

Ketchum Urban Renewal Agency

P.O. Box 2315 | 480 East Ave. N. | Ketchum, ID 83340

May 5, 2021

Chair and Commissioners Ketchum Urban Renewal Agency Ketchum, Idaho

RECOMMENDATION TO AUTHORIZE ISSUANCE OF REQUEST FOR PROPOSAL (RFP) AND LIST OF BANK TO RECEIVE THE RFP

Introduction/History

Attached is the proposed RFP for the 2021 KURA Bond and list of banks who will receive the RFP.

The RFP was prepared by Eric Heringer of Piper Sandler and Co. Upon approval by the Board, staff will issue the RFP to the list of banks.

Recommendation and Motion

Staff recommends the Board make the following motion:

"I move to approve the proposed RFP and list of banks".

PRELIMINARY FINANCING PACKAGE

Ketchum Urban Renewal Agency Blaine County, State of Idaho

Urban Renewal District Revenue Allocation Refunding Bonds Series 2021

FINANCING PACKAGE As of April 23, 2021

TERM SHEET

DIRECT LOAN OR DIRECT PURCHASE REQUEST FOR PROPOSALS RELATED TO THE ISSUANCE OF THE

KETCHUM URBAN RENEWAL AGENCY, BLAINE COUNTY, STATE OF IDAHO REVENUE ALLOCATION REFUNDING BONDS, SERIES 2021

No Official Statement will be prepared for this Offering. Upon Purchaser's acceptance of the 2021 Bond, the Purchaser will be deemed to have had access to such financial and other information concerning the Issuer and the 2021 Bond as the Purchaser shall deem necessary to make an independent decision to purchase the 2021 Bond, including the opportunity, at a reasonable time prior to the purchase of the 2021 Bond, to ask questions and receive answers concerning the Issuer and the terms and conditions of the offering of the 2021 Bond.

Issuer: Ketchum Urban Renewal Agency ("KURA"), the urban renewal agency of the City of

Ketchum, Idaho (the "City"). KURA is a redevelopment corporation independent of the

City and charged with overseeing the City's revitalization efforts.

Issue: Revenue Allocation Bonds, Series 2021 (the "2021 Bond") issued pursuant to a Resolution

of the Board of Commissioners of KURA authorizing the issuance and sale of the 2021

Bond (the "Bond Resolution").

Tax Treatment: The Series 2021 Bond will be issued as a **Tax-Exempt** obligation of KURA.

Par Amount: Up to \$5,375,000. Final sizing may be approximately \$500,000 lower.

Purpose: Current Refunding of KURA's Revenue Allocation Refunding Bonds, Series 2010

Security: Pledged Revenues will be defined to mean (i) the incremental tax revenues received by the

KURA from the Revenue Allocation Area pursuant to the Urban Renewal Law, as provided in the Urban Renewal Plan (the "Revenue Allocation Revenues"), and (ii) the investment

earnings on money held in the Revenue Allocation Fund and Bond Fund.

Reserve Fund: KURA does not plan to fund a Debt Service Reserve Fund for the 2021 Bond.

Existing Parity Debt: None following the refinancing.

Subordinate Debt: The KURA has Reimbursement Participation Agreements that are subordinate to the 2021

Bond. See Appendix A for description.

Interest Payments: Interest payments on the 2021 Bond to be paid semi-annually on April 15 and October 15,

beginning October 15, 2021

Principal Payments: Principal on the 2021 Bond is to be paid annually on October 15, beginning October 15,

2021.

Est. Average Life: 5.03 years

Debt Structure: Level Annual Debt Service.

Final Maturity: October 15, 2030.

Estimated Maturity Schedule:

Date	Est. Principal
10/15/2021	370,000
10/15/2022	500,000
10/15/2023	530,000
10/15/2024	540,000
10/15/2025	550,000
10/15/2026	555,000
10/15/2027	565,000
10/15/2028	575,000
10/15/2029	590,000
10/15/2030	600,000

Rating: Non-rated. KURA will not seek a rating on the 2021 Bond.

Bank Qualification: Yes. The 2021 Bond will be bank-qualified.

