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20 Acres

stilo development x

greg bryan <gbtusayan@gmail.com>

Feb 12

to Federico, bcc: me

Fede -

Please see attached letter.

Respectfully,

greg



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2/12/13

ATTACHMENT TO
2/2 EMAIL

Dear Federico-

This email is intended to follow up our conversation of February 6, 2013 in regards to changes to be considered to the PADA between Stilo & the Town of Tusayan. You asked that we provide you with our version of changes to the Agreement.

After listening to Tom's presentation and the Council's concerns on February 6, I continue to be worried about the process being dragged out. His presentation provided few specifics regarding how Stilo intended to comply with the explicit terms of our existing Agreement and reminded me of the very general statements that were in Tom's letter of October 12, 2011, a letter that did little to address how Stilo intended to satisfy deadlines that had already passed.

I recognize your feeling that the Town may be trying to get the acreage and then stifle your efforts to move forward with the development. I don't understand the distrust. We have met all of our obligations and worked with Stilo in a positive and supportive manner. We need and want you to succeed.

We are reviewing the PADA with our team and will make some suggestions, but before either of us spends a lot of time and money in doing so, I am asking are you going to give us the 20 acres now? If so then we can move forward and consider changes to the agreement. If not, then we don't need to waste the time or legal fees. If you will let me know, then I can advise our team how to move forward.

I am trying to be supportive and keep this deal alive. My feeling is that without your commitment to give us the 20 acres at Kotzin now, the Council is not going to be willing to move forward and make any changes. Please help me help you.

Respectfully,

Greg Bryan

MEMORANDUM

GAMMAGE & BURNHAM, P.L.C.

TO: Bill Sims
FROM: Manjula M. Vaz
RE: Amendments to the PADA between Tusayan and the Stilo Group

Correct DATE

~~March 21, 2013~~

SHOULD BE

2/11 OR 2/12

→ DOC HAD AUTO-UPDATE
SET IN WORD FOR DATE

Following up on our conversation, attached are our thoughts on potential changes to the PADA.

1. Temporary/ Interim Housing on Camper Village (Section 8)

In terms of the interim housing at Camper Village, we did have some delays installing the interim housing due any number of issues including: floodway approvals with the County and Town, weather delays and APS issues and approvals. However, by the end of February, we will comply with Section 8(b) of the PADA, which requires that we initially have 6 double-wide temporary homes at Camper Village.

The breakdown of units at Camper Village is as follows: In Phase 1, we have 6 double-wide lots and 6 single lots. 4 of the 6 double-wides are committed (Lots, 7, 8, 9, and 10). There are 2 double-wides on Lots 11 and 12 available for sale, lease purchase or lease. The two homes on Lots 11 and 12 will be installed by the end of February. There are 6 singles: 1 single is committed (Lot 4). Lot 6 is a Stilo 2BR single home which is available for sale, lease-purchase or lease. Lot 1 is the Stilo single Park Model available for sale, lease-purchase or lease. Lots 2, 3 and 5 have single models which are available for sale, lease-purchase or lease. We are currently negotiating leases for the two Stilo homes to residents in the community.

As we have discussed, we would like the Town to relax the “double wide requirements” in the PADA. While we are happy to provide double wide units to whoever would like them, we have found that people/buyers are more interested in single wide units, rather than double wide units. Therefore, we would like Section 8(c) to be revised to allow the installation of “double wide” or “single wide” units. Stilo will still commit to provide six units available for sale or lease; we would like some flexibility in the type of unit.

In addition, we would also like the ability to install duplex units if we desire. The duplex units will allow more people opportunities for affordable temporary housing. We are prepared to process a DRO application for the duplex units, if required. Since the Camper Village PAD permits multi-family, we believe duplex units are a permitted use. An alternative option to the DRO, we can also the Development Agreement to allow duplex units.

