

In The Matter Of:

*Rio Nuevo
Board Meeting*

*1/18/2024
January 18, 2024*

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

Original File 011824 Rio Nuevo.txt

Min-U-Script® with Word Index

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3 RIO NUEVO MULTIPURPOSE FACILITIES DISTRICT
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10 BOARD MEETING VIA ZOOM
11 Tucson, Arizona
12 January 18, 2024
13 1:07 p.m.
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20
21 REPORTED BY:
22 Thomas A. Woppert, RPR
23 AZ CCR No. 50476
24
25

FINK & ASSOCIATES
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1 CHAIRMAN McCUSKER: Good afternoon, everyone.
2 Welcome to the January Rio Nuevo meeting. Thank you for
3 those who joined us at our retreat last week. It was just
4 last Friday. It seems like yesterday and it seems like it
5 was months ago.
6 We're waiting for a couple people to log in,
7 but let's go ahead and launch the pledge.
8 Brandi, you have the flag.
9 And, Sheafe, you need to mute if you've got a
10 side conversation.
11 Jannie, do you want to lead the pledge?
12 MS. COX: Sure.
13 (Pledge of Allegiance)
14 CHAIRMAN McCUSKER: Wow, that was terrible.
15 MS. COX: Terrible, terrible.
16 MR. MARQUEZ: It sounded like a choir. That
17 was beautiful.
18 CHAIRMAN McCUSKER: It was in harmony, but it
19 wasn't in sync.
20 All right, Brandi, call the roll.
21 Shay is going to be late. We just got a text
22 from her.
23 Go ahead.
24 MS. HAGA-BLACKMAN: Corky Poster.
25 MR. POSTER: Present. Thank you.

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 Meyers, 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 18th day of January 2024,
24 commencing at the hour of 1:07 p.m.
25

1 MS. HAGA-BLACKMAN: Jannie Cox.
2 MS. COX: Here.
3 MS. HAGA-BLACKMAN: Hold on. Can you finish
4 attendance or can you --
5 Sorry. Taunya's calling.
6 Chris Sheafe.
7 MR. SHEAFE: (No oral response).
8 MS. HAGA-BLACKMAN: Edmund Marquez.
9 MR. MARQUEZ: Here.
10 MS. HAGA-BLACKMAN: Richard Oseran.
11 MR. OSERAN: Here.
12 MS. HAGA-BLACKMAN: Mike Levin.
13 MR. LEVIN: Here.
14 MS. HAGA-BLACKMAN: Fletcher McCusker.
15 CHAIRMAN McCUSKER: I'm here, too. It looks
16 like Taunya is trying to dial in.
17 Sheafe, you're muted, but we see you.
18 So Shay's excused for a little while, Taunya's
19 on her way. We do have a quorum.
20 So this is the time we set aside for executive
21 session. We need a motion to recess to exec.
22 MR. LEVIN: So moved.
23 MS. COX: Second.
24 CHAIRMAN McCUSKER: For our attendees, if
25 you're not a Rio Nuevo regular, we do go straight to exec.

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1 It typically takes about an hour, so we'll be back in the
 2 live meeting probably around 2:00, 2:10, 2:15.
 3 So, members, click out of this meeting and
 4 click on your executive session link.
 5 (Recess)
 6 **CHAIRMAN McCUSKER:** So we do have a quorum if
 7 someone wants to make a motion to reconvene.
 8 **MS. COX:** So moved.
 9 **MR. LEVIN:** Second.
 10 **CHAIRMAN McCUSKER:** All in favor say aye.
 11 (Motion made, seconded and passed unanimously).
 12 **CHAIRMAN McCUSKER:** I did neglect to approve
 13 the minutes before we adjourned to exec. They're
 14 transcribed. You all have a copy of that. Unless you --
 15 **MS. COX:** So moved.
 16 **MR. POSTER:** Second.
 17 **CHAIRMAN McCUSKER:** All in favor say aye.
 18 (Motion made, seconded and passed unanimously).
 19 **CHAIRMAN McCUSKER:** Thank you, everyone, for
 20 your patience. You can see we have a lot of stuff going
 21 on and a lot of stuff that required some significant input
 22 from our attorneys.
 23 We, as you can tell, remain very busy. We're
 24 having a great deal of fun. Thank you to the people that
 25 came to our retreat last week. We had about 25 people

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1 from the public attend that. And we have 100 ideas that
 2 came out of that between our own members and members of
 3 the public. We're going to work on that for a little
 4 while before we show it to you.
 5 And I like to brag about ratings that we get
 6 every now and then. I'm still pinching myself over this
 7 one, but just a few days ago, Conde Nast Travel identified
 8 the number one place you should visit in North America.
 9 Do you want to guess where it was?
 10 **MR. MARQUEZ:** Nogales.
 11 **CHAIRMAN McCUSKER:** No, close. Tucson --
 12 downtown Tucson --
 13 **MR. POSTER:** Barrio Viejo.
 14 **CHAIRMAN McCUSKER:** Downtown Tucson. Yeah, by
 15 the barrio as a necessity to see, but then they talked
 16 about the revitalization of downtown, talked about the Leo
 17 Kent Hotel, talked about a lot of the work that we're
 18 doing, so it's nice to see that kind of validation, you
 19 know. But it's still a little hard to believe that we're
 20 the number one destination in all of North America.
 21 We're going to touch on a lot of things in
 22 today's agenda. Let's start with money.
 23 Dan, if you're ready, let's get the financial
 24 update.
 25 **MR. MEYERS:** Dan Meyers. I'm the CFO here at

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1 Rio Nuevo.
 2 At the end of December, we had about
 3 \$10.7 million in our banks. Of that about 700,000 is held
 4 back to make our mortgage payment in January leaving us
 5 about \$10 million available. And every month we add to
 6 that. Our projected funds that are going to be available
 7 to spend within the next year, we estimate that to be
 8 \$300,000 a month. I've got some reimbursements coming
 9 from construction costs at the TCC and some of our IT
 10 costs, so we estimate to have about \$14.2 million
 11 available to fund projects for the next year.
 12 On the second page, you can see the list of all
 13 of our projects, the committed amount, what's been paid
 14 thus far and what remains to be paid. That's about 13.1
 15 million, but I estimate about 2 million of that will be
 16 paid outside of a year, so were really trying to focus on
 17 one year out for this report here. So that leaves \$11.1
 18 million we estimate to be paid on current projects for the
 19 next year, so that leaves about a net of \$3.1 million that
 20 we can use to fund projects that come our way.
 21 We have not received our TIF allocation for
 22 November yet, our board meeting's a little bit earlier
 23 than usual, but they let us know that we should get about
 24 \$1.3 million. It's a little bit disappointing, but that
 25 is what our budget is every month.

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1 We've got about \$300,000 in a restricted
 2 account to be used for hockey improvements at the TCC.
 3 And I think that pretty much summarizes where
 4 we stand as of now.
 5 Does anybody have any questions?
 6 **CHAIRMAN McCUSKER:** Put another way, we're
 7 spending money as we earn it, so if our income's about a
 8 million three, our overhead's about 900. A large part of
 9 that is debt service. Pretty lean, obviously. So, you
 10 know, we make 400 grand a month and that accumulates over
 11 time, and then we reinvest. So that really limits our
 12 ability to reinvest cash, which is part of the reason
 13 we've been so focused on rebates as a primary incentive.
 14 That's not current cash, but that does give
 15 away future cash, so we remain very -- we're certainly a
 16 going concern, but we have very limited dollars to
 17 reinvest.
 18 **MR. SHEAFE:** Mr. Chairman, just to make sure
 19 that everybody listening is aware of this, Dan's giving
 20 you numbers of money coming in, but every month we take
 21 money out of that pile and move it over because the rebate
 22 money gets rebated to those companies that we've worked
 23 the GPLET program where we get all this leverage. It's
 24 really a terrific program, but we need to remember that
 25 that doesn't happen absent those receipts. It actually is

1 part of those receipts.
2 So one of the reasons that we -- you just said
3 we have limited amounts is in part because a lot of the
4 money that we are receiving is allocated to the projects
5 you see listed and much of it also is allocated to revenue
6 stream reduction, because those monies go back to those
7 businesses that enjoyed the GPLET benefit for each of the
8 benefit agreements that we have out there, and that will
9 go on for quite some time.

10 **CHAIRMAN McCUSKER:** You know, that's an
11 interesting conversation. I haven't really thought about
12 it before, but in my prior life as a public company CEO,
13 Dan, we would call that gross revenue and net revenue. I
14 wonder if we should begin reporting our net revenue, which
15 would be offset by those items that are already committed
16 out of the gross revenue. That would immediately tell the
17 reader the difference between what we receive versus
18 what's available for us to spend.

19 **MR. MARQUEZ:** That would definitely give us a
20 clearer picture. That would be great.

21 **MR. SHEAFE:** I would be happy to make that
22 change. We had this discussion once before, and it was
23 decided to leave it the way it is, but I actually
24 personally would prefer what Fletcher is suggesting,
25 because I think it's an important distinction, especially

1 **MS. VILLICANA:** So to oversimplify anyone that
2 looks at these numbers, is it possible to restate it on
3 the balance sheet or just in the present -- basically
4 during our board meeting, I should say, state it as
5 investable funds available for the district? Even
6 if it's -- even if we slightly undercut it, so, Dan, if
7 you're doing some projections, you're probably thinking
8 along those lines of like what does that really look like
9 if the board comes back and approves certain projects and
10 you're thinking, okay, do we have those resources
11 available to meet that need. Is there just a way to
12 oversimplify it so that anyone looking at our -- you know,
13 our report would say oh, these are the monies still
14 available that can be put back into the district?

15 **MR. MEYERS:** Well, certainly. I mean we've
16 modified this report over the 10 years I've been here,
17 putting more information that's relevant and helpful, so I
18 can modify this any way that the board sees fit to get
19 that information.

20 **CHAIRMAN McCUSKER:** Dan, will you put that back
21 up, put your report back up?

22 Brandi, go to the top.
23 What's in the restricted amount? Is that an
24 agreement with our lenders?

25 **MR. MEYERS:** Yeah, that's the payment that's

1 when you're making decisions about projects.

2 **CHAIRMAN McCUSKER:** Well, we have a lot more
3 rebates now, too, so I think it's --

4 **MR. SHEAFE:** Yeah, it's growing.

5 **CHAIRMAN McCUSKER:** it gets lost in the
6 commitment column.

7 **MR. SHEAFE:** And hopefully it will continue to
8 grow, because it's the absolute best bargain that we can
9 make for granting increasing revenue streams -- creating
10 increasing revenue streams within the district without
11 putting up hard district cash.

12 Just to remind everybody, in almost every case,
13 rather than invest cash in projects, we have allowed
14 projects to get the benefit of their own revenue stream in
15 exchange for them putting up all the equity that it takes
16 to create it in the first place. And that's why the math
17 works out that we're basically a 10 to one leverage. It's
18 really great when you can do that.

19 **MR. MEYERS:** Our budget -- I've got \$100,000 a
20 month budgeted for rebates and it's gone anywhere from,
21 you know, like 70,000 to as much as 120. So like right
22 now, that's -- I think that \$100,000 is a good number.
23 But it will grow as we put more people on this rebate
24 program, so we need keep that in mind.

25 **CHAIRMAN McCUSKER:** Go ahead, Taunya.

1 got to be held aside to pay the next day, the first day of
2 the month.

3 **CHAIRMAN McCUSKER:** And that's taken out of the
4 far-right column?

5 **MR. MEYERS:** Taken out of the far left.

6 **CHAIRMAN McCUSKER:** You could just add another
7 column there, rebates, and that would give you a net
8 number.

9 **MR. MEYERS:** Well, the rebates -- the rebates
10 come in as we receive the TIF revenue, so it really
11 doesn't impact that schedule there yet until we get to
12 November.

13 **CHAIRMAN McCUSKER:** Well, take a look at it,
14 maybe show us some ideas next time.

15 **MR. MEYERS:** Okay. I'd be happy to, of course.
16 Anything else?

17 **CHAIRMAN McCUSKER:** Any other questions for
18 Dan?

19 (No oral response)

20 **CHAIRMAN McCUSKER:** All right. Thank you
21 again. We're ahead of last year substantially in terms of
22 revenue, so that's all good news.

