

**371ST MEETING OF THE  
STATE ENVIRONMENTAL IMPROVEMENT  
AND ENERGY RESOURCES AUTHORITY  
EIERA Office  
425 Madison Street, Second Floor  
Jefferson City, Missouri**

**April 2, 2025  
10:00 a.m.**

**Agenda**

[Join WebEx Meeting](#)

Teleconference Call Number: **1-650-479-3207**  
WebEx Meeting Number (Access Code): **2868 348 2581**  
Meeting Password: **ikTvppMz256**

1. Call to Order
2. Approval of Minutes
  - A. Approval of the Minutes from the 370<sup>th</sup> Open WebEx Meeting of the Authority held March 5, 2025, in Jefferson City, Missouri
  - B. Approval of the Minutes from the 370<sup>th</sup> Closed WebEx Meeting of the Authority held March 5, 2025, in Jefferson City, Missouri
3. Springfield Solid Waste Disposal Revenue Bonds, Series 2025

A. Bond Issuance Resolution

RESOLUTION AUTHORIZING THE STATE ENVIRONMENTAL IMPROVEMENT AND ENERGY RESOURCES AUTHORITY TO ISSUE AND SELL SOLID WASTE DISPOSAL REVENUE BONDS (CITY OF SPRINGFIELD, MISSOURI NOBLE HILL SANITARY LANDFILL PROJECT), SERIES 2025 IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$35,000,000; APPROVING THE PURCHASE OF BONDS ISSUED BY THE CITY OF SPRINGFIELD, MISSOURI IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$35,000,000; APPROVING THE FORM OF AND AUTHORIZING THE AUTHORITY TO ENTER INTO CERTAIN AGREEMENTS IN CONNECTION WITH SAID BONDS; APPROVING THE FORM OF AN OFFICIAL STATEMENT RELATING TO SAID BONDS; AND AUTHORIZING THE AUTHORITY TO TAKE CERTAIN OTHER ACTIONS IN CONNECTION WITH THE ISSUANCE AND PURCHASE OF SAID BONDS.

B. Subsidy Escrow Resolution

RESOLUTION AUTHORIZING THE STATE ENVIRONMENTAL IMPROVEMENT AND ENERGY RESOURCES AUTHORITY TO ENTER INTO A SUBSIDY ESCROW AGREEMENT AMONG THE AUTHORITY, THE CITY OF SPRINGFIELD, MISSOURI, UMB BANK, N.A. AND THE MISSOURI DEPARTMENT OF NATURAL RESOURCES AND SUBMIT AN APPLICATION TO THE MISSOURI DEPARTMENT OF NATURAL RESOURCES.

4. Missouri Market Development Program
  - A. Program Update
  - B. Consideration and Approval of the MORA Conference Sponsorship Request
5. Selection of Certified Public Accountant (CPA) Services Provider
6. Renewal of Agreement to Serve as General Counsel
7. Other Business
  - A. Opportunity for Public Comment (Limit of Four Minutes per Individual)
  - B. Upcoming Board Meetings:

|     |   |
|-----|---|
| MAY | 7 |
| JUN | 4 |
| JUL | 2 |
| AUG | 6 |
| SEP | 3 |
| OCT | 1 |
| NOV | 5 |
| DEC | 3 |
  - C. Other
8. Closed Meeting Pursuant to Section 610.021(1) and (12) RSMo.
9. Adjournment of Closed Meeting and Return to Open Meeting
10. 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) and (12) 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  
Cathy Schulte, Fiscal Manager  
Hannah Humphrey, Energy Programs Director  
Kristin Allan Tipton, Development Director  
Angie Powell, Missouri Market Development Director  
Genny Eichelberger, Office Support Assistant

