

**In The Matter Of:**

*Rio Nuevo  
Board Meeting*

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*10/22/24  
October 22, 2024*

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

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**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 October 22, 2024  
13 1:03 p.m.  
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17  
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19  
20  
21 REPORTED BY:  
22 Thomas A. Woppert, RPR  
23 AZ CCR No. 50476

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24 FINK & ASSOCIATES  
25 6095 East Grant Road  
Tucson, Arizona 85712  
(520)624-8644

1 CHAIRMAN McCUSKER: Good afternoon, everyone.  
2 Welcome to the October Rio Nuevo meeting.  
3 I am actually in Mexico City. They probably  
4 have better internet than we do, so no problems with  
5 dialing in from here. I get home tomorrow.  
6 If you haven't been to Mexico City, I would  
7 encourage you to visit. It's an extraordinary city.  
8 For Richard and Jannie, I learned something  
9 about valet parking in Mexico City. They don't have  
10 stations. You just stop. There's three or four  
11 yellow-vested valets. They literally stand in the street.  
12 You step out of your car and hand them the keys and they  
13 go someplace. It's the most amazing thing I've ever seen.  
14 MS. COX: And they actually come back?  
15 CHAIRMAN McCUSKER: Well, yeah. You go right  
16 back to where you dropped your car off and they return it  
17 to you right there.  
18 I wanted to watch where they went, but I  
19 haven't been able to figure that part out. But there's no  
20 place to park, so they literally stop in the street, the  
21 valet takes the car, hands them a chip and off they go,  
22 you know, the valet jumps in the car and goes someplace.  
23 It's the most amazing thing I've ever seen.  
24 But, all right, we'll call the meeting to order  
25 after we all know how to valet park.

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 Corky Poster  
9  
10 ALSO PRESENT:  
11 Ms. Brandi Haga-Blackman, Administrative Director  
12 Mr. Mark Collins, Board Counsel  
13 Mr. Timothy Medcoff, Board Counsel  
14 Mr. Dan Meyers, CFO  
15 \* \* \* \*  
16  
17 BE IT REMEMBERED that a meeting of the Board of  
18 Directors of the Rio Nuevo Multipurpose Facilities  
19 District was held via ZOOM, in the City of Tucson, State  
20 of Arizona, before THOMAS A. WOPPERT, RPR, Certified  
21 Reporter No. 50476, on the 22nd day of October 2024,  
22 commencing at the hour of 1:03 p.m.  
23  
24  
25

1 Let's do the pledge, Brandi. You should have a  
2 virtual flag.  
3 Taunya, you're due.  
4 (Pledge of Allegiance)  
5 MR. MARQUEZ: That's beautiful.  
6 CHAIRMAN McCUSKER: That was terrible.  
7 Brandi, call the role, please.  
8 MS. HAGA-BLACKMAN: Chris Sheafe.  
9 MR. SHEAFE: Here.  
10 MS. HAGA-BLACKMAN: Taunya Villicana.  
11 MS. VILLICANA: Present.  
12 MS. HAGA-BLACKMAN: Edmund Marquez.  
13 MR. MARQUEZ: Here.  
14 MS. HAGA-BLACKMAN: Richard Oseran.  
15 MR. OSERAN: Here.  
16 MS. HAGA-BLACKMAN: Jannie Cox.  
17 MS. COX: Here.  
18 MS. HAGA-BLACKMAN: Shay Jimenez.  
19 MS. JIMENEZ: Here.  
20 MS. HAGA-BLACKMAN: Corky Poster.  
21 MR. POSTER: I'm here.  
22 MS. HAGA-BLACKMAN: Fletcher McCusker.  
23 CHAIRMAN McCUSKER: I'm here.  
24 Mike Levin let us know a few minutes ago he had  
25 a medical emergency. We have a quorum, so we'll continue.

1 You have the minutes in your packet transcribed  
 2 verbatim. Unless someone has a change or a correction, I  
 3 just need a motion to approve.  
 4 **MS. COX:** So moved.  
 5 **MR. SHEAFE:** Second.  
 6 **CHAIRMAN McCUSKER:** All in favor say aye.  
 7 (Motion made, seconded and passed unanimously).  
 8 **CHAIRMAN McCUSKER:** This is the time set aside  
 9 for exec. I need a motion to recess to executive session.  
 10 **MS. COX:** So moved.  
 11 **MR. SHEAFE:** Second.  
 12 **CHAIRMAN McCUSKER:** Same two people. All in  
 13 favor say aye.  
 14 (Motion made, seconded and passed unanimously).  
 15 **CHAIRMAN McCUSKER:** All right. We have a  
 16 couple of participants. We'll be back in about an hour.  
 17 And for members, click out of this meeting.  
 18 Click onto the executive session.  
 19 (Recess)  
 20 **CHAIRMAN McCUSKER:** I think we have the board  
 21 back; right? Am I missing anybody? Mike Levin is --  
 22 there's Taunya.  
 23 I need a motion to reconvene.  
 24 **MS. VILLICANA:** So moved, Taunya.  
 25 **CHAIRMAN McCUSKER:** And somebody second that.

1 You know, Solot Plaza, Sol Plaza, is open. Just downtown  
 2 by my count now, we're at 75 restaurants and will probably  
 3 add another 30 on Broadway all the way out to Park Place  
 4 Mall. So indeed that's been our bread and butter. It  
 5 continues to produce most of our sales tax revenue, so  
 6 that's a good segue to Dan.  
 7 Dan, if you'll give us the financial report.  
 8 You're muted.  
 9 There you go.  
 10 **MR. MEYERS:** Okay. So at the end of September,  
 11 we had about \$10.6 million in our accounts available for  
 12 use. About 700 of that is restricted for the next  
 13 mortgage payment we have leaving about 9.9 million in  
 14 available cash. We always add the anticipated profit, for  
 15 lack of a better word, of \$350,000 a month for the next  
 16 year bringing us to a total available of cash a year from  
 17 now of \$14.1 million.  
 18 We've got many commitments to offset that. As  
 19 of September 30th, we had almost \$10.8 million of which we  
 20 think a million is going to be deferred outside of one  
 21 year, so that means we have about \$9.8 million in expected  
 22 disbursements for projects.  
 23 Keep in mind that, as you well know, these  
 24 projects sometimes get deferred or pushed back a bit, but  
 25 as of right now, that's the best estimate we have.

1 **MR. POSTER:** Second.  
 2 **CHAIRMAN McCUSKER:** Thank you.  
 3 All in favor say aye.  
 4 (Motion made, seconded and passed unanimously).  
 5 **CHAIRMAN McCUSKER:** Things get busy for  
 6 downtown. We had a tough August. Most of the  
 7 restaurateurs I talked to were off, some as much by 30,  
 8 35 percent. That's starting to improve since September.  
 9 The kids are back in school. We start the downtown roll  
 10 here in a few days.  
 11 A couple of open (inaudible) are going to help  
 12 us. Patricia Schwabe has opened up The National. That's  
 13 the former Wigglerama, a beautiful remodel, very typical  
 14 of Patricia. That's now open.  
 15 Down the street the Starbucks is open. It is  
 16 an order only. You order on your phone, go by and pick it  
 17 up.  
 18 I think the Cornish Pastry Company has gone  
 19 public with their intent to lease the Indian Trading Post  
 20 property. They intend to operate all three floors of  
 21 that. That's an extraordinary development for downtown.  
 22 We just signed the new lease this week for the  
 23 Crescent Smoke Shop. That's going to go to the neighbors  
 24 at the Gibson Market and Highwire, so a lot of things  
 25 happening in the restaurant space not counting Broadway.