23 First up, Ari and Ari, Whole Slice Pizza.

24 We've been really excited for you guys. I
25 think you're learning what we've known for some time,

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1 everything that we do takes longer and more money than we
2 originally thought, so welcome to our world.
3 You have some cost overruns that we've been
4 advised about. I know you wanted to kind of give us an
5 update on where your project stands.
6 Do you have a presentation or do we have a
7 PowerPoint or anything, Ari, that we're running?
8 **MR. SHAPIRO:** I don't really have a full
9 PowerPoint this time around, but we do have some recent
10 construction photos.
11 **CHAIRMAN McCUSKER:** Ari, take it away.
12 **MR. SHAPIRO:** Yeah. So, I mean, if you want to
13 just start with the state of current construction.
14 **CHAIRMAN McCUSKER:** Introduce yourself so you
15 get --
16 **MR. SHAPIRO:** Sorry. Ari Shapiro, and I'm one
17 of the partners in the project Whole Slice Pizza down in
18 the Monier Building in the Mercado District. And yes,
19 first of all, thank you for having us again. You know, we
20 were here about a year ago for the initial funding of this
21 project and, you know, we appreciate your commitment.
22 **CHAIRMAN McCUSKER:** Is that us buffering or is
23 that you buffering?
24 **MR. SHAPIRO:** I'm not sure.
25 **CHAIRMAN McCUSKER:** It looks like it's up now.

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1 See if you can get it to full screen.
2 **MS. VILLICANA:** Ari, why don't you also
3 introduce Travis.
4 **MR. SHAPIRO:** Okay. Yes.
5 Go ahead, Travis.
6 **MR. EVANS:** I'll introduce myself. I'm Ari's
7 business partner currently at Falora and also in Whole
8 Slice Pizza.
9 Thank you, Taunya. Appreciate it.
10 **MR. SHAPIRO:** Yes. I didn't want to leave that
11 out. I'm not sure of the formality aspects of these
12 agendas. It's only my second one.
13 **CHAIRMAN McCUSKER:** You've met all the
14 requirements by introducing both yourselves, but we're
15 still looking at baby pictures, so are you running this?
16 **MR. SHAPIRO:** I'm not running that.
17 **CHAIRMAN McCUSKER:** Brandi, can you take that
18 full screen?
19 (Discussion off the record)
20 **MR. SHAPIRO:** Yeah, so that's -- the walk-in
21 has been installed, and you can see the electric panel,
22 the wires are being pulled. You know, there's actual real
23 hard work being done in the space. We check on it
24 regularly and are very happy with the progress. It's --
25 you can sort of scroll through the photos if you like,

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1 Brandi.
2 You know, it's -- it's a -- it's a small space,
3 but obviously a little bit of a complicated build-out just
4 as all restaurants are these days and, you know,
5 particularly because of the sort of amount of equipment
6 that is going into, you know, a sub-500 square foot space.
7 We have a triple-deck pizza oven, you know, a two-ton
8 dough mixer, we've got the walk-in as you saw, and then,
9 of course, you know, lots of incidental equipment and
10 counter space and pizza display boxes and so forth, so --
11 but the state of the project couldn't be better and Travis
12 and I feel extremely good about an opening date of first
13 week of April to the public. So we're feeling good about
14 that.
15 And, you know, clearly we are here again in
16 front of the board, you know, about a year into the
17 project to ask for what Fletcher called the cost overruns,
18 which I would say, you know, are less of a cost overrun
19 issue and more of an outcome of getting in front of the
20 board maybe a little bit prematurely the first time
21 around. And that relates directly to Repp + McLain, who
22 is our general contractor on this project. You know,
23 they -- Page, who is one of the principals, they did us a
24 favor by bidding the project a little on the early side,
25 or I should say a lot of the early side, without really

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1 any sufficient info to get a hard number. And so there
2 were no NEP plans, there was no -- you know, very, very --
3 there were no plans at all actually, so, you know, he did
4 it kind of finger to the wind based on his experience.
5 We've worked together in the past, and so that was the
6 construction project that we presented to you about a year
7 ago.
8 Part of that final build-out number, if you
9 will, included our kitchen equipment package, which at
10 that time was from a vendor called AIS here in Tucson.
11 AIS has dropped out of doing commercial kitchens and just
12 focusing on their metal program. They have a lot of big
13 contracts with the government. We switched vendors to a
14 company out of Nashville called Catalyst, who also have
15 Tucson ties and I've worked with before. But the
16 equipment and machinery package has pretty much stayed
17 consistent. It's pretty much the same, you know, five or
18 six big items, and then, you know, incidental items. And
19 the number on that has not really changed.
20 Where the numbers did change was with the
21 general construction and subcontracting involved in this
22 project, particularly --
23 **CHAIRMAN McCUSKER:** Brandi, I think I saw a
24 budget or a financial PDF.
25 **MR. SHAPIRO:** So what we're looking at now is

1 the most recent budget from Repp + McLain, which, you
2 know, he's -- Page has really gone over this with a fine
3 tooth comb if you compare it -- I'm sorry, we don't have a
4 comparison, but, you know, it's in the record the first
5 time around when we presented to you, was much, much less
6 than this. It was, I think, just one or two pages and,
7 again, it was a very broad brush attempt to come up with a
8 number just so that we could get, you know, in front of
9 you guys.

10 And so this one we feel very good about. You
11 know, Page has said it's a little bit, you know, on the
12 cautious side, if you will, because, you know, we
13 certainly don't want to be in this position again where
14 there is a shortfall. So, you know, again, it's less of a
15 cost overrun and more just sort of a regretful error on
16 our part maybe coming too soon, you know, the first time
17 around.

18 But we feel very, very good about these
19 numbers. We don't feel like there's a lot of room for
20 play. We can get behind these numbers. We've gone over
21 them again and again.

22 **CHAIRMAN McCUSKER:** What was our original
23 commitment, Ari?

24 **MR. SHAPIRO:** So the original number was pretty
25 much almost \$100,000 less than this, so it was about 298,

1 299. You guys --

2 **CHAIRMAN McCUSKER:** We committed to half of
3 that.

4 **MR. SHAPIRO:** You committed to half of that
5 150,10. Your attorney took it down to 138 minus the
6 allowance that we're getting from Gadsden, so your
7 commitment said 150 on that sheet that Dan showed before.
8 Your commitment's actually currently 138.5.

9 **CHAIRMAN McCUSKER:** And does this 363 include
10 the 25 grand TI or is that still --

11 **MR. SHAPIRO:** Well, first of all, the end
12 number is 396, not 363, because we're including, you
13 know --

14 **CHAIRMAN McCUSKER:** Where did the TI allowance
15 go?

16 **MR. SHAPIRO:** So that's already been taken out,
17 and that was taken out vis-a-vis the first commitment, so
18 our current EBA contract reflects the subtraction of the
19 tenant allowance, so what we're asking for now is, you
20 know, a little help with the funding gap that Travis and I
21 are faced with, which is, again, about -- around -- let's
22 call it A round number of 100, which it is, and so we
23 would -- we would request 49,000 from Rio Nuevo to -- to
24 help finalize this project.

25 **CHAIRMAN McCUSKER:** Thank you for that.

1 Travis, anything you want to add?

2 **MR. EVANS:** No. Ari's got -- he covered it
3 all. Thank you.

4 **CHAIRMAN McCUSKER:** Any questions for Ari or
5 Travis?

6 **MR. POSTER:** This is Corky. I'm wondering what
7 portion of this budget is equipment that is not fixed to
8 the building, that is, moveable equipment versus installed
9 equipment by the general contractor. Do you know that
10 number, Ari?

11 **MR. SHAPIRO:** Yes. And hi, Corky.

12 **MR. POSTER:** Hi.

13 **MR. SHAPIRO:** Yeah, so that is a -- it's easy
14 to identify the number. It's harder to maybe hone in on
15 what the definition of fixed and unaffixed is. So the
16 equipment package as it stands now is 150,000. I had
17 submitted to Rio Nuevo a number of about 143 taking out
18 the clear incidental items like food processors and
19 counter top items and wire shelves, stuff that we would
20 consider walk-away items if you will.

21 So, you know, the main machinery involved in
22 this project is the triple-deck oven, the spiral dough
23 mixer, the walk-in, the pizza make table, the fixed
24 counter tops, the fixed shelves. And I would say that,
25 yes, the true number on that is maybe about 143 out of the

1 150. And those are all affixed vis-a-vis either bolted to
2 the wall, you know, hard installed, caulked to the wall
3 per the health department and so forth.

4 **MR. POSTER:** Thank you.

5 **MR. SHAPIRO:** And also, Corky, I'll just add
6 that those were all called out in the original EBA that we
7 currently have with you and we haven't really changed and
8 those were all identified as, you know, reimbursable
9 expenses in the current contract that we have with Rio
10 Nuevo. So this delta is really being driven by hard
11 construction costs coming from Repp + McLain.

12 **MS. COX:** Mr. Chairman, I move that we approve
13 this request for Whole Slice Pizza, an additional \$49,000
14 from Rio Nuevo.

15 **CHAIRMAN McCUSKER:** And add that the executive
16 officers can complete --

17 **MR. MARQUEZ:** I'd like to add another amendment
18 as well. I would say up to \$49,000 with giving our
19 attorney, Tim Medcoff, an opportunity to make sure that
20 we've got our line items correct.

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

22 **MR. LEVIN:** I'll second that.

23 **CHAIRMAN McCUSKER:** So we have a motion and a
24 second to authorize up to \$49,000, details to be worked
25 out by counsel and the executive officers.

1 Brandi, you can call the roll.
 2 **MS. HAGA-BLACKMAN:** Jannie Cox.
 3 **MS. COX:** Aye.
 4 **MS. HAGA-BLACKMAN:** Corky Poster.
 5 **MR. POSTER:** Aye.
 6 **MS. HAGA-BLACKMAN:** Chris Sheafe.
 7 **MR. SHEAFE:** Aye.
 8 **MS. HAGA-BLACKMAN:** Richard Oseran.
 9 **MR. OSERAN:** Aye.
 10 **MS. HAGA-BLACKMAN:** Edmund Marquez.
 11 **MR. MARQUEZ:** Aye.
 12 **MS. HAGA-BLACKMAN:** Shay Jimenez?
 13 **MS. JIMENEZ:** Aye.
 14 **MS. HAGA-BLACKMAN:** Taunya Villicana?
 15 **MS. VILLICANA:** Aye.
 16 **MS. HAGA-BLACKMAN:** Mike Levin.
 17 **MR. LEVIN:** Aye.
 18 **MS. HAGA-BLACKMAN:** Fletcher McCusker.
 19 **CHAIRMAN McCUSKER:** I vote aye.
 20 I'm still first in line over there, Ari, so --
 21 **MR. SHAPIRO:** Well, I think on behalf of Travis
 22 and I, you know, thank you very much. This will, you
 23 know, be the fifth business in the Rio Nuevo district that
 24 I will have been a part of or am currently a part of and
 25 we would love to just continue to have vibrant businesses

1 in the district, which we love, and we love what's
 2 happening there, you know, throughout it and we thank Rio
 3 Nuevo for all the wind that they put in the sails of
 4 entrepreneurs like Travis and I.
 5 **CHAIRMAN McCUSKER:** Thank you very much. Good
 6 luck.
 7 **MR. SHAPIRO:** Thank you.
 8 **CHAIRMAN McCUSKER:** Item number eight in our
 9 agenda, the Indian Trading Post, just some clarification
 10 on this agenda for those people that don't remember our
 11 transaction there.
 12 We had an option to acquire the so-called
 13 Indian Trading Post from the owners Bourn and Company. We
 14 bid out that property looking for a private sector
 15 partner. Zach Fenton won that award. He elected to buy
 16 the building directly, the price was a million five, if we
 17 would put up a half a million dollars toward that.
 18 We agreed to do that, but our portion of that
 19 purchase price was in the form of a note, which we are
 20 still paying off. Chris Sheafe has brought it to our
 21 attention and negotiated the opportunity to get a discount
 22 on that note if we pay it off early.
 23 Mr. Sheafe.
 24 **MR. SHEAFE:** I would simply move that we
 25 authorize Dan to pay the note in full provided that the

1 discount offered by Bourn reduces the amount of the note
 2 to the net left over after we make the full payment on
 3 that balance.
 4 Sorry for the confusion in the way I described
 5 it.
 6 **MS. VILLICANA:** Taunya, second.
 7 **CHAIRMAN McCUSKER:** Taunya seconded Mr.
 8 Sheafe's motion. If we approve, it would pay off this
 9 note early. They have offered us a discount. And I think
 10 it's carrying about a 10 percent interest rate, Chris, so
 11 that would create a substantial savings there as well.
 12 Any questions of Mr. Sheafe?
 13 (No oral response).
 14 **CHAIRMAN McCUSKER:** Brandi, you can call the
 15 roll.
 16 **MS. HAGA-BLACKMAN:** Jannie Cox.
 17 **MS. COX:** (No oral response).
 18 **MS. HAGA-BLACKMAN:** Jannie?
 19 **MR. MARQUEZ:** You're muted.
 20 **MS. COX:** Sorry. Aye. Excuse me.
 21 **MS. HAGA-BLACKMAN:** Richard Oseran.
 22 **MR. OSERAN:** Aye.
 23 **MS. HAGA-BLACKMAN:** Chris Sheafe.
 24 **MR. SHEAFE:** Aye.
 25 **MS. HAGA-BLACKMAN:** Shay Jimenez?

