

In The Matter Of:

*Rio Nuevo
Board Meeting*

*11/21/2023
November 21, 2023*

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

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3 RIO NUEVO MULTIPURPOSE FACILITIES DISTRICT
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10 SPECIAL BOARD MEETING VIA ZOOM
11 Tucson, Arizona
12 November 21, 2023
13 9:08 a.m.
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21 REPORTED BY:
22 Thomas A. Woppert, RPR
23 AZ CCR No. 50476
24
25

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1 CHAIRMAN McCUSKER: Good morning, everyone.
2 Welcome to the special meeting for today.
3 Brandi, you have our flag handy?
4 I'll launch the pledge. It's been a while.
5 (Pledge of Allegiance)
6 CHAIRMAN McCUSKER: I may have to do that all
7 the time. The cadence was good.
8 Brandi, call the roll, please.
9 MR. HAGA-BLACKMAN: Fletcher McCusker.
10 CHAIRMAN McCUSKER: I'm here.
11 MR. HAGA-BLACKMAN: Taunya Villicana.
12 MS. VILLICANA: Present. Thank you.
13 MR. HAGA-BLACKMAN: Richard Oseran.
14 MR. OSERAN: Here.
15 MR. HAGA-BLACKMAN: Jannie Cox.
16 MS. COX: Here.
17 MR. HAGA-BLACKMAN: Chris Sheafe.
18 MR. SHEAFE: Here.
19 MR. HAGA-BLACKMAN: Edmund Marquez.
20 MR. MARQUEZ: Here.
21 MR. HAGA-BLACKMAN: Mike Levin.
22 MR. LEVIN: Here.
23 MR. HAGA-BLACKMAN: Corky Poster.
24 MR. POSTER: Here.
25 CHAIRMAN McCUSKER: And we're missing Shay.

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 * * * *
17
18 BE IT REMEMBERED that a special meeting of the
19 Board of Directors of the Rio Nuevo Multipurpose
20 Facilities District was held via ZOOM, in the City of
21 Tucson, State of Arizona, before THOMAS A. WOPPERT, RPR,
22 Certified Reporter No. 50476, on the 21st day of November
23 2023, commencing at the hour of 9:08 a.m.
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1 but, Brandi, you're trying to reach her; right?
2 Before we recess to exec, let me just -- since
3 we have a few participants already, the reason for today's
4 meeting is technical. We have an issue with our bylaws
5 matching the slate of officers, so we're going to attend
6 to that straightaway. And we have a number of things to
7 consider as it relates to our bylaws and the slate that we
8 elected at the last meeting. So nothing sinister, nothing
9 political. It's technical. I need a motion to recess to
10 executive session.
11 MR. SHEAFE: So moved.
12 MR. LEVIN: Second.
13 (Motion made, seconded and passed unanimously).
14 CHAIRMAN McCUSKER: Okay. So our members click
15 out of this meeting and then go to the other executive
16 committee link. We'll be back probably in 20 minutes.
17 (Recess)
18 CHAIRMAN McCUSKER: So I need a motion to
19 reconvene.
20 MS. COX: So moved.
21 MR. LEVIN: Second.
22 CHAIRMAN McCUSKER: All in favor say aye.
23 (Motion made, seconded and passed unanimously)
24 CHAIRMAN McCUSKER: Thank you, everybody.
25 Thank you for bearing with us through exec. Again, this

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1 is a technical meeting basically to address some dated
2 issues in our bylaws. I'm probably going to reorder the
3 agenda a tad given that we've seen bylaw amendments that
4 provide some flexibility for the board, so I think I'm
5 going to move to that immediately.
6 The reason we're having this meeting is kind of
7 addressed in item four. After the slate was nominated and
8 unanimously elected, we had some technical issues with
9 both the secretary position and the vice-chairman position
10 which the bylaw changes would resolve.
11 So we're going to do that straightaway. We're
12 going to discuss kind of just generally number six where
13 we all want to go with our officer's term, whether we have
14 three officers or four officers. I can combine six and
15 seven. And then we'll come back to four, which will allow
16 you to either continue with the slate that you elected at
17 the last meeting or we can address each officership on an
18 individual basis.
19 So I'm going to move to item eight, nine and
20 10. Brandi, if you'll pull up the bylaws that we saw in
21 the executive session.
22 I can't remember the last time we looked at the
23 bylaws, Mr. Collins. Do you?
24 **MR. COLLINS:** Friday, Saturday and Sunday.
25 **CHAIRMAN McCUSKER:** Yeah, I know.

