

September 2, 2014

Fletcher McCusker, Chair of the Board
Chris Sheafe, Treasurer of the Board
Rio Nuevo District
400 West Congress, Suite 152
Tucson, AZ 85701

Dear Messrs. McCusker and Sheafe,

The following protest is submitted pursuant to Rio Nuevo Procurement
Code § 28-75 *et seq.*

Protestant:

Peach Properties HM, Inc. • CEO Ron Schwabe
44 E. Broadway Boulevard, Unit 300 • Tucson, Arizona 85701 •
phone: (520) 798-3331 • fax: (520) 798-1288 •
ron@peachprops.com • www.peachprops.com

Solicitation Number:

RFP 14-2

Legal and Factual Grounds:

This protest arises out of the August 12, 2014 special meeting of the Rio Nuevo Board, in which they heard presentations relating to the Arena Site Request for Proposals (RFP), Solicitation Number RFP 14-2, a copy of which is attached as Exhibit A. The Evaluation Committee (the Committee) voted in favor of a proposal submitted by Nor-Generations, LLC (Nor-Gen) at a meeting August 26, 2014, based on scoring of the proposals submitted after the August 12 special meeting.

During the August 12 meeting, Committee member Alberto Moore violated Rio Nuevo's rules, the terms of the RFP, and the Rio Nuevo Procurement Code (the Code). The Code clearly states that the only criteria the Committee can consider are those stated in the RFP. Code § 28-18(5). The Committee members signed a written statement stating that they will "guard against any tendency that might slant your evaluation in favor of a personal preference." (Evaluation Committee Member Statement, Attached as Exhibit B) The RFP similarly protects against undue influence by severely limiting the contact a proposer may have with the Committee. (Exhibit A at § 8.3). To this end, Christopher Schmaltz, counsel for the Committee, instructed the Committee members to have no communication or contact with anyone, including other Committee members, that could potentially influence their scoring. (Rio Nuevo Multi-Purpose Facilities Board Meeting Minutes, August 12, 2014, attached as Exhibit C at 123:10-14)

Mr. Moore violated all of these rules.

After the proposer had presented, Mr. Moore spoke out strongly in favor of the Nor-Gen proposal, (Exhibit C at 113:2-116:230) after introducing parameters for the Committee to consider inconsistent with those identified in the RFP, which he termed "four key challenges." (Exhibit C at 115:4)

First, Mr. Moore stated that the area needed to be a gateway that provides the first impression for a visitor, and should "speak to both our history and our vision for the future." (Exhibit C at 115:4-12) The RFP says nothing of serving as a gateway or speaking to Tucson's history or future. (RFP at 1.2)

Mr. Moore then stated that the area could be a “truly urban place,” (Exhibit A at 115:13-19), when the RFP sought to create an “urban and/or mixed use development.” He then compared the future development to iconic landmarks such as Rockefeller Center and St. Mark's Plaza in Venice, Italy. (Exhibit C at 115:13-19)

Third, Mr. Moore stated ensuring the long-term stability of the Tucson Gem and Mineral Show as a goal. (Exhibit C at 115:20-116:1). The RFP does not mention the Gem Show, except for the parking requirement. (Exhibit A at § 1.2)

Finally, Mr. Moore emphasized linkage to the west side of I-10. (Exhibit C at 116:2-5). The RFP only identifies support from the adjacent neighborhoods as a criteria. (RFP at 1.2)

By considering, and inviting the other Committee members to consider, criteria not identified in the RFP, Mr. Moore violated Section 28-18(5) of the Rio Nuevo Procurement Code.

After introducing these extra criteria, Mr. Moore strongly advocated for Nor Gen’s proposal.

Mr. Moore clearly violated counsel’s instruction and the spirit of the Procurement code and his statement to not let personal preference influence the scoring when he advocated for Nor-Gen’s proposals. Treasurer Sheafe added to any bias created by Mr. Moore when he stated that he thought Mr. Moore’s statements were “particularly well stated...[a]nd I, frankly, appreciated it very much. And I would like to hear the rest of it.” (Exhibit C at 124:1-6)

The net effect of Mr. Moore and Treasurer Sheafe's statements was to encourage the Committee members to score the proposals using criteria not stated in the RFP, and to slant their opinions in favor of the Nor-Gen proposals. That Mr. Moore was influenced by outside forces and/or considered factors not in the RFP is apparent in his grossly disproportionate scoring of the two proposals. (Rio Nuevo RFP Oral Presentation Board Scoring, attached as Exhibit D)

Relief Requested:

For the reasons stated above, Peach Properties requests that, pursuant to Code § 28-83(3)(e), the Committee award a contract consistent with the procurement code either by:

1. Disregarding the votes of Mr. Moore, who clearly violated the Code and RFP in scoring the proposals, which would result in a grand total of votes for 7730 for Peach Properties, and 7545 for Nor-Gen Properties;¹ or
2. Cancel the award to Nor-Gen and re-issue the RFP.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Ron Schwabe', with a large, stylized flourish extending to the right.

Ron Schwabe
Peach Properties, LLC

¹ Mr. Moore voted in favor of Nor-Gen 1000 to 775 when scoring the proposals. (Score Sheet of Albert Moore, dated July 8, 2014, attached as exhibit E). He voted in favor of Nor-Gen's oral presentation by a margin of 1000 to 70. (Exhibit D) The total scores were 8875 for Peach Properties, and 9545 for Nor-Generations. (Combined Proposal and Oral Presentation Totals, attached as exhibit F) Discarding the 2000 points given to Nor-Gen by Mr. Moore reduces this score to 7545 (9545 - 2000 = 7545). Discarding the 845 (775 points from initial scoring + 70 from oral presentation) yields a score of 7730 for Peach Properties (8575 - 845 = 7730)

Exhibit A

**REQUEST FOR PROPOSALS
FOR SALE OR LEASE AND DEVELOPMENT
RIO NUEVO MULTIPURPOSE FACILITIES DISTRICT PROPERTY
ARENA SITE**

SOLICITATION INFORMATION AND SELECTION SCHEDULE

Solicitation Number:	RFP 14-2
Solicitation Title:	Arena Site Development
Release Date:	May 27, 2014
Advertisement Dates:	May 28, 2014 & June 2, 2014
Pre-Submittal Conference:	June 16, 2014
Final Date for Inquiries:	June 23, 2014
Proposal Due Date and Time:	June 30, 2014 2:00 PM (local time, Tucson, AZ)
Shortlist Announced for Oral Interviews (if any):	July 15, 2014
Oral Interviews (if necessary):	TBD
Target Final List Date:	July 15, 2014 or TBD (depending on Interviews)
RFP Administrator:	Michele Bettini micheleb@rionuevo-tucson.org [email] (520) 623-7336 [telephone]

- * In the event that a Consultant cannot be selected based solely on Proposals submitted, oral interviews may be conducted at the District's sole discretion.
- ** The Rio Nuevo Multipurpose Facilities District reserves the right to cancel or amend the solicitation schedule as necessary.

EXHIBIT A

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I. RFP PROCESS; DEVELOPMENT PARAMETERS

1. **Purpose; Scope of Work.** The Rio Nuevo Multipurpose Facilities District (the "District") is issuing this Request For Proposals (this "RFP") seeking proposals ("Proposals") from qualified firms ("Proposers") interested in the development of District property located at Congress Street, north of Cushing Street, and east of Interstate 10, as described and depicted in Exhibit A hereto (the "Arena Site"). The District seeks Proposals for the sale or lease and development of the Arena Site, to further the District's mission to facilitate and participate in the development of a vibrant downtown Tucson. A Proposal may include the sale or lease of all or a portion of the Arena Site.

1.1 **Background.** The District is a multipurpose facilities district formed pursuant to A.R.S. Sections 48-4201 et seq., located in the Tucson Metropolitan Area. The District is governed by a District Board of Directors currently consisting of a Chair and six members. The District's function is to own, develop and operate multipurpose facilities for the benefit of the public.

Fee title to the Arena Site was held by the City of Tucson ("City") until February of 2014 when it was conveyed to the District pursuant to the Settlement Agreement between the District and the City dated February 7, 2013 recorded at Pima County Recorder's Office Sequence Number 2013-0390504. Pursuant to the Settlement Agreement, the District took title on an "As Is, Where Is" basis, subject to any and all existing rights, claims and environmental issues with the Arena Site.

Also included in the Settlement Agreement is provision for a ground lease with Greyhound Lines, Inc. The ground lease, recorded on February 19, 2014, at Pima County Recorder's Office Sequence Number 20140500102, grants, among other terms, Greyhound Lines, Inc. the right to use a portion of the Arena Site for their purposes for up to a year after the final City approval of a development plan for the Arena Site and notice to Greyhound of the development plan approval and termination of the ground lease.