1 We received \$1.37 million, we will be receiving  
 2 it for August from TIF revenue. That's a little bit below  
 3 our budget of 1.4 million. We've not received the actual  
 4 information in complete form from the state yet. But one  
 5 thing to keep in mind here is August is one of our highest  
 6 months for the TIF baseline. So at \$1.37 million, it's  
 7 lower than our budget and it's lower than how we've been  
 8 running for the last several months, but compared to prior  
 9 years, it's actually up a little bit.  
 10 We were fold that there were several amendments  
 11 occurring in August, so really we've got to wait and see  
 12 when we get the information, and then I will get that out  
 13 to all the board members.  
 14 **MS. COX:** Dan, why was the baseline so high in  
 15 August? That seems odd to me.  
 16 **MR. MEYERS:** Well, remember it goes back to  
 17 1999, so -- that also coincides to when students come back  
 18 to the U of A.  
 19 **MS. COX:** Oh, okay.  
 20 **MR. MEYERS:** I mean, I don't know --  
 21 **CHAIRMAN McCUSKER:** In '99 most of that was  
 22 mall generated, so they're not as seasonal as the  
 23 restaurant business.  
 24 **MS. COX:** Okay.  
 25 **CHAIRMAN McCUSKER:** Dan, how are we doing year

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1 to date? Do you have the year to date?  
2       **MR. MEYERS:** Well, it's only two months, so I  
3 don't have the calendar year to date information at my  
4 fingertips, but we're going -- we're going strong. This  
5 is the lowest month we've had in this calendar year if I'm  
6 not mistaken. I don't think there's any reason to panic  
7 here, but we'll -- as soon as we get that information from  
8 the state, Brandi and I will digest it and we'll get  
9 something out to the board. But, like I said, it was more  
10 than it was a year ago for August by a couple hundred  
11 thousand dollars. Until we get all the detail, you know,  
12 it's hard to make any assumptions.  
13       The second page has got, again, the list of our  
14 commitments, what's been paid so far and what remains.  
15 And that's where that \$10.8 million comes in.  
16       So does anybody have any questions?  
17       **MR. MARQUEZ:** Looks good.  
18       **MS. COX:** Looks great. Thank you, Dan.  
19       **MR. MEYERS:** I'll let you know what we find out  
20 when we get the data for August.  
21       **CHAIRMAN McCUSKER:** It's important to remember  
22 Dan's comment that, you know, our budget is still about a  
23 million bucks a month, so, you know, even \$370,000 above  
24 budget is money in the bank. We've been very conservative  
25 about how we've projected revenue. We're still

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1 forecasting to have something north of \$4 million left at  
2 the end of the year, so we're okay.  
3       **MR. SHEAFE:** Fletcher, let me just be my normal  
4 pessimistic self here and bring up how -- from a global  
5 standpoint how I look at these numbers. And I just think  
6 it would be helpful, because you can get lost in them.  
7       If you go down to the line that says projects  
8 committed to, it's 10.5, but there's -- of the money that  
9 we have, another 415,000 is tied up for the hockey  
10 process, so we're really looking at almost \$11 million  
11 that is obligated. And if you take a look at the net of  
12 14, we really have 3 million. And the only reason I'm  
13 raising it is it's very easy to say it's 4 million, but it  
14 actually isn't in my mind, because I'm a guy who's run a  
15 pretty good sized business and had the fun of running out  
16 of money twice in my career. I don't want to ever see  
17 that happen again and I don't want to see it happen here.  
18 So we have held the projections at 1.4 million per month  
19 for our budget, and Dan has been very good about laying  
20 this out in a way that helps us ensure that we don't run  
21 into money shortfalls.  
22       We are having a little bit of a thinner period.  
23 I think it's fair to say no matter what your opinions are  
24 about what ought to happen, we're going to get a big  
25 window here in two weeks when we have an election and we

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1 find out what of a projection we're going to be on. And  
2 we'll probably have a better understanding of how to play  
3 the game after that picture is laid out.  
4       So in my mind, I look at it and say we're got  
5 about that 3 million.  
6       **MR. POSTER:** I should point out that if our  
7 average income is 1.4 million, statistically speaking half  
8 of the months will be below that and half of them will be  
9 above, so I don't think we should panic if we're a few  
10 thousand below our projected income, particularly it was a  
11 pretty rough, hot August.  
12       **CHAIRMAN McCUSKER:** Yeah, last year was record.  
13 Dan, what, 18 and a half million? We're about to hear  
14 from Lydia, but I think it's in that neighborhood.  
15       Any other questions for Dan?  
16       (No oral response).  
17       **CHAIRMAN McCUSKER:** As usual, Dan, thank you  
18 very much.  
19       Next up, Lydia. I see you on there.  
20       We are audited annual by Beach Fleischman, have  
21 been now for 12 years. Once a year we have them present  
22 their audit findings to the board and to the public.  
23       I see Lydia Hunter online, so, Lydia, I'll turn  
24 it over to you.  
25       **MS. HUNTER:** Thank you, Mr. Chairman, members

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1 of the board.  
2       My name is Lydia Hunter. I'm a principal at  
3 Beach Fleishman and, as Fletcher mentioned, I'm here to  
4 present the results of the audit for the fiscal year  
5 ending June 30, 2024, so these are a little bit more dated  
6 numbers than what you're looking at currently with Dan.  
7       So today I'm going to focus on the graph itself  
8 that you should have a copy of, and you also have our  
9 required communications letter, but we're going to focus  
10 today on the draft. I can share my screen if you'd like,  
11 otherwise I can just talk through it.  
12       **CHAIRMAN McCUSKER:** Yeah, let's share your  
13 screen.  
14       **MS. HUNTER:** Okay.  
15       **CHAIRMAN McCUSKER:** Huna, will you give her a  
16 screen share?  
17       **MR. HAMMOND:** Yeah, already set up.  
18       **MS. HUNTER:** Can you see my screen with the  
19 graph?  
20       **CHAIRMAN McCUSKER:** Yes, ma'am.  
21       **MS. HUNTER:** Perfect.  
22       Okay. So what I want to draw your attention to  
23 first is the audit report itself. It starts --  
24       **MS. COX:** Excuse me. May I ask you to make  
25 it -- enlarge it a bit?

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1 Thank you.  
2 **MS. HUNTER:** You're welcome.  
3 **MS. COX:** Thank you.  
4 **MS. HUNTER:** And I'm going to go pretty high  
5 level, so please stop me any time if you want me to  
6 highlight anything else.  
7 So this is the start of our audit report. It  
8 actually goes on to three pages. But the most relevant  
9 part is this first section where it says opinions. And  
10 so, as you can see, it says, in our opinion, the financial  
11 statements are presented fairly in all material respects.  
12 So that is a clean opinion, in other words know as an  
13 unmodified opinion, which is the highest opinion we can  
14 give for the district. So great job to management, the  
15 team and everyone at the district, you did receive an  
16 unmodified opinion on your financial statement, so that's  
17 pretty good news today.  
18 I'm to talk about a couple more things on the  
19 draft, one being the fact that this says opinion, not  
20 pleural, not singular, so I want to make sure you  
21 understand why we have multiple opinions in our audit  
22 report, and it's because the district is required to  
23 present financial statements on two different measurements  
24 with the county, two different measurement focuses, so we  
25 have to express an opinion on both, and so you have an

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1 unmodified opinion on both methods of accounting.  
2 So just to show you, the first method of  
3 accounting you'll see, it's going to be on page four and  
4 five, and that is the full accrual method of accounting.  
5 And that basically means -- I'm not going to get too  
6 technical, but that means that all the assets and all the  
7 liabilities of the district are reported on this statement  
8 equally. All the revenue and expense is reported  
9 regardless of whether you received the cash or paid the  
10 cash. And that's in contrast -- you'll see a huge  
11 contrast between your total assets on this statement and  
12 just a couple short pages on, you'll see the second  
13 balance sheet, and the total assets are significantly  
14 less.  
15 So for your knowledge, this is the second basis  
16 of accounting we present on. This is what we call  
17 modified accrual, and it does not include any long-term  
18 assets or liabilities and it only records revenue and  
19 expenses basically when the cash is paid or about to be  
20 received.  
21 So I just wanted to highlight that. That is  
22 why we have multiple opinions. We actually present two  
23 methods of accounting in your financial statement.  
24 And, as you can see, just to point out on  
25 the -- the full accrual, again, this is all your assets

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1 and all your liabilities combined. You'll see your total  
2 assets of 182 million, and the majority of that, these two  
3 lines right here, are capital assets, so 79 percent of  
4 your total assets are tied up in capital assets, that's  
5 land, buildings, building improvements, that sort of  
6 thing.  
7 Your capital assets did go down this year. You  
8 increased them, but then you also had the (inaudible).  
9 Your total liabilities you'll see are about  
10 102 million, and those went down about eight and a half  
11 million this year with standard debt payments. We expect  
12 you to make another 7 million of debt payments in the  
13 upcoming fiscal year.  
14 And then the page that is maybe a little bit  
15 more exciting is your income statement. So, as you can  
16 see, it lists all your expenses. Expenses are slightly  
17 higher than the prior year. But maybe what's most  
18 relevant, you guys were just talking about the sales tax  
19 here, the audited sales tax number for the fiscal year  
20 ending June 30, '24, so that is net of your rebates. So  
21 your gross collections were 18.4 million last year and you  
22 had about 1.3 million of rebates, so the sales tax rebated  
23 out to the developers, so that's why your net is  
24 17 million.  
25 And to kind of put that in perspective, last