2. Site Plan Conformance

In terms of site plan conformance, we want to confirm with the Town that the temporary housing will comply with the site plan attached as *Exhibit E* of the PADA. The site plan does not have minimum lot standards. WilDan's previous requirement for minimum lot standards is not only outside of the requirements of the PADA, but also reduces the number of units available for the temporary housing and only drives up the cost to develop the lot, a portion of which is reflected to the end user. The goal was always to try and provide interim, affordable housing and not to create a subdivision. In order to ensure that we do not have issues with the lot standards, we may need to add a sentence in Section 8(b) which specifically states that the temporary housing units have neither a minimum lot standard requirement nor conventional setbacks. The only requirement of the temporary housing is that it complies with the approved site plan as much as reasonably possible and practical.

3. Force Majeure

Dawn is concerned that we do not have an express mention of governmental action or inaction in the Force Majeure provision. The problem here is that the failure of Stilo to meet the time deadlines in the Development Agreement will likely be due to matters beyond Stilo's control (*i.e.*, governmental action or inaction). Permits may not be timely issued or permits may be appealed by third party NGOs. In either case, Stilo cannot really expedite a resolution and we are concerned Stilo would fail to meet the diligence standard in 20(b). In the case of the federal permit from the USFS, Stilo has no ability to sue the government to expedite the permit. Then, once issued, if the permit is appealed, the process will be an administrative level appeal to the USFS, then a judicial appeal in federal district court. Once appealed, Stilo will have to file a motion to intervene in the case and may or may not be successful. Even then, the case would be a record review case under the Administrative Procedures Act and not a typical litigation/contested case. At an appropriate point, and if Stilo were allowed to intervene, they could file a motion for summary judgment but it wouldn't be until long after the administrative record were produced and initial dispositive motions were lobbed back and forth (which typically takes many months). This will play out in the same manner relative to the state permits in that there will be administrative review of the permits at the agency level, then possibly judicial review of the agency's record . . . again, not a typical case of typical litigation that could otherwise attempted to be expedited via the filing of a motion for summary judgment.

In light of these concerns, we would like to add "governmental action or inaction" in the list of force majeure conditions.

4. Forest Service Timelines

We would like to amend Section 2(a) (Necessary Applications) to reflect the extended duration of obtaining federal approvals. We have some potential language revisions to the PADA. We want to sit down and discuss the language with you before forwarding to the Mayor and Council. We are amenable to submitting written monthly reports to the Town which will provide an update on the status of application submittals required in this Section. We hope the Town recognizes that it is not practicable to make simultaneous applications for all of Required Approvals. Certain applications required prior approval of other applications before they can be submitted.

5. Camper Village Conditional Use Permit

The CUP for Camper Village will expire in October 2013. I understand that the Town thinks we do not have a CUP. From a legal standpoint, our general position is: In 2003 Coconino County issued a ten year Conditional Use Permit (CUP) for manufactured housing at Camper Village. The CUP did not change the underlying residential zoning on the property, but rather was a separate, express authorization to permit a specific use. Coconino County Zoning Ordinance section 20.3-16 specified that a CUP is a property right that "runs with the land." Stilo made substantial, good-faith expenditures in reliance upon the CUP, and thus acquired a vested right under Arizona law. We are not aware of any authority why that CUP would suddenly vanish upon the incorporation of Tusayan or subsequent change of the underlying zoning by the Tusayan P&Z Commission and City Council.

For practical purposes, it may be better if we either agree that the camping use at Camper Village is a non-conforming use or consider a new CUP that clarifies any current compliance issues once and for all. Either way, we need to figure out where we are with Camper Village and would like to add some language to the development agreement which preserves the uses and operation of Camper Village.

Thank you for your assistance. Please let me know if you have questions. We are looking forward to working with you.



GRUPPO STILO

February 21, 2013

Mayor Greg Bryan
Town of Tusayan
PO Box 709
Tusayan, Arizona, 86023

Dear Greg:

Thank you for your recent letter regarding the status of our proposed development in Tusayan. As I mentioned during our recent meeting, we are willing to give due consideration to your suggestion that Stilo consider accelerating the timing of its land donation if we were satisfied that by doing so, it did not in any way jeopardize the ultimate development of its remaining property.

I had asked that you share with us how you felt you could provide that assurance and was expecting your response as we agreed. Your letter simply repeats your suggestion that we make this donation without offering any recommendations that might limit our concerns.