The Arena Site is also subject to a dispute between the City and Peach Properties HM, Inc. ("Peach"). In 2010, the City issued an RFP, R.P. #2407, for purchase or lease of the Arena Site. On July 6, 2011, after review of proposals submitted, the Tucson Mayor and City Council directed the City Manager to "begin the process for developing a preliminary development agreement" with Peach. After a period of time, no agreement was reached or presented to the City Council for approval. Via letter dated July 25, 2012, Peach submitted a Notice of Claim under A.R.S. Section 12-821.01 to the City, asserting a claim for lost profits, business and economic opportunity for the City's failure to "proceed into negotiations with Peach" on the Arena Site Tucson RFP and offering to accept \$1,900,000 in settlement of that claim. Peach reiterated its claim in a letter dated October 30, 2012. To date, no lawsuit has been filed and served against the City by Peach, and no Notice of Claim has been submitted to the District regarding the Arena Site.

1.2 **Development Parameters.** The District offers the Arena Site for development, in order to develop the area to improve the District, enhance the Arena Site and the properties around it, and to encourage further development in the area ("Project"). This section

details the desired project that will result from a successful Proposal, and lists specific development criteria that must be addressed in Proposals. Elements of several District goals and policies are discussed below, and the Proposers should review these documents in their entirety. It is the District's desire that the successful, qualified Proposer will develop, finance and construct a Project that:

A. Creates an urban and/or mixed-use development or redevelopment project in downtown Tucson that capitalizes on its prominent urban location. The Arena Site is currently zoned OCR-2 under the City of Tucson Zoning Ordinance. Proposer will be responsible for compliance with any and all development related requirements imposed by the City of Tucson, Arizona.

B. Provides an innovative, high quality design that is aesthetically and functionally compatible with surrounding development. The form and design should create functional and appropriate transitions to buildings and projects adjacent to the site. This includes creative solutions related to the parking and circulation needs of adjacent developments. The parking needs include provision for not less than 600 public parking spaces and ultimately 1200 spaces, to be utilized by the public and to assist in meeting the demand for parking for the gem and mineral show held in Tucson every February. However provided, those 1200 spaces must be available for use by patrons of the gem show each year.

C. Creates enhanced street-level amenities promoting walkability for pedestrians, and if applicable, with direct connections to adjacent bus and transit stops, pedestrian and bicycle paths. This includes provision for the El Paso RR Line walking/biking trail along the eastern border of the Arena Site.

D. Is initiated and completed within a reasonable time period acceptable to the District. It is the District's desire that Proposals will be completed in the shortest timeframe possible. Proposals should outline strategies to mitigate any potential adverse impacts to the surrounding properties during the development stage of the Project.

E. Contain business terms that provide tangible public benefits, Proposals should request minimal (if any) District assistance and provide maximum return to the District. The sale or lease of all or portions of the Arena Site property are viable options. There is no identified or guaranteed District funding for Proposals under this RFP.

F. Clearly describes the method of property control or acquisition.

G. Is supported by the community and adjacent neighborhoods. There are several neighborhood and community organizations and stakeholders in downtown Tucson interested in the development of the Arena Site. The RFP Administrator can assist Proposers in identifying the community organization or a list of active groups. A summary of the input should be provided in the Proposal.

2. Preparation/Submission of Proposal. Proposers are invited to participate in the competitive selection process outlined in this RFP. Responding parties shall review their Proposal submissions to ensure the following requirements are met.

2.1 Irregular or Non-responsive Proposals. The District shall consider as “irregular” or “non-responsive” and reject any Proposal not prepared and submitted in accordance with this RFP, or any Proposal lacking sufficient information to enable the District to make a reasonable determination of compliance to the minimum qualifications. Unauthorized conditions, limitations, or provisions shall be cause for rejection. Proposals may be deemed non-responsive at any time during the evaluation process if, in the sole opinion of the District:

A. Proposer does not meet the minimum required skill, experience or requirements to perform or provide the Services.

B. Proposer has a past record of failing to fully perform or fulfill contractual obligations.

C. Proposer cannot demonstrate financial stability.

D. Proposer’s Proposal contains false, inaccurate or misleading statements that, in the opinion of the RFP Evaluation Committee, is intended to mislead the District in its evaluation of the Proposal.

2.2 Submittal Quantities. Interested Proposers must submit **one (1) original** and **nine (9) copies (ten (10) total submittals)** of the Proposal. Failure to adhere to the submittal quantity criteria shall result in the Proposal being considered non-responsive.

2.3 Required Submittal. The Proposal shall be submitted with a cover letter with an **original ink** signature by a person authorized to bind the Proposer. Proposals submitted without a cover letter with an **original ink signature** by a person authorized to bind the Proposer shall be considered non-responsive. The Proposal shall be a maximum of **twenty-five (25)** pages to address the Proposal criteria (excluding resumes and the Proposer Questionnaire, but including the materials necessary to address project understanding, general information, organizational chart, photos, tables, graphs, and diagrams). Each page side (maximum 8 1/2” x 11”) with criteria information shall be counted. However, one page may be substituted with an 11” x 17” sheet of paper, folded to 8 1/2” x 11”, showing a proposed project schedule or organizational chart and only having information on one side. Cover, back, table of contents and tabs may be used and shall not be included in the page count, unless they include additional project-specific information or Proposal criteria responses. The minimum allowable font for the Proposal is **12 pt, Arial or Times New Roman**. Failure to adhere to the page limit, size and font criteria shall result in the Proposal being considered non-responsive. Telegraphic (facsimile), electronic (email) or mailgram Proposals will not be considered.

2.4 Proposer Responsibilities. All Proposers shall (A) examine the entire RFP, (B) seek clarification of any item or requirement that may not be clear, (C) check all responses for accuracy before submitting a Proposal and (D) submit the entire Proposal by the Proposal Due Date and Time. Late Proposals will not be considered. A Proposer submitting a late Proposal shall be so notified. Negligence in preparing a Proposal confers no right of withdrawal after the Proposal Due Date and Time.

2.5 Sealed Submittals. All Proposals shall be sealed and clearly marked with the RFP number and title, **(RFP 14-2) Arena Site Development**, on the lower left hand corner of the mailing envelope. A return address must also appear on the outside of the sealed Proposal. The District is not responsible for the pre-opening of, post-opening of, or the failure to open, any Proposals not properly addressed or identified.

2.6 Address. All Proposals shall be directed to the following address: Rio Nuevo Multi-Purpose Facilities District, 400 W. Congress, Suite 152, Tucson, Arizona 85701, or hand-delivered to the District's office by the Proposal Due Date and Time indicated on the cover page of this RFP.

2.7 Proposal Irrevocable. In order to allow for an adequate evaluation, the District requires the Proposal to be valid and irrevocable for **one-hundred twenty (120)** days after the Proposal Due Date and Time indicated on the cover of this RFP. No contract or any other right related to this RFP is created by the submittal of a response to this RFP. Any contract that may result from this RFP is subject to formal approval by the District Board.

2.8 Amendment of RFP or Proposal. At any time prior to the specified Proposal Due Date and Time, a Proposer (or designated administrator) may amend or withdraw its Proposal. Any erasures, interlineations, or other modifications in the Proposal shall be initialed in **original ink** by the authorized person signing the Proposal. Facsimile, electronic (email) or mailgram Proposal amendments or withdrawals will not be considered. No Proposal shall be altered, amended or withdrawn after the specified Proposal Due Date and Time.

2.9 Addenda:

A. If necessary, the District may issue addenda to this RFP. Addenda are issued to amend portions of this RFP, to provide additional information or clarifications, or to respond to Formal Inquiries.

B. Information regarding obtaining the RFP and addenda is on the District's website, and at the District offices. Proposers are responsible for obtaining any addenda issued pursuant to this RFP. The District takes no responsibility for informing Proposers regarding the issuance of addenda.

3. Cost of Proposal Preparation. The District does not reimburse the cost of developing, presenting or providing any response to this solicitation. Proposals submitted for consideration should be prepared simply and economically, providing adequate information in a straightforward and concise manner. The Proposer is responsible for all costs incurred in responding to this RFP. All materials and documents submitted in response to this RFP become the property of the District and will not be returned.

4. Inquiries.

4.1 Written/Verbal Inquiries. Any question related to the RFP shall be directed to the RFP Administrator whose name appears on the cover page of this RFP. While the RFP Administrator may answer informal questions regarding the RFP orally, the District makes

no warranty of any kind as to the correctness of any oral answers and uses this process solely to provide minor clarifications rapidly. Oral statements or instructions shall not constitute an amendment to this RFP. Questions shall be submitted in writing or via email by the close of business on the Final Date for Inquiries indicated on the cover page of this RFP or submitted verbally (A) at the Pre-Submittal Conference on the date indicated on the cover page of this RFP (if such Pre-Submittal Conference is held) or (B) after the Pre-Submittal Conference but before the Final Date for Inquiries indicated on the cover page of this RFP. In the event the District is closed on the Final Date for Inquiries, the Proposer shall submit the question(s) to the RFP Administrator via email or voicemail on that date. Any inquiries related to this RFP shall refer to the number and title, page and paragraph. However, the Proposer shall not place the RFP number and title on the outside of any envelope containing questions, because such an envelope may be identified as a sealed Proposal and may not be opened until after the Proposal Due Date and Time.

