

**RIO SALADO CROSSING MULTI-PURPOSE FACILITIES DISTRICT
BOARD OF DIRECTORS' MEETING**

The Board of Directors of the Rio Salado Crossing Multi-purpose Facilities District met in a Board Meeting in the City of Mesa Lower Level Council Chambers, 57 East 1st Street, Mesa, Arizona, on October 7, 1998 at 5:07 p.m.

BOARD PRESENT

Marty Whalen, Chairman
Pat Gilbert
Marjorie Heckman
Jim Lykins
Roseann Sweet

MESA COUNCIL PRESENT

Jim Davidson
Keno Hawker

OTHERS PRESENT

Robert Brinton
George Pettit
Robbie Sherwood
Bill Sims
Others

BOARD ABSENT

Dave Johnston

STAFF PRESENT

Linda Crocker
Jerry Dillehay
Mike Hutchinson
Barbara Jones
Larry Woolf
Others

Boardmember Whalen excused David Johnston from the beginning of the meeting. (Boardmember Johnston was not present for the entire meeting.)

Boardmember Whalen welcomed those present to the meeting.

1. Introduction of Boardmembers.

At the request of Chairman Whalen, the members of the Rio Salado Crossing Multipurpose Facilities District Board of Directors introduced themselves to the members of the audience.

2. Election of Board Chairman.

It was moved by Boardmember Gilbert, seconded by Boardmember Lykins, that Boardmember Whalen be appointed Chairman of the Board of Directors.

Upon tabulation of votes, it showed:

AYES - Heckman-Gilbert-Lykins-Sweet
NAYS - None
ABSTAIN - Whalen
ABSENT - Johnston

Chairman Whalen declared the motion carried unanimously by those present and voting.

3. Election of Board Secretary.

It was moved by Chairman Whalen, seconded by Boardmember Gilbert, that Boardmember Lykins be appointed Board Secretary for the Board of Directors.

Upon tabulation of votes, it showed:

AYES - Gilbert-Heckman-Sweet-Whalen
NAYS - None
ABSTAIN - Lykins
ABSENT - Johnston

Chairman Whalen declared the motion carried unanimously by those present and voting.

4. Designation of ex-officio Treasurer.

It was moved by Boardmember Lykins, seconded by Boardmember Gilbert, that Larry Woolf be appointed ex-officio Treasurer.

Upon tabulation of votes, it showed:

AYES - Gilbert-Heckman-Lykins-Sweet-Whalen
NAYS - None
ABSENT - Johnston

Chairman Whalen declared the motion carried unanimously by those present.

5. Appointment of Legal Counsel.

It was moved by Boardmember Lykins, seconded by Boardmember Sweet, that William (Bill) Sims be appointed Legal Counsel.

Upon tabulation of votes, it showed:

AYES - Gilbert-Heckman-Lykins-Sweet-Whalen
NAYS - None
ABSENT - Johnston

Chairman Whalen declared the motion carried unanimously by those present.

6. Discuss and consider proceeding with a project financial feasibility study.

Board Treasurer Larry Woolf recommended that the services of Ernst & Young be engaged for the purpose of developing a project financial feasibility study for the Board's review and consideration. Mr. Woolf stated that the firm will analyze a variety of issues and present their recommendations relative to the overall project.

It was moved by Boardmember Gilbert, seconded by Boardmember Lykins, that the firm of Ernst & Young be authorized to prepare a project financial feasibility study for the Board's review and consideration and that the procurement of Ernst & Young be conducted by the City of Mesa..

Upon tabulation of votes, it showed:

AYES - Gilbert-Heckman-Lykins-Sweet-Whalen
NAYS - None
ABSENT - Johnston

Chairman Whalen declared the motion carried unanimously by those present.

7. Consider a resolution adopting bylaws.

In response to a question from Chairman Whalen, Legal Counsel Bill Sims advised that the proposed bylaws are unchanged from the original bylaws previously adopted by the Board. Mr. Sims recommended that the proposed resolution be adopted.

It was moved by Boardmember Gilbert, seconded by Boardmember Lykins, that the Board adopt the proposed resolution approving and authorizing the Chairman to execute the bylaws of the Rio Salado Crossing Multipurpose Facilities District.