1 **MS. JIMENEZ:** Aye.
 2 **MS. HAGA-BLACKMAN:** Edmund Marquez.
 3 **MR. MARQUEZ:** Aye.
 4 **MS. HAGA-BLACKMAN:** Corky Poster?
 5 **MR. POSTER:** Aye.
 6 **MS. HAGA-BLACKMAN:** Taunya Villicana?
 7 **MS. VILLICANA:** Yes. Aye.
 8 **MS. HAGA-BLACKMAN:** Mike Levin.
 9 **MR. LEVIN:** Aye.
 10 **MS. HAGA-BLACKMAN:** Fletcher McCusker.
 11 **CHAIRMAN McCUSKER:** I heard my name loud and
 12 clear. Aye. That's unanimous.
 13 Chris, thank you for your help with that.
 14 I'm going to stay in order here. Number nine,
 15 master plan document. We have been encouraged by the
 16 state to develop a long-term master plan. We spent half
 17 an afternoon doing that last week with the full board and
 18 members of the public. We probably generated 40 different
 19 ideas that we're ferreting through. We think we might
 20 have a draft of this document in a couple of weeks, at
 21 which time we will distribute it to the public for
 22 comment, so stand by for that.
 23 Item number 10, the Friedman Block, once
 24 affectionately called The Doughnut Hole Block, one of the
 25 blocks that we took over on the Sunshine Mile, about a

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1 year ago, this was awarded to Grant Krueger, a very well
2 established restaurateur in Tucson. We were very eager to
3 help him get to the urban core. This was one of four
4 blocks that we bid out.
5 During the last year, it's been extremely
6 difficult for Grant to envision and deliver on this
7 project, primarily because of the parking issues. We had
8 given him a deadline of January 24. Basically he's asking
9 for some more time to continue to discuss his options for
10 that development.
11 So the current request is just for some
12 additional time that we would allow him to continue to
13 work on the project.
14 **MR. MARQUEZ:** Mr. Chair, I move that we extend
15 his agreement by an additional 90 days.
16 **MR. LEVIN:** I would second that.
17 **CHAIRMAN McCUSKER:** Ninety days from today;
18 right? There's not 90 --
19 There was no term, Mr. Collins, on the
20 agreement; right? It's an award. It's -- it's our
21 discretion as to when it terms?
22 **MR. COLLINS:** I don't believe there's any term
23 on that agreement, Mr. Chairman.
24 **CHAIRMAN McCUSKER:** So it would be 90 days from
25 today?

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1 **MR. MARQUEZ:** I believe there was a term on it.
2 We way want to take a look.
3 **CHAIRMAN McCUSKER:** If you make your motion 90
4 days from today, it wouldn't matter then.
5 **MR. MARQUEZ:** Okay. I'll make it 90 days from
6 today.
7 **MR. LEVIN:** I amend my second.
8 **CHAIRMAN McCUSKER:** Okay. So the motion --
9 **MR. SHEAFE:** May I have an amendment, Edmund,
10 that the motion include asking the Chairman to appoint
11 three members of the board to -- including Corky Poster as
12 one of them -- to deal directly with Grant during that
13 90-day period and hopefully come back to the board with a
14 full recommendation that would allow this project to move
15 forward with all of its negotiated needs pretty much
16 intact.
17 **MR. MARQUEZ:** I would accept that amendment.
18 **MR. LEVIN:** I amend my second.
19 **CHAIRMAN McCUSKER:** Okay. So we have a motion
20 to give Grant a 90 days from today extension. Mr. Sheafe
21 amended that to allow Mr. Marquez, Mr. Poster and I to
22 nurture that. We can do that and report back to the
23 board, so that's not an open meeting law issue.
24 Unless there's a question or a comment, Brandi,
25 you can call the roll.

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1 **MS. HAGA-BLACKMAN:** Jannie Cox.
2 **MS. COX:** Aye.
3 **MS. HAGA-BLACKMAN:** Richard Oseran.
4 **MR. OSERAN:** Aye.
5 **MS. HAGA-BLACKMAN:** Chris Sheafe?
6 **MR. SHEAFE:** Aye.
7 **MS. HAGA-BLACKMAN:** Shay Jimenez.
8 **MS. JIMENEZ:** Aye.
9 **MS. HAGA-BLACKMAN:** Edmund Marquez.
10 **MR. MARQUEZ:** Aye.
11 **MS. HAGA-BLACKMAN:** Corky Poster.
12 **MR. POSTER:** Aye.
13 **MS. HAGA-BLACKMAN:** Taunya.
14 **MS. VILICANA:** Aye.
15 **MS. HAGA-BLACKMAN:** Mike.
16 **MR. LEVIN:** Aye.
17 **MS. HAGA-BLACKMAN:** And Fletcher.
18 **CHAIRMAN McCUSKER:** Here, and I vote aye.
19 So when you announce Corky during roll-call,
20 you're going to have to say the Corky Poster kind of like
21 the Ohio State. Corky, you deserve that kind of status.
22 Number 11, I'm going to table. We are hopeful
23 to see a proposal today regarding opportunities for us to
24 erase some debt. We didn't get that. We'll deal with
25 that in the next meeting.

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1 Item 12 and 14 are similar, so just to
2 paraphrase what we're looking to do there, we have
3 historical commitments to Lerua's to help them relocate to
4 the Sunshine Mile. That's a half a million dollar
5 commitment. They've not been able to put that together
6 and they are prepared to surrender that project.
7 Likewise, the Boxyard Project, we have a
8 \$600,000 commitment to them and that developer has
9 indicated he can't feasibly address the issues with that
10 lot. I need a motion to terminate that agreement.
11 **MR. POSTER:** So moved.
12 **MS. COX:** Second.
13 **CHAIRMAN McCUSKER:** We're going to terminate
14 the Lerua's commitment. Dan, you can move that out of the
15 commitment file back to the general fund assuming the
16 board approves.
17 All in favor say aye.
18 (Motion made, seconded and passed unanimously).
19 **CHAIRMAN McCUSKER:** All right. Same thing,
20 item number 14, a motion to terminate the agreement with
21 the Boxyard development.
22 **MS. COX:** So moved.
23 **MR. LEVIN:** Second.
24 **CHAIRMAN McCUSKER:** All in favor say aye.
25 (Motion made, seconded and passed unanimously)

1 **CHAIRMAN McCUSKER:** Thank you.
2 I'm sorry. We hang in there as long as we can
3 with people, but both of these projects clearly weren't
4 going to come together, so we regret that we're moving on,
5 but I've got a feeling our paths will cross with both of
6 these developers again.
7 75 East Broadway, I think everyone knows we
8 have awarded that project to the Obie Companies of Eugene,
9 Oregon, really interesting boutique hotel developer. They
10 want to move to an agreement in writing with us. We've
11 seen that now from legal counsel, so I would need some
12 sorts of action from the board to authorize that
13 agreement.
14 **MR. SHEAFE:** I recommend -- or I move that we
15 authorize the agreement subject to the final wordsmithing
16 by counsel to provide assurance for Obie that they have an
17 exclusive right to finish their work and move their
18 project forward, and specifically that we have language
19 adjustments in the agreement as now drafted sufficient to
20 protect the district from any arbitrary action that would
21 be beyond our control.
22 Mark, is there anything about that motion that
23 bothers you?
24 **MR. COLLINS:** No, sir.
25 **CHAIRMAN McCUSKER:** Then it's linked.

1 **MR. COLLINS:** That's for you to say, Mr.
2 Chairman.
3 **CHAIRMAN McCUSKER:** Yeah. Well, it's my
4 prerogative, but we --
5 **MR. MARQUEZ:** I'll second that book.
6 **CHAIRMAN McCUSKER:** All right. We have a
7 motion and a second to authorize counsel to finalize the
8 agreement with some tweaks from us that allows exclusivity
9 to the Obese Companies and time to develop 75 East
10 Broadway.
11 Let's do a roll-call on this one.
12 Brandi, go ahead.
13 **MS. HAGA-BLACKMAN:** Jannie Cox.
14 **MS. COX:** Aye.
15 **MS. HAGA-BLACKMAN:** Richard.
16 **MR. OSERAN:** Aye.
17 **MS. HAGA-BLACKMAN:** Chris Sheafe.
18 **MR. SHEAFE:** Aye.
19 **MS. HAGA-BLACKMAN:** Shay.
20 **MS. JIMENEZ:** Aye.
21 **MS. HAGA-BLACKMAN:** Edmund.
22 **MR. MARQUEZ:** Aye.
23 **MS. HAGA-BLACKMAN:** The famous Corky Poster.
24 **CHAIRMAN McCUSKER:** There you go.
25 **MR. POSTER:** Aye.

1 **MS. HAGA-BLACKMAN:** Taunya.
2 **MS. VILICANA:** Aye.
3 **MS. HAGA-BLACKMAN:** Mike.
4 **MR. LEVIN:** Aye.
5 **MS. HAGA-BLACKMAN:** Fletcher.
6 **CHAIRMAN McCUSKER:** Aye.
7 Thank you, everyone. That's unanimous.
8 **MR. MARQUEZ:** Mr. Chairman, it's semi
9 irregular, but you've got Obie raising their hand as a
10 participant. I don't know if you want to do anything with
11 that.
12 **CHAIRMAN McCUSKER:** We have to move them over.
13 (Discussion off the record)
14 **CHAIRMAN McCUSKER:** So hello, Obie whoever you
15 are. Go ahead. You're live now. Can you hear us?
16 (Discussion off the record)
17 **MR. SHEAFE:** All right. So you're now in
18 public session with Rio Nuevo and we've just passed a
19 motion to give you the assurance that we need for you to
20 move forward with your project.
21 **MR. OBIE:** Thank you, Chairman Fletcher. This
22 is Brian Obie. I'm president of Obie Companies,
23 Incorporated. I would like to introduce you to the others
24 that are on the screen with me, because we plan to be
25 partners with you guys and gals for over the next two to

1 three years.
2 First we've got Casey Barrett, executive
3 vice-president of the company, Jessica Quinn, chief --
4 chief of staff and Irene Altucker, who is the
5 vice-president of real estate in our company. We've got
6 two others, I believe, with us, Seth Sherry, who is the
7 director of development, and then Curt Asmussen, who is
8 also an outlier as the vice-president of hospitality.
9 We also -- I believe we have Ron and Mark
10 Martel. I'm looking for them, but I don't see them on
11 there, but I believe they're along. And you've had
12 experience with them in the past and probably can handle
13 their introduction on that basis.
14 So thank you, Mr. Chairman, and members of the
15 board for both your confidence and the motion you made.
16 We appreciate that very much. We are looking forward with
17 a lot of anticipation on this project at 55 Scott. It's
18 an exciting place for us. We've spent a good deal of time
19 focused on that as well as the surround and look forward
20 to creating, frankly, a new center in Tucson and downtown
21 Tucson that will, we think, work well with everything that
22 you've done so far.
23 We're going to tell you we are in and out of a
24 lot of communities and we're certainly very impressed with
25 what you've accomplished in downtown Tucson. You've

1 accomplished what every other community we go to or are
2 invited to want to accomplish, so certainly my hat's off
3 and congratulations to you.

4 I've got a few slides, Chairman, if you'll
5 allow. I would like to show them to you to introduce
6 ourselves. Is that okay?

7 **CHAIRMAN McCUSKER:** Sure. We would need to
8 give him co-hosting capability.

