THE URBAN RENEWAL AGENCY OF THE CITY OF TWIN FALLS

Urban Renewal Agency
Agenda

Thursday, May 21, 2020, 3:00 PM

- SPECIAL MEETING -

City Council Chambers
203 Main Avenue East- Twin Falls, Idaho

Members: Dexter Ball, Perri Gardner, Suzzane Cawthra, Rudy Ashenbrener, Cindy Bond, Andy Hohwieler, Doug Vollmer

1) Instructions for Public Comment

   a) **INFORMATIONAL:** To provide public comment(s) relating to items on this agenda, please email them to **lbauer@tfid.org**. Put "Public Comment" in the subject line. Email must be received no later than 2:00 p.m. on the date of this meeting.

2) Confirmation of Quorum/Call Meeting to Order

3) Conflict of Interest Declaration

4) Items of Consideration

   a) **ACTION ITEM:** Consideration of a request to authorize the Chair to sign Resolution 2020-08 and approve a Purchase & Sale Agreement for property located at 215 Shoshone St. S, Lots 4 & 5, with TFOZ, LLC.

   By: Nathan Murray, Executive Director

   b) **ACTION ITEM:** Consideration of a request to authorize the Chair to sign Resolution 2020-09 and enter into an exclusive right to negotiate with the Galena Opportunity Fund to develop property at 2nd Avenue South, Block 103, Lots 25-32.

   By: Nathan Murray, Executive Director

5) Upcoming Meeting(s)

   a) **INFORMATIONAL:** June 8, 2020 @ 12:00 p.m.

6) Adjournment

   a) **ACTION ITEM:** Executive Session pursuant to Idaho Code:
   §74-206(1)(f) to communicate with legal counsel for the public agency to discuss the legal ramifications of and legal options for pending litigation, or controversies not yet being litigated but imminently likely to be litigated; and
   §74-206(1)(c) to acquire an interest in real property not owned by a public agency.
   The meeting will not return to open session.

Any person(s) needing special accommodations to participate in the above-noticed meeting could contact Lorrie Bauer (208) 735-7313 at least two working days before the meeting. Si desea esta información en español, llame Leila Sanchez (208) 735-7287.

THE URBAN RENEWAL AGENCY OF THE CITY OF TWIN FALLS

Date: Thursday, May 21, 2020

To: Urban Renewal Agency of the City of Twin Falls

From: Nathan Murray, Executive Director

ACTION ITEM

Request:

Consideration of a request to authorize the Chair to sign Resolution 2020-08 and approve a Purchase & Sale Agreement for property located at 215 Shoshone St. S, Lots 4 & 5, with TFOZ, LLC.

Time Estimate:

N/A

Background:

In March, the URA Board voted to solicit bids from the public to purchase surplus property owned by the Agency at 215 Shoshone St S. The bids were published in the Times-News multiple times in April, and staff has received two bids. A minimum bid amount was set at $25,000.00.

Two bids were submitted. One from Michelle Carpenter for a total bid amount of $25,250.00. Another from TFOZ, LLC & Eagle Financial for a total bid amount of $102,250.00.

Per the Bid Auction Packet Request, the high bidder would agree to enter into a purchase and sale agreement, and pay the purchase price to the Agency via cashier's check within sixty (60) days.

It appears that the requirements of the bid process have been satisfied and TFOZ, LLC offered the high bid.

Approval Process:

A majority vote by the Board would authorize the Chair to sign a Purchase & Sale Agreement and a Quit Claim Deed conveying the property to the highest bidder.

Budget Impact:

Money paid to the Agency for the property would be added to the budget for RAA #4-1.

Regulatory Impact:

N/A

Conclusion:

Staff recommends that the Agency authorize the Purchase & Sale Agreement and sign the Quit Claim Deed to transfer the property to TFOZ, LLC when payment has been received.

Attachments:

1. Bid Results Sheet - 215 Shoshone St S
2. Resolution 2020-08 = 215 Shoshone Lots 4&5

TWIN FALLS URBAN RENEWAL AGENCY

Public Auction Sealed Bid: 215 S. Shoshone Street South, Twin Falls, Idaho

BIDS DUE: May 8, 2020, at 4:30 p.m.

Bid Opening: May 11, 2020, at 10:00 a.m.

Minimum Bid: **$25,000**

Bid Results

BIDDER	Completed Signed Bid Form	Acknowledgement and Release Form signed & dated	Deposit (1% of Total Bid Amount)	Proof of Financial Ability	TOTAL BID AMOUNT	Bid TieBreaker
TF02, LLC Eagle Financial, LLC	✓	✓	$1,022.50	✓	$102,250.00	No
Michelle Carpenter	✓	✓	$252.50	✓	$25,250.00	$26,500.00

4828-3338-9499, v. 1

RESOLUTION NO. 2020-08

BY THE BOARD OF COMMISSIONERS OF THE URBAN RENEWAL AGENCY OF TWIN FALLS, IDAHO:

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE URBAN RENEWAL AGENCY OF THE CITY OF TWIN FALLS, IDAHO, REAFFIRMING A DECLARATION THAT CERTAIN PARCELS OF REAL PROPERTY OWNED BY THE AGENCY AS SURPLUS PROPERTY AND TO ACCEPT THE SEALED AUCTION BID OF TFOZ, LLC; AUTHORIZING THE AGENCY TO ENTER INTO A PURCHASE AND SALE AGREEMENT; AND PROVIDING AN EFFECTIVE DATE.

THIS RESOLUTION, made on the date hereinafter set forth by the Urban Renewal Agency of the City of Twin Falls, Idaho, an independent public body, corporate and politic, authorized under the authority of the Idaho Urban Renewal Law of 1965, Chapter 20, Title 50, Idaho Code, as amended (the "Law"), and the Local Economic Development Act, Chapter 29, Title 50, Idaho Code, as amended (the "Act"), a duly created and functioning urban renewal agency for Twin Falls, Idaho, hereinafter referred to as the "Agency."

WHEREAS, by Resolution No. 909, dated July 19, 1965, the Board of Commissioners of the City of Twin Falls, Idaho (the "City") created an urban renewal agency pursuant to the Law;

WHEREAS, on June 30, 1997, the City Council of the City of Twin Falls, Idaho (the "City Council"), by Resolution No. 1603, determined certain property to be a deteriorated area or a deteriorating area or a combination thereof and designated the area as appropriate for an urban renewal project to be known as Urban Renewal Area #4 (the "Area #4 Plan"). The Area #4 Plan has been amended several times;

WHEREAS, on May 4, 1998, the City Council, after notice duly published, conducted a public hearing on the Urban Renewal Plan for Urban Renewal Area #4 and Creating Revenue Allocation Area #4-1 (the "RAA #4-1 Plan") to redevelop a portion of the City within the boundaries of the Urban Renewal Area #4, as amended, pursuant to the Law and the Act;

WHEREAS, following said public hearing, the City Council adopted its Ordinance No. 2579 on May 4, 1998, approving the RAA #4-1 Plan, and making certain findings;

WHEREAS, on August 26, 2013, the City Council, after notice duly published, conducted a public hearing on the Amended Urban Renewal Plan for Revenue Allocation Area #4-1 Expansion (the "Amended RAA #4-1 Plan") seeking to add geographic area to RAA #4-1 Plan, pursuant to Idaho Code § 50-2033, to redevelop a portion of the City within the boundaries of the Urban Renewal Area #4, as amended, pursuant to the Law and the Act;

WHEREAS, following said public hearing, the City Council adopted its Ordinance No. 3056 on August 26, 2013, approving the Amended RAA #4-1 Plan and making certain findings;

WHEREAS, pursuant to the Act and the Amended RAA #4-1 Plan, the Agency is authorized to own real property and carry out the purposes and various projects under the Amended RAA #4-1 Plan and to enter into and carry out contracts or agreements in connection therewith;

WHEREAS, in compliance with Idaho Code § 50-2010, on or about September 4, 2008, the Agency acquired a parcel of vacant real property located at 215 Shoshone Street, Twin Falls, Idaho, Parcel No. RPT0001118004A, including Lots 4, 5 & 17, Block 118, Twin Falls Townsite (the "Property"), and in furtherance of the Amended RAA #4-1 Plan, the Agency intended to dispose of the Property to a developer for a potential project opportunity;

WHEREAS, the Property is split by an alley between Lots 4 & 5, and Lot 17, plus an alley runs behind the Property. Each lot measures 25' x 125';

WHEREAS, on January 29, 2020, by Resolution No. 2020-01, the Agency adopted a policy concerning declaration of surplus real property and the process by which to dispose of such surplus real property (the "Surplus Resolution");

WHEREAS, the Surplus Resolution grants the Agency the authority to sell, exchange, or convey real property if certain criteria are met;

WHEREAS, the Property complies with the following criteria as set forth in the Surplus Resolution:

- Conditions in the neighborhood area have changed since acquisition of the Property resulting in no reasonable development opportunity in compliance with the Act and the Amended RAA #4-1 Plan.

