

- Mr. Knopick noted that there are options to table the item, or the Council could elect to send it back to the Planning Commission with specific concerns to be addressed. He also noted that the K-32 study recommended for inclusion by reference has already been accepted by the Council, just not formally included in the comprehensive plan
- Mr. Webb noted that the placemaking guides are not meant to be overly prescriptive and primarily are concerned with items and development in the public space.
- There was additional discussion on the possibility of accepting a portion of the recommendations, but accepting the K-32 study portion
- **Motion:** Councilmember Adams made the motion to send this item back to the Planning Commission with the direction to gather additional public input on the Village South Placemaking Guidelines.
- **Second:** Councilmember Mellott seconded the motion
- **Vote:** 6-0

6. Consider Ordinance No. 995 Amending Appendix A – Fee Schedule, Article A9.000 Fees Related to Public Ways and Property regarding shelter rental fees at the Edwardsville City Park

- Mr. Daniel spoke to Mayor and Councilmembers about revised fee schedule for City Park. He noted that the fees have not been reviewed since 2014 and there have been several additions to the park in that time.
- Mr. Daniel also noted that included in the fee schedule was a damage deposit to keep people from leaving the shelter in disarray after their event.
- Finally, Mr. Daniel stated that these fees were reviewed and approved by the Parks & Recreation Advisory Board
- Councilmember Stites asked additional questions regarding non-resident rentals at the park.
- **Motion:** Councilmember Mellott made the motion to Amend Appendix A- Fee Schedule
- **Second:** Councilmember Shriver seconded the motion
- **Vote:** 5-0

7. Consider a motion to recess into Executive Session in accordance with K.S.A. 75-4319 (b)(6) for discussions related to the acquisition of real property related to public improvements

- City Manager Michael Webb noted will need to recess until 8:20
- **Motion:** Councilmember Mellott made the motion to recess into Executive Session in accordance with K.S.A. 75-4319 (b)(6) for discussions related to the acquisition of real property related to public improvements.
- **Second:** Councilmember Adams seconded the motion
- **Vote:** 5-0
-

-Executive Session –

- **Motion:** Councilmember Mellott made the motion to resume to City Council meeting at 8:20 pm
- **Second:** Councilmember Adams seconded the motion
- **Vote:** 5-0
- Mr. Webb noted there was no action as a result of the session.

8. Advisory Reports

City Manager

Mr. Webb noted upcoming chamber annual dinner and application was submitted for STP project funds

Chiefs (Police & Fire)

Police Chief Mathies no comments.

Fire Chief Whitham noted he will be away next week and provided an update on burn bans.

Public Works & Parks

Director Tammy Snyder mentioned open wastewater foreman position for Public Works Dept.

City Attorney

No comments.

9. Council and Mayor Comments.

Councilmember Adams inquired about McAnanny construction update and also noted that Assistant City Manager Zack Daniel has been named to the MARC Bike & Pedestrian Advisory Board.

Councilmember Caiharr expressed her concerns about citizen engagement for residents who are not online.

Councilmember Mellott thanked Planning Commission for their work and the input they had in developing this evening's items.

Councilmember Shriver thanked staff for their work.

Councilmember Stites addressed lights at City Park.

Mayor McTaggart thanked everyone.

ADJOURNMENT

The meeting was adjourned at 8:36 p.m.

Zachary Daniel

Assistant City Manager/City Clerk

ITEM #2

TO: MAYOR & CITY COUNCIL
FROM: MICHELLE BOUNDS, FINANCE MANAGER (MB)
DATE: APRIL 9, 2018
SUBJECT: STATEMENT OF BILLS

FOR YOUR REVIEW

Statement of Bills, Expense and Revenue Report

RECOMMENDATION

City Council to approve the Statement of Bills from 03/24/2018 to 04/05/2018 as submitted.

FINANCIAL IMPACT

The total of the Statement of Bills from 03/24/2018 to 04/05/2018 is **\$182,659.93**.

General Operating/Payroll	\$ 130,861.74
Cash Bond	\$ 0.00
Cemetery	\$ 194.22
Electronic Funds Transfer Account (EFT)	\$ 50,413.88
GO Bond	\$ <u>1,190.09</u>
Total Bills	\$ 182,659.93

BACKGROUND

The funds for Check #151119 and a portion of Check #151134 will be reimbursed through permit and plan review fees.

