



Development Application Transmittal

Link to Project Application: [Meridian Station CUP H-2019-0142](#)

Transmittal Date: 12-26-2019

Hearing Date: February 20, 2020

Assigned Planner: Sonya Allen

To view the City of Meridian Public Records Repository, [Click Here](#)

The above "Link to Project Application" will provide you with any further information on the project.

The City of Meridian is requesting comments and recommendations on the application referenced above. To review the application and project information please click on the application link above. The City of Meridian values transparency and makes a variety of information available to the public online through our public records repository.

We request that you submit your comments or recommendations prior to the hearing date specified above. When responding, please reference the file number of the project. If responding by email, please send comments to cityclerk@meridiancity.org.

For additional information associated with this application please contact the City of Meridian Planner identified above at 208-884-5533.

Thank you,

City Clerk's Office
33 E. Broadway Ave., Meridian, Idaho 83642
Phone: 208.888.4433|Email: cityclerk@meridiancity.org



Built for Business, Designed for Living

All e-mail messages sent to or received by City of Meridian e-mail accounts are subject to the Idaho law, in regards to both release and retention, and may be released upon request, unless exempt from disclosure by law.

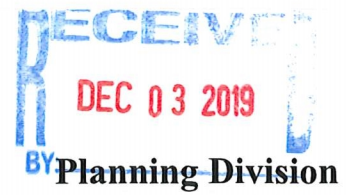
Hearing Date: February 20, 2020

File No.: H-2019-0142

Project Name: Meridian Station

Request: Conditional use permit for additional height exceeding the maximum height allowed of 75 feet in the O-T zoning district for two (2) 100-foot tall vertically integrated structures, by Matt McAnulty.

Location: The site is located at the southeast corner of N. Main St. and E. Broadway Ave., north of the railroad tracks, in the SW $\frac{1}{4}$ of Section 7, Township 3N., Range 1E.



DEVELOPMENT REVIEW APPLICATION

STAFF USE ONLY:
Project name: Meridian Station
File number(s): H-2019-0142
Assigned Planner: _____ **Related files:** _____

Type of Review Requested (check all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Accessory Use (check only 1) | <input type="checkbox"/> Final Plat Modification |
| <input type="checkbox"/> Daycare | <input type="checkbox"/> Landscape Plan Modification |
| <input type="checkbox"/> Home Occupation | <input type="checkbox"/> Preliminary Plat |
| <input type="checkbox"/> Home Occupation/Instruction for 7 or more | <input type="checkbox"/> Private Street |
| <input type="checkbox"/> Administrative Design Review | <input type="checkbox"/> Property Boundary Adjustment |
| <input type="checkbox"/> Alternative Compliance | <input type="checkbox"/> Rezone |
| <input type="checkbox"/> Annexation and Zoning | <input type="checkbox"/> Short Plat |
| <input type="checkbox"/> Certificate of Zoning Compliance | <input type="checkbox"/> Time Extension (check only 1) |
| <input type="checkbox"/> City Council Review | <input type="checkbox"/> Director |
| <input type="checkbox"/> Comprehensive Plan Map Amendment | <input type="checkbox"/> Commission |
| <input type="checkbox"/> Comprehensive Plan Text Amendment | <input type="checkbox"/> UDC Text Amendment |
| <input checked="" type="checkbox"/> Conditional Use Permit | <input type="checkbox"/> Vacation (check only 1) |
| <input type="checkbox"/> Conditional Use Modification (check only 1) | <input type="checkbox"/> Director |
| <input type="checkbox"/> Director | <input type="checkbox"/> Commission |
| <input type="checkbox"/> Commission | <input type="checkbox"/> Variance |
| <input type="checkbox"/> Development Agreement Modification | <input type="checkbox"/> Other _____ |
| <input type="checkbox"/> Final Plat | |

Applicant Information

Applicant name: MATT MCANULTY **Phone:** 208.884.2824
Applicant address: 725 E 2ND ST **Email:** MMCANULTY@NEUDESIGNARCH.CO
City: MERIDIAN **State:** ID **Zip:** 83642

Applicant's interest in property: Own Rent Optioned Other ARCHITECTURAL REPRESENTATIVE

Owner name: GALENA FUND **Phone:** 208.447.9114
Owner address: 802 W BANNOCK ST #204 **Email:** bill@galenafund.com
City: BOISE **State:** ID **Zip:** 83702

Agent/Contact name (e.g., architect, engineer, developer, representative): _____
Firm name: NEUDESIGN ARCHITECTURE **Phone:** 208.884.2824
Agent address: 725 E 2ND ST **Email:** MMCANULTY@NEUDESIGNARCH.CO
City: MERIDIAN **State:** ID **Zip:** 83642

Primary contact is: Applicant Owner Agent/Contact

Subject Property Information

Location/street address: NEUDESIGN ARCHITECTURE **Township, range, section:** 1E, RANGE: 3N, SECTION:
Assessor's parcel number(s): S1107325600, **Total acreage:** 6.13 **Zoning district:** O.T.
S1107325700,
R7596000545,

Project/subdivision name: MERIDIAN STATION
General description of proposed project/request: VERTICAL INTEGRATED BUILDINGS, SPLIT INTO TWO PHASES

Proposed zoning district(s): N/A
Acres of each zone proposed: 6.13 ACRES

Type of use proposed (check all that apply):
 Residential Office Commercial Employment Industrial Other _____

Who will own & maintain the pressurized irrigation system in this development? _____

Which irrigation district does this property lie within? NAMPA MERIDIAN IRRIGATION DISTRICT

Primary irrigation source: NMID Secondary: _____

Square footage of landscaped areas to be irrigated (if primary or secondary point of connection is City water): 73360

Residential Project Summary (if applicable)

Number of residential units: 360 Number of building lots: 4

Number of common lots: _____ Number of other lots: _____

Proposed number of dwelling units (for multi-family developments only):

1 bedroom: 180 2-3 bedrooms: 180 4 or more bedrooms: _____

Minimum square footage of structure (excl. garage): _____ Maximum building height: 100'

Minimum property size (s.f.): 57,000 SF Average property size (s.f.): 84,373 SF

Gross density (Per UDC 11-1A-1): 58.8 PER ACRE Net density (Per UDC 11-1A-1): 53.7 PER ACRE

Acreage of qualified open space: _____ Percentage of qualified open space: GRASSY AREAS (2)

Type and calculations of qualified open space provided in acres (Per UDC 11-3G-3B): MIN 50X100

17,000SF + APARTMENT ONLY COURTYARD ALONG WITH A COURTYARD/PLAZA FOR ALL

Amenities provided with this development (if applicable): BIKE STORAGE, BIKE RENTALS, ROOFTOP PATIO, BUSINESS CENTERS, FITNESS ROOM

Type of dwelling(s) proposed: Single-family Detached Single-family Attached Townhouse

Duplex Multi-family Vertically Integrated Other _____

Non-residential Project Summary (if applicable)

Number of building lots: 4 Common lots: _____ Other lots: _____

Gross floor area proposed: 154,000SF Existing (if applicable): _____

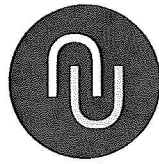
Hours of operation (days and hours): 7 DAYS A WEEK, MIXED HOURS Building height: 120'

Total number of parking spaces provided: 550 Number of compact spaces provided: 0

Authorization

Print applicant name: MATT/MCANULTY

Applicant signature:  Date: 11/8/19



neUdesign
ARCHITECTURE

725 East 2nd Street Meridian, ID 83642

www.neUdesignArch.com

208.884.2824

Date: December, 3, 2019

City of Meridian
Planning Department
33 E Broadway Ave #102.
Meridian, Idaho 83642

RE: CUP Narrative

This large-scale mixed-use development is transformative to the City of Meridian and to the adjacent historic downtown urban core.

Phase 1 of Meridian Station will provide 300+ housing units of residential workforce and market rate housing to the community currently experiencing surging population growth. The apartments will range from studio, 1 bed, and 2 bed unit mix. Construction will be stick framing over two levels of concrete podium parking garage, tenants enjoy parks and walking paths built into the site. Total square feet will be 293,964. The retail component of this phase will be roughly 29,000. Current design is very high level showing the max height we are seeking for the CUP 100', along with a preliminary design. A more finalized design will be provided prior to the hearing date to be amended into the set.

Phase 2 will be to bring office tenants back to downtown Meridian area. There will be two large office towers that are around 120,000 square feet each. We intend to make these towers very inviting to tech and tech startups.

Cc: File #19219

Re: 19219 - Meridian Station Application

1 message

Bryan Aydelotte <loborojopllc@gmail.com>

Fri, Nov 8, 2019 at 2:26 PM

To: Bill Truax <bill@galenafund.com>

Cc: Matt McAnulty <mmcanulty@neudesignarch.com>, Dan Fullmer <dan@galenafund.com>, Jeremy Putman <jeremy@neudesignarch.com>

1. Legal Description.

I have attached Exhibit A from the Meridian Station Title Commitment Revision 5, dated September 24, 2019.

2. Response Statement.

Galena Opportunity, Inc., an Idaho corporation, as Purchaser, and Mountain West Group, LLC, an Idaho limited liability company and William W. Ditz, an individual residing in Ada County, Idaho, personal, together as Seller, have entered into a Membership Interest Purchase Agreement dated August 12, 2019 for all of the limited liability company interests in and of East Broadway Investment Company, LLC, an Idaho limited liability company ("Project Company").

It is contemplated under the MIPA that prior to Galena's acquisition of the Project Company, the Project Company will acquire the Meridian Station property.

The Project Company is entering into Real Estate Purchase and Sale Agreements with heirs of the last owners of record of the Meridian Station property. In these Agreements, the heirs grant to the Project Company the right to apply for and obtain entitlements for the Meridian Station property, expressly including street vacations, reasonably necessary or appropriate for the Project Company's development of the Meridian Station property.

In addition, the Project Company and Union Pacific Railroad Company, a Delaware corporation, have entered into an Agreement for Release and Purchase of Interest and Improvements on or about October 22, 2019 for an easement held by UPRC in the Meridian Station property. That Agreement requires the Project Company to use commercially reasonable efforts to obtain all necessary governmental approvals required to constitute the Property as a legal lot.

Note that the descriptions of the Meridian Station property in the foregoing agreements, as well as the degree and extent of the interests of the sellers therein, are not identical, reflecting the complexity of the ownership interests in the land.

On Fri, Nov 8, 2019 at 12:48 PM Bill Truax <bill@galenafund.com> wrote:

Bryan,

Please attach the legal description from the title commitment so we can submit an application.

Please also include a response statement regarding the PSA provision that Grant's us an interest to submit this application. UPRR does not want to imply that they own the land.

Bill Truax
President
Mobile (208) 447-9114
Office (208) 914-6131
www.galenafund.com

Galena Opportunity Fund
Impact Investing, Development, Performance

From: Matt McAnulty <mmcanulty@neudesignarch.com>**Sent:** Wednesday, November 6, 2019, 13:27**To:** Bill Truax; Dan Fullmer; Jeremy Putman**Subject:** 19219 - Meridian Station Application

Good afternoon Bill & Dan,

I have attached one of the applications I have to fill out for the Meridian CUP. There are some highlighted portions that I need input from you guys if you could fill those out and send me the application back that would be great.

I am also planning on turning this in tomorrow afternoon, I will need to check to turn in for the applications as well as the items that I sent earlier in an email, I will need to explain to the planner at intake why we are not turning certain items.

- 1) Project narrative
- 2) Legal Description
- 3) Warranty Deed
- 4) Affidavit
- 5) Achd email saying we need the traffic report

Check fee is
\$1,369 Conditional Use Permit
\$160 Alternative Compliance (Parking alternatives)
\$589 ROW w/ ACHD (I think this one is separate from this application)

Matt McNulty - AIT
Design Project & BIM Manager

725 E. 2nd St. in downtown Meridian, ID - 83642
o | 208.884.2824 f | 208.287.8166
w | www.neUdesignArch.com

--

Bryan W. Aydelotte, Esq.

lobo ROJO pllc

a legal services company
3846 N. Arches Way
Meridian, Idaho 83646
208-949-6244

This message and its contents are confidential and may be privileged or otherwise protected from disclosure. Their unauthorized use or distribution is strictly prohibited. If you are not the intended recipient, please promptly notify the sender and delete this message. Thank you.

 **Meridian Station Legal Description (Title Commitment Rev 5).pdf**
95K

EXHIBIT "A"
Legal Description

Parcel I:

All that tract of land lying East of the Easterly line of First Street (now known as Main Street) as shown on the Amended Plat of Meridian Townsite as shown on the official Plat thereof in Book 1 of Plats at Page 30, and Westerly of Block 3 of the Amended Plat of Rowan Addition to Meridian as shown on the official Plat thereof in Book 2 of Plats at Page 52, and lying North of the Union Pacific Railroad right of way; and lying South of the South line of Broadway Avenue as shown on the Official Plat of the Town of Meridian as shown on the official Plat thereof in Book 1 of Plats at Page 29, records of Ada County, Idaho.

Parcel II: Intentionally deleted

Parcel III:

Lots 1 through 10, inclusive, in Block 3

of the Amended Plat of Rowan Addition to Meridian as shown on the official Plat thereof filed in Book 2 of Plats at Page 52 of Official Records, Ada County.

