I don't have a second
11 yet on the motion.
12 **MR. LEVIN:** I will amend my second to reflect
13 the six months.
14 **MR. SHEAFE:** All right. So we have a motion
15 and a second, sub-motion and then we have the main motion.
16 Is there any other discussion?
17 **CHAIRMAN McCUSKER:** We should probably ask
18 Taunya if she wants to be an officer.
19 **MR. SHEAFE:** Taunya?
20 **MS. VILICANA:** I accept the nomination. Thank
21 you. We'll leave it at that.
22 **MR. SHEAFE:** Okay. Brandi, do you want to call
23 the roll?
24 **MS. HAGA-BLACKMAN:** Shay.
25 **MS. JIMENEZ:** Aye.

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1 **MS. HAGA-BLACKMAN:** Corky Poster.
 2 **MR. POSTER:** Aye.
 3 **MS. HAGA-BLACKMAN:** Mike Levin.
 4 **MR. LEVIN:** Aye.
 5 **MS. HAGA-BLACKMAN:** Edmund Marquez.
 6 **MR. MARQUEZ:** Aye.
 7 **MS. HAGA-BLACKMAN:** Fletcher McCusker.
 8 **CHAIRMAN McCUSKER:** I vote aye.
 9 **MS. HAGA-BLACKMAN:** Jannie Cox.
 10 **MS. COX:** Aye.
 11 **MS. HAGA-BLACKMAN:** Richard Oseran.
 12 **MR. OSERAN:** Aye.
 13 **MS. HAGA-BLACKMAN:** Chris.
 14 **MR. SHEAFE:** Aye.
 15 **MS. HAGA-BLACKMAN:** And Taunya.
 16 **MS. VILLICANA:** Aye.
 17 **MR. SHEAFE:** Well, with that, I'm going to pass
 18 the gravel and then put Fletcher in charge since he's the
 19 new chairman and Fletcher will adjourn us to executive
 20 session.
 21 Mr. Chairman, you're in charge.
 22 **CHAIRMAN McCUSKER:** Mr. Sheafe, that was so
 23 admirable, you know, we may want to just keep you in that
 24 position, some of your best work.
 25 Thank you, everyone, and thank you for, I

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1 think, your faith in our leadership. There is some
 2 continuity issues, but I also want to really broaden our
 3 vision as we think how we move forward.
 4 You know, Taunya made the comment and I wanted
 5 to respond to the strategic plan issue. The only citation
 6 in our recent auditor general report was the lack of a
 7 master plan. We were applauded for everything that we do,
 8 for our accountability, for our leverage ratio with
 9 private developers, for our transparency so much so that
 10 the legislature didn't even bother with us reporting --
 11 Oh, hello. Come in here and say hi.
 12 This is Lily.
 13 **MR. SHEAFE:** Hello, Lily.
 14 **CHAIRMAN McCUSKER:** And one of the things I
 15 think that we need to do, and maybe we do this through
 16 some sort of retreat, is to do a master plan that would
 17 really allow everybody to participate and we can get some
 18 input from the public in that regard.
 19 You will notice that we're mostly reactive.
 20 Developers come to us with an idea, we nurture that along
 21 and we vote on it. There really hasn't been a plan other
 22 than to try and create economic development, so I really
 23 like that idea. We'll talk about that further.
 24 And this is the time we've set aside for
 25 executive session. We just need a motion to recess to

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1 exec.
 2 **MR. SHEAFE:** So moved.
 3 **MR. LEVIN:** Second.
 4 **CHAIRMAN McCUSKER:** All in favor say aye.
 5 (Motion made, seconded and passed unanimously).
 6 **CHAIRMAN McCUSKER:** All right. Thank you,
 7 everyone.
 8 So new members, you leave this meeting and
 9 click on the executive session link in the e-mail you got
 10 from Brandi and we'll be back in probably 30 minutes.
 11 (Recess)
 12 **CHAIRMAN McCUSKER:** We need a motion to
 13 reconvene.
 14 **MR. SHEAFE:** So moved.
 15 **MS. COX:** Second.
 16 **CHAIRMAN McCUSKER:** All in favor say aye.
 17 (Motion made, seconded and passed unanimously).
 18 **CHAIRMAN McCUSKER:** Okay. We're back in
 19 session. We're going to change the schedule. Lydia,
 20 briefly, and we're going to let you go first with the
 21 audit report. I think I still see you around. If you'll
 22 introduce yourself, the floor is yours.
 23 **MS. HUNTER:** Thank you, Mr. Chairman, members
 24 of the board. My name is Lydia Hunter. I'm a principal
 25 at Beach Fleischman.

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1 Can you all hear me okay?
 2 **MS. COX:** We can.
 3 **MS. HUNTER:** Okay. Perfect.
 4 Well, thank you for the opportunity to present
 5 our audit results today. The fiscal year ends on June 30,
 6 so we're presenting the audit results for the fiscal year
 7 ending June 30, '23, and I'm pleased to report that we are
 8 prepared to issue an unmodified opinion.
 9 So for those of you that don't know an
 10 auditor's vernacular, that's an unmodified opinion, it's a
 11 clean opinion, and that is the best opinion that we can
 12 provide the district.
 13 And I just want to take a moment to reflect on
 14 that since there's some new board members with us today
 15 that may not know of the significance of a clean opinion
 16 for the district.
 17 So when the district first separated from being
 18 a component unit of the city of Tucson to what it is now,
 19 which is a component unit of the state, the district had
 20 to start preparing standalone financial statements. And
 21 at that point, there was multiple years where we issued
 22 qualified opinions. That means there were material issues
 23 with the financial statement. So it wasn't until the
 24 settlement agreement with the city and other financial
 25 issues were resolved that the district started to receive

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1 clean opinions. So it is really significant that the
2 district went through a period of qualified opinions and
3 now is in a period of unmodified opinions. So I just want
4 to congratulate the district and report again that we are
5 issuing an unmodified opinion.
6 I also have some required communications to
7 share with you today. There is a letter to all of you
8 with our communications. I'm not sure if that was sent
9 out in advance or not, but Brandi does have a copy of it,
10 so she will be sending that to you.
11 I'm going to go over some high key points. I'm
12 then happy to answer any questions at any point in time.
13 So a couple things. Accounting policies, so
14 the district's management is responsible for the selection
15 of accounting policies. We do not believe there are any
16 transactions that lack authoritative guidance. We believe
17 all transactions are reported in the proper period. This
18 year we did not have to implement any significant
19 accounting standards. There were a couple effective this
20 year, but they did not actually have an impact on the
21 district.
22 I want to bring to your attention estimates.
23 Estimates are embedded in the district's financial
24 statement. And there is the possibility that future
25 events may affect the estimates, and that's why we bring

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1 them to your attention.
2 So the estimates that you'll see in the
3 district's financial statement relate to the depreciation
4 lives of capital assets, and then the other one would be
5 the collectability of the accounts and notes receivable.
6 I want to talk for a second about disclosures
7 so we believe the disclosures are neutral, consistent and
8 clear. And I would like to point out, if you only have
9 time to read one footnote in the financial statement, I
10 would suggest you look at footnote 14. And we'll talk
11 about that in a minute, but that's the one that summarizes
12 the district's commitments and contingencies.
13 I'm pleased to report we had no difficulties
14 working with management during the audit and no
15 disagreements with management during the audit.
16 Attached to our letter you'll see our past
17 adjustments and you'll also see the journal entries we
18 posted to the books. Some of those are provided by the
19 client based on timing. I'm not going to go into any
20 details on those today, but I'm happy to answer any
21 questions on those at a later date.
22 And then finally I'd just like to bring your
23 attention to a couple of things on the draft. The first
24 thing is the auditor's report. So if you have that in
25 front of you, on page one and two is the audit report.