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1 year in '23, it was 16.1 million, the year before that, it  
2 was 16.3 million, so this is about a 900,000 dollar  
3 increase in sales tax revenue in this fiscal year compared  
4 to the last couple years.  
5 And to even kind of put that in perspective, I  
6 was looking back. Back in '16, '17, '18, you were  
7 averaging 12 million a year in sales tax revenue, and then  
8 it came up a little bit, and you had COVID to bring it  
9 down, and now you're back up to this left. But this is  
10 significantly higher than pre-COVID levels. With that,  
11 the rest of your revenue pretty much stays in line year  
12 over year.  
13 And then after these financial statements, all  
14 the numbers, you'll see the footnotes. The footnotes will  
15 tell you the policies of the district. There's  
16 disclosures about capital assets. You can see all the  
17 information about the debt of the district including  
18 estimated future payments.  
19 So one thing I will call your attention to, the  
20 one footnote I'm going to show you here today, if you only  
21 look at one footnote, this would be the footnote I would  
22 show you. It kind of goes in line with what you guys were  
23 discussing in Dan's report. This shows you the  
24 commitments as of June 30. So you had about 10.5 million  
25 of commitments. Once you satisfy a commitment, it goes

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1 off this list, but this is what was outstanding at 6/30.  
2 And the following page talks about your tax  
3 rebates, so here you can actually seal the 18.4, the  
4 rebates, and how we get to the 17 million on the income  
5 statement. But it also gives you a list of all the  
6 projects that have earned rebates, how much they're  
7 earning and how much they've earned to date in rebates.  
8 So with that, those are what we consider the  
9 most important disclosures. I'm happy to talk through any  
10 of the other disclosures or any specific questions you may  
11 have on the graph.  
12 **CHAIRMAN McCUSKER:** Thank you, Lydia.  
13 Any questions for, Lydia?  
14 **MR. SHEAFE:** Did we release the letter that  
15 Collins wrote giving the legal things? I wanted to make  
16 sure you had that and that's reflected in your draft. Is  
17 that right?  
18 **MS. HUNTER:** Yes, I did receive those. I  
19 appreciate that. So yes, the only thing we would need now  
20 is what we call management representation, so we will send  
21 that out after this meeting.  
22 **MR. SHEAFE:** Okay. All right.  
23 **MR. POSTER:** I had a question. I was not on  
24 the board for the last audit, but I was under the  
25 impression that there was an audit exception due to the

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1 absence of a master plan. And is that the case --  
2 **CHAIRMAN McCUSKER:** That's in our performance  
3 audit, Corky, as opposed to the financial audit.  
4 **MR. POSTER:** Okay. Thank you.  
5 **CHAIRMAN McCUSKER:** So Beach looks at our  
6 financial status annually, every three years, the auditor  
7 general does an audit that they call a performance audit  
8 and that's where you'll see those recommendations come  
9 from that are not financial.  
10 **MR. POSTER:** Thank you. My misunderstanding.  
11 **CHAIRMAN McCUSKER:** The important thing to note  
12 about that is, when Chris and I joined the board, there  
13 were no audits. You know, Jannie will remember a time  
14 when money was very mysterious and you didn't -- the city  
15 controlled everything and it was commingled and it was  
16 truly unauditible.  
17 **MS. COX:** We did not have access to anything.  
18 **CHAIRMAN McCUSKER:** Yeah. We've had a clean  
19 audit now every year since, which is really, as Lydia  
20 suggested, quite remarkable for any organization. And  
21 that's due in large part to the work that Dan does to make  
22 things easy for them to audit.  
23 **MR. POSTER:** I did a little math with that  
24 17 million-dollar net and divided that by 12 and you get  
25 to 1.42 million, which is -- our budget is 1.4, so we did

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1 better last year than our current projected budget this  
2 year.  
3 **MS. VILICANA:** But if you gross it up for what  
4 it truly is, the 18 million is 1,538,000 from  
5 1,538,392.17.  
6 **MR. POSTER:** Yeah, so we're being conservative  
7 and the numbers are looking good.  
8 **CHAIRMAN McCUSKER:** We've got some big  
9 taxpayers coming on line, too, you know, hotels, the  
10 Bautista. You know, there's a lot of things that weren't  
11 in the prior numbers, so we're doing exactly what we're  
12 supposed to do, tax incremental finance. The entire  
13 purpose of a TIF is to invest tax dollars into things that  
14 create more tax dollars and we've doubled our tax base in  
15 the last 10 years.  
16 Anything else for Lydia?  
17 (No oral response)  
18 **CHAIRMAN McCUSKER:** Stay there, Lydia. We do  
19 have a proposal from Beach to renew their engagement as  
20 our auditors. I don't know, Lydia, if you wanted to go  
21 through that with us.  
22 First of all, I think we have an action item on  
23 the audit, correct? We probably need to approve that,  
24 Lydia.  
25 **MS. HUNTER:** Yes, usually it helps if you guys

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1 approve that, and then we'll send the final representation  
2 letter and --  
3 **CHAIRMAN McCUSKER:** So that audit goes to the  
4 whole world. It gets posted to our website, it's goes to  
5 the state, it's provided to Pima County, so it's  
6 definitely a public document. You've seen their  
7 presentation. I would needed a motion to accept --  
8 **MR. SHEAFE:** I move that we approve the audit.  
9 **MS. VILICANA:** I second, Taunya.  
10 **CHAIRMAN McCUSKER:** That was Mr. Sheafe and  
11 Taunya.  
12 All in favor say aye.  
13 (Motion made, seconded and passed unanimously).  
14 **CHAIRMAN McCUSKER:** Thank you, Lydia. Thank  
15 you very much.  
16 Okay. Now to your ongoing proposal. I don't  
17 know if you need to show us anything, maybe just touch on  
18 fees and term and those kind of things.  
19 **MS. HUNTER:** Yeah. And I'm happy to share the  
20 proposal.  
21 **CHAIRMAN McCUSKER:** Sure.  
22 **MS. HUNTER:** So this is --  
23 Can you guys see the proposal?  
24 **CHAIRMAN McCUSKER:** Yeah. Expand it.  
25 **MS. COX:** Make it bigger, please.

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1       **MS. HUNTER:** There you go.  
 2       **MS. COX:** Thank you.  
 3       **MS. HUNTER:** You're welcome.  
 4       So just to go through it briefly, this is our  
 5 cover letter. It talks a bit about our firm and all our  
 6 accomplishments. The audit team, the main leaders are  
 7 myself and Eric Maneval.  
 8       So maybe the page you're most interested in is  
 9 the professional fees. So this is a three-year proposal,  
 10 so you can see our fees for the upcoming three years.  
 11       **MR. MARQUEZ:** I move we accept the proposal  
 12 for -- I guess it's a three-year commitment; right?  
 13       **CHAIRMAN McCUSKER:** Three years.  
 14       **MR. MARQUEZ:** Yeah, I move we accept the  
 15 proposal for the next three years.  
 16       **MS. COX:** Second.  
 17       **CHAIRMAN McCUSKER:** Okay. You have a motion  
 18 and a second to accept Beach's auditing proposal for the  
 19 next three years, 41,000, 42.5, 44,300. That's a big  
 20 number, so, Brandi, let's call the roll.  
 21       **MS. HAGA-BLACKMAN:** Lydia, can you stop screen  
 22 sharing, please?  
 23       Chris Sheafe.  
 24       **MR. SHEAFE:** Did you say Chris?  
 25       **MS. HAGA-BLACKMAN:** Chris, yes.