**MINUTES OF THE 370TH MEETING OF THE  
STATE ENVIRONMENTAL IMPROVEMENT  
AND ENERGY RESOURCES AUTHORITY**

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

**WebEx/In Person Meeting  
March 5, 2025  
10:00 a.m.**

**EIERA MEMBERS:** Caleb Arthur, Chair  
Nancy Gibler, Secretary  
Mary Fontana Nichols, Vice Chair

**EIERA STAFF:** Joe Boland, Executive Director  
Mark Pauley, Deputy Director  
Cathy Schulte, Fiscal Manager  
Hannah Humphrey, Energy Programs Director  
Angie Powell, Missouri Market Development Director  
Genny Eichelberger, Office Support Assistant

**LEGAL COUNSEL:** David Brown  
Lewis Rice LLC

**OTHER  
PARTICIPANTS:** Khalen Dwyer  
Columbia Capital Management, LLC

Rob Mellinger  
Truist Securities

Eric Cowan  
Tom Liu  
BofA Securities, Inc.

Shannon Creighton  
Gilmore & Bell

Danny Roberson  
ADG

**(AGENDA ITEM #1) CALL TO ORDER**

Chair Arthur called the 370<sup>th</sup> meeting of the State Environmental Improvement and Energy Resources Authority (the “Authority”) to order at 10:00 AM. Chair Arthur 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 369TH OPEN TELECONFERENCE MEETING MINUTES (FEBRUARY 5, 2025)**

The next order of business was to review and approve the open teleconference meeting minutes of the 369th meeting (February 5, 2025) of the Authority.

**MOTION:** Motion was made by Ms. Fontana Nichols and seconded by Ms. Gibler to approve the minutes of the 369th meeting of the Environmental Improvement and Energy Resources Authority. By roll call vote, Ms. Fontana Nichols, Ms. Gibler and Chair Arthur all voted in favor. Motion carried.

**(AGENDA ITEM #3) ISSUANCE RESOLUTION**

Mr. Boland gave a brief summary of the resolution that provides authorization for the 2025 transaction for \$17,135,000 and authorizes the Authority to enter into a Supplemental Bond Indenture No. 3 and other related documents. Mr. Boland deferred to Mr. Dwyer for comment.

Mr. Dwyer stated that Mr. Boland did a nice job summarizing the transaction and added that Commerce Bank, a Missouri-based bank, was the winning bidder of the competitive sale with a very attractive rate.

Mr. Boland offered to answer any questions.

Chair Arthur asked if Commerce Bank was included in the resolution.

Mr. Brown clarified that Clayton Holdings, LLC, which is a subsidiary of Commerce Bank, was specifically named in the resolution.

Mr. Boland stated that staff recommended the Board approve the 2025 SRF State Match Bond resolution.

Chair Arthur asked if there was a motion.

**MOTION:** Motion was made by Ms. Fontana Nichols and seconded by Ms. Gibler to Approve a Resolution Authorizing the State Environmental Improvement and Energy Resources Authority to Issue and Sell \$17,135,000 Principal Amount of Taxable State Revolving Fund Program State Match Funding Bonds (Clean Water SRF Program), Series 2025; Approving the Form of and Authorizing the Authority to Enter Into a Supplemental Bond Indenture No. 3 and Other Related Documents; and Approving Certain Other Documents and Authorizing the Authority to Take Certain Other Actions in Connection with the Issuance of Said Bonds. By roll call vote, Ms. Fontana Nichols, Ms. Gibler and Chair Arthur all voted in favor. Motion carried.

(Said Resolution 25-03 is attached hereto and made a part of these minutes as “Attachment A.”)

**(AGENDA ITEM #4) OTHER BUSINESS**

**(AGENDA ITEM #4A) OPPORTUNITY FOR PUBLIC COMMENT (LIMIT OF FOUR MINUTES PER INDIVIDUAL)**

Chair Arthur asked if anyone would like to make a public comment at this time. There were no comments.

**(AGENDA ITEM #4B) NEXT MEETING DATE**

Mr. Boland reminded the Board that the next meeting would be held on April 2, 2025 or May 7, 2025.

**(AGENDA ITEM #4C) OTHER**

Mr. Boland thanked Chair Arthur and Ms. Gibler for quickly signing and forwarding documents from the last meeting.

