

In The Matter Of:

*Rio Nuevo
Board Meeting*

December 17, 2024

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

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RIO NUEVO MULTIPURPOSE FACILITIES DISTRICT

BOARD MEETING VIA ZOOM
Tucson, Arizona
December 17, 2024
1:02 p.m.

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

FINK & ASSOCIATES
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1 **CHAIRMAN McCUSKER:** Good afternoon, everyone.
2 Welcome to 80-degree Christmas in Tucson. We'll call this
3 meeting to order.
4 Brandi has our virtual flag.
5 Corky, do you want to give it a shot --
6 **MR. POSTER:** Sure.
7 **CHAIRMAN McCUSKER:** -- and lead the pledge?
8 **MR. POSTER:** Okay.
9 (Pledge of Allegiance)
10 **MR. MARQUEZ:** Beautiful.
11 **CHAIRMAN McCUSKER:** That was the best ever.
12 **MS. COX:** That was the best ever.
13 **CHAIRMAN McCUSKER:** I think we nominate Corky
14 as the official --
15 **MS. COX:** Corky is now the official.
16 **CHAIRMAN McCUSKER:** Brandi, you can call the
17 roll.
18 **MS. HAGA-BLACKMAN:** Corky Poster.
19 **MR. POSTER:** Here.
20 **MS. HAGA-BLACKMAN:** Richard Oseran.
21 **MR. OSERAN:** Here.
22 **MS. HAGA-BLACKMAN:** Edmund Marquez.
23 **MR. MARQUEZ:** Here.
24 **MS. HAGA-BLACKMAN:** Tanya Villicana.
25 **MS. VILLICANA:** Present.

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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 Richard Oseran

10
11 **ALSO PRESENT:**
12 Ms. Brandi Haga-Blackman, Administrative Director
13 Mr. Mark Collins, Board Counsel
14 Mr. Timothy Medcoff, Board Counsel
15 Mr. Dan Meyers, CFO
16 * * * *
17
18 BE IT REMEMBERED that a meeting of the Board of
19 Directors of the Rio Nuevo Multipurpose Facilities
20 District was held via ZOOM, in the City of Tucson, State
21 of Arizona, before THOMAS A. WOPPERT, RPR, Certified
22 Reporter No. 50476, on the 17th day of December 2024,
23 commencing at the hour of 1:02 p.m.
24
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1 **MS. HAGA-BLACKMAN:** Jannie Cox?
2 **MS. COX:** Here.
3 **MS. HAGA-BLACKMAN:** Shay Jimenez.
4 **MS. JIMENEZ:** Here.
5 **MS. HAGA-BLACKMAN:** Chris Sheafe.
6 **MR. SHEAFE:** Here.
7 **MS. HAGA-BLACKMAN:** Fletcher McCusker.
8 **CHAIRMAN McCUSKER:** I'm here.
9 Mr. Levin let us know he's ill. Fun time to be
10 sick, at Christmas. We wish him well and to get better
11 soon.
12 You have the transcribed minutes in front of
13 you. They're verbatim unless somebody wants to make a
14 change. If not, I would just need a motion to approve.
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 for that.
20 This is the time set aside for executive
21 session. I just need a motion to recess.
22 **MS. COX:** So moved.
23 **MS. VILLICANA:** Second.
24 **CHAIRMAN McCUSKER:** All in favor say aye.
25 (Motion made, seconded and passed unanimously).

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1 organizations right now is Tucson IDA is helping to get
 2 Groundswell Capital up and off the ground, so we have a
 3 management agreement, so Tucson IDA helps support with
 4 some of the expenses of Groundswell Capital. But that's
 5 how they are. They are independent, but also there is --
 6 there is a connection between the two nonprofits.
 7 So the Tucson IDA is subject to the gift clause
 8 and so is not a granting organization, and so Groundswell
 9 Capital as a 501(c)(3), that's independent, is able to
 10 provide the grants, and so through this partnership was
 11 able to deploy the Rio Nuevo Small Business Grant Program.
 12 **MR. MARQUEZ:** Drea, this is Edmund. So just a
 13 quick question. So the Tucson IDA is subject to the gift
 14 clause, so Groundswell Capital is a sole and separate
 15 501(c)(3) in which the individuals who manage the Tucson
 16 IDA are managing Groundswell, which again is a separate
 17 501(c)(3)?
 18 **MS. THOMPSON:** Yeah, precisely. And, again,
 19 independent board, independent bylaws, independent
 20 operating and management agreements that we've created.
 21 As of now there is connection between them, but they are
 22 separate entities. And as Groundswell grows and develops,
 23 that will be even more divided.
 24 **MR. MARQUEZ:** Thank you.
 25 **MS. THOMPSON:** So just like that, so 501(c)(3)

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1 non-profit. Since we've launched in 2022, we've disbursed
 2 over 2.7 million to small businesses and micro businesses
 3 in the city of Tucson. I would say our specialty is
 4 really connecting with hard to reach populations who are
 5 traditionally left out of the banking system.
 6 Because the Robert Wood Johnson Foundation of
 7 Johnson & Johnson has supported us, our loans, we're able
 8 to take a little bit more risk, and so we don't require
 9 credit or collateral with the loans that we disburse, so
 10 it adds more flexibility and really focuses on populations
 11 that are just trying to get their foot in the door. And
 12 so that as we can support them with technical assistance,
 13 financial education, they are then able to go on and be
 14 more of a, quote, unquote, bankable company.
 15 In 2024 we also -- so in addition to loans, we
 16 also did a 500,000-dollar grant program called Change
 17 Makers. And so we learned a lot in this experience. We
 18 had over 545 small businesses apply to this grant
 19 application. And one of the things we really wanted to
 20 focus on was language accessibility, and so 20 percent
 21 were -- were in Spanish applications, which was really
 22 great. We did a ton of outreach and support. We did over
 23 1,500 folks. We've canvassed and directly shared about
 24 the program, so we have a lot of experience with grass
 25 roots recruitment. I'm getting out into the community and

