

October 23, 2014

Mr. Thomas Kuehne
Ms. Robin Ward
Village of Arlington Heights
33 S Arlington Heights Rd
Arlington Heights, IL 60005

Dear Thomas and Robin,

Johnson Consulting is pleased to submit this proposal to update the analysis it performed for the Village regarding the Metropolis Theatre. Since our last report, several events have transpired:

- The Village has purchased the theater
- A Management entity, Performing Arts Metropolis (PAM), has been formed to operate the theater
- Several theater directors have come and gone
- The Village continues to subsidize the venue annually and has done so since its purchase.

The Village has requested an update of our prior analysis. Specifically, the Village would like to confirm or revise its strategy regarding the venue. The following topics are to be addressed.

- An economic impact assessment to see if the volume of spending caused by the theater justifies the Village's continued investment
- Update of our prior study
- An options assessment, looking at management options, perhaps closing the venue and using the space for alternative uses, etc. Specifically:
 - Maintain the current management approach
 - Integrate operations into the Village, with or without an advisory board
 - Align with another public entity
 - Close theater and sell property
 - Add 200 seats
 - Other options as identified by us.

Our work plan is presented below.

TASK 1. ORIENTATION

Johnson Consulting will meet with the Village staff, the Oversight Committee and the management team at the theater. At these meetings we will:

- Understand the history of operations of the theater since Village purchase
- Discuss operational and economic goals for the theater and discuss issues and opportunities seen
- Obtain demand, revenue and expenses and Village outlay data since our last report to develop time series information to use in our report

- Obtain any benchmarking comparisons that may have been prepared by the management team, and obtain names of comparative facilities to be considered in the update
- Fund raising and grant efforts.

TASK 2. SURVEYS AND INTERVIEWS

We will prepare survey instruments to send to a couple of audience groups:

- Regular attendees(assuming management maintains a database)
- Nearby residents, assuming the Village has a database, or via posting on the Village website
- Nearby businesses.

These surveys will:

- Ask businesses about the benefit they see in terms of their store and restaurant sales during events, the contribution the theater provides in terms of image to the market, ideas they have regarding improving impacts.
- Ask current attendees about the theater and what they would like to see. The survey would also ask what they do before and after events.
- Ask similar questions to local residents.

TASK 3. REPORT UPDATE

Our analysis will update market demographics, case studies, and provide demand and financial comparisons to our original projections and the case study examples. The analysis will also summarize how the case study venues “Own,” fund and operate the venue and discuss if private management is used, or if there is an association with other venues that drive demand. The analysis will also revisit number of seats and discuss how the size of the theater affects performance.

TASK 4. ADVICE AND RECOMMENDATIONS

The analysis will result in an updated report that will address:

- Strengths, weaknesses opportunities and threats
- Options and their benefits and consequences if:
 - The venue was closed
 - The venue was managed by others
 - The venues was expanded
 - Other factors, as discussed at the Task 1 meeting and throughout the engagement.

Our report will also include a full economic and fiscal impact analysis section.

TIMING AND FEES

Johnson Consulting can complete the analysis over an eight week period. We can work faster if needed, but typically this is an appropriate study time frame.

Our prior assignment was done in 2002-2003 for a budget of \$49,000 plus \$6,000 in expenses. For this update, we budget \$23,000 plus \$1,000 in expenses. We will bill on a monthly basis, commencing upon the authorization to proceed.

MEETINGS

Up to four meetings are contemplated for the analysis and included in this budget.

- An initial workshop to occur any day during the first week of December (Village to choose)
- An internal Oversight Committee draft report review session
- A Village Board presentation
- A possible second Village Board presentation

We may be also in the market to meet with Theater staff to obtain and understand information they compile for us. We will always avail ourselves to the Oversight Committee during those occasions.

CONTRACTUAL CONDITIONS

Subject to the actual terms and conditions of any subsequent agreement with you, the following conditions are standard policy for Johnson Consulting and are customary for engagements of this type. Should you have any questions concerning any of these conditions, please feel free to contact us.

The findings and recommendations of our research will reflect analyses of primary and secondary sources of information. Estimates and analyses presented in our report will be based on economic trends, market assumptions, and financial data that are subject to variation. Johnson Consulting will use sources that it deems reliable, but will not guarantee their accuracy. Recommendations will be made from information provided by the analyses, internal databases, and from information provided by management.