Parcel IV:

The alley located within Block 3; and that part of Railroad Avenue lying westerly of the Easterly boundary of Block 3 extended, as shown on the official Plat of the Amended Plat of Rowan Addition to Meridian filed in Book 2 of Plats at Page 52 of Official Records, Ada County.

Parcel V:

Intentionally deleted

Parcel VI:

Intentionally deleted

Parcel VII:

Intentionally deleted

November 19, 2019



Cameron Arial, MPA, Ph.D.

Director

City of Meridian | Community Development Department
33 E. Broadway Ave.
Meridian, Idaho 83642

RE: Conditional Use Permit:

MERIDIAN STATION

415 E. BROADWAY, MERIDIAN, ID 83646

614-632 N. MAIN ST, MERIDIAN, ID 83646

Dear Mr. Arial:

Galena Opportunity, Inc., an Idaho corporation, as Purchaser, and Mountain West Group, LLC, an Idaho limited liability company and William W. Ditz, an individual residing in Ada County, Idaho, personal, together as Seller, have entered into a Membership Interest Purchase Agreement dated August 12, 2019 for all of the limited liability company interests in and of East Broadway Investment Company, LLC, an Idaho limited liability company ("Project Company").

It is contemplated under the MIPA that prior to Galena's acquisition of the Project Company, the Project Company will acquire the Meridian Station property.

The Project Company is entering into Real Estate Purchase and Sale Agreements with heirs of the last owners of record of the Meridian Station property. In these Agreements, the heirs grant to the Project Company the right to apply for and obtain entitlements for the Meridian Station property, expressly including street vacations, reasonably necessary or appropriate for the Project Company's development of the Meridian Station property.

In addition, the Project Company and Union Pacific Railroad Company, a Delaware corporation, have entered into an Agreement for Release and Purchase of Interest and Improvements on or about October 22, 2019 for an easement held by UPRC in the Meridian Station property. That Agreement requires the Project Company to use commercially reasonable efforts to obtain all necessary governmental approvals required to constitute the Property as a legal lot and entitled property.

Note that the descriptions of the Meridian Station property in the foregoing agreements, as well as the degree and extent of the interests of the sellers therein, are not identical, reflecting the complexity of the ownership interests in the land.

We appreciate you continuing to process our applications to the City for this project in a staged manner so that we can begin to construct the property in the late spring of 2020.

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

On behalf of those we serve,

Bill Truax
President

Encl.

IMPACT INVESTING

- WHY Workforce (esp. without tax credits)
 - Scalable
 - Replicable
 - Reduced cost of execution on financing and development (i.e. lower cost per unit)
- WHY Vertical farming
 - Healthy foods initiative
 - Hyperlocal—food choices are at the preference of individual residents
 - Reduces impact of food desert effect in many urban areas
 - Excess production can be donated to utilized by a CSA or similar group
 - Imprints the value of sustainability at all age levels

**AGREEMENT FOR RELEASE AND PURCHASE
OF INTEREST AND IMPROVEMENTS**

This AGREEMENT FOR RELEASE AND PURCHASE OF INTEREST AND IMPROVEMENTS ("Agreement") is entered into this 28th day of October, 2019 ("Execution Date"), between **UNION PACIFIC RAILROAD COMPANY**, a Delaware corporation, whose address is 1400 Douglas Street, Omaha, Nebraska 68179 ("Seller"), and **EAST BROADWAY INVESTMENT COMPANY, LLC**, an Idaho limited liability company, whose address is 333 S. Kestrel Place, Eagle, Idaho 83616, c/o Givens Pursley LLP, Attn: Ed Miller, Esq. ("Buyer"), WITNESSETH:

IT IS AGREED by and between the parties as follows:

Section 1. Release and Purchase of Right of Way Interest.

(a) Pursuant to that certain Act of Congress dated March 3, 1875 ("1875 Act"), the United States of America granted to Seller an easement interest in and to public lands of the United States ("1875 Act Interest"), including but not limited to that certain real property located in the City of Meridian, Ada County, State of Idaho, commonly referred to as "1875 Act of Congress Station Grounds", as generally shown in red crosshatching on the print dated May 14, 2018, attached hereto as **Exhibit A** and made a part hereof, and legally described in **Exhibit A-1**, attached hereto and made a part hereof (collectively, "Station Grounds Property").

(b) Buyer wishes to use the Station Grounds Property for development purposes. Seller and Buyer acknowledge that (i) the fee simple real estate interest ("Fee Interest") in the Station Grounds Property is held in private ownership by third parties ("Third Party Owners"), (ii) as of the Execution Date of this Agreement, Buyer is acquiring fee interest to the Station Grounds Property from the Third Party Owners ("Third Party Acquisitions"), and (iii) the Third Party Acquisitions will close concurrently with Closing (as defined in Section 8), at which time Buyer will thereafter own Fee Interest in and to the Station Grounds Property.

(c) Buyer has requested that Seller (i) release its 1875 Act Interest but only to the extent the 1875 Act Interest affects the Station Grounds Property, and (ii) sell to Buyer all buildings and any related appurtenances located on the Station Grounds Property (collectively, the "Improvements"). The Station Grounds Property and the Improvements may hereinafter be collectively referred to as the "Property".

(d) Seller has agreed to (i) release its 1875 Act Interest but only to the extent the 1875 Act Interest affects the Station Grounds Property, and (ii) sell to Buyer the Improvements located on the Station Grounds Property.

(e) Buyer acknowledges that Seller conducts railroad operations on real property adjacent to the Station Grounds Property ("Seller's Adjacent Property"). Seller requires the placement of certain Restrictive Covenants (as defined in Section 4(f)) on the Station Grounds Property at Closing for the benefit of Seller and Seller's Adjacent Property. The Restrictive

Seller: UNION PACIFIC RAILROAD COMPANY
ATTN: Mike Gibilisco, Manager II – Real Estate Field Operations
1400 Douglas Street, Mail Stop 1690
Omaha, Nebraska 68179
Telephone: (402) 544-7510
Email: magibili@up.com

With copy to: UNION PACIFIC RAILROAD COMPANY
ATTN: Madeline Roebke, Senior General Attorney
1400 Douglas Street, Mail Stop 1580
Omaha, Nebraska 68179
Telephone: (402) 544-1121
Email: meroebke@up.com

Buyer: EAST BROADWAY INVESTMENT COMPANY, LLC
ATTN: William Ditz
333 Kestrel Place
Eagle, Idaho 83616
Telephone: (208) 513-0355
Telephone #2: (719) 243-3876
Email: bill.ditz@mountainwestgroup.net

With copy to: GIVENS PURSLEY LLP
ATTN: L. Edward Miller, Esq.
601 W. Bannock Street
Boise, Idaho 83702
Telephone: (208) 388-1200
Email: EdMiller@givenspursley.com

Title Company: FIDELITY NATIONAL TITLE COMPANY
ATTN: Lynn Darling, Title Officer
485 E. Riverside Drive
Eagle, Idaho 83616
Telephone: (208) 949-0645
Email: lynn.darling@fnf.com

With copy to: FIDELITY NATIONAL TITLE COMPANY
ATTN: Brooke Brennan, Escrow Officer
485 E. Riverside Drive
Eagle, Idaho 83616
Telephone: (208) 949-0645
Email: brooke.brennan@fnf.com

Express delivery notices shall be deemed to be given upon receipt. Postal notices shall be deemed to be given three (3) days after deposit with the United States Postal Service. Copies of

all notices to Seller or Buyer shall be given to Title Company, and copies of all notices to Title Company shall be given to the other party to this Agreement.

Section 13. Assignment.

(a) Buyer shall not transfer or assign this Agreement or any interest therein, without the consent in writing of Seller, and it is agreed that any such transfer or assignment, whether voluntary, by operation of law or otherwise, without such consent in writing, shall be absolutely void and shall, at the option of Seller, terminate this Agreement.

(b) Notwithstanding the foregoing, Buyer may assign this Agreement, without Seller's prior written consent, to a partnership, limited liability company or corporation in which Buyer owns at least a ten percent (10%) general partnership interest, ten percent (10%) of the membership interest, or ten percent (10%) of the voting stock, respectively; provided that such partnership, limited liability company or corporation assumes the provisions of this Agreement, in writing for the benefit of Seller, in form and substance satisfactory to Seller, and that at least ten (10) days prior to the Closing Date, Buyer shall give Seller written notice of the assignment together with a fully executed original of the assignment and assumption agreement. No assignment by Buyer will relieve Buyer of its obligations under this Agreement.

(c) Seller acknowledges that following Closing, Buyer may assign all of its right, title and interest in and to the Property, including Buyer's performance and observation of the provisions of this Agreement and all covenants, stipulations and conditions outlined herein, to a third party under the control of Galena Opportunity, Inc., an Idaho corporation ("Galena"), pursuant to a separate Membership Interest Purchase Agreement dated August 12, 2019 between Galena, Mountain West Group, LLC, an Idaho limited liability company ("MWG"), the sole member of Buyer, and William Ditz, the manager of MWG. Buyer or any of its assignees, including, but not limited to Galena, MWG, or any other assignee of Buyer, agrees to be bound by and to perform and observe all of the covenants, stipulations and conditions outlined in this Agreement to be performed and observed by Buyer, and assumes all liabilities mentioned in this Agreement to be assumed by Buyer.

Section 14. Condemnation.

If, prior to Closing, a governmental agency commences or imminently threatens in writing to commence any eminent domain proceedings to take any material portion of the Station Grounds Property, Buyer and Seller shall each have the unilateral right, exercisable by giving notice of such decision to the other party within thirty (30) days after receiving written notice of such actual or threatened condemnation proceedings, to terminate this Agreement. In the event of such termination, the Escrow Fund shall be returned to Buyer, and this Agreement will be without any further force and effect and without further obligation of either party to the other. If neither party elects to terminate pursuant to this Section 14, the Purchase Price will be determined as though such condemnation had not occurred, and the net proceeds of condemnation awards paid or payable to Seller by reason of such condemnation of the Station Grounds Property shall be paid or assigned to Buyer at Closing.

Section 15. Waiver of Breach.

A waiver by either party of a breach by the other party of any covenant or condition of this Agreement shall not impair the right of the party not in default to avail itself of any subsequent breach thereof. Leniency, delay or failure of either party to insist upon strict performance of any agreement, covenant or condition of this Agreement, or to exercise any right under this Agreement, shall not be construed as a waiver or relinquishment of any such agreement, covenant, condition or right.

Section 16. Time of the Essence.

Time is of the essence of this Agreement.

Section 17. Law Governing.

This Agreement shall be governed in all respects by the laws of the State of Idaho.

Section 18. Merger.

The terms, provisions, covenants and conditions contained in this Agreement shall merge into the deed to be delivered by Seller to Buyer at Closing and shall not survive the Closing, except for the provisions of Section 4(c), 6(b), 10, 19 and 21.

Section 19. No Brokers.

The negotiations relative to this Agreement and the transactions contemplated hereby have been carried on by the parties without the intervention of any person which would give rise to any valid claim against either of the parties for brokerage commissions or other like payment. Each party shall indemnify and hold harmless the other party against and from any and all claims for brokerage commission or other like payment arising out of the transaction contemplated by this Agreement and occasioned by the actions of such indemnifying party.

Section 20. Successors and Assigns.

Subject to the provisions of Section 13, this Agreement shall be binding upon and inure to the benefit of the parties, their successors and assigns.

Section 21. Special Provision.

Seller, Federal ID No. 94-6001323, is not a foreign corporation and withholding of Federal Income Tax from the amount realized will not be made by Buyer. The form of Certification of Non-Foreign Status prepared in conformance with IRS regulations under Section 1445 of the Internal Revenue Code is attached hereto as **Exhibit E** and made a part hereof.

Section 22. Tax-Deferred Exchange.

Seller may arrange for the exchange upon the Closing of one or more parcels of property for the Property in order to effect a tax-deferred exchange within the meaning of Section 1031 of the Internal Revenue Code of 1986, as amended, and comparable provisions of state statutes. Buyer agrees to cooperate with Seller in connection with any such exchange. Such cooperation by Buyer shall include, but is not limited to, executing documents as reasonably may be required by Seller.

Section 23. Not An Offer.

The submission of this Agreement to Buyer for review or signature does not constitute an offer to release the Property to Buyer or the granting of an option or other rights with respect to the Property to Buyer. No agreement with respect to the transaction described in this Agreement shall exist, and this writing shall have no binding force or effect, until executed and delivered by both Seller and Buyer.

Section 24. Severability.

In the event that any of the provisions of this Agreement shall be held to be invalid or unenforceable by a court of competent jurisdiction under applicable law, the remaining portions hereof shall remain in full force and effect and such provision shall be enforced to the maximum extent possible so as to effect the intent of the parties and shall be reformed to the extent necessary to make such provision valid and enforceable.

Section 25. Entire Agreement.

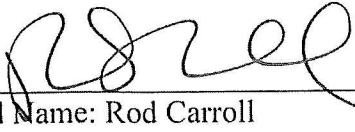
It is understood and agreed that all understandings and agreements, whether written or oral, heretofore had between the parties are merged in this Agreement, which alone fully and completely expresses their agreement, that neither party is relying upon any statement or representation not embodied in this Agreement, made by the other, and that this Agreement may not be changed except by an instrument in writing signed by both parties.