4.2 Inquiries Answered. Written questions will be read and answered at the Pre-Submittal Conference on the date indicated on the cover page of this RFP. Within **two (2)** business days following the Pre-Submittal Conference, answers to all questions received in writing or via email or verbally at the Pre-Submittal Conference will be mailed, sent via facsimile and/or emailed to all parties who obtained an RFP package from the District and who legibly provided their mailing address, facsimile and/or email address to the District. No questions, submitted in any form, will be answered after the Final Date for Inquiries listed on the cover of this RFP.

5. Pre-Submittal Conference. A Pre-Submittal Conference may be held. If scheduled, the date and time of this conference will be indicated on the cover page of this RFP. This conference may be designated as mandatory or non-mandatory on the cover page of this RFP. Additionally, if the Pre-Submittal Conference is designated as mandatory, failure to attend shall render that Proposer's Proposal non-responsive. Proposers are strongly encouraged to attend those Pre-Submittal Conferences designated as non-mandatory. The purpose of this conference will be to clarify the contents of this RFP in order to prevent any misunderstanding of the District's requirements. Any doubt as to the requirements of this RFP or any apparent omission or discrepancy should be presented to the District at this conference. The District will then determine if any action is necessary and may issue a written amendment or addendum to the RFP. Oral statements or instructions will not constitute an amendment or addendum to this RFP. Any addendum issued as a result of any change in this RFP shall become part of the RFP and must be acknowledged in the Proposal submittal. Failure to indicate receipt of the addendum shall result in the Proposal being rejected as non-responsive.

6. Public Record. All Proposals shall become the property of the District. After approval of an agreement by the District Board as a result of this RFP, Proposals shall become public records and shall be available for public inspection in accordance with the District's Procurement Code and State law, except that any portion of a Proposal that was designated as confidential shall remain confidential from and after the time of Proposal opening to the extent permitted by Arizona law.

7. Proposer Licensing and Registration. Prior to the award of the Agreement, the successful Proposer shall (i) be licensed with the Arizona Corporation Commission to do

business in Arizona and the City. The Proposer shall provide licensure information with the Proposal. Corporations and partnerships shall be able to provide a Certificate of Good Standing from the Arizona Corporation Commission.

8. Certification. By submitting a Proposal, the Proposer certifies:

8.1 No Collusion. The submission of the Proposal did not involve collusion or other anti-competitive practices.

8.2 No Discrimination. It shall not discriminate against any employee or applicant for employment in violation of Federal Executive Order 11246.

8.3 No Gratuity. It has not given, offered to give, nor intends to give at any time hereafter, any economic opportunity, future employment, gift, loan, gratuity, special discount, trip favor or service to a District Board member, employee, officer or agent in connection with the submitted Proposal. It (including the Proposer's employees, representatives, agents, lobbyists, attorneys, and subcontractors) has refrained, under penalty of disqualification, from direct or indirect contact for the purpose of influencing the selection or creating bias in the selection process with any person who may play a part in the selection process, including the Evaluation Committee, District Board, elected officials, and other District staff. All contact must be addressed to the District's RFP Administrator, except for questions submitted as set forth in Paragraph 4, Inquiries, above. Any attempt to influence the selection process by any means shall void the submitted Proposal and any resulting Agreement.

8.4 Financial Stability. It is financially stable, solvent and has adequate cash reserves to meet all financial obligations including any potential costs resulting from an approval of an Agreement by the District Board.

8.5 No Signature/False or Misleading Statement. Failure to sign the Proposal, or signing it with a false or misleading statement, shall void the submitted Proposal.

9. Ranking of Proposals.

9.1 Selection. The Board shall serve as the Evaluation Committee and will conduct the selection process generally according to the schedule listed on the cover page of this RFP. Proposals shall be opened at the time and place designated on the cover page of this RFP. The name of each Proposer and the identity of the RFP for which the Proposal was submitted shall be publicly read and recorded in the presence of witnesses. Proposals will be initially evaluated under the criteria provided in this RFP. In the event that interviews are conducted, the Evaluation Committee may interview three to five highest ranked Proposers, with a final ranked list of three determined after interviews using the evaluation criteria provided herein by combining the initial and interview scores. After the District has entered into an Agreement with the successful Proposer, the successful Proposal and the final scoring documentation shall be open for public inspection pursuant to applicable Arizona law.

10. Reservation of Rights by the District. Notwithstanding any other provision of this solicitation, the issuance of this RFP and the receipt of Proposals do not constitute an agreement

or commitment by the District that any contract will be entered into by the District. The District expressly reserves the right to:

- 10.1 Reject any or all Proposals or portions thereof submitted.
- 10.2 Reissue another Request for Proposals relate to this same property.
- 10.3 Negotiate with any qualified developer.
- 10.4 Extend the timeframe for submission of the Proposals.
- 10.5 Request additional information from any or all applicants.

10.6 Negotiate Business Terms. Any Board direction to commence negotiations with a Proposer does not commit the District to accept any or all of the terms of the Proposal. Final terms of any agreement that incorporates any or all the terms of a Proposal will be agreed upon during negotiations. Negotiations may be terminated by the District and its designated representatives at any time for any reason(s) the District deems appropriate.

10.7 Waive any immaterial defect or informality.

10.8 Negotiate with other Proposers in the order of their ranking if terms cannot be reached or performance achieved in a timely manner.

11. Offer. A Proposal is an offer to contract with the District based upon the terms, conditions and specifications contained in this RFP and the Proposer's responsive Proposal, unless any of the terms, conditions, or specifications is modified by a written addendum or agreement amendment. No contractual relationship shall be established until the Proposer has signed, and the District Board has approved at an agendaized public meeting in compliance with the Arizona Open Meeting law, an Agreement between the District and the Proposer in the form acceptable to the District Attorney.

12. Submittal Content. Every Proposal must address each of the items listed herein, and may include any additional information that the Proposer believes may be important to the Project.

12.1 Contact Information.

A. Provide the primary contact information for the Authorized Representative. Information shall include name, title, address, telephone number and email addresses.

B. Describe the Contracting Entity which Proposer anticipates would be entering into contracts with the District. The Contracting Entity must be organized and in good standing under the laws of the State of Arizona prior to entering into a contract with the District.

12.2 Executive Summary. Provide a concise summary and narrative of the overall Proposal. *This summary should not exceed two pages.*

12.3 Questionnaire and Affidavit. Proposer must complete, sign and include the Questionnaire and Affidavit included in this RFP.

12.4 Project Description:

A. Clearly detail and define the Project including:

- i. Gross square footage of total property in the project and proposed uses. E.g. Commercial, retail, residential, office.
- ii. Number of (rental or ownership) residential units or hotel rooms. Also, detail if there is a specific intended user for the product. E.g. Affordable or senior housing, or business or boutique hotel.
- iii. Number of parking spaces (structured or surface). In detail, provide information on cross-access arrangements or joint-development opportunities to allow or provide parking solutions for adjacent projects for maximum efficient use of the overall area developments.
- iv. Building height (feet and stories).
- v. Expected number of construction jobs.
- vi. Expected number of permanent jobs.
- vii. Estimated construction cost.
- viii. Estimated Project cost (all costs).
- ix. Estimated annual sales tax revenue generated upon completion of the Project and the basis for such estimate.

B. Provide a conceptual site plan and building elevations. Colored building elevations are recommended. Identify any phasing on the drawings, where applicable.

C. Describe the utilization of the site and if all or only portions will be incorporated.

D. Describe how the Project will exist in context with adjacent buildings, public amenities and other uses.

E. Provide circulation plan(s) showing transit, vehicular, bicycle and pedestrian access and circulation within and around the site, for the various existing and proposed users.

12.5 Consistency with District Goals for this Site:

A. Detail how the Proposal is consistent with the District's Development Parameters.

B. Describe how the Proposal is consistent with other relevant District and City of Tucson area plans and policies.

12.6 Proposer Qualifications:

A. Clearly identify the key individuals and companies and organizational structure of Proposer.

B. Clearly identify roles and responsibilities of all Proposal team members.

C. Cite Proposer's experience successfully developing other projects of similar scale and complexity, locally and nationally, including roles and responsibilities for these projects' team members.

D. Provide proof of good standing of companies, where applicable.

E. Provide contact information for references for other projects.

12.7 Proposer Business Plan:

A. Provide research/market demand data that clearly demonstrates the Project's viability.

B. Provide details on how the Proposer intends to utilize the Project site and in what form of control of the site, or portion thereof, the Project requires.

C. Demonstrate committed and qualified tenants/buyers/operations for the completed Project.

D. Clearly detail and define the Project's development costs, including all construction costs, soft costs and contingencies.

E. Clearly detail and define the Project's development costs, including all revenues, expenses, debt service, taxes, and other assessments for at least **ten (10)** years after occupancy.