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1 And the first two paragraphs on page one is where we have
2 our opinion. So that's where you'll see that clean
3 opinion where we say that we believe the financial
4 statements are presented fairly in all material respects.
5 And then one number from the financial
6 statement I want to point out are the tax revenues. In
7 fiscal year 2019 before COVID, the tax revenues were 15.7
8 million pre-rebate and it was 17.3 million this fiscal
9 year, so that just kind of gives you a sense of how much
10 of an increase in TIF revenue you've been seeing over the
11 years.
12 Okay. So the last thing I'm going to talk
13 about today, I'm happy to talk about it if you guys have
14 questions, I do want to bring your attention to footnote
15 14. That is a footnote that goes into detail on all the
16 district's commitments. Once a commitment has been,
17 satisfied, we take it off of that footnote, so that gives
18 you a snapshot at June 30 of what the commitments are
19 outstanding.
20 That footnote also talks about tax abatements,
21 which, in other words, is called the tax rebates, and so
22 that shows you the gross sales tax revenue of the 17.3 and
23 how much the district paid out in rebates and then also
24 the future commitments of the maximum rebates the district
25 has offered.

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1 So I know that was a very high-level summary.
2 I'm happy to answer any questions or go into any more
3 detail. I do want to thank Dan and Brandi and everyone
4 involved in the audit for helping this go smoothly.
5 **MS. COX:** Lydia, I do have one question, and I
6 tried to look it up, but I can't find it right now. Am I
7 correct that this is our tenth consecutive clean audit?
8 **MS. HUNTER:** I believe it is. I believe it was
9 either '13 of '14 when the first one was given, so yes, I
10 believe you're correct.
11 **MS. COX:** So that was when the new board --
12 just after the new board was constituted, so thank you for
13 that.
14 **MS. HUNTER:** It is an accomplishment. You
15 shouldn't take for granted a clean opinion. It is not a
16 given and you can see that this district at some point
17 didn't receive that, so yes, I appreciate you bringing
18 that up.
19 **CHAIRMAN McCUSKER:** I can attest to that,
20 Jannie, because when we took over, the Rio Nuevo District
21 had never been audited.
22 **MS. COX:** Yeah, I remember.
23 **CHAIRMAN McCUSKER:** So that was one of the
24 first things we lunched as the new board and I think this
25 is the tenth.

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1 Any questions for Lydia?

2 **MR. SHEAFE:** I just would say that it took us a

3 little while to get there, Jannie, because in those early

4 days, we were answering a lot of questions and going

5 through processes. So the letter turned out pretty good

6 at the end, but getting there was a lot harder. We no

7 longer have that problem. That's why I referred to about

8 five years.

9 **MS. COX:** Yeah, I remember that whole process

10 and how challenging it was, but I'm really proud of the

11 fact that this is number 10.

12 **CHAIRMAN McCUSKER:** Lydia, thank you very much.

13 **MR. SHEAFE:** Thank you, Lydia.

14 Do we need a motion, Mr. Chairman?

15 **CHAIRMAN McCUSKER:** Yes, we would want to

16 approve the annual audit.

17 **MR. SHEAFE:** I make the motion that we approve

18 the annual audit.

19 **MS. COX:** Second.

20 **CHAIRMAN McCUSKER:** We'll do this by voice

21 vote.

22 (Motion made, seconded and passed unanimously).

23 **CHAIRMAN McCUSKER:** That gets published to our

24 website and we are obliged to send it to the county and

25 the state. I don't know why the county gets it, but we

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1 send them one.

2 Lydia, thank you very much.

3 **MS. HUNTER:** Thank you all.

4 **CHAIRMAN McCUSKER:** Okay. Bao, we're ready for

5 Miss Saigon. Are you around?

6 **MR. MA:** Yes, sir.

7 **CHAIRMAN McCUSKER:** We've discussed this just

8 briefly. You see the agenda item. Most people I think

9 are aware that Rio Nuevo took control of the former MiAn

10 Restaurant at the base of TEP some time ago. We have been

11 looking for a great tenant. We think we have found that

12 in the current Miss Saigon, which is already downtown, but

13 we're very eager, Bao, to hear your and your family's idea

14 about moving over to the former MiAn space, so go ahead.

15 **MR. MA:** Okay. Thank you, sir.

16 First let me introduce myself. I'm Bao Ma.

17 This my brother Linh Ma and my other brother Vinh Ma.

18 So us three brothers are the ones that

19 currently run and manage the Miss Saigon down here in

20 Tucson, Arizona. We've been -- the restaurant's been in

21 business for over 20 years and we have a huge following

22 and we're pretty much a staple of Tucson.

23 And our plan, our vision, for the space over at

24 MiAn is to really elevate our brand to something that is

25 nicer, something that is going to attract people from all

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1 over the place. This is -- it gives us an opportunities

2 to showcase our skills and our -- our ability to

3 introduce, you know, another level of Vietnamese Asian

4 cuisine.

5 We're going to still maintain our core brand,

6 which is, you know, our core items on the menu, but what

7 we envision is to incorporate a special -- dinner special,

8 you know, that will feature special dishes that we intend

9 to, you know, showcase for -- for the restaurant.

10 And we are very excited about this opportunity.

11 Just the fact that we've been -- we've been here in Tucson

12 for over 30 years and we are committed to the space. We

13 are committed to downtown Tucson. The current location

14 here in downtown, we've been here for over 10 years and

15 we've been through the ups and the downs and we're still

16 here standing. We've been very successful and we're

17 looking forward to this next chapter for our restaurants.

18 **CHAIRMAN McCUSKER:** Bao, are you going to run

19 through your presentation or do you want us to run it

20 while you comment on it?

21 **MR. MA:** Yes, if you could -- if you want to go

22 ahead and run through it, we can --

23 **CHAIRMAN McCUSKER:** Let me put it up and go

24 through it, Bao. And if you'll talk about each piece of

25 that. I know you've really thought through. There's a

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1 lot of renderings in the presentation, so stand by a

2 minute.

3 **MR. MA:** Okay.

4 **CHAIRMAN McCUSKER:** Go ahead, Bao.

5 **MR. MA:** All right. So this is the proposed

6 floor plan of the new layout for the space. We plan on

7 demolishing the old bar that was a sushi bar, and we're

8 going erect a larger bar in the center of the space. And

9 to the west of that bar -- of the bar will be a new dining

10 area. And on the --

11 Okay. So let's stop at the dining area. So

12 the west side is new dining, and then to the east of the

13 bar is going to be another dining area. We plan to

14 incorporate a long seating area along the north wall of

15 the space with banquets and booths.

16 And we have really put some time and thought

17 into how to decorate the place, the venue. And I've

18 already started the process of ordering a large cherry

19 blossom tree that we're going to feature in the main

20 dining area as well as a cherry blossom tree that's going

21 to be affixed to the west wall of the venue. The

22 significance of that, because cherry tree, you know, in my

23 language states that it's a sign of rebirth.