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1       **MR. SHEAFE:** I approve.  
 2       **MS. HAGA-BLACKMAN:** Shay Jimenez.  
 3       **MS. JIMENEZ:** Aye.  
 4       **MS. HAGA-BLACKMAN:** Edmund Marquez.  
 5       **MR. MARQUEZ:** Aye.  
 6       **MS. HAGA-BLACKMAN:** Jannie Cox.  
 7       **MS. COX:** Aye.  
 8       **MS. HAGA-BLACKMAN:** Richard Oseran.  
 9       **MR. OSERAN:** Aye.  
 10       **MS. HAGA-BLACKMAN:** Corky Poster.  
 11       **MR. POSTER:** Aye.  
 12       **MS. HAGA-BLACKMAN:** Taunya Villicana.  
 13       **MS. VILLICANA:** Aye.  
 14       **MS. HAGA-BLACKMAN:** Fletcher McCusker.  
 15       **CHAIRMAN McCUSKER:** I vote aye.  
 16       (Motion made, seconded and passed unanimously).  
 17       **CHAIRMAN McCUSKER:** That's unanimous.  
 18       Lydia, we're very grateful to you and your  
 19 firm. Thank Eric for us. And it looks like you're stuck  
 20 with us for three years, so --  
 21       **MS. HUNTER:** Thank you.  
 22       **MR. MEYERS:** May I say a word? May I say a  
 23 word quickly?  
 24       **CHAIRMAN McCUSKER:** Please.  
 25       **MR. MEYERS:** Lydia and whoever she brings along

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1 out here, they're a pleasure to work with. She asked a  
 2 lot of questions, some of which I'm sheepish to answer,  
 3 but she's very good at finding stuff that we may have  
 4 missed in some fashion. But they're just -- when I see  
 5 this audit report, if you guys had any clue how hard Lydia  
 6 works to put these footnotes together, it's -- it's  
 7 unbelievable. I mean, she knows this place probably as  
 8 well as anybody, so I think it's a great decision that you  
 9 guys --  
 10       **CHAIRMAN McCUSKER:** It's the same audit we  
 11 would get if we were a billion dollar agency. You know,  
 12 we're an 18 million-dollar agency with a billion dollar  
 13 audit. I mean, it's the same kind of government  
 14 standards, the same GAAP standards that apply to huge  
 15 companies, and we made that commitment to the legislature  
 16 and we continue to deliver, so, again, thank you very  
 17 much.  
 18       **MS. HUNTER:** Thank you. And let me just say  
 19 thank you. We appreciate you. Everyone is great to work  
 20 with at the district, so thank you very much.  
 21       **MR. SHEAFE:** We have a limit on us. You know,  
 22 the limit is that we have to tell the truth. That's not  
 23 so true in some of the other government organizations.  
 24       **CHAIRMAN McCUSKER:** I think you took that oath.  
 25       All right. We've got a couple of new

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1 opportunities on the agenda today. You heard me mention  
 2 the activity in the restaurant space, the expansion of  
 3 current projects, both Thunder Bacon and the Mercado  
 4 Annex. We're going to try and help our friends at the UPS  
 5 store at Craycroft and Broadway.  
 6       So first up is Mercado.  
 7       Kira, I think I see you online. Are you  
 8 running the --  
 9       **MR. POSTER:** Mr. Chairman, I have a small  
 10 contract with the Gadsden Company. I'm going to recuse  
 11 myself on this item.  
 12       **CHAIRMAN McCUSKER:** Is there anybody you don't  
 13 have a contract with?  
 14       **MR. POSTER:** No comment.  
 15       **CHAIRMAN McCUSKER:** All right. So Corky's  
 16 recused.  
 17       Kira, go ahead.  
 18       **MS. DIXON-WEINSTEIN:** Yes. Hi, everybody.  
 19       **CHAIRMAN McCUSKER:** Introduce yourself and Adam  
 20 for the transcriptionist.  
 21       **MS. DIXON-WEINSTEIN:** Sure. Kira  
 22 Dixon-Weinstein and Adam Weinstein of the Gadsden Company.  
 23 We're the real estate developers of the MSA Annex, which  
 24 is part of the Mercado District and what we are discussing  
 25 here today.

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1           **CHAIRMAN McCUSKER:** And you have a PowerPoint.  
2 Are you going to run it?  
3           **MS. DIXON-WEINSTEIN:** Yeah. Brandi, if you  
4 want to give me permission.  
5           **CHAIRMAN McCUSKER:** Yeah. Huna, will you give  
6 Kira share?  
7           **MR. HAMMOND:** All right. Lindy, is set up for  
8 sharing.  
9           Oh, no, I'm sorry, Kira.  
10          **MS. DIXON-WEINSTEIN:** Yes.  
11          **MR. HAMMOND:** All right. You're set up.  
12          **MS. DIXON-WEINSTEIN:** Thank you.  
13          **CHAIRMAN McCUSKER:** You might give a little  
14 history just on the west side and Gadsden. We have some  
15 new board members, we have some new people online. It's a  
16 remarkable story, you know, so maybe just, Kira, give a  
17 little background about, you know, what's gone from, you  
18 know, nothing over there to what's currently there and go  
19 into the opportunity to expand.  
20          **MS. DIXON-WEINSTEIN:** Yeah. So the Mercado  
21 District started on a 14-acre development that was single  
22 family homes with some commercial transit oriented  
23 development and it grew to a much larger 30-acreish  
24 development that includes fixed use, multi-transit, high  
25 density development. It is home currently to 400ish

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1 apartments, 37 small businesses. There's 100 single  
2 family home lots, I think about 80 homes there as well,  
3 and festivals and community events that happen throughout  
4 the year.  
5           But the public market district sort of has a  
6 similar mission as Rio Nuevo in the sense that we were  
7 really thinking of ourselves as a small business  
8 incubator. We worked with an organization called Project  
9 for Public Spaces out of New York that helped us define  
10 and create what we're calling a public market district  
11 really geared towards localism and to be a reflection of  
12 the community that it's in. And we take a lot of risks on  
13 startup new businesses. We have very little turnover in  
14 our district, so I think we've done a good job of picking  
15 the right partners for these shops. The Bautista will add  
16 an additional 12 new businesses to the district. I think  
17 we'll be up at 60,000 square feet of retail a year from  
18 now when that's completed.  
19           Also --  
20          **CHAIRMAN McCUSKER:** So, Kira, you're breaking  
21 up on us. It might be your internet connection. Maybe  
22 turn your video off.  
23           There you go. Let's see how that works.  
24          **MS. DIXON-WEINSTEIN:** All right. I apologize.  
25 Can you hear me better now?

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1           **CHAIRMAN McCUSKER:** So far.  
2           **MS. DIXON-WEINSTEIN:** Is this better?  
3           **CHAIRMAN McCUSKER:** Let's see what happens when  
4 you run your PowerPoint. We can always run it for you.  
5           **MS. VILICANA:** You may just have to leave and  
6 come back and it will clear it up. It's bad.  
7           **MS. DIXON-WEINSTEIN:** Is it still -- can you  
8 hear this, or no?  
9           **CHAIRMAN McCUSKER:** You're breaking up.  
10          **MS. VILICANA:** You break up.  
11          **MS. DIXON-WEINSTEIN:** Okay. Okay.  
12          **CHAIRMAN McCUSKER:** Go ahead and try it. It  
13 sounds a little clearer. Maybe get closer to the mic.  
14          **MS. VILICANA:** You might have to go to Mexico  
15 with Fletcher and get better reception.  
16          **CHAIRMAN McCUSKER:** Yeah, go ahead and run your  
17 slides.  
18           Are you still there? Kira, do we have you?  
19          **MR. SHEAFE:** I think she left to come back.  
20           Oh, no.  
21           (Discussion off the record)  
22          **CHAIRMAN McCUSKER:** Brandi, do you have their  
23 slides?  
24          **MS. HAGA-BLACKMAN:** I do.  
25          **CHAIRMAN McCUSKER:** Let's go ahead and run

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1 them.  
2           **MS. HAGA-BLACKMAN:** Okay.  
3           **CHAIRMAN McCUSKER:** Give everybody some  
4 background on what we're doing over there.  
5           So the Mercado Annex is basically a container  
6 village. People thought we were crazy when we helped them  
7 launch this. It was designed to be temporary. People  
8 love it. They -- 55 containers are augured into the  
9 ground over there with a variety of different businesses,  
10 outdoor auditorium. It's been incredibly successful and  
11 they want to expand. And we would like to help them, so  
12 they're going to go through this deck with us and you can  
13 just scroll down while we wait for them. She kind of gave  
14 us the high --  
15          **MS. COX:** Can you make it bigger?  
16          **CHAIRMAN McCUSKER:** I'm sorry?  
17          **MS. COX:** Brandi, can you make it bigger?  
18          **CHAIRMAN McCUSKER:** Click on the plus button.  
19          **MS. COX:** Thank you.  
20          **CHAIRMAN McCUSKER:** One more maybe. You can go  
21 one more, I think.  
22          **MS. HAGA-BLACKMAN:** One more?  
23          **CHAIRMAN McCUSKER:** Yeah.  
24          **MS. COX:** Excellent. Thank you.  
25          **CHAIRMAN McCUSKER:** She talked a little bit



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1 about the background.  
2 Go to the next slide.  
3 So they're proposing expansion into five  
4 different areas with an estimated remodel cost of around a  
5 million dollars.  
6 Next slide.  
7 It generates significant incremental revenue.  
8 Their current revenue is 3.4 a year. It goes to almost 5.  
9 Next slide.  
10 The next few slides are renderings before and  
11 after, expanded venue space, concert space. The concerts  
12 have been incredibly successful and there's a little  
13 amphitheater over there.  
14 Next slide.  
15 There's some additional shade, which opens up  
16 more patron space. Patrons create revenue.  
17 Kira, are you back online?  
18 (No oral response)  
19 **CHAIRMAN McCUSKER:** I don't hear her.  
20 Kira, you might want to call in.  
21 Moving some trees around. Those trees, some of  
22 them fell during the storm, some of them need to be  
23 replaced.  
24 Keep going.  
25 Expanding the bar, a very popular bar.