The EFT to Card Services represents purchases approved for payment with the city purchase cards. A total of 101 transactions were processed and paid.

**IF YOU HAVE ANY QUESTIONS REGARDING THE STATEMENT OF BILLS, PLEASE
FEEL FREE TO CALL PRIOR TO THE COUNCIL MEETING.**

Check Register Report

EXP THRU 04 05 2018

Date: 04/05/2018

Time: 12:42 pm

Page: 1

City of Edwardsville

BANK: BANK MIDWEST-CHECKING

Check Number	Check Date	Status	Void/Stop Date	Vendor Number	Vendor Name	Check Description	Amount
BANK MIDWEST-CHECKING Checks							
151104	03/30/2018	Printed		JA19	ADVANTAGE COMPUTER	INSTL JAYHAWK ON NEW CMPTR	175.00
151105	03/30/2018	Printed		AM28	AMERICAN EQUIPMENT CO	INSTL CMRA,LED,LT BAR, F450	1,390.00
151106	03/30/2018	Printed		BH01	BHC RHODES CIVIL ENGINEERS	WDND FORCE MAIN FLW MTR	847.00
151107	03/30/2018	Printed		BO01	BOARD OF PUBLIC UTILITIES	CITY WIDE WATER SERVICE	530.74
151108	03/30/2018	Printed		BU39	TONY BURR	TUITION REIMBURSEMENT	800.00
151109	03/30/2018	Printed		CU10	CULLIGAN OF GREATER KANSAS CIT	PD WATER COOLER RNTL	44.95
151110	03/30/2018	Printed		DI22	DIGITAL ALLY	INSTL NEW EQPMT PD VEHICLE	412.00
151111	03/30/2018	Printed		PC01	EDW PETTY CASH	OF SPLY, LUNCHEONS	84.38
151112	03/30/2018	Printed		EM14	EMERSON ENTERPRISES UNLIMITED	REFUND BUS LIC DUP PYMT	100.00
151113	03/30/2018	Printed		EM12	EMH	CMNTY CTR WATER USAGE	479.14
151114	03/30/2018	Printed		KCPL	K.C. POWER & LIGHT COMPANY	NORTH END ELECTRIC SRV	156.11
151115	03/30/2018	Printed		LE01	LEAGUE OF KANSAS MUNICIPALITIES	GOV BODY INST, CONF, CAIHARR	235.00
151116	03/30/2018	Printed		LO16	LOAN PAYMENT PROCESSING CTR	2018 F450 EXT CAB LEASE PYMT	11,664.51
151117	03/30/2018	Printed		MC18	MC ELECTRIC	RPL PD LENSES AND LAMPS	279.50
151118	03/30/2018	Printed		HO43	MIDWEST AUTO DIRECT	PD VEHICLE MAINT	1,143.80
151119	03/30/2018	Printed		SH29	SHAFER, KLINE & WARREN, INC	VLG SO, EDW SCL, FED EX	11,216.06
151120	03/30/2018	Printed		SH22	SHAWNEE COPY CENTER	PRINTED FORMS, ENVELOPES	1,091.61
151121	03/30/2018	Printed		UN18	SUMNERONE	COPIER COPY FEE	198.37
151122	03/30/2018	Printed		TI01	TINY SIGNS	DECALS, PW TRK , FORD EXPLR	300.00
151123	03/30/2018	Printed		TO01	TOTAL ELECTRIC CONTRACTORS INC	RPR 96TH WDND SIGNAL	251.00
151124	04/05/2018	Printed		JA19	ADVANTAGE COMPUTER	REINSTALL COURT JYHWK	175.00
151125	04/05/2018	Printed		AP03	APPARATUS SERVICES LLC	VEHICLE PM UNIT 623	838.43
151126	04/05/2018	Printed		BH02	BHS TELECOM INC	RPR COURT FAX MACHINE	180.00
151127	04/05/2018	Printed		CI23	CITYCODE FINANCIAL LLC	JOB POSTING	50.00
151128	04/05/2018	Printed		CL09	CLYDE ARMORY INC	3 COLT M4 RIFLE	2,319.96
151129	04/05/2018	Printed		CO13	CONRAD FIRE EQUIPMENT,INC.	REPL MARKER LIGHT UNIT 623	30.50
151130	04/05/2018	Printed		DE32	DENISE DEMARANVILLE	REFUND YOGA FEE	10.50
151131	04/05/2018	Printed		KC14	KANSAS CITY SECURITY SYS INC	MTHLY SEC SYS MONITORING	30.99
151132	04/05/2018	Printed		KA97	ELISABETH KASCKOW	YOGA INSTRUCTION	120.00
151133	04/05/2018	Printed		KD01	KD EDWARDSVILLE CMCL LLC	REFUND SEC DEP PLZ WST II	10,000.00
151134	04/05/2018	Printed		KN05	DAVID A KNOPIK	PLAN REVIEW FEB 2018	4,615.00
151135	04/05/2018	Printed		KR08	MORGAN KRONAWITTER	MILEAGE REIMBURSEMENT	34.88
151136	04/05/2018	Printed		LE01	LEAGUE OF KANSAS MUNICIPALITIES	CLASSIFIED JOB POSTING	100.00
151137	04/05/2018	Printed		HO43	MIDWEST AUTO DIRECT	PD VEH ICLE MAINTENANCE	1,143.80
151138	04/05/2018	Printed		MI60	AMY R. MITCHELL	PROSECUTOR JAN, FEB 2018	6,886.00
151139	04/05/2018	Printed		MR02	PATTY MROZ	REFUND YOGA FEE	10.50
151140	04/05/2018	Printed		SC23	JO LYNN SCOBEE	REFUND YOGA FEE	24.50
151141	04/05/2018	Printed		SH36	SHAWNEE MISSION FORD INC	PD VEHICLE MAINTENANCE	532.13
151142	04/05/2018	Printed		SP07	SPORTS CONDUCTOR LLC	PARK & REC WEBSITE SUPPORT	491.40
151143	04/05/2018	Printed		ST65	JENNY STEINEGER	REFUND YOGA FEE	10.50
151144	04/05/2018	Printed		KA09	THEODORE A. STOLFUS	ANIMAL CONTROL	510.00
151145	04/05/2018	Printed		TI02	TIME WARNER CABLE	BUSINESS INTERNET	165.00
151146	04/05/2018	Printed		WY09	UNIFIED TREASURER	CRT BOOKING FEES JAN FEB 2018	11,147.50