(Remainder of page intentionally left blank.)

IN WITNESS WHEREOF, the parties have executed this Agreement in duplicate as of the date first herein written.

SELLER:

**UNION PACIFIC RAILROAD COMPANY,
a Delaware corporation**

By: 
Printed Name: Rod Carroll
Title: General Director – Field Operations (West)

BUYER:

**EAST BROADWAY INVESTMENT COMPANY, LLC,
an Idaho limited liability company**

By: Mountain West Group, LLC,
an Idaho limited liability company, its sole member

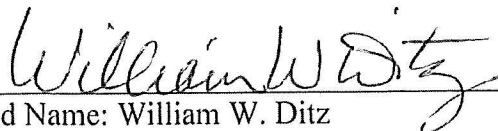
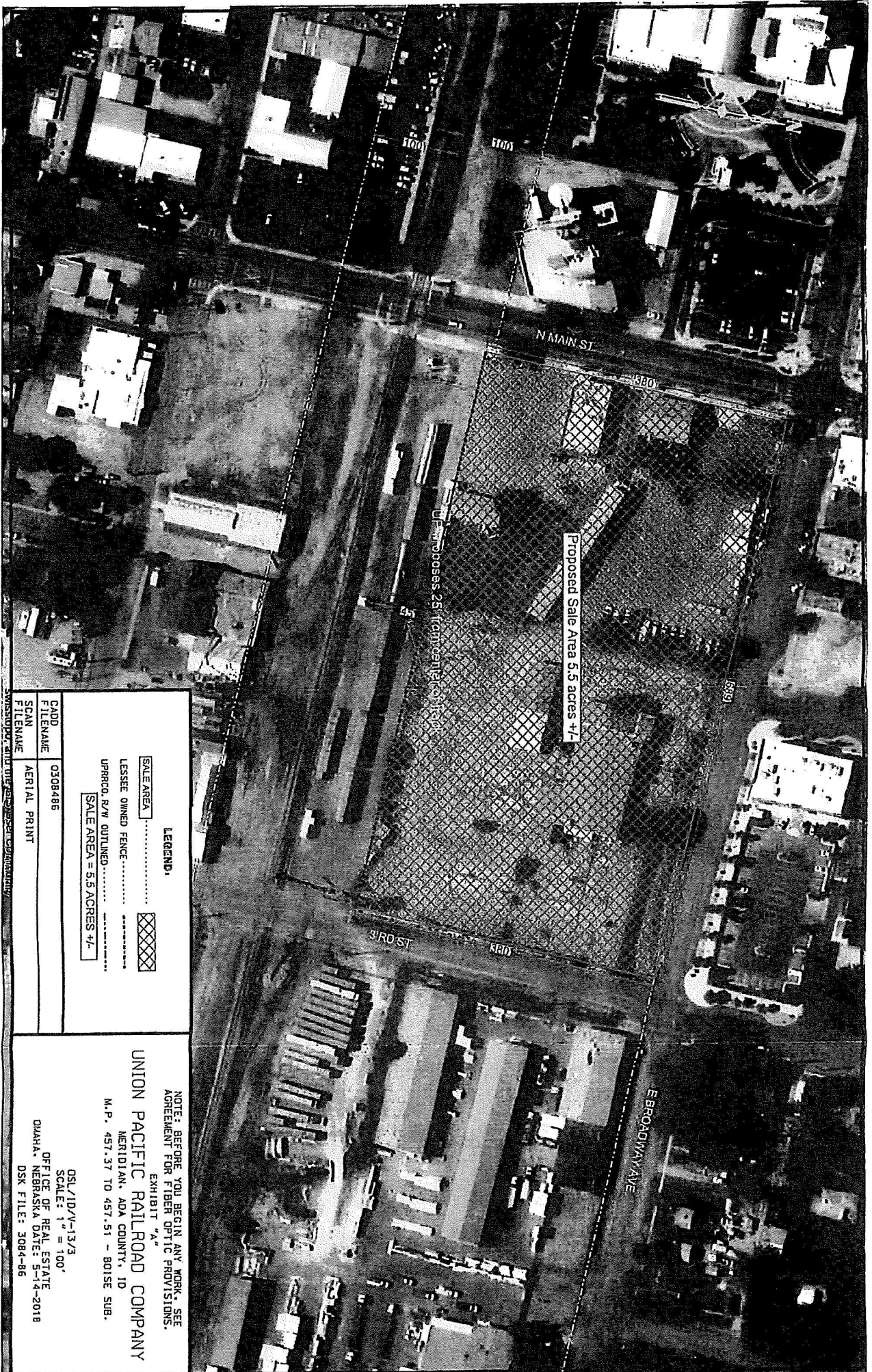



By: 
Printed Name: William W. Ditz
Title: Manager

EXHIBIT A

**PRINT DATED MAY 14, 2018
(TO BE ATTACHED)**



CADD FILENAME	0308485
SCAN FILENAME	AERIAL PRINT

LEGEND:	
SALE AREA	
LESSEE OWNED FENCE	
UPPROPOSED R/W OUTLINED	
SALE AREA = 5.5 ACRES +/-	

NOTE: BEFORE YOU BEGIN ANY WORK, SEE AGREEMENT FOR FIBER OPTIC PROVISIONS.

EXHIBIT "A"

UNION PACIFIC RAILROAD COMPANY

M.P. 457.37 TO 457.51 - BOISE SUB.

MERIDIAN, ADA COUNTY, ID

SCALE: 1" = 100'

OSL/ID/V-13/3

OFFICE OF REAL ESTATE

OMAHA, NEBRASKA DATE: 3-14-2018

DSK FILE: 3084-86

FW: Area of Influence model runs - Meridian station

1 message

Andy Daleiden <ADALEIDEN@kittelson.com>

Mon, Dec 2, 2019 at 1:31 PM

To: Matt McAnulty <mmcanulty@neudesignarch.com>, Bill Truax <bill@galenafund.com>

Cc: Andy Daleiden <ADALEIDEN@kittelson.com>

Hi Matt and Bill,

We were on target to send a draft TIS for Meridian Station this Friday, but received a late request from ACHD (see below) to include the Franklin/3rd intersection in the TIS. We did not count this intersection in November when we kicked off the project. I have coordinated with our data collection firm and they will be collecting the traffic counts this Wednesday and will deliver them to us by the end of Thursday. I am working with our staff to see if we can get this intersection added, analyzed, and included in the TIS by Friday. However, our schedule may get pushed to sending the draft TIS next week to you for review and comment before submitting to the agencies.

Also, we are still waiting for the revised site plan that includes an access to the parking lot from Broadway Street. Do you have an updated site plan with this access that you can send to us?

Please let me know if you have any questions. Thanks!

Andy

Andy Daleiden, PE
Principal EngineerKittelson & Associates, Inc.
Transportation Engineering / Planning
208.472.9804 (direct)
208.867.3898 (cell)**From:** Mary Ann Waldinger <MWaldinger@compassidaho.org>
Sent: Tuesday, November 26, 2019 7:51 AM
To: Andy Daleiden <ADALEIDEN@kittelson.com>
Subject: FW: Area of Influence model runs - Meridian station

Hi Andy,

See ACHD's recommendations below.

Tell Sonia "hi" and Happy Thanksgiving to you both.

M

From: Aimee Loudenslager [mailto:Aloudenslager@achdidaho.org]

Sent: Monday, November 25, 2019 5:04 PM

To: Mary Ann Waldinger <MWaldinger@compassidaho.org>; Mindy Wallace <mwallace@achdidaho.org>; Erika Bowen, P.E. <erika.bowen@itd.idaho.gov>

Subject: RE: Area of Influence model runs

Hi Mary Ann,

ACHD recommends including the following for Meridian Station.

Intersections:

- Franklin Rd and 3rd St
- Main St and Ada St
- Main St and Broadway Ave
- All site accesses

Segments:

- 3rd St between the site and Franklin Rd
- Main St between Ada St and Broadway Ave

Thanks,

Aimee Loudenslager, P.E., PTOE

Traffic Engineer

Ada County Highway District

1301 N Orchard St

Ste 200

Boise, ID 83706

(208) 387-6339

From: Mary Ann Waldinger <MWaldinger@compassidaho.org>

Sent: Thursday, November 07, 2019 10:58 AM

To: Mindy Wallace <Mwallace@achdidaho.org>; Aimee Loudenslager <Aloudenslager@achdidaho.org>; Erika Bowen, P.E. <erika.bowen@itd.idaho.gov>

Subject: Area of Influence model runs

[THIS EMAIL ORIGINATED EXTERNALLY. PLEASE USE CAUTION WHEN OPENING ATTACHMENTS OR LINKS INSIDE THIS EMAIL.]

Hello ladies,

Attached are the write ups for the proposed developments referenced below.

Let me know if you have any questions.

M

From: Andy Daleiden [mailto:ADALEIDEN@kittelson.com]
Sent: Monday, November 04, 2019 3:30 PM
To: Mary Ann Waldinger <MWaldinger@compassidaho.org>
Cc: Andy Daleiden <ADALEIDEN@kittelson.com>; Chelsea Farnsworth <cfarnsworth@kittelson.com>
Subject: Area of Influence Requests - Meridian and Garden City projects

Hi Mary Ann,

Per our discussion on Friday, I am sending over requests for two area of influence model runs. Here are the details of each project:

- **Meridian Station – Meridian, ID**

- The site is located east of Main Street, south of E Broadway Avenue, west of E 3rd Street, and north of railroad tracks in downtown Meridian.
- Access to the site is proposed on Main Street, E Broadway Avenue, and E 3rd Street.
- The proposed project (preliminary) consists of 480 multi-family units and 27,500 square-feet of ground floor retail.
- Opening year in 2021.

- **Zella 47 – Garden City, ID**

- The site is located south of Chinden Boulevard, east of 47th Street, west of 46th Place, and north of the canal.
- Access to the site is proposed via 47th Street, Chinden Boulevard, and 46th Place.
- The proposed project (preliminary) consists of 320 multi-family units, a 7,500 SF day care center, and 16,700 square-feet of ground floor retail.
- Opening year in 2021.

Please let me know if you have any questions.

Thanks!
Andy

Andy Daleiden, PE
Principal Engineer

Kittelson & Associates, Inc.
Transportation Engineering / Planning
101 South Capitol Blvd, Suite 600
Boise, Idaho 83702

12/2/2019

neUdesign Architecture, LLC Mail - FW: Area of Influence model runs - Meridian station

208.472.9804 (direct)
208.867.3898 (cell)



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**CITY OF MERIDIAN
PRE-APPLICATION MEETING NOTES**

(2pm)

Project/Subdivision Name: Meridian Station Date: 10/22/19
 Applicant(s)/Contact(s): Bill, Dan, Matt
 City Staff: Sanya, Bill, Cameron, Scott, Brian, Tori, Caleb, Bruce, Ashley, ~~Joe~~, Tom
 Location: SEC Main / Broadway Size of Property: _____
 Comprehensive Plan FLUM Designation: Old Town
 Existing Use: Vacant ~~lot~~ storage, parking Existing Zoning: O-T
 Proposed Use: Mixed use Proposed Zoning: O-T
 Surrounding Uses: Industrial, Civic, Commercial
 Street Buffer(s) and/or Land Use Buffer(s): Comply w/ Downtown Street Cross-section Plan
 Open Space/Amenities/Pathways: 10' pathway along Broadway & west side of 3rd
 Access/Stub Streets: Access to Broadway + 3rd + T.I.S. should determine access to Main
 Waterways/ Floodplain/Topography/Hazards: Hunter Lateral
 History: N/A

- Additional Meeting Notes: * Parking garages well lit.
 * Integrate loading areas into the development.
 * Coordinate w/ MDC on reducing parking for the development.
 * Coordinate w/ NMID on the filing of the Hunter Lateral. Must be out of the ROW; no buildings can encroach in the easement.
 * To increase the height limit in the O-T zone requires approval of a CUR.
 * Must comply w/ the development standards in the O-T zone (UDC-11-20-4)
 * Must comply w/ the vertically integrated specific use standards set forth in UDC 11-4-3-4b.
 * Submit parking alternative compliance concurrent w/ your CUR application
 * Vacation application requires action by City Council.
 * Staff review (PBA) to reconfigure the property.
 * Building designs must comply w/ ASM.

Note: A Traffic Impact Study (TIS) will be required by ACHD for large commercial projects and any residential development with over 100 units. To avoid unnecessary delays & expedite the hearing process, applicants are encouraged to submit the TIS to ACHD prior to submitting their application to the City. Not having ACHD comments and/or conditions on large projects may delay hearing(s) at the City. Please contact Mindy Wallace at 387-6178 or Christy Little at 387-6144 at ACHD for information in regard to a TIS, conditions, impact fees and process.