Additional Bond Test: Subject to negotiation. KURA would prefer a typical Additional Bonds Test that generally

requires the following:

The KURA certifies either: (a) that for the 12 months immediately preceding the issuance of the Additional Bonds, the available Revenue Allocation Revenues of the KURA were not less than 150% of the Maximum Annual Debt Service on Outstanding Bonds and the projected maximum Annual Debt Service on the Additional Bonds, treating the Additional Bonds as then Outstanding, or (b) the KURA receives a Consultant's Report stating that the projected Revenue Allocation Revenues for each of the three (3) Fiscal Years following the issuance of such Additional Bonds are expected to equal at least 150% of the Maximum Annual Debt Service on Outstanding

Bonds including Additional Bonds.

Prepayment: The KURA would like to consider flexible prepayment provisions. Please respond with

interest rates for a) prepayment allowed anytime; and b) prepayment allowed after

5 years.

Bond Registrar KURA will act as the Bond Registrar.

Legal Opinions: Skinner Fawcett LLP as Bond Counsel

Elam & Burke, P.A. as Issuer Counsel

General Information

Overview of KURA:

The KURA is the City's Urban Renewal Agency, a redevelopment corporation independent of the City. The KURA is charged with overseeing the City's revitalization efforts.

The KURA was organized in 2006 as an independent public body corporate and politic under Title 50, Ch. 20 Idaho Code (the "Law") and pursuant to Resolution No. 06-033 adopted by the City Council on April 3, 2006.

Under the Law, the KURA has the powers, among others:

- (a) to borrow money and to issue bonds to finance the undertaking of any urban renewal project (as defined in the Law);
- (b) to undertake and carry out urban renewal projects and related activities within its area
 of operation and to make and execute contracts and other instruments necessary or
 convenient to the exercise of its powers under the Law;
- (c) to install, construct and reconstruct streets, utilities, parks, playgrounds, off-street parking facilities, public facilities, other buildings or public improvements; and any improvements necessary or incidental to a redevelopment project;
- (d) to acquire by purchase, lease, option, gift, grant, bequest, devise eminent domain or otherwise, any real property or personal property for its administrative purposes together with any improvements thereon; to hold, improve, renovate, rehabilitate, clear or prepare for redevelopment any such property or buildings; to mortgage, pledge, hypothecate or otherwise encumber or dispose of any real property; and
- (e) to construct foundations, platforms and other like structural forms necessary for the provision or utilization of air rights sites for buildings and to be used for residential, commercial, industrial and other uses contemplated by the urban renewal plan, and to provide utilities to the development site.

Under the Local Economic Development Act, first enacted in 1988 and subsequently amended, to provide, among other things, for financing urban renewal projects with incremental tax revenues, the KURA was granted the following additional powers:

- (1) to apply incremental revenues allocated to the KURA for the payment of the project cost of any urban renewal project located in a revenue allocation area;
- (2) to borrow money, incur indebtedness and issue one or more series of bonds secured by tax increment revenues to finance or refinance, in whole or in part, urban renewal projects; and
- (3) to pledge the incremental tax revenues to the payment of the principal of and interest on moneys borrowed, indebtedness incurred, or bonds issued.

Overview of Revenue Allocation Area:

The City, by Resolution No. 06-034 adopted on April 3, 2006 designated the Ketchum Urban Renewal Area (the "Urban Renewal Area") as a deteriorated or deteriorating area. The Urban Renewal Law requires the Agency to prepare an urban renewal plan, which describes projects that are planned within the Urban Renewal Area, and which must be approved by the Council. On October 16, 2006 the Agency recommended adoption of an urban renewal plan (the "Urban Renewal Plan") which provided for the projects to be refunded by the 2021 Bonds. On October 30, 2006, the Council held a public hearing on the Urban Renewal Plan,

pursuant to public notice published on October 11, 2006, and adopted its Ordinance No. 992 on November 15, 2006 approving the Urban Renewal Plan. In conjunction with approving the Urban Renewal Plan, Ordinance No. 992 also approved a revenue allocation area (the "Revenue Allocation Area") within the Urban Renewal Area. Under Idaho law, a revenue allocation area must be located within an urban renewal area. Portions of the urban renewal area may be left out of the revenue allocation area. Tax increment can only be spent on projects located within the Urban Renewal Area, however the Agency is not required to collect tax increment from the entirety of the Urban Renewal Area so the revenue allocation area may be less than the urban renewal area. This usually only occurs if projects are planned on tax exempt property that will not generate tax increment, such as highways and rights of way. The Agency's Revenue Allocation Area is concurrent with the Agency's Urban Renewal Area.