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1 So these are the bylaws of the Rio Nuevo
2 District. Even though we're appointed by the state, we're
3 independent of the state and we determine our own
4 governance and we elect our own officers.
5 There was a humorous conversation in the last
6 meeting. The bylaws provided that the term is biannual,
7 and for the life of us, we couldn't tell you if that meant
8 every six months or every two years.
9 So, Brandi, if you'll scroll up to the
10 beginning, the other way, we're just going to go through
11 the entire bylaw set in public session, which would make
12 them effective -- if we vote today, effective as of this
13 meeting.
14 Items in yellow are changed. You can scroll
15 down. You can see we've changed our address to our
16 bungalow on Broadway.
17 Keep going.
18 **MR. HAGA-BLACKMAN:** That address is incorrect.
19 **CHAIRMAN McCUSKER:** Is the address wrong?
20 **MR. HAGA-BLACKMAN:** Yep.
21 **CHAIRMAN McCUSKER:** Which is the connect
22 address?
23 **MR. HAGA-BLACKMAN:** It's 1703.
24 **CHAIRMAN McCUSKER:** All right. So, Collins,
25 make note of that.

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1 **MR. COLLINS:** Yes, sir.
2 **CHAIRMAN McCUSKER:** Keep going. Go, go, go.
3 Okay. Stop at 4.14.
4 So the bylaws did not provide for the position
5 of vice-chairperson. The amendments would. That would
6 give the district four potential officers, a chairman, a
7 vice-chairman, a secretary and treasurer.
8 I don't know that we addressed it in the
9 bylaws, Mr. Collins, but I have also seen organizations
10 where the vice-chairmanship is attached to another
11 position, for example, vice-chairman/secretary,
12 vice-chairman/treasurer. I think this would provide that
13 same flexibility. Yes, no?
14 **MR. COLLINS:** I believe so, Mr. Chairman.
15 **CHAIRMAN McCUSKER:** All right. Keep going.
16 We addressed the vice-chairman. This is the
17 officers now under the amended bylaws, chairperson,
18 secretary, treasurer and, if we so desire, vice-chairman.
19 Term, we've solved the term issue. It's
20 clearly 24 months.
21 **MR. COLLINS:** Mr. Chairman.
22 **CHAIRMAN McCUSKER:** Go ahead, Mr. Collins.
23 **MR. COLLINS:** Since at some point we're going
24 to be discussing the motion that was made at the last
25 meeting, you might want to consider a small change to 6.2

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1 where it says, unless otherwise provided herein, or
2 authorized by a vote of the board. If we did that, then
3 these bylaws would work if the motion that was made at the
4 last meeting is reaffirmed.
5 Does that make any sense?
6 **CHAIRMAN McCUSKER:** Yeah, except it creates
7 like flexible terms. You know, I think -- I see what the
8 board says, but I think we would rather have a term that's
9 a term. And I think we could always approve a slate that
10 was shorter than the term, yes, but not longer.
11 **MR. LEVIN:** Mr. Chairman, I'd actually ask a
12 questions of Mr. Collins and Mr. Medcoff.
13 Do either one of them think that we can approve
14 a shorter term without that addition with the bylaws as
15 written?
16 **MR. COLLINS:** I'm comfortable with that,
17 Mr. Levin.
18 **CHAIRMAN McCUSKER:** So the message there is the
19 term would be 24 months. However, if the board --
20 majority of the board so agreed at a slate of officers as
21 we did with Corky's motion last meeting, you could shorten
22 the term temporarily, so it seems like we don't need any
23 additional language.
24 Tim, Mark, do you concur?
25 **MR. COLLINS:** I do.

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1 **MR. MEDCOFF:** My only concern is it says unless
2 otherwise provided herein, so herein refers to what's in
3 the document, and the document says it's either 24 months
4 unless there's a vacancy, and then you rely on the
5 language. So I would suggest that you give that
6 flexibility, Fletcher, because that's -- if the board's
7 inclination is to do what happened at the last board
8 meeting, then that vote would be different than what your
9 administrative rules say in writing.