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1 Next slide.  
2 Expanding the festival grounds to make more  
3 opportunities available, restrooms, a green room,  
4 concessions. It's been a very popular outdoor venue to  
5 everyone's surprise.  
6 Next slide.  
7 **MR. SHEAFE:** Brandi, do you need to let them  
8 in, because they're trying --  
9 **CHAIRMAN McCUSKER:** Expanded banquets and  
10 caterings.  
11 Next slide, slide 11.  
12 Expansion of their markets, a summer night  
13 market, a farmer's market, a flea market.  
14 Keep going.  
15 (Discussion off the record)  
16 **CHAIRMAN McCUSKER:** So you get the jist. You  
17 know, the Mercado Annex is what they're talking about  
18 today. It has a lot of opportunities to expand current  
19 business. There's no new businesses associated with this  
20 but expanding incrementally very nicely.  
21 They're looking to for us some help. Typically  
22 when we get serious with an applicant, we see hard  
23 numbers, a construction bid, you know, contractor's bid.  
24 You know, we don't have that here, you know, but we want  
25 to give Adam and Kira an indication of what we're thinking

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1 about this expansion.  
2 **MR. SHEAFE:** Well, you gave a very nice  
3 overview, Fletcher. And I know they're having trouble,  
4 but I think we discussed this enough that I might try  
5 putting together a motion.  
6 **CHAIRMAN McCUSKER:** You have the floor.  
7 **MR. SHEAFE:** Okay. I'll try and make this  
8 short, Edmund.  
9 **MR. WEINSTEIN:** Can we just talk over the phone  
10 since this is not working for some reason?  
11 **CHAIRMAN McCUSKER:** So, Adam, we ran through  
12 your deck while you guys were off line and everyone's up  
13 to speed on the interest in expanding the annex. We want  
14 to help. Chris is seriously about to make a motion, so if  
15 there's anything -- if I were you, I would probably shut  
16 up and let Chris make his motion.  
17 **MR. MARQUEZ:** I high five you right now,  
18 Fletcher, high five you.  
19 **MR. SHEAFE:** Okay. Well, let's try this. I  
20 move that we approve up to 400,000 of support for the  
21 Mercado expansion project and authorize counsel to draft a  
22 benefits agreement and authorize a letter of interest  
23 similar to what we did for Evergreen subject to removal of  
24 the satisfaction of the current matters -- removal and  
25 full satisfaction of the current matters impacting the

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1 loan along with the normal requirements for variable  
2 documentation of actual costs and confirmation that the  
3 district contributions are last in after work is completed  
4 to a maximum of 50 percent of qualified improvement costs,  
5 finally, to authorize the executive officers to approve  
6 the benefits agreement prepared by counsel.  
7 **CHAIRMAN McCUSKER:** Somebody second that.  
8 **MS. COX:** Second.  
9 **MS. VILICANA:** Second.  
10 **CHAIRMAN McCUSKER:** All right. So to  
11 paraphrase, that might be a world record, Chris.  
12 So, Adam, what we're talking about is an up to  
13 400,000-dollar contribution for us subject to our typical  
14 EBA language. We will give you a letter of intent, which  
15 should help you with your current lenders, subject to the  
16 closing of your new loan, subject to us seeing and  
17 approving a hard construction bid and not to exceed  
18 50 percent of the total.  
19 Edmund, go ahead.  
20 **MR. MARQUEZ:** Because there's so many  
21 conditions, I would like to add two pieces of language to  
22 that beautifully laid out, really long motion, which I  
23 would like to call it a nonbinding letter of intent, which  
24 is the same as we've done in the past. And then you  
25 authorized the executive. I would also like to add and

1 counsel to your motion.  
 2 **MS. COX:** I accept.  
 3 **CHAIRMAN McCUSKER:** Who was the second?  
 4 **MS. VILICANA:** I'll second. I think Jannie  
 5 and I tied. I'm not sure. This is Taunya.  
 6 **CHAIRMAN McCUSKER:** This might be the best deal  
 7 we ever made.  
 8 Okay. So we have a motion and a second on the  
 9 floor. Does anybody need me to re-summarize it?  
 10 **MS. COX:** I have to accept the amendment first  
 11 and I --  
 12 **CHAIRMAN McCUSKER:** Yeah. We're not sure --  
 13 why don't you both accept it. That way we're covered. So  
 14 if you seconded it, we're not sure --  
 15 **MS. VILICANA:** I accept the amendment, Taunya.  
 16 **CHAIRMAN McCUSKER:** Okay. That should work.  
 17 So Edmund's friendly amendment was seconded.  
 18 We're about to vote. Is anybody confused about anything?  
 19 (No oral response)  
 20 **CHAIRMAN McCUSKER:** Okay. Brandi, call the  
 21 roll.  
 22 **MS. HAGA-BLACKMAN:** Chris Sheafe.  
 23 **MR. SHEAFE:** Yes.  
 24 **MS. HAGA-BLACKMAN:** Shay Jimenez.  
 25 **MS. JIMENEZ:** Aye.

1 **MS. HAGA-BLACKMAN:** Jannie Cox.  
 2 **MS. COX:** Aye.  
 3 **MS. HAGA-BLACKMAN:** Richard Oseran.  
 4 **MR. OSERAN:** Aye.  
 5 **MS. HAGA-BLACKMAN:** Corky Poster.  
 6 **MR. WEINSTEIN:** I'm recused.  
 7 **CHAIRMAN McCUSKER:** That's Corky, the Corky  
 8 Poster.  
 9 **MR. POSTER:** I recuse.  
 10 **MS. HAGA-BLACKMAN:** Taunya Villicana.  
 11 **CHAIRMAN McCUSKER:** Corky abstained.  
 12 **MS. VILICANA:** Aye, Taunya.  
 13 **MS. HAGA-BLACKMAN:** Edmund Marquez.  
 14 **MR. MARQUEZ:** Aye.  
 15 **MS. HAGA-BLACKMAN:** Fletcher McCusker.  
 16 **MR. WEINSTEIN:** I vote aye.  
 17 (Motion made, seconded and passed unanimously).  
 18 **CHAIRMAN McCUSKER:** That's unanimous with Corky  
 19 recusing himself.  
 20 Thank you, guys. We'll be in touch on the  
 21 particulars. We love everything you're doing, so you  
 22 might spend some money on internet.  
 23 **MR. SHEAFE:** Either that or move to Mexico  
 24 City.  
 25 **CHAIRMAN McCUSKER:** Yeah. I'm in Ciudad Mexico

1 with better internet.  
 2 Okay. Here we go. Next up is Thunder Bacon.  
 3 We love what Thunder Bacon's done to that block downtown.  
 4 Some more is going to happen. They have an opportunity to  
 5 expand.  
 6 We have a PowerPoint, too, Lindy, from you.  
 7 Are you going to run it or we can run it for you?  
 8 **MR. REILLY:** We'll run it.  
 9 **CHAIRMAN McCUSKER:** Okay. So if you'll give  
 10 screen share --  
 11 **MR. HAMMOND:** He's all set.  
 12 All right. Lindy, go ahead, introduce  
 13 yourselves and launch your presentation.  
 14 **MR. REILLY:** Hello, everybody. My name is  
 15 Lindy Reilly. This is my wife Shelly Reilly. We are --  
 16 we own Thunder Bacon Burger.  
 17 **CHAIRMAN McCUSKER:** You're going to have to  
 18 speak up a little bit because we're having trouble hearing  
 19 you.  
 20 **MR. REILLY:** Okay. Also along with my oldest  
 21 daughter, who's also a business partner, but she's there  
 22 running the show right now so I get to be here.  
 23 I've been doing burgers a long time. We've  
 24 been really loving what's come with Thunder Bacon this  
 25 year. Earlier we made a small expansion of seating on the

1 inside, which has given us just a much increase in  
 2 revenue.  
 3 July ended up being one of our biggest months  
 4 ever, and then August crushed it, and September and  
 5 October is looking to be extremely good, too. So we are  
 6 just really happy right now being able to expand that  
 7 brand. And along with that, I became (inaudible) champion  
 8 this year and it's been a lot of fun with some of the  
 9 awards we've been bringing.  
 10 And now we want to just kind of continue with  
 11 Marcel in bringing that strip of 6th right there just back  
 12 to life, getting all those spaces with some rolling  
 13 concepts that will, you know, entertain and alcohol and a  
 14 lot of food for everybody there that will coincide.  
 15 **CHAIRMAN McCUSKER:** Go ahead and launch your  
 16 screen.  
 17 **MR. REILLY:** So we do have a Thunder Bacon  
 18 Burger Co., but what we're going to go through right now  
 19 is talking about the deli and then also the lobby bar that  
 20 will be connected with the hotel. And we wanted to start  
 21 with the spaces that weren't currently occupied before we  
 22 go all the way through with the last thing with Thunder  
 23 Bacon. Because right now thunder Bacon is kind of on a  
 24 roll, we wanted to make sure we were paying attention to  
 25 the other spaces and getting those up and going as well.