F. Provide reasonable assumptions for all costs and revenues.

12.8 Proposer Financial Capacity:

A. Describe a clear strategy to fund all Project costs.

B. Clearly describe all sources, types and amounts of equity, financing, grants and other funding sources.

C. Cite other Projects in which the proposed equity/financing/granting entities have successfully worked with the Proposer.

D. Provide clear and compelling information to demonstrate Proposer's financial capacity to execute and complete the Project successfully.

12.9 Requested District Assistance:

A. Clearly outline the proposed business terms for the Proposal. Proposer's requests for District assistance (if any) should only be for assistance that the District can reasonably accommodate, and specify details such as type of assistance, length of agreement term, commencement and completion dates, etc.

B. Requested level of assistance must be clearly and quantitatively demonstrated to be less than the public benefit generated by the Project.

C. Describe the economic, fiscal, employment and other tangible public benefits generated by the Proposal that are beneficial to the District and the public. Qualitative public benefits such as social or historic preservation goals may be included as support to the well-defined quantitative benefits.

12.10 Project Schedule:

A. Provide a comprehensive schedule that addresses all phases of planning, entitlements, design, plan review, permits, construction and occupancy.

B. Provide a schedule with reasonable assumptions.

C. Provide details on phasing, if applicable.

12.11 Property Purchase or Lease. The Proposer must provide a proposed purchase price (minimum \$5,300,000) or a lease rate acceptable to the District. If Proposer suggests purchasing or leasing less than the full Arena Site, the minimum purchase offer shall be \$14.50 per sq. ft. and shall leave a remainder that retains value to the District for future sale, lease and/or development.

II. PROPOSAL FORMAT; SCORING

Upon receipt of a Proposal, each submittal will be reviewed for compliance with the Proposal requirements by the Evaluation Committee. Proposals shall be organized and submitted in the format as outlined below. Failure to conform to the designated format, standards and minimum requirements shall result in a determination that the Proposal is non-responsive. Additionally, the Evaluation Committee will evaluate and award points to each Proposal based upon the evaluation criteria as outlined in this document. Points listed below are the maximum number of points possible for each criteria and not the minimum number that the Evaluation Committee may award. If necessary, the Evaluation Committee may conduct oral interviews with at least

three (3), but not more than five (5), of the highest ranked Proposers based upon the Proposal submittal scoring.

1. Project Description. Has the Proposer clearly detailed and defined the physical aspects of the Project? Has the Proposer detailed what portions of property, or how the entire property, will be incorporated into the Project? Has the Proposer provided figures regarding construction, permanent jobs, anticipated sales tax revenue and overall Project cost(s), along with compelling data supporting the figures? Has the Proposer demonstrated how the Project relates to the adjacent uses? Has the Proposer provided a comprehensive and viable access and circulation diagram?

(100 points)

2. Consistency with District Goals for this Site. Has the Proposer clearly described how the Proposal is consistent with the District's goals, policies, plans and the Development Parameters? Is the Project a unique, urban and/or mixed-use development or redevelopment? Did the Proposal describe how the Project will create housing alternatives, net new jobs and business opportunities?

(200 points)

3. Proposer Qualifications. Has the Proposer and development team been detailed and described? What is the experience of the Proposer and their development team in financing, developing, managing and operating comparable projects? Does the Proposer and development team have a demonstrated track record of successfully financing, developing, completing and managing comparable projects? Did the Proposer provide sufficient contact information for comparable projects?

(150 points)

4. Proposer Business Plan. Did the Proposer provide details on how they intend to construct the Project and detail their control of the site? Has the Proposal demonstrated specific, committed tenants and/or market demand for the proposed development? Are there details for operation or management of the Project after completion of construction? Is the budget and pro forma provided sufficiently detailed and reasonable?

(175 points)

5. Proposer Financial Capacity. Has the Proposer clearly described the strategy to finance the Project? Did the Proposer demonstrate their capacity to finance the Project by providing specific written commitments and funding sources for the Proposal such as private equity in the Project, grant funds, investor equity, traditional financing sources and other applicable funding sources? Does the Proposer have a proven track record successfully securing financing for Projects of similar scope and scale?

(175 points)

6. Requested District Assistance. Has the Proposer clearly detailed the level, kind and amount of District participation requested for the Proposal? Did the Proposer provide a clear description of the economic, fiscal, employment and other tangible public benefits to the District and the public? Did the Proposer clearly show that the financial benefits outweigh the District assistance requested? Does the request for District assistance fill a clearly described financial gap?

(100 points)

7. Project Schedule. Is the timeframe in which the Proposer commits to complete the Project reasonable? Does the schedule include the major milestones such as: preliminary review approval, building permit submittal, commencement of construction and completion of construction. If applicable, are the phases clearly detailed and reasonable? Did the Proposer provide a construction mitigation plan that addresses onsite and offsite impacts, and potential mitigation strategies? **(100 points)**

III. PROPOSER QUESTIONNAIRE AND AFFIDAVIT

Assurances

The undersigned Proposer hereby submits to the District the enclosed Proposal based upon all terms and conditions set forth in the District's Request for Proposals and referenced materials. Proposer further specifically agrees hereby to provide services in the manner set forth in the Proposal submitted.

The undersigned Proposer acknowledges and states, under penalty of perjury, as follows:

1. The District is relying on Proposer's submitted information and the representation that Proposer has the capability to successfully undertake and complete the responsibilities and obligations submitted in its Proposal and in the resulting contract.

2. The District has the right to make any further inquiry it deems appropriate to substantiate or supplement information supplied by Proposer.

3. Proposer has read and fully understands all the provisions and conditions set forth in the RFP documents, upon which its Proposal is based.

4. The forms and information requested in the RFP are complete and made part of Proposer's Proposal. The District is not responsible for any Proposer errors or omissions.

5. This Proposal may be withdrawn by requesting such withdrawal in writing at any time prior to the Proposal deadline but may not be withdrawn after such date and time.

6. The District reserves the right to reject any and all Proposals and to accept the Proposal that, in its judgment, will provide the best quality development to the District.

7. This Proposal is valid for a minimum of **one-hundred twenty (120)** days subsequent to the RFP Proposal deadline.

8. All costs incurred by Proposer in connection with this Proposal shall be borne solely by Proposer. Under no circumstances shall the District be responsible for any costs associated with Proposer's Proposal or the RFP process. No contract is formed by the submittal of a response to this RFP by Proposer, and no expectation of a Contract is created by such submittal.

9. Proposer has not in any manner, directly or indirectly, conspired with any person or party to unfairly compete or compromise the competitive nature of the RFP process.

10. The contents of this Proposal have not been communicated by the undersigned nor by any employee or agent to any other person engaged in this type of business prior to the official opening of this Proposal.

11. To the best of the Proposer's knowledge, the information provided in its Proposal is true and correct and neither the undersigned Proposer nor any partner, corporate officer or managing employee have ever been convicted of a felony or a crime involving moral turpitude.

12. **Proposal Summary**

- Gross Square Footage (SF) _____
- Commercial SF _____
- Office SF _____
- Residential SF _____
- Other SF (detail) _____
- Number of Residential Units _____
- Type of Residential (circle) Rental or For Sale
- Residential Market type (circle)
Affordable/Income-Restricted or Market Rate or Mixed-Income
- Number of Hotel Rooms _____
- Number of Parking Spaces _____
- Building Height (feet and stories) _____
- Number of Buildings _____
- Estimated Number of Construction Jobs _____
- Estimated Number of Permanent Jobs _____
- Estimated Value of Project _____

13. **Organization**

Organization Structure of Entity to Enter into Contracts:

a. What is the name of the Contracting Entity?

If this entity has been formed, what is the Arizona Corporation Commission file number?

If this entity has not been formed, describe the anticipated timing of the creation of such entity: _____

b. Please check the type of organization:

- Non-Profit 501(c)(3), if so, what year was it incorporated as a 501(c)(3)? _____
- Other Non-Profit _____
- Government Entity
- Sole Proprietorship
- Partnership
- Corporation
- Other _____

c. Identify the members, if LLC, partners, if a partnership, or officers, if a corporation, for the Contracting Entity identified above. For the purposes of this RFP, addenda and exhibits, any questions regarding the principals are referring to the offices, partners and members as disclosed.

14. **Legal Status**

a. In the past 10 years, has your proposing entity, or any of its principals or its principal's affiliates filed a petition in bankruptcy court or had involuntary proceedings filed in bankruptcy court? If "Yes," provide date, case name, case number, venue of the proceeding, and the status of each proceeding. **Yes () No ()**

b. Has your proposing entity or any of its principals or its principal's affiliates been declared to be in default under any obligation to or contract with the District? If "Yes," please provide details concerning the nature of the default, including the District contract number. **Yes () No ()**

c. Has the proposing entity or any of its principals or its principal's affiliates currently involved in any litigation or claims against the District including any threatened claim or litigation? If "Yes," provide details about such proceedings. **Yes () No ()**

d. Have any of the proposing entities or any of its principals or its principal's affiliate's contracts been terminated prior to their expiration terms, voluntarily or involuntarily, within the last 10 years? If "Yes," provide name, location, and date of the contract(s). **Yes () No ()**

e. Has the Proposer, or any corporation or other entity that has, directly or indirectly, a controlling interest in the Proposer, or any subsidiary of the Proposer or other entity in which the Proposer has a controlling interest or any of the Proposer's principals, officers, or directors ever been barred from bidding on federal, state, or local government contracts? If "Yes," provide the current status of such suspension or debarment proceedings.

