

**353rd MEETING OF THE
STATE ENVIRONMENTAL IMPROVEMENT
AND ENERGY RESOURCES AUTHORITY
EIERA Office
425 Madison Street, Second Floor
Jefferson City, Missouri**

**May 11, 2022
10:00 a.m.**

[Join WebEx Meeting](#)

Teleconference Call Number: **1-650-479-3207**
WebEx Meeting Number (Access Code): **2469 509 9036**
Meeting Password: **SCh8Wekaf57**

1. Call to Order
2. Approval of Minutes
 - A. Approval of the Minutes from the 352nd Open WebEx Meeting of the Authority held February 23, 2022, in Jefferson City, Missouri
 - B. Approval of the Minutes from the 352nd Closed WebEx Meeting of the Authority held February 23, 2022, in Jefferson City, Missouri
3. Inducement Resolution for Raytown Water Company Private Activity Bond
4. Approval of Memorandum of Understanding with Division of Energy
5. Missouri Market Development Program
 - A. Program Update
 - B. Consideration of the Funding Recommendation for the Summit Transfer LLC Project and Authorizing the Director or Designee to Enter Into an Agreement on Behalf of the Authority
 - C. Other
6. Other Business
 - A. Opportunity for Public Comment (Limit of Four Minutes per Individual)
 - B. Next Meeting Date
 - C. Other
7. Closed Meeting Pursuant to Section 610.021(1), (3) and (11) RSMo. (as needed)
8. Adjournment of Closed Meeting and Return to Open Meeting
9. Adjournment of Open Meeting

The Authority may vote to close a portion of the meeting in conjunction with the discussion of litigation matters (including possible legal actions, causes of action, any confidential or privileged communications with its attorneys and the negotiation of items of a contract), real estate matters, personnel matters (including the hiring, firing, disciplining or promoting of personnel), or specification for competitive bidding pursuant to Section 610.021 (1), (3) or (11) RSMo.

Members to be Present:

Caleb Arthur, Chair
Mary Fontana Nichols, Vice Chair
Deron Cherry, Treasurer, Assistant Secretary
Nancy Gibler, Secretary

Staff to be Present:

Joe Boland, Executive Director
Mark Pauley, Deputy Director
Kristin Allan Tipton, Development Director
Angie Powell, Missouri Market Development Director
Cathy Schulte, Fiscal Manager
Genny Eichelberger, Office Support Assistant

Legal Counsel to be Present:

David Brown, Lewis Rice LLC

**MINUTES OF THE 352ND MEETING OF THE
STATE ENVIRONMENTAL IMPROVEMENT
AND ENERGY RESOURCES AUTHORITY**

**EIERA Office
425 Madison Street, Second Floor
Jefferson City, Missouri**

**WebEx/In Person Meeting
February 23, 2022
10:00 a.m.**

EIERA MEMBERS:	Mary Fontana Nichols, Vice Chair Deron Cherry, Treasurer/Assistant Secretary Nancy Gibler, Secretary
EIERA STAFF:	Joe Boland, Executive Director Kristin Allan Tipton, Development Director Cathy Schulte, Fiscal Manager Genny Eichelberger, Office Support Assistant
LEGAL COUNSEL:	David Brown Lewis Rice LLC
OTHER PARTICIPANTS:	Eric Cowan Tom Liu BofA Securities, Inc. Guy Nagahama Samuel A. Ramirez & Co., Inc. Jean Matzeder Hardwick Law Firm LLC Julie Wiegers UMB Bank, N.A. Rob Mellinger Citigroup Global Markets Inc. Nina Marlene O'Connell Joshua Thomas Leslie Song

(AGENDA ITEM #1) CALL TO ORDER

Vice Chair Nichols called the 352nd meeting of the State Environmental Improvement and Energy Resources Authority (the “Authority”) to order at 10:00 AM. Vice Chair Nichols took roll call and asked that the meeting record reflect a quorum was present via WebEx video conference.