The last half of 2012 was usually busy for us in Italy and we were able to complete several very large closings. Now that they are completed we are planning to spend much more time in the U.S. and will try to come on a monthly basis as we did in the past. We are planning on coming to Tusayan the week of March 18th for several days and were wondering if that time would be convenient for you. If that date doesn't work, we could come either March 5th or 6th but we would only be able to stay one day.

In the meantime, please allow me to respond to a few of the thoughts you raised in your letter.

I am not sure of why you believe our reluctance to initially agree to your request has anything to do with the idea that we believe the Town of Tusayan is trying to "stifle our efforts" to develop the property or, worse, that we have any "distrust" of the Town's desire to help us meet that goal. Nothing could be more incorrect. Let me speak to "distrust" first. This is not, in any way, about people as the legal agreements are between faceless entities and therefore must survive any of us that have all worked so hard to reach the point where we are today. Some of us may still be involved in this project two, three, four or more years from now and some of us may not. Reassignments, retirements, elections, human demise and other planned or unexpected transitions are certainly possible, if not likely, and what we agree upon today must survive those of us currently involved in this effort.

While I believe we each share a certain level of frustration with progress since incorporation, I think you might agree that complex issues almost always consume more time than anticipated. In hind sight, it is hard to understand, for example, why it took us all almost one year to negotiate the Pre-Annexation Development Agreement, particularly when we all now realize that it needs some work! What may seem obvious today certainly was overlooked by all of us during those



days. It is pointless to try and go over each and every irritant whether it be the ACC, interim housing, floodways, roadway access issues, resident financial grants and other processes or events that account for where we are today, or are not, as we are each well aware of those circumstances. We hold no notion that the Town has attempted to stifle these efforts.

At the same time, I do hope you realize that while we each feel this frustration with how long everything seems to take, we are committed to the community long term and our multi-million dollar school donation and very expensive interim housing project evidence this fact. We have neither children in school nor employees needing homes yet each of these very expensive projects commitments we made and have proven our word.

As just one example, the PADA called for the transfer of the 40 acre Town housing parcel within 14 days of the final council decision and we all agreed that it made more sense to escrow the contemplated transaction rather than incur the time and expense to transfer the property immediately. Likewise, the Town's willingness to consider an alternative to double-wide units for interim housing recognizes the dynamic nature of what we all went into in good faith. Stilo certainly did not anticipate that the previously developed interim housing plan could not be implemented as adopted as an exhibit to the PADA—nor its cost.

We have spent a great deal of time, effort and expense regarding your proposal and would like to share some of our thoughts with you now and later when we are able to meet together. While there are a number of roads ahead for each of us to take, we believe there are only three logical choices at this point in time regarding your request:

- Yes
- No
- Maybe

The "yes" is easy to describe as Stilo simply conveys 20 acres to the Town.

From one of our earliest meetings negotiating the PADA, we made it clear that our thinking was that we were all working toward the same goal and that was one suggesting that we either all won or we all lost. There was not much middle ground and we were unwilling to convey any property if we were not reasonably assured that we could develop our property. The PADA sets forth what measures are available to the Town in the event of default. Let's cast that as the "no" above.

After a great deal of internal and external discussion, we ask that you consider the third option as we believe it represents the best solution to our respective concerns.

We are represented by excellent legal counsel and, frankly, they are struggling with ways to provide the necessary legal structure that assures that future occurrences might not result in circumstances that could be detrimental to Stilo's opportunity to move forward with its processes and meet its objectives. One cannot make someone cooperate whether a document calls for such or not. There is and likely will continue to be an undercurrent of dis-incorporation and that, as you know, is simply a matter of a handful of signatures to place it on a ballot. With several new



and large corporate entities in Town and more apartments on the horizon, it is impossible to judge what the future may hold in any future election environment.

We realize we have a long road in front of us and also recognize that your goal of creating new, affordable housing for the community seems distant, at best. Staring at a deadline that we know we have very limited control over is unsettling and in the absence of any real legal method to allow for the continued cooperation of the Town (hoping there will always be a town) brings us to a compromise alternative to your demand or our rejection of it.