- The Property may not be suitable for development under the Amended RAA #4-1 Plan because of its size and configuration.

- The Agency has solicited proposals for the parcel in compliance with Idaho Code § 50-2011 and has not been successful in receiving a proposal from a qualified developer for a development to achieve the objectives of the Act and the Amended RAA #4-1 Plan.

WHEREAS, the Agency intends to convey or sell the Property because of the findings previously stated;

WHEREAS, the Surplus Resolution provides that whenever the Agency proposes to sell or convey real property, the Agency shall declare that the subject property will be offered for sale and establish the value of the property the Agency will receive as a result of the conveyance, or sale;

WHEREAS, the Agency board, at its meeting of January 29, 2020, adopted Resolution No. 2020-02 declaring the Property as surplus property and directed Agency staff to schedule a

public hearing to review and accept public comment on the proposed sale or conveyance of surplus property;

WHEREAS, after notice duly published, the Agency board, at its meeting on February 19, 2020, conducted the public hearing to review and accept public comment on the proposed sale or conveyance of the Property;

WHEREAS, public comment was received and considered by the Agency board;

WHEREAS, following discussion, the Agency board, at its meeting on February 19, 2020, evidenced its intent to retain ownership of Lot 17, Block 118, Twin Falls Townsite ("Lot 17") and to proceed to sell Lots 4 and 5, Block 118, Twin Falls Townsite ("Lots 4 & 5");

WHEREAS, pursuant to Idaho Code § 50-1403 and the surplus resolution, the Agency conducted a sealed bid public auction to sell Lots 4 & 5 to the winning bidder (the "Auction");

WHEREAS, the Auction established a sealed bid submittal date of May 8, 2020;

WHEREAS, the Agency received two responses to the Auction, one from TFOZ, LLC and the other from Michelle Carpenter to be brought to the Board for final decision at the May 11, 2020, Board meeting;

WHEREAS, the response from TFOZ, LLC did not provide complete information concerning financial sources, but in the best public interest, and the Agency's right to waive the deficiency, Agency has deemed the submission by TFOZ, LLC to be in compliance with the Auction requirements;

WHEREAS, the Agency Board, at its meeting of May 11, 2020, reviewed the information presented, and, moved to table the final decision to a to be scheduled special meeting;

WHEREAS, the Agency Board, at a special meeting on May 21, 2020, based on the information provided and the responses, determined it to be in the Board's best public interest to accept the bid response from TFOZ, LLC;

WHEREAS, the Agency Board finds it in the best public interest to authorize the Agency to enter into a Purchase and Sale Agreement for Lots 4 & 5 with TFOZ, LLC.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE BOARD OF COMMISSIONERS OF THE URBAN RENEWAL AGENCY OF THE CITY OF TWIN FALLS, AS FOLLOWS:

Section 1. The above recitals and statements are true and correct.

Section 2. That the bid from TFOZ, LLC for Lots 4 & 5 is selected as the winning bid.

Section 3: That the Agency Chair and/or Vice-Chair is authorized to negotiate and enter into a Purchase and Sale Agreement for Lots 4 & 5 with TFOZ, LLC subject to the terms of the Auction.

Section 4: This Resolution shall take effect immediately upon its adoption and approval.

PASSED by the Urban Renewal Agency of the City of Twin Falls, Idaho, on May 21, 2020. Signed by the Chair of the Board of Commissioners and attested by the Secretary to the Board of Commissioners, on May 21, 2020.

APPROVED:

By_____
Cindy Bond, Chair

ATTEST:

By_____
Andy Hohwieler, Secretary

4822-2603-3596, v. 2

THE URBAN RENEWAL AGENCY OF THE CITY OF TWIN FALLS

Date: Thursday, May 21, 2020

To: Urban Renewal Agency of the City of Twin Falls

From: Nathan Murray, Executive Director

ACTION ITEM

Request:

Consideration of a request to authorize the Chair to sign Resolution 2020-09 and enter into an exclusive right to negotiate with the Galena Opportunity Fund to develop property at 2nd Avenue South, Block 103, Lots 25-32.

Time Estimate:

N/A

Background:

In March, the Board authorized a 'Request for Proposals' to develop property Lots 25-32 of Block 103, Downtown. The RFP was broadly shared and noticed in the Times-News.

One response was received from the Galena Opportunity Fund, with Pivot North Architecture and McAlvain Construction as partners. The proposal is for a six-story structure with 44-multi-family apartment units, and a 150-stall parking garage.

Galena is looking to the Urban Renewal Agency of the City of Twin Falls to own and operate the parking structure. Galena would then lease from the Agency one parking stall per residential units in both 160 Main and the newly proposed residential building, a total of 92 stalls.

While Galena would not own or operate the parking structure, Galena would include in its scope of work the development of both the parking structure and the multi-family units, so the project could be developed as one.

No project costs were submitted with the proposal for either the parking or residential portions of the structure. It is anticipated that it would take approximately 9-months to finalize the plan and go through requisite approval processes. Construction would take approximately 14-16 months with completion in the second quarter of 2022.

Approval Process:

A majority vote by the Board would carry the proposal that is put forth.

Budget Impact:

N/A

Regulatory Impact:

N/A

Conclusion:

Although some of the key points of the proposal are not of the same mind with the Agency at this time, staff recommends approving an agreement to negotiate key points of the deal, acknowledging that any final commitments would need to come back to the board for approval.

Attachments:

1. Resolution 2020-09 = 2nd Av S RFP Developer Selection
2. Galena Proposal - 2nd Hansen Twin Falls

RESOLUTION NO. 2020-09

BY THE BOARD OF COMMISSIONERS OF THE URBAN RENEWAL AGENCY OF THE CITY OF TWIN FALLS, IDAHO:

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE URBAN RENEWAL AGENCY OF TWIN FALLS, IDAHO, SELECTING GALENA OPPORTUNITY INC. AND GALENA OPPORTUNITY FUND AS THE DEVELOPER OF THE PROPERTY, LOCATED ALONG 2ND AVENUE SOUTH, BORDERING HANSON STREET AND SPECIFICALLY DESCRIBED AS LOTS 25 THROUGH 32 OF BLOCK 103, TWIN FALLS TOWNSITE; AUTHORIZING THE NEGOTIATION OF AN AGREEMENT TO NEGOTIATE EXCLUSIVELY WITH GALENA OPPORTUNITY INC. AND GALENA OPPORTUNITY FUND; AND PROVIDING AN EFFECTIVE DATE.

THIS RESOLUTION, made on the date hereinafter set forth by the Urban Renewal Agency of the City of Twin Falls, Idaho, an independent public body, corporate and politic, authorized under the authority of the Idaho Urban Renewal Law of 1965, Chapter 20, Title 50, Idaho Code, as amended (the "Law"), and the Local Economic Development Act, Chapter 29, Title 50, Idaho Code, as amended (the "Act"), a duly created and functioning urban renewal agency for Twin Falls, Idaho, hereinafter referred to as the "Agency."