9 You might have to go back -- we have a court
10 reporter, Brian, that transcribes every word, so you might
11 have to be a little more patient with your staffs' names,
12 so if you'll full do that slowly and spell if you need
13 to --

14 **MR. OBIE:** Very good. I'll start there then.

15 **CHAIRMAN McCUSKER:** By then you can launch
16 your --

17 **MR. SHEAFE:** Brian, while you're getting that
18 set up, Fletcher is probably going to tell you, I hope he
19 does, about a little acknowledgment that Tucson just
20 received.

21 **CHAIRMAN McCUSKER:** I don't know if you were in
22 the participant side when we launched. Had I known you
23 were coming, we would have thrown a party, but we just
24 heard this week that Conde Nast identified Tucson,
25 specifically downtown Tucson and the adjacent barrio, as

1 the experience that we have, but mostly people I introduce
2 you as well as some others with marketing and finance, et
3 cetera, that obviously we'll utilize in the project going
4 forward. We have about 150 people employed in our company
5 many of them -- many of them involved in the development
6 side.

7 We wanted to show you this project, because it
8 may have the closest resemblance to what could happen at
9 55 Scott. This is a combination of retail, hotel,
10 residential on the right. The light green buildings are
11 residential. You can see the Gordon Hotel in the
12 background and the Nike building here in the front, retail
13 on the ground floor, but the top two floors are co-working
14 space.

15 Between them is the alley. We wants to focus
16 on that, because this 55 Scott development has a real
17 potential there, and we'll get to that. I think the next
18 photograph will show you another version of that again.
19 On the right is the residential, the hotel in the
20 background and the alley.

21 Now, that photograph is actually taken from the
22 5th Street Public Market, and this is the 5th Street
23 Market Alley, so we encompass about five blocks here, but
24 we're focusing on one half block here that has someone of
25 a kinship or relationship to 55 Scott. But you can see

1 the number one site to visit in North America.

2 **MR. OBIE:** Wow. That's spectacular. That's
3 spectacular.

4 **CHAIRMAN McCUSKER:** It's really quite
5 unbelievable. And we know from your properties and the
6 quality you bring to your projects how instrumental you're
7 going to be in our future, so we're excited to have
8 this -- the document done. We've pledged anything we can
9 to help you be successful.

10 And you can just mention, if you care to, where
11 is our basketball team going to stay next week when we
12 play Oregon?

13 **MR. OBIE:** Well, they are staying -- as well as
14 their announcer, et cetera, are all staying at our hotel.
15 Momentarily we'll show you a photograph of that hotel.
16 We're pretty proud of it. That's the first hotel we
17 built. And every room has a fireplace and a butler's
18 closet, and many of them are themed and, who knows, maybe
19 they'll have some Arizona teams before we're done.

20 (Discussion off the record)

21 **MR. OBIE:** What you're looking at here I wanted
22 to introduce you to, because this is a photograph of our
23 leadership team. I want you to know that the guy in the
24 middle, if you add up all the other people's ages, they do
25 not reach the guy in the middle, so to give you an idea of

1 that alley is lined with retail.

2 We'll see the next photograph. This is what we
3 call the rally in the alley. You can see the hotel in the
4 background. We think that maybe we can get some Wildcats
5 downtown for a rally. That's a big screen above and we
6 bring -- really bring the university downtown, which has
7 been a goal here in Eugene and certainly is a goal, I'm
8 sure, in Tucson and it's all about people and all about
9 activity, creating activity and we've spent a lot of time
10 doing that. There's one thing about building, but you've
11 also got to manage them and market them, et cetera.

12 Here's our Inn at the 5th. That's where the
13 Arizona Wildcats will be staying in a couple of weeks,
14 perhaps others of you would join us. We'd love to have
15 you here. This hotel was our original hotel. We built a
16 second one, which was our third hotel, a block away called
17 the Gordon, which you saw there, just an idea of what can
18 happen in a confined space. This is an absolutely
19 spectacular boutique hotel. You can see the balcony, the
20 flowers, the porte cochere. This is where people want to
21 be in Eugene, this one or the Gordon.

22 There's a reason for both of them. This one is
23 very comfortable and very residential. The other one is a
24 little edgy and a little more activity going on. Maybe
25 there's another photograph on that. I forget.

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1 Let's move on to the next one just to show you
2 some of the things we're doing.
3 So here's our hotel in Boise. You can see the
4 porte cochere and the restaurant, et cetera, there.
5 That's a 110-room hotel, very successful, without question
6 the best hotel in Boise by any measurement, Trip Advisor,
7 et cetera. And I just came from there three days late
8 getting to Eugene because of the ice storm, but it's a
9 spectacular hotel as well are the other two.
10 Heres another shot of the Gordon. That's an
11 idea of what the rooms look like at one of our hotels. We
12 are on the upper end on our hotels, the inns are and the
13 Gordon as well.
14 I wanted you to see this. This is the interior
15 of the Gordon. That chandelier is Mason jars and it's
16 probably the most photographed things in our development.
17 Off to the left, you can't see it, there's a big -- what
18 we call the great wall, which goes two stories up but it
19 has photographs of Oregon and throughout Eugene,
20 particularly at the university, and then on the right,
21 there's a bar and a lounge.
22 I've got to tell you, pre-game days or game
23 days, you can't tell whether it's a hotel or a bar and it
24 is without question the city center. You can see the
25 alley in the background. That has -- we had -- we have

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1 moved, if you will, or transformed downtown Eugene with
2 this particular development. That alley has retail on
3 both sides of it. One side we call Makers Row, which is a
4 lot of small makers of goods, artists and T-shirts and
5 plants and candy, you name it, that are attractive to
6 visitors, and on the other side, both restaurants as well
7 as retailers. We have some -- in the market district some
8 45 retailers, Nike, Hanna's Ice Cream, too many to
9 mention. Irene's major task is -- on the property side as
10 vice-president of property is to make that side work,
11 knows it well. Irene will also be getting on a plane
12 tomorrow morning to be in Tucson for another week as she's
13 a resident there a good deal of the time and frankly is
14 responsible for us coming together over a year ago, which
15 we appreciate very much.
16 With that, you know, the next step for us --
17 Excuse me. 55 Scott, I want to spend a moment
18 on that. You can see the relationship to the buildings
19 across the alley. Those are owned by Marcel and Ron.
20 They're very important to this project. When we think
21 about this alley down the middle of it, we think about a
22 festival alley, one that has a lot going on in it,
23 probably some coverage of some type depending on the
24 shade, et cetera, we'll have to do some studies on that,
25 but we want to join those two half blocks with retail at

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1 the ground level as well as the hotel as well as
2 residential. And there's a great project that Marcel has
3 underway there on the development on the front side of
4 that and hopefully we can develop the alley in a way that
5 is attractive to all of downtown Tucson to migrate through
6 there as well as people getting on the streetcar going to
7 the university and throughout town.
8 One more slide, I think, on that. What's
9 particularly attractive to us, when you look at that,
10 you're looking at kind of Old Tucson, if you will, and
11 what we can do with that. The backsides of those
12 buildings and dressing up the ground level and then the
13 new buildings facing those with the alley in between will
14 create that festival marketplace, if you will, festival
15 alley. So it would be perfect with what's going on now
16 with the jazz festival. It will just be an absolute
17 gangbuster place for people to come to and have jazz going
18 on in there, eateries, you name it, to attract people in
19 and bring life to this part of downtown.
20 So that's our goal and that's our objective.
21 That's what we believe we can do. With your motion and
22 once we have this document signed, which I'm sure we will
23 thanks to your capable attorney and the work that your
24 members have been doing on this, we want to move forward
25 with market studies. We have some very quality groups to

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1 help us with the residential market studies as well as the
2 hospitality market studies. Those are very important to
3 guide us on -- there's no question we want to have both
4 those activities as well as retail, but, you know, there's
5 lots of different kinds of residents and lots of different
6 kinds of hotels in terms of the high-end boutique, et
7 cetera, et cetera, and we need to find out, you know, in
8 the marketplace where the opportunity is. We think we
9 know. We know it's got to be exciting.
10 But Gordon as an example has that -- what
11 they're calling the Gordon Tavern on the ground floor,
12 which again has become the center of Eugene. It also has
13 a secret bar on the ground floor that is the talk of the
14 town. Then on top we have Carlita's Tacos and Margaritas
15 and also on a nice day it is just an exciting place.
16 That's the kind of energy we want, we want to create, will
17 create with this development in downtown with people
18 living there and participating, perhaps being employed
19 there. We will do a lot of work on the uses, both the
20 retail uses at the ground level as well as the types of
21 uses that go on up from there.
22 So with that, I know I'm talking fast, but I'm
23 trying to recognize your agenda and I'd be glad to answer
24 any questions that you might have or if any of our members
25 on this end that would like to add anything that I

1 missed -- that I missed, go for it.
 2 **CHAIRMAN McCUSKER:** Brian, thank you very much.
 3 Edmund, I think you were acknowledging or did
 4 you have a comment or question?
 5 **MR. MARQUEZ:** No, I was just stretching. But I
 6 will say -- I will say I've been to the Obie Hotel in
 7 Eugene as the executive board knows. Blew my mind,
 8 visited the hotel and that outdoor complex and the Hanna's
 9 Ice Cream prior to us ever doing a deal here with Obie.
 10 I will say, Brian, I'm in the midst of reading
 11 your book, a very interesting story.
 12 **MR. OBIE:** Well, thank you. I appreciate that.
 13 **MR. OSERAN:** I do have a comment also. The
 14 project based on your past projects looks great and I'm
 15 particularly excited about the retail component, which is
 16 something we really need. It looks like you've done them
 17 successfully in several of your properties and that would
 18 be a great accomplishment in this one.
 19 **MR. OBIE:** Thank you.
 20 **MR. POSTER:** This is Corky Poster. I had a
 21 quick question. Do you have a sense of the predicted
 22 height of the building on the lot that you circled in
 23 yellow?
 24 **MR. OBIE:** We think it is likely seven floors.
 25 After seven floors, Casey is better to speak to that than

1 I am, elevation and cost.
 2 **MR. BARRETT:** Once you get above seven stories,
 3 it's a different structure type. I think that's going to
 4 be a reflection of our market studies once we understand
 5 what the right fix is based on residential and
 6 hospitality. It could be that we go up to 13 and it's a
 7 different construction type as opposed to post-tension
 8 slab with metal framing above, more of a sky -- I'm
 9 forgetting the word -- high-rise.
 10 **MR. OBIE:** Thank you for asking that question,
 11 because we will also be taking the pulse of the community.
 12 In addition to the market studies we'll have done by the
 13 outside, we will doing our own on the street in downtown
 14 Tucson taking the pulse, what do people want to see, what
 15 is needed, what's the energy. We spent a lot of time up
 16 front, because we want to hit that sweet spot. We want to
 17 hit it in a way that it is a very positive experience for
 18 all of us around.
 19 **CHAIRMAN McCUSKER:** Thank you. Good luck.
 20 Thank you. I didn't know you snuck in, but you're always
 21 welcome front door, back door. Thank you very much.
 22 Brian. I told you personally you're a true inspiration to
 23 me. I turn 75 this year. I think that's when you started
 24 your hotel business.
 25 **MR. OBIE:** That's pretty close. That's pretty

1 close.
 2 **CHAIRMAN McCUSKER:** So, you know, it encourages
 3 those of us who don't have any intention of retiring that
 4 there is life after your mid '70s, so --
 5 **MR. OBIE:** Right on.
 6 **CHAIRMAN McCUSKER:** You've surrounded yourself
 7 with really great people. We're eager to support this
 8 project, and welcome to Tucson.
 9 **MR. OBIE:** Thank you very much for having us
 10 today's and your confidence.
 11 **CHAIRMAN McCUSKER:** Thank you. Good luck,
 12 everybody.
 13 **MR. OBIE:** Hope to see you all up here in two
 14 weeks, the 27th of January, to see how the Ducks do with
 15 Arizona.
 16 **CHAIRMAN McCUSKER:** Thank you.
 17 Okay. Two more items on the agenda.
 18 Gadsden, Adam, I saw you online. You're up
 19 first.
 20 Hang on, Lindy, we'll get to you.
 21 Mr. Sheafe has talked to us in executive
 22 session about some of the work you want to do on the
 23 river. The river walk is a stretch -- I don't know if you
 24 have branded it over there yet, Jerry, nice to see you.
 25 You guys kind of want to talk about what you're --

