



## **KETCHUM URBAN RENEWAL BOARD MEETING Agenda**

### **SPECIAL MEETING**

**May 05, 2021 beginning at 3:00 PM**

**480 East Avenue, Ketchum, Idaho**

**Due to safety and COVID-19 physical distancing requirements, members of the public may observe the meeting live on the KURA's website at <https://www.ketchumura.org/kura/meetings>. If you would like to comment on an agenda item, please submit your comment to [info@ketchumura.org](mailto:info@ketchumura.org) by noon the day of the meeting. Comments will be provided to the Ketchum Urban Renewal Agency.**

### **CALL TO ORDER**

### **ROLL CALL**

### **COMMUNICATIONS FROM THE BOARD OF COMMISSIONERS**

### **DISCUSSION ITEMS**

- 1. ACTION ITEM: Recommendation to approve Engagement Letter 50069 with Skinner Fawcett for Bond Counsel Services**
- 2. ACTION ITEM: Recommendation to approve issuance of a Request for Proposal (RFP) for Direct Loan or Direct Purchase of 2021 KURA Bond and proposed list of banks who will receive the RFP**

### **ADJOURNMENT**

Any person needing special accommodations to participate in the above noticed meeting should contact the Ketchum Urban Renewal Agency prior to the meeting at (208) 726-3841. This agenda is subject to revisions and additions. NOTE: Revised portions of the agenda are underlined in bold. Public information on agenda items is available in the Clerk's Office located at 480 East Ave. N in Ketchum or (208) 726-3841.

STAY INFORMED! – visit [www.ketchumura.org](http://www.ketchumura.org) To receive notifications from the Ketchum Urban Renewal Agency, please sign up at [www.ketchumura.org](http://www.ketchumura.org).



## **Ketchum Urban Renewal Agency**

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**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 APPROVE ENGAGEMENT LETTER 50069 WITH SKINNER FAWCETT FOR BOND COUNSEL SERVICES**

#### Introduction/History

Bond Counsel services are necessary for the 2021 KURA bond refinancing. Two firms were interviewed, Hawley Troxell and Skinner Fawcett.

Ryan Armbruster and Eric Heringer are recommending the KURA retain the services of Skinner Fawcett in an amount of \$19,500.

#### Recommendation and Motion

Staff recommends the Board make the following motion:

“I move to approve Engagement Letter 50069 with Skinner Fawcett”.

**MAY 3, 2021**

**SKINNER FAWCETT LLP**

**PROPOSAL FOR BOND COUNSEL SERVICES**

**TO**

**KETCHUM URBAN RENEWAL AGENCY  
BLAINE COUNTY, IDAHO**

**Urban Renewal District  
Revenue Allocation Refunding Bonds, Series 2021  
(\$5,375,000)**

**1. Basic Information:**

- i) Name of firm making proposal: Skinner Fawcett LLP
- ii) Name and title of individuals proposing and responsible for proposal:
  - Richard A. Skinner, Senior Partner
  - John R. McDevitt, Partner
- iii) Mailing Address: P.O. Box 700, Boise, ID 83701-0700
- iv) Contacts' telephone number, fax number and email address:
  - a. telephone number: (208) 345-2663, fax number: (208) 345-2668
  - b. email addresses:
    - i. Richard A. Skinner: rskinner@skinnerfawcett.com
    - ii. John R. McDevitt: jmcdevitt@skinnerfawcett.com

**2. Basic Qualifications:**

Our firm has been involved in public finance in Idaho for over thirty (30) years, having completed a wide variety of financings aggregating in excess of \$7 billion, including traditional municipal bonds such as general obligation bonds, annual appropriation financings, certificates of participation in lease purchase and installment purchase obligations, sewer and water revenue bonds, special assessment and local improvement bonds, tax and revenue anticipation notes and warrants, leasing and revenue-based financings, single family mortgage revenue bonds, multi-family housing revenue bonds, tax increment revenue allocation bonds, industrial development revenue bonds, educational facility bonds, and hospital revenue bonds.

The firm has maintained long-standing relationships with many of the state's public finance issuers. We recently represented the City of Ketchum on its General Obligation Bonds, Series 2020 issuance to finance certain fire safety facilities. We have represented the City of Twin Falls and the Urban Renewal Agency of the City of Twin Falls on a variety of financing matters since 1993, including water and sewer revenue bonds and certificates of participation, and urban renewal revenue allocation bonds, with projects including the Chobani project and Clif Bar project. We have also represented the City of Boise City on a variety of financing matters since 1977, including local improvement district bonds, tax anticipation notes, warrants, general obligation bonds, certificates of participation, refunding bonds and related matters. We have represented the City of Nampa and its urban renewal agency, Nampa Development Corporation, on a variety of financing matters since 1996, including the recent refunding of certain outstanding urban renewal revenue allocation bonds. We have represented the Idaho Housing and Finance Association, formerly Idaho Housing Agency, since June, 1973 as issuer's counsel on all financings and as bond counsel on various

financings. The Idaho Housing and Finance Association has issued over \$7 billion of tax-exempt obligations. We also have served as bond counsel to the Idaho Water Resource Board for over thirty-five (35) years. We have completed approximately 155 projects for the Idaho Water Resource Board. Since 2003, we have also served as bond counsel for the Idaho State Building Authority in certain transactions and for the Idaho Bond Bank Authority. On the local level, we have regularly served as bond counsel on a variety of financings for other cities, counties, school districts and related entities throughout the State of Idaho.