1 These are the current spaces. We have -- on  
2 the far left is, I believe, the UPS store, and, of course,  
3 then there's us, and then the two spaces on the right that  
4 are currently connected was the old Ms. Saigon. And then  
5 we will be showing you how we want to change those two  
6 spots up.

7 The first configuration here is the lobby  
8 hotel, which will open up with a lobby seating area up  
9 front. And we'll be taking the wall down that's currently  
10 cutting that area off to the bar area right by the  
11 elevator, which I believe is the number five right there,  
12 building the bar and taking it all the way to the back  
13 where the office back there will be reconfigured, so there  
14 will be a better opening towards the back.

15 That is actually going to be, I guess, like a  
16 modified white (inaudible) through Marcel, so really when  
17 we get in there, we're just going to be putting in a lot  
18 of electrical lighting, plumbing, anything that's like  
19 specifically to the bar for us and, of course, making it  
20 look fantastic.

21 So this will have more of a feel that will fit  
22 the hotel, not so much the rock and roll and everything  
23 that Thunder Bacon is, so we wanted kind of a different  
24 atmosphere in the middle, and then the drink profile and  
25 everything that will be there will be more of cocktails

1 is a lot of that. So it has a cool little bar and  
2 markets, put out some killer sandwiches and some, you  
3 know, catering. That's the word I'm missing right now.

4 The last slide here, Thunder Bacon would  
5 actually go into having a full bar with not really too  
6 much reconfiguring of the kitchen other than we're  
7 shortening it a little bit to give it some more seating.  
8 This actually provides more seating than we currently have  
9 now plus with the ability to have the full bar. And as  
10 you see by number seven, that would be where the beer  
11 cooler is.

12 There will be a connection that you can walk  
13 from Thunder Bacon into the hotel lobby, and then you'll  
14 be able to also walk all the way over into the deli, so  
15 essentially all three concepts would have some sort of way  
16 to move about each other and would also kind of feed each  
17 other. When one is busier, we still have room elsewhere  
18 if we had to.

19 We're getting into projections. We do have  
20 currently the 12 in place for this expansion. We've  
21 actually been trying to capitalize on having different  
22 kinds of drinks there. They're actually working well  
23 right now. We haven't gone to full bartending yet. I  
24 wanted to not increase that too bad right now without  
25 actually having the bar and the back stock.

1 and use the space like that. And food will also be  
2 available from Thunder Bacon over to there along with, you  
3 know -- since we have food on both sides, we'll be able to  
4 have food over there for everybody as well.

5 This is the reconfiguration of the Ms. Saigon  
6 spot. So we really aren't doing much with the kitchen  
7 itself other than just giving it a facelift and kind of  
8 redoing some of the fixtures in there, better lighting,  
9 things like that, some plumbing, but the space itself,  
10 they'll be new bathrooms. We are putting a market area in  
11 there, so there will be -- we have a beer and wine license  
12 there, so we'd like to have a wine selection for sales,  
13 local purveyors.

14 We also will have a -- kind of a grab and go  
15 along with the catering and just the normal deli, so that  
16 way if somebody needs to get in there and get out, we can  
17 have flesh grab and go all day for that. And really with  
18 this, we'd love to focus on doing some really cool  
19 caterings for a lot of the offices downtown as well, so we  
20 have some marketing that will be coming up hopefully to  
21 help push that and then also getting online with that as  
22 well, so --

23 And we are also looking at going in and doing a  
24 lot of the baking ourselves on this as well, so I want to  
25 bring something that's kind of different. Flavor profile

1 We are looking to be able to -- we have a  
2 couple bartenders coming in with their programs that  
3 they've developed at other places in town, and I secured  
4 one to come and help us with the hotel lobby bar and to  
5 pretty much create an award-winning drink program.  
6 They're kind of winning awards elsewhere. I want them  
7 here.

8 **CHAIRMAN McCUSKER:** So I think you have --  
9 there we go.

10 **MR. REILLY:** Yeah. So --

11 **CHAIRMAN McCUSKER:** Can you enlarge that at  
12 all, Lindy? Can you step that up? You should have a plus  
13 button on your -- go through -- go through the ask with  
14 us.

15 Go to the total. We've seen this. All of us  
16 have seen your proposal, so go to the last slide that  
17 totals all three projects.

18 **MR. REILLY:** Okay. So --

19 **CHAIRMAN McCUSKER:** There you go.

20 **MR. REILLY:** Yes. The total ask for everything  
21 would be 352,149. Like I said, the -- we had it all  
22 broken out into different stages and totals because really  
23 we are looking to do the deli and the lobby bar first and  
24 then come in after everything was situated with that and  
25 finish up Thunder Bacon since Thunder Bacon right now

1 is -- it's busy, so we're excited about that. I also  
2 didn't want to kind of throw a wrench into how busy it is  
3 right now until we got everything else to the north of us  
4 up and running the same.

5 **CHAIRMAN McCUSKER:** And that's exactly half;  
6 right?

7 **MR. REILLY:** That would be exactly half for all  
8 three projects, yes.

9 **CHAIRMAN McCUSKER:** It's beautiful.  
10 Any questions for Lindy?

11 **MR. POSTER:** I have one question. Pardon my  
12 ignorance, but your original plan shows four front doors.  
13 I'm assuming based on what I could piece together from  
14 this that the northern three doorways are 33, 35 and 47  
15 and that the southernmost doorway remains vacant. Is that  
16 correct?

17 **MR. REILLY:** No, that's not. That was the UPS.  
18 That is currently occupied.

19 **MR. POSTER:** Got it. Okay. Thank you.

20 **MR. MARQUEZ:** Just curious. Since we're asking  
21 questions, in the original slide that we saw, your ask was  
22 326, now it's 352. What was the difference?

23 **MR. REILLY:** There was some specifics with the  
24 signs and the grease trap that we had missed. And I  
25 thought we added that in, but we have that on -- we can

1 **MR. SHEAFE:** Okay.

2 **MR. MARQUEZ:** This looks good. It's full  
3 transparency like all the other deals we do. It would go  
4 through due diligence. Obviously we see -- I see in some  
5 of the slides, I'm more familiar with your previous slide  
6 deck, there's a landlord contribution, et cetera. We are  
7 net of that. We're a last dollars in. Landlord dollars  
8 would go in, you guys would invest. We'd reimburse  
9 50 percent after you guys have spent the money on the  
10 construction, et cetera.

11 **MR. REILLY:** Yes.

12 **CHAIRMAN McCUSKER:** What's the board's  
13 pleasure?

14 **MR. SHEAFE:** Edmund, do you want to do a short  
15 motion?

16 **MR. MARQUEZ:** Sure. Real simple. I move that  
17 we contribute up to \$352,149 towards these three projects  
18 within our typical stipulations and due diligence from our  
19 attorneys via Rio Nuevo. I would like to also authorize  
20 executive and counsel to finish the details of this deal  
21 as we go through due diligence.

22 **MS. COX:** Second.

23 **CHAIRMAN McCUSKER:** All right. So we're going  
24 to authorize up to \$352,149, Lindy, to complete all three  
25 of your projects. Tim will work with you on the agreement

1 get that more detailed. That was a last minute --

2 **MRS. REILLY:** I think we missed just editing  
3 that line.

4 **MR. REILLY:** So there was -- a grease trap has  
5 to be just moved for the deli, it's just in a strange  
6 spot, and then there was just the signage for the hotel  
7 and for the deli.

8 **MR. SHEAFE:** On one of your lists, you had  
9 salary listed as part of your costs. What was that in  
10 reference to?

11 **MRS. REILLY:** That might have been on one of  
12 our projections, sales projections.

13 **MR. REILLY:** Yeah.

14 **CHAIRMAN McCUSKER:** We didn't hear that.

15 **MR. REILLY:** It might have been just on one of  
16 our sales projections.