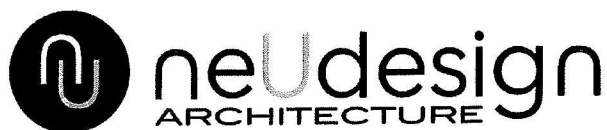
Other Agencies/Departments to Contact:

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> Ada County Highway Dist. (ACHD) T.I.S. | <input checked="" type="checkbox"/> Nampa Meridian Irrigation Dist. (NMID) | <input type="checkbox"/> Public Works Department |
| <input type="checkbox"/> Idaho Transportation Dept. (ITD) | <input type="checkbox"/> Settler's Irrigation District | <input type="checkbox"/> Building Department |
| <input type="checkbox"/> Republic Services | <input checked="" type="checkbox"/> Police Department | <input type="checkbox"/> Parks Department, Jay |
| <input type="checkbox"/> Central District Health Department | <input checked="" type="checkbox"/> Fire Department Joe 988-1234 | <input type="checkbox"/> Other: _____ |

Application(s) Required:

- | | | |
|--|---|---|
| <input type="checkbox"/> Administrative Design Review | <input type="checkbox"/> Conditional Use Permit Modification/Transfer | <input type="checkbox"/> Rezone |
| <input checked="" type="checkbox"/> Alternative Compliance \$160.00 | <input type="checkbox"/> Development Agreement Modification | <input type="checkbox"/> Short Plat |
| <input type="checkbox"/> Annexation | <input type="checkbox"/> Final Plat | <input type="checkbox"/> Time Extension - Council |
| <input type="checkbox"/> City Council Review | <input type="checkbox"/> Final Plat Modification | <input type="checkbox"/> UDC Text Amendment |
| <input type="checkbox"/> Comprehensive Plan Amendment - Map | <input type="checkbox"/> Planned Unit Development | <input checked="" type="checkbox"/> Vacation ROW w/ ACHD |
| <input type="checkbox"/> Comprehensive Plan Amendment - Text | <input type="checkbox"/> Preliminary Plat | <input type="checkbox"/> Variance \$589.00 |
| <input checked="" type="checkbox"/> Conditional Use Permit \$1369.00 | <input type="checkbox"/> Private Street | <input checked="" type="checkbox"/> Other PBA to reconfigure the properties |

Notes: 1) Applicants are required to hold a neighborhood meeting in accord with UDC 11-5A-5C prior to submittal of an application requiring a public hearing (except for a vacation or short plat); and 2) All applicants for permits requiring a public hearing shall post the site with a public hearing notice in accord with UDC 11-5A-5D.3 (except for UDC text amendments, Comp Plan text amendments, and vacations). The information provided during this meeting is based on current UDC requirements and the Comprehensive Plan. Any subsequent changes to the UDC and/or Comp Plan may affect your submittal and/or application. This pre-application meeting shall be valid for four (4) months.



Wednesday, October 30, 6:00pm
725 E 2nd St. Meridian, ID 83642

Re: CUP Application – Meridian Station

Sign-in Sheet

<u>Name</u>	<u>Address</u>	<u>Phone</u>
1. <u>Emily Humphreys</u>	<u>726 E 4th St Meridian</u>	<u>208-949-4517</u>
2. <u>John Thill</u>	<u>1326 Cherry Ln.</u>	<u>208 888-4451 ext. 1233</u>
3. <u>LOREN + Done Wheeler</u>	<u>533 E Idaho</u>	
4. <u>Sean Equals</u>	<u>311 E. Idaho</u>	<u>208-890-0573</u>
5. <u>BEN PAULSEN</u>	<u>336 E. BROADWAY</u>	<u>208-250-2604</u>
6. <u>T. van Sayke</u>		<u>208 - 869-7137</u>
7. <u>Matt McAulity</u>	<u>725 E. SECOND</u>	<u>208 884.2824</u>
8.		
9.		
10.		
11.		
12.		
13.		
14.		
15.		



Wednesday, October 30, 6:00pm
725 E 2nd St. Meridian, ID 83642

Re: CUP Application – Meridian Station

Sign-in Sheet

<u>Name</u>	<u>Address</u>	<u>Phone</u>
1. Kyle Jones	412 E Broadway	541-848-7334
2. Kyrlys Lisle	706 Main	208-375-4203
3. Bobb Sherman		
4. Jonathan Fink	Meridian	206-271-6010
5. Joe Jones	208-218 E 3 rd St	208-588-4774
6. Carol McFadden	2707 W Crescent Rim	208-863-3720
7. Scott Cutler	SCOTT CUTLER	
8. Bill TRUAX		208-447-9114
9. Megan Larsen	700 NE 2 nd Street #200	208 475 2228
10. Meinda Quick	412 E. Broadway	208-353-2511
11.		
12.		
13.		
14.		
15.		


COMMITMENT OF PROPERTY POSTING

Per Unified Development Code (UDC) 11-5A-5D, the applicant for all applications requiring a public hearing (except for a UDC text amendment, a Comprehensive Plan text amendment and/or vacations) shall post the subject property not less than ten (10) days prior to the hearing. The applicant shall post a copy of the public hearing notice of the application(s) on the property under consideration.

The applicant shall submit proof of property posting in the form of a notarized statement and a photograph of the posting to the City no later than seven (7) days prior to the public hearing attesting to where and when the sign(s) were posted. Unless such Certificate is received by the required date, the hearing will be continued.

The sign(s) shall be removed no later than three (3) days after the end of the public hearing for which the sign(s) had been posted.

I am aware of the above requirements and will comply with the posting requirements as stated in UDC 11-5A-5.



Applicant/agent signature

11.5.19

Date



Matt McNulty <mmcanulty@neudesignarch.com>

Address Verification Complete

noreply@meridiacity.org <noreply@meridiacity.org>

Mon, Oct 28, 2019 at 3:00 PM

To: mmcanulty@neudesignarch.com, tricks@meridiacity.org, rbeecroft@meridiacity.org

Address verification is complete for record LDAV-2019-0667

Project: Meridian Station

Address:

415 E BROADWAY AVE

MERIDIAN, ID 83642

Parcel(s):

R7596000545

Lot: null

Block: 3,4,9

Subdivision: ROWAN ADD TO MERIDIAN

S1107325600

Lot: null

Block: null

Subdivision: 3N 1E 07

S1107325700

Lot: null

Block: null

Subdivision: 3N 1E 07

Comments:

Parcel verification City of Meridian

33 E. Broadway Ave., Meridian, Idaho 83642

Phone: 208-888-4433

www.meridiacity.org

All e-mail messages sent to or received by City of Meridian e-mail accounts are subject to the Idaho law, in regards to both release and retention, and may be released upon request, unless exempt from disclosure by law.



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 Meriden, IA 52442
 563.684.2522
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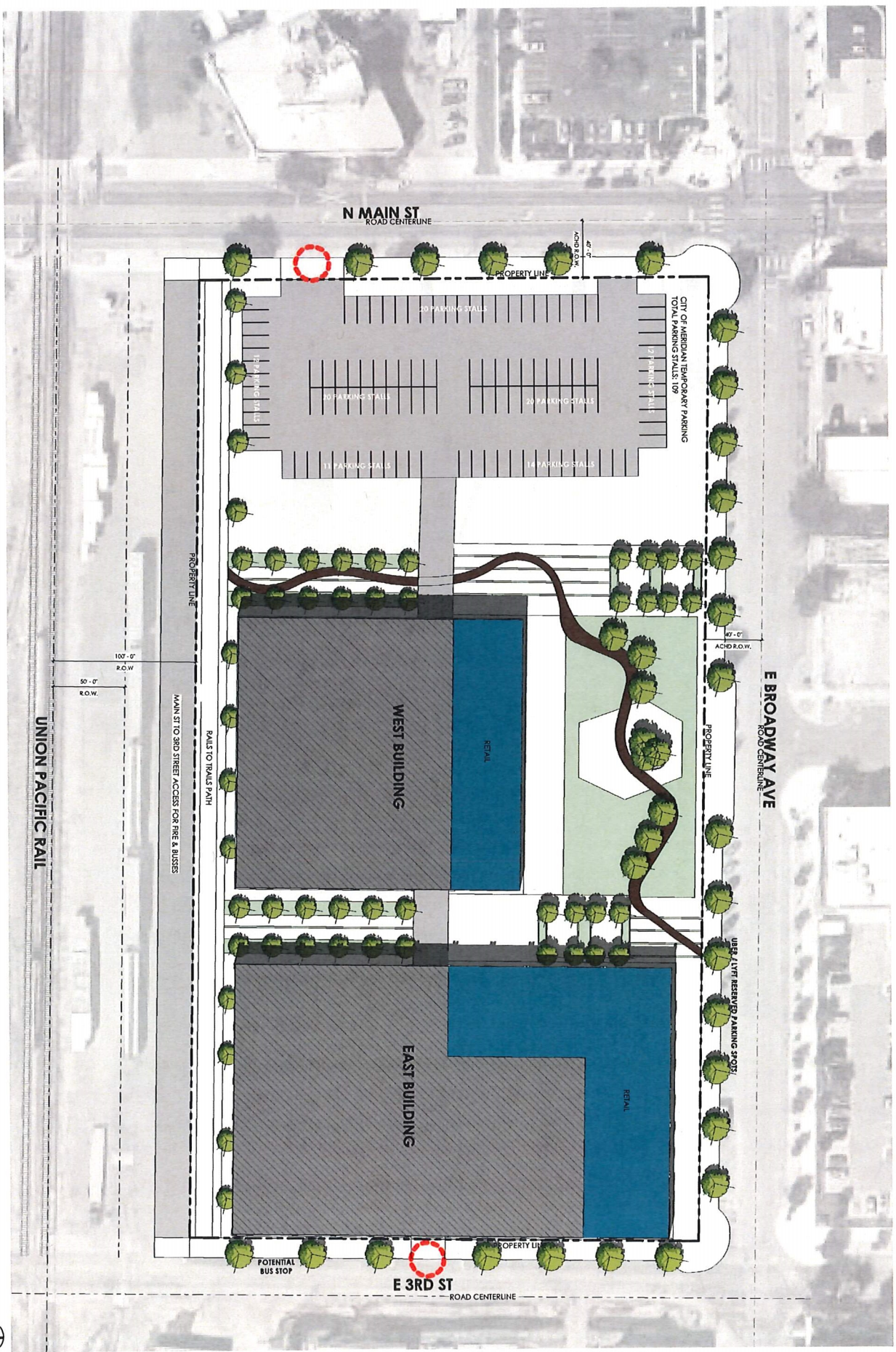
CLIENT:
GALENA OPPORTUNITY FUND
MERIDIAN STATION
 BROADWAY AVE. BETWEEN MAIN ST. AND 3RD ST.

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 X CIP 1/17/11

SITE PLAN -
 OVERALL

A-101

172
 1/17/11



SITE PLAN - OVERALL
 1/8" = 30'-0"

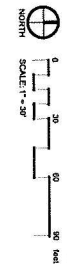
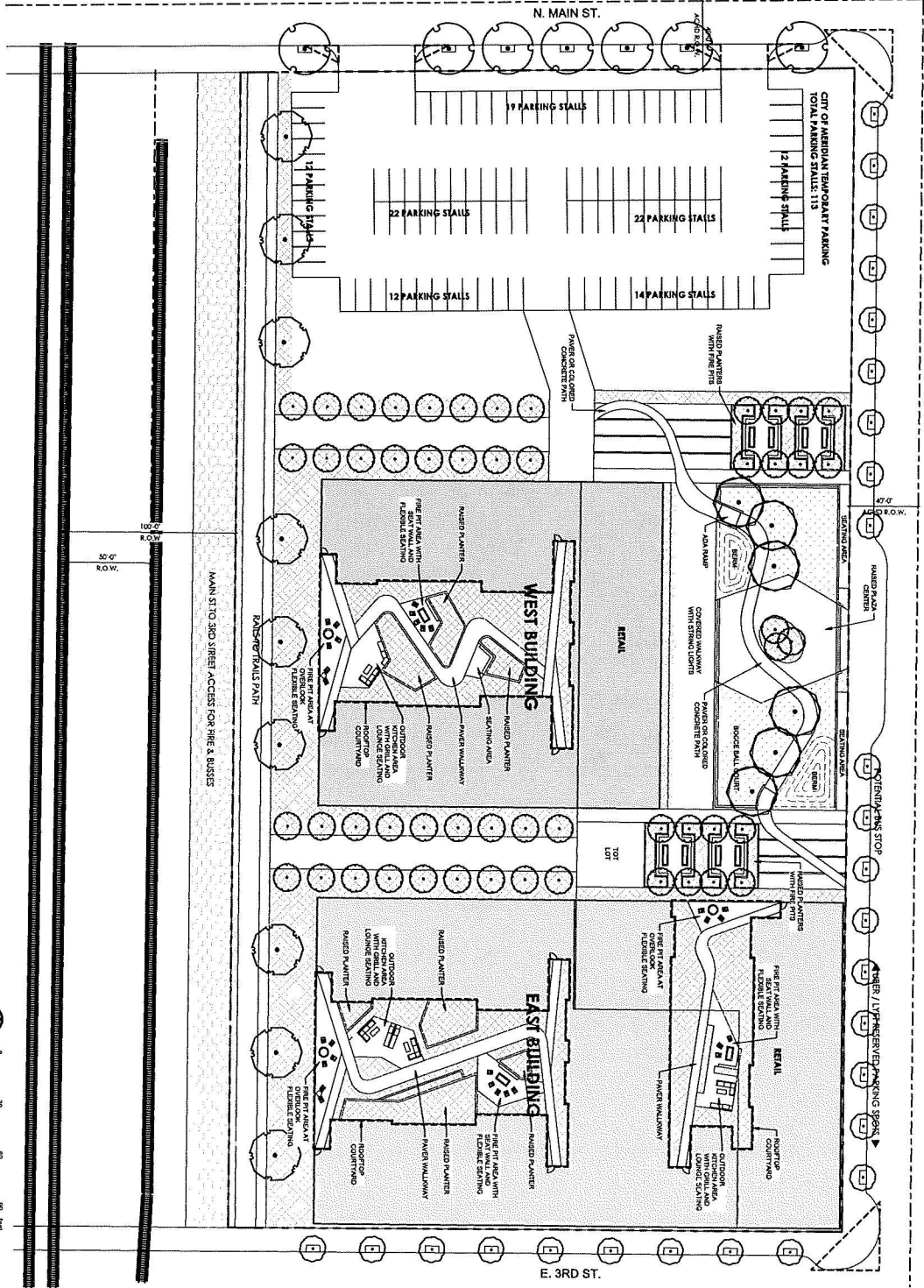
E. BROADWAY AVE.