24 MiAn has been shuttered for the last three

25 years and with us moving to a space, we really feel that

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1 we're going to breathe life back to that venue. And with
2 our experience in the restaurant business and being here
3 for over 10 years, we really believe that it's going to
4 really take off. People are going to really love the new
5 concept that we're going to bring to the space.
6 And our intention is to remodel the entire
7 space and make it our own. Whatever remnant of MiAn that
8 was there before we're going to take out and put in our
9 touch and our vision of what we believe is going to really
10 make this space stand out from other places in downtown.
11 We're looking to invest quite a bit of money
12 into this renovation. And, as you can see, I spent a lot
13 of time in creating this 3D model myself so that we have a
14 better, clearer vision of what this space is going to look
15 like and really make it an awesome place to be where
16 people want to come. When they come, it's going to be an
17 experience, you know, the atmosphere, the food, the
18 service. Everything is going to be top notch.
19 Any other questions?
20 **CHAIRMAN McCUSKER:** I think you have a bid
21 there, Brandi. Can you pull up the contractor proposal?
22 I think there's an ask as well.
23 Go ahead and talk about your renovation budget.
24 **MR. MA:** All right. So the renovation budget
25 entails the demolition and construction of a new bar as

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1 well as the removal of the existing floor tiles. We'd
2 like to install some new, nicer flooring in that space as
3 well as remove the old wallpaper. We put in some new wall
4 coverings, some wall decor panels, some beautiful
5 chandeliers, lighting structures that is going to really
6 liven up the space, because right now the space is pretty
7 bare. There's not much decor. There's really no -- no
8 ambiance or no character to the space. What we want to do
9 is we want to add, you know, our touch to it, make it a
10 place where it's warm, it's inviting, it's lively, and
11 that's going to entail quite a bit.
12 And our ask from the GC bid is about \$629,000
13 to the renovations. And that's not including any
14 furniture, fixtures or equipment. I know that we're up
15 against a very short timeline, so there is an added fee
16 for a rush or expedited work order for this -- for this
17 job. And I've done my part and I've already got the --
18 **CHAIRMAN McCUSKER:** I think if you'll scroll
19 down, you'll see the bid. I think it's attached to this,
20 Bao.
21 **MS. HAGA-BLACKMAN:** You want the contract?
22 **CHAIRMAN McCUSKER:** Yeah, the contract, the bid
23 contract.
24 **MR. MA:** That is another document.
25 **CHAIRMAN McCUSKER:** I think it was in that

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1 document.
2 **MS. HAGA-BLACKMAN:** This one?
3 **MR. MA:** No, not this one. It's going to be
4 Mega Trend's bid. Let's see.
5 **MS. HAGA-BLACKMAN:** No, I don't think I have
6 that one.
7 **CHAIRMAN McCUSKER:** Was it at the LOI?
8 **MR. MA:** It should be --
9 Let me double check it.
10 **MS. HAGA-BLACKMAN:** I only have DMG.
11 **MR. MA:** Okay. Can I send you the updated bid
12 from the GC?
13 **MS. HAGA-BLACKMAN:** Yes.
14 **CHAIRMAN McCUSKER:** Yeah, e-mail that to
15 Brandi. We'll pull it up for you live.
16 And just go back to the numbers, kind of the
17 total renovation cost, and then go ahead and tell us what
18 you think you need from us.
19 **MR. MA:** Okay. So the total renovation cost
20 came out to 600 and some thousand dollars and we'd like to
21 ask for 354,000, which is half of that, and the remainder
22 we will pay ourselves out of pocket. And furniture,
23 pictures, tables and chairs are all going to be replaced.
24 We're going to pay it out of pocket ourselves for new
25 dining tables, new chairs. As of the last time that we

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1 were there, it was apparent that the tables were -- were
2 in bad condition, the chairs were not comfortable, and so
3 I've already started the process. We hired an interior
4 designer to help us create the space to be something
5 special as well as plateware and silverware. And I guess
6 that's it. That's pretty much our vision, is to really
7 make it really nice.
8 **CHAIRMAN McCUSKER:** And talk about your current
9 space. We've talked about helping you get out of that so
10 you can focus on the new restaurant. What's remaining on
11 the lease on your 6th Avenue location?
12 **MR. MA:** So as of right now currently, there is
13 27 months left remaining on the lease with Dabdoub
14 Investments, LLC. And I know that we spoke prior that Rio
15 Nuevo was willing to step in and help us find a sublessee
16 to take over the pace once we relocate to the new venue,
17 but right now we've taken the initiative to go out there
18 and look for somebody to take over the lease if someone is
19 willing to, you know, come in and do that. But in the
20 event that we're unable to find one, we would like to ask
21 for assistance from Rio Nuevo.
22 Our plan is to operate up until February, and
23 in mid-February we would -- we plan on shutting it down,
24 shutting down the old location, and hopefully our
25 projection for the project, we would hope to open by

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1 March 1st, 2024.
2 **MR. MARQUEZ:** Bao, does your current lease
3 allow for provision for you to sublease?
4 **MR. MA:** I went over the lease and I do not see
5 anything in there that states that we cannot, so I'm
6 thinking that the landlords are open to subleasing the
7 space out.
8 **CHAIRMAN McCUSKER:** As we approach the
9 landlord, this is good for downtown and maybe there's
10 something we can do to help them establish a new tenant.
11 What's the monthly rent, Bao, for the current
12 space?
13 **MR. MA:** Current rent all in is 7,400. That
14 includes taxes, CAMS, and base rent is 6,900.
15 **CHAIRMAN McCUSKER:** Do you expect to be out the
16 end of February?
17 **MR. MA:** Yes, at the end of February.
18 **MR. MARQUEZ:** And are you sending your numbers
19 to Brandi right now? Because the original number was --
20 the TI was 629, that is around 315, then you're asking for
21 354, which means your numbers are actually over 700,000.
22 **MR. MA:** Oh, that's because the GC number was
23 626, then we added in the other items that were not
24 included in the GC bid such as lighting, the cherry tree.
25 **CHAIRMAN McCUSKER:** We have it now, Bao.

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1 Go ahead and scroll down, Brandi.
2 So that's 574. Is that the one --
3 **MR. MA:** That's the old one.
4 **CHAIRMAN McCUSKER:** Try again.
5 **MR. MA:** There's a revised one.
6 **CHAIRMAN McCUSKER:** Brandi, you're sharing all
7 your e-mails.
8 **MR. MA:** Yes, that one. We found it, so Andy's
9 going to send that over to you right now, to Brandi.
10 **CHAIRMAN McCUSKER:** So in a nutshell, you'd
11 like to move in in March. You'd begin as soon as we get a
12 lease signed with you. The renovation estimate's a little
13 over 700. You're looking for half of that from us and we
14 would help you get out of your current lease.
15 **MR. MA:** Yes, sir. That's the plan.
16 **MR. LEVIN:** Mr. Chairman, if I might ask a
17 quick question.
18 For the lease that you currently have on 6th
19 Avenue --
20 **MR. MA:** Yes.
21 **MR. LEVIN:** -- do you anticipate that going up
22 at all between now and the new lease?
23 **MR. MA:** The lease increases three percent
24 every year and the increase won't occur until June of
25 2024.