10 **CHAIRMAN McCUSKER:** Then let's address that so
11 that it remains shorter, not longer, so we can increase
12 our terms, unless the board approves a shorter term.

13 **MR. MEDCOFF:** Correct.

14 **CHAIRMAN McCUSKER:** Mr. Collins, do you follow
15 that?

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

17 **CHAIRMAN McCUSKER:** Okay. Go ahead.
18 Secretary, this provides that the secretary may
19 or may not have the responsibility for signing checks.
20 Taunya in her position as a financial advisor
21 would not be allowed to sign our checks. This creates
22 flexibility for her and anybody else.

23 Go ahead.

24 Vice-chairman, either or. That's a -- just a
25 re-typo there.

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1 Go ahead.

2 Okay. So you can drop that.

3 So the way I have agendized that is by each of
4 the items. I suppose you have some liberty if you wanted
5 to move to approve the bylaws as --

6 **MR. SHEAFE:** Mr. Chairman, let me offer the
7 motion to approve the bylaws as presented with the
8 adjustment of the address and the adjustment of the
9 ability to shorten the timeframe for any particular
10 election and move forward. I'm thinking about Corky's
11 hard stop.

12 **CHAIRMAN McCUSKER:** So Mr. Sheafe has moved
13 that amended motion to approve the amended bylaws as
14 presented in executive session but also with the
15 amendments that we made here live. That would need a
16 second.

17 **MR. LEVIN:** Second.

18 **CHAIRMAN McCUSKER:** That's Mr. Levin, Tom.
19 Any discussion about what you're doing?
20 Anybody have a comment, concern?

21 **MR. MARQUEZ:** I have a comment.
22 We have nine board members. For all the years
23 I've been on Rio Nuevo, we've never filled nine, so it
24 makes sense to have four executive officers.
25 And a reminder for the new board members

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1 respectfully, there's a golden rule in exec, if we don't
2 all agree or if exec doesn't all agree unanimously, it
3 goes back to the board anyway, so there's a nice failsafe
4 there.

5 **CHAIRMAN McCUSKER:** Okay. So this would
6 approve the changes to the bylaws. It brings them
7 current, it addresses term, it provides for the
8 vice-chairman, it provides flexibility for the secretary.

9 **MR. POSTER:** This is Corky. I just wanted to
10 be clear about at least my personal views on the term. It
11 seems like we need the stability of a two-year term in
12 officers. That makes sense to me. But since we've had
13 such a substantial turnover in the membership of the board
14 recently and since my personal style is to get to know how
15 things are running and operating before any changes should
16 be made, that's why the bylaw changes hopefully will give
17 us the flexibility to have this first term shortened. So
18 I would be in support of that language, but I also wanted
19 to clarify the reasoning behind that.

20 **CHAIRMAN McCUSKER:** And, Mr. Collins, in the
21 adjustments we made, we can -- the board can decide to
22 shorten the term but not lengthen the term?

23 **MR. COLLINS:** Correct, Mr. Chairman.

24 **CHAIRMAN McCUSKER:** So the only thing we're
25 voting on right now is the bylaws themselves, not any of

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1 the officer candidates or any amendment to the term.
2 Everybody follow that?
3 Okay. Brandi, go ahead.

4 **MR. HAGA-BLACKMAN:** Mike Levin.
5 **MR. LEVIN:** Aye.
6 **MR. HAGA-BLACKMAN:** Corky Poster.
7 **MR. POSTER:** Aye.
8 **MR. HAGA-BLACKMAN:** Edmund Marquez.
9 **MR. MARQUEZ:** Aye.
10 **MR. HAGA-BLACKMAN:** Chris Sheafe.
11 **MR. SHEAFE:** Aye.
12 **MR. HAGA-BLACKMAN:** Jannie Cox.
13 **MS. COX:** Aye.
14 **MR. HAGA-BLACKMAN:** Taunya Villicana.
15 **MS. VILLICANA:** Aye.
16 **MR. HAGA-BLACKMAN:** Richard Oseran.
17 **MR. OSERAN:** Aye.
18 **MR. HAGA-BLACKMAN:** Shay Jimenez.
19 **MS. JIMENEZ:** Do we need all -- this goes back
20 to what Edmund just said. Do all the members -- I missed
21 the executive session, my apologies, so I'm a little bit
22 lost right now.