WHEREAS, by Resolution No. 909, dated July 19, 1965, the Board of Commissioners of the City of Twin Falls, Idaho (the "City") created an urban renewal agency pursuant to the Law;

WHEREAS, on June 30, 1997, the City Council of the City of Twin Falls, Idaho (the "City Council"), by Resolution No. 1603, determined certain property to be a deteriorated area or a deteriorating area or a combination thereof and designated the area as appropriate for an urban renewal project to be known as Urban Renewal Area #4 (the "Area #4 Plan"). The Area #4 Plan has been amended several times;

WHEREAS, on May 4, 1998, the City Council, after notice duly published, conducted a public hearing on the Urban Renewal Plan for Urban Renewal Area #4 and Creating Revenue Allocation Area #4-1 (the "RAA #4-1 Plan") to redevelop a portion of the City within the boundaries of the Urban Renewal Area #4, as amended, pursuant to the Law and the Act;

WHEREAS, following said public hearing, the City Council adopted its Ordinance No. 2579 on May 4, 1998, approving the RAA #4-1 Plan, and making certain findings;

WHEREAS, on August 26, 2013, the City Council, after notice duly published, conducted a public hearing on the Amended Urban Renewal Plan for Revenue Allocation Area #4-1 Expansion (the "Amended RAA #4-1 Plan") seeking to add geographic area to RAA #4-1

Plan, pursuant to Idaho Code § 50-2033, to redevelop a portion of the City within the boundaries of the Urban Renewal Area #4, as amended, pursuant to the Law and the Act;

WHEREAS, following said public hearing, the City Council adopted its Ordinance No. 3056 on August 26, 2013, approving the Amended RAA #4-1 Plan and making certain findings;

WHEREAS, pursuant to Idaho Code §§ 50-2007(f) and 50-2015, City and Agency are authorized and empowered to enter into such contracts as may be necessary to carry out the purposes of the Law;

WHEREAS, the City owns several underdeveloped contiguous lots that are paved and currently maintained as a surface public parking lot. The lots are generally located along 2nd Avenue South, bordering Hanson Street, and are more specifically described as Lots 25 through 32, of Block 103, Twin Falls Townsite, Twin Falls, Idaho (the "Site"). The City is interested in cooperating with the Agency in the formal disposition process of the Site under Idaho Code Section 50-2011;

WHEREAS, Idaho Code § 50-2015, allows a City to dispose of property to the Agency without appraisal, public notice, advertisement or public bidding;

WHEREAS, in order to provide an opportunity for interested developers to consider redevelopment of the Site, the Agency, upon selection of a qualified developer, as set forth below, and a commitment by the developer to develop the parcel under the terms of a disposition and development agreement ("DDA"), and subject to all the conditions of the DDA for conveyance, the City shall transfer the Site to the Agency for no monetary consideration;

WHEREAS, Agency shall dispose of the Site to the developer in compliance with Idaho Code § 50-2011 concerning the fair reuse value of the Site;

WHEREAS, nothing herein shall be deemed to impede, hinder, or prevent either the Agency or the City to render its discretion in the property disposition process;

WHEREAS, the Agency published a Request for Proposal (RFP) for the development of the Site on April 3 and 10, 2020, in the *Times News* in accordance with Idaho Code § 50-2011 and invited proposals for consideration;

WHEREAS, the proposals were due on May 8, 2020, and as a result of the RFP, the Agency received one response by the appropriate deadline date from Galena Opportunity Inc. and Galena Opportunity Fund;

WHEREAS, the Agency Board, at its meeting of May 11, 2020, reviewed the information presented in the RFP response, and, moved to table the final decision to a to be scheduled special meeting;

WHEREAS, the Agency Board, at a special meeting on May 21, 2020, based on the information provided and the response, determined it to be in the Board's best public interest to

select the sole responder, Galena Opportunity Inc. and Galena Opportunity Fund as the developer of the Site;

WHEREAS, the Agency Board finds it in the best public interest to authorize the Agency to enter into negotiations with Galena Opportunity Inc. and Galena Opportunity Fund for an Agreement to Negotiate Exclusively.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE BOARD OF COMMISSIONERS OF THE URBAN RENEWAL AGENCY OF THE CITY OF TWIN FALLS, AS FOLLOWS:

Section 1: That the above statements are true and correct.

Section 2: That Galena Opportunity Inc. and Galena Opportunity Fund's proposal to develop the Site, which was the sole proposal, is selected as the developer to redevelop the Site.

Section 3. That the Chair and/or Vice-Chair of the Agency are hereby authorized to enter into negotiations for an Agreement to Negotiate Exclusively with Galena Opportunity Inc. and Galena Opportunity Fund.

Section 4: That this Resolution shall be in full force and effect immediately upon its adoption and approval.

PASSED by the Urban Renewal Agency of the City of Twin Falls, Idaho, on May 21, 2020. Signed by the Chair of the Board of Commissioners and attested by the Secretary to the Board of Commissioners, on May 21, 2020.

APPROVED:

By_____
Cindy Bond, Chair

ATTEST:

By_____
Andy Hohweiler, Secretary

4843-2508-6396, v. 2

REQUEST FOR PROPOSAL

2nd and Hansen Development

Urban Renewal Agency of the City of Twin Falls

May 8, 2020

McALVAIN CONSTRUCTION INC.
A [redacted]-D COMPANY

GALENA
OPPORTUNITY FUND

PIVOT NORTH
architecture

A. LETTER OF INTRODUCTION 1
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May 8, 2020

Nathan Murray
Executive Director
Twin Falls Urban Renewal

RE: TFURA Request for Proposal – Hansen St. Garage and mixed use

Dear Mr Murray:

Please consider this a formal request for proposal on the TFURA parking garage and mixed use development site in downtown Twin Falls by Galena Opportunity Inc. and Galena Opportunity Fund (Galena Fund). Galena Fund is an impact investment fund specifically targeting the development of housing within scaled mixed-use developments throughout the northwest, with a focus on repeat investments in Opportunity Zones.

Our request as summarized in the attached response to the to this application are intended to provide a discussion framework for consideration under TFURA Downtown vision documents. The funding request is for an ongoing reimbursement for an agreed upon price and scope of work as the project permits and plans are completed.

We believe that the one of the primary strengths of our request is that the multiphase, scaled project allows for a very short duration between an approval from TFURA and a start of deployment of TFURA funds into a catalyst for downtown development.

On behalf of those we serve,

Bill Truax
President

Encl.

Galena Opportunity Fund
Impact Investing, Development, Performance
www.galenafund.com

802 W Bannock St, Suite 204 | Boise, Idaho 83702
999 W Main St, Suite 1400 | Boise, Idaho 83702

Mailing Address
PO Box 1158 | Boise, Idaho 83701

RELEASE, WAIVER AND INDEMNITY AGREEMENT

The undersigned has read and fully accepts the discretion and non-liability of the Urban Renewal Agency of the City of Twin Falls, Idaho, also known as the Twin Falls Urban Renewal Agency (the "TFURA") and the City of Twin Falls, Idaho (the "City") as stipulated herein.

A. Discretion of City and TFURA

TFURA reserves the right in its sole discretion and judgment for whatever reasons it deems appropriate to, at any time:

1. Modify or suspend any and all aspects of the process for the Request for Proposals (hereinafter "RFP") seeking interested developers for the Property, as defined in the RFP.

2. Obtain further information from any person, entity, or group, including, but not limited to, any person, entity, or group responding to TFURA's RFP (any such person, entity, or group so responding is, for convenience, hereinafter referred to as "Developer"), and to ascertain the depth of Developer's capability and desire to purchase and/or lease and develop the property expeditiously, and in any and all other respects, to meet with and consult with Developer or any other person, entity, or group;

3. Waive any formalities or defects as to form, procedure, or content with respect to its RFP and any responses by any Developer thereto;

4. Accept or reject any proposal or statement of interest received in response to the RFP including any proposal or statement of interest submitted by the undersigned, or select one Developer over another;

5. Accept or reject all or any part of any materials, drawings, plans, implementation programs, schedules, phasings, and proposals or statements, including, but not limited to, the nature and type of development.