As much as anyone, we are desirous of seeing permanent housing in Tusayan as soon as possible and are open to the idea of accelerating a land donation to make that possible. One way to make that feasible from our perspective would be to remove the reversionary provision of the zoning in the PADA. If these many processes—all of which we are committed to pursue—take three years or five or more, at least we have the knowledge that the zoning is in place. If the county were to become the jurisdiction at some point in time, the properties would be taken subject to their existing zoning. Hostile councils, lawsuits, whatever is thrown at us, at least we have vested property rights.

From the Town's point of view, it has a land asset that is it's in perpetuity. Which brings up the next question and that is how much and where?

I am well aware that yourself and others feel that the donation should be at Kotzin and you are aware that others feel it should be at TenX. Each argument has merit and while I don't believe we can settle that today, we are willing to consider either location and ask that you do likewise should these discussions reach a point where that selection matters. Should we get that far, I believe that will be resolved rather easily, relatively speaking.

In summary, Greg, I have spent many hours talking with Antonio, Vittorio, our attorneys and Tom and we simply cannot see how we can find the legally binding, mutual assurances that address our future concerns should we make an earlier donation than contemplated under the agreement. The compromise we ask you to consider at least mitigates that concern to some degree.

I welcome your thoughts when we meet or please call me in the interim if you wish to discuss any of these thoughts sooner.

Regards,



Federico Pellicoli

February 25, 2013

Mr. Federico Pellicoli
Gruppo Stilo
Via Portico 59. 24050 Orio al Serio
Bergamo, Italy

Dear Federico:

Thank you for your recent letter regarding your perspective on ways we can help move your project forward. I appreciate your point of view and sense of frustration at my not providing any thoughts on changes to the PADA. I felt I was fairly clear that there is a hesitation on our part to expend legal funds for redrafting pieces of the Agreement if there was no interest on your part to accelerate the transfer of land to us at this time. All I was asking was if we could provide assurances that you would be able to move forward with your development, would you transfer the land now? I still don't have that answer and without it am hesitant for the Vice-Mayor and I to take your requests to the Council.

Your letter requests that we consider dropping the reversionary provision that was meant to keep your team motivated and moving forward toward our goal of affordable housing, then you will consider the idea of the land transfer. If we give that up, what assurance do we have you will move forward in a more "timely" manner than is currently happening? As you have noted before, we still need your infrastructure for our housing development, so if you take your time we are back where we started - nowhere. The PADA was developed with your attorneys, planners and project manager (Tom) based upon your experience as developers who have an understanding of what it takes to be successful. We agreed to put our benefits off, based upon our belief in your abilities and agreed to timelines. We aren't developers. We are a new Town with needs and have trusted in our new partner's commitments. We assumed you knew what you could and could not do and how long it might take. That is the image that was presented to us as we first began discussing what incorporation and working with STILO could achieve. We believed what your team told us you could do. Now we are faced with what seems like new perspectives from your new attorneys and different expectations and terms being offered or requested. We haven't done anything different than we committed to do and feel like we have fulfilled what has been asked of us to assist your project. It does not feel like we are moving forward in a very timely manner. What will happen when you hear something new from a different "highly qualified" new attorney or planner?

Our Town is not going away. It would take much more than a handful of signatures, as we have made positive impacts on our residents' lives. Incorporation has been accepted and benefits realized. We are here to stay. It is much more likely that your development group might lose interest or sell to someone else who could go bankrupt and then where would we be? Whoever is giving you this perspective is out of touch with what is actually happening in our community.

At this point, we will share your comments and requests with the Council and our staff to see how they would like to move forward. My feeling is that your Yes – No – Maybe perspective has done nothing to help us feel confident in your progress. We will ask our team to consider the changes to the PADA you have requested. We note that your comment about where the land donation should come from – Kotzin or TenX – reflects a lack of awareness of what the current PADA states as already been agreed. The option is ours not yours.

