

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
THE INDUSTRIAL DEVELOPMENT AUTHORITY OF
THE CITY OF LEE'S SUMMIT, MISSOURI

The Industrial Development Authority of the City of Lee's Summit, Missouri met in special session on February 2, 2018, at 8:15 a.m., in the Lee's Summit, Missouri City Hall, Strother Conference Room, 220 SE Green Street in Lee's Summit, Missouri. The meeting was in accordance with notice duly given and posted.

<u>Name</u>	<u>Title</u>	<u>Present/Absent</u>
Rick Viar	President	Present
Gene Gamber	Vice-President	Present
Kristi Johnson-Ware	Treasurer	Present
Don Beaman	Secretary	Present
Robert Handley	Assistant Secretary	Present
Jody Carroll	Director	Present
Tyler Morehead	Director	Present

Also in attendance were Mr. Kim Klockenga, CFO of John Knox Village, Mr. Bill Burns of Gilmore & Bell, Ms. Bette Wordelman and Mr. Conrad Lamb of the City's Finance Department and Chris Williams, General Counsel. The President declared a quorum present and called the meeting to order. Approval of minutes of January 12, 2018 meeting was introduced by the President. A motion to approve the minutes previously distributed to Board Members was made and seconded. The motion was considered and put to a vote. All voted in favor, none opposed. The President declared the motion approved unanimously.

Treasurer's Report: Treasurer Johnson-Ware reported Challenge-Grant checks to LS Downtown Mainstreet and LS Historical Society had cleared, and the Authority had a current checking account balance of \$51,927.68, plus a certificate of deposit in the amount of \$27,352.93 maturing March 28, 2018. Renewal of the CD was previously authorized by the Board and no action was necessary.

The first item of new business introduced by President Viar was a public (TEFRA) hearing regarding proposed issuance of revenue bonds for the purpose of providing funds to make a loan to John Knox Village, a Missouri nonprofit corporation, in a principal amount not to exceed \$50,000,000. President Viar opened the hearing and asked for comments from IDA General Counsel, Chris Williams. Mr. Williams presented a publishers' affidavit showing publication on January 15, 2018, of the notice of the public hearing in the *Kansas City Star*, a newspaper of general circulation in the City of Lee's Summit, Missouri, at least 14 days prior to the date of this public hearing and stated the public hearing was being "held pursuant to the published notice as required by Section 147(f) of the Internal Revenue Code of 1986, as amended, on the proposed issuance by the Lee's Summit IDA of its revenue bonds in a principal amount not to exceed \$50,000,000 for the purpose of providing funds to refund the Authority's outstanding Senior Living Facilities Revenue Bonds (John Knox Village), Series 2007A, to refinance a certain bank loan to John Knox Village, and to pay the costs of a project for John Knox Village. The Bonds will not constitute a debt or liability of IDA, the City of Lee's Summit or the State of Missouri or

of any political subdivision thereof within the meaning of any State constitutional provision or statutory limitation and will not constitute a pledge of the faith and credit of the IDA, the City or the State or of any political subdivision thereof. The issuance of the Bonds will not, directly, indirectly, or contingently, obligate the IDA, the City or the State or any political subdivision thereof to levy any form of taxation therefor or to make any appropriation for their payment. The IDA has no taxing power.”

Kim Klockenga, CFO of John Knox Village, and Bill Burns, bond counsel with Gilmore & Bell provided an overview of the proposed financing. When they concluded, President Viar announced that testimony would be heard by anyone desiring to speak on the proposed project. Nobody expressed a desire to speak. President Viar then declared the public hearing closed.

Following the public hearing, President Viar asked if the Board was ready to consider the following resolution to approve the bond issue.

RESOLUTION AUTHORIZING THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF LEE'S SUMMIT, MISSOURI, TO ISSUE NOT TO EXCEED \$60,000,000 PRINCIPAL AMOUNT OF SENIOR LIVING FACILITIES REVENUE BONDS (JOHN KNOX VILLAGE), SERIES 2018, FOR THE PURPOSE OF PROVIDING FUNDS TO REFUND THE AUTHORITY'S OUTSTANDING SENIOR LIVING FACILITIES REVENUE BONDS (JOHN KNOX VILLAGE), SERIES 2007A, TO REFINANCE CERTAIN A BANK LOAN TO JOHN KNOX VILLAGE, AND TO PAY THE COSTS OF A PROJECT FOR JOHN KNOX VILLAGE; AND AUTHORIZING AND APPROVING CERTAIN DOCUMENTS AND ACTIONS IN CONNECTION WITH THE ISSUANCE OF SAID BONDS.

A Motion to approve the Resolution was made by Director Gamber, seconded by Director Johnson-Ware. The President asked if there was discussion. There was none. The Motion having been considered was put to a vote. The following vote was recorded.

Aye: Gene Gamber, Kristi E. Johnson-Ware, Don Beaman, Jody Carroll, Tyler Morehead, Robert Handley
Abstain: Rick Viar
Nay: None

The President stated that the Motion passed.

Director Gamber updated the Board regarding the North Gateway Monument Sign. He reported that a dispute has arisen with the contractor as to whether the LS initials on the sign are required to be iodized. Plans and specifications call for the initials to be the same as the initials on the west gateway monument, which are iodized. The project manager is holding firm to the position that painted lettering is unacceptable. Director Gamber stated he will keep the Board informed.

Under other business, there was a status update regarding the Downtown-Mainstreet and Historical-Society grants, followed by a round table discussion of whether any new matching grant requests may be forthcoming. It was suggested that the matching grant program has greater recognition now than when the program was initially introduced, and that current leadership at the Chamber and LSEDC may

be more responsive to an invitation to participate. Director Morehead moved to issue new Challenge Grant invitation letters to the Chamber of Commerce and LSEDC with bullet-point descriptions of the most recent projects to illustrate the program's flexibility. There was a second by Director Carroll. The President asked if there was further discussion. There was none. The motion having been considered was put to a vote. All voted in favor, none opposed. The President declared the motion approved unanimously.

President Viar requested Mr. Williams to prepare invitation letters to the Chamber and LSEDC. After discussion as to whether they should be mailed or hand-delivered, Director Morehead and Treasurer Johnson-Ware volunteered to hand deliver.

President Viar asked if there was any additional business to come before the meeting. There was none. There being no further business to come before the meeting of the Authority, on motion duly made, seconded and carried by unanimous vote, the meeting was adjourned.


Assistant Secretary