Total Checks: 43

Checks Total (excluding void checks):

70,825.76

Total Payments: 43

Bank Total (excluding void checks):

70,825.76

Check Register Report

EXP THRU 04 05 2018

Date: 04/05/2018

Time: 12:42 pm

Page: 2

City of Edwardsville

BANK: BANK MIDWEST CEMETERY

Check Number	Check Date	Status	Void/Stop Date	Vendor Number	Vendor Name	Check Description	Amount
BANK MIDWEST CEMETERY Checks							
2746	03/31/2018	Printed		BO01	BOARD OF PUBLIC UTILITIES	CEM WATER SERVICE	24.08
2747	03/31/2018	Printed		HE30	CONNIE HENRY	REIMBURSE STAMP PURCHASE	10.00
2748	03/31/2018	Printed		KPL0	WESTAR ENERGY	CEM ELECTRIC SERV	160.14
				Total Checks: 3	Checks Total (excluding void checks):		194.22
				Total Payments: 3	Bank Total (excluding void checks):		194.22

Check Register Report

EXP THRU 04 05 2018

Date: 04/05/2018

Time: 12:42 pm

Page: 3

City of Edwardsville

BANK: BANK MIDWEST-GO BONDS

Check Number	Check Date	Status	Void/Stop Date	Vendor Number	Vendor Name	Check Description	Amount
BANK MIDWEST-GO BONDS Checks							
1377	03/30/2018	Printed		BH01	BHC RHODES CIVIL ENGINEERS	LTC FINAL DESIGN GO BOND	148.79
1378	03/30/2018	Printed		BH01	BHC RHODES CIVIL ENGINEERS	102NS ST CONST OBRVTN	1,041.30
Total Checks: 2						Checks Total (excluding void checks):	1,190.09
Total Payments: 2						Bank Total (excluding void checks):	1,190.09