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1 **MR. LEVIN:** Okay. Thank you.
2 **MR. MA:** You're welcome.
3 **MR. SHEAFE:** Did you say two percent?
4 **MR. MA:** Three percent.
5 **MR. SHEAFE:** Three percent?
6 **MR. MA:** Yes, sir.
7 **MR. POSTER:** This is Corky Poster. I had a
8 question about your time schedule. Do you have a set of
9 drawings that is in permit, do you have an anticipated
10 time when your permit will be released and do you have a
11 specific timeframe from your general contractor that gets
12 you to the date that you're discussing?
13 **MR. MA:** Yes. We currently have plans that are
14 being drawn up. I believe it's by VVC Architects. Vince
15 Catalano is the one that has redrawn the floor plan for
16 us. Right now it is in the stage -- engineering is going
17 over the drawings and we hope to submit that to the city
18 for review by the end of this week.
19 I've already talked to the GC. We're -- if
20 everything goes as planned, they are ready to roll this
21 week actually once we receive the keys. We plan on going
22 there and starting the demolition of the property, of the
23 space.
24 **MR. POSTER:** A quick follow-up question on
25 that. Do you have an estimate from Vince Catalano who, by

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1 the way, is very good at the work that he's doing, do you
2 have an estimate from him as to when the permit will be
3 issued? And I do know that you have the right to do a
4 fair amount of demolition work without a permit, so I'm
5 just wondering if that time schedule has been carefully
6 vetted and you have his -- his confirmation that that
7 sequence will work.
8 **MR. MA:** From what we got from Vince is that
9 the timeline right now for the city to review the plans
10 and to give a response is around 30 days, but if there is
11 any revision that needs to be done, I think my brother
12 says that we're going to use Stantec to submit the plans
13 to have it expedited for the reviews.
14 **MR. POSTER:** So you use a third-party reviewer.
15 That's a great idea.
16 **MR. MA:** Yes, we're using a third party, sir.
17 And I think the drawings that we're redoing, it doesn't
18 call for much of any -- it's just removing -- demoing the
19 old bar and the sushi bar and then erecting a new bar.
20 There's really nothing major electrical or any major
21 plumbing that's going to be needed to be glossed over by
22 the city review board, the city planning, so --
23 **MR. POSTER:** Thank you.
24 **MR. MA:** Yeah.
25 **CHAIRMAN McCUSKER:** Taunya, any questions?

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1 **MS. VILLICANA:** Yeah, just clarification on the
2 existing lease.
3 So, Mr. Ma, when you depart the end of
4 February, is there -- how many periods are left on the
5 remaining lease?
6 **MR. MA:** So by February I think we're going
7 to have 22 months left on the lease.
8 **CHAIRMAN McCUSKER:** Almost two years, yeah.
9 **MR. MA:** Almost two years.
10 **MS. VILLICANA:** Thank you.
11 **CHAIRMAN McCUSKER:** So if we were to relieve
12 that entirely, that's 80 grand a year times two. I think
13 we could get a subtenant in there where maybe we're not
14 exposed. Maybe we could even lease it before they vacate,
15 you know. So the conversation for us, I think, is do we
16 want to keep them focused on the new space, take some
17 financial responsibility on the old lease or maybe
18 renegotiate the old lease with Dabdoub so that they don't
19 have any financial obligation beyond March.
20 And, Brandi, bring that bid back up.
21 So that one was still a little short, Bao.
22 That was 615, so I don't know if we're (inaudible) so half
23 of that's 314. Do you have another bid that we're just
24 not seeing?
25 **MR. MA:** There's the itemized purchases

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1 spreadsheet. I don't think you guys have that.
2 Could you send that to Brandi, please?
3 Yes, she's going to be receiving a spreadsheet.
4 **CHAIRMAN McCUSKER:** So this -- could you send
5 all that to Brandi?
6 **MR. MA:** Yes.
7 **CHAIRMAN McCUSKER:** So send that along.
8 So this is 629,244 and this is a hard bid.
9 You're already drafting the permits. You're pretty
10 comfortable with the bid?
11 **MR. MA:** Yes, sir. We have another bid as well
12 from DMG Construction, however, I've worked with Mega
13 Trend before. They were involved in the renovation of the
14 existing space back in 2016.
15 **CHAIRMAN McCUSKER:** All right. Let's see the
16 add on memo you have. Did you send that to Brandi?
17 **MR. MA:** Yes, just now.
18 **CHAIRMAN McCUSKER:** Brandi, pull that up if you
19 would.
20 We didn't talk about your lease rate, but I
21 think it's the same -- the same lease we're paying as I
22 recall.
23 Edmund, isn't that right, it's a pass through?
24 **MR. MARQUEZ:** Correct.
25 Shay's got her hand up.

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1 **CHAIRMAN McCUSKER:** Shay, go ahead.
2 **MS. JIMENEZ:** Yeah. I just have a question
3 about the timeline. So why is it expedited? Why are you
4 all in such a rush? I just want to make sure we -- you
5 know, it seems like we need to make a vote today basically
6 to help you all on your timeline, so I just want to
7 understand that better.
8 **MR. MA:** Yeah. I think when we started the
9 negotiation process, this is about a month and a half ago,
10 the board was supposed to discuss this -- this LOI last
11 month, but some issues -- something happened and we had to
12 postpone it. And right now with the general contractor,
13 he was busy, but when I reached out to Ted Kline and his
14 son and told them about what we're planning to do, they
15 said they're willing to -- to do the work, step in and
16 take on the work, but it's going to require a lot of extra
17 manpower to get this finished in a short timeline.
18 We were hoping to open the new space in
19 February actually before the gem show, but with the delay
20 of last month's meeting being postponed, we're now past
21 that window, so we'd still like to get things done and
22 open up as soon as possible and we don't want to drag
23 things out any longer. The sooner we get in there, it's
24 best for both -- for all parties involved.
25 **CHAIRMAN McCUSKER:** So, Bao, go through this

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1 supplemental with us.
2 **MR. MA:** Okay. So these are the things that I
3 have reached out and got a pro forma invoice for the --
4 the cherry tree. \$6,250 is the tree that is going to be
5 affixed to the center of the dining room as well as the
6 tree on the wall, 6 250 for the main tree, 2,600 for the
7 tree on the wall.
8 The panels, these panels are going to be
9 lighted panels that we're going to install on the bar.
10 It's going to be illuminated. The columns that are in the
11 restaurant right now, we're going to remove the wood
12 panels and wrap them with these -- they're called
13 alabaster panels, which are translucent. That's the price
14 for the panels as well as the LED lights. These were
15 quotes that I received from the supplier over in China.
16 Wallpaper, wall coverings, I measured all the
17 wall square footage and picked out our wallpapering
18 material and it came out to, you know, about 1.89 a square
19 foot. And if you scroll down --
20 **CHAIRMAN McCUSKER:** Go down to the total. Let
21 me just do some math here with you.
22 Brandi, scroll all the way down.
23 Is that 78,754, Bao, the total?
24 **MR. MA:** Yes, that's the total, sir.
25 **CHAIRMAN McCUSKER:** So the other bid was

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1 629,244, and this one is 78,754. My calculator says
2 that's 707,998.
3 **MR. MA:** Yes, 707. Half of that would be 354,
4 I believe.
5 **MR. MARQUEZ:** That's it.
6 **CHAIRMAN McCUSKER:** Yeah, 354 exactly.
7 **MR. LEVIN:** Mr. Chairman?
8 **CHAIRMAN McCUSKER:** To Shay's point, some of
9 the reason you're trying to accelerate this is your
10 contractor availability, but if you do get open in March,
11 you're open for some of the gem show for sure.
12 **MR. MA:** Yes.
13 **MS. COX:** Well, if I could just interject, I
14 can certainly understand why they need to get started,
15 because you don't want to be opening in April and May when
16 we're going into summer, so you need a strong opening to
17 get through the summer.
18 **MR. MA:** You got it, exactly. So we've been
19 here through several summers and we know how summers are
20 here in Tucson. Pretty much business drops by 20 to 30
21 percent, so we'd like to have the space open prior to
22 summer coming around, let people know that this new venue,
23 this new space, is open. And really we're going to spend
24 a lot of money on marketing and advertising as well, get
25 the word out there, social media. I have some contacts

