

**FIRST AMENDMENT TO MEMORANDUM OF AGREEMENT
COST SHARING FOR URBAN RENEWAL DISTRICT CREATION**

This FIRST AMENDMENT TO THE MEMORANDUM OF AGREEMENT FOR COST SHARING FOR URBAN RENEWAL DISTRICT CREATION COSTS ("A1") is made this 12th day of May 2021 ("Effective Date"), by and between the City of Meridian, a municipal corporation organized under the laws of the State of Idaho ("City"), and Meridian Development Corporation, an urban renewal agency organized under the laws of the State of Idaho ("MDC").

WHEREAS, MDC and the City entered into a Memorandum of Agreement dated March 31, 2021 (MOA) and desire to amend that agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged and agreed, and in consideration of the mutual promises and covenants herein contained, the Parties agree to amend their MOA as follows:

1. SECTION I. CITY'S RESPONSIBILITIES SUBSECTION A.

The language in Subsection A shall amended and replaced in full with the following:

A. Reimburse MDC. Between March 31, 2021 and January 31, 2020, City agrees to reimburse MDC for the invoices paid by MDC for the services provided by the consultants identified in Exhibit A for the creation of the new Ten Mile to Linder district. City to pay invoices from MDC for reimbursement within thirty (30) days of the date of said invoice.

2. EXHIBIT A.

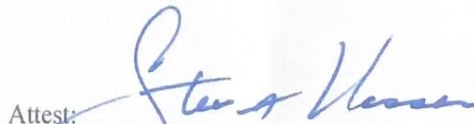
The agreements with the applicable consultants were attached to the MOA as Exhibit A. Some of those agreements have been modified and updated and the modified agreements are attached hereto as Exhibit A which amends Exhibit A to the original MOA.

3. All other terms and conditions of the MOA remain in effect.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement to effective on the date first noted above.

MERIDIAN DEVELOPMENT CORPORATION:


Dave Winder Chairman

Attest: 
Steve Vlassek, Secretary

CITY OF MERIDIAN:

Attest:

Robert Simison, Mayor

Chris Johnson, City Clerk

Exhibit A

MEGHAN SULLIVAN CONRAD
RYAN P. ARMBRUSTER

ELAM & BURKE
ATTORNEYS AT LAW

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Boise, Idaho 83701
Telephone 208 343-5454
Fax 208 384-5844
E-mail: msc@elamburke.com
rpa@elamburke.com

May 6, 2021

Meridian Development Corporation
c/o Ashley Squyres
meridiandevelopmentcorp@gmail.com

Re: Clarification of Scope of Employment

Dear Ashley:

In follow up to the engagement letter dated March 22, 2021, the proposed scopes of work have been further refined. This letter is intended to confirm the current scopes of work, which are set forth in the attached table. In sum, the updated scopes of work do not differ significantly from what was originally contemplated. Elam & Burke, P.A. ("Firm") has been retained to assist The Urban Renewal Agency for the City of Meridian, also known as Meridian Development Corporation ("MDC"), on certain limited legal matters relating to deannexing certain parcels from and amendment of the Meridian Revitalization Plan Urban Renewal Project ("Second Deannexation to the Downtown Plan") and preparation of a plan amendment to expand the Union District Project Area (the "Union District Amendment"), and the preparation of two new urban renewal/revenue allocation areas, and adoption of two urban renewal plans within the city of Meridian (the "City"). The first is related to the Ten Mile to Linder Area, which will be primarily directed by the City pursuant to a Memorandum of Agreement by and between the City and MDC (the "Ten Mile to Linder Plan"). The second is related to the Northern Gateway Area, which will be primarily directed by MDC (the "Northern Gateway Plan") (collectively, the Ten Mile to Linder Plan and the Northern Gateway Plan are referred to as the "New Plans." The purpose of this letter is to reaffirm and clarify our agreement with you about what services are to be performed in connection with the preparation and approval of the Second Deannexation to the Downtown Plan, the Union District Amendment, and the New Plans for the Project Areas.