B. Non-Liability of City and TFURA

The undersigned agrees: (1) that neither City nor TFURA shall have any liability whatsoever of any kind or character, directly or indirectly, by reason of all or any of the following; and (2) that the undersigned has not obtained and shall not obtain at any time, whether before or after acceptance or rejection of any statement of interest or proposal, any claim or claims against City, TFURA, or any of them, or against City property (all as hereinafter defined) or TFURA, directly or indirectly, by reason of all or any of the following:

1. Any aspect of the RFP, including any information or material set forth therein or referred to therein;

2. Any modification or suspension of the RFP for informalities or defects therein;

3. Any modification of or criteria or selection or defects in the selection procedure or any act or omission of TFURA with respect thereto, including, but not limited to, obtaining information from any Developer contacts or consultations with Developers who have submitted statements of interest or proposals as to any matters or any release or dissemination of any information submitted to TFURA;

4. The rejection of any statement of interest or proposal, including any statement of interest or proposal by the undersigned, or the selection of one Developer over another;

5. The acceptance by TFURA of any statement of interest or proposal;

6. Entering into and thereafter engaging in exclusive negotiations;

7. The expiration of exclusive negotiations;

8. Entering into any development agreement, other agreement or lease, relating to the statement of interest or proposal, or as a result thereof;

9. Any statement, representations, acts, or omissions of TFURA in connection with all or any of the foregoing;

10. The exercise of TFURA discretion and judgment set forth herein or with respect to all or any of the foregoing; and

11. Any and all other matters arising out of or directly or indirectly connected with all or any of the foregoing.

The undersigned further, by its execution of this Release, expressly and absolutely waives any and all claim or claims against TFURA and TFURA property, or City and City property, directly or indirectly, arising out of or in any way connected with all or any of the foregoing.

For purposes of this section, the terms "TFURA," and "City" include their respective commissioners, appointed and elected officials, members, officers, employees, agents, selection committee, volunteers, successors, and assigns; the terms "TFURA property" or "City property" include property which is the subject of the RFP and all other property of TFURA and City, real, personal, or of any other kind or character; the terms "claim or claims" include any and all protests, rights, remedies, interest, objections, claims, demands, actions, or causes of actions, of every kind or character whatsoever, in law or equity, for money or otherwise including, but not limited to, claims for injury, loss, expense, or damage, claims to property, real or personal, or rights or interests therein, and claims to contract or development rights or development interests of any kind or character, in any TFURA and/or City property, or claims which might be asserted against to cloud title to TFURA or City property. The words "Developer or Developers" shall include any person, entity, or group responding to TFURA's RFP.

C. Hold Harmless and Indemnity

The undersigned shall defend, hold harmless, and indemnify TFURA and City, and each of them, from and against any and all claims, directly or indirectly, arising out of the Undersigned's responses to the RFP, including, but not limited to, claims, if any, made by Undersigned or by

anyone connected or associated with Undersigned or by anyone claiming directly or indirectly through Undersigned.

Interested Developer
BY: GALENA OPPORTUNITY, INC.
Its: PRESIDENT

Date: MAY 8, 2020

ACKNOWLEDGMENT

STATE OF IDAHO)
) ss.
COUNTY OF Ada)

On this 8th day of May, 2020, before me, Michelle Green, a Notary Public in and for said State, personally appeared JG William Truax, known or identified to me (or proved to me on the oath of _____) to be the President of Galena Opportunity, an Idaho Corporation, the entity that executed the instrument or the person who executed the instrument on behalf of said entity and acknowledged to me that such entity executed the same.

MICHELLE M GREEN
COMMISSION NO. 20180500
NOTARY PUBLIC
STATE OF IDAHO

Notary Public for the State of Idaho
My commission expires 3/19/2024

4831-2188-8180, v. 1

LEAD ENTITY

GALENA OPPORTUNITY FUND
Contact: Bill Truax, Principal
Office: (208) 844-7060
Email: bill@galenafund.com
Address: 802 W Bannock St Suite #204
Boise, ID 83702
Web Address: https://galenafund.com

DEVELOPMENT TEAM

Galena Opportunity, Inc. (Galena) is pleased to provide this response to the City of Twin Falls. Galena will act as developer of the proposed project. Galena will team with the same group of professionals currently developing the neighboring project at 160 Main, providing continuity between the two projects. This team will include Galena as developer; Pivot North as project architect, with other design sub-consultants currently involved in the 160 Main development; and McAlvain Construction as project contractor. Using the same team allows the project to move forward more quickly and with greater familiarity to the design and building conditions in this area. Contact information for the development team is found below.

DEVELOPER

GALENA OPPORTUNITY FUND
Contact: Bill Truax, Principal
Office: (208) 844-7060
Email: bill@galenafund.com
Address: 802 W Bannock St Suite #204
Boise, ID 83702

ARCHITECT

PIVOT NORTH ARCHITECTURE
Contact: John King, Principal
Office: (208)690-3108
Email: john@pivotnorthdesign.com
Address: 1101 W. Grove Street Suite 101
Boise, ID 83702

STRUCTURAL ENGINEER

AXIOM, PLLC
Contact: Larry Skelton, Principal
Office: (208) 639-4520
Email: LSkelton@axiompllc.com
Address: 121 N 9th Street, Ste 401
Boise ID 83702

CONTRACTOR

MCALVAIN CONSTRUCTION INC.
Contact: John Young, Director of Construction
Office: (208) 362-2125
Email: johny@mcalvain.com
Address: 5559 W Gowen Road
Boise, Idaho 83709

WILLIAM TRUAX

President/CEO

Lead Entity

Education

Columbia University, New York, Bachelor of Arts in Economics, 2001

Previously Held Securities Licenses:

Series 6, 7, 63, 65 used in performance of portfolio management for individual and corporate investment management.

Experience:

Galena Opportunity Fund (2018-2020)

President/CEO

Impact investing and Development in Opportunity Zones in high growth markets throughout the Mountain West.

Galena Fund's core strategy is neighborhood creation through residentially-anchored mixed-use real estate development, including workforce housing, charter schools and vertical farming. Targeted investment size of $10MM to $75MM per phased transaction.

Inflection Development LLC (2011-2020)

Manager

Ownership and development of commercial mixed-use, multifamily and single-family financed through conventional and complex financing structures. Extensive program knowledge of federal, state and municipal financing arrangements utilizing LIHTC and tax-exempt bonds and federal funds in various states, including USDA and HUD HOME, TCAP, NSP, CDBG, HUD 236, 221(d) and 223(f) programs.

Community Development Inc. (2008-2016)

President

CDI and its Group of Companies include 3,500+ residential units, 175+ employees across 20 states, and affiliated and subsidiary property and construction management entities. www.cdinet.us/

Joined as Project Finance Manager for multifamily projects with national non-profit housing developer. Advanced to senior then executive positions within first year. Directed all levels of property development including acquisition, entitlement, bidding, contracting, financing and portfolio oversight. Developed more than 2,000 new housing units within a 3,500+ unit portfolio.

Member of the Novogradac Opportunity Zone Working Group, a national advisory panel working to define the Opportunity Zone program as well as to lobby at the federal level.

Recent Investment and Opportunity Zone Speaking Engagements:

- BISNOW 2019 Seattle Opportunity Zones Summit– Seattle, WA
  - OZs in Seattle & the Puget Sound
- Urban Land Institute – Boise, ID
  - Finding Opportunity in Opportunity Zones
  - Emerging Trends in Real Estate 2019
  - Emerging Trends in Real Estate 2020
- IMN Real Estate Family Office and Private Wealth Mgmt Forum (West) – Dana Point, CA
  - Are Opportunity Zones a Goldmine for Family Offices?
- DC Finance Houston Family Office & HNW Annual Conference – Houston, TX
  - The Real Estate Panel – Opportunity Zones
- Idaho Business Review – Experts Forum – Boise, ID
  - Opportunity Zones

Past National Affordable/Workforce Housing Speaking Engagements:

- Southwest Mortgagee Advisory Council (SWAC) – Ft. worth, TX
  - Structuring a Complex Deal (LIHTC/HUD 221(d)(4)/subordinate debt layering)
- Novogradac Conferences – Las Vegas, NV and New Orleans, LA
  - Considering Resyndication – Acq/Rehab Issues
  - Year 15 LIHTC Issues
- Idaho Housing and Finance Association Housing & Economic Development Conference
  - Year 15 LIHTC Projects: Are you prepared?