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1 with the local news station as well as magazines to let
2 them know of our intentions to relocate and what our plans
3 are. So there's going to be a lot of buzz about the space
4 once this opens up.
5 **MR. LEVIN:** Mr. Chairman, as I'm watching the
6 budget scroll by, I just want a clarification. Is the --
7 I see that signage was part of the TI that we're asking
8 for the 50 percent match on as far as assistance.
9 **MR. MA:** I believe so. The figures for the
10 signage is part of the ask, yes.
11 **CHAIRMAN McCUSKER:** You've included that as
12 hard costs.
13 **MR. MARQUEZ:** Yeah. It's a nice way to plus up
14 the property, too, you know, getting better signage.
15 **MS. COX:** We want that for others for sure.
16 **MR. SHEAFE:** Well, I think what Mike is
17 expressing is a little bit of confusion as to exactly what
18 is and what isn't to be included, and yet we're trying to
19 make a decision here. So what we might want to do is
20 structure a motion that would cover what we normally
21 require, authorize our participation, authorize the
22 production of an agreement, authorize counsel to do that
23 and authorize the executive officers to finalize it so
24 that Miss Saigon can move forward on their plans and then
25 have the details be worked out in that process.

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1 **CHAIRMAN McCUSKER:** You could, Chris, authorize
2 up to 354,000.
3 **MR. SHEAFE:** And we could put a cap on it. You
4 know, if it's 354, that's fine. We put a cap on it, and
5 then we know it won't go higher than that, but it might be
6 lower. For example, I was noticing that there are some
7 pretty sizable contingency numbers in what we were looking
8 at. And we aren't going to figure that out today, but we
9 won't get a perfect picture before, you know, they need to
10 move forward on their plan, so my thought would be to
11 structure it so that they can move forward and let these
12 details of how we work out of the lease, the transition to
13 the new area and what we participate in be established in
14 the agreement, which will follow our normal procedures of
15 what we include and not include. I could put that in a
16 motion, I think.
17 **CHAIRMAN McCUSKER:** Let's discuss the current
18 space before you do that. Are we inclined to give them
19 some assistance financially to get out of their current
20 lease?
21 **MR. SHEAFE:** Personally I think that's part of
22 it. And we probably can do a little better than what
23 they're thinking, because we have a little more
24 negotiating power, but expressing only my own view, I
25 would be inclined to do that.

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1 **MR. MARQUEZ:** The location of the other space
2 is so similar to the TEP property, it kind of makes it
3 easy. Like we could simply take over a lease, hire a
4 realtor and fill the space. We're Rio Nuevo. We have
5 incentive dollars to do so and we can, again, upgrade and
6 plus up that space as well and bring something exiting
7 downtown.
8 **MR. SHEAFE:** Well, not only that, Edmund, we're
9 already paying the one lease, so we're going to be paying
10 one way or the other.
11 **CHAIRMAN McCUSKER:** Your maximum exposure there
12 would be \$177,000. If you relieve them of the lease,
13 Dabdoub doesn't renegotiate the lease and we gets stuck
14 paying out the term, that's, you know, \$177,000. I do
15 think we would find a subtenant or I think Marcel would
16 work with us.
17 So what's on the table is we're the master
18 tenant. We would sublease to Miss Saigon at the same
19 terms we have. They've asked for \$354,000 of TI
20 assistance. You could cap that. We would relieve them of
21 their lease call it March 1st, 2024.
22 **MR. SHEAFE:** Subject to them making the
23 progress that's being represented here.
24 **CHAIRMAN McCUSKER:** Yeah. There's a lot of
25 details that have to be --

1 **MR. SHEAFE:** That's why we have to set it up
2 and have the details worked out with the agreement.

3 **MR. OSERAN:** Is that regard, I think it might
4 be useful to have some incentive for Mr. Dabdoub to
5 release them, you know, three months, six months, rent pay
6 out in exchange for having him release them from the
7 lease. Then we're not taking a chance on getting a
8 subtenant or not getting a subtenant but giving him some
9 incentive to release them from the existing lease.

10 **MR. SHEAFE:** Richard, you know that that will
11 be our first stop, but we're not going to figure that out
12 here, so I'm trying to figure out a way to get us in a
13 position where we're authorized to move forward so that
14 the Miss Saigon side can move forward and we can move
15 forward to get to the point where we actually resolve this
16 and fill that space.

17 **MR. LEVIN:** I have a question. I apologize,
18 Mr. Chairman.

19 Richard, would you be acceptable to if
20 Mr. Sheafe puts a motion forward that says that our first
21 line of action would be to attempt to provide a certain
22 amount of relief to the landlord and just be done with it
23 but still accepting the fact that if that does not work
24 out that we would find a subtenant?

25 **MR. OSERAN:** Yes. I think it's sort of implicit

1 executive officers to approve those agreements once
2 they're in final form.

3 **MR. MARQUEZ:** Go ahead and make the motion with
4 the dollar figures.

5 **MR. SHEAFE:** And then the only dollar figure I
6 would add is that the limitations on the lease transfer
7 will be less than 200,000, the limitations on the TI will
8 be maxed out at 354.

9 **CHAIRMAN McCUSKER:** So we really don't have a
10 motion. We have a novel. Do you want to -- let's kick in
11 first of all with our new members. This is a big project.
12 You've only seen it for the first time today. You know,
13 are you okay advancing it today? Do you want to take some
14 more time knowing that there is some urgency here?

15 Typically what would happen here is that you
16 would authorize it to be advanced and authorizing the new
17 executive officers to finalize the deal and counsel to
18 document that deal. If there's any substantial change, we
19 always bring it back to the full board. So that's kind of
20 how a motion like this would work. If you're comfortable,
21 Shay, Taunya, Corky, Richard, we do do this all the time.

22 **MR. POSTER:** As a new member that schedule
23 seems aggressive to me and the goals seem attainable, but
24 it's not attainable if we delay this any further, so I am
25 fully on board to move this forward as needed.

1 with what Chris said anyway, that we would use all
2 possible forms of negotiation to minimize the cost of Rio
3 Nuevo assuming that lease. I don't think we need a
4 sub-motion. You know, I can get on board with the motion
5 that I assume is going to be made shortly.

6 **MR. LEVIN:** Very good point. Thank you.

7 **CHAIRMAN McCUSKER:** We might make them separate
8 projects that are interrelated but they're really with
9 different parties, so if you were to authorize the Miss
10 Saigon TI assistance and sublease, that solves their
11 issue, and then we could have a motion to negotiate with
12 Dabdoub regarding his lease on 6th Avenue effective
13 March 1st of next year and look to negotiate a way out of
14 that or to help --

15 **MR. SHEAFE:** What I have in mind, Fletcher,
16 would be a motion that begins with the ending in mind by
17 saying that we approve the concept of moving Miss Saigon
18 into the TEP place and then handling each of the issues
19 that are involved with that, number one, the issue of
20 transitioning out of their existing rent into the new
21 Saigon place, number two, the issue of paying a portion of
22 the TI improvements and the TE place, number three,
23 facilitating this process in the fastest way possible to
24 accomplish all of that authorizing counsel to prepare the
25 agreements necessary to achieve it and authorizing the

1 **MR. OSERAN:** I am as well.

2 **CHAIRMAN McCUSKER:** Shay's nodding.