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1 really ensuring that there's -- that there's full
 2 understanding and knowledge of the access to programs that
 3 we have in our community.
 4 We also have a small business loan fund that's
 5 going to open. Again, it doesn't require credit or
 6 collateral. That's another program that we're running
 7 called Semillas right now.
 8 But this is the program of the hour that we're
 9 really excited to share about, this partnership that we
 10 have with Rio Nuevo, small business, big ideas, these
 11 impact grants, so I just wanted to clarify kind of what
 12 our role was within this.
 13 So this is really Rio Nuevo's funding vision.
 14 We're here to just kind of --
 15 (Discussion off the record)
 16 **MR. MEDCOFF:** Marcel, you need to --
 17 **MR. DABDOUB:** Sorry. Sorry.
 18 **MS. THOMPSON:** So really we took the guidance
 19 and instructions from Rio Nuevo and put those into a user
 20 friendly bilingual application. We developed logo,
 21 website design and hosting, flyers, digital media,
 22 campaigns, grass roots requirements and outreach in order
 23 to really ensure full visibility. We also provide
 24 technical assistance and referrals for applicants. And
 25 then we facilitate a selection committee, so we don't make

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1 the final determinations, but we really ensure that all of
 2 the pieces of the puzzle are in place.
 3 And then we do an initial qualifications check,
 4 because you'll see there's been a lot of excitement, a lot
 5 of interest, a lot of applications, so our job is to kind
 6 of filter through and make sure that everybody who is
 7 rising to the selection question is qualified. It's a --
 8 you know, a full application.
 9 On the financial management side, we gather the
 10 financials and data, including the W-9 and tax
 11 information, so for ongoing reporting purposes,
 12 collecting -- all the different data pieces that need to
 13 be there in our plant management system. We also do the
 14 grant disbursements and tracking, reporting and follow up.
 15 So applications have gone live December 1st.
 16 You can go to groundswellcapital.org/rionuevo and you can
 17 find all the information on there. The site is fully
 18 bilingual, the application is fully bilingual. You are
 19 able to -- there's FAQs, example grants so that you can
 20 follow along. We really try to make it as easy as
 21 possible to understand what are the requirements so that
 22 individuals can apply, and apply they have.
 23 We've also scheduled two times monthly online
 24 digital info sessions in both Spanish and English. The
 25 first one launched today. And then we also have in-person

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1 office hours, so if you need a little extra support with
 2 your grant, you can swing by our office -- our brand-new
 3 office, we're very excited about that, and you can get
 4 that one-to-one support as well.
 5 So applications, as I mentioned, we're planning
 6 to do it in tranches so that we can ensure that not just,
 7 you know, everybody in December who knows about it is
 8 going to get it, but we're going to sort of spread it out
 9 between now and the applicant and the funding deadline,
 10 which is June, so we'll have a couple different tranches
 11 and opportunities.
 12 If you don't make it in the first round, your
 13 obligation will just roll over to the next one and we'll
 14 gather any additional information, but you don't have to
 15 totally reapply.
 16 So the first application window is December 1st
 17 to January 23rd. We currently have 85 applications
 18 already and we anticipate that to double or triple by the
 19 time we get to January 23rd given that a lot of people in
 20 Tucson do like to do things at the last minute.
 21 Things that we're currently working on is the
 22 selection committee and the development of that and in
 23 partnership with Rio Nuevo, and then marketing and media
 24 campaigns are ongoing, different radio, press, those types
 25 of things, and those activities will be throughout this

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1 entire season.
 2 We're just really grateful for this
 3 partnership. I kind of want to open it up to different
 4 questions and any other pieces of information that would
 5 be helpful for you, the board, to understand what's
 6 happened, what is this program and how we can ensure this
 7 is really successful for Rio Nuevo.
 8 **CHAIRMAN McCUSKER:** Can you talk about the type
 9 of applicants you're seeing? Are they existing
 10 businesses, not existing? Are they proprietary business?
 11 Kind of what's the gamut of those 85 applications you've
 12 received already?
 13 **MS. THOMPSON:** Yeah. Some of the businesses
 14 you're definitely going to recognize. They're, you know,
 15 Rio Nuevo businesses that have been in the Rio Nuevo
 16 District for a long time. Some of them are new and
 17 upcoming ideas or more kind of in that startup phase, some
 18 of them have launched but are just in the early days, so
 19 there's a pretty big spread of the businesses that we've
 20 been seeing so far. We have not -- we have not fully kind
 21 of broken down that data because these are coming in very
 22 quickly.
 23 **MR. SHEAFE:** Well, do you -- I think what
 24 Fletcher's question was, just name off some specific
 25 examples, individual business applications.