ROB FRASER
Construction Manager

Lead Entity

GALENA OPPORTUNITY FUND

Rob is a Construction manager with a 20 year record of success overseeing all phases of multimillion dollar construction, infrastructure projects for private sector and public works clients:

- Building and leading multi-disciplinary contracting delivery teams
- Project management for 40+ multi-family/senior housing developments and commercial sector work
- Construction management for developments throughout the US.
- Pre-construction services: Feasibility, plan review, permitting
- Critical Path Method (CPM) scheduling

Education

Boise State University, Construction Management
University of Idaho, Bachelor of Science, History

Certifications:

Certified Construction Manager (CMAA)
Idaho Public Works

Experience:

Galena Opportunity Fund. (2019-present)

Construction Manager

Owner's representative for opportunity fund and development of mixed use/multi-family projects in the western US.

Radix Construction – Nampa, Idaho (May 2018 – May 2019)

Project Manager
Managed multi-family and mixed use projects: 405 Mixed Use (39) apartment units with retail space (Garden City, Idaho), Parkway 43 (32) units of tax-credit and market rate townhomes (Garden City, Idaho)

Pacific West Builders – Eagle, Idaho (April 2017 – May 2018)

Project Superintendent
Project supervision for construction of (48) unit senior housing project, (250) unit market rate apartment project, ACHD roadways and commercial subdivision improvements in Eagle, Idaho.

Castle Creek Construction Management – Garden City, Idaho (February 2014 – April 2017)

President and Construction Manager
Agency CM - Owner representative and oversight of construction projects for national multi-family non-profit developer in Louisiana, Nevada and Idaho.

Inland Group – Spokane, Washington (September 2011 – January 2014)

Construction Manager/Project Superintendent
Managed construction and development infrastructure, for senior housing projects, from permitting to project closeout.

Beniton Construction – Meridian, Idaho (May 2011 – August 2011)

Construction Manager
Managed and supervised the construction and contract administration of commercial building for a non-profit organization.

Atlanta Gold Corporation – Boise, Idaho (December 2009 – December 2010)

Construction Coordinator
Coordinated and supervised the removal of mining infrastructure on active mine sites in Nevada and the execution of a facilities removal contract with Newmont Mining Corporation.

Wright Brothers, The Building Company – Eagle, Idaho (1996 – 2009)

Senior Project Manager
Project management for commercial general contractor: Managed construction teams, contract administration and management of commercial construction projects in (7) western states.

ARCHITECT

PIVOT NORTH ARCHITECTURE
Contact: John King, Principal
Office: (208)690-3108
Email: john@pivotnorthdesign.com
Address: 1101 W. Grove Street Suite 101
Boise, ID 83702

Pivot North Architecture is led by three principals with 50 years of combined experience executing projects throughout the Pacific Northwest. Based in Boise, Idaho, Pivot North's team focuses on providing design services including architecture, interior design, programming, planning, and sustainable design. Our experience is diverse in both project size and building type and we are committed to further establishing our business and relationships both locally and regionally.

Our creative process relies heavily on collaboration between the design team, delivery team and all stakeholders. The success of each project lies in our team's ability to ask the right question and most importantly, listen intently to the answer. Our staff of 21 full time design professionals provide experience, knowledge of design, trends, building codes and the construction industry.

Select Project Experience:

Mixed-Use:

- 160 MIxed-Use, Twin Falls, ID
- 1st & 4th Mixed-Use, Ketchum, ID
- 5th & Grove Mixed-Use, Boise, ID
- 6th & Grove Mixed-Use, Boise, ID
- 8th & River Mixed-Use, Boise, ID
- 620 W. Idaho Mixed-Use, Boise ID
- 505 W. Bannock Mixed-Use, Boise, ID
- Ash Street Multifamily, Boise, ID
- Kootenai Townhomes, Boise, ID
- Garden Phoenix, Garden City, ID
- Molinari Park Masterplan, Eagle, ID
- Ketchum Workforce Housing Mixed-Use, Ketchum, ID
- Kimberly Multi-Family Development, Kimberly, ID

Civic, Commercial & Education Projects:

- 6th & Front Parking Garage, Boise, ID
- Twin Falls Rec Center, Twin Falls, ID
- Historic Elk's Lodge Renovation (Milners Gate), Twin Falls, ID
- Twin Falls Fire Department, Twin Falls, ID
- Twin Falls County Transfer Station, Twin Falls, ID
- College of Southern Idaho Veterinary Technology Building, Twin Falls, ID
- College of Southern Idaho Canyon Building Improvements, Twin Falls, ID
- 801 Main Street Improvements, Boise, ID
- 1420 Grove Street Renovation, Boise, ID
- West Grove Office TI, Boise, ID

CONTRACTOR

MCALVAIN CONSTRUCTION INC.
Contact: John Young, Director of Construction
Office: (208) 362-2125
Email: johny@mcalvain.com
Address: 5559 W Gowen Road
Boise, Idaho 83709

McAlvain Construction, Inc., is a third-generation Idaho-born and independently managed construction firm established in 1980. We are proud members of the Big-D Family of Companies. As one of the largest construction organizations in the country with revenues approaching $2 billion a year, Big-D's Family of Companies have a long history of providing construction services to customers from a wide variety of industries. This includes a large variety of construction including mixed-use, multi-family housing, commercial, retail, office, restaurants, and parking structures.

McAlvain employs approximately 275 full-time employees (based on workload) consisting of highly trained and skilled certified craftsman, superintendents and foreman, project managers, field engineers, safety personnel, estimators, cost control engineers, accounting personnel and home office support.

McAlvain routinely self-performs 30% of the work on our projects including: earthwork, utilities, rough & finish carpentry, structural and architectural concrete. McAlvain Concrete is ranked #1 by ENR in the Mountain States.

Select List of Projects

Mixed-Use:
- The Broadway, Idaho Falls, ID
- The Idaho Water Center, Boise, Idaho
- IIB Plaza, Boise, ID
- The Royal Plaza, Boise, ID
- Civic Plaza PA2 and PA3, Boise, ID
- Midtown Village, Orem, UT
- Washington Square, Bellevue, WA

Multi-Family Housing:
- The Vista West Apartments, Boise, ID
- The Vista East Apartments, Boise, ID
- Rivers Edge Apartments, Boise, ID
- Civic Plaza PA2 and PA3, Boise, ID
- The Alexander Residential Tower, Philadelphia, PA
- City Vue II Apartments, Eagan, MN

Parking Structures:
- St. Luke's NW Downtown Parking Structure, Boise, ID
- St. Luke's Children's Hospital Parking Structure , Boise, ID
- Jack's Urban Meeting Place Parking, Boise, ID
- Boise Air Terminal Parking Garage Expansion, Boise, ID

STRUCTURAL ENGINEER

AXIOM, PLLC
Contact: Larry Skelton, Principal
Office: (208) 639-4520
Email: LSkelton@axiompllc.com
Address: 121 N 9th Street, Ste 401
Boise ID 83702

At Axiom, we specialize in solving tough problems quickly. From structural design and engineering services to Building Information Modeling (BIM) and integrated steel delivery, Axiom engineers seek opportunities to innovate, facilitate cost estimates, and control schedule early in the building life cycle.

At Axiom, our team of structural design professionals specialize in speed to occupancy for our clients. Axiom's team utlizes lean constructon principles as a backbone to the Axiom Predictable Data Advantage which promotes cost predictability across structural trade partners. Axiom is focused on going fast and controlling costs with balanced outcomes to ensure there is not a premium paid for schedule compression. Axiom's team utlizes the latest sofware to share Building Informaton Modeling (BIM) content with all partners increasing estmatng accuracy in early stages. This fabricaton ready BIM content is shared with trade partners downstream, leading to both reduced risk and increased speed for constructon. The result is a reducton in structural project costs while delivering materials to site in record tme.