PLANT SCHEDULE

SYMBOL	PLANT SPECIFICATION	QUANTITY	DATE	BY
○	Small tree (e.g., Dogwood)	12	2/27	CH
○	Medium tree (e.g., Red maple)	12	2/27	CH
○	Large tree (e.g., White oak)	12	2/27	CH
○	Shrub (e.g., Nandina)	12	2/27	CH
○	Flowering shrub (e.g., Hydrangea)	12	2/27	CH
○	Perennial (e.g., Hosta)	12	2/27	CH
○	Annual (e.g., Marigold)	12	2/27	CH
○	Groundcover (e.g., Sedum)	12	2/27	CH
○	Other	12	2/27	CH

LANDSCAPE MATERIALS LEGEND:

[Pattern]	100% ASPHALT
[Pattern]	PAVING MATERIAL
[Pattern]	CONCRETE
[Pattern]	GRAVEL
[Pattern]	OTHER



ne designer
 725 E. 2nd St.
 Meridian, ID 83442
 208.884.2824
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CLIENT: **GALENA OPPORTUNITY FUND**
MERIDIAN STATION

PROFESSIONAL SEAL
 LANDSCAPE ARCHITECT
 DATE: 1/21/21
 NAME: A. WELLS

LANDSCAPE PLAN

L101



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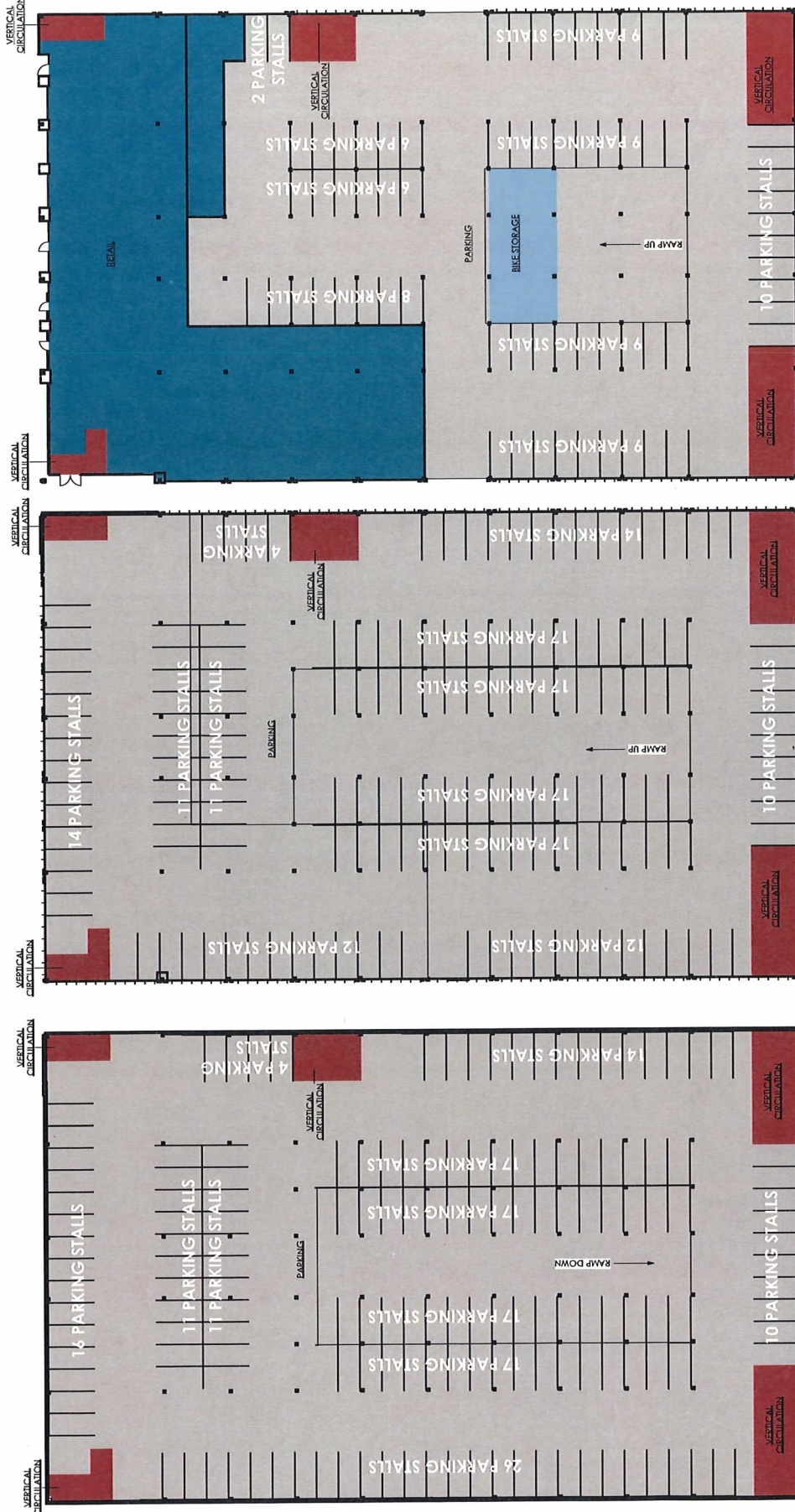
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NO. DESCRIPTION DATE

AREA PLANS

GE101

105 MAIN ST
 DANNY BT
 101
 IN



1 GROUND
 1" = 20'-0"

2 LEVEL 2
 1" = 20'-0"

3 LEVEL 3
 1" = 20'-0"

EAST BUILDING PODIUM LEGEND

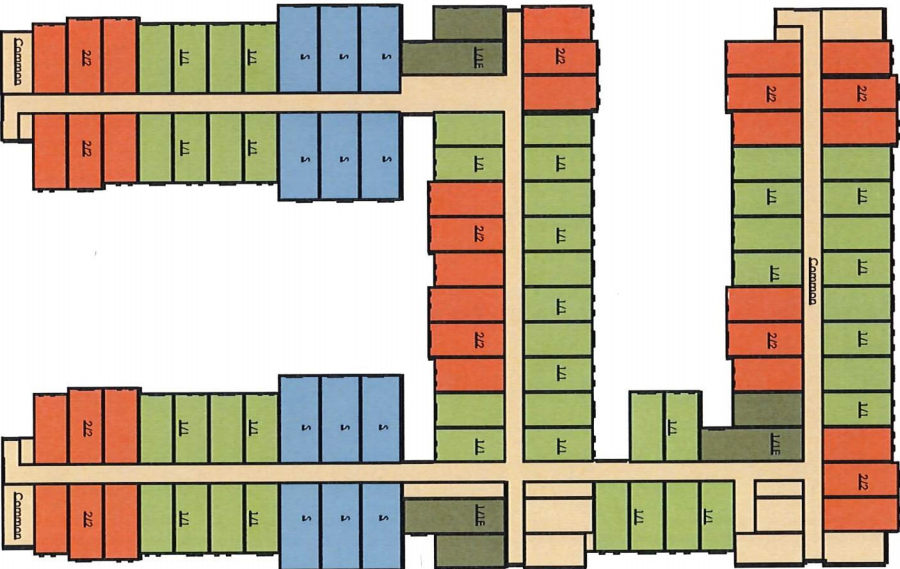
LEVEL	PARKING STALL	SOLE	LEVEL 3	PARKING STALL	SOLE
LEVEL 1	158	55,543	68	35,312	
LEVEL 2	156	55,719	68	2,945	
LEVEL 3		2,945		17,666	
TOTALS	382	174,723			

FLOORPLATE	SOLE
LEVEL 1	58,484
LEVEL 2	1,786
TOTALS	60,270

EAST APARTMENT LEGEND

FLOOR FLOOR	UNIT TYPE	SQ.FT.
1	STUDIO UNIT	5,021
1	ONE BEDROOM UNIT	13,992
1	ONE BEDROOM UNIQUE UNIT	2,199
1	TWO BEDROOM UNIT	10,149
1	COMMON SPACE	8,213
1	GREEN SPACE	17,480

PODIUM FLOORPLATE	BUILDING LEVEL FLOORPLATE	TOTAL BUILDING (4 FLOORS)
54,994	50	55,494
158,054	200	205,548



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BROADWAY AVE BETWEEN MAIN ST AND 3RD ST
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AREA PLANS
GE102

JOB NUMBER
DRAWN BY
1/21



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MILWAUKEE, WI 53212
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FAX: 414.228.8844

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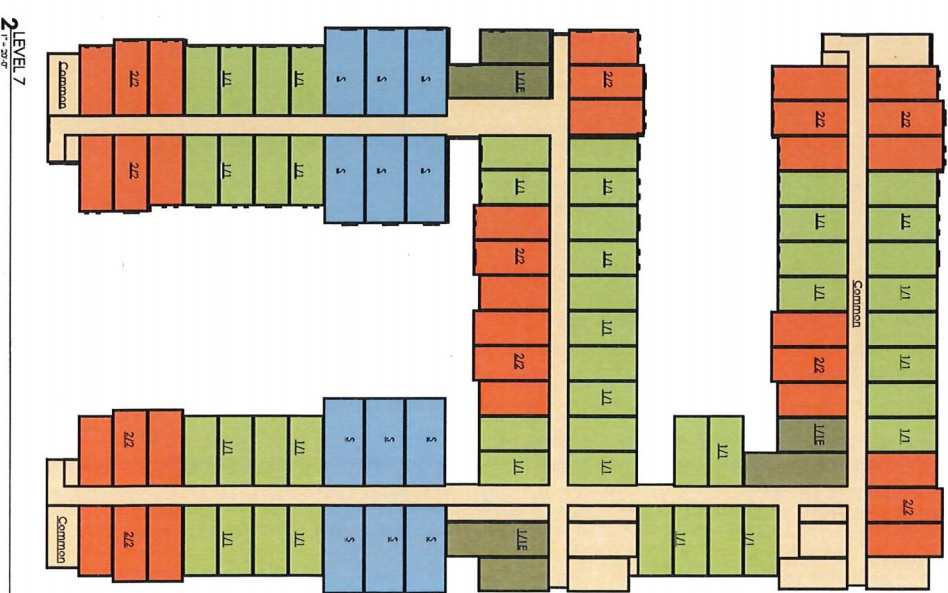
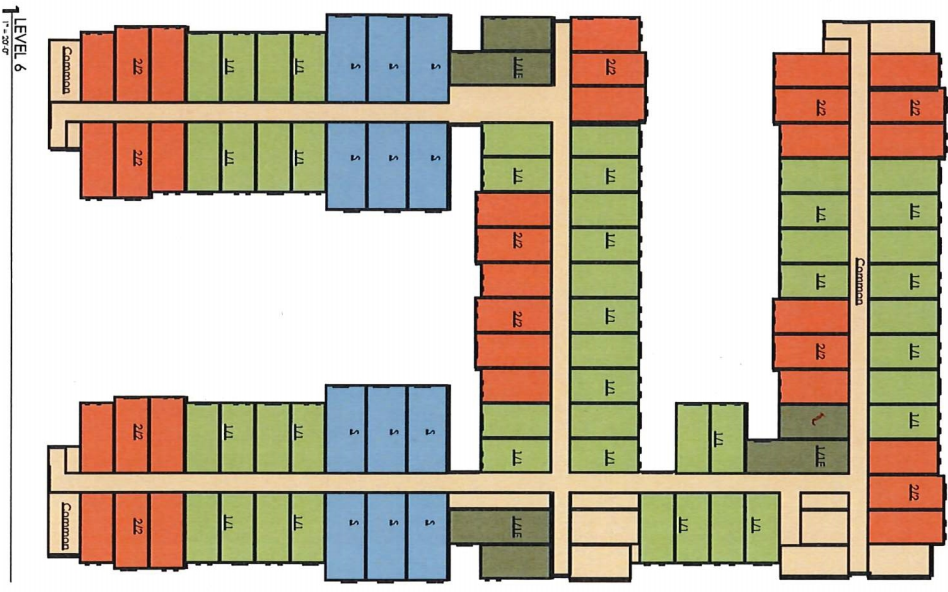
GE103

JOB NUMBER 1721
DATE 05/11/11

EAST APARTMENT LEGEND

AREA BLOCK	UNIT QTY	SQ FT
STUDIO UNIT	12	5,021
ONE BEDROOM UNIT	24	13,992
ONE BEDROOM UNIQUE UNIT	3	2,139
TWO BEDROOM UNIT	11	10,149
COMMON SPACE		8,213
GREEN SPACE		17,480