23 **CHAIRMAN McCUSKER:** So we're going to move to
24 that next in discussion only mode. All this does, Shay,
25 is give the bylaws some flexibility that if we --

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1 **MS.JIMENEZ:** Did you send these out ahead of
2 time? Did you already over go these in executive?
3 **CHAIRMAN McCUSKER:** No. The only thing we're
4 doing right now is the bylaws. So the --
5 **MS.JIMENEZ:** But the bylaws, did you send those
6 out in advance of the meeting?
7 **CHAIRMAN McCUSKER:** Yes, the original draft.
8 The --
9 **MS.JIMENEZ:** And then the changes that happened
10 just now?
11 **CHAIRMAN McCUSKER:** Yeah, plus the changes that
12 just happened.
13 **MR. MARQUEZ:** In executive session.
14 **MS.JIMENEZ:** Okay. Well, can I abstain? I
15 wasn't there and --
16 **CHAIRMAN McCUSKER:** You can absolutely abstain.
17 **MS.JIMENEZ:** All right. I would like to
18 abstain. Thank you.
19 **MR. HAGA-BLACKMAN:** Fletcher McCusker.
20 **CHAIRMAN McCUSKER:** I vote aye.
21 Thank you. Thank you to our attorneys for
22 cleaning up, especially the biannual. We now still don't
23 know what biannual means.
24 Mr. Levin.
25 **MR. LEVIN:** Just as a point of clarification,

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1 because -- and this is maybe a question for Mr. Collins
2 and Mr. Medcoff. Can I make a motion that reaffirms the
3 slate as was elected last --
4 **CHAIRMAN McCUSKER:** We're going to discuss that
5 before we take any motions, so I'm going to move two
6 items, six and seven, combined. So what I want us to do
7 is to discuss without any possible action what your
8 feelings are about the board, the number of officers,
9 the -- it doesn't address the current slate. It addresses
10 some of the things we've talked about as I've agendized
11 it.
12 There seems to be a desire at least on Corky's
13 part for the first slate to be shorter term. There is
14 some people that would like four members, there are other
15 people that would like three members, so before anybody
16 moves anything, I'd like everybody to have a chance to
17 speak to those issues.
18 **MR. LEVIN:** Along those lines, Mr. Chairman, I
19 agree with Mr. Poster's thoughts on the six-month initial
20 term for the slate. I think that's a good move just as
21 we're getting to know each other and then moving forward
22 as a full board of nine people.
23 I'd also just vocalize my personal opinion that
24 I believe that adding a fourth member to executive would
25 be valuable. I think it showed as a board that -- number

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1 one, that we're adjusting to the full board we have now
2 and then also with the fact that, you know, the previous
3 slate that we'll be discussing, you know, as it had been
4 discussed at the last meeting actually showed some very
5 inclusive nature to the new members as well and not just
6 being comprised of past members of the board but also
7 bringing on new members, new appointees.
8 **MR. SHEAFE:** I would like to express support
9 for the concept that Jannie put forth in her motion and
10 also the changes that we've just agreed to in the bylaws.
11 And when we get around to voting on it, hopefully Jannie
12 can put forth the motion again and we can just handle it
13 in one vote.
14 **CHAIRMAN McCUSKER:** Richard?
15 **MR. OSERAN:** I concur with Mike and Chris.
16 **MR. LEVIN:** And, Mr. Chairman, I might ask just
17 one point of clarification just to make sure I'm sure and
18 the people in the public session.
19 Taunya, with the changes to the bylaws, do you
20 feel comfortable still remaining -- if we were to vote the
21 same way we did the last time hypothetically as we haven't
22 made that motion yet, would you still be willing to be a
23 member of executive?
24 **MS. VILICANA:** I would. Thank you, Mike and
25 Fletcher and all, Chris and Richard, for your support. I