The Firm is engaged to facilitate the preparation of the Second Deannexation to the Downtown Plan, the Union District Amendment, and the New Plans, which includes preparation of a number of documents set forth below:

For the Second Deannexation to the Downtown Plan

- Second Deannexation to the Downtown Plan approval timeline
- Second Deannexation to the Downtown Plan, including an updated financial feasibility study as may be necessary (updated study to be prepared by consultant but reviewed by counsel)

- Follow up with MDC counsel concerning lender/developer consents
- MDC resolution approving the Second Deannexation to the Downtown Plan
- Correspondence to the City formally submitting the Second Deannexation to the Downtown Plan for approval
- Public hearing publication notice
- Review Planning and Zoning findings of conformity
- Correspondence to taxing entities concerning the proposed Second Deannexation to the Downtown Plan and public hearing notice
- City Council ordinance approving the Second Deannexation to the Downtown Plan
- Post-ordinance adoption letters to state tax commission, county officials, and others regarding filing and recordation of documents
- Post-ordinance adoption letters to the taxing entities
- Coordination with City Attorney

For the Union District Amendment and the New Plans

- Union District Amendment and New Plans approval timelines
- MDC resolution approving each eligibility report for the Union District Amendment and the New Plans
- Ada County resolution related to eligibility for parcels within the Ten Mile to Linder Plan (and the Northern Gateway Plan, if necessary)
- City Council resolution approving each eligibility report and authorizing preparation of the Union District Amendment and the New Plans
- Preparation of the Union District Amendment and the New Plans
- MDC resolution approving the Union District Amendment and each New Plan
- Correspondence to the City formally submitting the Union District Amendment and each New Plan for approval
- Coordination with Ada County concerning Intergovernmental Agreement and Transfer of Powers Ordinance for the Ten Mile to Linder Plan (and the Northern Gateway Plan, if necessary)
- Public hearing publication notice
- Review Planning and Zoning findings of conformity
- Correspondence to taxing entities concerning the proposed Union District Amendment and each New Plan and project area/expansion area and public hearing notice
- Coordinate with MDC Attorney and City Attorney regarding agreement with the Ada County Highway District for the expansions area in the Union District Amendment and for the New Plans regarding Idaho Code Section 50-2908(2)(a)(iv)
- City Council ordinance approving the Union District Amendment and each New Plan
- Post-ordinance adoption letters to state tax commission, county officials, and others regarding filing and recordation of documents

- Post-ordinance adoption letters to the taxing entities
Coordination with City Attorney

For the Second Deannexation to the Downtown Plan accomplishing the deannexation of parcels from the existing 2002 Project Area, the fourth Monday in July is the targeted date of completion. It is possible, this scope of work could be delayed and completed on or before September 1. To that end, the proposed timeline for the Second Deannexation to the Downtown Plan contemplates completion prior to July 26, 2021. It is contemplated the Union District Amendment and the New Plans timeline would be completed prior to December 31, 2021, and would have a January 1, 2021, base year. Timelines have been prepared for the New Plans. It is anticipated the Union District Amendment timeline will track with the Northern Gateway Plan timeline. For these timelines to hold, there will need to be significant coordination by and between City and MDC staff. It is possible, the timeline for the Union District Amendment and New Plans could slip to the first quarter of 2022. For the Second Deannexation to the Downtown Plan, the Union District Amendment, and the New Plans, many of the documents will need to be reviewed and approved by counsel for MDC and the City Attorney.

We understand the Northern Gateway Plan, the Second Deannexation to the Downtown Plan, and Union District Amendment will be spearheaded by MDC, while the Ten Mile to Linder Plan will be primarily directed by the City. The engagement for the Second Deannexation to the Downtown Plan, the Union District Amendment, and the New Plans will be with MDC as MDC will implement the plans/project areas. We understand there will be/is a memorandum of agreement by and between MDC and the City related to the planning efforts associated with the Ten Mile to Linder Plan.