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1 **CHAIRMAN McCUSKER:** Don't tell us the
 2 applicant's name, but examples.
 3 **MS. THOMPSON:** That's what I was -- I don't
 4 think it would be good to say the actual applicant's name.
 5 Okay. So I can -- let me open up our portal and kind of
 6 look at what some of them are.
 7 **MS. DAHL:** Barber shops, restaurants, startups.
 8 There's someone doing a startup of healthy (inaudible)
 9 tortillas looking to launch in Rio Nuevo. There's been
 10 accountants. It's really, like Drea said, across the
 11 gamut a really wide-range selection.
 12 **MS. THOMPSON:** Would say a lot of retail, a lot
 13 of restaurants, juice bars. Yeah, I would -- I would say
 14 the majority falls into service or restaurant, and then
 15 there's a couple other ones that are sort of that hair
 16 care, skin care type of thing. Yeah, those are kind of
 17 some of the major ones that I'm looking at as I'm kind of
 18 scrolling through some of these.
 19 **MS. JIMENEZ:** There was a question, too, about
 20 retail. Do you have any retail examples?
 21 **MS. THOMPSON:** Yeah, we have a number of
 22 clothing stores, jewelry stores, salons I've mentioned, a
 23 couple of tech companies as well. And then the one that
 24 we also wanted to -- there's a number sort of in the
 25 mobile food truck type of area, so that was one that we

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1 wanted to kind of get some clarify on to ensure, you know,
 2 how exactly we want to handle that.
 3 **MR. SHEAFE:** When you have people that you're
 4 putting on your selection committee, what is their
 5 assigned task? What criteria are they using to make
 6 selections?
 7 **MS. THOMPSON:** Yeah, we have an established
 8 rubric, so you get points for different types of things,
 9 impact, you know, so we have an established rubric that
 10 we've worked on. We can make sure that that aligns with
 11 Rio Nuevo, so they would use that -- score those companies
 12 against that rubric.
 13 **MR. POSTER:** This is Corky. I know that you've
 14 had some questions about whether the selected applicants
 15 need to hold a strict line toward producing sales tax
 16 within the district of Rio Nuevo. And I'll just speak
 17 personally. I don't want to -- I would encourage you
 18 strongly to look for diversity of businesses. We all
 19 understand on the Rio Nuevo board that some -- some
 20 businesses produce primary sales tax, but other businesses
 21 produce secondary sales tax, that is, they generate sales
 22 tax from other businesses, and so I personally would
 23 strongly encourage you to look for a diversity of kinds of
 24 businesses. I'm guessing that you probably want to do
 25 that anyway, but we're not looking for 100 percent of

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1 businesses that bring direct sales tax to it but a wide
2 variety of activities that make downtown and the Rio Nuevo
3 district in general a better place to live, a more active
4 place, more activity, more things going on, more people
5 being generated.
6 So my personal request to your rubric and your
7 selection committee is to really broaden your vision and
8 not be -- not be restricted by an adherence for every
9 business to be a direct sales tax producer.
10 **MR. OSERAN:** This is Richard Oseran. I would
11 concur with Corky. And I've advocated for some time as
12 well as other board members that to really fulfill
13 downtown's purpose, it would be nice to have these retail
14 businesses you're mentioning, a vintage clothing store,
15 something that people can do before 5 00 o'clock when bars
16 and restaurants open and to create, you know, downtown as
17 a great living environment where people want to be.
18 And certainly, as we've indicated before, we do
19 support diversity of all types of people and businesses
20 that are in downtown and services and other things that
21 make downtown a better place to live, as Corky indicated,
22 also produce that -- you know, they're the secondary sales
23 tax, but they -- they support the businesses that then
24 produce sales taxes. So we're -- at least I think we're
25 all interested in a wide diversity of applicants.

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1 **MS. THOMPSON:** That's really exciting to hear,
2 because those are -- you know, that's really -- as I was
3 kind of understanding the vision, how can we continue the
4 great work that Rio Nuevo has done and activated really
5 what are types of innovative and new and exciting ideas
6 that aren't there currently, which would be really
7 exciting to, you know, sort of have this demonstration
8 project from this initiative.
9 So that's amazing to hear. Thank you so much,
10 Corky and Richard. That will definitely be the focus of our
11 outreach and our communications if that is what the board
12 would like to see. We would love to deliver that for you.
13 **MR. OSERAN:** Thank you.
14 **CHAIRMAN McCUSKER:** What's the timing of the
15 first batch of awards? Just quickly go through the
16 schedules.
17 **MS. THOMPSON:** Yeah, exactly. So it's open now
18 through -- so we have a little bit more than a month open,
19 so it will be January 23rd when that will close. And then
20 we have -- I believe it will be a three-week turnaround.
21 Is that right, Nic?
22 **MS. DAHL:** The grant committee will meet soon
23 after, likely within a week after applications close, and
24 then send the recommendations to Rio Nuevo.
25 For the applicant, we just pledge that we'll

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1 give them a response by the end of February, so that gives
2 us collectively around five months to review with the
3 committee, send recommendations to Rio Nuevo and get
4 approvals.
5 **MS. VILLICANA:** Let me ask a follow-up
6 question, Drea.
7 In consideration for both Nic and yourself and
8 Shea as well, we've had some discussions around this,
9 think about these entities or these micro business loans
10 or these boosts, if you will, as a continuum, because if
11 they start to see themselves growing and prospering and
12 maybe even message that way so they think of this as this
13 is an entry point is into our corridor, we really want
14 downtown to be a place that thrives, and if you do well,
15 we all want to support that in a way that allows you to
16 sustain and grow. So think of it in a three-year term,
17 because I think sometimes what we forget about small
18 business is the first couple of years are the roughest
19 points, right, depending on the business model, so I think
20 as a team, we should think along those lines as well and
21 certainly think about that while you're going through this
22 process.
23 **MS. THOMPSON:** That's really great. And I
24 think that will be really well received by the small
25 businesses, to understand that this could be a long-term