Check Register Report

EXP THRU 04 05 2018

Date: 04/05/2018

Time: 12:42 pm

Page: 4

City of Edwardsville

BANK: BANK MIDWEST EFT

Check Number	Check Date	Status	Void/Stop Date	Vendor Number	Vendor Name	Check Description	Amount
BANK MIDWEST EFT Checks							
6266	03/31/2018	Printed		CA34	CARD SERVICES	PURCHASE CARD PYMT 2017	3,758.06
6267	03/31/2018	Printed		GR05	ATMOS ENERGY	CITY WIDE NATURAL GAS	1,870.87
6268	03/31/2018	Printed		CA34	CARD SERVICES	PURCHASE CARD PYMT FEB 2018	19,688.37
6269	03/31/2018	Printed		LU03	CIT	PHONE EQUIP LEASE PYMT	483.20
6270	03/31/2018	Printed		FP02	FRANCOTYP-POSTALIA, INC	POSTAGE	500.00
6271	03/31/2018	Printed		KS06	KANSAS STATE TREASURER	JAN & FEB 2018 COURT FEES	10,850.50
6272	03/31/2018	Printed		KS06	KANSAS STATE TREASURER	GO BOND INTEREST 2008BI	2,400.00
6273	03/31/2018	Printed		KPL0	WESTAR ENERGY	CITY WIDE ELECTRIC SERV	5,988.23
6274	03/31/2018	Printed		FL04	WEX BANK	CITY WIDE FUEL	4,874.65

Total Checks: 9	Checks Total (excluding void checks):	50,413.88
Total Payments: 9	Bank Total (excluding void checks):	50,413.88
Total Payments: 57	Grand Total (excluding void checks):	122,623.95

Check Register Report

03 30 2018 PAYROLL

Emp. Code Desc.: 01
City of Edwardsville

Date: 4/5/2018
Time: 12:43:33

Check No.	Check Date	Recon.Date	Status	Employee ID	Pay To	Check Description	Amount
708427	03/30/2018		P	IRSEF	IRS EFT	Remittance Check	\$25,910.70
708428	03/30/2018		P	KS TA	KS STATE TAX	Remittance Check	\$4,443.61
708429	03/30/2018		P	HSA	HSA Bank	Remittance Check	\$326.75
708430	03/30/2018		P	KP&F	KP&F	Remittance Check	\$22,969.23
708431	03/30/2018		P	ICMA	ICMA	Remittance Check	\$1,494.64
708432	03/30/2018		P	KPC	KANSAS PAYMENT CENTE	Remittance Check	\$1,080.93
708433	03/30/2018		P	KPERS	KPERS	Remittance Check	\$3,810.12
Total Checks: 7						Sub-Total:	\$60,035.98
						Total Void/Stop Payment:	\$0.00
						Grand Total:	\$60,035.98

TO: MAYOR & CITY COUNCIL
FROM: MICHAEL WEBB, CITY MANAGER
SCOTT ANDERSON, BOND COUNSEL
DATE: APRIL 9, 2018
SUBJECT: RESOLUTION NO. 2018-07 CONSENTING TO A THIRD
SUPPLEMENTAL INDENTURE FOR THE EARP PROJECT

RECOMMENDATION

City Council to consider Resolution No. 2018-07 consenting to the execution and delivery of a Third Supplemental Indenture for the Earp Meat Company Project.

FINANCIAL IMPACT

None.

BACKGROUND

The City issued several series of its industrial revenue bonds for the Earp Meat Company Project in 2010. In accordance with the bond documents, the City leased the Project to IsCo, LLC.

The Series 2014A Bonds and the Series 2014D Bonds are owned by Wells Fargo Bank. IsCo and the bank desire to make certain amendments to the Indenture which alters how the interest rate on the Series 2014A Bonds and the Series 2014D Bonds is calculated. This change requires that the City and the trustee deliver a Third Supplemental Indenture of Trust. IsCo and the bank will consent to this Third Supplemental Indenture.

The amendments have no impact on the term of the property tax abatement or the PILOT schedule for the Earp project. The current property tax abatement on this project ends in 2020.

Staff recommends adoption of Resolution No. 2018-07 consenting to the execution and delivery of a Third Supplemental Indenture for the Earp Meat Company Project.