The above scope of work does not include preparation of the eligibility reports; however, it does include review and comment on the eligibility reports prepared by an independent, third-party consultant prior to approval. Typically, the independent consultant would also be able to prepare the necessary attachments to the plans/plan amendment referred to as the economic feasibility study, which includes a review of the proposed project costs, anticipated revenue projections, and a conclusion that any proposed project or scope of work is financially feasible. We would assist the consultant in the preparation of the economic feasibility study and review the study's content but would not be responsible for the preparation of the data or the analysis of the data. For this scope of work, MDC and the City have authorized the engagement of Phil Kushlan, Kushlan | Associates ("Kushlan") to assist in the preparation of the reports, studies, and other documents listed above. Kushlan's scope of work will be directed and managed by Elam and Burke; however, Kushlan will invoice MDC and/or the City directly, as the case may be.

Additionally, the above scope of work does not include retention of a surveyor or engineer to prepare the necessary maps and legal descriptions. MDC has already retained a contractor for this scope of work.

Based upon the above scopes of work, please find the attached table including a breakdown of estimated costs and general scopes of work for Elam and Burke and Kushlan. Please note, these are estimates and reflect our collective best analysis of the anticipated costs for

May 6, 2021

Page 4

planning purposes. It is understood that the fees/costs may be more or less than the estimated amounts. The ultimate cost of work to the client is determined by many factors that cannot be predicted. Also attached is a timeline “snapshot” highlighting significant dates in each timeline.

Please call if you have any questions about the clarified scope in this letter. This letter is intended to supplement the original engagement letter. Please refer to the engagement for specific terms of engagement. Please note, Elam and Burke has obtained the necessary consent waivers from Galena and Shakoori .

Sincerely,

ELAM & BURKE
A Professional Association

A handwritten signature in blue ink that reads "Meghan S. Conrad". The signature is fluid and cursive.

Meghan S. Conrad

A handwritten signature in blue ink that reads "Ryan P. Armbruster". The signature is fluid and cursive.

Ryan P. Armbruster

MSC/ksk

General Scope of Work	Legal	Consultant – Phil Kushlan \$200/hr.	Complicating Factors
Plan Amendment to Deannex Parcels from the Downtown Project Area - Sub Area 1: Parcels in/around the Northern Gateway Area - Sub Area 2: <u>Idaho Block</u>	Timeline; Preparation of the Plan Amendment; Process is the same as a new plan Estimate for scope of work \$10,000-\$15,000	Preparation of Economic Impact Analysis - Review impact removal of parcels has on the Downtown District - Consider impact on any outstanding obligations (MOUs, bonds, etc.) <i>-this would require sign-off by MDC Counsel</i> Estimate for scope of work \$10,000 (there are quite a few parcels subject to the analysis; could be less depending on data to be provided by Ada County)	- Timing; will likely need to be completed (city council ordinance adopting the plan amendment) on or before 4th Monday in July - Survey/Legal for the deannexed areas will need to be done ASAP
Plan Amendment to Annex Sub Area 2 into the Union District Project Area	Timeline; Preparation of the Plan Amendment; Process is the same as a new plan Estimate for scope of work \$10,000-\$15,000 <i>Assumes MDC Counsel will negotiate the ACHD agreement for the amended area</i>	Review of Sub Area 2 for eligibility. Preparation of the Eligibility Study Estimate for scope of work related to the study: \$3,000 Preparation of the updated economic feasibility study Estimate for the scope of work related to the updated economic feasibility study: \$3,000	- Timing; to be completed (city council ordinance approving the new plan) on or before 12/31/21 - Survey/Legal would have been done as part of the deannexation scope
Ten Mile to Linder Plan and Project Area	Timeline; Preparation of the new/specific Plan	Review of the proposed geographic area for eligibility. Preparation of the Eligibility Study Estimate for scope of work related to the study: \$5,000	- Timing; to be completed (city council ordinance approving the new plan) on or before 12/31/21 - Legal/Survey will need to be done ASAP