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1 relationship and support. And, again, not -- not just
2 from the financing, that's something that's been really
3 important with our work as we really see financial capital
4 paired with knowledge capital and social capital, so how
5 can we wrap them around with services, help them with
6 their business plan, help them with their finances. And
7 that's something that we're able to do on our side to
8 ensure that they're not just going to get the money and
9 then bye, see you later. This is really a long-term
10 partnership and investment in their vision and walking a
11 line alongside them throughout their journey. So that's a
12 really wonderful point and great to hear people, and I'm
13 sure people are very excited to receive that news as well.
14 **CHAIRMAN McCUSKER:** Okay. So I set this up to
15 be ratified by the board. I would need a motion.
16 Obviously we still have an opportunity for input into the
17 applicants and ultimate recommendations themselves. So
18 what's the board's pleasure?
19 **MS. VILLICANA:** Mr. Chairman, I would like to
20 move that we ratify the continuation of this program and
21 that we work together to enjoy hearing more and the
22 applicants that are being put forth.
23 **MR. POSTER:** I will second Taunya's motion.
24 **CHAIRMAN McCUSKER:** We've got a motion and a
25 second. Any question, comment?

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1 Brandi, you can call the roll.
 2 **MS. HAGA-BLACKMAN:** Chris Sheafe.
 3 **MR. SHEAFE:** Yes.
 4 **MS. HAGA-BLACKMAN:** Corky Poster.
 5 **MR. POSTER:** Yes.
 6 **MS. HAGA-BLACKMAN:** Edmund Marquez.
 7 **MR. MARQUEZ:** Aye.
 8 **MS. HAGA-BLACKMAN:** Shay Jimenez.
 9 **MS. JIMENEZ:** Yes.
 10 **MS. HAGA-BLACKMAN:** Richard Oseran.
 11 **MR. OSERAN:** Aye.
 12 **MS. HAGA-BLACKMAN:** Jannie Cox.
 13 **MS. COX:** Aye.
 14 **MS. HAGA-BLACKMAN:** Taunya Villicana?
 15 **MS. VILLICANA:** Yes.
 16 **MS. HAGA-BLACKMAN:** Fletcher McCusker.
 17 **CHAIRMAN McCUSKER:** I vote aye. And I would
 18 like to thank our colleague Shay for her hard work here.
 19 I didn't know her very well. She's really quite
 20 passionate about this and quite successful.
 21 So good luck to everybody.
 22 Drea, we'll see you soon as you start to winnow
 23 applicants.
 24 And, Nic, I hope you make your doctor's
 25 appointment.

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1 **MS. THOMPSON:** Absolutely. And I'll go ahead
 2 and prepare a report for Rio Nuevo so that you can see the
 3 breakdown of types of businesses, if that's helpful, just
 4 so you get a little temperature check while we're in the
 5 midst of this process.
 6 **CHAIRMAN McCUSKER:** That would be great. Thank
 7 you.
 8 **MS. VILLICANA:** Take care. Bye now.
 9 **MR. SHEAFE:** Thank you.
 10 **CHAIRMAN McCUSKER:** Charlie, Marcel, sorry
 11 about the pivot there, but you don't appear to be in your
 12 car on the way to the doctor's.
 13 So 123 Stone is an address we're familiar with.
 14 **MR. POSTER:** Mr. Chairman.
 15 **CHAIRMAN McCUSKER:** Go ahead.
 16 **MR. POSTER:** Mr. Chairman, this is Corky
 17 Poster. I'm going to recuse myself. Currently my firm is
 18 under contract with Charlie at the Benedictine Monastery,
 19 so I will be quiet and refrain from voting.
 20 **CHAIRMAN McCUSKER:** All right. Thank you for
 21 that.
 22 Years ago we had a deal with the owners, Peach
 23 Property, to bring Chris Bianco's restaurant to that
 24 space. He went to Los Angeles instead. Might have been a
 25 great pivot, because we get to talk to Charlie about

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1 activating that space.
 2 So, Charlie, I've introduced you to people that
 3 don't know you. You get to do that over again. But if
 4 you guys would take the program. We have not seen your
 5 PowerPoint, so we're going to have to go live with you.
 6 Huna, if you'll give them share.
 7 Charlie, the floor is yours.
 8 **MR. LEVY:** Can you all hear me?
 9 Marcel, are you there?
 10 **MR. DABDOUB:** Yes.
 11 **CHAIRMAN McCUSKER:** We see you and hear you,
 12 yes.
 13 **MR. LEVY:** All right. So I'll start with kind
 14 of just the vision. Marcel, Patricia and Ron showed me
 15 the space a few months ago. And, first of all, I have
 16 started four music venues and restaurants in Phoenix. And
 17 I first moved to Tucson in 2007 for about five years and
 18 had to go back to Phoenix for work unfortunately, and a
 19 couple years ago got to move back here and just, you know,
 20 love Tucson.
 21 And the thing that I think I love about Tucson
 22 the most is its art scene, its art culture. And when I
 23 first saw this building, right away I told them we need to
 24 make this like an inspiration of like 1950s Greenwich
 25 Village where it's like a hub or creativity and it's a

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1 place for artists and people who love art.
 2 And that's sort of like what we kind of started
 3 from. And we can kind of go through the PowerPoint,
 4 Marcel, if you want, or you can pop in, but basically it's
 5 a place for -- you know, not only is it music and visual
 6 arts, culinary arts and a place where people can commune
 7 and get together and really celebrate the Tucson art
 8 scene.
 9 **CHAIRMAN McCUSKER:** Marcel, you should be able
 10 to launch the slides.
 11 **MR. DABDOUB:** Yes, I'm going to launch it from
 12 my phone. Give me one second, because for some reason,
 13 that e-mail is not showing up on my phone.
 14 **MR. HAMMOND:** You should be set up to present
 15 under share.
 16 **MR. DABDOUB:** Yes, absolutely. Give me one
 17 second. I'm just going to --
 18 **CHAIRMAN McCUSKER:** You can send it to Brandi
 19 if you want us to run it.
 20 **MR. DABDOUB:** Oh, there it is. I've got it.
 21 Sorry. My e-mail was not updating. So I'm going to share
 22 this.
 23 Okay. Can you see the presentation now?
 24 **MR. SHEAFE:** We're not seeing it quite yet,
 25 Marcel. Did you tap the share screen at the bottom?