The Urban Renewal Plan currently provides that the Revenue Allocation Area and tax increment provisions shall continue for taxes levied through 2029 and collected (paid to the KURA) through 2030.

Overview of Revenue Allocation Provision:

The Local Economic Development Act, adopted in 1988, and subsequently amended (the "Act"), provides that an "authorized municipality" may designate, by an urban renewal plan, a revenue allocation financing provision.

Under the Act, upon the adoption of a revenue allocation financing provision, the county commissioners and county treasurer allocate tax revenues between the Agency and other taxing districts (a "Taxing District") in the following manner. First, for purposes of computing taxes allocable to all other Taxing Districts, the county commissioners use the equalized assessed value of taxable property located in a revenue allocation area as of January 1 of the year of designation of the original revenue allocation area (January 1, 2006), rather than on the current equalized assessed valuation of such taxable property.

The county treasurer distributes to such other Taxing Districts all taxes levied by the Taxing District on taxable property located within the Taxing District but outside the revenue allocation area, and the portion of the taxes levied by the Taxing District on the taxable property located within the revenue allocation area, based only on the assessed value of such property on January 1 of the year of original designation (January 1, 2006).

The county treasurer distributes to the urban renewal agency the balance of taxes levied on the taxable property located within the revenue allocation area. In sum, the urban renewal agency receives the taxes collected on the increased valuation of property in the revenue allocation area since January 1 of the year in which the original revenue allocation area was designated.

Financial Statements:

KURA financials audited financial statements are available at the KURA website: https://www.ketchumura.org/kura/page/financial-statements

Purchaser Certificate:

The Purchaser will be expected to sign a purchaser certificate, a form of which is attached as Exhibit A.

Method of Sale:

The 2021 Bond will be sold by KURA in a direct private placement or loan to institutional investors who are accredited investors (accredited investors constitute investors who

qualify as accredited investors under paragraph 1, 2, 3, or 7 of Rule 501(a) of the Securities Act of 1933 (the "Act")).

The 2021 Bond will be sold to the ultimate purchaser who submits a proposal that is determined, in KURA's sole discretion, to be in the best interest of the KURA. KURA reserves the right to negotiate the final terms of the 2021 Bond with the successful respondent. KURA further reserves in its sole discretion the right to reject all proposals.

The 2021 Bond will not be registered with the Securities and Exchange Commission or any other regulatory body. Accordingly, the 2021 Bond will not be transferable unless a subsequent transfer is exempt from the registration requirements under the Act and as provided in the form of investor letter, a copy of which is attached. Investors should consult with their counsel as to the applicable requirements for an investor to avail itself of any exemption under the Act. **This is not a commitment.**

Designated

Direct all inquiries to:

Representative:

Ketchum Urban Renewal Agency

Suzanne Frick
Executive Director

Ketchum Urban Renewal Agency

Phone: 208-727-5086

Email: sfrick@ketchumidaho.org

Municipal Advisor

Eric Heringer

Piper Sandler & Co. Phone: 208-344-8561

Email: eric.heringer@psc.com

Subject to:

- 1. Negotiation of any additional terms requested by the Bank.
- 2. Formal approval of the Bond Resolution by the KURA, anticipated to be approved at a special Board of Commissioners meeting anticipated to be held in May 2021.

Proposals Due: 4:00 p.m. MDT, May 14, 2021.

Proposal Format: ELECTRONIC FORMAT ONLY. Submit to:

sfrick@ketchumidaho.org

Eric Heringer at eric.heringer@psc.com

Requested Information: Please provide the following information to Suzanne Frick, and Eric Heringer at the email addresses above:

- 1. Estimated or Proposed interest rate (or rates) on financing. Please note that KURA will only consider fixed rate proposals.
- 2. Please indicate pre-payment options for the 2021 Bond and indicate the different interest rate associated with each pre-payment option.
- 3. Is the interest rate provided an "indicative" interest rate or a firm proposal? If an "indicative" interest rate, please provide an "as of" date. If a firm proposal, please provide the period of time that the proposed interest rate will be held.
- 4. Identify a timeline for final credit approval by your bank and a short description of the credit approval process and/or identify a list of additional items your bank will need to review in the credit approval process.
- 5. Identify any bank fees (including bank legal fees) for which KURA would be responsible. Bank legal fees should be stated as a flat fee or a not to exceed amount.
- 6. Provide two (2) Idaho public finance client referrals (city/county/school district/urban renewal district). Include name, phone number and email address.