PODIUM FLOORPLATE	BUILDING LEVEL FLOORPLATE	TOTAL BUILDING (4 FLOORS)
54,994	39,514	158,055





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 Meridian, ID 83642
 208.389.4824
 208.389.4824
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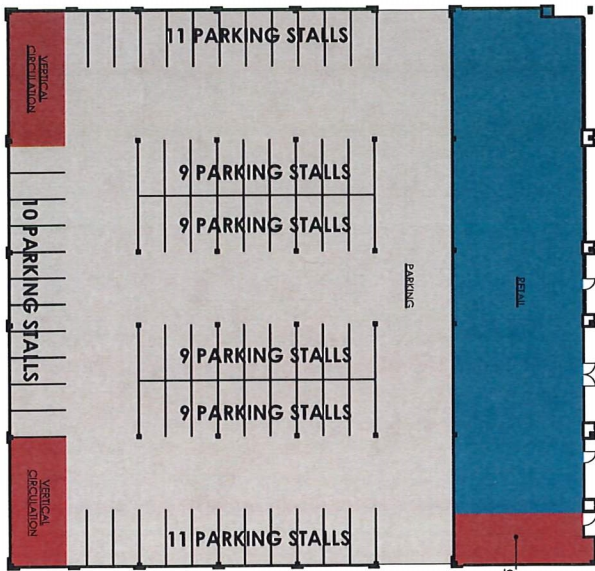
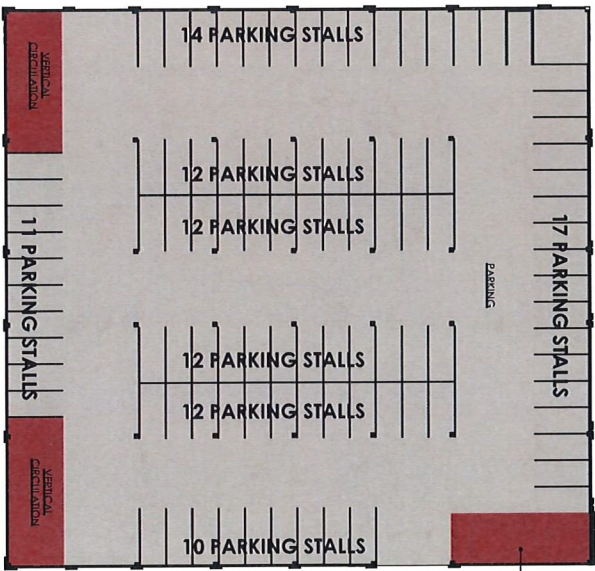
AREA PLANS

GW101

JOB NUMBER 172
 DRAWING NO. 172

WEST BUILDING PODIUM LEGEND

RETAIL	PARKING STALL	SQ. FT.
PARKING		49
RETAIL		27,147
RETAIL		7,748
VERTICAL CIRCULATION		2,639
FLOORPLATE		37,534
LEVEL 2	PARKING STALL	SQ. FT.
PARKING		100
PARKING		35,357
VERTICAL CIRCULATION		2,837
FLOORPLATE		38,194
TOTALS		148
		72,891

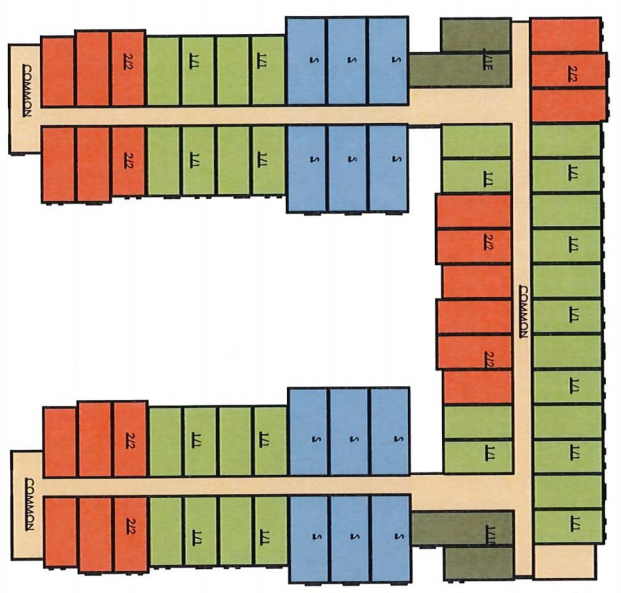




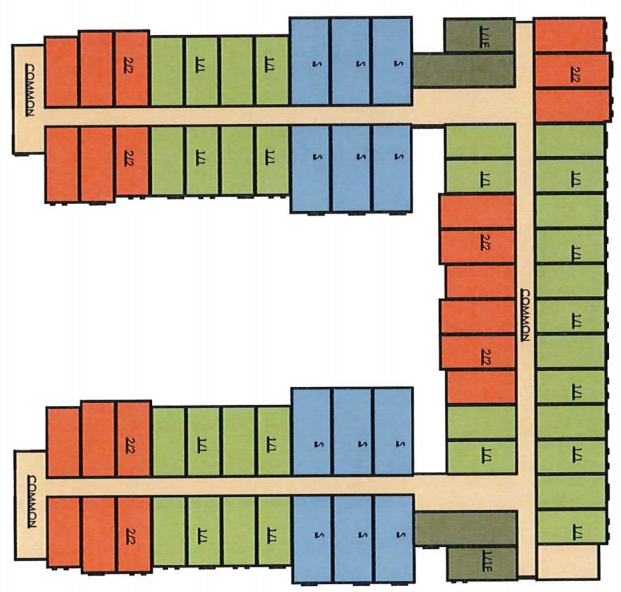
WEST BUILDING APARTMENT LEGEND

RES. FLOOR	UNIT CDT	SQ. FT.
STUDIO UNIT	12	5,016
ONE BEDROOM UNIT	16	9,328
ONE BEDROOM UNIQUE UNIT	2	1,406
TWO BEDROOM UNIT	7	6,484
COMMON SPACE		4,713
		10,732

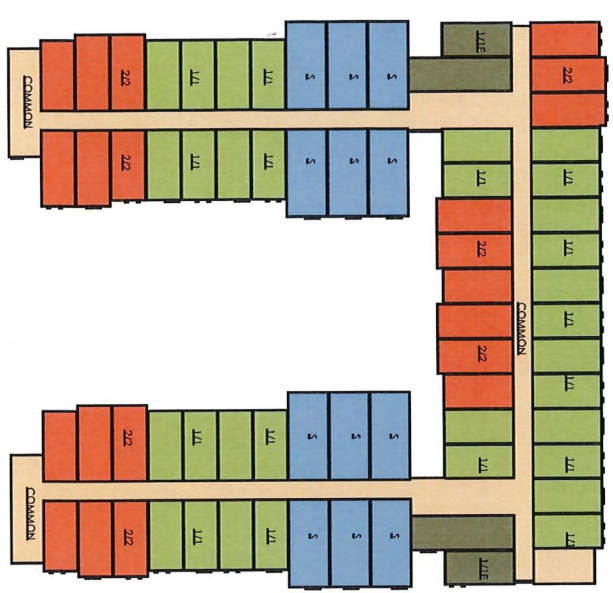
FORBURN FLOORPLATE	37	37,449
BUILDING LEVEL FLOORPLATE		26,917
TOTAL BUILDING (5 FLOORS)	185	134,585



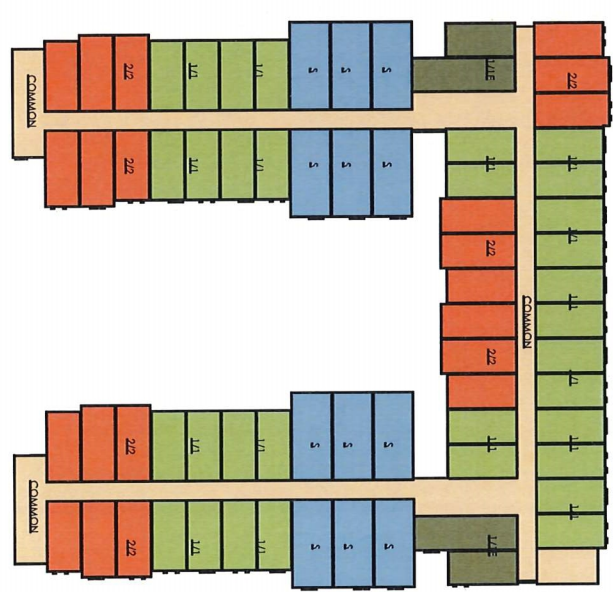
LEVEL 7
1" = 20'0"



LEVEL 6
1" = 20'0"



LEVEL 5
1" = 20'0"



LEVEL 4
1" = 20'0"



LEVEL 3
1" = 20'0"

NOT FOR PERMITS

CLIENT: GALENA OPPORTUNITY FUND
 MERIDIAN STATION - WEST BUILDING
 BROADWAY AVE. BETWEEN MAIN ST AND 3RD ST

AREA PLANS

GW102

JOHN WALKER
 ARCHITECT
 1/17/19



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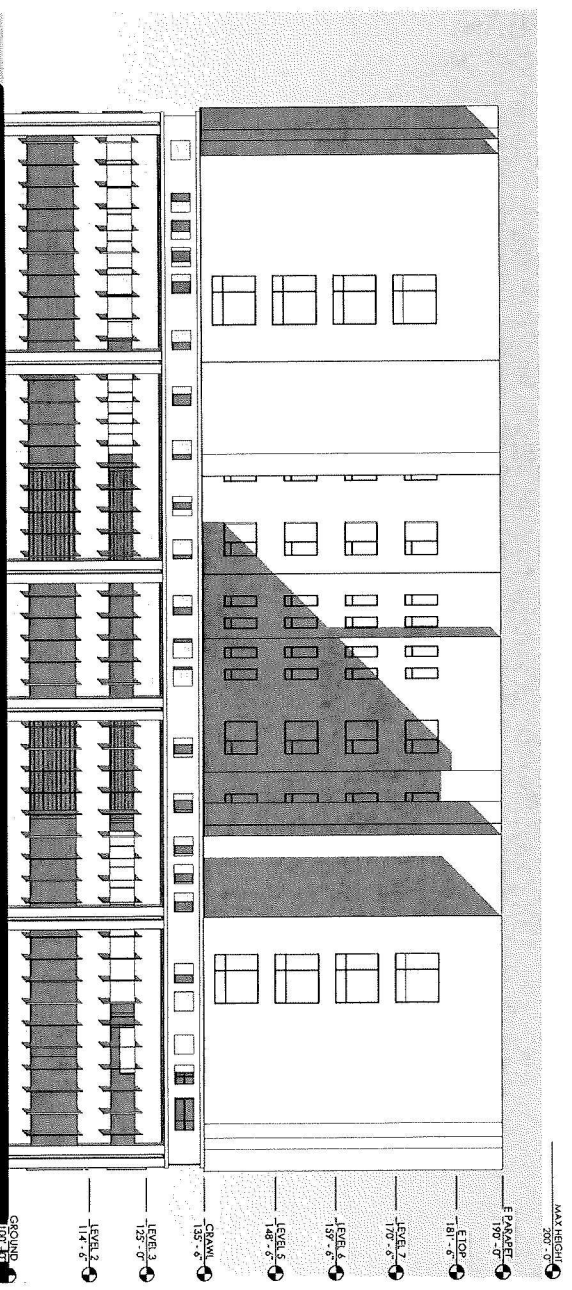
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NO EXCERPTION DATE