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1 **MR. DABDOUB:** Oh, thank you. Thanks, Chris.
2 So I'm going to show this as a slide presentation.
3 **CHAIRMAN McCUSKER:** Click on slide show.
4 **MR. DABDOUB:** Sorry, Charlie, for the delay.
5 **MR. LEVY:** That's all right.
6 That's the building. I mean, I hope
7 everybody's familiar with it. I think it was the first
8 hospital in Tucson, and it's a pretty special place.
9 You can just keep scrolling.
10 This is sort of a vision board of the -- of the
11 cultural hub we're looking at. It's going to be a -- part
12 of it's going to be a laundromat for the community and --
13 and for the artists, and also, you know, we could do some
14 really fun things, like NPR has Tiny Desk Concerts, we're
15 thinking about tiny laundromat concerts-type things.
16 You can just keep going. This is some stuff
17 about me. You don't have to read that, so we can move
18 that. We can go quick on that one, Marcel.
19 You know, that's kind what we're talking about.
20 I mean, it's a hub, and then also it will have a -- and
21 when we do the floor plan, we'll kind of go over each
22 floor, what we're thinking of having in there, but just a
23 place that kind of connects, you know, the barrio and all
24 the TCC and everything on Congress as sort of -- of this
25 hub. And that's what it actually looks like now.

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1 And, Marcel, you can jump in any time you want.
2 **MR. DABDOUB:** Yeah. So it's an historic
3 building that has not been adapted for retail use. You
4 know, the first -- the first attempt of that was our lease
5 with Chris Bianco, which went nowhere after the L.A.
6 disaster, and we've really just been looking for a tenant
7 that might have the right concept that would allow us to
8 adapt the building or a portion of the building to bring
9 it to its highest and best use.
10 So obviously it was used as a hospital system.
11 More recently there was a dental office on the second
12 floor with some uses along the first floor, a lot of
13 potential to open up the windows along the corner. And
14 for us it's a great corner that connects the TCC to the --
15 you know, the downtown core through -- through Ochoa.
16 This is some more of the vibe.
17 Charlie, I don't know if you want to sort of
18 talk more about what -- you know.
19 **MR. LEVY:** Sure. So the first floor is going
20 to have like a bar/cafe, you know, that we're hoping that
21 people after -- you know, that go to the Ronstadt Center
22 can come by and have a cocktail or a dessert. We're
23 really going to go for a lower price point and be open for
24 breakfast, lunch and dinner late night for the community
25 and -- and for the people -- the visitors. We're really

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1 going to push for a lot of international visitors. You
2 know, you guys are well aware the spotlight's been Tucson
3 and its history and its art, and this is the place where,
4 you know, we're really going to try to push to get those
5 people that are coming in and out of town and want to be
6 part of that art scene and be around artists that come to
7 the Rogers. Curly's going to stay there. You know, we're
8 going to have -- open up Curly to his barber shop. People
9 can drink a beer at the barber shop, people can, you know,
10 have a cafe at the laundromat. So that's sort of the
11 first floor vibe.
12 Go ahead, Marcel.
13 **MR. DABDOUB:** I was just going to say the great
14 thing about Charlie's vision is that this -- this is a
15 concept that's activated throughout the day. You know,
16 sometimes you have something that's really just more set
17 up as a bar for nighttime use, and -- and that means that
18 your operating hours are -- your sales hours, if you
19 will, are, you know, only after a certain period of time.
20 But by creating a design that works well as a cafe during
21 the day, you know, for either breakfast or lunch or dinner
22 as well as the bar when it's late night when you have
23 performances and people are coming in, they want to eat
24 before the show or maybe, you know, grab a late night
25 snack after the show, that's activity that we really like

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1 to see just because you're taking an asset and you're
2 generating sales dollars over longer periods of time if
3 the concept is right, and we believe that the concept is
4 right.
5 **MR. LEVY:** And that's what makes it kind of fun
6 where we have all different types of -- you know, on the
7 business end, all different ways of -- you know, revenue
8 streams from all different facets, so we're not going to
9 rely on just, you know, we're having a restaurant and
10 that's it is. So that's the first floor, and you can kind
11 of see a preliminary floor plan with the barber shop and
12 the laundromat and the cafe and the bars and the lounges.
13 And then on the second floor is going to be
14 another main lounge, and then that's going to be
15 surrounded with studio spaces, artist studio spaces,
16 artist residencies, short-term and long-term. You're
17 going to see some bigger like hostel type rooms. If bands
18 coming in town playing at the Rialto need a place to stay
19 and they don't have a big budget, we can house them. And
20 people that want to stay there, you know, a couple of
21 rooms that if you just want to be around artists, you can
22 stay there. You can walk in and go to an artist's studio
23 space on the second floor and have a lounge and see the
24 artwork they're doing, or someone might be writing a book
25 in the other studio space. So that's the second floor.