(AGENDA ITEM 2) APPROVAL OF MEETING MINUTES

(AGENDA ITEM #2A) APPROVAL OF 351ST OPEN TELECONFERENCE MEETING MINUTES (DECEMBER 16, 2021)

The next order of business was to review and approve the open teleconference meeting minutes of the 351st meeting (December 16, 2021) of the Authority.

MOTION: Motion was made by Mr. Cherry and seconded by Ms. Gibler to approve the open teleconference minutes of the 351st meeting of the Environmental Improvement and Energy Resources Authority. By roll call vote, Mr. Cherry, Ms. Gibler and Vice Chair Nichols all voted in favor. Motion carried.

(AGENDA ITEM #2B) APPROVAL OF 351ST CLOSED TELECONFERENCE MEETING MINUTES (DECEMBER 16, 2021)

The next order of business was to review and approve the closed teleconference meeting minutes of the 351st meeting (December 16, 2021) of the Authority.

MOTION: Motion was made by Mr. Cherry and seconded by Ms. Gibler to approve the closed teleconference minutes of the 351st meeting of the Environmental Improvement and Energy Resources Authority. By roll call vote, Mr. Cherry, Ms. Gibler and Vice Chair Nichols all voted in favor. Motion carried.

(AGENDA ITEM #3) OTHER BUSINESS

(AGENDA ITEM #3A) OPPORTUNITY FOR PUBLIC COMMENT (LIMIT OF FOUR MINUTES PER INDIVIDUAL)

Vice Chair Nichols asked if anyone would like to make a public comment at this time.

There were no comments.

(AGENDA ITEM #3B) NEXT MEETING DATE

The next meeting date could not yet be determined.

(AGENDA ITEM #3C) OTHER

Vice Chair Nichols asked if there was any other business to address. There was none.

(AGENDA ITEM #4) CLOSED MEETING PURSUANT TO SECTION 610.021 (13) RSMO

MOTION: Motion was made by Mr. Cherry and seconded by Ms. Gibler to close the meeting for the purposes of discussing hiring of employees and records pertaining to employees pursuant to Sections 610.021(3) and (13) Revised Statutes of Missouri. Revised Statutes of Missouri. By voice vote, Vice Chair Nichols, Mr. Cherry and Ms. Gibler all voted in favor. Motion carried.

(AGENDA ITEM #5) ADJOURNMENT OF CLOSED MEETING AND RETURN TO OPEN MEETING

(AGENDA ITEM #6) ADJOURNMENT OF OPEN MEETING

There being no further business to come before the Board, Vice Chair Nichols asked for a motion to adjourn.

MOTION: Motion was made by Ms. Gibler and seconded by Mr. Cherry to adjourn the meeting. By roll call vote, Mr. Cherry, Ms. Gibler and Vice Chair Nichols all voted in favor. Motion carried.

Respectfully submitted,

(SEAL)

Vice Chair of the Authority

Secretary of the Authority

State Environmental Improvement and Energy Resources Authority
353rd Board Meeting
May 11, 2022

Agenda Item #3

RESOLUTION OF INTENT TO ISSUE PRIVATE ACTIVITY BONDS FOR THE RAYTOWN WATER COMPANY

Issue:

The Raytown Water Company (RWC), located in Raytown Missouri, has requested the Environmental Improvement and Energy Resources Authority (EI ERA) to issue tax-exempt Private Activity Bonds in an amount not-to-exceed \$5,000,000.

Action Needed:

Consideration and adoption of this resolution to document the Authority's intent to issue Private Activity Bonds on behalf of RWC.

Staff Recommendation:

Staff recommends the approval of the resolution on behalf of RWC.

Staff Contact:

Mark Pauley, Deputy Director

Background:

The Raytown Water Company (RWC) is a private corporation governed by a board of directors and regulated by the Missouri Public Service Commission. It was established in 1925 to provide water utility service to industrial, commercial and residential customers primarily in the City of Raytown, Missouri. RWC also serves part of the City of Independence and parts of unincorporated Jackson County Missouri.

RWC's water rates are established by the Missouri Public Service Commission ("MPSC"). RWC owns, operates and maintains three water storage and transmission systems (collectively the "System"), but is not engaged in the production of potable water. RWC's only source of water is obtained from the Missouri River through the Kansas City Missouri Water Department.