1 **MR. POSTER:** Mr. Chairman -- Mr. Chairman,
 2 before we get on this agenda item, I'm going to recuse
 3 myself on this case. I've had past contractual
 4 relationships with Gadsden and working on the current one,
 5 so I will recuse myself.
 6 **CHAIRMAN McCUSKER:** Thank you, for that, Corky.
 7 Adam, you've got the floor.
 8 **MR. WEINSTEIN:** Thank you, Fletcher. I'm
 9 actually going to turn it over to Jerry. He wanted to
 10 take the lead on the communication today, so he's going to
 11 go ahead and introduce the item, and then we're going to
 12 bring in David Little from WLB, our civil engineer, to add
 13 some detail to that, and then we'll wrap it up with
 14 ourselves and PEG, our partner in Bautista.
 15 **MR. SHEAFE:** Jerry, do you hear this?
 16 **MR. DIXON:** Yes, I can. What I'd like to do is
 17 have the master plan slide showing.
 18 **CHAIRMAN McCUSKER:** Do we have those or do you
 19 guys --
 20 **MR. WEINSTEIN:** You do. Brandi's got them.
 21 **CHAIRMAN McCUSKER:** Thank you.
 22 **MR. SHEAFE:** It's probably taking a minute to
 23 load, I'm guessing.
 24 **MR. WEINSTEIN:** I guess so, yeah.
 25 **CHAIRMAN McCUSKER:** There's something going on

1 with Brandi's laptop.
 2 There you go.
 3 **MR. DIXON:** Everybody I think knows about the
 4 Mercado District, but it's a 35-acre parcel of land. It's
 5 by far the largest development in downtown Tucson. We
 6 think it's about 67 percent built out. It has either
 7 under construction, completed or in planning 126,000
 8 square feet of commercial and 920 residential units all
 9 the way from very inexpensive low income housing tax
 10 credit programs to the most expensive lot prices in the
 11 city of Tucson with 100 single family lots.
 12 And Rio Nuevo has hoped us three different
 13 times already in the Monier Building, the Annex building
 14 and the Bautista building to get the project going. I
 15 don't know if everyone knows this, but our company
 16 originally funded \$3.8 million into the streetcar to get
 17 it on the west side, which we did do, and hence higher
 18 (inaudible) was granted to our city.
 19 Right now we are requesting some assistance on
 20 a project from the Santa Cruz River Walk. A really
 21 important part of our program here is that blue line that
 22 goes through this master plan. It's up for sale that
 23 connects the walkability and the human scale of the
 24 urbanism to the project. And the river walk is a
 25 potential jewel that runs all the way from Congress to

1 Is that everything that you show there city?
 2 **MR. DIXON:** I believe it is, Adam, but confirm
 3 if that's not true.
 4 **MR. WEINSTEIN:** It's city owned and maintained
 5 by the county and Pima County Flood Control.
 6 **CHAIRMAN McCUSKER:** Have you had any
 7 conversation or presentations to the city about your plan?
 8 **MR. WEINSTEIN:** Nothing recently other than
 9 regrouping with them by way of the tri-party agreement
 10 that has to be put in place with Pima County and the city
 11 and further conversations with Tucson Water when they
 12 were -- because they were originally looking to have us
 13 take some off-channel water that was going to be used for
 14 recharge and pull it on site for a water feature, but you
 15 know the status of that at the moment, so they're not able
 16 to do that.
 17 So this has all been reviewed and approved by
 18 the city of Tucson as part of our development package and
 19 this current design that David Little is going to get into
 20 detail with you on has also been reviewed and blessed by
 21 Pima County Flood Control, so at this point, we're simply
 22 looking for potential participation and being able to move
 23 this forward as designed.
 24 So with that, I'll defer to David Little to
 25 walk through some of the design features and look at the

1 Cushing to the Gutierrez Bridge, but that's really an
 2 important thing.
 3 To date the city -- well, until recently, the
 4 city got to take a portion of the construction sales tax
 5 and use it for things that the development wanted to have
 6 happen in the public right-of-way.
 7 The construction numbers for the Bautista are
 8 \$81.7 million and there's a city component of the sales
 9 tax that's expired. What we're really asking for is Rio
 10 Nuevo to assume, if they can, that portion of the city
 11 sales tax and use it for the improvements not on our
 12 project but on the right-of-way, which is 100 feet wide
 13 and almost 1/4 mile long. And once that's done, it could
 14 be an example for the city property -- or Rio Nuevo's
 15 property south of Mission Lane all the way down to 22nd
 16 Street. So it's a potential win-win for everybody,
 17 because there's -- we're generating the sales tax, nobody
 18 else is coming up with the money, and we're putting in a
 19 public use that has leverage for the whole west side and
 20 the whole city of Tucson, so that's kind of a 30,000-foot
 21 overview of what we're trying to do.
 22 And then if you could skip to the fourth slide,
 23 I just want to show something that happens in our program
 24 every year.
 25 **CHAIRMAN McCUSKER:** Jerry, is that city owned?

1 overall connectivity.
 2 So, David, when you're -- when you're ready to
 3 do that, Brandi's got the slide up.
 4 And, Jerry, we'll back into that other slide of
 5 the All Souls Procession afterwards.
 6 **MR. DIXON:** Thank you.
 7 **MR. WEINSTEIN:** David.
 8 **MR. LITTLE:** Yes, David Little with the WLB
 9 Group. And I'll just kind of hit the highlights of what
 10 is in the river park.
 11 And, you know, as Adam said, we've been working
 12 with the flood control district quite a bit and they're
 13 fully versed in what we plan to do. It's really kind of a
 14 partnership with the flood control district because
 15 there's -- you know, there's aspects of things that will
 16 straddle the property line in terms of amenities between
 17 the Bautista project and the flood control project. There
 18 will be an agreement that we're working on with the flood
 19 control district for that.
 20 The elements of the river park is a combination
 21 of erosion protection, gabions and bank protection similar
 22 to what was done on Caterpillar to the south, but there's
 23 really quite a bit more planned for the area as opposed to
 24 just more or less bank protection on the Caterpillar site.
 25 One of the biggest elements of the river park

1 is the connection to the loop trail on the Santa Cruz
2 River and having a really -- as Jerry alluded to, having a
3 really strong pedestrian connection through the center of
4 the Bautista Plaza going all the way over to the Monier
5 building and even over farther into the Landers Apartments
6 to the west. So that's a strong pedestrian linkage with
7 the grand staircase and ADA ramps going up through the
8 center.

9 And then the other aspect of the -- you know,
10 transportation aspect or pedestrian/bike aspect of the
11 project is going up on Paseo De Los Zanjeros from the
12 north side of the Bautista building is having a strong
13 multi-use path connection for bicyclists. So if you're on
14 the loop path and you wanted to get over to the existing
15 Mercado or farther west, that will be a strong bicycle
16 path going up Zanjeros, so those are a big deal for the
17 project.

18 The other thing that the project will have is
19 up on top of the terraced area, basically, is some
20 amenities on top. So you'll see on the slide on the
21 screen where some of those keynotes are. Keynote two is a
22 terraced outdoor dining area. Keynote 20 is a decorative
23 fountain, which is really kind of a focal point of the
24 whole length through there on top of the slope, and then
25 some sort of -- with keynote 10 there, some sort of a

1 food and beverage being complete, additional expansion of
2 the MSA Annex, the completion of the Bautista, 16,000
3 square feet of commercial and retail, and -- and, as you
4 mentioned earlier, Jerry, basically completing a large
5 part of that 126,000 square foot footprint that we've
6 created in multiple phases. And that will ultimately be
7 further realized with the grand mercado on the parcel
8 that's currently marked number 19.

9 **MR. SHEAFE:** Could you, Adam, throw up the
10 slide, the preferred option that has more detail in it, so
11 members of the board could understand exactly what you're
12 talking about here?

13 **MR. WEINSTEIN:** Absolutely.

14 Brandi, would you mind bringing that slide up
15 for us?

16 David, I'll defer to you to walk a little bit
17 further through this on the specifics since this is really
18 more of an engineering drawing, but if you could just
19 identify in greater detail sort of the nature of the -- of
20 the trail system and kind of how everything flows and
21 spend a little bit of time focusing on that action plane
22 where the grand staircase is and how that's going to be a
23 really wonderful ceremonial viewing platform not only
24 during monsoon, but we see this as being a very
25 photographic opportunity for -- for members of the

1 bocce court or maybe even some kind of a play structure --
2 executive play structure, sculpture kind of a deal.

3 There's different ideas that we're talking about there.

4 As far as the river park, down on the river
5 park itself, there will be some riparian plantings. We
6 intend upon using the reclaimed water, the line that runs
7 through there. There's an existing tap off of that, so
8 we'll use reclaimed water for the area through there, and
9 then really just generally, you know, plantings and ground
10 cover from Cushing to Congress to dress up the esthetics
11 of the river.

12 Jerry, did you want to anything to that?

13 **MR. DIXON:** I think the walkability through the
14 paseo is an important thing to remember.

15 **MR. WEINSTEIN:** Well, the walkability of the
16 Paseo, the connection from the river park both for
17 pedestrian and cyclist activity is also going to generate
18 all of that upper tier access to the retail and -- and
19 food and beverage components and also be a secondary
20 conduit into the district as a whole, so we're getting
21 additional recapture on our overall vehicle trips and
22 visits and multi-modal trips and visits so that we're able
23 to continue to consolidate that overall retail activity
24 and move that into -- into its most realized phase now
25 that we will have the benefit of the Monier retail and the

1 community.

2 **MR. LITTLE:** Sure. Yeah, this drawing is what
3 we put together and is really the basis for the
4 understanding of the flood control district about where
5 we're headed with the final design. It's -- you know,
6 going along where it says Diamond Street Loop, that's the
7 existing multi-use path, the loop path. That's the
8 stretch through there. And then, as Adam said, in the
9 center is the grand staircase, so you have the grand
10 staircase and, to the right of the staircase, the ADA
11 ramps and landings that can get up to the top of the
12 terrace and then the rest of the staircase more towards
13 the west through there up into the upper tier.

14 And what you'll see is these -- these
15 cross-sections that we put together were largely for the
16 benefit of the flood control district to illustrate how
17 we're accomplishing the erosion protection, again similar
18 to what Caterpillar did to the south. That was the
19 purpose of that.

20 We've got some constraints that we're working
21 against. The large reclaimed water line going through
22 there, this was to demonstrate that we have adequate cover
23 on that water line working with Tucson Water. That was
24 one aspect of it.

25 And then the cross-sections really show the

1 difference in grade between the existing loop path up to
2 the site. So, generally speaking, this is the over bank
3 tier of the river and the overlook is the better part of
4 10 feet above -- the terrace is about 10 feet or even more
5 in some spots above that river park or the loop part south
6 through there.

7 So in the center is the grand staircase. You
8 can kind of see a series of switchbacks on ADA ramps for
9 pedestrians going up through there, the bottom one to get
10 to the middle tier of the staircase and then the much
11 longer one to get up on top. That's that center part.

12 Then if you look off to the right, that river
13 park walkway that we've got drawn in there, that could be
14 used for pedestrians, but really the main intention is to
15 get bicyclists up on Zanjeros.

16 The other thing that will happen is we've been
17 working a lot with the Sentinel Plaza owners and making
18 sure that there's a pedestrian connection directly from
19 Sentinel Plaza out to the river park, so you can see that
20 drawn there connecting up through there.

21 And then there's some pockets in here. We have
22 to be a little bit mindful of the existing water main and
23 planting directly on top of that, but in the areas that we
24 can away from the water line will be riparian plantings
25 and water harvesting and use of the reclaimed water.

1 part of the 100-year flood plain, but it's something that
2 will obviously see water on a much less frequent basis
3 than the main channel of the river. But yeah, that's the
4 idea, rather than do something very utilitarian is to do
5 it in a way that it looks good and gets some recreation
6 use by adding these paths and connections to the top part
7 of it.

8 **CHAIRMAN McCUSKER:** David, where is the Anza
9 Trail and the loop in relationship to these tiers?

10 **MR. LITTLE:** On the plan view at the top of the
11 screen, Diamond Street Loop, that's the existing multi use
12 path.

13 **CHAIRMAN McCUSKER:** And everything you're doing
14 is west of that; right?