Our firm maintains a current listing under the Municipal Bond Attorney's section of The Bond Buyer's Directory of Municipal Bond Dealers (Redbook). The firm was the first Idaho law firm to be so listed (1977). Although other Idaho law firms now are listed in the Redbook, we believe no Idaho law firm has a comparable depth of experience or a range of expertise in the area of tax-exempt financing.

### **3. Resumes:**

Richard A. Skinner: Member of the Idaho State Bar and National Association of Bond Lawyers. Experienced in tax and revenue anticipation notes and warrants, commercial paper, urban renewal and economic development bonds, single family mortgage revenue bonds, multi-family housing bonds, tax exempt-lease financing and certificates of participation, health care revenue bonds, current refundings, industrial development revenue bonds, general obligation bonds, letter of credit and tender bond financings, water and sewer revenue bonds, special assessment and local improvement bonds, school district bonds, and irrigation bonds. Lecturer in public finance matters for programs sponsored by local and national organizations.

John R. McDevitt: Member of the Idaho State Bar and National Association of Bond Lawyers. Experienced in urban renewal and economic development bonds, general obligation bonds, annual appropriation financing, revenue bonds, tax exempt-lease financing, special assessment and local improvement bonds, community infrastructure bonds, school district bonds, health care revenue bonds, current refundings, single family mortgage revenue bonds, multi-family housing bonds, industrial development revenue bonds, and nonprofit facilities bonds. Lecturer in public finance matters sponsored by state and local organizations.

### **4. Bond Counsel Fee Proposal:**

In setting forth the terms for our engagement as bond counsel to the Ketchum Urban Renewal Agency, Blaine County, Idaho (the "Agency"), in connection with the issuance of its revenue allocation refunding bonds to refinance certain outstanding obligations of the Agency, we understand that the refunding will involve approximately \$5,375,000 in financing.

We are prepared to furnish bond counsel services in connection with this financing to the Agency, which services include consultations and work with respect to certain

proceedings leading to adoption of a bond resolution by the Agency's Board of Commissioners; preparation and arrangements for proceedings for authorization, sale and issuance of the bonds; consultations with the Agency, the Agency's public finance municipal advisor, and other parties and counsel; preparation of the bonds for delivery; preparation of closing documents; and the rendering of a final approving opinion as to the validity of the bonds and tax exemption of interest thereon.

Please note that our description for services does not include preparation of any offering literature for the bonds without a separate agreement for such preparation. Our engagement with respect to this refunding will end at the closing of the bond transaction.

We estimate our fees and expenses for the above-described services at up to \$19,500. If unforeseen or unusual details and/or difficulties arise in the course of our engagement, additional fees may then become necessary above the estimated fees quoted above. However, any such necessary fee adjustment would first be discussed and confirmed with the Agency if those potential circumstances ever become evident to us.

The above fees and costs may be deferred and paid out of the proceeds of the bonds no later than the date of bond closing. If the bonds are not issued for any reason, then we will be compensated by the Agency for our services rendered, plus any out-of-pocket expenses incurred to that date subject to the above maximums.

We look forward to the opportunity of working with you on this financing.

Very truly yours,

**SKINNER FAWCETT LLP**

JOHN R. MCDEVITT

\* \* \* \* \*

The foregoing has been approved by this \_\_\_\_ day of May, 2021.

**KETCHUM URBAN RENEWAL  
AGENCY**

By: \_\_\_\_\_  
Authorized Representative



## **Ketchum Urban Renewal Agency**

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**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**

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**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.**

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<b>Issuer:</b>	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.
<b>Issue:</b>	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").
<b>Tax Treatment:</b>	The Series 2021 Bond will be issued as a <b>Tax-Exempt</b> obligation of KURA.
<b>Par Amount:</b>	Up to \$5,375,000. Final sizing may be approximately \$500,000 lower.
<b>Purpose:</b>	Current Refunding of KURA's Revenue Allocation Refunding Bonds, Series 2010
<b>Security:</b>	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.
<b>Reserve Fund:</b>	KURA does not plan to fund a Debt Service Reserve Fund for the 2021 Bond.
<b>Existing Parity Debt:</b>	None following the refinancing.
<b>Subordinate Debt:</b>	The KURA has Reimbursement Participation Agreements that are subordinate to the 2021 Bond. See Appendix A for description.
<b>Interest Payments:</b>	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)

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

## Tax Year 2020 KURA Tax Rate Summary

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

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

## KURA Increment Revenue History

Corresponding Fiscal Year	TAX YEAR 2020	TAX YEAR 2019	TAX YEAR 2018	TAX YEAR 2017	TAX YEAR 2016	TAX YEAR 2015
	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
<b>Combined Revenue (Audit)</b>		<b>1,772,526</b>	<b>1,659,416</b>	<b>1,424,400</b>	<b>1,173,972</b>	<b>1,041,028</b>

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

		Tax Year 2020	
Rank	Tax Payer	Increment Value	% of Total Increment 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.

Entity	Fiscal Year										Total
	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	
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 Castellano	\$ 24,000										\$ 24,000
<b>Totals</b>	<b>\$248,000</b>	<b>\$236,000</b>	<b>\$236,000</b>	<b>\$160,000</b>	<b>\$160,000</b>	<b>\$150,000</b>	<b>\$150,000</b>	<b>\$150,000</b>			<b>\$ 1,490,000</b>

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