The project being financed is required to update their entire water metering system to AMI (advanced metering infrastructure) by replacing all manually read meters with radio reads. They will also upgrade meter wells as needed, install new data collectors and update metering software to make live metering information available to customers through the company website. In addition to the meter upgrades, RWC will be purchasing new trucks and build a new garage for the company-owned vehicles. Finally, a new bulk water station will be installed for public access.

The intent resolution is attached for your review.

MP:ge

Attachment

**STATE ENVIRONMENTAL IMPROVEMENT AND ENERGY RESOURCES AUTHORITY
(STATE OF MISSOURI)**

**RESOLUTION OF OFFICIAL INTENT OF THE STATE
ENVIRONMENTAL IMPROVEMENT AND ENERGY
RESOURCES AUTHORITY OF THE STATE OF MISSOURI TO
ISSUE THE AUTHORITY'S REVENUE BONDS TO PROVIDE
FUNDS TO BE LOANED TO THE RAYTOWN WATER COMPANY
TO FINANCE CERTAIN WATER SYSTEM FACILITIES.**

WHEREAS, the State Environmental Improvement and Energy Resources Authority of the State of Missouri (the "**Authority**") is a body politic and corporate and a governmental instrumentality authorized and empowered pursuant to the provisions of Sections 260.005 to 260.125, inclusive, and Appendix B(1) Revised Statutes of Missouri, as amended (the "**Act**"), to issue bonds and/or notes (the "revenue obligations") for paying or financing any part of the cost of any project authorized under the Act to be financed, acquired or constructed for the purpose of developing energy resources or preventing or reducing pollution or the disposal of solid waste or sewage or providing water facilities or resource recovery facilities including expenses incurred in acquiring or constructing any facility including land, disposal areas, incinerators, buildings, fixtures, machinery and equipment relating to any such project, including the cost of demolition and removing any existing structures, interest expenses incurred during the construction of any such project, and any other expenses incurred for the engineering, research, legal consulting and other expenses necessary or incidental to determine the feasibility or practicability of any such project and in carrying out the same and to issue refunding bonds to refund any bond previously issued and, further, to acquire, construct, reconstruct, enlarge, improve, furnish, equip, maintain, repair, operate, lease, finance and sell or lease such projects to any private person, firm or corporation or to any public body, political subdivision or municipal corporation; and

WHEREAS, The Raytown Water Company (the "**Company**"), a Missouri corporation, has requested the Authority to assist the Company in providing funds to finance the costs of acquiring, constructing, reconstructing, repairing, altering, improving and extending certain "water system facilities" of the Company including, without limiting the generality of the foregoing, updating the Company's water metering system, purchasing equipment, constructing a garage and installing a new bulk water station (the "**Project**"), and the Company has requested that the Authority issue its revenue bonds and loan the proceeds thereof to the Company for such purposes, all as permitted under the Act; and

WHEREAS, the Authority is authorized under the Act to issue its revenue bonds to provide funds to be loaned to the Company as a means of accomplishing the foregoing;

NOW THEREFORE, BE IT RESOLVED BY THE STATE ENVIRONMENTAL IMPROVEMENT AND ENERGY RESOURCES AUTHORITY OF THE STATE OF MISSOURI, AS FOLLOWS:

Section 1. Findings and Determinations. The Authority hereby makes the following findings and determinations with respect to the Company and the revenue bonds to be issued by the Authority, based upon representations made to the Authority:

- (a) The Company is a Missouri corporation organized and in good standing under the laws of the State of Missouri, which operates water system facilities located in the State of Missouri;
- (b) The Company has requested the Authority's assistance in funding the costs of the Project;
- (c) The bonds will be issued for a valid public purpose under and in accordance with the provisions of the Act.