3 **MS. VILLICANA:** I agree. I think it's
4 something as a group agree to boundaries. The executive
5 team just work closely to make sure that we stay within
6 those and if anything further needs to be brought back, we
7 do that.

8 **CHAIRMAN McCUSKER:** All right. Mr. Sheafe,
9 start with I move.

10 **MR. SHEAFE:** I move.

11 **MS. VILLICANA:** I second.

12 **MR. SHEAFE:** -- that we put in place a
13 structure that will facilitate the transfer of Miss,
14 Saigon from its present location to the TEP location. I
15 move that we include in that process authorizing counsel
16 to prepare the agreements necessary to achieve that with
17 both Miss Saigon and, if necessary, with the present
18 landlord of their present location. I move that we agree
19 that we will follow our normal procedures in the
20 preparation of that document as to the amount that we will
21 participate in TI improvements in the new location to a
22 limit of 354,000, and I move that we respond to whatever
23 is necessary to accomplish getting Miss Saigon out of
24 their present lease by negotiating with the landlord to a
25 limit of 200,000 in accomplishing the transition.

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1 **MR. LEVIN:** Mr. Sheafe, as a point of
 2 clarification, is that one motion that you're wanting a
 3 second on or is that split into two or multiple motions?
 4 **MR. SHEAFE:** I think it's one motion frankly
 5 because it accomplishes the end goal, but that's me.
 6 **MR. MARQUEZ:** Just clarifying, because you said
 7 I move four times.
 8 **MR. SHEAFE:** Okay. Well, eliminate the last
 9 three.
 10 **MR. LEVIN:** If it is a single motion, I will
 11 second that motion.
 12 **CHAIRMAN McCUSKER:** I have a motion and a
 13 second to facilitate Miss Saigon's relocation to the TEP
 14 building with a cap on the TI investment of 314 -- 354,
 15 I'm sorry, and a cap on the current lease relief of
 16 \$200,000. And the motion authorizes the executive
 17 officers and counsel to complete those documents.
 18 Anybody else have a question?
 19 (No oral response).
 20 **CHAIRMAN McCUSKER:** Brandi, call the roll.
 21 **MS. HAGA-BLACKMAN:** Edmund Marquez.
 22 **MR. MARQUEZ:** Aye.
 23 **MS. HAGA-BLACKMAN:** Chris Sheafe.
 24 **MR. SHEAFE:** Aye.
 25 **MS. HAGA-BLACKMAN:** Corky Poster.

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1 **MR. POSTER:** Aye.
 2 **MS. HAGA-BLACKMAN:** Richard Oseran.
 3 **MR. OSERAN:** Aye.
 4 **MS. HAGA-BLACKMAN:** Taunya Villicana.
 5 **MS. VILLICANA:** Aye.
 6 **MS. HAGA-BLACKMAN:** Jannie Cox?
 7 **MS. COX:** Aye.
 8 **MS. HAGA-BLACKMAN:** Mike Levin?
 9 **MR. LEVIN:** Aye.
 10 **MS. HAGA-BLACKMAN:** Shay Jimenez?
 11 **MS. JIMENEZ:** Aye.
 12 **MS. HAGA-BLACKMAN:** Fletcher McCusker.
 13 **CHAIRMAN McCUSKER:** I vote aye.
 14 (Motion made, seconded and passed unanimously).
 15 **CHAIRMAN McCUSKER:** Is that nine? Did we get
 16 everybody?
 17 **MS. HAGA-BLACKMAN:** We did.
 18 **CHAIRMAN McCUSKER:** Okay. That motion is
 19 unanimous.
 20 Congratulations, guys. We're really --
 21 **MR. MA:** Thank you. Thank you so much.
 22 **CHAIRMAN McCUSKER:** You'll hear from legal
 23 counsel here shortly.
 24 **MR. MA:** Thank you so much.
 25 **CHAIRMAN McCUSKER:** Okay. Item next and last

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1 is the TPD item. The agenda covers it pretty nicely for
 2 our new members. If you haven't been aware, we elected a
 3 little over a year ago to support off-duty police
 4 downtown. Post COVID, there was a lot of activity, a lot
 5 of concern about the safety of our downtown, a lot of
 6 people downtown that had no business being downtown, so we
 7 authorized around \$500,000 to invest in off-duty police
 8 officers.
 9 They have filled every shift. We met with the
 10 chief and his senior staff a week ago and, seriously, they
 11 filled every single shift during this period of time. And
 12 the merchant support, Richard, I think you could speak to
 13 this, has been unbelievable.
 14 There's still some challenges. We stop this at
 15 10:30 at night, so there's still some challenges late
 16 night, particularly with the east side bars and frankly
 17 Cobra, so we're interested in expanding that to do that.
 18 Okay. Brandi reminded me of Dan's financial
 19 report, which I'll come back to.
 20 And we asked them how could we really help you
 21 be more expeditious, and they raised this idea of these
 22 ATVs or side-by-sides. They look like SWAT vehicles and
 23 would be mobile in our downtown. So it would take an
 24 action of the board basically to increase the budget. We
 25 want TPD to have the flexibility around how they -- how

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1 and where they station officers, if you're so inclined,
 2 and then to authorize two ATV vehicles at the cost of
 3 \$45,000 each.
 4 **MS. COX:** When you say increase the budget, we
 5 would certainly need to know what that means before we
 6 vote.
 7 **CHAIRMAN McCUSKER:** We don't have a hard
 8 number. It's currently 500. I think pick a number, 650,
 9 700. I don't think it needs to double.
 10 Edmund, I mean, I don't know how much we really
 11 want to increase the budget by, you know, but, you know, I
 12 would say 150, 200 grand kind of thing.
 13 **MR. MARQUEZ:** Right now we're doing an
 14 excellent job. TPD's very happy with the support and the
 15 numbers that we were able to see, which we probably should
 16 have shared, you can just see the crime and the drugs, et
 17 cetera, decreasing in the downtown area. Right now we're
 18 spending -- or investing about \$41,000 a month into TPD's
 19 presence downtown. If you increased it by another
 20 150,000, that's \$12,500 more per month.
 21 **MR. OSERAN:** The purchase of the ATVs, what
 22 would the purchase --
 23 **MR. MARQUEZ:** The 150 would go towards more
 24 personnel. We'd expand the hours. Right now they're
 25 going until 10:30 at night, but we seem to have some

1 activity when the bars get out that can be unsavory, so
2 we'd like to have some police officers there as well.

3 When we had a conversation with TPD, when you
4 have two officers on duty at a time and they have to go do
5 their rounds where they walk down Pennington and Scott
6 area or they walk down to Armory Park, when they leave the
7 Ronstadt Transit Center, that obviously leaves a gap in
8 time, so the discussion in an affordable way to do this
9 instead of just spending a lot more money on personnel was
10 to purchase two side-by-sides. So I would recommend --
11 I'm not a motion yet, we're still discussing, an
12 additional 12,500 a month, which is \$150,00 a year,
13 towards additional officers in the later hours and then an
14 additional \$90,000 to buy two side-by-sides so they could
15 do their surveying of the area in a vehicle, which would
16 be a little more -- it would be more efficient.

17 **MR. LEVIN:** Mr. Marquez, just a quick question.
18 Is it 35,000 per ATV or is there additional costs on top
19 of that that would take it to about 70,000?