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1 definitely feel very comfortable with this new process in
2 place and certainly feel backed by my team behind me, so
3 thank you.
4 **MR. MARQUEZ:** And one point of clarity. Her
5 last name is Villicana.
6 **MR. LEVIN:** I led with your first name just
7 because i didn't want to massacre your last name in
8 attempting that, but thank you.
9 **MR. MARQUEZ:** You're wise beyond your years.
10 **CHAIRMAN McCUSKER:** Jannie.
11 **MS. COX:** Are you speaking to me?
12 **CHAIRMAN McCUSKER:** Yeah. Do you have an
13 opinion or a comment?
14 **MS. COX:** I do. Obviously I do have some very
15 strong opinion.
16 I'm noticing that --
17 Excuse me one second, because I notice that the
18 battery on my computer is getting low and I don't want to
19 disappear while I'm talking. Forgive me for this. I
20 didn't realize this was happening.
21 **MR. MARQUEZ:** I thought there was an earthquake
22 in Mexico for a second.
23 **MS. COX:** Not an earthquake. I apologize.
24 **MR. MARQUEZ:** We're bonding now.
25 **MR. SHEAFE:** It's starting to look like a

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1 volcano.

2 **MS. COX:** I've had you all disappear before

3 because my computer --

4 Okay. We are set. All right. My apologies

5 for that.

6 I agree with all of the conversation today.

7 And I'm really pleased to see it come the way it has. Not

8 necessarily the way it has, but having input from all of

9 our board members on how we move forward in the very best

10 way.

11 I would like -- my motion of November 14th

12 passed unanimously, but if it is the advice of counsel

13 that I rescind it, I'm willing to do so, but I would like

14 the following to be made part of the record:

15 I felt for some time that the concentration of

16 responsibility and control for Rio Nuevo was focused on

17 too few people. However, with only seven board members,

18 we had no other option. I've appreciated the calls from

19 counsel to prepare the members at large for the board

20 meetings; however, this practice is not consistent partly

21 because of the way projects come to the board and the

22 speed at which we address the requests that come before

23 us.

24 On October 21, after I had been removed by the

25 governor as a board member and the new board members had

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1 been named, I had lunch with Taunya to welcome her to the

2 board. Because we worked together in the '90s, we

3 discussed events that had transpired since that time. We

4 also talked about what it takes to be a good board member

5 at Rio Nuevo. It was a general conversation about time

6 commitment, and I shared with her that my time was only a

7 fraction of the commitment that the executive officers

8 make to Rio Nuevo.

9 Soon after that meeting, I called Mike Levin to

10 share that because we have a full board for the first time

11 in 12 years that we have an opportunity to broaden the

12 executive officers to four and that Taunya had the skills,

13 the background and the experience to be an excellent

14 executive officer.

15 I then called Mark Collins on the 14th -- the

16 morning of the 14th and I told him what I planned to do.

17 And I asked him, is this motion appropriate and can it be

18 implemented according to the rules by which we live. And

19 Mark said yes, it could. And at that time, I made a

20 decision that I was going to make that motion. I called

21 Mike Levin and I told Mike Levin and only Mike Levin that

22 I was going to make the motion. It's my understanding

23 that he called Tim Medcoff just to confirm that, yes, that

24 motion would be appropriate and could be implemented.

25 So if I need to amend, somehow modify my

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1 motion, I'm very willing to do that, but I wanted the

2 board and the public to know how this all transpired. So

3 thank you.

4 **CHAIRMAN McCUSKER:** Okay. Shay, do you want to

5 comment or question or -- I know you're catching up to

6 this. It's like drinking from a firehose.

7 **MS. JIMENEZ:** Yeah. I think it's about

8 governance, obviously, and leadership and opportunities

9 that are made and that's important to me as well and just

10 being here for the board, you know, trying to understand

11 all of this, you know, theory and practice and what's on

12 paper versus talking.

13 So the -- so yeah, all the changes that have

14 been proposed make sense to me. I think it's all really

15 great, steps in the right direction. And yeah, I just --

16 you know, I wanted to see -- yeah, I just would have liked

17 to have had a little more time to go through the document

18 the changes in the amendment. But other than that, yeah,

19 I feel like I'm ready to, yeah, move this forward.

20 But how -- but that's also part of why I wanted

21 to understand better, is how do -- do we always need a

22 unanimous vote or is it just majority vote for approval?

23 **CHAIRMAN McCUSKER:** So let me address Jannie's

24 comment about the executive officers and the quorum.

25 With a seven-member board, we had three

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1 executive officers. And we really are prohibited from

2 engaging with or involving anybody else in that process,

3 because it would -- we would quorum up, as they say.