1 And then the basement will be a basement bar
2 with a cool stone -- I mean, I'm sure you've seen in that
3 part of Tucson the stones they brought down. And that
4 will be a performance event space, music, spoken word,
5 art, dance. And I think Tucson is really in need of more
6 art spaces than we have, so it would be really great to
7 bring in local and national acts that come in and
8 different artists and different speakers and writers and
9 musicians.

10 So that's sort of it in a nut shell.
11 Marcel, do you have anything to add on that
12 front?

13 **MR. DABDOUB:** No. I mean, the concept of
14 the -- of the laundromat bar is something that you see in
15 other locations and it's turned into this really cool
16 function that people can do more in a shared environment
17 in an atmosphere that's actually fun. And so that's why,
18 you know, the plan is that that would be a part of the
19 experience. And people will -- will wander from one type
20 of use to another. And, you know, we would
21 have a full kitchen for the menu, and just having a live
22 music venue of a -- of a size and type that doesn't really
23 exist in Tucson just gets us really excited.

24 These are -- these are some numbers on where we
25 are on the budget. We have a signed LOI with Charlie and

1 one-and-a-half million dollars for the infrastructure and
2 our FF&E budget I think is about 800 --

3 Is it \$860,000, Charlie?
4 **MS. VILLICANA:** That's fine. Approximate's
5 fine. Okay. Thank you.

6 **MR. MARQUEZ:** Your 1.775 rebate, that whole
7 deal, is that on this property or is that on Congress
8 Street?

9 **MR. DABDOUB:** It's on this property. It was on
10 this property when -- that deal is still in place, and
11 that's why I point it out, because we would -- under the
12 amendments, we would basically do away with that so we're
13 not getting sort of an additional benefit, if you will.
14 But that was a deal we did when we had the -- the lease
15 with Chris Bianco.

16 **MR. MARQUEZ:** How much cash did we put up front
17 on that, or is it just all rebate?

18 **MR. DABDOUB:** You have not put any --
19 How much cash has Rio Nuevo put into this or
20 no?

21 **MR. MARQUEZ:** Did we give you all rebate back
22 then?

23 **MR. DABDOUB:** We have not requested any portion
24 of that rebate, so that rebate amount is still intact.

25 **MR. MARQUEZ:** How much was -- did we do cash

1 his company, Crescent Concerts, and the -- we've -- you
2 know, we have -- we would have a total developer
3 contribution of around \$4 million. The renovation budget
4 itself does not include any FF&E. The FF&E is part of the
5 \$4 million. It's really just hard renovation costs. And,
6 you know, our request to Rio Nuevo is to help us cover
7 half of that and we would be covering the other half of
8 those renovation costs as well as the FF&E on top of that.

9 Right now we have an agreement with Rio Nuevo
10 that would award us sales tax rebates up to \$1,775,000
11 through 2035 and then 50 percent, so 50 percent after
12 that. That is still subject to the cap. That would
13 obviously go away if this request is approved. We're not
14 asking for something on top of something that's already
15 been awarded. We're just -- we're just requesting that,
16 you know, a lesser amount be advanced so we can -- and
17 it's still 50 percent of the renovation cost -- so we can
18 activate the building.

19 **MS. VILLICANA:** May I ask a question, Marcel?

20 **MR. DABDOUB:** Go ahead.

21 **MS. VILLICANA:** So, Marcel, how much do you
22 think you're going to have to put in FF&E, just
23 approximate, just out of curiosity, over and above what
24 you're already putting into the project?

25 **MR. DABDOUB:** Our budget for FF&E, so it's

1 plus a rebate or just give --

2 **MR. DABDOUB:** You were going to do cash. Where
3 we close on the building, you were going to make a
4 200,000-dollar contribution, but at that time, Rio
5 Nuevo -- by the time we were ready to close, Rio Nuevo did
6 not have the funds, so Rio Nuevo closed on a promissory
7 note, but then the Chris Bianco thing fizzled, so we never
8 actually collected on that note, so we technically have a
9 promissory note from Rio Nuevo that was never paid off.

10 **CHAIRMAN McCUSKER:** Marcel, do we GPLET this
11 property now?

12 **MR. DABDOUB:** No.
13 Well, yes. Right now technically we're paying
14 the GPLET rates, because -- because it's -- it's in Rio
15 Nuevo's name, so it's off the tax --

16 **CHAIRMAN McCUSKER:** We did do the GPLET when
17 Bianco was going to move in. We were going to put in some
18 cash and a rebate, and then Bianco changed his mind, but
19 it's still Rio Nuevo owned under a GPLET lease.

20 **MR. DABDOUB:** It's still Rio Nuevo owned under
21 a GPLET lease and we have not drawn on any sales tax
22 rebates because we haven't been generating any sales tax
23 from the property.

24 **MR. MARQUEZ:** You have a signed LOI right now,
25 letter of intent. How quick is the timeline following

1 this? Like how soon do you sign the lease, how soon do
2 you have a contract or when do you break ground? When is
3 this built?

4 **MR. DABDOUB:** Our lender, National Bank of
5 Arizona, has expressed an interest in helping us finance
6 this renovation. They clearly have a loan, which was
7 supported by the dental group. The fact that the dental
8 group left created a great opportunity for us to do
9 something more (inaudible). But to answer your question,
10 Edmund, we're ready to go. I think as soon -- we have the
11 LOI. If the request is approved, we would move very
12 quickly to sign the lease, give the lease to the bank, you
13 know, the property gets reappraised, you know, give it
14 maybe four weeks for the appraisal, so maybe we would
15 close on the loan in about 60 days I'm guessing.