Our structural engineering services include:

- Full-Service Building Structural Design
- Integrated Steel Delivery
- Complete BIM Design
- Specialty Structures
- Seismic Design
- Structural Evaluatons

Select List of Projects

Mixed-Use:

- 5th & Grove, Boise, ID
- 6th & Grove, Boise, ID
- The Fowler, Boise, ID
- The Watercooler, Boise, ID
- One Nineteen Condos, Boise, ID
- The Afton, Boise, ID
- Cartee, Boise, ID
- Ocean Street Apartments, Santa Cruz, CA

Multi-Family Housing:

- Virginia Street Apartments, San Jose, CA
- Frishman Hollow Apartments, Truckee, CA
- Ansley Park Apartments, Wilmington, NC
- Kennesaw Town Center, Kennesaw, GA

Commercial:

- Idaho State Capital Garage, Boise, ID
- Boise State Lincoln Parking Garage, Boise, ID
- Chobani Office Building, Twin Falls, ID
- Inn at 500, Boise, ID
- Gramercy Office Building
- The Broadway, Idaho Falls, ID
- D.L. Evans Banks, Various Locations

FORM OF ORGANIZATION OF LEAD ENTITY
A single-purpose limited liability company will be created for the development of the project.

LEAD ENTITY EXPERIENCE AND INFORMATION
Gelana Opportunity, Inc., was created in 2018 to develop properties in areas designated as Qualified Opportunity Zones in the 2017 Tax Cuts and Jobs Act. While Galena is a relatively new company, its principals have been involved in the development of over $500 million of multifamily, residential, office, medical and retail real estate developmentt. Details of experience are found within team member resumes contained in this proposal.

Galena's website is found at: www.galenafund.com.

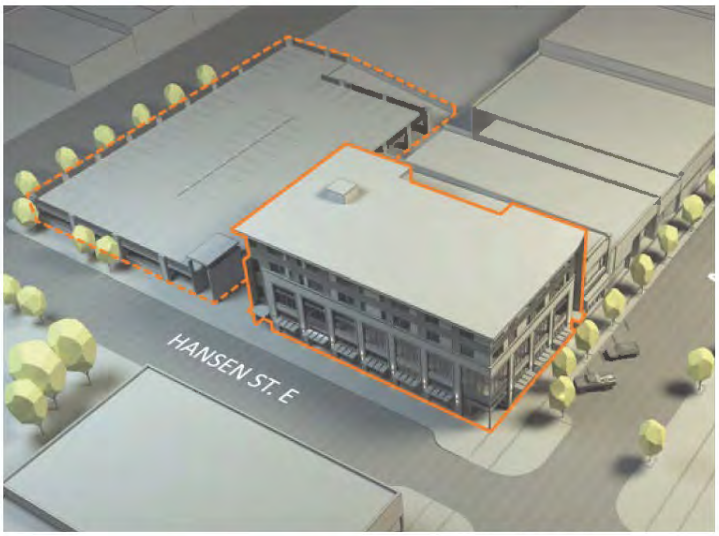
The project lead for the development will be Bill Truax. His contact information is found under the development team description earlier in this proposal.

ONE SIXTY MIXED-USE

Twin Falls, Idaho

Statistics: 54,000 Gross Sq Ft
Ground Floor Retail
Second Floor Office Space
44 Rental Units

Construction to start this spring, this proposed mixed-use project will bring residential, commercial, and retail/office space to downtown Twin Falls, Idaho. The project will serve to extend the City's efforts to refresh and revitalize the downtown core.



The project design responds and compliments the newly renovated City Hall located on the site next door, as well as the new downtown commons directly across the street. Ground level commercial spaces engage and enhance the pedestrian environment and social connectivity to the improved civic amenities.

Full time residents along with office and retail tenants will help to activate and revitalize the downtown core.

6TH & GROVE MIXED-USE

Boise, Idaho

Statistics: 60-Unit Affordable Housing
65,625 Gross Sq. Ft
6,000 Sq Ft Retail
8,000 Sq Ft Office Space
Public-Private Partnership
Completion: Fall 2021

6th & Grove is a 7-story multi-family mixed use project providing 5 stories of residential use that sit above a concrete podium consisting of retail space on street level and office space on second level.

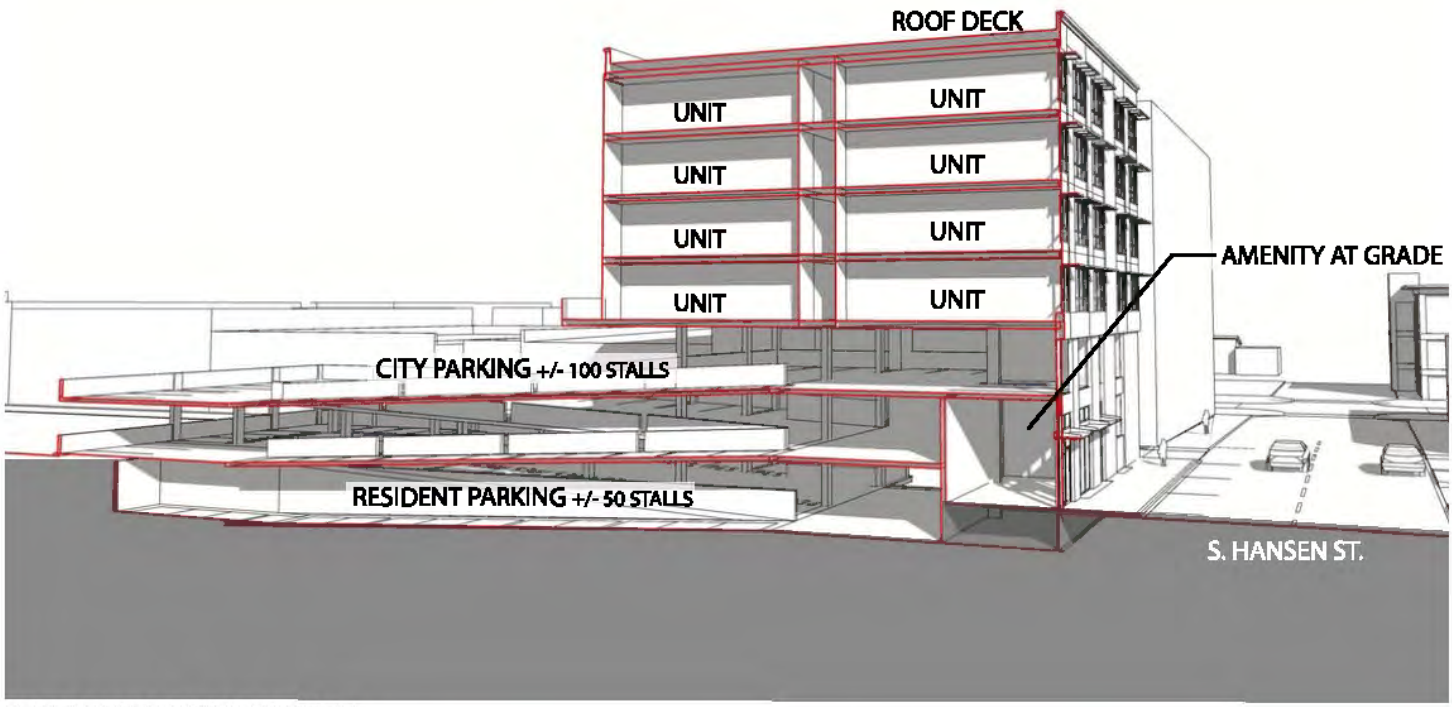
The facade material is composed mostly of brick articulated throughout with different depth, corbeling and courses. At the podium levels where pedestrians are concerned, vertical brick mass and 2-story-high storefront provide appropriate scale and transparency to the street experience. Steel plate canopies provide weather protection, this along with intricate brick detailing helps provide a human scale to the building at the ground plane.

The project is a proposed new 44-unit building at the prime corner of 2nd and Hansen in downtown Twin Falls. 44 residential units in a mix of studio, 1- and 2-bedroom units bring much-needed housing to the urban core of Twin Falls.