20 **MR. MARQUEZ:** It's actually \$45,000 more per
21 vehicle. I think there's a typo there. It's 45,000, so
22 it's \$90,000 for the two side-by-sides. And they're
23 wrapped with police and they have the lights on them, they
24 have a presence. And, again, it would rolling through
25 Armory Park down Pennington to Scott, et cetera.

1 **CHAIRMAN McCUSKER:** The department would
2 actually acquire them. We would just provide the
3 proceeds.

4 **MR. OSERAN:** Aside from the vehicles, I'd like
5 to see them -- the time extended until 3:00 a.m., you know
6 some, adequate time past bar closing, because that's when
7 a lot of the damage is done, windows broken, whatever. I
8 certainly would like to see the time extended for the
9 officers to be available for the businesses.

10 **MR. MARQUEZ:** And that's the additional 150,000
11 right there.

12 **MR. OSERAN:** Well, if that would extend that.
13 You know, I don't know how many -- how much an hour that
14 is, but I think we need to give them enough money to get
15 them past bar closing.

16 **MR. LEVIN:** I would actually add on to that,
17 that I could see the value in the mobility issue as far as
18 having the two additional ATV vehicles to -- you know, to
19 facilitate them being more responsive and making them more
20 effective. I would support -- you know, I have a motion
21 in mind of providing an additional \$12,500 per month plus
22 authorizing up to \$90,000 towards the purchase of the two
23 all terrain vehicles for the officers to be more mobile
24 and be able to be more responsive in the downtown area.

25 **MR. OSERAN:** Is that a motion?

1 **MR. LEVIN:** I was putting it out there just in
2 case there was discussion, but I'm prepared to make a
3 motion.

4 **CHAIRMAN McCUSKER:** That's 140 manhours,
5 Richard, additional coverage, so they wanted the ability
6 to flex it. You probably don't need people at 3:00 in the
7 morning on a Tuesday, you know, so, you know, we -- we
8 want to give them the flexibility with our feedback and
9 merchants' feedback about how to structure that.

10 **MR. MARQUEZ:** There was also a conversation
11 about using CSO officers that may cost less for guiding
12 traffic on busy weekends when Second Saturday happens at
13 the same time as Dusk, et cetera, to try to get the
14 traffic flow flowing in downtown.

15 **CHAIRMAN McCUSKER:** So this would move the
16 budget from 41 to 53 a month plus the automobiles or
17 side-by-sides.

18 **MR. POSTER:** Can you clarify whether the
19 vehicles are a purchased assets that don't need to be
20 purchased next year or whether that's an annual cost?

21 **CHAIRMAN McCUSKER:** Purchase costs, so they
22 would probably be in service for however long these last.
23 A couple of years I would expect, Corky.

24 **MR. POSTER:** So that means that cost is spread
25 out over more than one year and perhaps several years.

1 **MR. SHEAFE:** Well, we account for it when we
2 write the check, so it's all cash up front.

3 **MR. POSTER:** No, I understand, but they won't
4 that coming back for the same question next year?

5 **MR. SHEAFE:** No.

6 **MR. LEVIN:** That was my understanding as well
7 as I was sort of framing a potential motion. The way I
8 heard it was that for \$90,000 we would assist TPD in
9 purchasing those two vehicles, but then because there's no
10 request being made of us for additional upkeep or
11 maintenance of those units, TPD would take care of that.

12 Does anybody have anything to the contrary of that?

13 **MR. MARQUEZ:** No.

14 **MR. LEVIN:** Okay. Mr. Chairman, I would put
15 forward a motion that would increase our allocation of
16 funds towards the Tucson Police Department's presence in
17 the downtown area by \$12,500 per month plus an additional
18 \$90,000 as a flat amount towards assisting TPD to purchase
19 two all terrain vehicles to assist with mobility of those
20 officers while they're on duty.

21 **MR. MARQUEZ:** Second.

22 **CHAIRMAN McCUSKER:** Everybody understand the
23 motion? It's both time, personnel commitment and two
24 vehicles committed.

25 **MS. JIMENEZ:** I just had a question.

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1 **CHAIRMAN McCUSKER:** Shay, go ahead.
2 **MS. JIMENEZ:** What are the ATVs, the vehicles?
3 That's the only thing I'm --
4 **MR. MARQUEZ:** Call them beefy golf carts and
5 they're about this tall (indicating).
6 **MS. JIMENEZ:** Okay. So it's not like a sport
7 utility vehicle that they're going to potentially come
8 into -- I guess I'm just worried about conflicts with
9 pedestrians because of how many pedestrians are downtown.
10 I mean, how does --
11 **CHAIRMAN McCUSKER:** I think, Brandi, you have a
12 photo.
13 There you go.
14 **MR. MARQUEZ:** There you go. That's a
15 side-by-side
16 **CHAIRMAN McCUSKER:** On the right.
17 **MR. MARQUEZ:** On the right.
18 **MR. LEVIN:** I could put out there that I own
19 one of those, and it is not the same as having a full SUV.
20 It is much easier to navigate, especially in tight
21 quarters, so I can picture how that will help them to get
22 around as opposed to -- and I think I used the term ATV,
23 but I think it's actually a UTV or side-by-side where it
24 is -- yeah, there's a roll cage for the safety of the
25 officers. It's also smaller than a regular vehicle, so

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1 it's easier for their mobility. I could see how that
2 would help them to assist in policing the downtown.
3 **MR. MARQUEZ:** I believe Taunya --
4 **CHAIRMAN McCUSKER:** They have to drive on the
5 streets. These aren't things that whip around on
6 sidewalks. It's basically just a visible police vehicle
7 that costs substantially less than a squad car.
8 **MS. JIMENEZ:** Okay. So it does go on the
9 street. It's not on -- okay. All right. I was just
10 trying to understand this vehicle, what it is. Thank you.
11 **MR. MARQUEZ:** Imagine multiple bars getting out
12 at what -- I don't know what time they close, 1:00 in the
13 morning. They get out at 1:00 o'clock -- or 2:00, sorry.
14 I go to bed at 8:00. So they all get out at 2:00 and
15 there's vehicles sitting out with officers. It's a great
16 presence for us downtown.
17 **CHAIRMAN McCUSKER:** All right. We have a
18 motion and second. Any other questions?
19 (No oral response).
20 **CHAIRMAN McCUSKER:** Brandi, call the roll.
21 **MS. HAGA-BLACKMAN:** Edmund Marquez.
22 **MR. MARQUEZ:** Aye.
23 **MS. HAGA-BLACKMAN:** Chris Sheafe.
24 **MR. SHEAFE:** Aye.
25 **MS. HAGA-BLACKMAN:** Corky Poster.

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1 **MR. POSTER:** Aye.
2 **MS. HAGA-BLACKMAN:** Richard Oseran.
3 **MR. OSERAN:** Aye.
4 **MS. HAGA-BLACKMAN:** Jannie Cox is muted.
5 Jannie?
6 **MR. SHEAFE:** Jannie, you're muted.
7 **MS. COX:** I apologize. Aye.
8 **MS. HAGA-BLACKMAN:** Mike Levin.
9 **MR. LEVIN:** Aye.
10 **MS. HAGA-BLACKMAN:** Shay Jimenez?
11 **MS. JIMENEZ:** Aye.
12 **MS. HAGA-BLACKMAN:** Taunya Villicana.
13 **MS. VILLICANA:** Aye.
14 **MS. HAGA-BLACKMAN:** Fletcher McCusker.
15 **CHAIRMAN McCUSKER:** Aye.
16 Nine's a hard number to count to. You have to
17 use both hands.
18 (Motion made, seconded and passed unanimously).
19 **CHAIRMAN McCUSKER:** That motion carries
20 unanimously. We'll be in touch with TPD.
21 **MR. SHEAFE:** Mr. Chairman.
22 **CHAIRMAN McCUSKER:** Go ahead.
23 **MR. SHEAFE:** We do need to get the financial
24 report in. For everybody's benefit, would you make sure
25 you call on Dan?