Exhibit A

FORM OF INVESTOR LETTER

May ___, 2021

Ketchum Urban Renewal Agency P.O. Box 2315 Ketchum, ID 83340

RE: Ketchum Urban Renewal Agency, Revenue Allocation Refunding Bonds, Series 2021

Ladies and Gentlemen:

- 1. This investor letter is being provided to you in connection with the proposed issuance and sale by you as issuer (the "Issuer") of your Revenue Allocation Refunding Bonds, Series 2021 in the principal amount of \$______ (the Bonds"). The Bonds are being issued under and ratably secured by a Bond Resolution adopted by the Issuer on May ___, 2021 (the "Resolution").
- 2. ______, as sole purchaser of the Bonds (the "Purchaser"), understands and expressly acknowledges that the Bonds have not been registered under the Securities Act of 1933, as amended (the "Act"), but that the Bonds are eligible for one or more exemptions from registration thereunder, and that the Purchaser does not intend to re-offer, resell or otherwise pledge, hypothecate or transfer the Bonds unless the transferee has certified to the Issuer in a form furnished by the Issuer that it is an "accredited investor" under the Act. The Purchaser also represents that it is an "accredited investor" under the Act, is purchasing the Bonds only for its own account and not with a view to distributing the Bonds, that it has such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of its investment in the Bonds. The credit of the borrower, the collateral and the bond terms and that the Purchaser will make its own independent credit analysis and decision to purchase the Bonds based an independent examination and evaluation of the transaction and the information deemed appropriate, without reliance on the Issuer or its affiliates, its directors, officers, employees, attorneys or agents.
- 3. The Purchaser acknowledges that no credit rating has been sought or obtained with respect to the Bonds.
- 4. The Purchaser acknowledges that no official statement has been prepared for the Bonds, and that the Issuer of the Bonds will not be entering into a continuing disclosure agreement to provide ongoing disclosure respecting the Bonds. The Purchaser has been offered copies of or full access to all documents relating to the Bonds and all records, reports, financial statements and other information concerning the Issuer and pertinent to the source of payment for the Bonds as deemed material by the Purchaser, which the Purchaser as a reasonable investor, has requested

and to which the Purchaser, as a reasonable investor, would attach significance in making an investment decision.

- 5. The Purchaser confirms that its investment in the Bonds constitutes an investment that is suitable for and consistent with its investment program and that the Purchaser is able to bear the economic risk of an investment in the Bonds, including a complete loss of such investment.
- 6. SMMP Representations. The Purchaser states that: (a) it is a bank, savings and loan association, insurance company, or registered investment company; or an investment adviser registered either with the Securities and Exchange Commission under Section 203 of the Investment Advisers Act of 1940 or with a state securities commission (or any agency or office performing like functions); or any other entity (whether a natural person, corporation, partnership, trust, or otherwise) with total assets of at least \$50 million; and, (b) it is capable of evaluating investment risks and market value independently, both in general and with regard to transactions and investment strategies in municipal securities; and (c) the Purchaser has timely access to material information that is available publicly through established industry sources as defined in Municipal Securities Rulemaking Board (MSRB) Rule G-47;
- 7. The Purchaser is purchasing the Bonds solely for its own account for investment purposes only, and not with a view to, or in connection with, any distribution, resale, pledging, fractionalization, subdivision or other disposition thereof (subject to the understanding that disposition of Purchaser's property will remain at all times within its control). Because the Purchaser has no immediate intent to trade the Bonds and as a condition to the purchase of the Bonds from the Issuer, the Purchaser has directed Piper Sandler & Co., as Municipal Advisor to the Issuer, not to obtain a CUSIP number for the Bonds, or apply for DTC eligibility for the Bonds.
- 8. The Purchaser understands that the Bonds (i) have not been registered under the Act, and (ii) has not been registered or qualified under any state securities or "Blue Sky" laws, and that the Resolution has not been qualified under the Trust Indenture Act of 1939, as amended.
- 9. The Purchaser has been furnished with and has examined the Bonds, the Resolution and other documents, certificates and the legal opinions delivered in connection with the issuance of the Bonds.
- 10. The Purchaser understands that the Issuer and Bond Counsel will rely upon the accuracy and truthfulness of the representations and warranties contained herein and hereby consents to such reliance.
- 11. The signatory of this Certificate is a duly authorized officer of the Purchaser with the authority to sign this Certificate on behalf of the Purchaser, and this Certificate has been duly authorized, executed and delivered.
- 12. The Purchaser understands that in addition to requirements discussed above under federal securities laws, the reselling, pledging, hypothecating or otherwise transferring of the Bonds may be restricted by the applicable state securities laws of the state or states that have jurisdiction over the issuance, purchase, resale and transfer of the Bonds. The Purchaser