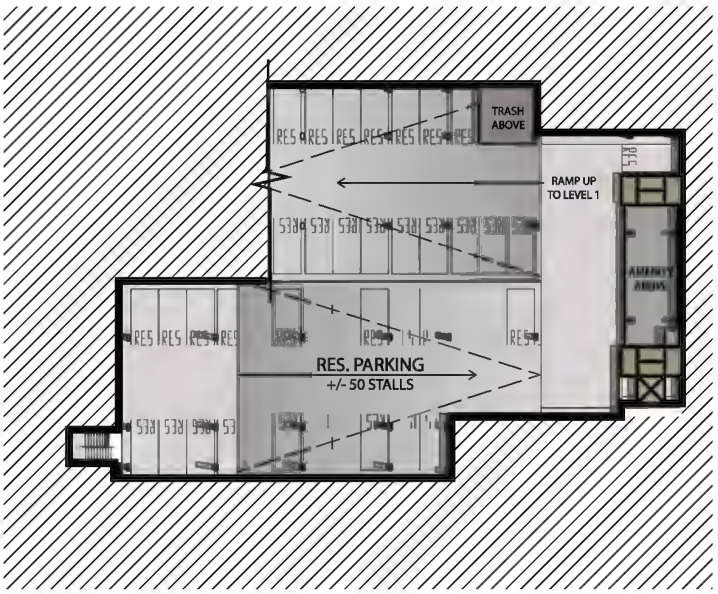
The project proposes on-grade resident lobby, bicycle parking and fitness spaces to activate Hansen and 2nd Ave, continuing the activity of Main Street to this burgeoning area. A rooftop amenity deck provides an additional amenity to the building, providing unparalleled views of the surroundings.

Unit Breakdown:

*Proposed 6-story residential building
- 44 new residential units
- A mix of studio, 1- and 2-bedroom units
- 8 studios (471 sf ave.)
- 24 1-bedrooms (630 sf ave.)
- 12 2-bedrooms (741 sf ave.)
- Approx. 2,000 sf ground level amenities and 750 sf rooftop amenity deck

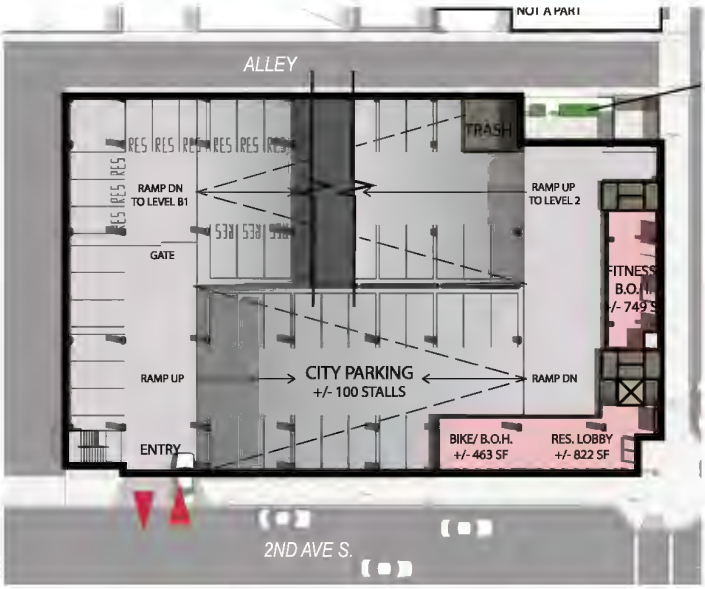


SECTION LOOKING NORTH



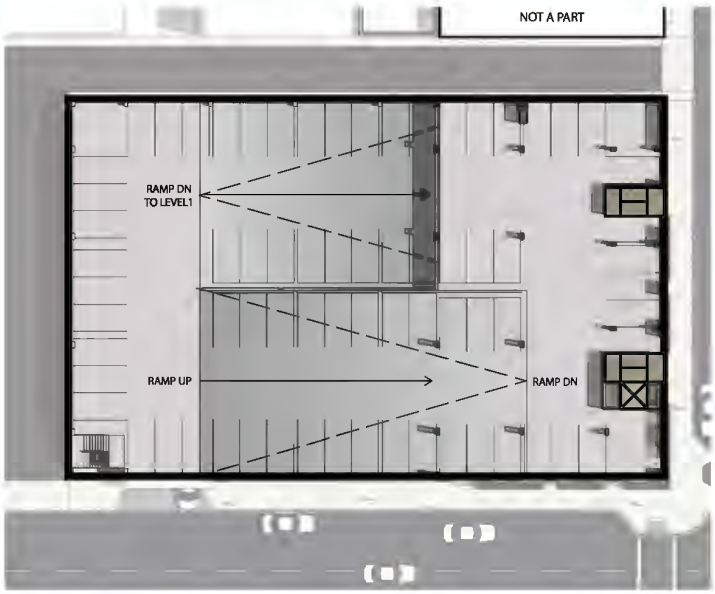
BASEMENT LEVEL B1 PLAN

RESIDENTIAL LEVEL 3-6 PLAN



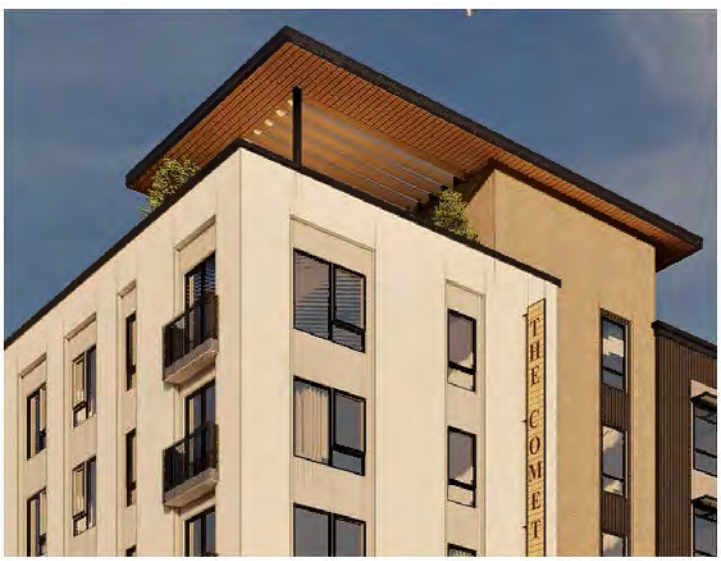
GROUND LEVEL PLAN

ROOF LEVEL PLAN



LEVEL 2 PLAN

THE COMET
HANSEN ST S


THE COMET

DESCRIPTION OF ANY PROPOSED TRUFA FINANCIAL ASSISTANCE OR PARTICIPATION, IF ANY

Galena is interested in owning the forty-four multifamily units. However, Galena would look to the Twin Falls Urban Renewal Agency to own the parking structure. Galena would lease from TFURA one stall per residential unit for the residential units in both the 160 Main building as well as this newly proposed residential building.

While Galena would not own or operate the parking structure, Galena would include in its scope of work the development of both the parking structure and the multifamily units, so the project could be developed as one.

OTHER POSSIBLE ARCHITECTURAL CONCEPTS:

STOP

PROJECT SCHEDULE

It is anticipated that predevelopment activities will require approximately nine months. Predevelopment activities include:

- Finalization of project plan
- Negotiation of ENA/DDA
- Special use permit process
- Project design

A high-level outline of the timeline of predevelopment activities is found below.

Construction is projected to take 14-16 months.

Completion would occur in the second quarter of 2022.

OUTLINE OF PREDEVELOPMENT ACTIVITES

GARDEN CITY
NESTLED BY THE RIVER

DEVELOPMENT SERVICES DEPARTMENT

6015 Glenwood Street ▪ Garden City, Idaho 83714
Phone 208/472-2921 ▪ Fax 208/472-2996 ▪
www.gardencityidaho.govoffice

April 2, 2020

To Whom It May Concern:

The Parkway Station project in Garden City is a truly transformational vision that has developed over the years to become a highly integrated and easily recognized infill area. Prior to working with Bill Truax, the Veterans Memorial Parkway/N. Adams St. area of Garden City had an incoherent land use pattern and was severely distressed and underutilized. The 2006 Garden City Comprehensive Plan identified this area as a mixed-use destination area. At the time, this vision was considered unrealistic by most. The City's Urban Renewal Agency remodeled the Riverfront Park in 2008 to attract a potential redevelopment. These developers embraced the City's vision and utilized the park as a keystone in their project. Parkway Station has matured through a leveraging of the collective efforts to provide people living with easy access to Boise, Garden City, and Meridian downtown areas. Parkway Station's scale and impact has exceeded our original 2006 comprehensive plan targets and has catalyzed further redevelopments in Garden City.