Deleted: City Hall Parking Lot Parcel

	Estimate for the scope of work \$15,000-\$20,000 <i>Assumes MDC Counsel will negotiate the ACHD agreement</i>	Preparation of the economic feasibility study Estimate for the scope of work related to the economic feasibility study: \$7,500	Includes parcels outside the City limits in unincorporated Ada County; <i>consider annexing parcels into the City ASAP; otherwise legal costs could increase as will need to address County consideration of the eligibility study and County ordinance/intergovernmental agreement</i>
Northern Gateway Plan and Project Area	Timeline; Preparation of the new/specific Plan Estimate for the scope of work \$15,000-\$20,000 <i>Assumes MDC Counsel will negotiate the ACHD agreement</i>	Review of the proposed geographic area for eligibility. Preparation of the Eligibility Study Estimate for scope of work related to the study: \$7,500 Preparation of the economic feasibility study Estimate for the scope of work related to the economic feasibility study: \$10,000	- Timing; to be completed (city council ordinance approving the new plan) on or before 12/31/21 - Legal/Survey will need to be done ASAP – current boundaries are unknown - Number of parcels is greater than the Ten Mile to Linder Project Area - Includes parcels outside the City limits in unincorporated Ada County; <i>consider annexing parcels into the City ASAP; otherwise legal costs could increase as will need to address County consideration of the eligibility study and County ordinance/intergovernmental agreement</i>



MERIDIAN
development corp.
REVIVE • RENEW • REDEFINE

**AMENDED TASK ORDER AGREEMENT
PURSUANT TO PROFESSIONAL SERVICES AGREEMENT
~ ENGINEERING ~**

This is amended Task Order (TO) to provide surveying services for the creation of two new urban renewal districts and changes to existing districts is executed pursuant and subject to the Professional Services Agreement between Civil Survey Consultants, Inc. (Consultant), and the Meridian Development Corporation (MDC) dated January 23, 2019 (Agreement).

WHEREAS, MDC and Consultant entered into a Task Order Agreement on March 31, 2021 and need to amend the task order agreement.

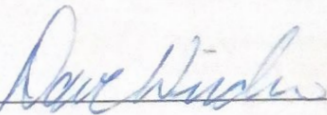
WHEREAS, the Parties desire to execute this amended TO as described herein;

NOW THEREFORE, for good and valuable consideration the Parties agree as follows:

1. The parties agree that Consultant will perform the surveying services to assist in the creation of two new urban renewal districts and changes to existing districts as noted the attached Scope of Work (See Exhibit A attached hereto and incorporated herein). This amended TO is issued pursuant and is subject to the Agreement between MDC and Consultant. This amended TO shall be effective May 12, 2021 and amends the TO effective March 31, 2021. This amended TO shall be completed in accordance with the terms of the Agreement.

MERIDIAN DEVELOPMENT CORPORATION

CIVIL SURVEY CONSULTANTS, INC.

By: 

By: 

Printed Name: Dave Winder

Printed Name: Matt Hart

Title: Board Chair

Title: President

Attest:

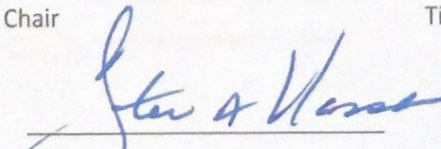

Steve Vlassek, Secretary

Exhibit A - Scope of Work

CIVIL SURVEY CONSULTANTS, INC. FOR MERIDIAN DEVELOPMENT CORPORATION

SCOPE OF WORK – REVISED May 5, 2021 FUTURE URBAN RENEWAL PLAN LEGAL DESCRIPTIONS (NORTHERN GATEWAY, OVERLAND – TEN MILE TO LINDER, AND IDAHO BLOCK)