Upon tabulation of votes, it showed:

AYES - Gilbert-Heckman-Lykins-Sweet-Whalen
NAYS - None
ABSENT - Johnston

Chairman Whalen declared the motion carried unanimously by those present and the proposed resolution adopted.

8. Consider a resolution of the Board of Directors of the Rio Salado Crossing Multipurpose Facilities District, approving and authorizing the Chairman to execute an Intergovernmental Agreement with the City of Mesa relating to funding of District start-up costs, indemnification and insurance.

Mr. Sims advised that date changes represent the only revisions that have been made to the original resolution.

In response to a comment from Boardmember Gilbert relative to the fact that the Intergovernmental Agreement incorrectly lists Dave Johnston rather than Jim Lykins as the Board Secretary, Mr. Sims advised that the document will be amended to reflect this correction.

It was moved by Boardmember Gilbert, seconded by Boardmember Sweet, that the Board adopt the proposed resolution, as amended, approving and authorizing the Chairman to execute an Intergovernmental Agreement with the City of Mesa.

Upon tabulation of votes, it showed:

AYES - Gilbert-Heckman-Lykins-Sweet-Whalen
NAYS - None
ABSENT - Johnston

Chairman Whalen declared the motion carried unanimously by those present and the proposed resolution adopted as amended.

9. Discuss a Board Work Plan.

Assistant City Manager Mike Hutchinson briefly highlighted a tentative Board Work Plan and advised that discussions are occurring between parties involved in the Rio Salado Crossings project relative to operational costs and the importance of soliciting expert advice to assist the Board in determining actual costs for the project.

Discussion ensued relative to the possibility of conducting a General Election in May 1999, staff's recommendation that the Committee structure be reformed and that the various committees be reappointed and charged with the responsibility of analyzing a variety of issues, the fact that the Work Plan calls for a review and consideration of preliminary recommendations by November 18, 1998, public hearings, and the fact that should the Board determine that this issue be placed on the May 18, 1999 election ballot, the actual election must be called by January 18, 1999.

Boardmember Gilbert recommended that between October 28, 1998 (the date of the next Board meeting) and November 18, 1998, the Boardmembers talk to their respective Councils, advise them of the Board's proposed plans and solicit their input as to the direction the Councils would prefer to see the Board pursue.

It was the consensus of the Boardmembers present that they endorse Boardmember Gilbert's suggestion and arrange meetings with the members of their respective Councils.

10.. Announce Chairman's committees and Chairman's appointments.

Chairman Whalen commented on the extensive amount of research, analysis and negotiations required to accomplish the goals of the project and stated that in an effort to enhance the efficiency and effectiveness of the Board, the following group of Committees will be reappointed to review, analyze, negotiate and submit various recommendations to the Chairman for review and consideration.

Chairman Whalen announced the following appointments:

CAPITAL FACILITIES DESIGN AND CONSTRUCTION COMMITTEE

Marjorie Heckman
C.K. Luster
Harry Kent

MARKETING & OPERATIONS COMMITTEE

Jim Lykins
Robert Brinton
Mike Hutchinson
Ray Pittman

FINANCE COMMITTEE

David Johnston
Larry Woolf
George Pettit
Sean McClaren
Mike Hutchinson

PUBLIC AFFAIRS COMMITTEE

Pat Gilbert
Andrea Rasizer
Roseann Sweet

CONTRACTS COMMITTEE

Pat Gilbert
Larry Woolf
Bill Sims
Mike Hutchinson

Chairman Whalen expressed appreciation to all of the appointees for their willingness to assist the Board of Directors.

11. Schedule meetings and general information.

Chairman Whalen advised that the tentative work plan indicates that the next Board meeting will occur on Wednesday, October 28, 1998.

12. Call to the public.

Chairman Whalen advised that there were no requests from the public to address remarks to the Board at this time.

13. Adjournment.

Without objection, the meeting adjourned at 5:28 p.m.

Carried unanimously.

I hereby certify that the foregoing minutes are a true and correct copy of the minutes of the Board of Directors' Meeting held on the 7th day of October 1998. I further certify that the meeting was duly called and held and that a quorum was present.

Dated this _____ day of October, 1998

JIM LYKINS, BOARD SECRETARY