

Pursuant to A.R.S. §38-431.02, notice is hereby given that the Board of Directors of the Rio Nuevo Multipurpose Facilities District will hold the following meeting, which will be open to the public. One or more Board Members may participate in the public session by telephone.

**NOTICE AND AGENDA
FOR BOARD MEETING OF THE BOARD OF DIRECTORS OF THE
RIO NUEVO MULTIPURPOSE FACILITIES DISTRICT**

**Tuesday, February 24, 2015
1:00 p.m. MST Regular Meeting
Arizona State Building, Room 222
400 W Congress
Tucson, AZ 85701**

AGENDA

- 1) **Pledge of Allegiance**
- 2) **Roll Call**
- 3) **Board Meeting Minutes** - Discussion and potential approval of January 27, 2015 transcript minutes.
- 4) **Executive Session** - (Room 152) Upon a public majority vote of members constituting a quorum, the Board of Directors may hold an Executive Session. To comply with §38-431.03(B), all electronic devices, including cell and smart phones, iPads, notebooks, tablets and laptops should be turned off and stored during Executive Session. During Executive Session the following matters will be addressed.
 - a) Pursuant to A.R.S. §38-431.03(A)(3),(4) & (7), the Board will discuss with, consult with, obtain legal advice from and may instruct its attorneys regarding the status of the modifications to the Fox Theatre lease structure and attendant agreements.
 - b) Pursuant to A.R.S. §38-431.03(A)(3) & (4), the Board will discuss with, consult with, obtain legal advice from and may instruct its attorneys regarding contracts that are the subject of negotiation under Title 34 and the District Procurement Code related to satisfying the streetscape obligation set forth in Paragraph 12 of the "Settlement Agreement" between the District and the City of Tucson ("City").
 - c) Pursuant to A.R.S. §38-431.03(A)(3) & (4), the Board will discuss with, consult with, obtain legal advice from and may instruct its attorneys regarding the "Gift Clause" of the Arizona Constitution (Art. 9, §7) and its application to the District.
 - d) Pursuant to A.R.S. §38-431.03(A)(3), & (4) the Board will discuss with, consult with, obtain legal advice from and may instruct its attorneys with respect to the District's obligation under Paragraph 7(c) of the Settlement Agreement and the negotiation/preparation of an agreement with Friends of Tucson Birthplace, Inc. ("FOTB") related to such expenditure of funds under the Settlement Agreement.

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e) Pursuant to A.R.S. §38-431.03(A)(3),(4) & (7), the Board will discuss with, consult with, obtain legal advice from and may instruct its attorneys regarding the title insurance for the “Westside Parcel” which will be conveyed to the District by the City pursuant to Paragraph 7(b) of the Settlement Agreement, an attendant easement for a monitor well and a potential agreement in which the City has limited responsibility for continued maintenance of a portion of the property.

f) Pursuant to A.R.S. §38-431.03(A)(3),(4) & (7), the Board will discuss with, consult with, obtain legal advice from and may instruct its attorneys regarding the potential acquisition of the music hall parking lot from the City in exchange for a reduction in the City’s Depot Plaza Garage financial obligations to the District under the Settlement Agreement.

g) Pursuant to A.R.S. §38-431.03(A)(3), the Board will consult with and obtain legal advice from its attorneys regarding District options on issues associated with protesters and the City of Tucson legal proceedings related to downtown protesting activities.

5) Chairman’s Remarks

The Chairman will briefly summarize current events that relate to the District, which summary may include updates on Phase II of the Tucson Convention Center (“TCC”), on the AC Hotel, the Thrifty Block, and development on the Westside Parcel.

6) Financial Report – Update & Discussion Only

The Board will receive an update from Michele Bettini on the District’s cash positions and will address any questions that the Board may have.

7) January 8th Memorial – Possible Action

At its October 17, 2014 meeting, the Board voted to contribute \$75,000 to the January 8th Memorial project, provided that the Board obtained third-party confirmation that the District is exempt from the Gift Clause of the Arizona Constitution. The Board will discuss and may vote to remove the qualification on its January 8th contribution or otherwise modify such commitment.

8) Streetscape Project – Possible Action

The Board will discuss and may direct staff and/or counsel to take action in connection with the District’s \$750,000 obligation under Paragraph 12 of the Settlement Agreement.

9) Arena Site Sale & Development – Possible Action

Counsel will update the Board and address any questions regarding the progress on the sale of the “Arena Site” pursuant to the Agreement for Purchase and Sale of Real Estate with Nor-Generations, LLC (“Nor-Gen”) and upon Nor-Gen’s request for a brief extension of the agreement’s feasibility period. The Board will consider and may vote to take action on Nor-Gen’s requested extension.

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10) Rialto Theatre – Possible Action

The Board will hear a presentation from the Rialto Theatre Foundation for the potential purchase of the “Rialto Theatre” by the Foundation. The Board will discuss such proposal and may take action, including providing direction to staff and/or counsel.

11) Mission Garden Project – Possible Action

The Board will discuss with its counsel the District’s \$1,100,000 commitment in Paragraph 7(c) of the Settlement Agreement with the City and the current draft of the Agreement Related to District Contribution to the Development and Maintenance of Mission Garden with FOTB to effectuate the expenditure of at least a portion of the Settlement Agreement commitment. The Board may vote to approve the form of the Agreement with FOTB, and authorize the Chair and Secretary to sign, subject to any minor revisions that are the result of further negotiations.

12) Westside Parcel - Possible Action

The Board will hear an update on the status of the City’s conveyance of this parcel to the District and an explanation of an agreement, pursuant to which the City would continue to have limited responsibility for maintenance of a portion of the property. The Board may vote to take action in connection with such update and explanation, which action may include direction for the execution of such agreement and/or direction to counsel.

13) The Duplex at 196 & 200 North Court Avenue – Possible Action

The Tucson Presidio Trust, with the assistance of Cox Communications, has offered to clean up and renovate the exterior of the Duplex, which the District owns, provided the District authorizes such work and pays the City’s Minor Historic Preservation Zone Design Review fee of \$126.50. The Board will discuss and may vote to take action on such proposal, which action may include direction to staff and/or counsel.

14) Presidio Museum/Office & Restrooms – Possible Action

The District holds title to the Presidio Museum/Office and Restrooms, which it has leased to the City, pursuant to the terms of the Settlement Agreement, through February 28, 2014. The Board will discuss and may take action in connection with such property and lease, which action may include directions to staff and/or counsel.

15) Music Hall Parking Lot – Potential Action

The Board will discuss the possibility of acquiring the Music Hall parking lot from the City of Tucson in exchange for releasing the City from a portion of its “Depot Garage” financial commitments to the District under paragraph 5 of the Settlement Agreement between the District and the City.

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16) Call to the Audience

Presentations are limited to three (3) minutes per speaker for a total of fifteen (15) minutes. All individuals interested in speaking must submit a Speaker's Card that will be made available at the meeting.

17) Adjourn