PROJECT UNDERSTANDING

Meridian Development Corporation (MDC) has identified three areas in Meridian that are proposed to be part of a future Urban Renewal Plan:

- Northern Gateway: generally located in the vicinity of the intersection of N. Meridian Road and E. Fairview Avenue east to approximately N. Jericho Road.
- Overland – Ten Mile to Linder: generally bounded by S. Ten Mile Road, W. Overland Road, S. Linder Road, and Interstate 84.
- Idaho Block: generally bounded by Main Street, Idaho Avenue, 2nd Street, and Broadway Avenue.

The Surveyor shall prepare a legal description and an exhibit map for each of the Urban Renewal Plan exterior boundaries.

SCOPE OF WORK

Task 1 – Administration

- 1.1 Project Management – Provide ongoing management of project, including regular status updates and coordination with MDC.

Task 2 – Surveying and Data Collection

- 2.1 This task includes work associated with surveying duties performed in the field required to establish property boundaries.
- 2.2 This task includes office work associated with research of relevant subdivisions, parcel deeds, records of surveys, and right-of-way acquisitions in the Ada County Recorder's Office required to establish property boundaries.
- 2.3 This task includes office work associated with establishing, calculating, and drafting the property boundaries.

Task 3 – Document Preparation

- 3.1 This task includes preparing a legal description and an exhibit map for each of the Urban Renewal Plan exterior boundaries. This does not include legal descriptions for individual parcels within the Urban Renewal Plan exterior boundaries.

ASSUMPTIONS

- Easement preparation is not part of the scope of work.
- Title reports are not part of the scope of work.

TIME OF COMPLETION and COMPENSATION SCHEDULE

COMPENSATION AND COMPLETION SCHEDULE NORTHERN GATEWAY URD			
Task	Description	Due Date	Compensation
1	Administration	▪ 60 days from notice to proceed	\$290.00
2	Surveying and Data Collection	▪ 60 days from notice to proceed	\$6,125.00
3	Document Preparation	▪ 60 days from notice to proceed	\$890.00
NORTHERN GATEWAY URD TOTAL: \$7,305.00			

COMPENSATION AND COMPLETION SCHEDULE OVERLAND – TEN MILE TO LINDER URD			
Task	Description	Due Date	Compensation
1	Administration	▪ 60 days from notice to proceed	\$290.00
2	Surveying and Data Collection	▪ 60 days from notice to proceed	\$4,165.00
3	Document Preparation	▪ 60 days from notice to proceed	\$745.00
OVERLAND – TEN MILE TO LINDER URD TOTAL: \$5,200.00			

COMPENSATION AND COMPLETION SCHEDULE IDAHO BLOCK URD			
Task	Description	Due Date	Compensation
1	Administration	▪ 60 days from notice to proceed	\$290.00
2	Surveying and Data Collection	▪ 60 days from notice to proceed	\$1,750.00
3	Document Preparation	▪ 60 days from notice to proceed	\$245.00
UNION DISTRICT MODIFICATION URD & DEANNEXATION TOTAL: \$2,285.00			

COMPENSATION AND COMPLETION SCHEDULE TOTAL SCOPE OF WORK			
Task	Description	Due Date	Compensation
1	Administration	▪ 60 days from notice to proceed	\$870.00
2	Surveying and Data Collection	▪ 60 days from notice to proceed	\$12,040.00
3	Document Preparation	▪ 60 days from notice to proceed	\$1,880.00
SCOPE OF WORK TOTAL: \$14,790.00			

The Not-To-Exceed amount to complete all services listed above for this Scope of Work is \$14,790.00. No compensation will be paid over the Not-to-Exceed amount without prior written approval by MDC in the form of a Change Order. The hourly rates for services and direct expenses are per the attached estimate and will be the basis for any additions and/or deletions in services rendered.