It is understood in accepting this proposal that neither fees nor payment thereof is contingent upon the findings of the study. Upon receipt of invoices, payment is to be made within 30 days of receipt unless prior arrangements have been made with management. Additionally, all outstanding invoices must be current prior to the release of any draft and final reports.

Johnson Consulting will have no responsibility to update its report for events and circumstances occurring after the date of its report. If you decide not to proceed with the project, or if it appears that the study will result in a finding that the project cannot achieve its required results, Johnson Consulting would, at your request, terminate its work and would only bill you for fees and expenses incurred to that point in time.

If you require us to attend meetings and make presentations beyond the scope of services, Johnson Consulting will charge separately for its actual hours of professional time incurred in preparing for and attending the meetings. Professional time will be billed at Johnson Consulting's standard hourly rates plus travel and incidental expenses. Billing rates are subject to a minimum five percent increase as of January 1, 2015.

Johnson Consulting ■ Hourly Rate Schedule	
Principal/President	\$340
Senior Consultant/Project & Research Director	\$250-\$325
Project Consultant	\$175-\$240
Support	\$85

Invoices outstanding after thirty days of receipt shall accrue at the interest rate of one percent per month until paid. If we need to bring action to enforce the terms contained in this letter, you will be responsible to pay our reasonable attorney's fees, costs and expenses.

We commit to delivering the highest quality product within the timeframe we have proposed. If you have any questions, please feel free to call me at 312-447-2001.

If the above is acceptable, please sign below as our authorization to proceed.

Sincerely,

C.H. Johnson Consulting, Inc.



Charles H. Johnson IV – President

T: 312.447.2001

F: 312.444.1125

AUTHORIZATION TO PROCEED

Signature: _____

Name: _____

Title: _____

Date: _____

If you wish to wire payments, our wire information is provided below.

Bank: Chase Bank

ABA #: 071000013

Acct. #: 840714364

FIRM OVERVIEW

Johnson Consulting, Inc. is a corporation founded in 1996 in Chicago, Illinois. Since inception 16 years ago, Johnson Consulting has conducted hundreds of engagements in the U.S., Canada, Central and South America, Asia, Africa, and Europe with a focus on the development of urban renewal districts, public assembly facilities, hotels and surrounding districts, and the broader real estate markets.

Our staff at Johnson Consulting has worked in the real estate planning, hospitality, and sports consulting fields for over 35 years. The majority of this work is focused on planning, market and feasibility studies, economic and fiscal impact assessments, economic development, strategy development, tax analysis and projections, site selection, development consulting, developer and investor recruitment, as well as downtown and suburban development and redevelopment planning. These engagements involve a variety of land uses, including mixed use development districts, retail, office, industrial, housing, and special uses such as hotels, arenas, sports facilities, entertainment and tourism, and specialized development, including university facilities.

The majority of our clients are cities and counties, although we also perform studies for private developers and quasi-governmental organizations, such as universities and, convention and visitors bureaus and authorities. With both our public and private sector clients, we deliver high-quality work in a timely manner. Numerous repeat engagements with several clients are evidence of our reputation for quality and client satisfaction.

We have provided analysis, insight and recommendations for various development and real estate projects, providing both comprehensive evaluation of an entire area and specific evaluation of individual facility concepts and economic development. Our expertise allows us to counsel communities on whether development is appropriate, and if so, what should be built, where it should be built, and how to finance and develop the project. Johnson Consulting is noted for providing straightforward opinions and will say 'no' if the project does not make sense.



SERVICES

FEASIBILITY & ECONOMIC IMPACT SERVICES

- Independent analyses for public sector agencies, lenders, underwriters and joint venture partners
- Substantiate investment & policy decisions
- Tiger grant and EB-5 applications
- Feasibility analysis for hotels, convention centers, and public assembly facilities
- Conduct studies for bond offerings, loans, and private placement memorandum
- Evaluate site feasibility for development proposals & recruitment of commercial and private sector developers, investors & operators

ON-CALL SERVICES

- Devise management and operating structures for public and private clients
- Maintain a single point of responsibility, as asset manager and owner's advisor
- Develop data and benchmark reports for legal and financing staff
- Manage selection and oversight of design and construction partners
- Owners representation, project management & asset management services

OPERATIONAL AUDITS AND MANAGEMENT/OPERATOR SOLICITATION

- Analyze management, leadership and organizational structures
- Perform operational audits, organizational reviews and benchmarking analyses
- Analyze efficiency of operations and adherence to mission objectives
- Generate revenue and cost analyses
- Recruit executives and management companies

REVENUE FORECAST AND TRANSACTION ASSISTANCE

- Analyze funding mechanisms and finance plans for use by financial authorities, municipalities, lenders and stakeholders
- Forecast project-based revenues and taxes generated, such as income, property, hotel occupancy, auto rental, and food beverage taxes
- Identify additional revenue sources - county, state, & federal grant programs/finance initiatives
- Project Tax Increment Finance district collections
- Research & Analysis for use in issuance of bonds



**JOHNSON
CONSULTING**

Experts in Convention, Hospitality,
Sport and Real Estate Consulting.