4 You're going to have the same effect with four officers

5 and a nine-member board, so it limits the opportunities

6 for Mike, Corky, Richard, Shay and Jannie to participate

7 with the executive officers except in a public meeting.

8 And Edmund's been there, Jannie's been there forever. You

9 know, you're kind of in the dark between meetings.

10 There are a couple ways to address this. One

11 that Jannie mentioned is that the non-executive officers

12 are briefed routinely by counsel. You can meet with

13 counsel, you can meet with staff, you can keep abreast of

14 the conversations without engaging with the executive

15 officers.

16 The other is that we meet more often. You

17 know, we could meet every two weeks or, you know,

18 something that would keep you more in tuned.

19 With a three-member officership and we wanted

20 to pull Shay in to talk about an affordable housing

21 project, we could do that. With four members, we can't do

22 that, so we -- if we're going to go with four -- and I

23 like the slate, I voted for it, because it's two

24 appointees from the governor and it's two appointees from

25 the legislature and we've been striving to balance this

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1 board and to keep it nonpartisan. And I agree that Taunya
2 probably has more board experience than all of us. But it
3 will -- it will -- it will extend this conversation to all
4 of you who are not on exec, that you're going to be
5 relatively clueless about the business that we're
6 undertaking until we bring it to a meeting.
7 We've managed that. We tend to move really
8 quickly. A lot of things are under NDA, so they remain
9 confidential until we spring them on you in a public
10 session. And I don't know a way around that except to
11 meet more often.
12 **MR. MARQUEZ:** So first when I was a non-exec
13 board member, I was always chomping at the bit wanting to
14 learn more, do more, be more involved, be more impactful
15 as a Rio Nuevo board member, so we started what's called
16 drinking from the fire hose meetings. I didn't like
17 showing up to a board meeting and just trying to
18 comprehend the bowl of spaghetti, because the exec -- and
19 I've had the honor of serving on exec up to this point
20 depending on how the vote goes, exec is like a job. I
21 mean, you put hours daily into it. It's like literally --
22 I'll call it close to a full to a part-time job. So when
23 I came into the board meetings, I'm trying to like listen
24 to everything in the e-session, I'm trying to comprehend
25 so I do a really intelligent vote in the public session.

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1 So finally said, I can't drink from the firehose anymore,
2 I'd like to learn more, and so we were able to come up
3 with meetings where myself and pretty much Jannie -- me
4 and Jannie -- Jannie and I would get on a phone call with
5 Mark Collins and he would go through the agenda and go
6 through each point and all the questions that we had
7 through the agenda so I walked into the meetings much more
8 prepared and I could ask really intelligent questions and
9 I could vote according. So those meetings can happen.
10 Mark Collins or Tim Medcoff -- Tim's involved in more of
11 the deals nowadays, but you just schedule it with him and
12 plan a phone call and, boy, does it -- it opens up the
13 doors and the windows to Rio Nuevo by the time you get a
14 board meeting.
15 **MS. COX:** And I would just like to say that I
16 concur with Edmund's comments fully and we have -- those
17 meetings with counsel before the board meetings are
18 incredibly helpful in preparing us and, as Edmund said, to
19 be able to ask good questions, be able to participate in
20 the conversation. But those meetings have not been
21 consistent and, as I said, partly because the deals happen
22 so fast that the attorneys are scrambling to get ready for
23 the board meeting and don't always have time to have that
24 meeting. But I would say that with the number of new
25 board members we have, we should make it very regular that

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1 at least the day before a board meeting that every one of
2 the members at large has an opportunity to be on a call
3 with counsel, either Mark or Tim, to be advised of what
4 we're going to hear tomorrow.
5 **MR. POSTER:** I would like to regularize that.
6 I think -- Jannie, I really appreciate that comment, but
7 it seems to me that that ought to be a consistent
8 availability rather than each board member having to
9 initiate that call. I'm wondering if we could set up in
10 the time slot a week before every board meeting a meeting
11 with counsel and the non-executive members and have a
12 briefing at that meeting so, as Edmund suggests, we're up
13 to speed and understand at least as far up to date as it
14 could be exactly what's going to be discussed at the
15 meeting, because I for one would be uncomfortable going
16 into a board meeting cold and having to make important
17 financial decisions without being prepared to do that. So
18 I would suggest that --
19 **MS. COX:** I agree with you. I agree with you
20 100 percent. And that's what I intended to say. So if
21 what I just said isn't what Corky just said, then I
22 apologize, but that's what I meant. We need to regularize
23 a pre-board meeting information session with counsel and
24 members at large.
25 **MR. MARQUEZ:** And they used to be on a regular