15 **MR. LITTLE:** Correct. What we're going to do,
16 if you walk along the existing loop through there, you'll
17 see some rather unattractive gabions -- block gabions
18 through there. Those get removed and redone to look a
19 little better and also offset that existing multi-use path
20 with the idea of a couple things, having a four to five
21 foot wide area so you can walk along the loop in more of a
22 decomposed granite natural setting as opposed to walking
23 on the asphalt path and then also at the request of the
24 flood control district give some flexibility if they do
25 some day want to widen the path through there or do

1 **MR. SHEAFE:** I think it's important to note,
2 because it may not show up, being a developer, I've faced
3 this quite a bit, typically what happens is the hydrology
4 department at the county is faced with the responsibility
5 for creating a barrier that functions in a 500-year flood
6 event and then also a 100-year flood event. So if you
7 just do the engineering for that, you end up with a not
8 very attractive space that functions engineering-wise.
9 And, David, you correct me if I misstate that.

10 The value of this is that you take that same
11 space, create the same engineering value in terms of
12 hydrology but turn it into a recreation and kind of an
13 outstanding space for the community to use and enjoy that
14 creates economic benefit for current users as well as
15 having the ability to meet the needs of the hydrology.

16 And that's essentially what you've drawn here
17 by tiering it so that the lower tier contains the 100-year
18 event, the natural river bottom contains everything up to
19 that, and then the upper tier, which uses all kinds of
20 recreational space, is also there in the event that you
21 have that unusual 500-year event.

22 Is there anything I've said that isn't
23 accurate?

24 **MR. LITTLE:** Yeah, that's more or less the
25 case. It's actually -- that upper tier, it is actually

1 something slightly different.

2 **CHAIRMAN McCUSKER:** Thank you.

3 **MR. SHEAFE:** David, have you done an analysis
4 of the cost related to the amount of tax revenue that will
5 be generated back to the district? I know it can't be
6 exact at this time, but have you coordinated that so that
7 you realize there's enough -- if the board so moves to
8 allocate those funds, does that pretty well assure that
9 you can build all of it or what do you do if there's a
10 shortfall and what do you do if there's an excess?

11 **MR. WEINSTEIN:** Do you want to take that,
12 David, or do you want --

13 **MR. LITTLE:** If you want to go for it --

14 **MR. WEINSTEIN:** Sure.

15 So yes, Chris, we've done a fairly extensive
16 review and analysis through WLB and some of their
17 subcontractor input relative to the intended budget for
18 the full scope as shown in the preferred option. And, as
19 I may have mentioned in previous conversations with the
20 board, the construction sales tax component of the overall
21 development is above and beyond -- it's essentially a
22 bonus, if you will, above and beyond the -- the
23 projections that were used for the overall underwriting of
24 the transaction with Rio Nuevo and the prepaid rent and
25 the 25-year real estate tax abatement.

1 So this is just during the construction phase
2 period. It generates nearly six and a half
3 million dollars of construction sales tax and we are
4 requesting that Rio Nuevo consider reinvesting the Rio
5 Nuevo collective component of that in order to create this
6 enhancement for the community and create -- and jointly
7 create the public benefit, which will continue to draw
8 additional users and activity to the area, which will then
9 in turn be able to populate the retail and food and
10 beverage pieces, which will again help generate additional
11 sales tax revenue by creating another attraction for the
12 overall development area.

13 **CHAIRMAN McCUSKER:** I think our sales tax on
14 that is a couple million bucks, the Rio Nuevo portion,
15 call it a 100 million-dollar contract, you know, so I
16 don't know how far that goes around in your overall
17 budgeting. But it also sounds like you need that money up
18 front in order to fund the project, or do you see it
19 coming to you as the taxes are collected?

20 **MR. WEINSTEIN:** Well, I think that remains to
21 be seen. I think that based on where we're at with the
22 construction timeframe, we're essentially 18 months out
23 from completion. We're intending to deliver in June of
24 2025. We've just begun all the steel and framing, as I'm
25 sure some of you have seen if you have driven by recently

1 **MR. BREADY:** We're -- we're just crossing
2 20 million.

3 **MR. WEINSTEIN:** Thank you.

4 **MR. SHEAFE:** Dan, we have received some of that
5 money; is that correct?

6 **MR. MEYERS:** Yes, we have. And I think I need
7 to get with Adam or somebody over there and we should
8 really look at these numbers to see what Rio Nuevo
9 actually gets. We can go back. I think we started
10 receiving money in May.

11 **CHAIRMAN McCUSKER:** It will be in that range, a
12 couple million bucks over the -- I don't know how quickly
13 we get paid. It goes to the state, so you guys pay your
14 taxes, it goes to ADOR, it dribbles down to us about 90
15 days later, you know, so there might be some cash flow
16 issues for us in how quickly we have to advance money, but
17 it sounds like it can be fairly open ended, is what I
18 heard, Adam. If we would omit whatever our portion of
19 that is, you can manage the rest of the project cost. Is
20 it that simple?

21 **MR. WEINSTEIN:** I think that's right, Fletcher.

22 **MR. MEYERS:** Adam, this is Dan. I would like
23 to sit down with somebody and go over these numbers so you
24 see guys see what we actually get. And, you know, you're
25 familiar with how we reimburse the rebate, but this is a

1 so we're massively going vertical as we speak.
2 The intention here was to request to have the
3 funds disbursed during the latter phases, of course, of
4 construction in order to have the amenity completed and
5 built as part of the construction phase development. And
6 to date, we have generated \$1.2 million in overall
7 construction sales tax that's been paid through and coded
8 to the district and -- and that's the report that I got to
9 date based on EMJ Construction's feedback.

10 We also have Bready, our partner and
11 construction supervisor from PEG Development that's
12 supposed to be joined with us, but I know he was having
13 some technical difficulties with them getting onto the
14 Zoom, so I'm not sure if Brian's on at this point, but if
15 he is, Brian, if you'd like to add any color to that,
16 please -- please be our guest.

17 **MR. BREADY:** I'm on with Tanner.

18 **MR. WEINSTEIN:** Okay.

19 **MR. BREADY:** Those numbers sound right. That's
20 what I was able to pull off of the pay applications. EMJ
21 is properly coding those and the numbers that you've
22 presented are the correct numbers.

23 **MR. WEINSTEIN:** Thank you, Brian.

24 And how much has been spent to date on the
25 project out of the \$110 million construction budget?

1 pretty big number. I'd like to make sure we're -- we're
2 aligned with this.

3 **MR. WEINSTEIN:** Absolutely, Dan. I bring this
4 up every month with the team. We want to make sure that
5 everything that is intended to be captured is being
6 captured. And they've been pretty diligent about that, so
7 we'd love to take the opportunity to sit down with you,
8 myself and Brian, and go through that and make sure that
9 everything is to our understanding -- mutual
10 understanding.

11 **MR. SHEAFE:** Could I suggest -- I think we've
12 discussed this quite a bit, but, you know, a few years
13 ago, we made a commitment to help you get the performance
14 center in, which is on the north side of the annex, and I
15 think you might have a photograph, because I saw it flash
16 up here, of what that caused recently. Is Jerry around?
17 Can we throw that up just to show how some of these things
18 are turn out pretty darn special?

19 **MR. WEINSTEIN:** Yeah.

20 Do you have that one, Brandi.

21 **MS. HAGA-BLACKMAN:** Yeah. Let me -- here we
22 go.

23 **CHAIRMAN McCUSKER:** So I think we understand
24 the ask, we understand the value. I think it's a great
25 idea to set kind of a design standard for the river walk.

1 We could encourage that south all the way to 29th Street.
2 You know, I think the question for the board is, you know,
3 do you want to forego your portion of those construction
4 taxes and give them back to the developer.

5 **MR. MARQUEZ:** Dan, does this affect our
6 projected income, because we have obviously -- they're
7 million dollars into 110 million and, you know, we're
8 looking at our projected income. Does this affect it as
9 we start giving that back?

10 **MR. MEYERS:** I think what happens is, if that
11 money comes in to us, we lose the ability to invest in
12 other things, so I just think we need to decide if that's
13 where we want to spend -- spend those --

14 **CHAIRMAN McCUSKER:** To Edmund's question, it's
15 not in the 1.3 current budget. That would be in addition
16 to that budget.

17 **MR. MEYERS:** Right. That 1.3 is pretty much
18 based on where we stand right now, but we have collected
19 five months' worth of revenue from this and our -- our
20 income is, you know, 1.3, 1.4 so far this year, so we
21 haven't seen a big jump because of this.

22 **CHAIRMAN McCUSKER:** Mr. Sheafe, do you want to
23 make a motion?

24 **MR. SHEAFE:** I would make the motion that we
25 limit it to the actual amount that Rio Nuevo receives from

1 **MR. SHEAFE:** We have not put any money into
2 Bautista.

3 **CHAIRMAN McCUSKER:** That was part of the loan
4 that we got paid back and traded off. There's no current
5 commitments to them.

6 **MR. WEINSTEIN:** No. No. And it's important to
7 keep in mind that the construction sales tax generated
8 during the construction phase is above and beyond that
9 that was used for the modeling on the 25-year investment
10 in -- you know, in lieu of the GP lease and which factored
11 into the prepaid rent and those features when we put the
12 original transaction together. This additional -- this is
13 an additional \$6.5 million that is being generated for the
14 district by nature of our construction activity.

15 **MR. SHEAFE:** Let me correct you. You're
16 talking gross and what Fletcher had pointed out is what
17 filters through to us is quite a bit less than what you're
18 saying.

19 **CHAIRMAN McCUSKER:** Your motion simplified
20 that. It's whatever money we get we rebate back to them,
21 so --

22 **MR. SHEAFE:** Correct.

23 **CHAIRMAN McCUSKER:** But I did not hear a second
24 to that.

25 **MR. SHEAFE:** Yes, Taunya seconded.

1 the construction tax alone on the Bautista project and
2 authorize that amount to be allocated back to the
3 improvement of the river walk plan as proposed by Gadsden
4 to the limit of those funds.

5 **MS. VILLICANA:** I second that, Chris.

6 **MR. MEDCOFF:** Mr. Chair, if I might interject.
7 I just need some clarity.

8 Is the Bautista a GPLET currently?

9 **MR. SHEAFE:** No, not yet. It will be.

10 **CHAIRMAN McCUSKER:** It will be when they're
11 finished.

12 **MR. MEDCOFF:** Okay. Because the reality is, if
13 you're going to use TIF dollars, it has to be a GPLET with
14 a development agreement. The alternative is the
15 TIF dollars that come in on the sales tax, you could do
16 the equivalent from the non-TIF bucket, but --

17 **CHAIRMAN McCUSKER:** That's a lot of money for
18 non -- but I do -- the plan is, after COO, we put a GPLET
19 there, right, Adam?

20 **MR. WEINSTEIN:** Yes, those documents were
21 already executed.

22 **CHAIRMAN McCUSKER:** And so this will be Rio
23 Nuevo owned.

24 **MR. MARQUEZ:** Remind me. Do we have a
25 commitment on Bautista itself?

1 **CHAIRMAN McCUSKER:** Taunya, you seconded?

2 **MR. MEDCOFF:** And, Mr. Chair, if I may, Mark,
3 you can correct me if I'm wrong, but if there isn't an
4 active GPLET and development agreement in place, then the
5 TIF dollars that are generated by the construction cannot
6 be transferred directly over, it has to be non-TIF dollars
7 that's the financial equivalent. So hypothetically, if
8 the TIF dollars that run in from the construction is a
9 million dollars, you can't actually transfer the
10 TIF dollars over, you'd have to use non-TIF dollars for
11 the million bucks of the equivalent.

12 **CHAIRMAN McCUSKER:** Adam, if you could wait on
13 this money until the GPLET's in place, it would work
14 better for us, because we can use state dollars, but it
15 doesn't sound like that helps your cash flow.

16 **MR. WEINSTEIN:** No, it doesn't in terms of the
17 timing and the course of construction.

18 Brian, I don't know if you want to speak to
19 that at all, but I'm confident that there's a way to -- to
20 work it out so that it -- so that we can time it together.
21 I think we need to maybe explore a bit more with Mark.