Yes () No ()

15. **Affidavit Signatures**

Proposer's Contracting Entity (Legal Name): _____

Description of Proposer's Development Team
(Key Individuals, Companies and Organizational Structure):

Proposer's Authorized Representative:

Printed Name*: _____

Title: _____

Business Mailing Address: _____

Email: _____

Telephone: _____

Signature _____

*Proposal must be signed by an individual authorized to contractually bind the Proposer.

NOTARIZED

Signed and sworn before me this ____ day of _____, _____

Notary Signature: _____

My Commission Expires: _____

Affix Seal

**EXHIBIT A
TO
REQUEST FOR PROPOSAL**

[Legal Description and Depiction]

(See following pages).

EXHIBIT A
LEGAL DESCRIPTION

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF PIMA, STATE OF ARIZONA, AND IS DESCRIBED AS FOLLOWS:

All of Block 14 and a portion of Block 15 and Common Area C adjoining said blocks, of RIO NUEVO, Blocks 1 thru 15, Common Area A, Common Area B and Common Area C, according to map or plat thereof at the Pima County Recorder's Office, in Book 57 at Page 40 of Maps and Plats;

Said parcel being more particularly described as follows:

Commencing at the northeast corner of Section 14, Township 14 South, Range 13 East, Gila and Salt River Meridian, Pima County, Arizona, said corner being a found 3" brass disc in hand hole stamped "Arizona Department of Transportation";

Thence South 0°52'49" East, 1,019.54 feet along the east line of said section, from this point a found 2" open pipe at the east quarter corner of said section bears South 0°52'49" East, 1,625.42 feet;

Thence South 89°07'11" West, 61.00 feet to a found ½" rebar tagged "RLS 21774" at the west right of way of El Paso Southwestern Avenue and the POINT OF BEGINNING;

Thence South 0°55'37" East, 13.27 feet along said west right of way to a found ½" rebar tagged "RLS 21774" at the southeast corner of said Common Area C;

Thence continuing South 0°55'37" East, 310.53 feet along said west right of way to a point on a nontangent curve concave to the northwest with a local radial bearing of South 27°30'21" East, said point being a found pavement nail tagged "RLS 21787" at the southeast corner of said Block 15;

Thence southwesterly along the arc of said curve to the right, having a radius of 226.49 feet, through a central angle of 01°04'41", for an arc length of 4.26 feet along the north right of way of Clark Street to a point of non-tangency;

Thence South 63°32'48" West, 113.65 feet along said north right of way to a found 3" aluminum capped pin stamped "RLS 18219";

Thence South 73°44'20" West, 91.23 feet to a set ½" rebar tagged "RLS 18211";

Thence South 50°34'53" West, 25.90 feet to a set ½" rebar tagged "RLS 18211";

Thence South 87°11'00" West, 67.81 feet to a set ½" rebar tagged "RLS 18211";

Thence North 11°30'25" West, 66.53 feet along the easterly right of way of Interstate 10 to a found 3 ¼" aluminum disc in concrete stamped "R.O.W." with an angle iron guard stake marked "P.O.C. 227+47.62" on the easterly right of way of Interstate 10;

Thence North 0°31'42" West, 115.91 feet along said easterly right of way to a found 3 ¼" aluminum disc in concrete stamped "R.O.W." with an angle iron guard stake marked "P.O.C. 226+34.88" on the easterly right of way of Interstate 10;

Thence North 72°17'19" East, 43.65 feet along said easterly right of way to a found 3 ¼" aluminum disc in concrete with punch only, with an angle iron guard stake marked "P.O.C. 226+24.30" on the easterly right of way of Interstate 10;

EXHIBIT A
(Continued)

Thence North 04°15'23" West, 70.47 feet along said easterly right of way to a found 3 ¼" aluminum disc in concrete;

Thence South 85°17'28" West, 41.88 feet along said easterly right of way to a found 3 ¼" aluminum disc in concrete with punch only, with an angle iron guard stake marked "P.O.C. 225+56.77" on the easterly right of way of Interstate 10;

Thence North 08°51'20" West, 127.08 feet along said easterly right of way to a found pavement nail tagged "RLS 21774" at the northwest corner of said Block 15;

Thence continuing North 08°51'20" West, 40.15 feet along said easterly right of way to a found pavement nail tagged "RLS 21774" at the northwest corner of said Common Area C;

Thence continuing North 08°51'20" West, 213.17 feet along said easterly right of way to a found pk nail with an illegible tag;

Thence North 81°07'34" East, 32.95 feet along said easterly right of way to a found pk nail with an illegible tag and an angle iron guard stake marked "P.O.C. 221+85.27";

Thence North 08°51'26" West 59.96 feet along said easterly right of way to a found 3 ¼" aluminum disc in concrete stamped "R.O.W.";

Thence South 81°02'35" West, 32.98 feet along said easterly right of way to a found 3 ¼" aluminum disc in concrete stamped "R.O.W." with an angle iron guard stake marked "P.O.C. 221+88.68";

Thence North 09°02'11" West, 54.21 feet along said easterly right of way to a found aluminum stem in concrete with an angle iron guard stake marked "P.O.C. 220+75.99";

Thence North 11°54'26" West, 112.93 feet along said easterly right of way to a found 3 ¼" aluminum disc in concrete with punch and angle iron guard stake marked "P.O.C. 219+66.06";

Thence North 08°31'27" West, 319.83 feet along said easterly right of way to a found 3 ¼" aluminum disc in concrete with punch at a point on a non-tangent curve concave to the southeast with a local radial bearing of South 81°30'08" West;

Thence northeasterly along the arc of said curve to the right, having a radius of 45.00 feet, through a central angle of 88°32'31", for an arc length of 69.54 feet to a point of non-tangency on said easterly right of way, said point being a found 3 ¼" aluminum disc in concrete stamped "R.O.W." with an angle iron guard stake marked "P.O.C. 216+09.42";

Thence North 79°48'21" East, 19.83 feet along said easterly right of way to a found 3 ¼" aluminum disc in concrete stamped "R.O.W.", with an angle iron guard stake marked "P.O.C. 216+06.89";

Thence North 0°20'40" West, 34.36 feet along said easterly right of way to a found 3 ¼" aluminum disc in concrete with punch and angle iron guard stake marked "P.O.C. 215+75.79" at the southerly right of way of Congress Street;

Thence North 81°11'24" East, 89.16 feet along said southerly side of Congress Street to a found ½" rebar tagged "RLS 22759";

Thence South 65°40'15" East, 27.04 feet along said southerly right of way to a found pavement nail tagged "RLS 22759";

EXHIBIT A
(Continued)

Thence North 86°24'34" East, 39.92 feet along said southerly right of way to a found bent 1 ½" aluminum capped rebar marked "RLS";

Thence North 64°31'47" East, 4.17 feet along said southerly right of way to a found ½" rebar with no tag, subsequently tagged "RLS 18211" at the west right of way of El Paso Southwestern Avenue, said point being on a non-tangent curve concave to the west with a local radial bearing of North 62°03'33" East;