REAL ESTATE AND TIF DISTRICTS

Bay St. Louis Marina District
Bradenton, Florida-Real Estate MXD & TIF
Boston Redevelopment—District Funding Plan
Centerpoint Development Lex, KY
Cotton Mill District- Starkville, MS
Commonwealth of KY—KTDA TIF Manager
Corpus Christi Bayfront Masterplan
Distillery District- Lexington KY
Houston Casino Developer—Proposal Review
4th Street Live! Retail Complex—Louisville
KC Live! Entertainment District—Kansas City
New Orleans Land-based Casino
Nashville Tourism District
Orlando, Florida- Real Estate PUD
Rio Nuevo, Tucson
Rockford, IL. Downtown Events Center Masterplan
Roebbling Resort Redevelopment (New Jersey)
Royal Gorge Park Masterplan (Colorado)
San Juan, PR—Office, Retail, Hotel, Residential
TIF Advisor—West Virginia and Kentucky Waterpark of America (Bloomington, MN)
West Palm Beach Meals Tax Analysis
12 World Trade Centers worldwide
Waukegan Waterfront Masterplan (Illinois)

MAJOR LEAGUE SPORTS

American Airlines Center, Dallas
American Airlines Arena, Miami
Beijing Olympic Facilities—2008 Olympics
Boston Red Sox- Economic Impact Analysis
Chicago Bears- New Stadium
Chicago Olympics Bid 2016
Charlotte Hornets Arena
DC United Stadium
Edward D. Jones Dome- St. Louis
Georgia Dome—Atlanta
Golden State Warriors Arena (Oakland)
Lambeau Field Improvement Plan
Maryland Minor-league Ballparks Impact Analysis Miller Park- Milwaukee Brewers
Nationwide Arena—Columbus
New York Jets- Economic Impact Analysis
Seattle Supersonics Expert Testimony
Tampa Sports Authority NFL Stadium
Tampa Major League Baseball Stadium
St. Pete Times Forum
Washington Redskins—New Stadium

MINOR LEAGUE & COLLEGIATE

Albuquerque Downtown Arena
Alcoa, TN Proposed Arena Feasibility
Arlington Heights—Metropolis Performing Arts Ctr. (IL)
Atlanta Minor League Baseball—Jackson, MS
BI-LO Center (Greenville, SC)
Biloxi Proposed Minor League Stadium The Citadel—Proposed Football Stadium
Des Moines Arena
Chesterfield County VA Arena & Soccer Complex
Delaware State Univ. Arena/Football Feasibility
East St. Louis Motor Speedway
Erie Civic Center- Feasibility Study/Masterplan
FAU- New Football Stadium
FIU- New Football/ Soccer Stadium
Formula Motorsports Park – Pennsylvania
Green Bay Veterans Memorial Complex
Holland Arena Feasibility (Michigan)
Iowa Motor Speedway—Jasper County, Iowa
Kiel Center Arena—Opera House (St. Louis)
Manchester Civic Center—Proposed Arena (NH)
Olathe Arena and Retail District (Kansas)

Olympic Center Modernization—Lake Placid, NY
Osceola County Stadium and Sports Complex (FL)
Richmond Coliseum and Mosque Theater
Savannah Proposed Arena
University of Northern Iowa Arena
UCF Housing, Convocation Center and Football Stadium
UC Sacramento Football stadium Victory Stadium—Renovation Analysis (Virginia)
Warren Co. Sports/Entertainment Complex (Ohio)
Wyandotte County Proposed Arena (Kansas)