22 Mark, even though the instrument isn't in place
23 and service at this point in time, I think it's fairly
24 arguable that the underlying documents for the transaction
25 are currently in place and it already triggers by nature a

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1 presentation of C of O that the instrument is immediately
 2 activated. There's nothing further that needs to be
 3 transacted among the parties in order to trigger that
 4 event.
 5 **MR. COLLINS:** I generally agree with that.
 6 **MR. SHEAFE:** I would accept and amend my
 7 motion.
 8 **CHAIRMAN McCUSKER:** The statute requires state
 9 TIF money to go into publicly owned properties, so we
 10 would have to have title to it to use TIF dollars. We
 11 could advance some portion of that formula before the
 12 GPLET's in place. We could also pay ourselves back, I
 13 assume, with those TIF dollars once there is a GPLET in
 14 place. So it's not as easy as, you know, we're going to
 15 send your money back to you, but I think Chris has
 16 outlined the desire --
 17 **MR. SHEAFE:** And I would add to the motion that
 18 it would be subject to working the mechanics out so that
 19 we are not in violation with any of our requirements of --
 20 because I appreciate what Tim has brought up.
 21 **MS. JIMENEZ:** Yeah, I just had a question. So
 22 what is the projected cost of this -- the actual river
 23 walk itself, those improvements?
 24 **MR. WEINSTEIN:** David, do you want to go into
 25 the opinion of cost at this point?

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1 **MR. LITTLE:** Yeah, sure. The overall cost
 2 including some of the things on top, the terrace, the
 3 fountain, that whole area, with the contingency is around
 4 2.9 million.
 5 **MS. JIMENEZ:** Okay. Thank you.
 6 **CHAIRMAN McCUSKER:** Taunya, you accepted
 7 Chris's changes?
 8 **MS. VILICANA:** Yes, I do accept Chris's
 9 changes and I second that motion with those changes.
 10 **CHAIRMAN McCUSKER:** Any questions, comments?
 11 **MR. MARQUEZ:** I have another question.
 12 So Shay had a great question. So \$2.9 million
 13 to build this and we're projecting about \$2 million back
 14 to Gadsden?
 15 **CHAIRMAN McCUSKER:** Those are rough numbers.
 16 Dan can calculate. Remember, we don't get the same tax on
 17 construction that we get on sales. It works out, Dan, to
 18 like 2.2 percent or --
 19 **MR. MEYERS:** Well, I think it depends. You
 20 know, they pay into the state 6.1 percent, but --
 21 **CHAIRMAN McCUSKER:** We get -- we only get half
 22 of that, so the most we're going to get is 3 percent, and
 23 so it's right around -- call it \$3 million. Theoretically
 24 our rebate would pay for the project.
 25 **MR. MARQUEZ:** Well, like Lindy's up next, we

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1 typically have a formula where we put up to 50 percent of
 2 something. This is us paying for practically all of it.
 3 We're paying for all of it.
 4 **CHAIRMAN McCUSKER:** But you're putting
 5 3 million into 100, so --
 6 **MS. JIMENEZ:** Yeah, that's what I was trying to
 7 understand.
 8 **MR. MARQUEZ:** We're putting 3 million into a
 9 \$2.9 million piece of the 100.
 10 **CHAIRMAN McCUSKER:** Yeah, but the overall
 11 project is \$100 million. That's pretty good leverage.
 12 **MR. WEINSTEIN:** It's not an on-site
 13 improvement. It's common area.
 14 **MR. MARQUEZ:** Right. So is there a perceived
 15 future ask -- wasn't it like 16,000 square feet of retail
 16 space at the bottoms of Bautista?
 17 **MR. WEINSTEIN:** Correct.
 18 **MR. MARQUEZ:** So is there a future ask on
 19 rebates, et cetera, for us to invest in Bautista? I'm
 20 just trying to track our income. I'm just cognizant of
 21 our income right now.
 22 **MR. WEINSTEIN:** You're already in that deal,
 23 Edmund. That deal is that you -- but for providing the
 24 16,000 square feet of commercial and retail, we are
 25 entering into a GP lease at C of O, and that already is in

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1 place. There is no further ask on that or anything that
 2 needs any further action.
 3 **CHAIRMAN McCUSKER:** We loaned them some money,
 4 we released some collateral, but basically he's right,
 5 that deal's over. You know there's -- you know, we
 6 understand the deal. There was back and forth.
 7 **MR. MARQUEZ:** Yeah, we remember that deal.
 8 **CHAIRMAN McCUSKER:** Right. Yeah. So that deal
 9 is entirely in place and about to be built. And it's, you
 10 know, a 100 million-dollar project.
 11 So I guess we're calling the question. So the
 12 motion is that we allocate the site-specific construction
 13 sales tax from the Bautista to rebate back to the
 14 developer. We're going to have to figure out how to deal
 15 with the TIF, non-TIF portion of that, Adam, but if the
 16 motion passes, we will get to work on it.
 17 So, Brandi, without further ado, you can call
 18 the role.
 19 **MS. HAGA-BLACKMAN:** Richards Oseran.
 20 **MR. OSERAN:** Aye.
 21 **MS. HAGA-BLACKMAN:** Chris Sheafe.
 22 **MR. SHEAFE:** Aye.
 23 **MS. HAGA-BLACKMAN:** Corky Poster.
 24 **MR. POSTER:** I recused myself.
 25 **CHAIRMAN McCUSKER:** Yeah, he's recused.

1 **MS. HAGA-BLACKMAN:** Edmund Marquez.
 2 **MR. MARQUEZ:** I'll vote aye.
 3 **MS. HAGA-BLACKMAN:** Mike Levin.
 4 **MR. LEVIN:** Aye.
 5 **MS. HAGA-BLACKMAN:** Jannie Cox.
 6 **MS. COX:** Aye.
 7 **MS. HAGA-BLACKMAN:** Taunya Villicana.
 8 **MS. VILLICANA:** Aye.
 9 **MS. HAGA-BLACKMAN:** Shay Jimenez.
 10 **MS. JIMENEZ:** Aye.
 11 **MS. HAGA-BLACKMAN:** Fletcher McCusker.
 12 **CHAIRMAN McCUSKER:** I vote aye.
 13 You know, I suppose there could be some issues
 14 with the city/county. I'm just a little nervous about
 15 that. There's got to be some kind of collaboration, I
 16 assume. Obviously the motion's going to pass. I don't
 17 like getting ahead of our electeds, you know, so I think
 18 we've got to circle back, Adam, and make sure everybody's
 19 on board with the project and the design. There's a lot
 20 of fur flying over on the west side right now about the
 21 river and the landfill and the water and, you know -- you
 22 know, whose obligations are whose. I like the fact that
 23 you can set a precedent for a river walk that has
 24 connectivity to the west side. I think we had talked
 25 about some kind of connectivity into the river itself. I

1 don't know whose dealing with that, but there are, you
 2 know, biking and equestrian and, you know, hiking
 3 opportunities to actually, you know, gets into the river.
 4 So I think we've just got an ongoing conversation of
 5 collaborative -- you know with county/city as it relates
 6 to those public lands. The Anza trail runs for what,
 7 1,000 miles, you know, so there's just some stuff over
 8 there we want to be careful we don't trample on.
 9 I believe the motion carried unanimously. You
 10 guys go for work. Tim will figure out the details and
 11 we'll discuss how we fund you.
 12 **MR. DIXON:** Fletcher, could we bring up one big
 13 photograph for a second, because it's really a thing of
 14 joy that I like to share with everyone?
 15 This is the All Souls Procession. There's
 16 80,000 people in that photograph. You can see the Monier
 17 on the left-hand side. This happens annually and it's a
 18 great celebration of our side. Bautista's on the right
 19 side and the west side is constantly getting better and
 20 better and better. Thank you so very much for the four
 21 projects you've helped us put together over there. We
 22 don't take that for granted, but we appreciate you
 23 supporting the Bautista -- the Santa Cruz River walk using
 24 the Bautista funding. Thank you very much. And take a
 25 look at this photograph, because it's a thing of joy.

1 **MR. SHEAFE:** Thanks, Jerry.
 2 **CHAIRMAN McCUSKER:** For 12 years we've been
 3 excited about your vision and the fact that you execute
 4 everything you say you're going to do. And it has
 5 transformed the west side.
 6 There remains a lot issues. We talked a lot
 7 about this at our retreat, the A Mountain landfill, the
 8 toxicity of that landfill preventing the Santa Cruz River
 9 flow. You know, who's going to pay to remediate that.
 10 That's now a 50 million-dollar price tag. You know, what
 11 we do, is it gentrifying the neighborhood. There's just a
 12 whole can of worms and you guys continue to create
 13 destinations and we want to support that.
 14 You know, we have to be really careful that Rio
 15 Nuevo isn't the chief gentrifier. And, you know, we just
 16 really want to make sure that this project gets blessed by
 17 everybody that's involved.
 18 All right. Let's go talk about hamburgers.
 19 You guys have got your thing. We'll figure out the
 20 details.
 21 **MR. DIXON:** Thank you.
 22 **CHAIRMAN McCUSKER:** Jerry, nice to see you.
 23 **MR. DIXON:** You, too.
 24 **CHAIRMAN McCUSKER:** Okay. Lindy Riley, we
 25 saved the best for last, no doubt about that.

1 We talked a little bit about you before in
 2 executive committee. I think everybody knows your
 3 background in this community. I don't know that everybody
 4 knows that you separated from the original Lindy's and
 5 opened up Thunder Bacon, but, you know, you've now
 6 relocated that iconic restaurant to our neighborhood and
 7 we're eager to find ways to help you, so I think you have
 8 a small presentation, too.
 9 Are we running that, Brandi?
 10 **MS. HAGA-BLACKMAN:** Lindy, do you want me to
 11 run that.
 12 **MR. RILEY:** If you could, please.
 13 **CHAIRMAN McCUSKER:** Introduce yourself, Lindy.
 14 We're recording everything. Brandi will get your slides
 15 up.
 16 **MR. RILEY:** Okay.
 17 **CHAIRMAN McCUSKER:** There's somebody -- I don't
 18 know who it would be, but there's probably somebody who
 19 doesn't know who you are.
 20 **MR. RILEY:** Okay. My name is Lindy Riley and I
 21 own Thunder Bacon Burger Company. We started it in 2021.
 22 **CHAIRMAN McCUSKER:** Is that a PowerPoint,
 23 Brandi? Can you run it from the slides? I don't see
 24 the --
 25 **MS. HAGA-BLACKMAN:** The slides not showing?

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1 **CHAIRMAN McCUSKER:** We see the margins, so can
2 you just launch the slide show?
3 **MS. HAGA-BLACKMAN:** I did. The slide show is
4 launched.
5 **MR. POSTER:** The presentation mode I think is
6 what they're talking about.
7 **MR. MEDCOFF:** You have to close and reopen it
8 because there's been some sort of glitch on your end,
9 Brandi.
10 **MS. HAGA-BLACKMAN:** Oh, boy. Okay.
11 **CHAIRMAN McCUSKER:** We have to buy her a new
12 computer.
13 You're supposed to be on the grill by now,
14 Lindy, so we're keeping you from burgers.
15 **MR. RILEY:** Actually I've been training my son.
16 **CHAIRMAN McCUSKER:** Go ahead, Lindy. Sorry to
17 interrupt you.
18 **MR. RILEY:** That's okay.
19 So, like I said, I am one of the co-owners of
20 Thunder Baker Burger Company. I actually started it with
21 my oldest daughter.
22 (Discussion off the record)
23 **CHAIRMAN McCUSKER:** Keep leaning into that mic.
24 **MR. RILEY:** Okay.
25 **CHAIRMAN McCUSKER:** If you want to not have

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1 your nose in the camera, shut your video down and just
2 lean into that audio. Click on stop video. When we don't
3 see your smiley face, we'll come back to you without any
4 disruptions.
5 **MR. RILEY:** Okay. How's that?
6 **CHAIRMAN McCUSKER:** That's perfect. Now talk
7 as loud as you want.
8 **MR. RILEY:** Okay. My name is Lindy Riley. I
9 started Thunder Bacon Burger Company in 2021, started it
10 with my oldest daughter. We are both owners. And I had
11 separated from my first concept a few years ago. We
12 actually were helping a friend with a restaurant and she
13 was running the front of the house and we had dinner and
14 drinks and I was like I'm thinking about getting back in
15 the game and we took a few weeks and here we are, so it's
16 been actually a lot of fun.
17 I had some recipes that I've been working on
18 just in the background. I had a bun recipe that I'm
19 having a local place execute that I've been wanting to do
20 for many years and it's actually been quite the journey.
21 So we have a new home downtown and actually we
22 started renovating it to add more seating and we just
23 recently put the new seating in play this past weekend and
24 it's -- it's proving to be a really good bet so far. We
25 just hit a record Wednesday last night when we closed. It

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1 was -- it was really good to see.
2 **CHAIRMAN McCUSKER:** Next slide.
3 There you go.
4 **MR. RILEY:** So that is what it looked like
5 before we renovated the space. They had seating for about
6 18 people and now we have over 40.
7 **CHAIRMAN McCUSKER:** And a kitchen, right?
8 Obviously you've built the kitchen.
9 **MR. RILEY:** Yeah. Actually -- so the kitchen
10 itself, I simply reorganized and there was some equipment,
11 but most of the efforts was put out front. The only thing
12 I did with the kitchen was add some extra equipment, newer
13 equipment, to handle the extra flow that would be coming
14 in.
15 **MS. HAGA-BLACKMAN:** I'm trying. I'm sorry.
16 I'm -- it's not the computer, it's me.
17 There we go. Can you see that?
18 **MR. RILEY:** Yes.
19 We did discover something last night actually
20 with our sales summaries, that our POS was not kicking out
21 the totals that we received from our delivery platforms
22 and third parties, so it was an oversight on our part and
23 I apologize.
24 **CHAIRMAN McCUSKER:** You've been open a month, a
25 little less than a month?