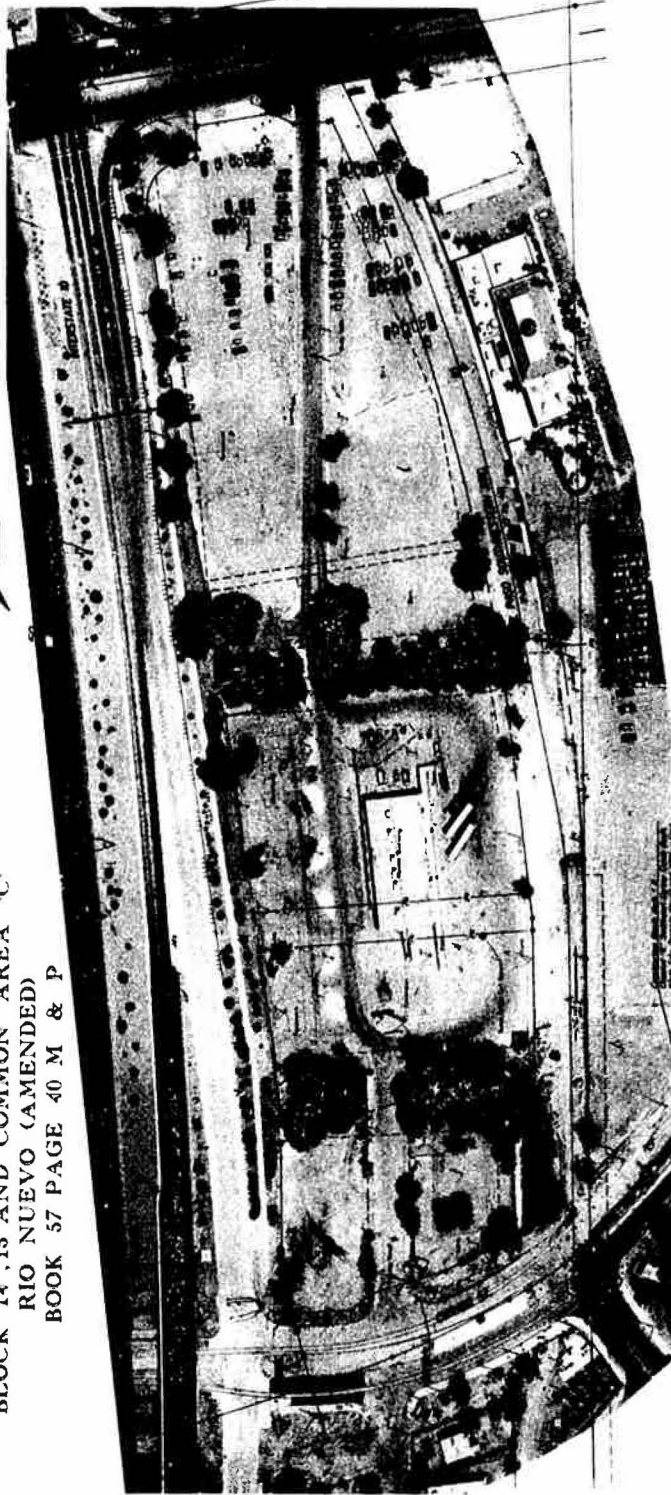
Thence southerly along the arc of said curve to the right, having a radius of 1880.91 feet, through a central angle of 20°49'47", for an arc length of 683.80 feet to a point of tangency;

Thence South 07°06'40" East, 176.92 feet along said west right of way to a found ½" rebar tagged "RLS 21774" at the northeast corner of said Common Area C;

Thence continuing South 07°06'40" East, 26.79 feet along said west right of way to the POINT OF BEGINNING.

APN: 116-20-1350, 136A and 1390

BLOCK 14, 15 AND COMMON AREA 'C'
 RIO NUEVO (AMENDED)
 BOOK 57 PAGE 40 M & P



ATM/CSI LAND TITLE SURVEY
 ORTHOMETRIC PHOTOGRAPHY
 LOTS 14, 15 & COMMON AREA 'C' OF AMENDED FINAL PLAN FOR
 RIO NUEVO M & P BK 57 PG 40 LOCATED IN THE NE 1/4, NE 1/4
 SECTION 14 T15S R15E G & S.R.M.P.M.A. COLLAG.

RIO NUEVO MULTIPURPOSE FACILITIES DISTRICT

LOT	14	15	COMMON AREA 'C'
ACRES	0.10	0.10	0.10
SQ. FT.	13,600	13,600	13,600
AREA	0.10	0.10	0.10
TOTAL	0.30	0.30	0.30



Rio Nuevo
 COMMUNITY DEVELOPMENT

NOTES
 1. The area under construction for the Rio Nuevo Project.

ATM/CSI LAND TITLE SURVEY
 ORTHOMETRIC PHOTOGRAPHY
 LOTS 14, 15 & COMMON AREA 'C' OF AMENDED FINAL PLAN FOR
 RIO NUEVO M & P BK 57 PG 40 LOCATED IN THE NE 1/4, NE 1/4
 SECTION 14 T15S R15E G & S.R.M.P.M.A. COLLAG.
 DISTRICT/OWNER/DATE

Exhibit B



EVALUATION COMMITTEE MEMBER STATEMENT

REQUEST FOR PROPOSALS – NO. 14-2 FOR SALE OR LEASE AND DEVELOPMENT OF RIO NUEVO MULTIPURPOSE FACILITIES DISTRICT PROPERTY; ARENA SITE

Dear Evaluation Committee Member:

You are participating in the evaluation of submittals that have been received as the result of the above referenced solicitation.

It is essential that the integrity of the evaluation process be maintained to insure that each offeror is given fair and equal consideration. While your familiarity with particular firms and/or individuals may tend to influence your evaluation, in this specific instance, you are required to be particularly objective and to guard against any tendency that might slant your evaluation in favor of a personal preference.

You are required to report in writing to the Procurement representative named below any actual or potential conflict of interest as defined in A.R.S. Title 38, Article 8.

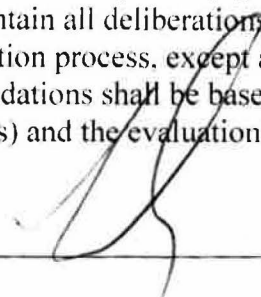
An additional consideration is the need to maintain strict security regarding the content of any submittal and the proceedings of the Evaluation Committee meetings during the evaluation process. Once the evaluation process has started, it is essential that any contact with the offerors be through, and by, the RFP Administrator only! In addition, Evaluation Committee Member shall not communicate, except during Committee meetings, with any offeror prior to final scoring and a final list being created. This requirement is mandatory.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

EXHIBIT B

represented. I know of no conflict of interest on my part nor have I committed any indiscretion or accepted any gratuities or favors that would compromise my impartiality. I will maintain all deliberations of the evaluation committee in strict confidence during the evaluation process, except as otherwise required by Arizona law. My recommendations shall be based upon an objective/subjective review of the offerors submittal(s) and the evaluation criteria set forth in the RFP.

Signature



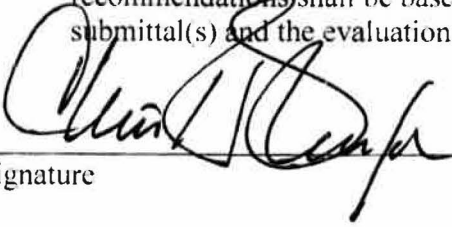
Date

7/9/14

Michele Bettini
RFP Administrator

520-623-7336
Phone Number

I have read and understand the above and agree to be bound by the rules and principles represented. I know of no conflict of interest on my part nor have I committed any indiscretion or accepted any gratuities or favors that would compromise my impartiality. I will maintain all deliberations of the evaluation committee in strict confidence during the evaluation process, except as otherwise required by Arizona law. My recommendations shall be based upon an objective/subjective review of the offerors submittal(s) and the evaluation criteria set forth in the RFP.



7-1-14

Signature

Date

Michele Bettini
RFP Administrator

602.623.7334
Phone Number

statement:

I have read and understand the above and agree to be bound by the rules and principles represented. I know of no conflict of interest on my part nor have I committed any indiscretion or accepted any gratuities or favors that would compromise my impartiality. I will maintain all deliberations of the evaluation committee in strict confidence during the evaluation process, except as otherwise required by Arizona law. My recommendations shall be based upon an objective/subjective review of the offerors submittal(s) and the evaluation criteria set forth in the RFP.

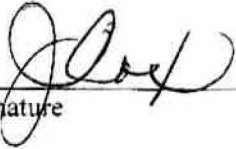

Signature

7-9-14
Date

Michele Bettini
RFP Administrator

520-623-7336
Phone Number

I have read and understand the above and agree to be bound by the rules and principles represented. I know of no conflict of interest on my part nor have I committed any indiscretion or accepted any gratuities or favors that would compromise my impartiality. I will maintain all deliberations of the evaluation committee in strict confidence during the evaluation process, except as otherwise required by Arizona law. My recommendations shall be based upon an objective/subjective review of the offerors submittal(s) and the evaluation criteria set forth in the RFP.


Signature

7/9/14
Date

Michele Bettini
RFP Administrator

520 433-7350
Phone Number

represented. I know of no conflict of interest on my part nor have I committed any indiscretion or accepted any gratuities or favors that would compromise my impartiality. I will maintain all deliberations of the evaluation committee in strict confidence during the evaluation process, except as otherwise required by Arizona law. My recommendations shall be based upon an objective/subjective review of the offerors submittal(s) and the evaluation criteria set forth in the RFP.


Signature

Date

Michele Bettini
RFP Administrator

7-9-14
Phone Number

I have read and understand the above and agree to be bound by the rules and principles represented. I know of no conflict of interest on my part nor have I committed any indiscretion or accepted any gratuities or favors that would compromise my impartiality. I will maintain all deliberations of the evaluation committee in strict confidence during the evaluation process, except as otherwise required by Arizona law. My recommendations shall be based upon an objective/subjective review of the offerors submittal(s) and the evaluation criteria set forth in the RFP.

 (MARK IRVIN)

7.9.14

Signature

Date

Michele Bettini
RFP Administrator

520-623-7336
Phone Number

Exhibit C

RIO NUEVO MULTIPURPOSE FACILITIES BOARD MEETING

Tucson, Arizona
August 12, 2014
9:00 a.m.