Chair Arthur asked for a motion to close the open portion of the meeting.

**(AGENDA ITEM #5) CLOSED MEETING PURSUANT TO SECTIONS 610.021(1) AND (12) RSMO**

**MOTION:** Motion was made by Ms. Fontana Nichols and seconded by Ms. Gibler to close the meeting for the purposes of discussing confidential matters including negotiated contractual matters with the Authority’s attorneys and personnel matters pursuant to Section 610.021(1) or (12) RSMo. By voice vote, Ms. Fontana Nichols, Ms. Gibler and Chair Arthur all voted in favor. Motion carried.

**(AGENDA ITEM #6) ADJOURNMENT OF CLOSED MEETING AND RETURN TO OPEN MEETING**

**(AGENDA ITEM #7) ADJOURNMENT OF OPEN MEETING**

There being no further business to come before the Board, there was a motion to adjourn.

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

Respectfully submitted,

(SEAL)

---

Chair of the Authority

---

Secretary of the Authority

State Environmental Improvement and Energy Resources Authority  
371<sup>st</sup> Board Meeting  
April 2, 2025

**Agenda Item #3A & 3B**  
**RESOLUTIONS OF THE AUTHORITY TO ISSUE AND SELL SOLID WASTE DISPOSAL REVENUE BONDS**  
**AND TO ENTER INTO A SUBSIDY ESCROW AGREEMENT**

**Issue:**

The City of Springfield, Missouri (the "City") has requested the Authority issue Solid Waste Disposal Revenue bonds, the proceeds of which will be used to finance a portion of the costs of expanding and improving the City's sanitary landfill.

There are two resolutions associated with this transaction. The first provides specific authorization for the 2025 transaction to issue and sell Solid Waste Disposal Revenue Bonds in an amount not to exceed \$35,000,000. The second authorizes the Authority to enter into a subsidy escrow agreement that will partially subsidize the City's debt service payments due on the Bonds issued to fund the project.

**Action Needed:**

Review and approval of the resolution to issue and sell Solid Waste Disposal Revenue bonds and the escrow agreement resolution.

**Staff Recommendation:**

Staff recommends approval of the resolutions.

**Staff Contact:**

Joe Boland or Mark Pauley

**Background:**

The City of Springfield is finalizing the design plans for a 22-acre expansion of their Noble Hill Sanitary Landfill which involves the construction of solid waste disposal Cells 3, 4, and 5. The expansion project includes the subgrade excavation, leachate management infrastructure, stormwater management features, and the installation of the Subtitle D liner. The planned project also includes the construction of the stormwater management systems and other landfill final cover improvements. The installation of these stormwater management systems and improvements to the landfill final cover will reduce the landfill cover maintenance requirements, lower the long-term financial obligations for the facility, and improve overall water quality in the area.

Similar to the 2023 bonds issued to support their biogas project, the Authority has proposed to use an interest free loan from the Clean Water State Revolving Fund (CWSRF) to create a subsidy fund to lower the financing cost for the City. Investment earnings from the fund will be used to offset a portion of the interest due on the Authority bonds issued to fund the project.

Attached for your consideration and approval, you will find the resolution authorizing the Authority to issue and sell Energy Facilities Revenue Bonds and the resolution authorizing the Authority to enter into a subsidy escrow agreement. Also attached are drafts of the Bond Indenture, Purchase Agreement, Tax Compliance Agreement, Subsidy Escrow Agreement, Preliminary Official Statement and Notice of Bond Sale. Staff, as well as members of the finance team, will be available for discussion should you have any questions.