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1 **CHAIRMAN McCUSKER:** Yeah. So I think the
2 agenda generally kind of got jumbled around with our
3 introductions and handoff, but normally the thing we do is
4 the financial report.
5 Dan, if you're ready, let's run with that. I'm
6 going to table the minutes. We can deal with that later,
7 but let's go ahead and see this.
8 Dan, go ahead.
9 **MR. MEYERS:** Okay. So this is the cash
10 position as of October 31st in our operating funds, which
11 we have access and are unrestricted for the most part.
12 We've got almost \$10.4 million at the end of October. Our
13 debt service payment for our bonds of nearly \$700,000 is
14 the first thing to be paid, so that's restricted. The
15 Bank of Oklahoma trust department makes sure that money is
16 set aside, so the next cash we have available at the end
17 of October is about 9.6 million.
18 We kind of looked at an estimate of each
19 month's we'll call it profit. I'll say it's net cash that
20 we expect to generate each month based on I think a pretty
21 conservative budget of \$300,000 a month, so that's another
22 3.6 we expect to generate over the next year. And then
23 we've got a small reimbursement coming to us for some IT
24 work done at the TCC. We borrowed some money about a year
25 ago to fund that, and so I just need to request a

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1 reimbursement for \$50,000 to get back into our operating
2 funds. So that equals about \$13.3 million of cash we
3 expect to have within the next year.

4 The second page goes into detail of the
5 projects. I mentioned earlier there's about 40 projects
6 going on now. There's 42 line items on that page. You
7 can see the original commitment, what we've paid to date,
8 the remaining commitment. And on the far right side, we
9 tried to estimate what the overall cost of the projects
10 are down in the district. And I think Chris referred
11 earlier to a 10 to one ratio and, you know, that's pretty
12 close to -- close to where we're at now.

13 One thing that's going to change that is the
14 Bautista project. So we share a commitment on that. We
15 got that funded last month, so that's a huge project worth
16 \$110 million and we've only got a million of our cash into
17 it.

18 Anyways -- and then there's the \$12.8 million
19 or so of remaining commitments. We're trying to project
20 this out for the next year and I'm estimating about
21 2.5 million of that is going to be outside of a year, so
22 that shows kind of our commitment for the next year is
23 going to be about \$10.3 million.

24 So again we've got \$13.3 million expected to be
25 available. We've got outstanding commitments of 10.4, so,

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1 you know, that shows you about \$3 million that we've got
2 to give away at a nice pace.

3 Those numbers are based on a budget of
4 \$1.3 million a month. The actual revenues are typically
5 coming in closer to 1.4. August was a low month. We just
6 got a little over a million dollars. Don't panic about
7 that, because that is one of our largest baselines. It's
8 about \$400,000 higher than both July and September, so I'm
9 expecting our September numbers and our October numbers to
10 come in substantially above that, but as always, we have
11 to keep an eye on that and watch for any trends that may
12 be downward.

13 To cover my notes here down to one through
14 five, again, we've not received September and October's
15 TIF revenue yet. We generally get that about the, you
16 know, 20th, 25th of each month. We've got \$186,000
17 sitting in a capital account to make improvements to the
18 Tucson Convention Center. Those funds come from a
19 surcharge on the Tucson Roadrunner hockey tickets and we
20 just received last year's surcharges early this month, and
21 it was \$201,000. So \$100,000 of that would go into our
22 operating funds, 100,000 will go into that capital fund.
23 Again, I just -- as I said earlier, August TIF revenue was
24 a little over 1.1 million.

25 Just kind of a side note. If you're curious

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1 where most of our revenues come from, it's primarily two
2 areas. Retail so far has accounted for about 58 percent
3 of our revenue and restaurants and bars are about
4 25 percent. There's no other category that really exceeds
5 more than five percent. So, again, the retail with the
6 big box stores and the malls and stuff, a huge impact, and
7 the restaurants and bars as well.

8 I'm open for any questions if anybody's got
9 any.

10 **CHAIRMAN McCUSKER:** Dan, will you send a copy
11 of that to each of the members. It's also kind of
12 a (inaudible) and you can track the dollars. And then if
13 you have questions, you can ask Dan directly without
14 having to go back through the board members. So each of
15 you can see a copy of that, sit down with Dan.

16 I think the other thing that Dan has you'll
17 finds very interesting is an itemization of where our
18 money comes from by category, but also you can drill down
19 to a store. If you want to see what the Target on
20 Broadway's producing for us, we can drill down to that
21 level of an activity and you're free to peruse that if
22 you'll just reach out to Dan.

23 **MR. MEYERS:** Yeah. I think the one thing is
24 that, you know, based on the IGA, that information is
25 confidential and it's not to be distributed outside of the

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1 board, but feel free to ask any questions if you come
2 across any.

3 **CHAIRMAN McCUSKER:** You can see we're not
4 wealthy. You know, we've got \$3 million. With our past
5 leverage, that should produce 30 plus million dollars of
6 deal activity. It's not going to remediate a landfill,
7 it's not going to build a 20-story building, but we've
8 found a way to really maximize the amount of money we earn
9 and distribute it as we earn it.

10 Okay. I need a motion to adjourn. Thank you,
11 everybody. We're very grateful to our new members.

12 **MR. POSTER:** Before we adjourn, can we go
13 review upcoming meetings?

14 **CHAIRMAN McCUSKER:** We can. So right now,
15 Brandi, will you tell us the schedule for the next
16 meetings?

17 **MS. HAGA-BLACKMAN:** Yeah. Let me bring that
18 up.

19 **MR. POSTER:** I'm sorry. I just wanted to keep
20 my calendar open.

21 **MS. HAGA-BLACKMAN:** So typically -- so the next
22 one, unless you guys don't want to do another November
23 meeting, you can see right there the next two dates.

24 **CHAIRMAN McCUSKER:** We could have the meeting
25 if you want or we could suspend the November 28 meeting.

1 We usually meet early, Corky, before the Christmas
2 holiday.

3 **MR. POSTER:** Okay.

4 **MR. SHEAFE:** So that would mean that if we
5 suspended the November meeting, we would meet next on
6 December 19th at 1:00 p.m. rather than 2:00 p.m.

7 **CHAIRMAN McCUSKER:** If we agree we're at
8 1:00 o'clock. I think there are some scheduling issues
9 today. And then normally we meet the fourth Tuesday,
10 Brandi; is that right?

11 **MS. HAGA-BLACKMAN:** Right.

12 **CHAIRMAN McCUSKER:** Fourth Tuesday of every
13 month. And we can certainly meet more often if you want
14 to keep this November meeting. I think that we can
15 certainly do that if you'd rather.

16 **MR. OSERAN:** I'd move we suspend the November
17 meeting.

18 **MR. SHEAFE:** Second.

19 **CHAIRMAN McCUSKER:** All in favor say aye.
20 (Motion made, seconded and passed unanimously).

21 **CHAIRMAN McCUSKER:** Okay. We'll see everybody
22 December 19th. Take advantage of our staff. If you need
23 anything from us, you can talk to Mr. Collins.

24 You guys did a great job. Thank you very much.
25 (4:35 p.m.)

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