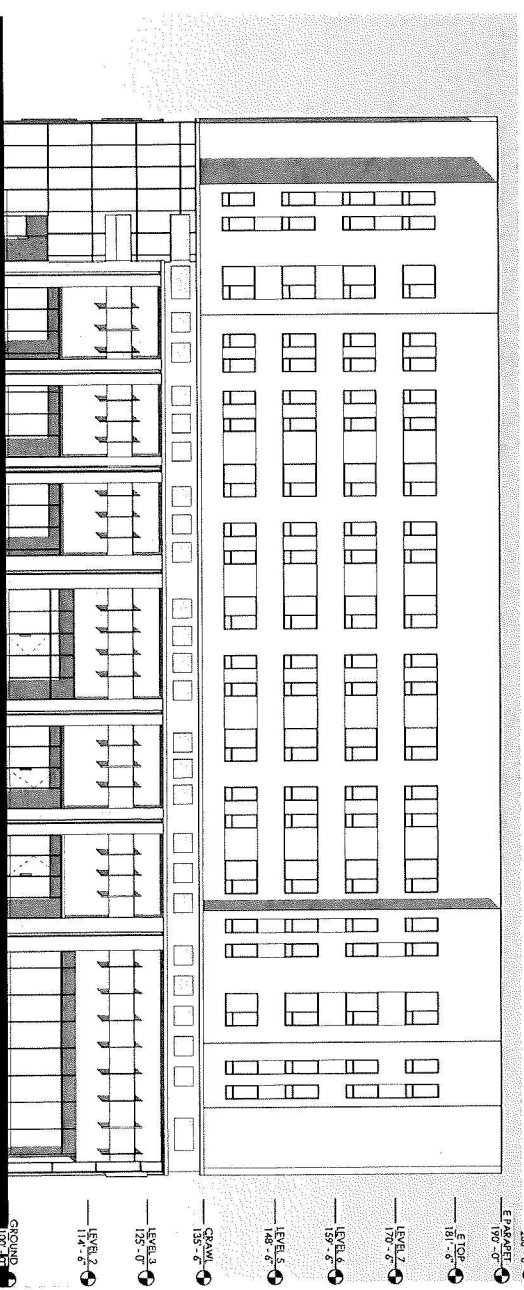
EAST BUILDING - EXTERIOR ELEVATIONS

AE211

JOB NUMBER 20240001
 DRAWING BY N



2 EAST BUILDING - SOUTH ELEVATION



1 EAST BUILDING - NORTH ELEVATION



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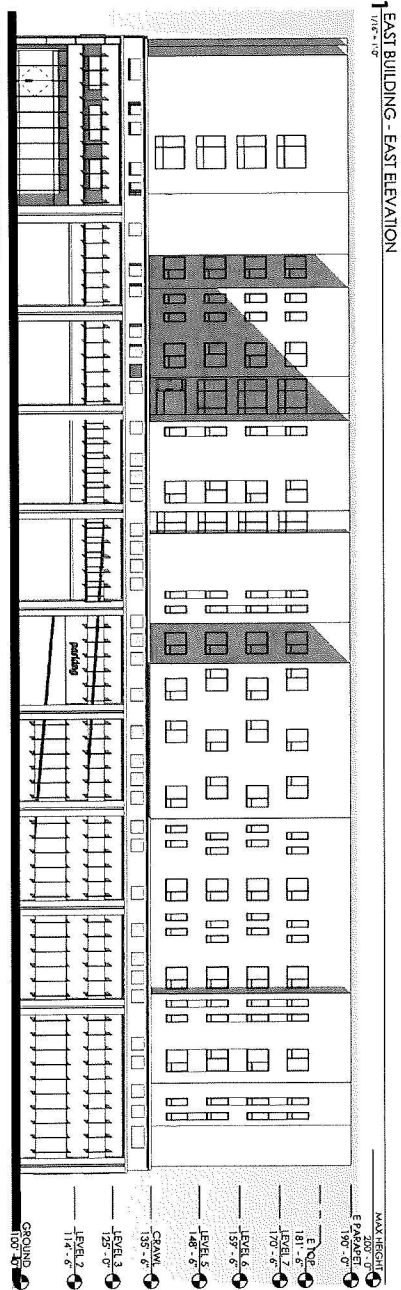
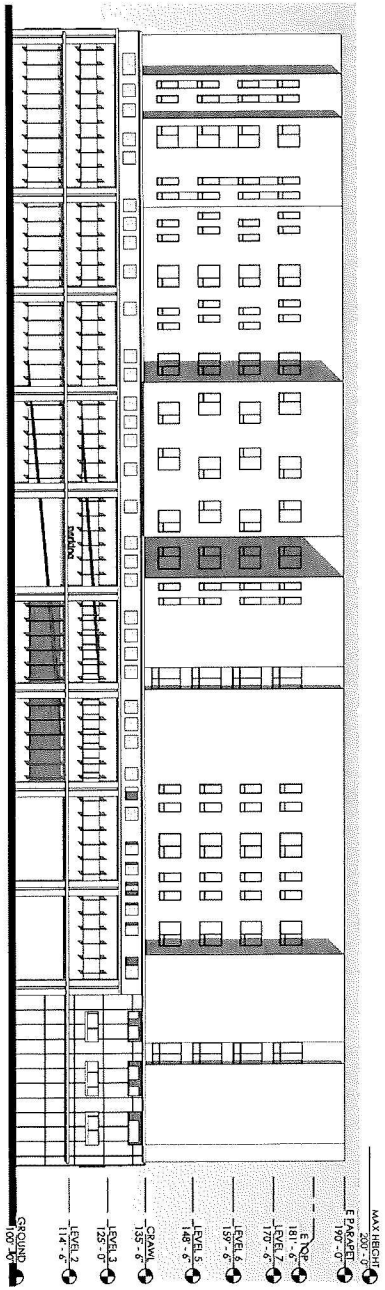
NOT FOR PERMITS

NO. DESCRIPTION DATE

EAST BUILDING - EXTERIOR ELEVATIONS

AE212

JOB NUMBER 1751
 DRAWN BY NJ



2 EAST BUILDING - WEST ELEVATION
 1/8" = 1'-0"



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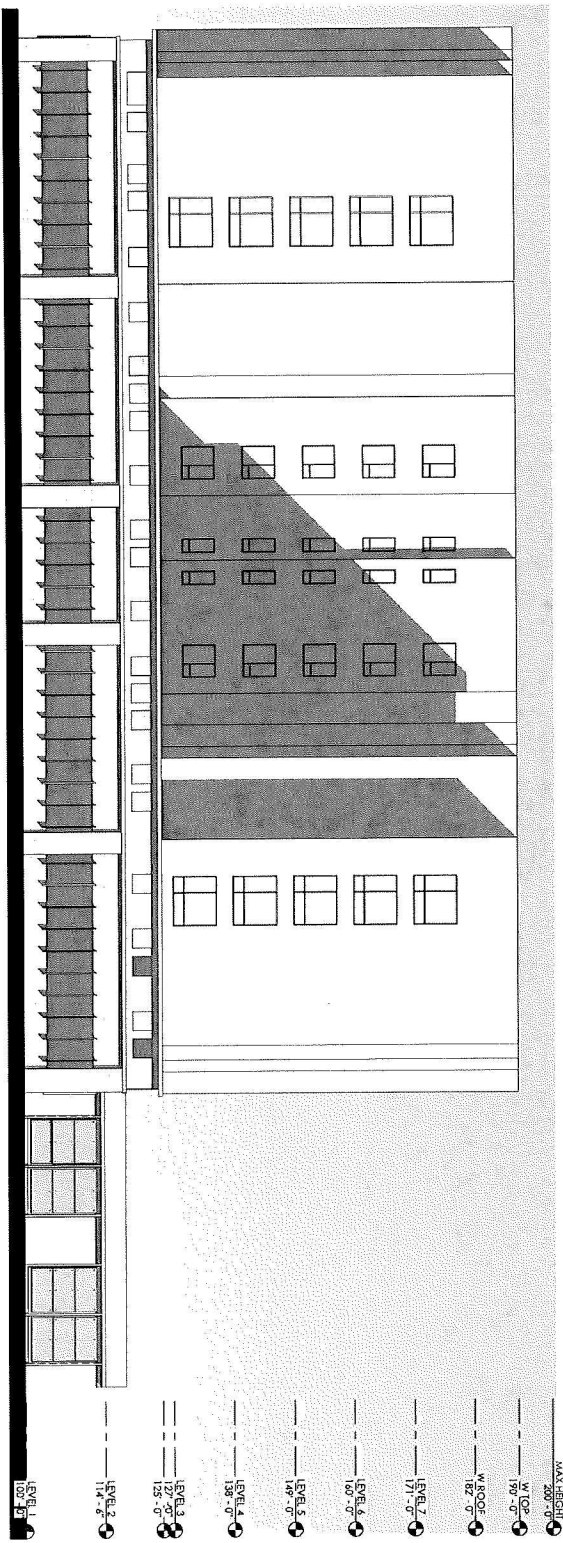
CLIENT:
 GALENA OPPORTUNITY FUND
 MERIDIAN STATION - WEST BUILDING
 BROADWAY AVE. BETWEEN MAIN ST AND 3RD ST

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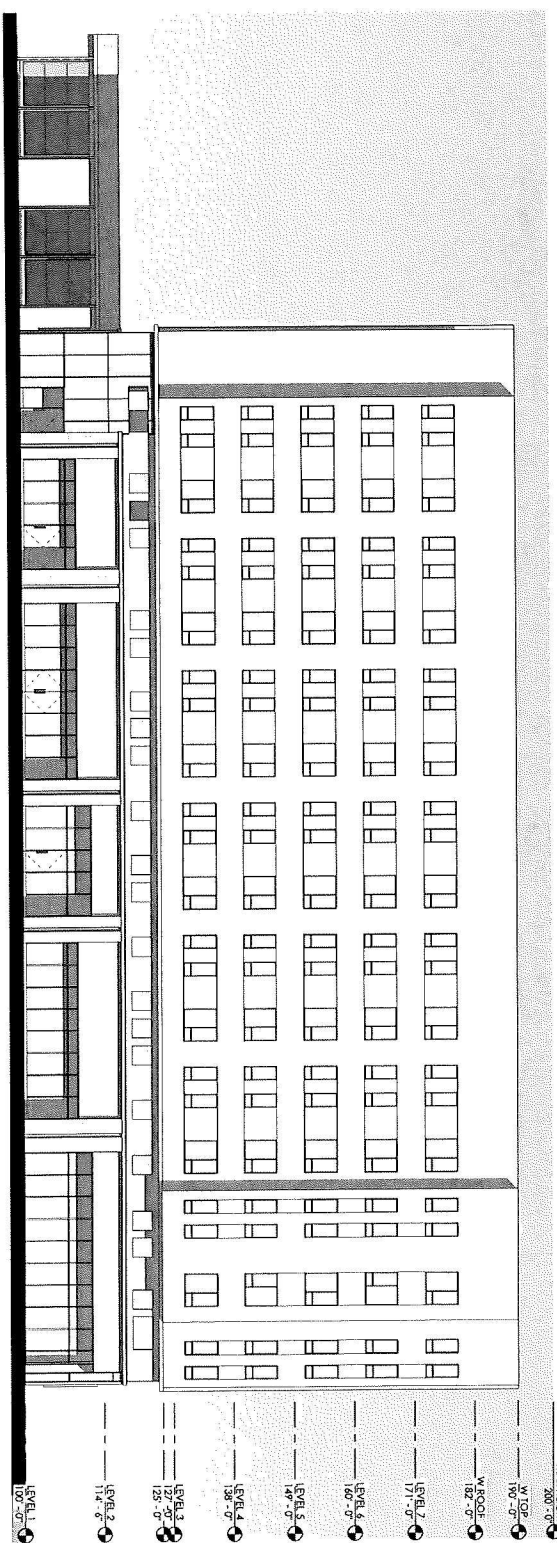
NO DATE
 DESCRIPTION DATE
 A CIP 11/27/11

EXTERIOR
 ELEVATIONS
 AW211

JOB NUMBER
 15
 12/11/11



2 WEST BUILDING - SOUTH ELEVATION
 1/2" = 1'-0"



1 WEST BUILDING - NORTH ELEVATION
 1/2" = 1'-0"



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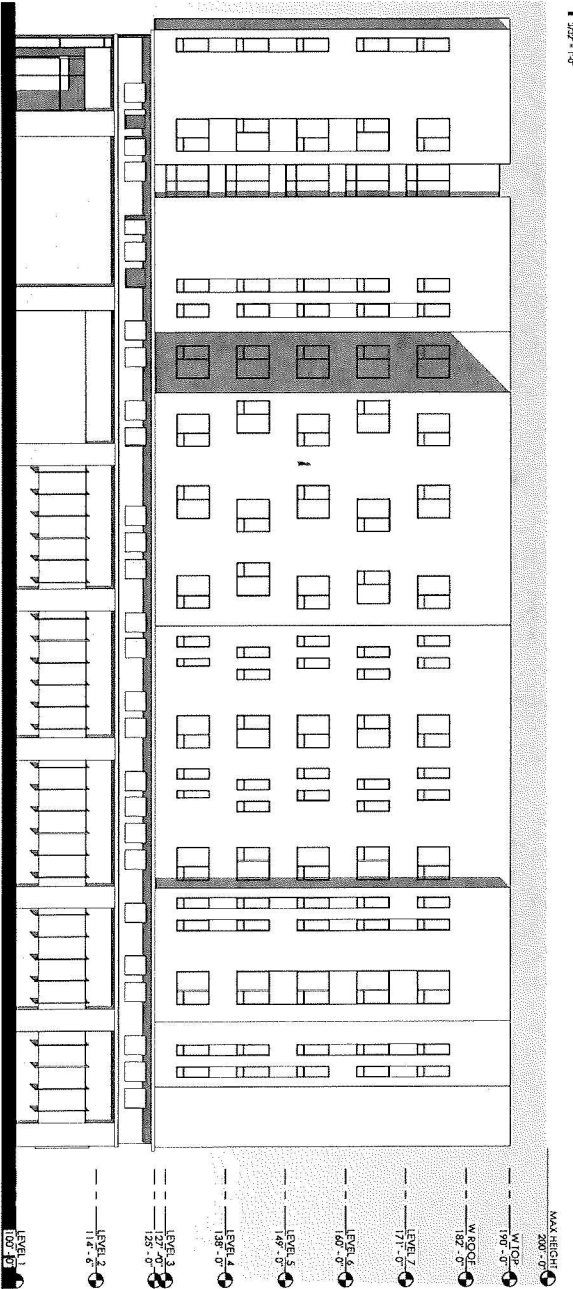
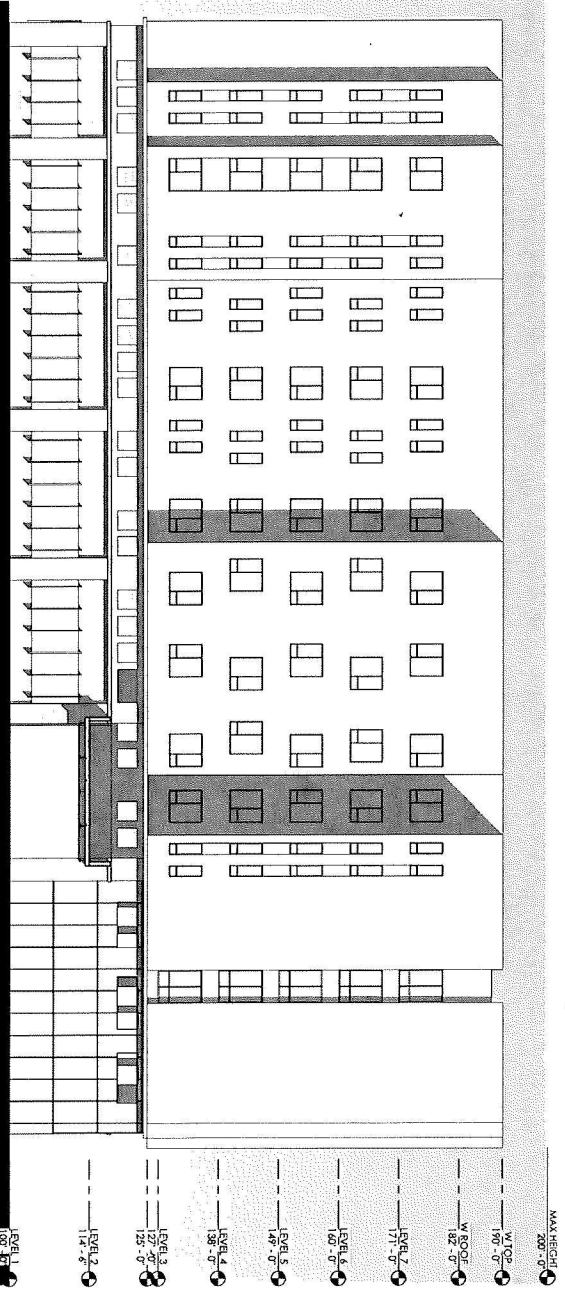
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BROADWAY AVE. BETWEEN MAH ST AND 3RD ST