JB:ge

Attachments



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

**RESOLUTION AUTHORIZING THE STATE ENVIRONMENTAL IMPROVEMENT AND ENERGY RESOURCES AUTHORITY TO ISSUE AND SELL SOLID WASTE DISPOSAL REVENUE BONDS (CITY OF SPRINGFIELD, MISSOURI NOBLE HILL SANITARY LANDFILL PROJECT), SERIES 2025 IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$35,000,000; APPROVING THE PURCHASE OF BONDS ISSUED BY THE CITY OF SPRINGFIELD, MISSOURI IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$35,000,000; APPROVING THE FORM OF AND AUTHORIZING THE AUTHORITY TO ENTER INTO CERTAIN AGREEMENTS IN CONNECTION WITH SAID BONDS; APPROVING THE FORM OF AN OFFICIAL STATEMENT RELATING TO SAID BONDS; AND AUTHORIZING THE AUTHORITY TO TAKE CERTAIN OTHER ACTIONS IN CONNECTION WITH THE ISSUANCE AND PURCHASE OF SAID BONDS.**

**WHEREAS**, the State Environmental Improvement and Energy Resources Authority, a body corporate and politic and a governmental instrumentality of the State of Missouri (the "*Authority*"), is 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 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 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, 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 City of Springfield, Missouri, a constitutional home-rule charter city and political subdivision of the State of Missouri (the "*City*") submitted an Application to the Authority dated September 20, 2024 requesting that the Authority issue its Solid Waste Disposal Revenue Bonds (City of Springfield, Missouri Noble Hill Sanitary Landfill Project), Series 2025 (the "*Series 2025 Bonds*") in the principal amount not to exceed \$35,000,000 to be used to provide funds to purchase the City's Special Obligation Bonds (State Environmental Improvement and Energy Resources Authority – Solid Waste Disposal Revenue Bonds), Series 2025 in the principal amount not to exceed \$35,000,000 (the "*City Bonds*"), the proceeds of which will be used to finance a portion of the costs of expanding and improving the City's Noble Hill Landfill (the "*Landfill*") including, without limiting the generality of the foregoing, expanding existing Landfill disposal cells and providing storm water management improvements at the Landfill (the "*Project*"), and to pay certain costs of issuance in connection with the issuance of the Series 2025 Bonds; and

**WHEREAS**, the Series 2025 Bonds will be issued under the Bond Indenture dated as of May 1, 2025 (the "*Indenture*") between the Authority and UMB Bank, N.A. (the "*Trustee*"); and

**WHEREAS**, in consideration of the issuance of the Series 2025 Bonds by the Authority, the City Bonds will be issued pursuant to an Ordinance of the City to be adopted on April 21, 2025 (the “*City Bond Ordinance*”), the Authority will purchase the City Bonds with Series 2025 Bond proceeds and will assign the City Bonds to the Trustee, and the City will make payments on the City Bonds in an amount sufficient to provide for the payment of the principal of, premium, if any, and interest on the Series 2025 Bonds; and

**WHEREAS**, it is proposed that the Series 2025 Bonds be sold to an underwriter (the “*Underwriter*”) that will be selected by the Authority following the solicitation and review of purchase proposals by various bidders pursuant to a Notice of Sale by the Authority (the “*Notice of Sale*”); and

**WHEREAS**, it is necessary for the Authority to authorize the execution and delivery of other certificates, documents and papers and the performance of the acts necessary or convenient in connection with the issuance and sale of the Series 2025 Bonds and implementation of this Resolution;

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

**Section 1.** Pursuant to the Act, the Authority does hereby authorize the financing of the Project and certain costs related to the issuance of the Series 2025 Bonds to improve the City’s Landfill and pay a portion of the costs related to the issuance of the Series 2025 Bonds in accordance with the Indenture and does hereby determine that such financing is in furtherance of the public purposes set forth in the Act.

**Section 2.** To provide for the financing costs described herein and in the Indenture, the Authority does hereby authorize the issuance of revenue bonds of the Authority under the Act to be designated “Solid Waste Disposal Revenue Bonds (City of Springfield, Missouri Noble Hill Sanitary Landfill Project), Series 2025” in an aggregate principal amount not to exceed \$35,000,000.