RESOLUTION NO. 2018-07

A RESOLUTION CONSENTING TO THE EXECUTION AND DELIVERY OF A THIRD SUPPLEMENTAL INDENTURE OF TRUST IN CONNECTION WITH THE CITY'S INDUSTRIAL REVENUE BONDS (EARP MEAT COMPANY PROJECT), SERIES 2010.

WHEREAS, the City of Edwardsville, Kansas (the "City") is a duly organized and existing municipal corporation under the laws of the State of Kansas; and

WHEREAS, pursuant to K.S.A. 12-1740 to 12-1749d, inclusive, as amended, and an Indenture of Trust dated as of April 1, 2010 (as amended, the "Indenture"), between the City and Wells Fargo Bank, National Association, as trustee (the "Trustee"), as amended by that First Supplemental Indenture of Trust dated as of November 1, 2010, and as further amended by that Second Supplemental Indenture of Trust dated as of April 1, 2015, the City issued its (a) Tax-Exempt Recovery Zone Facility Industrial Revenue Bonds (Earp Meat Company Project), Series 2010A, (b) Taxable Industrial Revenue Bonds (Earp Meat Company Project), Series 2010B, (c) Subordinate Taxable Industrial Revenue Bonds (Earp Meat Company Project), Series 2010C, (d) Tax-Exempt Recovery Zone Facility Industrial Revenue Bonds (Earp Meat Company Project), Series 2010D, and (e) Tax-Exempt Recovery Zone Facility Industrial Revenue Bonds (Earp Meat Company Project), Series 2010E (collectively, the "Bonds"), for the purpose of acquiring, purchasing, improving, equipping and constructing a commercial project, consisting of an approximately 160,000 square foot distribution facility with office space (the "Project"); and

WHEREAS, the Project was leased by the City to IsCo, LLC, a Kansas limited liability company (the "Company"), pursuant to a Lease Agreement dated as of April 1, 2010 (the "Lease Agreement"), by and between the City and the Company; and

WHEREAS, the Company has requested that the City and the Trustee execute and deliver a Third Supplemental Indenture of Trust, a copy of which is attached hereto as **Exhibit A**, to make certain supplements and amendments to the Indenture (the "Third Supplemental Indenture"); and

WHEREAS, the City desires to approve the execution and delivery of the Third Supplemental Indenture.

NOW, THEREFORE, BE IT RESOLVED by the Governing Body of the City of Edwardsville, Kansas, as follows:

Section 1. Consent to Third Supplemental Indenture. The Governing Body of the City hereby consents to the execution and delivery of the Third Supplemental Indenture in substantially the form presented to the Governing Body at this meeting, but with such changes as the Mayor may approve as evidenced by his execution thereof.

Section 2. Execution of the Third Supplemental Indenture. The Mayor of the City is hereby authorized and directed to execute and deliver the Third Supplemental Indenture for and on behalf of and as the act and deed of the City, in substantially the form presented to and reviewed by the Governing Body. The City Clerk is hereby authorized and directed to attest to and affix the seal of the City, if required, to the Third Supplemental Indenture.

Section 3. Further Authority. The Mayor and other officers and representatives of the City are hereby authorized and directed to execute and deliver such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution (copies of said documents shall be filed in the records of the City) for and on behalf of and as the act and deed of the City. The City Clerk is hereby authorized and directed to execute and deliver and to attest to and affix the seal of the City to such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution.

Section 4. Effective Date. This Resolution shall take effect and be in full force and effect from and after its adoption by the Governing Body of the City.

PASSED AND APPROVED by the Governing Body of the City of Edwardsville, Kansas, this 9th day of April, 2018.

John McTaggart
Mayor

(SEAL)

ATTEST:

Zachary Daniel
Assistant City Manager/City Clerk

EXHIBIT A
FORM OF THIRD SUPPLEMENTAL INDENTURE

THIRD SUPPLEMENTAL INDENTURE OF TRUST

THIS THIRD SUPPLEMENTAL INDENTURE OF TRUST (the “Third Supplement”) effective as of May 1, 2018 (the “Effective Date”) between the **CITY OF EDWARDSVILLE, KANSAS** (the “City”) and **WELLS FARGO BANK, NATIONAL ASSOCIATION**, as trustee (the “Trustee”).