16 **MR. MARQUEZ:** That kind of answers Taunya's
17 previously question, which is already on paper. It's
18 about a 4 million dollar total investment, 3 million of
19 construction, you're splitting 1.5 each. How much of that
20 1.5 from your side is coming from the developers and how
21 much from Charlie?

22 **MR. DABDOUB:** So the -- the -- the 1.5 is all
23 coming from the developer. The FF&E is going to be a
24 partnership between the developer and Charlie. And we
25 need -- we need FF&E plus some networking capital on the

1 front end, so let's call it a million dollars. And -- and
2 we are still going through the process of figuring out how
3 much each side is going to be contributing to that.

4 **MR. MARQUEZ:** So you obviously -- you don't
5 have to go into a public session. There's some things
6 playing out with National Bank of Arizona right now,
7 right, you lost a tenant.

8 So 1.5 is a lot of cash for us. That's a lot
9 of cash. How would it look like for you guys and National
10 Bank of Arizona if we did \$500,000 up front with a million
11 dollars of rebate? Because you're basically -- if you
12 look at your next piece of paper, you're looking at about
13 five years to generate 1.2.

14 **MR. DABDOUB:** Correct. We expect the payback
15 period to be less than six years for the remainder of
16 that. And with a 3 million-dollar renovation, I think it
17 would be -- I don't want to speak for them, Edmund. I
18 think we would just have to go back to them and say, all
19 right, guys, here's the pro forma, here is our LOI and we
20 would like -- you know, we're looking to -- you know, we
21 can't get to the \$3 million, can you finance more than the
22 initial 1.5.

23 **MR. MARQUEZ:** I mean, I would be -- and I'm not
24 speaking on behalf of the board here, but I'd be up to the
25 \$500,000 up front, a million dollars of rebate, which

1 looks like over five years, and then we usually authorize
2 executive to complete the deal. If we -- as long as this
3 board approved up to the 1.5, we could through the
4 executive committee and your discussions with your bank
5 try to find out if there's a middle ground if that doesn't
6 work for them, so -- but 1.5 is just a ton of cash.

7 **CHAIRMAN McCUSKER:** Do you have hard bids,
8 Marcel, on the improvements?

9 **MR. DABDOUB:** Correct. We --

10 **CHAIRMAN McCUSKER:** The only really missing
11 piece is the bank. What Edmund was suggesting is we do
12 something like approve up to 1.5 million and we're looking
13 to reduce the amount of cash in exchange for rebates, but
14 that sounds like something that's got to be kind of
15 nurtured with your bank. But we could probably approve
16 something like that today or we could come back next month
17 when you know what the bank's more willing to do.

18 **MS. COX:** And also when the lease is signed,
19 because if that lease is not signed for the bank, it needs
20 to be signed for us, too.

21 **MR. DABDOUB:** Absolutely. We wouldn't do
22 anything until the lease is signed, Jannie. It's just
23 that we didn't want to go through the legal expense of
24 signing the lease until we sort of figure out if we were
25 going to get the support from Rio Nuevo.

1 **MS. COX:** Right. Okay.

2 **MR. MARQUEZ:** An item of clarity is we
3 typically don't pay for permitting, which is on this form
4 also, so you have to back that out of our 1.5.

5 **MR. DABDOUB:** Okay. Absolutely.

6 **MR. MARQUEZ:** I'll make a motion and see how it
7 plays out, see if we get a second, see how it discusses,
8 but I move that we -- I just subtracted \$83,000, so I move
9 that we approve up to 1.4 -- what is that -- 17? Yeah,
10 1.4 -- \$1,417,000 towards this deal with \$500,000 up front
11 with the rest coming in rebates, authorizing executive to
12 continue the negotiation based on the discussion with
13 National Bank of Arizona.

14 **MS. VILICANA:** And a signed lease.

15 **MR. MARQUEZ:** And a signed lease. Yes, I will
16 throw that in, a signed lease.

17 **CHAIRMAN McCUSKER:** Nobody's jumping at that.

18 **MS. COX:** Second.

19 **CHAIRMAN McCUSKER:** There you go. Okay. So
20 the motion, which gives the executive committee some
21 flexibility, is to approve a contribution to the project
22 to the tune of 1.4 and change with 500 of that in cash
23 guaranteed and the rest to be negotiated based on what we
24 hear from the bank.

25 **MR. SHEAFE:** I have an amendment.

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1 **CHAIRMAN McCUSKER:** Mr. Sheafe.
 2 **MR. SHEAFE:** I would adjust the up front to 750
 3 and the rest of it would remain the same.
 4 **CHAIRMAN McCUSKER:** So you get to do that based
 5 on what the bank says if we approve Mr. Marquez's motion.
 6 **MR. SHEAFE:** Right. I'm trying to soften the
 7 deal a little bit, that's the purpose of the amendment,
 8 and so if we go to 750, which is a three-year return on
 9 the TIF, I just think that might work just a little better
 10 understanding how the other side's loan parameters will
 11 work, but Edmund would need to accept that before we go
 12 any further.
 13 **MR. MARQUEZ:** That's removing the conversation
 14 with the National Bank of Arizona and just hard lining at
 15 750 and the rest coming in rebate?
 16 **MR. SHEAFE:** Yeah. I just said the up front
 17 would be 750, and then every other portion of your motion
 18 would stand.
 19 **CHAIRMAN McCUSKER:** So you still have some
 20 flexibility there with the bank. And Mr. Sheafe's right,
 21 Edmund. You'd have to accept that amendment.
 22 **MR. MARQUEZ:** Before I accept it, I'd love to
 23 hear from our attorney, who has his hand up.
 24 **CHAIRMAN McCUSKER:** Tim, go ahead.
 25 **MR. MEDCOFF:** We need to also have an amendment