CONVENTION/CIVIC CENTERS

Austin Convention Center
Akron Convention/Conference Center (Ohio)
Baltimore Convention Center (Maryland)
Bangkok Convention Center Hotel Complex (Thailand)
Bloomington Convention Center Expansion (IN)
Boston Convention and Exhibition Center
Broward County Convention Center (Ft. Lauderdale)
Buenos Aires Convention Center Development
Bryan-College Station Convention/Conference Center Feasibility (Texas)
Cancun Convention Center (Mexico)
Canton Civic Center (Ohio)
Charlotte Convention Center
Cheyenne Convention/ Multi-Purpose Center Cincinnati Convention Center (Ohio)
College Park Convention Center/Hotel Complex
Columbus Convention Center (Ohio)
Dane County Coliseum/ Fairgrounds (Wisconsin)
Des Moines Convention Center (Iowa)
Detroit Cobo Hall
Durham Civic Center (North Carolina)
Gastonia Civic/Convention Center Feasibility—North (Columbus, OH)
Heartland Events Center, (Grand Island, Nebraska)
Hynes Convention Center (Boston)
Jackson Convention Center (Mississippi)
Jacob Javits Convention Center (New York)
Japan Convention Market Entry Study
Kansas City Convention Center
Kissimmee Civic Center (Florida)
Kuala Lumpur City Centre
Lansing Center (Michigan)
Malaysia Expoland (Kuala Lumpur)
McCormick Place (Chicago)
Meydenbauer Center Expansion, Bellevue, WA
Montego Bay Convention Center Feasibility
Indianapolis's Blocks Theater
Norfolk Scope Complex Operations and Exec. Search
Myrtle Beach Convention Center
National Trade Center (Toronto)
Navy Pier (Chicago)
Norfolk Convention Center (Virginia)
Ocean Center- Daytona Beach, Florida
Orange County Convention Center (Orlando)
Oregon Convention Center—Benchmarking Analysis
Overland Park Convention Center (Kansas)
Oregon Convention Center (Portland)
Peoria Civic Center (IL)
Philadelphia Convention Center
David Lawrence Convention Center (Pittsburgh)
Richmond Convention Center (Virginia)
San Mateo State Fair Expo Hall (California)
San Juan Convention Center/WTC (Puerto Rico)
Savannah Convention/Civic Center
Singapore Trade and Convention Center
South Padre Island Convention Centre
St. Charles Convention Center and Hotel
St. Louis Cervantes Convention Center
South San Francisco Conference Center

Tampa Convention Center
Trenton Exhibition Facility Feasibility (New Jersey)
Tucson Convention Ctr, Arena, Performing Arts Tulsa Arena and Convention Center
Washington State Convention & Trade Center
Winnipeg Convention Centre—Operational Audit
Wisconsin Center Expansion (Milwaukee)
World Expo Center (Osceola County, Florida)
Vancouver Trade and Convention Centre

HOTELS

Austin Convention Center Headquarters Hotel
Bangkok, Thailand - Headquarters Hotel
Bloomington Convention Center HQ Hotel (IN)
Calgary Convention Hotel—Land lease refinements
Charlotte Convention Center Headquarters Hotel
College Park, GA Convention Center/Hotel
Concord Resort Conference Center (New York)
Denver Convention Center Hotel
Embry-Riddle Aeronautical Univ. Conference Center
Eric, PA Headquarters Hotel
Fresno Headquarters Hotel
Ft. Wayne, IN Convention Center Headquarters Hotel
Ft. Worth Convention Center Headquarters Hotel
Hilton Garden Inn Conference Hotel at KFEC
Houston Headquarters Hotel
Macau Casino and Hotel
Minneapolis HQ Hotel
Melbourne, FL Conference Center Feasibility—Airport
Nashville Headquarters Hotel
New Orleans Headquarters Hotel
Osceola County, FL Convention Center & Hotel
Overland Park Headquarters Hotel (Kansas)
Palm Springs Hotel/Golf Resort
Purdue University Calumet Conference Center
Salem, OR Hotel and Conference Center
San Moritz, Switzerland Conference Center/Hotel
St. Louis Renaissance Headquarters Hotel
Syracuse, NY Hotel Development
Tempe, AZ Hotel and Conference Center
UTTC Hotel/Convention Center—Bismarck, ND
Washington DC Headquarters Hotel
Wausau Hotel/Conference Center (Wisconsin)