We have worked with the Parkway Station developers continuously over the years in shaping the master plan to highlight one of the neighborhood's targeted objectives of increased pedestrian and bike utilization, connecting current and future commercial areas at Adams Street to the Boys and Girls Club, Riverfront Park and the Greenbelt, with Greenbelt-to-Downtown as an increasingly popular commute option. The neighborhood has redeveloped to include: new for-sale and for rent townhouses, market-rate and affordable apartments, retail, improvements to the Boys and Girls Club and FUTURE, a new STEM Charter School. The City holds this team with high regard and has recently approved another phase of this development, a new 150,000 SF mixed-use building.

We are enthusiastic to hear that this team is bringing their expertise to other strategically important locations in the region to create mixed-use and mixed-income development, as infill development that will efficiently utilize the region's infrastructure and services, bring jobs, and affordable living options to this rapidly growing valley.

Sincerely,

Jenah E. Thornborrow
Director
JTHORN@GARDENCITY.ORG

Boston Capital

March 13, 2020

To Whom It May Concern:

Boston Capital, headquartered in Boston, MA, is a real estate investment and advisory firm specializing in equity investments in affordable multifamily housing and market rate apartment communities. Boston Capital has invested in more than 3,475 multifamily apartment properties in all 50 states, the District of Columbia, Puerto Rico, the U.S. Virgin Islands and Guam, constituting more than 219,574 apartment homes. Boston Capital is one of the largest owners/investors of apartment properties in the United States and have provided construction monitoring and asset management services for all of our properties.

Since 2014, Boston Capital has invested in three projects sponsored and developed by Bill Truax's team investing more than $17MM with this development team. We are in the process of closing a $9.7MM equity investment in the 6th and Grove mixed-use development with Bill in downtown Boise, which is anticipated to start construction in May 2020.

We have found Bill to be a highly responsive development partner with a very active focus in building an effective design and construction team. Over the last several years, the teams have delivered projects on time and on budget. Based on our positive experience on prior developments, BC would be very interested in partnering with Bill on future apartment projects, including their proposed mixed-use deal in Meridian, which is scheduled to begin construction in Q1 2021. Together, Bill and his team have repeatedly brought quality projects and creative ideas to the table in order to provide more attainable housing, which is an important testament to the quality of work that they command on all of their projects.

Boston Capital holds the team with high regard and would welcome the opportunity to partner with them in the future.

Should you have any questions, please do not hesitate to call me at (617) 624-8809.

Best Regards,

Michele Hornok

Vice President, Acquisitions

Boston Capital Corporation One Boston Place Boston, MA 02108-4406 Phone: 617-624-8900 Fax: 617-624-8999

Project:
Location:
Project Start:
Project Completion:

Contact:
Phone:
Email:
Address:

PNC REAL ESTATE

February 13, 2020

To Whom It May Concern:

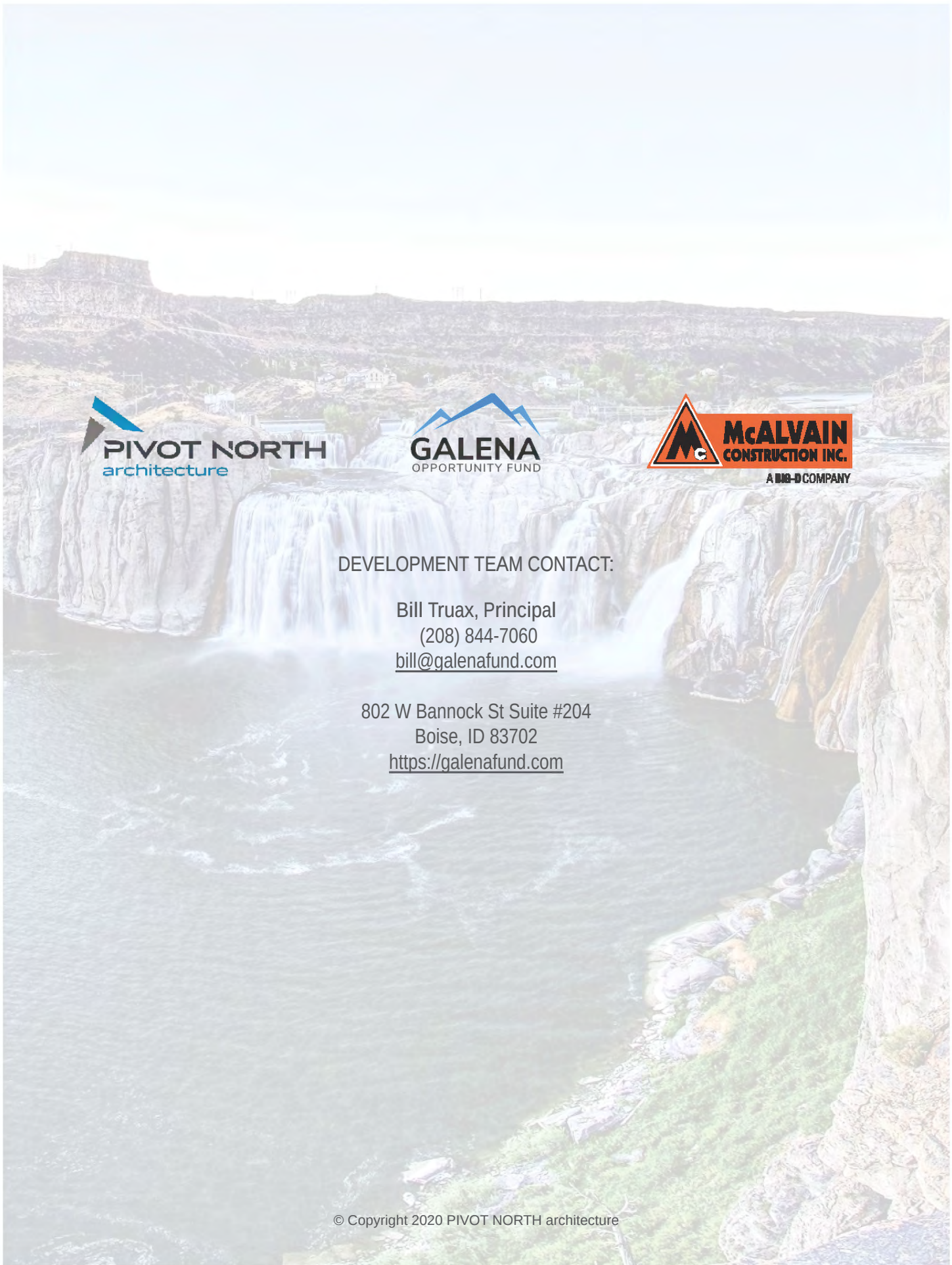
Over the last five years, PNC has invested in projects sponsored and managed by Bill Truax's team. PNC currently has committed or deployed more than $27MM and has recently approved another $9MM investment to be deployed in 2020 Q2.

PNC has found Bill's management style to be based on a partnership approach with a very active focus on building an effective design and construction team. Over the last several years, the teams that Bill has managed have proved to be very successful with projects delivered on time and under budget. Bill and his team have also been diligent to meet the timely reporting requirements of PNC's institutional investors.

PNC holds Bill and his team with high regard and actively pursues projects that he sponsors on both the equity and debt side.

Best Regards,

Robert Dicks
Vice President



DEVELOPMENT TEAM CONTACT:

Bill Truax, Principal
(208) 844-7060
bill@galenafund.com

802 W Bannock St Suite #204
Boise, ID 83702
https://galenafund.com

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