**Section 3.** To pay a portion of the Project costs, the Authority does hereby authorize the purchase with the proceeds of the Series 2025 Bonds of the City’s Special Obligation Bonds “(State Environmental Improvement and Energy Resources Authority – Solid Waste Disposal Revenue Bonds), Series 2025,” in an aggregate principal amount not to exceed \$35,000,000.

**Section 4.** The Series 2025 Bonds and the interest thereon shall be special, limited obligations of the Authority payable solely out of and secured by a transfer, pledge and assignment of and a grant of a security interest in the trust estate to the Trustee and in favor of the bondowners, as provided in the Indenture. The Series 2025 Bonds and interest thereon shall not be deemed to constitute an indebtedness or liability of the State of Missouri (the “*State*”) or of any political subdivision thereof within the meaning of any State constitutional provision or statutory limitation and shall not constitute a pledge of the full faith and credit of the State or of any political subdivision thereof, but shall be payable solely from the funds provided for in the Indenture. The issuance of the Series 2025 Bonds shall not, directly, indirectly or contingently, obligate the State or any political subdivision thereof to levy any form of taxation therefor or to make any appropriation for their payment. Neither the State nor the Authority is obligated to pay the Series 2025 Bonds or the interest thereon except from the trust estate as provided under the Indenture, and neither the faith and credit nor the taxing power of the State or any political subdivision thereof is pledged to the payment of the principal of or the interest on the Series 2025 Bonds.

**Section 5.** The Series 2025 Bonds shall be executed on behalf of the Authority by the manual or facsimile signature of its Chairman or Vice Chairman and attested by the manual or facsimile signature of its Vice Chairman, Secretary or Assistant Secretary. The official seal of the Authority shall be impressed or a facsimile shall be imprinted on the Series 2025 Bonds. If any of the officers who have signed or sealed

any of the Series 2025 Bonds shall cease to be such officers of the Authority before the Series 2025 Bonds so signed and sealed shall have been actually authenticated by the Trustee or delivered by the Authority, such Series 2025 Bonds nevertheless may be authenticated, issued and delivered with the same force and effect as though the person or persons who signed or sealed such Series 2025 Bonds had not ceased to be such officer or officers of the Authority; and also any such Series 2025 Bonds may be signed and sealed on behalf of the Authority by those persons who, at the actual date of execution of such Series 2025 Bonds, shall be the proper officers of the Authority, although at the nominal date of such Series 2025 Bonds any such person shall not have been such officers of the Authority. The Series 2025 Bonds shall mature no later than the year 2045, subject to earlier redemption as in said Indenture provided (or as such provisions may be modified), and have the form, details, call provisions and specifications as set out in the Indenture (or as such provisions may be modified). Interest on the Series 2025 Bonds shall accrue and be payable from their dated date all in accordance with the provisions of the Indenture with a true interest cost not to exceed 6.00%.

**Section 6.** The following documents submitted to the Authority at this meeting are hereby approved in substantially the forms so presented, and the Chairman or Vice Chairman of the Authority are hereby authorized to execute the following documents for and on behalf of and as the act and deed of the Authority with such changes therein as shall be approved by the officers of the Authority executing the same (including, but not by way of limitation, any changes in the redemption provisions which may be appropriate to market the Series 2025 Bonds at a favorable rate of interest), such officer's execution of the same representing conclusive evidence of such approval and the Secretary or Assistant Secretary of the Authority is hereby authorized and directed to attest and affix to the following documents (the "*Financing Documents*") the corporate seal of the Authority:

1. Form of Indenture;
2. Form of Notice of Sale;
3. Form of Purchase Agreement dated as of April 22, 2025 by and between the Authority and the City pursuant to which the Authority will agree to purchase the City Bonds;
4. Form of Preliminary Official Statement relating to the Series 2025 Bonds (the "*Preliminary Official Statement*"); and
5. Form of Tax Compliance Agreement among the Authority, the City and the Trustee.