REPORTED BY:

John Fahrenwald

KATHY FINK & ASSOCIATES

2819 East 22nd Street

Tucson, Arizona 85713

(520) 624-8644

EXHIBIT C

1 public first.

2 MR. MOORE: I understand that. But I'd like to
3 make a comment for the record so that I can share my
4 thoughts where I think we should be going.

5 Mr. Chairman and fellow board members, this is
6 probably the most important vote as representatives of the
7 Rio Nuevo Multipurpose Facilities District Board we will
8 have while fulfilling our term of service. This is our
9 legacy.

10 With that, I'd like to, first, take this
11 opportunity to thank the two presenters for stepping up to
12 the plate and presenting their development concept for the
13 eight and a half acres of property also known as the Rio
14 Nuevo property -- or excuse me -- the Arena property.

15 I know it took a lot of time, creative energy, and
16 money to present your ideas. And for that, I thank you.

17 Each presenter, I believe, are both capable,
18 experienced, successful developers. And I believe each one
19 can meet the financial requirements set forth in their
20 proposal.

21 Of great interest to me is who has the most
22 compelling vision for Tucson's future. Who best visualizes
23 the potential of Tucson's future and incorporates our rich
24 history and culture, carrying it forward into the 21st
25 century.

1 This is an exciting time to be a part of Rio
2 Nuevo. I'm very excited about what I've sensed around us.
3 A new energy, a new spirit, has emerged that is creating
4 wonderful things for downtown Tucson.

5 The original Rio Nuevo painted a beautiful picture
6 of a transformed downtown that celebrated our rich history,
7 our multiculturalism, and our future. This dream has not
8 been lost. Rio Nuevo has provided the focus, efforts, and
9 dollars required to inspire the existing development and
10 buildings that we now see around us.

11 This Board has been given the same opportunity, to
12 create a lasting legacy while completing the mission that
13 was sent before us. We were chosen as leaders. And while
14 we are the stewards of a revitalized Rio Nuevo, we also are
15 charged with completing the beautiful picture, the wonderful
16 vision of what Tucson can be.

17 Iconic projects, buildings, and public space are
18 now being created and planned around us that lift our
19 spirits, our vision, and our expectations. These include
20 the rebirth of the Fox Theatre, the refurbished east end
21 train station, Scott Stiteler's AC Marriott hotel, as well
22 as the innovative retrofit and rehabilitation of underused
23 and abandoned buildings throughout downtown by such firms as
24 the Stiteler Group and Peach Properties and others.

25 These creative efforts demonstrate what Downtown

1 Tucson can become through inspiration and hard work. Let's
2 not settle for second best. Our vision has been uplifted,
3 the bar has been raised, and we can do more.

4 I see four key challenges. One, this
5 eight-and-a-half-acre project is Tucson's gateway and must
6 properly introduce our vision of a new downtown as this will
7 also be a visitor's first impression of Tucson.

8 Will that first impression be inspiring, special,
9 and unique to this place we call home? Or will it be
10 something less than that? The -- this gateway to Tucson
11 should speak to both our history and our vision for the
12 future. This is a special opportunity.

13 Two, this project is also a special opportunity to
14 create a truly urban place. This could be our Rockefeller
15 Center or Bryant Park in New York City, our Century City in
16 Los Angeles, our St. Mark's Plaza in Venice, Italy. Our
17 Downtown Tucson will be a vibrant, active, driving urban
18 place that is a magnet for residents and visitors alike,
19 alive and inviting.

20 Three, a key challenge is to ensure the long term
21 through stability of the Tucson Gem and Mineral Show. This
22 is a specific mission of the Rio Nuevo District Board and is
23 key to the health of the Downtown and community alike.

24 Let's build on what has already been accomplished to-date
25 through generous private and public support. Let's ensure

1 the future for this critical event.

2 The fourth challenge is to provide linkage to the
3 complementary and supportive uses of the modern streetcar to
4 the West Side and Rio Nuevo's west in a way that knits both
5 sides of the Freeway.

6 Who best provides that critical linkage to the
7 west side of the Santa Cruz River, our birthplace, as a
8 community, and which also has potential to become a
9 wonderful historical place that celebrates our rich history
10 and multiculturalism?

11 I believe that the Nor-Gen project steps up to
12 these challenges, responds beautifully to the site, its
13 context, and its purpose. It would be an exciting and
14 appropriate gateway and wonderful, complements existing uses
15 and buildings on the Norville parcel. And as an addition to
16 what is there now, can become the true urban heart of
17 Tucson.

18 Allan Norville has supported the show and been
19 greatly involved in the Tucson Gem and Mineral Show's
20 success. He has --

21 CHAIRMAN McCUSKER: Thank. Please. I'm going to
22 stop you there. Mr. Schmaltz --

23 MR. MOORE: Why?

24 CHAIRMAN McCUSKER: We have not yet voted.

25 MR. MOORE: No. But I can still say what my

1 thoughts are.

2 CHAIRMAN McCUSKER: And --

3 MR. MOORE: Why not?

4 CHAIRMAN McCUSKER: Chris? Where are the --

5 MR. MOORE: I'd like to know why not.

6 CHAIRMAN McCUSKER: We're on a slippery slope
7 here.

8 MR. SCHMALTZ: Mr. Chairman, Members of the Board,
9 you have not yet had the opportunity to score the
10 interviews. And so, certainly, a statement in support of
11 one proposer over the other before sort of -- in general, a
12 statement with regard to that sort of is premature and
13 certainly appropriate for you as a Board member.

14 But I would advise you that we want to keep the
15 process as, sort of, open and fair as possible. So
16 proceeding with the scoring, and then you'll have an
17 opportunity -- every one of you will have an opportunity to
18 speak to sort of the ultimate final score and what sort of
19 approach the District should take moving forward is
20 appropriate.

21 I would just caution you that you're trending sort
22 of into an area where you don't want to sort of prematurely
23 indicate sort of what your scoring might be without an
24 opportunity to evaluate what the interview scoring should be
25 so that you can submit that along with everyone else at the

1 time that you all determine when that's due.

2 That's my interpretation of it.

3 MR. MOORE: Well, I disagree. Because I'll tell
4 you, I should have a right to express my opinion. This is a
5 very important vote. And I have a right as a citizen of
6 this community to speak up.

7 Now, these people don't have to accept my opinion,
8 or anybody in this room. But I'll be darned, I've spent
9 four years on this Board. And I believe that this is a very
10 important position. And I believe I have the right to
11 express my opinion as to which direction to go.

12 And take it for that. I expect to continue my
13 presentation. And if nobody likes it, too bad.

14 MR. SCHMALTZ: Thank you.

15 Mr. Chair?

16 MR. MOORE: Because this -- I am a citizen of this
17 community. And I believe in what I'm saying. And I believe
18 that it's important to say it.

19 And what they fellow Board members want to do with
20 it is up to them. I'm not selling them. I'm giving you my
21 impression. And they can take it for whatever they want.

22 CHAIRMAN McCUSKER: What he's suggesting, Alberto,
23 is that would be entirely appropriate and not create any
24 legal issues for us if it's done after we all score. And
25 all of us are going to have something to say, I think, about

1 the decisions that we made and why we made them.

2 But for you to proceed in advance of scoring could
3 put the entire procurement itself in jeopardy which would
4 deflate the very thing you're trying to accomplish, which is
5 the -- you know, the first four or five pages of your
6 presentation are extraordinarily accurate and beautiful.
7 And absolutely, I think we all agree.

8 But I think we want to be very careful that we
9 don't do something that jeopardizes this procurement or
10 allows a situation where one of the bidders could protest.
11 And our attorneys have suggested that, by predisposing
12 anyone to your opinion in advance of the scoring, creates a
13 legal technical challenge.

14 MR. MOORE: Well, excuse me --

15 CHAIRMAN McCUSKER: And, now, if you want to
16 proceed on that basis and risk the entire procurement, I'll
17 recognize you.

18 MR. MOORE: Mr. Chairman, I don't understand.
19 When someone is coming to vote on something that we don't
20 express our opinions prior to the vote. If I voted after
21 the fact, then what point are my concepts or my ideas going
22 to be reflecting on this total big picture? It seems to me
23 that each one of us should be able to express our opinion to
24 the benefit of everybody else.

25 This is -- this is -- you know, politics runs like

1 that. You have people coming out there speaking their mind
2 as to why one thing is better than another. And we are a
3 public body. And I believe, as a citizen of this community,
4 that -- as I say, I'm not twisting anybody's arm. I'm just
5 speaking from what I believe is important. And if you want
6 to vote the same way you wanted to vote, I'm not saying
7 anything wrong with that. But I believe I have a right to
8 say something.

9 And I don't know how it can jeopardize anything
10 when people are up here -- each one of these Board members
11 can make their same comments. And I think that's helpful
12 for the audience in here because they should know how we
13 think -- and each one of us, independently.

14 I'm not trying to screw up anybody's position in
15 their presentations. They're all honorable people. And I
16 think they're all valid. But I have a right to speak my
17 thoughts, as each one of them do here.