17 **MRS. REILLY:** It wasn't part of this.

18 **MR. SHEAFE:** Did I misread that? I thought I  
19 saw the word salary under expenses.

20 **MR. REILLY:** It was underneath the financials  
21 just to show what was happening like with our financials  
22 on the forecast.

23 **MR. SHEAFE:** So that's not one of your cost  
24 components in the --

25 **MR. REILLY:** No.

1 to make certain that we're tracking with you on the hard  
2 costs. And I'm assuming you have your half of the money.

3 **MR. REILLY:** Yes, sir.

4 **CHAIRMAN McCUSKER:** Brandi, let's call the  
5 roll.

6 **MS. HAGA-BLACKMAN:** Chris Sheafe.

7 **MR. SHEAFE:** Aye.

8 **MS. HAGA-BLACKMAN:** Shay Jimenez.

9 **MS. JIMENEZ:** Aye.

10 **MS. HAGA-BLACKMAN:** Jannie Cox.

11 **MS. COX:** Aye.

12 **MS. HAGA-BLACKMAN:** Richard Oseran.

13 **MR. OSERAN:** Aye.

14 **MS. HAGA-BLACKMAN:** Corky Poster.

15 **MR. POSTER:** Aye.

16 **MS. HAGA-BLACKMAN:** Taunya Villicana.

17 **MS. VILLICANA:** Aye.

18 **MS. HAGA-BLACKMAN:** Edmund Marquez.

19 **MR. MARQUEZ:** Aye.

20 **MS. HAGA-BLACKMAN:** Fletcher McCusker.

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

22 (Motion made, seconded and passed unanimously).

23 **CHAIRMAN McCUSKER:** What's the timing on all  
24 this, Lindy? When do you think we'll see this?

25 **MR. REILLY:** That's a good question. If it was

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1 on my timing, very soon. I'd like to actually as soon as  
 2 we get everything squared away with Marcel. We're pretty  
 3 much ready to get in there and start with things, so  
 4 hopefully --  
 5 **CHAIRMAN McCUSKER:** So that was unanimous, so  
 6 that motion carries.  
 7 Lindy, Tim will be in touch with you guys on  
 8 getting the documents done.  
 9 **MR. REILLY:** Awesome. Thank you very much.  
 10 **CHAIRMAN McCUSKER:** Good luck to your continued  
 11 success. You've changed that whole block.  
 12 **MR. REILLY:** We're looking to do exactly that.  
 13 It's going to be a lot of fun.  
 14 **CHAIRMAN McCUSKER:** All right. Thank you.  
 15 And then last up in terms of assistance, UPS.  
 16 Scott, I think I see you online. Go ahead and introduce  
 17 yourself. You kind of see how we work. It's not very  
 18 formal. We can run your PowerPoint for you, you can run  
 19 it yourself. We've all seen it, so you don't need to read  
 20 everything to us, but talk about what's going on at your  
 21 store and how we can help.  
 22 **MR. GOLDSMITH:** Okay. Well, I'm Scott  
 23 Goldsmith. I'm a co-owner along with -- next to me, she  
 24 doesn't show in the camera very well, my mom Joyce, she's  
 25 the other co-owner, Goldsmith. We're at -- our store is

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1 located at 5425 East Broadway Boulevard. We are in the  
 2 Broadway Crossing Shopping Center, which is the northeast  
 3 corner of Broadway and Craycroft.  
 4 Next slide.  
 5 Again, like I said, we've been in the Broadway  
 6 Crossing location for more than 30 years. Like I said,  
 7 it's the northwest corner of Broadway and Craycroft.  
 8 We're a bilingual employer serving a diverse bilingual  
 9 customer base. We provide UPS as well as United States  
 10 Postal Service shipping services, which include priority  
 11 mail for United States Postal Service, return receipt,  
 12 certified mail for the U.S. Post Office, stamps, metered  
 13 mail, those kind of things, as well as all the UPS  
 14 offerings.  
 15 We do have a number of corporate accounts  
 16 including Amazon, Cox, Verizon, At&T, Apple, Blue Cross  
 17 Blue Shield. Other than those services, we also provide  
 18 mailboxes, which are a fixed address mailbox. We have 400  
 19 mailboxes and we keep about between 280 and 300 so far  
 20 occupied.  
 21 On top of that, we are all notaries at the  
 22 store. We also provide FD-258, the FBI fingerprint cards,  
 23 for nurses, school districts to get their IDs. We do  
 24 passport photos, faxing and printing services.  
 25 We are open seven days a week and we are family

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1 owned and operated. We're native Tucsonans. I'm a  
 2 Rincon/U of A alumni graduate. My mom's an Amphi, so  
 3 we've been here a while.  
 4 What we're seeking today is funding for an  
 5 update, a remodel really of the existing space. It's a 30  
 6 year facility. Obviously it needs to be upgraded to match  
 7 UPS Store standards to increase -- an increased customer  
 8 base, and the upgrades are obviously required to maintain  
 9 the franchise, the cost of responsibility of the  
 10 independent owners for this upgrade.  
 11 And with that, we're going to have better  
 12 utilization of space and updated appearance and we expect  
 13 an increase in new business to exceed more than  
 14 15 percent. That's going to be through our increased  
 15 customer base of Amazon customers that we have an  
 16 exclusive contract with through UPS. And the UPS hub is  
 17 closing down their main facility where they will not be  
 18 accepting packages or do any packing at the UPS hub down  
 19 on Park and Silverlake anymore. So that's closed, so  
 20 those customers will be coming to our store, we hope.  
 21 The next slide, we're going to show our current  
 22 interior, new and old.  
 23 We can go back to the other slide before that  
 24 previously, but we'll get to that.  
 25 Our lease is managed by Larsen Baker. It's the

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1 eighth lease amendment and the extension agreement was  
 2 effective May 3rd, 2022, and it's a 10-year agreement with  
 3 an extension -- two five-year extensions, which would take  
 4 us -- if we used everything and all the extensions, it  
 5 would take us through 2052, so we do have long-term lease  
 6 agreements with Larsen Baker there. We expect a yearly  
 7 gross revenue of 15 percent, and then we did a five-year  
 8 outlook with adding 10 percent each year additionally. We  
 9 do have the documentation. All the lease information can  
 10 be made available to the Rio Nuevo group. We do have  
 11 materials and construction costs of the remodel. There  
 12 are no FF & Es in the technology funding in this request.  
 13 Any funding and support from Rio Nuevo will be covered by  
 14 a loan against our store that's guaranteed through UPS.  
 15 Our expected construction date would be April 1st, 2025.  
 16 Basically we could go as early as December, but that's our  
 17 peak month as far as shipping, the holiday season. We  
 18 don't want to have the store -- it may be closed down a  
 19 day or two and we'll be shuffling around to keep the store  
 20 open as they're doing the remodel, but that's a bad time  
 21 to do that, so we're going to push that to April 1st.  
 22 In this slide on the left you can see what our  
 23 current lobby looks like. It will be switched over to the  
 24 one on the right. That's what they call the Blue Horizon  
 25 upgrade, Laser Light upgrade. As you can see, they're

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1 going to be moving -- counters will be perpendicular to --  
2 or parallel to the outdoor streets. You have the post  
3 office boxes on the -- on the right there. We're going to  
4 increase our point of sales. We're going to be adding one  
5 new machine, so we're going to have three-point of sales  
6 machines to accept the customers on.  
7       Next slide.  
8       Then we'll be upgrading -- and also we have the  
9 wooden floors that are be going to be going in, new paint,  
10 new pack and ship guarantee decals on it. We have our  
11 current store, which I said is at 30 years now, upgraded  
12 to the new packing tables, new organization of our shaping  
13 and packing materials with the new upgrade.  
14       Next slide.  
15       We also -- we have something not to include,  
16 but I thought I'd include a couple pictures. This is our  
17 current store on the right with the red UPS store. We're  
18 going to be getting that upgraded to the one on the left  
19 with the new remodel.  
20       So here we go with the current gross revenue.  
21 We're running between 425 and 500,000 per year. The  
22 monthly sales tax currently ranges between 700 to 1,000  
23 per month. This is showing gross revenue, non-taxable  
24 sales, taxable sales and then sales tax, city and state.  
25 In year one, that's including the 15 percent increase in

