

**DRAFT Minutes of Special Meeting of the Board of Commissioners
Driggs Urban Renewal Agency**

**March 1, 2012 – 6:30 p.m.
Driggs City Hall – Conference Room**

1. Call to Order – determination of a quorum (6:43p.m.)

Commissioners Present: Isabel Waddell, Aaron Little, Lyn Christian, Carrie Cleary, Guch Lombardi, Hyrum Johnson, Kathy Rinaldi

Others Present By Phone: Ryan Armbruster, Nicole Pantera

2. Adoption of Agenda

Changes to Agenda: None

Moved: Lyn Christian

Second: Kathy Rinaldi

Passed: unanimously

3. Approval of Wells Fargo Loan

Ryan Armbruster began by stating that the purpose of the meeting was to authorize the Driggs Urban Renewal Agency (DURA) to borrow \$1,050,000 from Well Fargo Bank (Bank) to provide a bridge loan with grant funds to do the Scenic Byway Center Project (SBC). The DURA is pledging their tax increment funds from the entire project area to repay the loan from the Bank along with the grant funds from Idaho Transportation Department (ITD). He explained that the documents presented at the meeting were drafted so that if any funds are remaining beyond the cost of the SBC they can be used for other projects identified and authorized under the Urban Renewal Law.

Hyrum indicated that no public comment had been received through the mail and no members of the general public were present at the meeting to offer public comment on the subject of this meeting.

Nicole had provided the Commissioners with a Resolution to Approve and Authorize the Execution of the Limited Recourse Promissory Note (Resolution 03012012-1), the Limited Recourse Promissory Note, and the Note Purchase and Security Agreement. She indicated the Exhibit A of the Purchase Agreement outlined all the terms of the note.

Ryan explained that there is a slight glitch in moving forward with the Purchase Agreement. State Law requires a 30 Day Contest Period before signing the agreement, to allow the public to file a challenge to the resolution entering into this transaction. At the end of the 30 Day Contest Period (3.1.12 – 3.30.12), the public is prevented from filing further contest by a mini statute of limitations. The Wells Fargo approval on the note expires before the statutory 30 day period is over, so Wells Fargo has asked DURA to re-apply to extend the window another 180 days. This is a formality, and it is believed that there will be no change in proposed terms. Any changes will require commission approval.

Matt Oldham of the Bank, is working to get the approval extended, but in the event that it is not extended, Section 3 of Resolution 03012012-1 allows the DURA to execute another Purchase Agreement with different terms than those outlined in Exhibit A of the Purchase Agreement, and that any new Purchase Agreement would be subject to further approval of the Board by subsequent resolution at a meeting called for that purpose and properly noticed.

Lyn asked if the closing fees of \$10,500 are due at closing and whether they can be paid from the proceeds of the loan. Hyrum explained that the DURA 2012 Budget has a provision for Bond Council that can be applied to the closing fees. Kathy wondered whether ITD would reimburse for the closing costs, and Hyrum indicated that the Board can decide how to allocate this cost and whether to ask for reimbursement from ITD for some or all of this cost at a future meeting.

Nicole said that Hawley Troxell would publish a notice of passing Resolution 03012012-1 in the Teton Valley News edition on March 8, 2012, to further ensure that the public has an opportunity to file a contest. Ryan also explained that should a contest be filed, he would walk the DURA through the court process. A contest would delay the funding of the loan. If the loan is not funded, the closing costs will not be paid. The closing costs are due at the closing of the loan.

Hyrum noted that Exhibit C of the Purchase Agreement is blank, and Nicole explained that the Bond Council Opinion is not being approved tonight and will be completed before closing. She added that the Board will approve the resolution tonight, that the Purchase Agreement will be executed when the Bank extends their commitment, and the Note will be executed at closing.

Isabel moved that the Board approve Resolution 03012012-1: A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE URBAN RENEWAL AGENCY OF THE CITY OF DRIGGS, A/K/A THE DRIGGS URBAN RENEWAL AGENCY, APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF ITS LIMITED RECOURSE PROMISSORY NOTE, SERIES 2012; PROVIDING FOR OTHER MATTERS RELATING TO SUCH NOTE; AND PROVIDING AN EFFECTIVE DATE.

Moved: Isabel Waddell Second: Carrie Cleary Passed: Aaron Little Abstained; All Other Commissioners voted In Favor

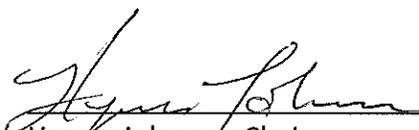
Isabel asked what steps would be taken if the Bank did not extend the commitment and Hyrum answered that Matt Oldham was confident it would be extended with largely the same terms, and that he is hoping to have an answer within a week.

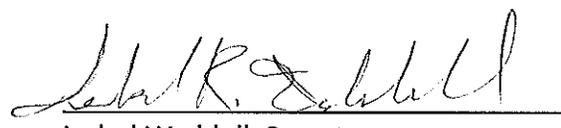
4. Adjourn (7:02)

A motion was made to adjourn the meeting.

Moved: Isabel Waddell Second: Kathy Rinaldi Passed: unanimously

Attest:


Hyrum Johnson, Chairman


Isabel Waddell, Secretary

Anyone requiring special access consideration must notify the DURA 2 days prior.