**Section 7.** The Executive Director and Deputy Director are hereby authorized and directed to receive electronic bids via Parity for the purchase of the Series 2025 Bonds until 9:30 a.m., Central Time, on April 22, 2025, upon the terms and conditions set forth in the Notice of Sale. The Authority hereby authorizes the Executive Director or the Deputy Director, after consultation with Columbia Capital Management, LLC, as municipal advisor to the Authority (the "*Municipal Advisor*") and the City, to award the sale of the Series 2025 Bonds or reject all bids, provided that the terms of any sale of the Series 2025 Bonds shall conform to the maturity and interest rate parameters described in Section 5 above. The Authority hereby also authorizes the Executive Director or the Deputy Director, after consultation with the Municipal Advisor and the City, to cancel or change to a different date designated by the Executive Director or Deputy Director, the planned date for receiving electronic bids for the purchase of the Series 2025 Bonds if market conditions are expected to adversely impact the receipt of favorable bids for the purchase of the Series 2025 Bonds on the originally scheduled date.

**Section 8.** The Authority hereby authorizes the Municipal Advisor to proceed with the use and distribution of the Notice of Sale and the Preliminary Official Statement in connection with the public sale of the Series 2025 Bonds, including distribution through the *Bond Buyer*. For the purpose of enabling the Underwriter to comply with the requirements of Rule 15c2-12(b)(1) of the Securities and Exchange Commission, the Authority hereby deems the information regarding the Authority contained in the Preliminary Official Statement under the captions "INTRODUCTION - The Authority," "THE AUTHORITY" and "LITIGATION - The Authority" to be "final" as of its date, except for the omission of such information as is

permitted by Rule 15c2-12(b)(1), and the appropriate officers of the Authority are hereby authorized, if requested, to provide the Underwriter a letter or certification to such effect and to take such other actions or execute such other documents as such officers in their reasonable judgment deem necessary to enable the Underwriter to comply with the requirements of said Rule.

**Section 9.** The proposed use by the Underwriter of a final Official Statement, in substantially the same form as the Preliminary Official Statement but with appropriate modifications to reflect the final terms of the Series 2025 Bonds (the “*Official Statement*”), is hereby approved.

**Section 10.** The Authority hereby specifically approves the language contained in the Preliminary Official Statement with respect to establishing a book-entry-only system with The Depository Trust Company (“*DTC*”). To that end, the Chairman or Vice Chairman of the Authority is hereby authorized to execute and deliver to DTC the Letter of Representation as may be required by DTC to establish said book-entry-only system.

**Section 11.** The City has agreed to directly pay all costs of issuance of the Series 2025 Bonds (including, but not limited to, any issuance and legal fees due the Authority) without reimbursement from the Authority or any other source other than the proceeds of the Series 2025 Bonds.

**Section 12.** Prior to issuance, the Series 2025 Bonds will be rated by a nationally recognized rating agency at an “investment grade” level, and such rating will be prominently included in the Preliminary Official Statement and Official Statement.

**Section 13.** The Chairman, Vice Chairman, Secretary and Assistant Secretary are hereby authorized and directed to execute, attest, seal and deliver any and all documents, agreements and certificates and do any and all things deemed necessary to effect the issuance and sale of the Series 2025 Bonds and the execution and/or delivery of the Financing Documents, and other agreements and instruments and to carry out the intent and purposes of this Resolution, including the preamble hereto.

**Section 14.** The officers of the Authority are authorized and directed to take such further action and to execute and deliver such other documents, certificates and instruments and to pay all such fees, taxes and expenses as may in their discretion be necessary or desirable in order to carry out and comply with the intent of this Resolution and the terms and provisions of the Financing Documents, and all of the acts of the officers of the Authority which are in conformity with the intent and purposes of this Resolution, whether heretofore or hereafter taken or done, shall be and the same are hereby in all respects ratified, confirmed and approved.

**Section 15.** The provisions of this Resolution are hereby declared to be separable and if any section, phrase or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions.