TOURISM/ENTERTAINMENT

Ashland Motorsports Speedway (Kentucky)
Boston CVB Funding Analysis
Buffalo CVB Organizational Analysis
Cincinnati CVB Membership & Organizational Study
Columbus Museum of Science & Industry
Colville Confederated Tribes—Tourism Plan
Commonwealth of MA—Regional Tourism Study
Environmental Education Center—Greylock Glen, MA
Earthpark Environmental Theme Park
Grand Rapids CVB Plan & Room Tax Projections Hamilton County Fairgrounds, Indiana
Houston Casino Developer—Proposal Review Jefferson County
CVB- Tourism Strategy Study (LA)
New Orleans Land-based Casino
Leu Botanical Gardens—Orlando
Milwaukee CVB Organizational Study
Orlando CVB Organizational Study
Palmer Auditorium/ Bass Hall (Austin)
Salem, OR Fairground Analysis
Tulsa CVB-Organizational Study
Tampa CVB Organizational Study
Toronto Tourism Strategic Plan
Tourism Authority of Thailand
Quad Cities Arts Tourism Strategy
West Palm Beach Meals Tax Analysis
WestWorld Equestrian Complex, Scottsdale
Will Co. IL Environmental Education/Conf. Center

* Projects highlighted in blue refer to our international assignments.

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METROPOLIS PERFORMING ARTS CENTER

ARLINGTON HEIGHTS, ILLINOIS

Johnson Consulting was engaged by the Village of Arlington Heights to conduct a financial, development, and operating review of Metropolis Performing Arts Center with respect to potential purchase of the MPAC by the Village.

In the years since the MPAC opened, it has made an important contribution to the civic and cultural life of the Village. The MPAC is an integral part of the ongoing redevelopment of the Village's central business district and represents a significant level of public and private investment in these efforts. Despite this profile, the current owner can not sustain operations and has, based on the original development agreement, requested that the Village exercise its option to purchase the theater.

Johnson Consulting profiled financial and operational benchmarks within the industry, analyzed the MPAC's demand, reviewed facility limitations and potential enhancements that could improve functionality and appeal. Additionally, Johnson Consulting analyzed potential operating scenarios (public v. private) for the MPAC and identified management and marketing strategies that contribute to improved operations of the performing arts facility. The primary objective of the analysis was to provide options for the Village of Arlington Heights in terms of purchasing and financing the MPAC.

Johnson Consulting provided retained advisory services to the Village in the negotiation and purchase of the MPAC. Our objective was to work in tandem with Village officials, and other technical and professional advisors to structure an equitable purchase offer for the MPAC, establish the parameters under which MPAC will transition to a new ownership structure, prepare an asset transition strategy and timeline, and outline a governance structure.



PROJECT HIGHLIGHTS

- Review of financial and operation performance of MPAC
- Financing options through TIF funds
- Negotiation and deal structuring

PERFORMING ARTS CENTER & CONFERENCE CENTER FEASIBILITY FEDERAL WAY, WASHINGTON

Johnson Consulting, in association with LMN architects, was retained by the City of Federal Way, Washington to perform a comprehensive feasibility study addressing a proposed new performing arts center and the redevelopment of the existing Dumas Bay Conference Center, a retreat center on Puget Sound. At the time of this engagement the City of Federal Way was seeking to build a performing arts center as part of its efforts to revitalize the city center. It was intended by the City that a new venue would serve multiple purposes including performance, lecture series, and business conventions, and also include space for the visual arts and for events.

The primary objective of the study was to evaluate whether a performing arts center was viable and what its demand, operating profile and economic impact would be. Johnson Consulting provided the following:

1. Research services and market analysis and;
2. Financial projections, fund raising potential and economic and fiscal impact assessments.

We recommended a 500-seat theater, along with a ballroom/ meeting complex to help support a mid-priced hotel. We also recommended demolishing the Dumas Bay Retreat Center, but keeping its small theater and kitchen and then using the site to attract a corporate conference center user.



PROJECT HIGHLIGHTS

- **Performing Arts Center feasibility**
- **Dumas Bay Conference Center redevelopment analysis**
- **Market analysis, demand and operating projections**
- **Analysis of economic and demographic characteristics of the metropolitan area**

PERFORMING AND CULTURAL ARTS CENTER

DORAL, FLORIDA

Johnson Consulting was engaged by the City of Doral to conduct a market and financial feasibility study for a proposed performing and/or cultural arts center in Doral, Florida. As a suburban community, the City seeks to develop its urban core. With several commercial and residential projects servings as stewards for urban development and increased area construction activity, Doral leaders commissioned Johnson Consulting to document potential options for an arts/cultural/performance venue in the City. In this report we document gaps in the market, comment on what potential users have expressed from a needs standpoint, and provide performance benchmarks using other venues that offer elements seen desirable in Doral. The study presents findings and recommendations pertaining to the facility itself, as well as the broader market and industry trends. If designed appropriately, the proposed facility would serve as a regional facility.