Section 2. Declaration of Intent. The Authority hereby approves the Company's Private Activity Bond Issuance Application dated August 20, 2021 and determines and declares the intent of the Authority to issue the revenue bonds of the Authority (the "**Bonds**") pursuant to the Act in a principal amount not to exceed \$5,000,000 to be determined by subsequent resolution of the Authority, to provide funds to finance the costs of the Company's Project, including reimbursement of expenditures, said Bonds to be limited and special revenue obligations payable solely out of payments, revenues and receipts derived by the Authority pursuant to agreements to be entered into by the Authority with the Company.

Section 3. Terms and Provisions. Subject to the conditions of this Resolution, the Authority will (a) enter into an indenture of trust with a bank or trust company, as corporate trustee, pursuant to which the Authority will issue the Bonds to pay the costs of financing the Project, including repayment to the Company of advances made by it in connection with the Project, with such maturities, interest rates, redemption terms, security provisions and other terms and provisions as may be determined by subsequent resolution of the Authority, (b) enter into a loan agreement with the Company which will provide for a loan of the proceeds from the sale of the Bonds to the Company to enable the Company to purchase, construct and equip the Project, such loan to be evidenced by a promissory note pursuant to which the Company will make payments sufficient to pay the principal of and interest on the Bonds as the same become due and payable, and (c) to effect the foregoing, adopt such resolutions and authorize the execution and delivery of such security agreements, deeds of trust and other instruments and the taking of such action as may be necessary or advisable for the authorization and issuance of the Bonds by the Authority and take or cause to be taken such other action as may be required to implement the aforesaid.

Section 4. Reimbursement of Expenditures. The Company has made certain expenditures in connection with the purchase, construction and equipping of the Project, and expects to make additional similar expenditures after the date of this resolution and before the issuance of the Bonds, and the Authority desires and intends to reimburse the Company, from proceeds of the Bonds, for such expenditures made not earlier than 60 days before the date of this Resolution.

Section 5. Sale of the Bonds. The Authority shall sell the Bonds, on a private placement basis, to such financial institution(s) or institutional investor(s) as the Company shall obtain, and the Authority shall approve, at such price as the Company and the Authority shall approve, such Bonds to be issued upon receipt of an approving opinion by Gilmore & Bell, P.C., in form and substance agreeable to the Authority, the Company and the purchaser or purchasers of such Bonds. The sale of the Bonds shall be the responsibility of the Company.

Section 6. Public Hearing and Approval. The Secretary of the Authority is hereby authorized to conduct a public hearing with respect to the issuance of the Bonds to finance the Project and to cause notice of such hearing to be published in accordance with the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended. The obligation of the Authority to proceed with the final

issuance of the Bonds shall be subject to receipt of public approval for such issuance as required under said Section 147(f).

Section 7. Indemnity. By accepting the terms of this Resolution and proceeding with the Project, the Company will be considered to have agreed to (a) indemnify and hold the Authority harmless against liability with respect to any destruction of or damages to property or any injury to or death of any person or persons occurring in connection with the Project (other than liability for any loss or damages that may result from the gross negligence or from intentional wrongful acts of the Authority), and (b) pay the fees and charges of the Authority for its services in connection with financing the Project as well as all of its expenses in connection therewith.

Section 8. Limited Liability. Any provision hereof to the contrary notwithstanding, nothing herein contained shall be construed to impose a charge against the general credit of the Authority or to impose any pecuniary liability upon the Authority except with respect to the proper application of the proceeds to be derived by the Authority from the sale of the Bonds and of the revenues and receipts to be derived by the Authority from any financing, leasing or sale of the Project. Nothing herein shall be deemed to restrict the Authority or the State of Missouri or any agency or any political subdivision thereof in determining the order or priority of the issuance of bonds by the Authority or to require the Authority to give the Bonds priority as to issuance or as to the time of issuance over any other bonds previously or subsequently approved by the Authority for issue.

Section 9. Further Authorization And Direction. The Authority hereby authorizes and directs Bond Counsel, the placement agent and their counsel, the Authority's Director, Financial Advisor and General Counsel, and other officers and representatives of the Authority, to prepare, for submission to and final action by the Authority, all appropriate legal and financing documents necessary to effect the authorization, issuance and sale of the bonds and any other actions contemplated hereunder in connection with the issuance and sale thereof.