PROFESSIONAL SEAL
DATE: 11/27/19
DRAWN BY: JON NUMBER

EXTERIOR
ELEVATIONS

AW212

JON NUMBER
DRAWN BY

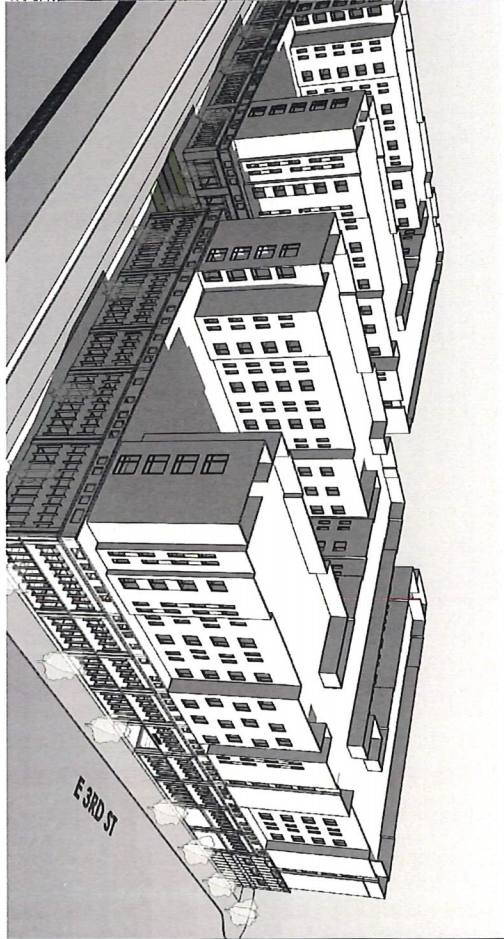


2 WEST BUILDING - WEST ELEVATION
2/32" = 1/8"

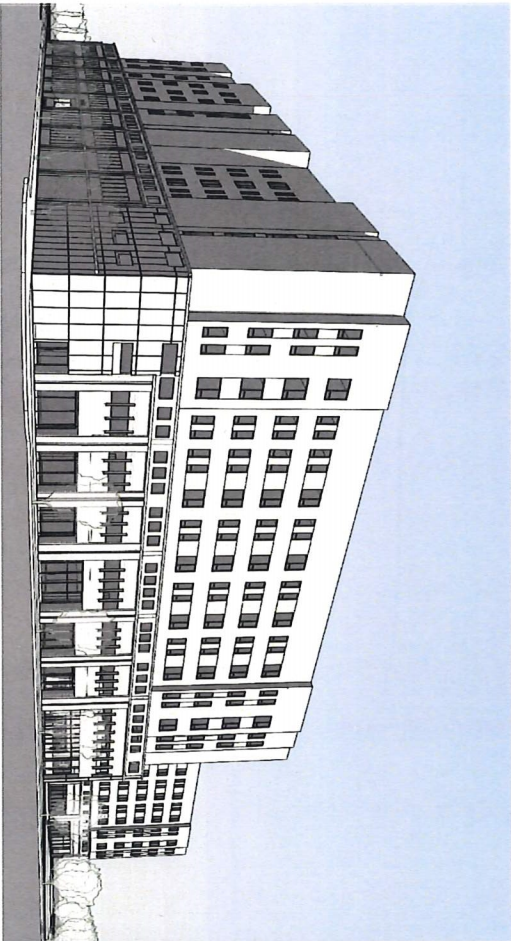
1 WEST BUILDING - EAST ELEVATION
1/32" = 1/8"



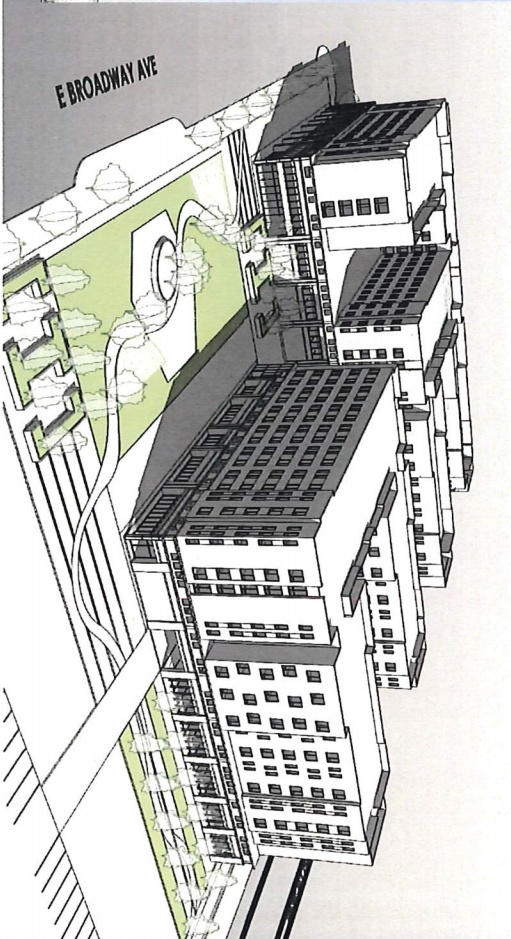
4 BROADWAY LOOKING AT COURTYARD



2 RAILROAD & 3RD AERIAL



3 BROADWAY & 3RD LOOKING SOUTHEAST



1 MAIN & BROADWAY AERIAL



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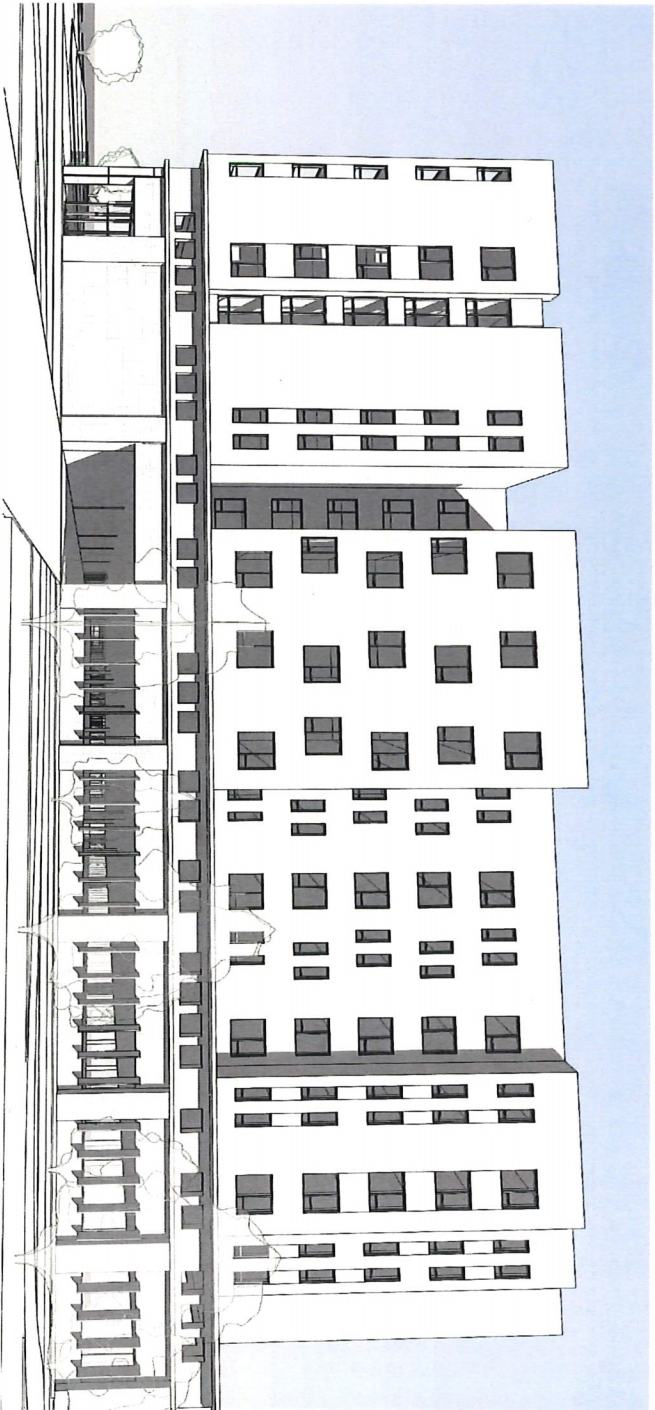
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DATE 11/27/19

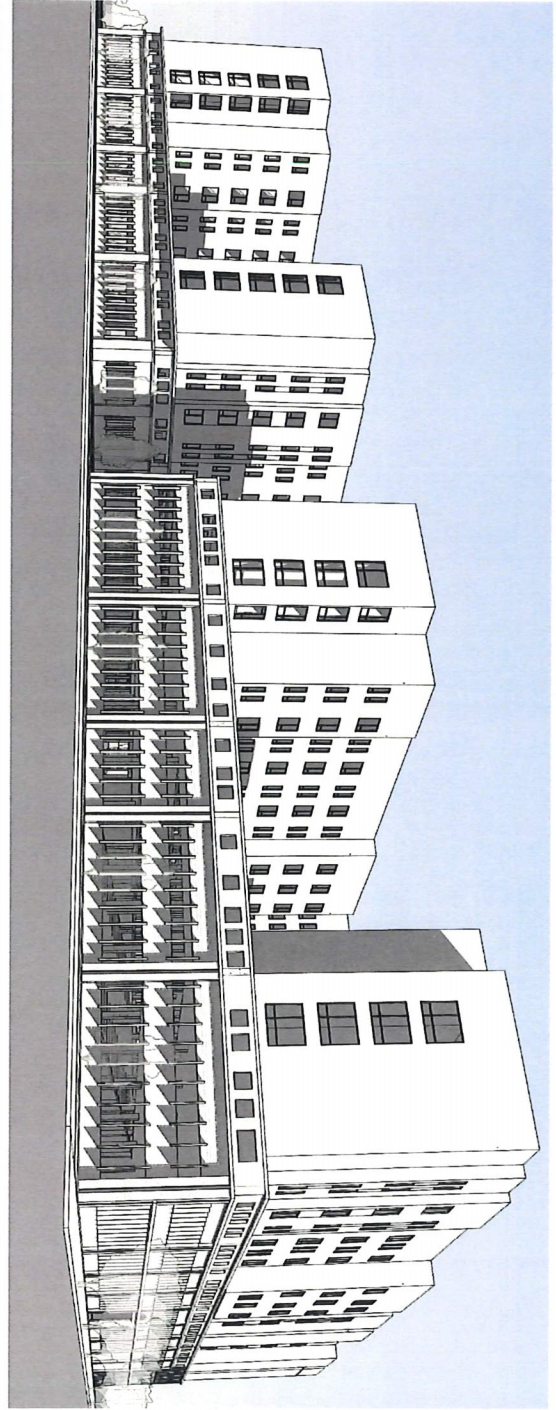
PERSPECTIVE

A-911

JOB NUMBER 1721
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2 WEST - WEST BUILDING



3 RAILROAD LOOKING NORTH



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