understands that it may sell, transfer, or otherwise dispose of any of the Bonds held by it from time to time only pursuant to the requirements of the Resolution and the appropriate registration or exemption laws of the state or states that have jurisdiction and control over such transfer or resale with notice to you as Issuer.

13. Purchaser acknowledges that prior to the purchase of the Bonds, it and any other person acquiring an assignment of interest therein had access to such information as it deems necessary in respect of its decision to acquire the Bonds and confirms that it was furnished at no cost the Resolution and any other documents requested.

Very truly yours,	
[PURCHASER]	
By:	
Authorized Officer	

Exhibit B Tax Increment Revenue Summary

An Urban Renewal Agency receives property tax revenue based on a taxable parcel's "Increment" value. A parcel's "Base" value is its "Assessed" value at the time the Revenue Allocation Area "RAA" is created. Any subsequent increase above the Base value during the life of the RAA is classified as Increment value. A URA's unique Tax Increment Financing ability is predicated on increasing the Increment value over the life of the RAA. Reinvesting public tax Increment revenue back into the RAA attracts new development, increases property values and generates more tax Increment revenue. The URA receives property tax Increment revenue each year calculated by that year's Increment value multiplied by each taxing district's annual levy. The various taxing districts continue to receive property tax revenue calculated by the relatively static Base value multiplied by its annual levy.

The 2006 base valuation for revenue allocation purposes was \$338,929,419.

Historical KURA Increment Value

Tax Year	Increment Value	Growth rate
2020	318,163,856	8%
2019	294,895,606	13%
2018	260,102,598	23%
2017	210,952,668	15%
2016	182,889,652	19%
2015	153,676,520	21%
2014	127,492,170	

Historical KURA Tax Rates (applicable tax rates that drive tax increment revenue)

Total Levy Rate History							
Tax Year	County	City of Ketchum	School	Ambulance	Recreation	Cemetary	Total Levy Rate
2020	0.001033078	0.001383279	0.002861153	0.000209456	0.000134686	0.000011599	0.0056332510
2019	0.001047654	0.001409946	0.003017166	0.000212437	0.000136563	0.000011691	0.0058354570
2018	0.001069624	0.001421020	0.003219406	0.000216912	0.000139446	0.000011854	0.0060782620
2017	0.001083266	0.001417901	0.003393196	0.000219701	0.000141238	0.000011885	0.0062671870
2016	0.001065519	0.001408837	0.003458658	0.000216114	0.000138935	0.000011642	0.0062997050
2015	0.001067768	0.001411947	0.003586020	0.000216587	0.000139246	0.000011644	0.0064332120
2014	0.001078223	0.001453465	0.003743463	0.000218740	0.000140630	0.000011725	0.0066462460

Tax Year 2020 KURA Tax Rate Summary

	TAX YEAR 2020	
Tax Rates (*)		
Blaine County	0.001033078	18.3%
City of Ketchum	0.001383279	24.6%
School District	0.002861153	50.8%
Ambulance	0.000209456	3.7%
Cemetery	0.000011599	0.2%
Recreation	0.000134686	2.4%
Total Tax Rate	0.005633251	100%

^{*} Does not include Big Wood Flood Control District which generates less than \$200 per year in increment revenue