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1 basis.
2 **MR. POSTER:** If we have five members meeting
3 with counsel, are we in violation of the open meeting law
4 or not?
5 **MR. COLLINS:** Yes.
6 **MR. POSTER:** We are?
7 **MR. COLLINS:** Yes.
8 **MR. POSTER:** So then we need --
9 **CHAIRMAN McCUSKER:** It would have to be two
10 meetings or you'd have to --
11 **MR. POSTER:** Two time slots a week before a
12 board meeting, I would very much feel comfortable with the
13 change in the bylaws to four members if we were able to do
14 that one week prior prep meeting for non-executive
15 members.
16 **MR. LEVIN:** And I might add I do agree with
17 Mr. Poster and with Ms. Cox. One thing, you know, prior
18 to the new slate or new board members coming on board, I
19 was the junior member and I was appreciating getting more
20 of these briefings ahead of time. One thing I came to
21 realize is that things move very quickly with the deals
22 that are coming to executive and that they're working on.
23 And I agree 100 percent about regularizing a meeting with
24 counsel. I wonder if a week -- if a lot of things would
25 happen within a week of our meeting and we might make it

1 even closer to when our regular board meeting is, either
2 the day before, the (inaudible) before just because
3 there's changes to these deals that are happening maybe
4 even the day before we'll have our regularly scheduled
5 meetings.

6 **MR. SHEAFE:** Is there any problem or
7 difficulty, Mark and Tim, if we were to hold a meeting
8 that's publicly posted a week in advance of a meeting that
9 would include the public agenda where the only purpose of
10 the meeting would be to agendize an executive session,
11 finish that and then actually come back in a public
12 meeting and have both the executive and the public
13 session?

14 **CHAIRMAN McCUSKER:** So long as the public is
15 invited to that meeting. So you can't have --

16 **MR. SHEAFE:** No, I'm saying that if we --

17 **CHAIRMAN McCUSKER:** That's my point, is we
18 could just meet more often.

19 **MR. SHEAFE:** Yeah. I mean, it's another way of
20 saying that, Fletcher, where we --

21 **CHAIRMAN McCUSKER:** It would have to be a full
22 board and open to the public.

23 **MR. SHEAFE:** Yeah.

24 **CHAIRMAN McCUSKER:** Now, one word of caution
25 about these briefings, and especially if they're several

1 is just learning how to deal with information. I don't
2 know if you could all meet more often if we wanted to do
3 that.

4 I think the other thing that will help the at
5 large members, we heard it in the intros, I do want to do
6 some sort of master plan, strategic plan. You know, we
7 know Shay wants us to focus on affordable housing, but we
8 could ignore that if we didn't respect her wishes, because
9 she can't interact with us now. But I think we can all
10 come together to set an agenda that binds your executive
11 officers to meet the board's intent. And I think one way
12 to do that is in a public strategic session. And we could
13 do those. We in fact have never done that. We have been
14 historically reactive, so --

15 But I do like the slate. I like the fact that
16 it's balanced. We had some technical issues implementing
17 it. There's no reason that Jannie can't move it again and
18 the bylaws now provide for the flexibility we would need
19 if we so approved that.

20 So unless anybody else has a comment during the
21 discussion only period, I'll move us to action.

22 So you have some options the way the agenda is
23 structured. Item number four would allow you to
24 reconsider to remove or to rescind the slate from the
25 November 14th meeting. If you rescind it, of course, it

1 days in advance of the public session. So when I bump
2 into you at the bar, Corky, and you go, oh, that bridge
3 you're building over the river is really a great idea, we
4 now have an open meeting law issue. So if you're briefed
5 by counsel, it's confidential, it's privileged. It's not
6 to be discussed with other members, it's not to be
7 discussed in the public. So that makes it really hard
8 even amongst the at large members. You know, if three of
9 you meet with attorneys today and two of you meet with
10 them tomorrow and you all bump into each other at the
11 Century Room --

12 **MS. COX:** We don't talk about it.