*[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]*

**ADOPTED** by the State Environmental Improvement and Energy Resources Authority this 2nd day of April, 2025.

**STATE ENVIRONMENTAL IMPROVEMENT AND  
ENERGY RESOURCES AUTHORITY**

[SEAL]

By: \_\_\_\_\_  
Chairman

ATTEST:

\_\_\_\_\_  
Secretary

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

**RESOLUTION AUTHORIZING THE STATE ENVIRONMENTAL IMPROVEMENT AND ENERGY RESOURCES AUTHORITY TO ENTER INTO A SUBSIDY ESCROW AGREEMENT AMONG THE AUTHORITY, THE CITY OF SPRINGFIELD, MISSOURI, UMB BANK, N.A. AND THE MISSOURI DEPARTMENT OF NATURAL RESOURCES AND SUBMIT AN APPLICATION TO THE MISSOURI DEPARTMENT OF NATURAL RESOURCES.**

**WHEREAS**, the State Environmental Improvement and Energy Resources Authority, a body corporate and politic and a governmental instrumentality of the State of Missouri (the "*Authority*"), is 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 participate in the purchase of loans to finance development with respect to solid waste disposal facilities and to enter into agreements or other transactions with any federal or state agency, any person and any domestic or foreign partnership, corporation, association or organization to carry out the provisions of the Act; and

**WHEREAS**, the City of Springfield, Missouri, a constitutional home-rule charter city and political subdivision of the State of Missouri (the "*City*") submitted an Application to the Authority dated September 20, 2024 requesting that the Authority issue its Solid Waste Disposal Revenue Bonds (City of Springfield, Missouri Noble Hill Sanitary Landfill Project), Series 2025 (the "*Series 2025 Bonds*") in the principal amount not to exceed \$35,000,000 to be used to provide funds to purchase the City's Special Obligation Bonds (State Environmental Improvement and Energy Resources Authority – Solid Waste Disposal Revenue Bonds), Series 2025 in the principal amount not to exceed \$35,000,000 (the "*City Bonds*"), the proceeds of which will be used to finance a portion of the costs of expanding and improving the City's Noble Hill Landfill (the "*Landfill*") including, without limiting the generality of the foregoing, expanding existing Landfill disposal cells and providing storm water management improvements at the Landfill (the "*Project*"), and to pay certain costs of issuance in connection with the issuance of the Series 2025 Bonds; and

**WHEREAS**, Pursuant to 10 CSR 20-4.040 through 10 CSR 20-4.041 of the Code of State Regulations, the Missouri Department of Natural Resources ("*DNR*"), in cooperation with the Clean Water Commission of the State of Missouri, has developed and implemented the State of Missouri Direct Loan Programs (the "*Clean Water SRF Direct Loan Program*") to make loans to political subdivisions and other eligible entities of the State of Missouri (each a "*Clean Water Participant*") to finance publicly- owned wastewater treatment facilities and certain private nonpoint source projects; and

**WHEREAS**, the Authority and DNR have determined that the Project is an eligible project for assistance under the Federal Water Quality Act of 1987, 33 U.S.C. Section 1381 *et seq.*, the Clean Water SRF Direct Loan Program and the Act because it is expected to reduce the leachate pollutants in the State of Missouri and DNR and the Authority desire to assist the City in financing the Project; and

**WHEREAS**, using funds made available to the Authority as a Clean Water Participant from DNR, DNR and the Authority intend to partially subsidize the City's payments on the City Bonds through the purchase of investments and the transfer of all or a portion of the investment earnings thereon, if received, to the City; and

**WHEREAS**, pursuant to the terms of the Missouri Clean Water Law, Chapter 644, Revised

Statutes of Missouri, the State of Missouri has authorized the making of loans and/or grants to authorized applicants to aid in the planning and/or construction of specific eligible projects; and

**WHEREAS**, it is necessary for the Authority to authorize the execution and delivery of a Subsidy Escrow Agreement dated as of May 1, 2025 among the Authority, the City, UMB Bank, N.A., as escrow agent and DNR (the “*Subsidy Escrow Agreement*”) in order to effect the subsidy to the City and to authorize the submission of an application to DNR in connection with the funding of the subsidy;

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

**Section 1.** Pursuant to the Act, the Authority is hereby authorized to enter into the Subsidy Escrow Agreement in substantially the form submitted to the Authority at this meeting, and the Chairman or Vice Chairman of the Authority are hereby authorized to execute the Subsidy Escrow Agreement for and on behalf of and as the act and deed of the Authority with such changes therein as shall be approved by the officers of the Authority executing the same, such officer’s execution of the same representing conclusive evidence of such approval.