While you have worked to complete your projects in Italy, we have worked to build our lives in Tusayan based upon our expectations of PADA. While we wait for you, we continue to have families and friends move on because they could no longer take the company housing arrangements and see no change in the near future. We have had potential staff consider moving into our community to work and raise their family, only to be faced with the inability to own a home and thus choose to take a job somewhere else. We realize your focus has been elsewhere, while ours is has been here daily, waiting on things to change as promised. Now you want to change the Agreement with new promises. It feels like you are not in touch with our community and the input you are receiving is outdated or badly slanted based on bias. We cannot wait forever for you to fulfill your commitments. Their guidance has not always served you well in the past and is not on the mark now. We need to be successful and soon.

We will be most happy to meet with you the week of March 18. Please advise specific dates and who will be meeting with us. Any specific items you wish to discuss would be appreciated. **You** are asking to change the PADA, so we would like to have a clear understanding of what you want and are willing to give in return. Knowing this in advance will make our time together much more efficient. I know I am expressing increased frustration, as you have also expressed, with the lack of progress. We still want this project to succeed; we just seem to want it sooner than your team.

I look forward to seeing you in March.

Respectfully,

Greg Bryan
Mayor, Town of Tusayan

CC: Al Montoya, Vice-Mayor

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Executive Session next meeting

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greg bryan

Mar 1

to Federico, bcc: me

Hi Federico -

I hope this finds you and your family well.

I wanted to give you a heads up about what is taking place at our next Council Meeting on March 6. Based upon requests from Council members who are feeling frustrated about progress, Bill Sims has been asked to explain where we are and options based upon the Developer appearing to be in default of the PADA. The Agenda item is for discussion in Executive Session and not posted as an Action item. It is intended for our Attorney to give us information at this time. The Agenda shows it as discussing reverting the zoning on the Stilo land, as that is one of the options from the PADA and needed to be posted as a topic. I will be reporting on our communication and trying to get a sense of how the Council wishes to proceed either legally or with further discussions between us. I will share with them your upcoming visit the week of March 18. As the Council directs we will keep you posted on how we want to proceed. I felt it was only right that i should send you notice rather than having it get to you and blind side you.

I look forward to hearing from you, hopefully before our Council meeting.

Respectfully,

Greg

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Greg Bryan

gblyusayan@gmail.c

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Prior to Meeting

stilo development x

greg bryan

Mar 7

to Vittorio, Federico, Antonio, bcc: me

Vittorio -

Please see attached letter.

Greg

Vittorio 3-7-13.docx

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Greg Bryan

gbtusayan@gmail.c

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Vittorio

ATTACHMENT
TO 3/7 EMAIL

I trust this finds you well.

The Council met last night in Executive Session and gave Vice Mayor Montoya and I some directions on how they would like us to proceed.

To begin with we want to continue to reiterate our desire and goal is to have your project be a successful one that brings affordable housing and opportunity for a better quality of life for our residents. That being said, we also have concern about your lack of progress and any sense of urgency in helping all of us reach our goals. We have waited and counted on your team to move forward in a mutually agreed upon schedule or process and trusted that you would do what you committed to do. That trust has been eroded and we find ourselves at a crossroads. Do we continue to wait and hope that you will eventually get things done, or do we take action. The Council has chosen to take action.

In earlier emails with Federico we asked a simple preliminary question - are you willing to give the Town 20 acres at Kotzin now? If the answer is NO, then we have little to discuss and we will need to officially advise you of being in default and begin the process outlined in the PADA for reversion of your zoning. If the answer is YES, then there is merit in us meeting to discuss your requests for changes in our Agreements. The two choices are pretty straight forward and yours to choose. That question needs to be clearly answered now before we schedule a meeting. We have been asking for this answer for over three months with no result. The Council was very clear in their resolve about how we are willing to move forward.

We feel we have done everything we can to date to facilitate your project moving forward. The delays and lack of action are not a result of the Town's lack of willingness to assist you. The letter we received last October from Tom regarding your progress is an example of lack of focus and any sense of urgency. Your changing of consultants/attorneys and thus tactics or priorities has only slowed the process down further and does not feel very encouraging to us. We could list a number of actions that have contributed to our eroding confidence, but it would not change where we find ourselves today. We are no longer willing to sit by and wait. You have asked for some changes in the PADA and we are not comfortable with the performance to date, thus we are at the crossroads.