13 **CHAIRMAN McCUSKER:** -- you can't discuss Rio
14 Nuevo business. So it requires real discipline, which
15 most of us don't have naturally, and it's a terrible way
16 to run a business. I mean, all of us that have run a
17 company, if you could imagine that when you bump into your
18 executive leaders, you can't talk to them about business.
19 It's an impossible task, but it violates the law if we do.
20 So if we keep four members and you want to be briefed by
21 counsel, those -- you can't talk to us for sure and you
22 can't really talk to one another, you know, so it will
23 give you a much more -- and Edmund's been there. I don't
24 know how he managed that. Jannie's been on the board as a
25 non-executive officer for her entire term and some of it

1 has significant ramifications, because two of your
2 officers' positions were vacant before that motion was
3 passed. If you do that, the rest of the agenda is moot,
4 because you've approved the bylaws, we've discussed the
5 number of meetings and the number of board members.

6 So, Jannie, I'll turn the floor over to you.

7 **MR. SHEAFE:** Okay. Thank you, Fletcher.

8 In light of the fact that we now have a full
9 board for the first time in 13 years and in the interest
10 of having new members actively engaged, I move that we
11 expand the executive officers to four with the addition of
12 a vice-chairman and that the chairmen be Fletcher
13 McCusker, the vice-chairman, Edmund Marquez, secretary,
14 Taunya Villicana and treasurer, Chris Sheafe.

15 **MR. LEVIN:** I would second that.

16 **CHAIRMAN McCUSKER:** Okay. Comments? We kind
17 of beat it to death in the discussion only period. Unless
18 somebody has --

19 And the six month thing, Jannie, we want to
20 make sure that your motion provides for Corky's amendment.

21 **MS. COX:** I accept that amendment.

22 **MR. POSTER:** I probably should make it again --

23 **CHAIRMAN McCUSKER:** Go ahead.

24 **MR. POSTER:** -- now that we have new bylaws.
25 I'd like to propose a friendly amendment subject to Jannie

1 and the second's approval to limit the first slate of
2 board members for a term of six months and then subsequent
3 board members would be according to the bylaws. So this
4 first slate of six members, an amendment to make that term
5 six months.

6 **MS. COX:** I accept that amendment.

7 **MR. LEVIN:** I will amend my second.

8 **CHAIRMAN McCUSKER:** Okay. So we now have a
9 motion and a friendly amendment to nominate the slate that
10 was elected on the November 14th meeting and to accept
11 Corky's amendment that this initial term be six months.
12 That means I would amend election of the officers again
13 in the May meeting.

14 Brandi, you can call the roll.

15 **MR. HAGA-BLACKMAN:** Mike Levin.

16 **MR. LEVIN:** Aye.

17 **MR. HAGA-BLACKMAN:** Corky Poster.

18 **MR. POSTER:** Aye.

19 **MR. HAGA-BLACKMAN:** Edmund Marquez.

20 **MR. MARQUEZ:** Aye.

21 **MR. HAGA-BLACKMAN:** Chris Sheafe.

22 **MR. SHEAFE:** Aye.

23 **MR. HAGA-BLACKMAN:** Jannie Cox.

24 **MS. COX:** Aye.

25 **MR. HAGA-BLACKMAN:** Taunya Villicana.

1 **MS. VILICANA:** Aye.

2 **MR. HAGA-BLACKMAN:** Richard Oseran.

3 **MR. OSERAN:** Aye.

4 **MR. HAGA-BLACKMAN:** Shay Jimenez.

5 **MS. JIMENEZ:** Aye.

6 **MR. HAGA-BLACKMAN:** Fletcher McCusker.

7 **CHAIRMAN McCUSKER:** I vote aye.

8 (Motion made, seconded and passed unanimously).

9 **CHAIRMAN McCUSKER:** That's unanimous. It's
10 effective immediately, so, Taunya, get ready.

11 **MS. VILICANA:** Ready. Thank you.

12 **CHAIRMAN McCUSKER:** I need a motion to adjourn.

13 **MR. LEVIN:** So moved.

14 **MS. COX:** Second.

15 (Motion made, seconded and passed unanimously)

16 (10:19 a.m.)

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