W I T N E S S E T H :

WHEREAS, the City and the Trustee have previously entered into an Indenture of Trust dated as of April 1, 2010, as amended and supplemented by the First Supplemental Indenture of Trust dated as of November 1, 2010, and the Second Supplemental Indenture of Trust dated as of April 1, 2015 (collectively, the “Original Indenture”), respecting the City’s \$5,889,000 Tax-Exempt Recovery Zone Facility Industrial Revenue Bonds (Earp Meat Company Project), Series 2010A (the “Series 2010A Bonds”), the City’s \$6,911,000 Tax-Exempt Recovery Zone Facility Industrial Revenue Bonds (Earp Meat Company Project), Series 2010D (the “Series 2010D Bonds” and, together with the Series 2010A Bonds, the “Bonds”);

WHEREAS, at the request of IsCo, LLC, a Kansas limited liability company (the “Company”), the City and the Trustee wish to amend and supplement the provisions of the Original Indenture as herein provided;

NOW, THEREFORE, in consideration of the foregoing and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE I

INTENTION OF PARTIES, INDENTURE PROVISIONS

The City and the Trustee have entered into this Third Supplement pursuant to Section 8.2 of the Original Indenture to amend their rights and obligations set forth in the Original Indenture. The terms of the Original Indenture, as amended by this Third Supplement (as so amended, the “Indenture”), shall govern the rights and obligations of the City and the Trustee in connection with the transactions contemplated by the Indenture. Capitalized terms used but not defined in this Third Supplement shall have the respective meanings assigned thereto in the Original Indenture.

ARTICLE II

AMENDMENTS

Section 2.01. Amendments to Definitions. Section 1.1 of the Original Indenture shall be amended as follows:

(a) The Original Indenture is hereby amended by deleting the definition of Applicable Factor and in place thereof inserting the following:

“Applicable Factor” means:

(a) during the initial Direct Purchase Period, 80.375%, and

(b) during any other Direct Purchase Period, (i) 80.375%, or (ii) with an Approving Opinion, such other percentage as may be designated in writing by the Company as the Applicable Factor for such LIBOR Index Rate Period pursuant to Section 2.4(a) or 2.4(b).

(b) The Original Indenture is hereby amended by deleting the definition of Applicable Spread and in place thereof inserting the following:

“Applicable Spread” means, with respect to each Index Interest Rate Period, the following:

(a) During the initial Direct Purchase Period, [160] basis points ([1.60]%).

(b) During any Index Interest Rate Period other than the initial Rate Period, the number of basis points determined by the Market Agent, having due regard for prevailing market conditions for bonds or other securities comparable as to tax treatment, credit and maturity to the Bonds, on the Conversion Date and designated by the Company in accordance with Section 2.4 (which may include a schedule for changes to the Applicable Spread based upon changes to any credit or investment rating assigned to the Company or the Bonds), which when added to the SIFMA Index or the product of the LIBOR Index multiplied by the Applicable Factor and the Margin Rate Factor, as applicable, would equal the minimum interest rate per annum that would enable the Bonds to be sold on such Conversion Date at a price equal to par (without regard to accrued interest, if any, thereon).

(c) The Original Indenture is hereby amended by adding a definition of Effective Date to read as follows:

“Effective Date” means the effective date of the Third Supplemental Indenture of Trust as defined therein.

(d) The Original Indenture is hereby amended by deleting the definition of LIBOR Index and in place thereof inserting the following:

“*LIBOR Index*” means, for any date of determination, the per annum rate of interest determined on the basis of the rate on deposits in United States dollars of amounts equal to or comparable to the Principal Amount, offered for a term of one month, which rate appears on the display designated as Reuters Screen LIBOR01 Page (or any successor page),

determined as of approximately 11:00 a.m., London time, on each Computation Date for effect on the immediately succeeding LIBOR Index Reset Date, or if such rate is not available, another rate determined by the Calculation Agent of which the Company has received written notice. Notwithstanding anything herein to the contrary, during any period of time while the LIBOR Index, determined as provided above, would be less than zero percent (0.0%), the LIBOR Index shall be deemed to be zero percent (0.0%).