Section 10. Conditions. This Resolution is subject to the condition that any issuance of bonds will be subject to the then existing policies, procedures and practices of the Authority with respect to the same.

Section 11. Effective Date. This Resolution shall take effect and be in full force immediately after its adoption by the Authority.

ADOPTED by the State Environmental Improvement and Energy Resources Authority of the State of Missouri this 11th day of May, 2022.

**STATE ENVIRONMENTAL IMPROVEMENT AND
ENERGY RESOURCES AUTHORITY**

By: _____
Chairman

ATTEST:

Secretary

State Environmental Improvement and Energy Resources Authority
353rd Board Meeting
May 11, 2022

Agenda Item #4
MEMORANDUM OF UNDERSTANDING WITH DIVISION OF ENERGY

Issue:

We continue to work with the Department of Natural Resources' Division of Energy to develop an Energy Infrastructure Bank. As a next step, a Memorandum of Understanding has been drafted to further document each agency's desire to work together to develop more financing options for the energy sector.

Action Needed:

Approval for director or designee to enter into the Memorandum of Understanding on behalf of the Authority.

Staff Recommendation:

Staff recommends the Board authorize the director or their designee to enter into the agreement.

Staff Contact:

Joe Boland

Background:

As you are aware, the Authority has been working in cooperation with the Division of Energy on the concept of an infrastructure bank for energy projects. The division's current loan program is very limited and we are looking for ways the Authority could leverage other revenue sources to include a broader range of projects, in both scale and scope.

The Authority had a Cooperation Agreement already in place with the department; however, it was from November 2001 and needed considerable updating. Many citations were no longer valid and both parties decided to simplify the document. The result is an updated, slimmed down version of the original.

JB:ge

Attachment

State Environmental Improvement and Energy Resources Authority
352nd Board Meeting

Agenda Item #5B
MISSOURI MARKET DEVELOPMENT PROGRAM
SUMMIT TRANSFER LLC

Issue:

Summit Transfer LLC requested \$250,000 to purchase equipment costing \$425,000 that would be part of a \$3.5 million construction and demolition waste recycling facility.

Action Needed:

Consideration of the funding recommendations for the Summit Transfer LLC project.

Staff Recommendation:

Staff recommends funding this project in the amount of \$240,000, not to exceed 75% of the cost of the equipment.

Staff Contact:

Kristin Tipton, Development Director

Background:

Summit Transfer LLC, located in Lee's Summit, requested \$250,000 to purchase equipment costing \$425,000 that would be part of a \$3.5 million construction and demolition waste recycling facility.

The facility, which will be built on leased ground in cooperation with the City of Lee's Summit, will focus primarily on recovering wood, concrete, metals, paper and cardboard, and fines. Markets for additional materials, such as asphalt shingles and gypsum, may be developed over time as these are materials that are commonly recovered elsewhere. The facility is anticipated to be the first ever MDNR permitted construction and demolition waste facility in Missouri and has the support of the Mid America Regional Council.

The owner/developer of the facility has over 16 years of experience in the waste industry and also owns a demolition company and KC Dumpster, a leader in the Kansas City area for roll-off services. Both of these companies have received awards and recognition for leadership in the community and in the industry.

The facility will allow only certain materials to be accepted and processed, which is facilitated by the relative consistency and ease of separating construction and demolition materials. While KC Dumpster will send 100 -150 tons per day to the facility, it will be open to the public, including residents, small contractors, home builders, construction clean-up businesses, and

other roll-off companies. A shredder, the specialized equipment to be purchased with this award, will break larger items into smaller, more manageable pieces.

Summit Transfer anticipates diverting 46,800 tons annually from the waste stream and creating twenty-two full time employee positions with this project.

The Missouri Market Development Program Steering Committee, which includes staff from the Missouri Department of Natural Resources, Missouri Department of Economic Development, the Solid Waste Advisory Board, and the Authority, recommends funding this project in the amount of \$240,000, not to exceed 75% of the cost of the equipment. This is the maximum amount for which the project is eligible. This funding recommendation was unanimous.

KT:ge