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1 assuming the motion passes to authorize legal to document
 2 this deal.
 3 **CHAIRMAN McCUSKER:** And the execs to execute.
 4 **MR. MEDCOFF:** Yes.
 5 **CHAIRMAN McCUSKER:** So your motion, Chris, is a
 6 little different than Edmund's. If you just move the
 7 dollar amount and leave the rest of the motion intact, the
 8 guaranteed cash would be 750, the rest of that's subject
 9 to executive committee approval.
 10 **MR. MARQUEZ:** And bring in our attorneys to
 11 complete the deal. I would accept that amendment.
 12 **CHAIRMAN McCUSKER:** Jannie, your second.
 13 **MS. COX:** Yes, I accept the amendment as well.
 14 **MR. DABDOUB:** And if I may, Fletcher, you would
 15 also want to add any existing benefits in the existing
 16 (inaudible) would be replaced in its entirety by any new
 17 deal.
 18 **MR. MARQUEZ:** Yes. And a second amendment is
 19 to remove the 1.775.
 20 **CHAIRMAN McCUSKER:** Let's do that as a separate
 21 motion. We'll just terminate that old deal so we don't
 22 tie the two together.
 23 I have a motion and a second, so I've got to
 24 act on that one.
 25 Is everybody tracking? Corky's recused. I

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1 think I still have a quorum.
 2 Taunya, you're doing okay.
 3 So Rio Nuevo would offer to contribute to this
 4 project up to a million four and change.
 5 Do you have the exact number? Somebody do the
 6 math.
 7 **MR. SHEAFE:** 1,417.
 8 **MR. DABDOUB:** I'm getting 1,467,812. If you
 9 take out the 83,063.97 for permitting and you divide by
 10 two, the number I'm getting is 1 million --
 11 **MR. SHEAFE:** You're right, because I didn't
 12 pick the other number up.
 13 **CHAIRMAN McCUSKER:** Say it again, Marcel.
 14 **MR. DABDOUB:** \$1,467, 812.
 15 **CHAIRMAN McCUSKER:** All right. So that would
 16 be half less the permitting costs with 750 guaranteed, the
 17 rest of that to be negotiated between us, you and your
 18 bank.
 19 Everybody following this?
 20 **MS. COX:** Yeah.
 21 **CHAIRMAN McCUSKER:** Okay. Brandi, you can call
 22 the roll.
 23 **MS. HAGA-BLACKMAN:** Marcel, can you remove your
 24 screen, please?
 25 **MR. DABDOUB:** I'm sorry. So I stop sharing

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1 or --
 2 **CHAIRMAN McCUSKER:** Yeah, just stop sharing.
 3 There you go.
 4 **MS. HAGA-BLACKMAN:** Chris Sheafe.
 5 **MR. SHEAFE:** Yes.
 6 **MS. HAGA-BLACKMAN:** Edmund Marquez.
 7 **MR. MARQUEZ:** Aye.
 8 **MS. HAGA-BLACKMAN:** Richard Oseran.
 9 **MR. OSERAN:** Aye.
 10 **MS. HAGA-BLACKMAN:** Jannie Cox.
 11 **MS. COX:** Aye.
 12 **MS. HAGA-BLACKMAN:** Tanya Villicana.
 13 **MS. VILICANA:** Yes.
 14 **MS. HAGA-BLACKMAN:** Shea Jimenez.
 15 **MS. JIMENEZ:** Yes, aye.
 16 **MS. HAGA-BLACKMAN:** Fletcher McCusker.
 17 **CHAIRMAN McCUSKER:** Just to confirm, we've got
 18 the contingencies in there, Tom, that it's subject to the
 19 final lease, subject to legal documents and authorizes the
 20 executive officers to finalize the deal. That all got
 21 into the motion. I vote aye.
 22 (Motion made, seconded and passed unanimously).
 23 **CHAIRMAN McCUSKER:** All right. That's
 24 unanimous.
 25 Charlie, welcome back.

1 **MR. SHEAFE:** Can we -- just quickly then I'd
2 like to move that we terminate the current deal that was
3 done together with Bianco on 123 South Stone.

4 **MS. VILLICANA:** I second that, Taunya.

5 **CHAIRMAN McCUSKER:** All right. So the motion
6 is to terminate the existing deal that was made years ago
7 with this property, 123 South Stone, except for the GPLET.
8 The GPLET's already in place, that stays, but the
9 economics would be terminated. And that was -- we can do
10 a quick voice vote on that. All in favor say aye.

11 (Motion made, seconded and passed unanimously).

12 **CHAIRMAN McCUSKER:** And Mr. Poster is recused.

13 All right. So one deal is dead and we're off
14 to the new deal. And, Charlie, we're really excited about
15 your vision for downtown.

16 **MR. LEVY:** Thank you very much. I'm excited,
17 too.

18 **CHAIRMAN McCUSKER:** Good luck, guys.

19 **MR. LEVY:** Thank you.

20 **CHAIRMAN McCUSKER:** Future agenda items? If
21 you don't have any, you can e-mail me, and I'll entertain
22 a motion to adjourns.

23 **MS. COX:** So moved.

24 **CHAIRMAN McCUSKER:** Second, please.

25 **MS. VILLICANA:** Second.

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

3 **CHAIRMAN McCUSKER:** Happy holidays, everyone.

4 See you in 2025.

5 (2:49 p.m.)

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