The scale and nature of projects that are required to increase the visibility and economic profile of a community is a large undertaking and a performing and cultural arts venue helps in many ways. Through sustained and thoughtful initiatives and investment in projects such as a new performing and cultural arts center, Doral can be provided with an opportunity to continue its strong economic growth, and emerge as an economic center and resource for the local, regional, national, and international community. The realization of this potential will require targeted and continued investment in Doral. As this occurs, the City will develop an identity (in certain niches) as a destination for different entertainment and public events, and endow Doral with an increased sense of energy and vitality.



PROJECT HIGHLIGHTS

- **Economic and Demographic Analysis**
- **Industry Trends and Local Market Analysis**
- **Survey Results Analysis**
- **Indicated Facilities Analysis**
- **Indicated Facilities and Operating Projections**

DESOTO MULTI-PURPOSE EVENTS CENTER

DESOTO, TEXAS

The City of DeSoto engaged Johnson Consulting and The Projects Group to prepare a feasibility analysis for a proposed events center to be located in the City of DeSoto Town Center. Our work was required to communicate the viability of a performing arts center in the local market. This area of the City had not seen much investment and economic development of late, with the exception of new residential development located across the street from the City center. Our analysis helped identify what size of facility would be appropriate and projected operating revenues.

Johnson Consulting's efforts concluded that the need for a performing arts center was not in the realm of reasonableness for the City. However, it additionally concluded a need for a Multi-Purpose Events Center, which would have the ability to host a wide range of conferences and events, cost effective operations, as well as management and promoter recommendations. We compared the proposed project to the Lake Terrace Convention Center in Hattiesburg, MS, which had very similar market characteristics.



PROJECT HIGHLIGHTS

- **Events & meeting market analysis, including regional and national comparable facilities**
- **Projection of event and attendance demand**
- **Calculation of operating revenues available for debt service**

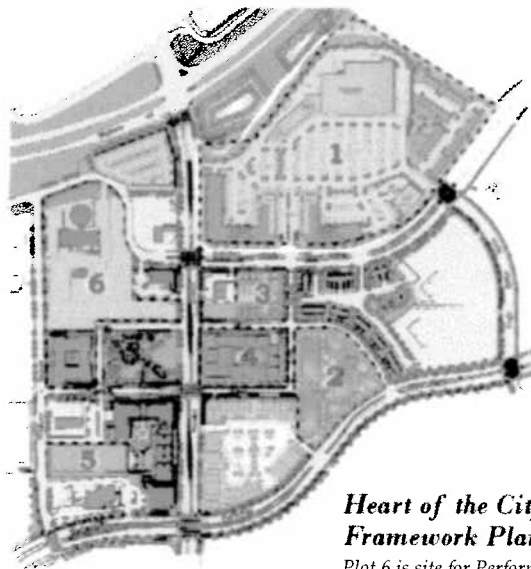
PERFORMING ARTS CENTER FEASIBILITY

BURNSVILLE, MINNESOTA

Johnson Consulting worked for the City of Burnsville to perform a feasibility study for a performing arts center to be located within the Heart of the City (HOC) Development. The HOC development is a mixed-use, 54-acre site, with goals of developing a pedestrian-friendly downtown center, to bring arts and cultural opportunities to the area, and to increase the tax base through economic development.

The City commissioned a similar review for a Performing Arts Center several years ago which found the project to be feasible. This was interpreted as being a project that was financially supportable by the private sector. A subsequent developer RFP failed to attract a developer to build the facility at its cost. The community learned that public and philanthropic support was required. The City had to view the project as a catalyst within the overall development, justifying its investment on quality of life and other real estate return on investment metrics. In addition to the feasibility work, our role was to help determine those various values. Johnson Consulting also performed a more in-depth study to allow the City to make a more informed decision about the possibility of public financial participation in the project.

The Performing Arts Center site is to be built on 6.24 acres and is also to include a hotel, retail and restaurant uses, and parking. This project was awarded the top small City project at the 2012 Mayor's Conference.



***Heart of the City
Framework Plan***
Plot 6 is site for Performing Arts Center

PROJECT HIGHLIGHTS

- Performing Arts Center feasibility
- Contributions of a Performing Arts Center to mixed-use downtown re-development
- Public financing options analysis