**Section 2.** The Executive Director and Deputy Director of the Authority are each authorized to execute and file an application on behalf of the Authority with the State of Missouri (the “*Application*”) for a loan and/or grant to aid in the planning and/or construction of the Project and the Executive Director and Deputy Director of the Authority are each hereby authorized and directed to furnish such information as DNR may reasonably request in connection with the application, which is herein authorized to sign all necessary documents on behalf of the Authority, to furnish such assurances to DNR as may be required by statute or regulation, and to receive payment on behalf of the Authority.

**Section 3.** The Chairman, Vice Chairman, Secretary and Assistant Secretary are hereby authorized and directed to execute, attest, seal and deliver any and all documents, agreements and certificates and do any and all things deemed necessary to effect the transactions contemplated by the Subsidy Escrow Agreement and the Application, and other agreements and instruments and to carry out the intent and purposes of this Resolution, including the preamble hereto.

**Section 4.** The officers of the Authority are authorized and directed to take such further action and to execute and deliver such other documents, certificates and instruments and to pay all such fees, taxes and expenses as may in their discretion be necessary or desirable in order to carry out and comply with the intent of this Resolution and the terms and provisions of the Subsidy Escrow Agreement and the Application, and all of the acts of the officers of the Authority which are in conformity with the intent and purposes of this Resolution, whether heretofore or hereafter taken or done, shall be and the same are hereby in all respects ratified, confirmed and approved.

**Section 5.** The provisions of this Resolution are hereby declared to be separable and if any section, phrase or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions.

**ADOPTED** by the State Environmental Improvement and Energy Resources Authority this 2nd day of April, 2025.

**STATE ENVIRONMENTAL IMPROVEMENT AND  
ENERGY RESOURCES AUTHORITY**

[SEAL]

By: \_\_\_\_\_  
Chairman

ATTEST:

\_\_\_\_\_  
Secretary



State Environmental Improvement and Energy Resources Authority  
371<sup>st</sup> Board Meeting  
April 2, 2025

**Agenda Item #6**  
**GENERAL COUNSEL SERVICES CONTRACT EXTENSION**

**Issue:**

The initial term of the Authority's current contract with Lewis Rice, LLC to provide professional general counsel services is scheduled to terminate on June 30, 2025. This contract may be renewed for one (1) successive two (2) year term upon approval of the Board.

**Action Needed:**

Approval to extend the current contract with Lewis Rice, LLC for one (1) two (2) year extension to provide professional legal services to the Authority.

**Staff Recommendation:**

Staff recommends that the Board approve the extension of the Lewis Rice, LLC agreement to serve as general counsel to the Authority.

**Staff Contact:**

Joe Boland

**Background:**

During the 341<sup>st</sup> Board meeting on April 8, 2020, the Board gave Authority Staff approval to release a Request for Proposals (RFP) seeking the services of a general counsel to provide professional legal services to the Authority. Lewis Rice, LLC was the chosen firm and the Authority entered into a contract with an initial term of five years which is scheduled to expire on June 30, 2025.

Lewis Rice, LLC has provided outstanding service to the Authority during this performance period and there is no hesitation in recommending the extension of their current contract for an additional two years.

As General Counsel, Lewis Rice, LLC represents the Authority in manners such as Issuer's Counsel in bond transactions; negotiating and drafting agreements, including security instruments, as requested; providing legal advice in administrative, personnel, environmental, and other areas of law; as well as many other general and specific areas.

JB:ge