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1 sales and then the 10 years and the next four years  
2 following that.  
3       The hard construction costs, and we have that  
4 in this slide, we're going with Terry Hall Design, which  
5 is a local builder. We did have an alternative bid as  
6 well from another builder out of Georgia, but we're  
7 sticking local with Terry Hall of \$47,167.45. We have  
8 fixed technology and equipment, like I said, the new  
9 countertops, some of the new things that are going to be  
10 added when we increase the size of the lobby for 39,536.  
11 Fluoresco is going to handle our marquee sign. We just  
12 put this in here for consideration of 5,208. Fluoresco is  
13 a local Tucson company.  
14       Total hard -- total expenses, hard costs only,  
15 so a total of 91,000 -- \$91,912. Our investment would be  
16 basically the whole thing other than what Rio Nuevo --  
17 we're asking for 45,000 from Rio Nuevo. So if we took  
18 that from the 91, you come up with 46,912.  
19       This is our architectural design. The front  
20 facing is the far right. It's our front door. You can  
21 see -- it's a little hard to see on this, but we're going  
22 to have a counter top with three POS's. We're going to  
23 have television monitors flashing -- advertising our  
24 features, what we can do, the extra things that people  
25 don't know about as far as fingerprints, notary, things

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1 like that. Then we have our back packing area, so we'll  
2 be getting busy in the holiday season soon.  
3       This is Terry Hall's construction bid. It  
4 grinds down to everything from lights to flooring to  
5 fixtures. We go one more page, we get his total right  
6 here. And I don't ever my glasses on, but --  
7       **CHAIRMAN McCUSKER:** Brandi, can you expand  
8 that?  
9       **MR. GOLDSMITH:** Yeah, a total of 47,367.45.  
10 And, like I said, we had a competitive bid from an Asa  
11 Carlton out of Georgia for 77,000, so we went ahead with a  
12 local, more inexpensive bid.  
13       Let me go to the next slide.  
14       And this is going to be the cost breakdown.  
15 This is what were buying from UPS Store itself. The  
16 counter tops, the flooring, all that will come from them.  
17 And this is a breakdown of that with a total of that one  
18 of \$64,557. But with this you can also see there's some  
19 technology at the top. We took that out in our original  
20 graph that we had previously and which also took out the  
21 new point of sales with the credit card reader, things  
22 like that. We took all that out. So when we went to the  
23 one asking for the 45,000 from Rio Nuevo, we took all the  
24 technology out of that.  
25       So those are our total costs, construction and

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1 equipment, also shipping. You can see there's freight  
2 shipping in there of those counters and wall fixtures,  
3 things like that.  
4       **MR. MARQUEZ:** Nice presentation, real clean. I  
5 liked that you guys already went through and removed your  
6 FF & E, et cetera, so good job.  
7       **MR. GOLDSMITH:** Thank you.  
8       **CHAIRMAN McCUSKER:** We were surprised to learn  
9 that UPS has taxable sales. Is that stationery and  
10 supplies? You know, can you speak to that, Scott?  
11       **MR. GOLDSMITH:** Yeah, we do, we have boxes. We  
12 have to purchase boxes, packing and shipping supplies,  
13 tape, it's pretty expensive actually, those kind of  
14 things.  
15       **CHAIRMAN McCUSKER:** Yeah, it's a million bucks  
16 a year. So it makes sense for us because it's tax -- it's  
17 incremental tax. It's probably a store that could  
18 otherwise fall out of the district, so what are you  
19 thinking?  
20       **MR. SHEAFE:** Well, let me propose that we  
21 approve up to 45,000 subject to all of our normal  
22 conditions and reviews, having counsel prepare a benefits  
23 agreement and authorize the executive officers to approve  
24 it.  
25       **MS. VILICANA:** I second it, Taunya.

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1       **CHAIRMAN McCUSKER:** So --  
 2       **MR. POSTER:** I had one question.  
 3       **CHAIRMAN McCUSKER:** Edmund's hand's up, Tim's  
 4 hands up.  
 5       Go ahead, Edmund. You go first.  
 6       **MR. MARQUEZ:** Okay. I just wanted to tell  
 7 Scott, you know, we do a lot of deals. This one feels  
 8 good. It's a small business. This is local. This is  
 9 helping modernize a local store that's been around for 30  
 10 years that's been paying into our district since our  
 11 get-go, so I just wanted to say thank you for thriving and  
 12 surviving as a small business in Tucson. We need more of  
 13 you.  
 14       **MR. GOLDSMITH:** Great. Thank you.  
 15       **CHAIRMAN McCUSKER:** Tim.  
 16       **MR. MEDCOFF:** I hate to be a stick in the mud,  
 17 but it was a proposal, not a motion.  
 18       **MR. SHEAFE:** Oh, I thought I made a motion, so  
 19 strike proposal and add motion to the beginning of my  
 20 motion.  
 21       **MS. VILICANA:** I second the motion to approve.  
 22       **CHAIRMAN McCUSKER:** It was a concept of a  
 23 motion.  
 24       Do you get the joke? Everybody get the joke?  
 25       **MR. SHEAFE:** Yeah.

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1       **MR. POSTER:** I had a question.  
 2       **CHAIRMAN McCUSKER:** Just making sure you're  
 3 watching the news.  
 4       All right. We have a real motion and a second  
 5 to approve up to \$45,000 for their request.  
 6       Scott, what that means, upon our approval is  
 7 Tim will get with you guys. We have a legal document that  
 8 describes what we do, what you do that's pretty easy to  
 9 put together.  
 10       So this is a big number, too. Brandi, let's  
 11 call the roll.  
 12       **MR. POSTER:** I just had a quick question. I'm  
 13 noticing you're putting in new lighting. Are you  
 14 intending to get a building permit for this or is most of  
 15 the work inside not requiring a building permit?  
 16       **MR. GOLDSMITH:** Yeah, it's interior. Yeah, the  
 17 lighting's interior lighting. It's not going to request a  
 18 permit.  
 19       **MR. POSTER:** Okay. Thank you.  
 20       **CHAIRMAN McCUSKER:** Okay, Brandi, go ahead.  
 21       **MS. HAGA-BLACKMAN:** Chris Sheafe.  
 22       **MR. SHEAFE:** Aye.  
 23       **MS. HAGA-BLACKMAN:** Shay Jimenez.  
 24       **MS. JIMENEZ:** Aye.  
 25       **MS. HAGA-BLACKMAN:** Corky Poster.

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1       **MR. POSTER:** Aye.  
 2       **MS. HAGA-BLACKMAN:** Jannie Cox.  
 3       **MS. COX:** Aye.  
 4       **MS. HAGA-BLACKMAN:** Richards Oseran.  
 5       **MR. OSERAN:** Aye.  
 6       **MS. HAGA-BLACKMAN:** Edmund Marquez.  
 7       **MR. MARQUEZ:** Aye.  
 8       **MS. HAGA-BLACKMAN:** Taunya Villicana.  
 9       **MS. VILICANA:** Aye.  
 10       **MS. HAGA-BLACKMAN:** Fletcher McCusker.  
 11       **CHAIRMAN McCUSKER:** I vote aye.  
 12       (Motion made, seconded and passed unanimously).  
 13       **CHAIRMAN McCUSKER:** It's unanimous.  
 14       We appreciate you guys. We're hard to find, we  
 15 know that, but this worked out. Good luck. We'll be in  
 16 touch.  
 17       **MR. GOLDSMITH:** Thank you very much, everyone.  
 18       **CHAIRMAN McCUSKER:** Thank you.  
 19       The other item on the agenda we may table, but  
 20 the last meeting, we did some revisions to the master  
 21 plan. My intention today was to ratify that, but I  
 22 understand it wasn't distributed. It has been posted to  
 23 the website, but I'm assuming you all probably haven't  
 24 read it.  
 25       Now, we know what we did, but if you haven't

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1 soon the draft, you know, we can do whatever you want. I  
 2 need a vote at some point to ratify it. If you haven't  
 3 read it and aren't comfortable doing that, I can postpone  
 4 it until the next meeting.  
 5       **MR. SHEAFE:** Why don't we just postpone it to  
 6 the next meeting. We're not under any pressure here.  
 7       **MR. OSERAN:** Is that a motion?  
 8       **CHAIRMAN McCUSKER:** I don't need that. I'll  
 9 just table it.  
 10       Okay. That item's tabled.  
 11       And the last item is any future agenda items.  
 12 Anybody have any requests?  
 13       (No oral response)  
 14       **CHAIRMAN McCUSKER:** Okay. Hearing none, I just  
 15 need a motion to adjourn.  
 16       **MS. COX:** So moved.  
 17       **MR. OSERAN:** Second.  
 18       **CHAIRMAN McCUSKER:** All in favor say aye.  
 19       (Motion made, seconded and passed unanimously).  
 20       **CHAIRMAN McCUSKER:** Thank you, guys.  
 21       (2:55 p.m.)  
 22  
 23  
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