(e) The Original Agreement is hereby amended by deleting the definition of Margin Rate Factor and in place thereof inserting the following:

“Margin Rate Factor” means the greater of (a) 1.0, and (b) the product of (i) one minus the Maximum Federal Corporate Tax Rate in effect on the applicable LIBOR Index Reset Date multiplied by (ii) the quotient of (A) one divided by (B) one minus the Maximum Federal Corporate Tax Rate in effect on the Effective Date. The effective date of any change in the Margin Rate Factor shall be the effective date of the decrease or increase (as applicable) in the Maximum Federal Corporate Tax Rate resulting in such change.

(f) The Original Indenture is hereby amended by deleting the definition of Taxable Rate and in place thereof inserting the following:

“Taxable Rate” means, for any date of determination, the rate of interest per annum equal to the product of the interest rate on the Bonds then in effect multiplied by the quotient of (a) one divided by (b) one minus the Maximum Federal Corporate Tax Rate in effect on the date of calculation.

Section 2.02. Amendment to Exhibit G. The Original Indenture is hereby amended by deleting Exhibit G thereto and in place thereof inserting Exhibit G attached hereto and all references in the Original Indenture to Exhibit G shall be references to Exhibit G as hereby amended.

ARTICLE III

FULL FORCE AND EFFECT

The Original Indenture is hereby amended to the extent provided in this Third Supplement and, except as specifically provided herein, the Original Indenture shall remain in full force and effect in accordance with its terms.

ARTICLE IV

GOVERNING LAW

THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS THIRD SUPPLEMENT SHALL BE GOVERNED AS PROVIDED IN SECTION 9.8 OF THE ORIGINAL INDENTURE.

ARTICLE V

HEADINGS

Section headings in this Third Supplement are included herein for convenience of reference only and shall not have any effect for purposes of interpretation or construction of the terms of this Third Supplement.

ARTICLE VI

COUNTERPARTS

This Third Supplement may be signed in any number of counterpart copies, but all such copies shall constitute one and the same instrument.

ARTICLE VII

REPRESENTATIONS

Each party hereto hereby represents and warrants to the other that this Third Supplement has been duly authorized and validly executed by it and that the Indenture as hereby amended constitutes its valid obligation enforceable in accordance with its terms. The representations and warranties contained in the Original Indenture are hereby remade by each party hereto as of the Effective Date. For the avoidance of doubt, all references in such representations and warranties to defined terms shall be deemed to refer to such terms as defined in the Original Indenture, as amended by this Third Supplement.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the City has caused this Third Supplemental Indenture of Trust to be executed in its name and on its behalf by its Mayor and its seal affixed and attested by its City Clerk and the Trustee has caused this Third Supplemental Indenture of Trust to be executed, sealed and attested in its name by its duly authorized officers, all as of the day and year first above written.

CITY OF EDWARDSVILLE, KANSAS

By _____
John McTaggart
Mayor

(SEAL)

ATTEST:

Zachary Daniel
Assistant City Manager/City Clerk

[Signature page to Third Supplemental Indenture of Trust]

**WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Trustee**

By _____
Name _____
Title _____

[Signatures continued on next page]

[Signature page to Third Supplemental Indenture of Trust]

Wells Fargo Bank, National Association, as Bank, hereby consents to the foregoing Third Supplemental Indenture of Trust as of the day and year first above written.

**WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Bank**

By _____
Name _____
Title _____

[Signatures continued on next page]

[Signature page to Third Supplemental Indenture of Trust]

IsCo, LLC, as Company, hereby consents to the foregoing Third Supplemental Indenture of Trust as of the day and year first above written.

ISCO, LLC, a Kansas limited liability company

By _____
Name _____
Title _____

EXHIBIT G

FORM OF INVESTOR LETTER

[Date of Purchase]

City of Edwardsville, Kansas
Edwardsville, Kansas

IsCo, LLC
Edwardsville, Kansas

Wells Fargo Bank, National Association, as Trustee
Denver, Colorado

\$5,889,000
City of Edwardsville, Kansas
Tax-Exempt Recovery Zone Facility
Industrial Revenue Bonds
(Earp Meat Company Project)
Series 2010A

\$6,911,000
City of Edwardsville, Kansas
Tax-Exempt Recovery Zone Facility
Industrial Revenue Bonds
(Earp Meat Company Project)
Series 2010D

Ladies and Gentlemen:

[NAME OF PURCHASER] (“Purchaser”) has agreed to purchase the above-referenced bonds (the “Bonds”) in the amount of [AMOUNT] which were issued in the original aggregate principal amount of \$12,800,000 by the City of Edwardsville, Kansas (the “City”) bearing the Index Interest Rate as set forth in the Indenture of Trust dated as of April 1, 2010, as amended by that First Supplemental Trust Indenture dated as of November 1, 2010, the Second Supplemental Indenture of Trust dated as of April 1, 2015, and the Third Supplemental Indenture of Trust dated as of May 1, 2018 (collectively, the “Indenture”), between the City and Wells Fargo Bank, National Association, as trustee (the “Trustee”). All capitalized terms used herein, but not defined herein, shall have the respective meanings set forth in the Indenture. The undersigned, an authorized representative of the Purchaser, hereby represents to you that:

1. The Purchaser has sufficient knowledge and experience in financial and business matters, including purchase and ownership of municipal and other tax-exempt obligations, to be able to evaluate the risks and merits of the investment represented by the purchase of the Bonds.

2. The Purchaser has authority to purchase the Bonds and to execute this letter and any other instruments and documents required to be executed by the Purchaser in connection with the purchase of the Bonds.

3. The undersigned is a duly appointed, qualified and acting representative of the Purchaser and is authorized to cause the Purchaser to make the certifications, representations and warranties contained herein by execution of this letter on behalf of the Purchaser.

4. The Purchaser is (a) an affiliate of a registered owner of the Bonds, (b) a trust or other custodial arrangement established by a registered owner of the Bonds or one of its affiliates, the owners of the beneficial interests in which are limited to “qualified institutional buyers” as defined in Rule 144A promulgated under the Securities Act of 1933, as amended (the “1933 Act”) or (c) a qualified institutional buyer that is a commercial bank having a combined capital and surplus of \$5,000,000,000 or more.

5. The Purchaser understands that no official statement, prospectus, offering circular, or other comprehensive offering statement is being provided with respect to the Bonds. The Purchaser has made its own inquiry and analysis with respect to the City, the Company, the Project, the Bonds and the security therefor, and other material factors affecting the security for and payment of the Bonds.

6. The Purchaser acknowledges that it has either been supplied with or been given access to information, including financial statements and other financial information, regarding the Company, to which a reasonable investor would attach significance in making investment decisions, and has had the opportunity to ask questions and receive answers from knowledgeable individuals concerning the City, the Company, the Project, the Bonds and the security therefor, so that as a reasonable investor, it has been able to make its decision to purchase the Bonds.

7. The Purchaser understands that the Bonds (i) are not registered under the 1933 Act and are not registered or otherwise qualified for sale under the “Blue Sky” laws and regulations of any state, (ii) are not listed on any stock or other securities exchange, and (iii) carry no rating from any credit rating agency.

8. The Bonds are being acquired by the Purchaser for investment for its own account and not with a present view toward resale or distribution; provided, however, that the Purchaser reserves the right to sell, transfer or redistribute the Bonds in Authorized Denominations, but agrees that any such sale, transfer or distribution by the Purchaser shall be to a Person:

(a) that is an affiliate of a registered owner of the Bonds;

(b) that is a trust or other custodial arrangement established by a registered owner of the Bonds or one of its affiliates, the owners of any beneficial interest in which are limited to qualified institutional buyers; or

(c) that is a qualified institutional buyer that is a commercial bank having a combined capital and surplus of \$5,000,000,000 or more who executes an investor letter substantially in the form of this letter.

[PURCHASER]

By _____
Name _____
Title _____

**TO: MAYOR & CITY COUNCIL
FROM: MICHAEL WEBB, CITY MANAGER
DATE: APRIL 9, 2018
SUBJECT: VILLAGE SOUTH AT EDWARDSVILLE**

RECOMMENDATION

City Council to hear a presentation by the developer of the Village South at Edwardsville project.

FINANCIAL IMPACT

Not applicable

BACKGROUND

The developer of the Village South at Edwardsville project is revising the existing approved project plan. The purpose of this presentation is to afford an opportunity for the developer to provide an update to the City Council and the public on the revised project plan. Please note this is not a public hearing and no action is expected from the presentation.