18 CHAIRMAN McCUSKER: Chris?

19 MR. SCHMALTZ: Mr. Chair and Members of the Board,
20 Board Member Moore, the only distinction that I would point
21 out to you with regard to -- and I totally agree with
22 everything you said regarding your right to speak and to
23 express your opinion with regard to sort of a very important
24 decision, obviously. I don't disagree with you at all.

25 I'm speaking to you as the procurement advisor for

1 the District and the context in which this RFP is in.

2 We are in the midst of a competition. The vote
3 that is front of the Board, or that may be in front of the
4 Board right now, is purely the idea about the timing of the
5 scoring.

6 If there was an item on the agenda that was a
7 motion to choose between Norville and Peach, then your
8 comments are 100 percent appropriate. Because, then, if
9 it's just a motion to say one or the other and it's a vote
10 amongst you all who the majority wins, then, absolutely,
11 your comments at that item for that motion is 100 percent
12 appropriate.

13 But because we're in the context of the
14 solicitation, where we're in the active scoring, and we're
15 at a period of time where the Board has determined that this
16 is the point at which we're going determine scores for the
17 interviews, and it's at that stage, and those scores will
18 then be added to the scores that were done by you all for --
19 on the proposal itself, we are in the midst of that
20 competition still.

21 And so it's -- that's a key distinction that sort
22 of goes back to the very beginning of this process when you
23 as a Board made the determination that you are the selection
24 committee, the evaluation committee. And so by doing that,
25 you constrain yourself by the language of the RFP, you

1 constrain yourselves by the language of the procurement
2 code.

3 And, from day one, the effort and the focus has
4 been to make sure that the competition remains fair and
5 open. And the idea is, is that the context we're in right
6 now, it's not a one or the other. Every one of you, today,
7 get's an opportunity to provide your score for the
8 interview. And then that score will be added to your score
9 on the proposal. That will ultimately determine the final
10 list.

11 So if it was an either/or proposition that we're
12 standing in right now, I absolutely, 100 percent, from the
13 core of my being, support you, Board Member Moore. But
14 we're at a different situation today, as of right now,
15 because we're in the context of scoring the interview and
16 the process of the RFP itself.

17 And so that's a -- that's a distinction that I
18 just want to highlight for you members of the Board to --
19 that's sort of the basis of my advise with regard to my
20 comments that I made earlier, is that you're in that context
21 right now. It's a different context then just simply, yes,
22 I'm an appointed member of the Board. That's all.

23 MR. MOORE: All right. Let me -- and that's --

24 TREASURER SHEAFE: Wait, wait, wait. Hang on a
25 minute.

1 CHAIRMAN McCUSKER: Mr. Sheafe?

2 TREASURER SHEAFE: Chris, you had gave us
3 instructions when we began this process not to communicate
4 with one another.

5 Would you repeat why you gave us those
6 instructions and what the basis was, because I can tell you,
7 to my knowledge, there's been absolutely no communication
8 between anybody on this Board relative to these proposals
9 about any aspect on these proposals.

10 MR. SCHMALTZ: Yes. There's a very clear
11 statement in the RFP that indicates that you are to have no
12 communication or contact with anyone that would potentially
13 influence your scoring, evaluation of the proposals. And
14 that's also in the procurement code.

15 The procurement code and the emphasis in the
16 procurement code and the RFP is for fair and open
17 competition. That has been the emphasis all along. And so
18 all of my advice is driven by those provisions. And that's
19 in the RFP itself.

20 And so the idea is, is that the -- I've said this
21 over and over again, you heard me say it again today -- the
22 RFP criteria is your basis for evaluation. That's it.
23 That's all it should be. You should be having no
24 conversation with anyone, proposer or otherwise, who is
25 attempting to influence your scoring.

1 TREASURER SHEAFE: Could I, then, ask if my fellow
2 Board member Mr. Moore would accept the concept that I would
3 truly like to hear your opinions. I thought, particularly
4 well-stated, was the beginning of your piece. And I,
5 frankly, appreciated it very much. And I would like to hear
6 the rest of it.

7 I wonder if you would give me the courtesy of
8 deferring until after we've done the scoring? And then, I
9 would make the motion to allocate some public time to
10 actually reread it from start to end. And that way we'll
11 stay consistent with counsel's advice, protect what we have
12 here, as considerable effort -- and time and effort, and
13 also reach a conclusion that's as independent as we're being
14 asked to reach. But then air the possibility of full
15 disclosure on everybody's part as to what their impressions
16 were and what our thought were.

17 MR. MOORE: Fine. I don't want to screw this
18 deal. I'm tired of running around in circles. So I'll
19 concede and I'll sit back. But I appreciate having the
20 opportunity to speak later.

21 CHAIRMAN McCUSKER: Okay. So the question at
22 hand, which will require a motion, is the Board's
23 prerogative in terms of how and when you score.

24 We can stay and do it now which, if we do, I'll
25 hold a call to the audience before you do. Or you can give

Exhibit D

8/18 & 0701

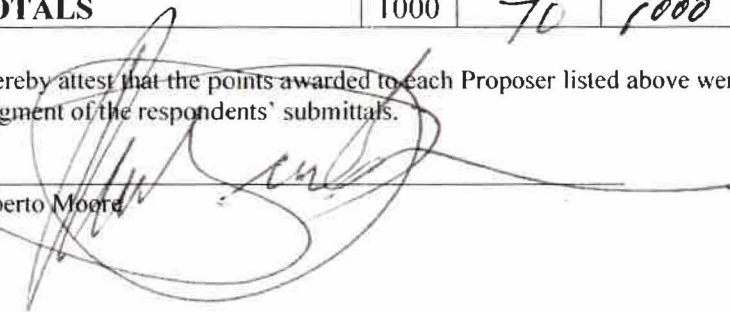


Rio Nuevo
TUCSON, ARIZONA

**RFP – NO. 14-2
FOR SALE OR LEASE AND DEVELOPMENT OF RIO NUEVO DISTRICT'S ARENA SITE PROPERTY
PRESENTATION & INTERVIEW SCORE SHEET**

Evaluation Criteria:	Maximum Points Possible	Peach Properties	Nor-Generation						
1. Project Description	100	10	100						
2. Consistency with District Goals for this Site	200	10	200						
3. Proposer Qualifications	150	10	150						
4. Proposer Business Plan	175	10	175						
5. Proposer Financial Capacity	175	10	175						
6. Requested District Assistance	100	10	100						
7. Project Schedule	100	10	100						
TOTALS	1000	70	1000						

I hereby attest that the points awarded to each Proposer listed above were scored in accordance with the established RFP evaluation criteria and represent my best judgment of the respondents' submittals.


Alberto Moore

8-12-14
Date

EXHIBIT D

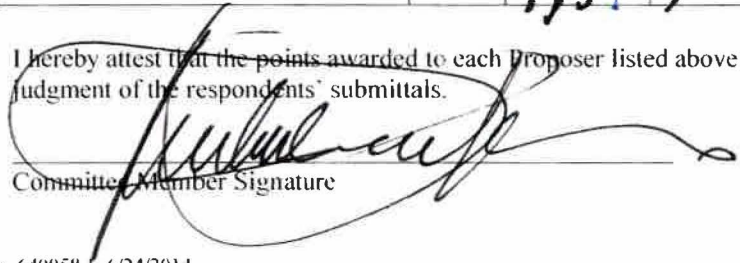
Exhibit E



**REQUEST FOR PROPOSALS – NO. 14-2
FOR SALE OR LEASE AND DEVELOPMENT OF RIO NUEVO MULTIPURPOSE FACILITIES DISTRICT PROPERTY;
ARENA SITE**

Evaluation Criteria:	Maximum Points Possible	Peach Properties	Nor-Generation						
1. Project Description	100	100	100						
2. Consistency with District Goals for this Site	200	150	200						
3. Proposer Qualifications	150	125	150						
4. Proposer Business Plan	175	125	175						
5. Proposer Financial Capacity	175	125	175						
6. Requested District Assistance	100	75	100						
7. Project Schedule	100	75	100						
TOTALS	1000	775	1000						

I hereby attest that the points awarded to each Proposer listed above were scored in accordance with the established RFP evaluation criteria and represent my best judgment of the respondents' submittals.


Committee Member Signature

7-8-14
Date

EXHIBIT E

Exhibit F



**COMBINED PROPOSAL AND ORAL PRESENTATION TOTALS – RFP NO 14-2
FOR SALE OR LEASE AND DEVELOPMENT OF RIO NUEVO DISTRICT’S ARENA SITE PROPERTY**

		Peach Properties	Nor-Generation						
Evaluation Criteria:									
1. Project Description		930	1015						
2. Consistency with District Goals for this Site		1780	1955						
3. Proposer Qualifications		1430	1505						
4. Proposer Business Plan		1365	1605						
5. Proposer Financial Capacity		1460	1625						
6. Requested District Assistance		715	940						
7. Project Schedule		895	900						
GRAND TOTALS		8575	9545						

EXHIBIT F