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1 **MR. RILEY:** We have been open since October
2 when we fully took over the space and signed the lease
3 with Marcel.
4 **CHAIRMAN McCUSKER:** So you're doing 30 grand a
5 month, you're showing it going to 50?
6 **MR. RILEY:** Yeah.
7 **CHAIRMAN McCUSKER:** Okay. Then to 85 and then
8 third year to 112. Congratulations.
9 **MR. MARQUEZ:** Now you've got your remodel
10 invoice.
11 **MR. RILEY:** Yeah.
12 **CHAIRMAN McCUSKER:** You still there, Lindy? He
13 we lost you.
14 **MR. RILEY:** I'm here.
15 **CHAIRMAN McCUSKER:** So walk through this
16 construction. So this is not an estimate, this is the
17 actual invoice?
18 **MR. RILEY:** Yes.
19 **MR. MARQUEZ:** It looks like you have a \$36,000
20 budget so far. You've paid half of it. You've got
21 18,141.63 left over plus you have some plans for a sign.
22 Do you have that one?
23 **MR. RILEY:** I guess the estimate was the next
24 page.
25 **MR. MARQUEZ:** It's hard to hear you and we

1 can't see you, so don't we don't know what's happening.
2 **CHAIRMAN McCUSKER:** You should be able to go
3 back to your video now.
4 You can drop the screen, Brandi.
5 **MR. MARQUEZ:** We can't hear you.
6 **MR. RILEY:** Okay. So did you want me to talk
7 about the invoice a little more or --
8 **CHAIRMAN McCUSKER:** Where Edmund was going is
9 you're like 31 grand short of completing your project.
10 **MR. RILEY:** Essentially, yes. Where we ran
11 into some unexpected -- I didn't -- I'll be honest, I
12 didn't think the sign was going to be 13. It's been --
13 it's been a minute since I've had one made.
14 **CHAIRMAN McCUSKER:** Edmund, half of the total
15 would be something less than that.
16 **MR. MARQUEZ:** Yeah. So for the rest of the
17 boards members, we met yesterday, we reviewed the Empire
18 Construction invoice, we reviewed the sign that needs to
19 still happen. You've paid half the Empire invoice so far.
20 Have you paid anything on the sign? But if you add up the
21 two together and if we looked at half of our typical
22 formula, we're about \$24,000. There's probably some
23 miscellaneous tied in with every penny. I would be open
24 to even looking at 25,000 rounded up with them. Obviously
25 this one is much easier if you compare this to one of the

1 **CHAIRMAN McCUSKER:** Is your daughter an owner?
2 Lindy? Is she a part owner?
3 **MR. RILEY:** Yes, Nicole. Actually she's up
4 front right now.
5 **MR. MARQUEZ:** You have a great reputation.
6 Love watching your videos on social media. You guys get
7 national play on social media with the massive hamburgers,
8 so I think myself and Mike Levin will be there soon to
9 take one of those challenges.
10 **CHAIRMAN McCUSKER:** The macaroni and cheese
11 triple burger is the one that you want to get .
12 **MR. MARQUEZ:** Ask Taunya.
13 **MR. RILEY:** You know, I can do that on special
14 request, just maybe not a mac and cheeseburger, but I
15 always like making them.
16 **CHAIRMAN McCUSKER:** All right. We have a
17 motion and a second. The number is 25,000 bucks.
18 Brandi, you can call the roll.
19 **MS. HAGA-BLACKMAN:** Richard Oseran.
20 **MR. OSERAN:** Aye.
21 **MS. HAGA-BLACKMAN:** Chris Sheafe.
22 **MR. SHEAFE:** Aye.
23 **MS. HAGA-BLACKMAN:** Edmund Marquez.
24 **MR. MARQUEZ:** Aye.
25 **MS. HAGA-BLACKMAN:** Corky Poster.

1 previous deals that we talked about today in which there
2 were variables and a delta between the original bid and
3 the final bid. We don't have that issue. This is --
4 they've already done the construction and they've got
5 their final invoice, so I would like to make a motion that
6 we contribute up to \$25,000 to be reviewed by our
7 attorneys and to be executed and finalized by executive.
8 **MS. COX:** Second.
9 **CHAIRMAN McCUSKER:** All right. We have a
10 motion and second to contribute \$25,000 to Lindy's Thunder
11 Bacon Restaurant.
12 The work's done, Dan, so I think they could
13 invoice us as soon as Tim can put the documents together.
14 I guess we would need to talk about the sign. Maybe we
15 pay the sign company directly or something like that. But
16 in any case, Lindy, we're offering you 25 grand of state
17 money to help you flip burgers.
18 **MR. MARQUEZ:** And 25,000 gets him the 18,000
19 still owed to Empire and half the sign, so Lindy, you guys
20 have to have the second half for the sign, but we -- I
21 would think we could move forward, Dan, with the \$18,000
22 they need. Go ahead and work with Dan and Brandi to get
23 the rest of the money for the sign.
24 **MR. RILEY:** Okay. Yeah. Actually half of the
25 sign is something doable on my end.

1 **MR. POSTER:** Aye.
2 **MS. HAGA-BLACKMAN:** Jannie Cox.
3 **MS. COX:** Aye.
4 **MS. HAGA-BLACKMAN:** Taunya Villicana.
5 **MS. VILLICANA:** Aye.
6 **MS. HAGA-BLACKMAN:** Shay Jimenez.
7 **MS. JIMENEZ:** Aye.
8 **MS. HAGA-BLACKMAN:** Mike Levin.
9 **MR. LEVIN:** Aye.
10 **MS. HAGA-BLACKMAN:** Fletcher McCusker.
11 **CHAIRMAN McCUSKER:** I vote eye.
12 Congratulations, Lindy. We're excited to see
13 you downtown. You heard our friends from Eugene talking
14 about a new hotel a block away from you. You know, the
15 Ronstadt property is going to develop. I think you've got
16 a great spot, so --
17 **MR. RILEY:** That hotel sounds amazing.
18 **CHAIRMAN McCUSKER:** They probably don't have a
19 burger partner. If you want, I'll introduce you.
20 **MR. RILEY:** That would be great. I really
21 appreciate this and fingers crossed on some talks here
22 coming up next month on television in my newest adventure
23 here.
24 **CHAIRMAN McCUSKER:** Thank you very much. Good
25 luck. Thanks for coming downtown.

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1 We have a new agenda item, we're always going
2 to end with it, and that's future agenda ideas from our
3 board members. If you have something you'd like to see us
4 talk about, you can speak to it, and it kind of gets
5 around any open meeting law conversations that we would
6 otherwise have in private.

7 So the master plan we talked about. That's
8 going to go around. We might even have a special meeting
9 regarding that. I think all of your input to that was
10 really significant. Hopefully you saw that in the draft.

11 Anything anybody wants us to look at in the
12 future meeting?

13 **MR. OSERAN:** I'm just curious. Based on two of
14 the motions that passed, do we come back in regard to the
15 removables on the Whole Slice Pizza issue and the GPLET
16 issue on the river walk or is that something that --

17 **CHAIRMAN McCUSKER:** They were both authorized
18 subject to legal counsel, and then I believe those motions
19 authorized the executive officers to finalize both of
20 those.

21 **MR. OSERAN:** Based on legal counsel's advice?

22 **CHAIRMAN McCUSKER:** Based on legal finishing
23 the document. That's pretty common for us historically.
24 If you guys don't like that, we should talk about it. A
25 lot of times when there's work to be done, I think meeting

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1 more often could help with this issue. The board would
2 authorize the executive officers, Richard, to complete the
3 transaction with counsel. It just prevents us from having
4 to wait the full month to come back on something that's
5 moving pretty quickly. And I think we did that, Tim,
6 right, with both of these?

7 **MR. MEDCOFF:** Yes, we did.

8 **CHAIRMAN McCUSKER:** We will come back to the
9 board on the Friedman Block, Edmund, Corky and I. That
10 could also result in a special meeting.

11 Okay. I need a motion to adjourn.

12 **MR. LEVIN:** So moved.

13 **MR. OSERAN:** Second.

14 **CHAIRMAN McCUSKER:** Tom, thanks for hanging in
15 there with no visual. That should be interesting.

16 All in favor say aye.

17 (Motion made, seconded and passed unanimously)

18 All right. Thank you very much. See you all
19 soon. Nice meeting.

20 (4:08 p.m.)

21

22

23

24

25

	8:25	15,17;34:24;40:25;	ago (8)	amended (1)
\$	absolute (2)	44:12;58:15;65:17;	3:5;6:7;13:20;16:7;	26:21
	10:8;39:16	74:22;75:12;77:20	25:1;38:14;60:13;	amendment (4)
\$1.2 (1)	absolutely (3)	adding (1)	74:11	20:17,21;26:9,17
58:6	36:18;51:13;60:3	55:6	agree (1)	amenities (2)
\$1.3 (1)	accept (4)	addition (2)	65:5	48:16;49:20
7:24	20:21;26:17;65:6;	42:12;61:15	agreed (1)	amenity (1)
\$10 (1)	66:8	additional (9)	22:18	58:4
7:5	accepted (1)	20:13;25:12,15;	agreement (15)	America (3)
\$10.7 (1)	66:6	50:21;51:1;57:8,10;	11:24;25:15,20,23;	6:8,20;34:1
7:3	access (1)	63:12,13	28:10,20;29:10,13,15,	among (1)
\$100 (1)	50:18	address (1)	19:30;8;47:9;48:18;	65:3
67:11	accomplish (1)	28:9	62:14;64:4	amount (7)
\$100,000 (3)	33:2	adequate (1)	agreements (1)	7:13;11:23;15:5;
10:19,22;17:25	accomplished (2)	52:22	9:8	23:1;56:4;61:25;62:2
\$11.1 (1)	32:25;33:1	adjacent (1)	ahead (11)	amounts (1)
7:17	accomplishing (1)	33:25	3:7,23;10:25;12:21;	9:3
\$110 (1)	52:17	adjourn (1)	14:5;30:12;31:15;	analysis (2)
58:25	accomplishment (1)	82:11	44:11;69:17;73:16;	56:3,16
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78:21	accumulates (1)	29:19	aligned (1)	27:19
\$2 (1)	8:10	Administrative (1)	60:2	announcer (1)
66:13	accurate (1)	2:13	Allegiance (1)	34:14
\$2.9 (2)	54:23	ado (1)	3:13	annually (1)
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77:22	acknowledgment (1)	59:14	37:25;38:2,19,21,22;	32:17
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\$3 (1)	22:12	adventure (1)	56:8;68:12	Apartments (1)
66:23	across (1)	80:22	allocated (3)	49:5
\$3.1 (1)	38:19	advice (1)	9:4,5;62:2	apologize (1)
7:19	action (4)	81:21	allocation (1)	75:23
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\$300,000 (2)	65:2	Advisor (1)	25:12;26:14,21;33:5	appoint (1)
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\$36,000 (1)	64:4	affect (2)	18:6,14,19	appreciate (8)
76:19	activities (1)	61:5,8	allowed (1)	13:21;14:9;32:16;
\$49,000 (3)	40:4	affectionately (1)	10:13	38:15;41:12;65:20;
20:13,18,24	activity (7)	24:24	allows (1)	70:22;80:21
\$6.5 (1)	36:9,9,24;50:17,23;	affixed (1)	30:8	approve (3)
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\$81.7 (1)	76:17	afterwards (1)	10:12;17:25;46:13	approves (2)
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