As noted above, before we schedule meetings with you and Antonio, we need the answer to our primary question - the land now or not. If you say yes, then we can go ahead with scheduling a meeting with you on March 20 and Antonio on the 21st to discuss your requests for changes. If we are meeting, it would be very helpful to receive an outline or list of what you would like to have in the way of changes in advance, so we can be in a better position to discuss and make our time together effective and efficient. If you say no, then we know what we need to do.

We very much appreciate all of you, but especially Antonio, making the time to come to us and recognize that decision reflects his desire to refocus on this project and its importance to him

and your team. Our respect for him as an honorable man and the value of his time urges us to bring up our threshold needs again before he comes, so we do not waste his time.

In closing let us restate that our desire is for this partnership to be a successful one. We look forward to hearing from you concerning which road you choose to take. We are prepared for both roads and yet prefer the one of a partnership leading to success.

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Greg Bryan

Mar 15 (6 days ago)

to Andy

Ok she is working on them to see what is available. Is one of them for Antonio? Shall we put him in a suite?

Lynn said you are bringing 9 people.... Who's coming? I was trying to set up our meetings in one of the suites but if you have 9 it won't work. Are bringing attorneys? If so then I will need to let Sims know.

We are waiting on a list of changes you are looking to make so we can review prior to the meeting and see what can be done and how. Getting it on Tuesday will not help either of us or make good use of our meeting time.

Please let me know.

Thanks,

Greg

Sent from my iPad

On Mar 15, 2013, at 12:55 PM, Andy Jacobs <ajacobs@policydevelopmentgroup.com> wrote:

Thanks Greg. Just spoke to Lynn and we will be booking 9 rooms for Thursday night.

Greg Bryan

gblusayan@gmail.com

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COPS

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fire district

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stilo development x



greg bryan

Mar 18 (3 days ago)

to Vittorio, bcc: me

Hi Vittorio -

Yes we are looking forward to meeting with your team for lunch on Thursday and discussing preparation for meeting with Antonio on Friday morning. Our schedule is to meet Friday morning at 8:30AM and be done by 11AM. If he is here and you want to meet earlier that morning please let us know. One of our team needs to leave by 11AM due to an earlier commitment.

Ron sent a note this morning that we will have a list of the changes you would like to see by Tuesday afternoon. This will help with our preparation.

See you Thursday.

Respectfully,

Greg

On Mon, Mar 18, 2013 at 4:24 AM, Vittorio Bianchi <Vittorio.Bianchi@gruppostilo.it> wrote:

Hi Greg,

Just this note to confirm you that I will be at lunch Thursday 21 with Fede and Tom and at the meeting Friday 22 in the morning with Antonio.

He is booked on the first flight from Vegas to GC Airport Friday early morning.

People (2)

Greg Bryan

gblusayan@gmail.c

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Meeting info

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Greg Bryan Mar 17 (4 days ago)
 to Ron, Andy

Hi Ron & Andy -

I hope this finds you both well.

I just wanted to remind you that our request prior to a meeting with Stilo principals was to get a list of the items that Stilo would like to see changed in the PADA. To date nothing has been received and it does not feel good. It feels like business as usual.

We want this to be a productive meeting and without adequate time to review and see how we can meet your needs, it doesn't give us much confidence.

We hope to hear from you soon.

Respectfully,

Greg

Sent from my iPad

Greg Bryan

Mar 17 (4 days ago)

People (5)

Greg Bryan

gbtusayan@gmail.c

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Greg Bryan

Mar 17, (4 days ago)

Hi Ron & Andy - I hope this finds you both well. I just wanted to remind you ...

Greg Bryan

Mar 17 (4 days ago)

to me, Al

FYI

Sent from my iPad

Begin forwarded message:

From: Ron Ober <rober@policydevelopmentgroup.com>
Date: March 17, 2013, 5:42:47 PM MST
To: Greg Bryan <gtusayan@gmail.com>
Cc: Andy Jacobs <ajacobs@policydevelopmentgroup.com>
Subject: Re: Meeting info

We spoke to Tom about this and will follow up tomorrow. I think some came in a prior letter but we will ask they get this to you.

Sent from my iPhone

People (5)

Greg Bryan

gtusayan@gmail.c

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