KURA Increment Revenue History

	TAX YEAR 2020	TAX YEAR 2019	TAX YEAR 2018	TAX YEAR 2017	TAX YEAR 2016	TAX YEAR 2015
Corresponding Fiscal Year	FY 2021	FY 2020	FY 2019	FY 2018	FY 2017	FY 2016
Actual Increment Revenue (Audit)		1,762,498	1,656,376	1,414,371	1,167,240	1,031,616
Taxes Receivable (Audit)		10,028	3,040	10,029	6,732	9,412
Combined Revenue (Audit)		1,772,526	1,659,416	1,424,400	1,173,972	1,041,028

The Projected increment revenue for Tax Year 2020 (based on the increment value multiplied by the overlapping taxing districts is \$1,792,297.

Exhibit C

Top 10 Tax Payers by Increment Value

		r		
			Tax Year	2020
				% of Total
			Increment	Increment
Rank	Tax Payer		Value	Value
1	Aspen Skiing Company LLC	\$	20,347,074	6.40%
2	Scott USA Inc.		4,734,680	1.49%
3	Barrier Jimmy Ray Trustee		3,757,429	1.18%
4	Limelight 414 LLC		3,484,947	1.10%
5	Comartin Natalie Spieker Trust		3,325,352	1.05%
6	Scott Peter W Trustee		3,114,233	0.98%
7	Heily Andrew Obryan		3,082,836	0.97%
8	Fleishhacker Francoise G, Trust		3,027,916	0.95%
9	Tatum Richie M Trustee		2,998,982	0.94%
10	Quinney David E Jr		2,929,333	0.92%
	Top 10 Taxpayers	\$	50,802,782	15.97%
	All other Taxpayers	\$	267,361,074	84.03%
	Total Increment Value	\$	318,163,856	100.00%

Exhibit D

Revenue Allocation Area

A map of the revenue allocation area can be viewed on the KURA website at:

https://www.ketchumura.org/kura/page/revenue-allocation-area

Exhibit E

Subordinate Debt

KURA has entered into Reimbursement Participation Agreements ("RPAs") with certain property owners within the Revenue Allocation Area. The RPAs provide for reimbursement to the property owner of future increment revenue generated by a particular project. The obligations under the RPAs are subordinate to the pledge of tax increment revenue on the Series 2021 Bonds. The following table includes the estimated annual reimbursements due under the existing RPAs. The "Total" column indicates the maximum reimbursement obligation that remains under the existing RPAs. KURA may enter into RPAs in the future. Any future RPA obligations will be subordinate to the Series 2021 Bonds.

	Fiscal Year										
Entity	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	Total
Limelight	\$ 150,000	\$ 150,000	\$ 150,000	\$ 150,000	\$ 150,000	\$ 150,000	\$ 150,000	\$ 150,000			\$ 1,200,000
Kneebone	\$ 14,000	\$ 14,000	\$ 14,000								\$ 42,000
Community Library	\$ 50,000	\$ 50,000	\$ 50,000								\$ 150,000
Franz Dental	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000						\$ 50,000
311 First (Wilson)		\$ 12,000	\$ 12,000								\$ 24,000
Andy Castallano	\$ 24,000										\$ 24,000
Totals	\$248,000	\$236,000	\$236,000	\$160,000	\$160,000	\$150,000	\$150,000	\$150,000			\$ 1,490,000

Mountain West	First Interstate Bank
Allison Gonsalves	Jeff Huhn
agonsalves@mountainwestbank.com	jeff.huhn@fib.com
Zions Bank	DL Evans
Christian Anderson	Curtis Smith
Christian.Anderson@zionsbancorp.com	curtis@dlevans.com
JPMorgan Chase Bank	Banner Bank
Steve Gleason	Darwin Parker
Steve.gleason@chase.com	dparker@bannerbank.com
Columbia Bank	Bank of America
Hugh Gavin	Scott Nash
hgavin@columbiabank.com	Scott.t.nash@bofa.com
Key Bank	Wells Fargo
Kristen Sundin	Guy Kim
Kristen.sundin@key.com	Guy.kim@wellsfargo.com
110.0	
US Bank	
Jayne Pankratz	
Jayne.pankratz@usbank.com	
Cameron Parker	
Cameron.parker@usbank.com	