

AN ORDINANCE APPROVING A PROFESSIONAL SERVICES AGREEMENT WITH THE COLUMBIA CAPITAL MUNICIPAL ADVISORS FOR SERVICES RELATING TO THE CONSIDERATION OF THE OSAGE BEACH MARKETPLACE LLC PROPOSAL AND TIF PLAN APPLICATION FOR THE REDEVELOPMENT OF THE OSAGE BEACH OUTLET MALL UNDER THE REAL PROPERTY TAX INCREMENT FINANCING REDEVELOPMENT ACT.

WHEREAS, the City has been requested by Osage Beach Marketplace LLC (the “Developer”) to consider a tax increment financing redevelopment plan application (the “Application”) within the City, for the redevelopment of the Osage Beach Outlet Mall in accordance with the “Real Property Tax Increment Allocation Redevelopment Act” in Sections 99.800 to 99.865 of the Revised Statutes of Missouri (the “TIF Act”); and

WHEREAS, pursuant to Section 99.820 of the Revised Statutes of Missouri, the City is authorized to enter into all contracts necessary or incidental to the implementation and furtherance of a redevelopment plan or redevelopment project; and

WHEREAS, the Board of Aldermen has authorized the Mayor to execute a Funding Agreement with the Developer on behalf of the city to provide funding for legal and financial consulting necessary for the city to properly and fully consider the Application; and

WHEREAS, the Board of Aldermen has approved a Tax Increment Financing Policy (the “Policy”) which provides guidance to the Developer and other potential TIF applicants regarding the process and standards that will be applied by the City to evaluate proposed TIF plans; and

WHEREAS, the Board of Aldermen desires to enter into an agreement with Columbia Capital Municipal Advisors for services necessary to ensure that the City has properly and fully considered and, if ultimately approved by Board of Aldermen, implemented the TIF Plan and then properly enter into a development agreement with the developer selected to implement the plan.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF ALDERMEN OF THE CITY OF OSAGE BEACH, MISSOURI, AS FOLLOWS:

1. The Engagement Letter with Columbia Capital Municipal Advisors for their services in reference to the Osage Beach Marketplace LLC proposal and TIF Plan Application for the Redevelopment of the Osage Beach Outlet Mall, attached as Exhibit A is approved and the Mayor is authorized to execute the same on behalf of the city.

READ FIRST TIME: June 16, 2022

READ SECOND TIME: June 16, 2022

I hereby certify that the above Ordinance No. 22.42 was duly passed on June 16, 2022, by the Board of Aldermen of the City of Osage Beach. The votes thereon were as follows:

Ayes: 4 Nays: 2 Abstentions: 0 Absent: 0

This Ordinance is hereby transmitted to the Mayor for his signature.

June 16, 2022
Date

Tara Berreth
Tara Berreth, City Clerk

Approved as to form:

Edward B. Rucker
Edward B. Rucker, City Attorney

I hereby APPROVE Ordinance No. 22.42.

Michael Harmison
Michael Harmison, Mayor

June 16, 2022
Date

ATTEST:

Tara Berreth
Tara Berreth, City Clerk



6700 Antioch, Suite 250
Merriam, Kansas 66204
(913) 312-8077
columbiacapital.com

June 14, 2022

Ms. Jeana Woods
City Administrator
City of Osage Beach, Missouri

Via Electronic Mail

Dear Ms. Woods:

It was a pleasure to meet you by phone today and to learn more about the proposed project. The purpose of this letter is to memorialize the City of Osage Beach's (**City**) engagement of Columbia Capital Management, LLC (**Columbia Capital**) as its municipal advisor.

Scope of Services

Columbia Capital understands a developer has approached the City for consideration of and approvals for a large-scale mixed-use development to be supported by a variety of public incentives (Project). Columbia Capital agrees to serve the City (or its TIF Commission or other related issuer) as its "municipal advisor" (as defined by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and additional regulations related thereto promulgated by the US Securities and Exchange Commission and the Municipal Securities Rulemaking Board) to provide financial advisory services as its fiduciary to include:

- 1) assisting the City in evaluating developer proposals involving tax increment financing (TIF), community improvement district (CID), transportation development district (TDD) and other incentive support for the Project
- 2) assisting the City in determining the appropriate amount of incentives necessary to support the Project
- 3) reviewing and commenting on the third-party revenue study/feasibility report regarding the Project
- 4) participating in the negotiation of, reviewing and commenting on the redevelopment agreement with the developer
- 5) actively participating in periodic finance team calls and meetings
- 6) guiding the City on the type, scope and detail of diligence requests to be made of the developer regarding the Project, the developer's financial capacity and the likelihood of the Project meeting its financial projections
- 7) in conjunction with counsel for the City, closely reviewing all developer-provided diligence information
- 8) evaluating one or more plans of finance for the public and private infrastructure related to the Project
- 9) working closely with the City attorney, special counsel and bond counsel to develop documentation in support of the Project and the financing

- 10) developing briefings and presentations for staff, council committees, council and the public on the Project and the City's proposed support for it
- 11) providing full-service financial advisory services, including reviewing and commenting on the official statement (limited offering memorandum, etc.), if any; negotiating terms, conditions and pricing; and coordinating the finance team to effect successful closing for one or more new financings benefitting the Project; and
- 12) providing optional services (as described below) as desired by the City

Our proposal does not include services related to the but-for finding required by Missouri law related to TIF. (We understand this work is already complete.)

Project Team

Columbia Capital agrees to commit the human and materiel resources necessary to deliver the required financial advisory services to the City. Jeff White will maintain day-to-day responsibility for executing the scope of services identified above and will be your primary contact for the engagement. James Prichard, Adam Pope, Stacey Walter, Deric Marr and Samantha Martens will be available to the City as needed for Columbia Capital to fulfill its obligations to the City.

References

Columbia Capital has recently provided similar services as proposed in this letter to the City of Shawnee, Kansas, and Denver Urban Renewal Authority.

Mr. Nolan Sunderman
City Manager
City of Shawnee
913-742-6200
nsunderman@cityofshawnee.org

Ms. Tracy Huggins
Executive Director
DURA
303-534-3872
thuggins@renewdenver.org

Municipal Advisor Rule

Commencing July 1, 2014, any individual or firm providing "advice" to a governmental entity with respect to municipal bonds, municipal swaps and derivatives and the investment of municipal bond proceeds is required by Federal law to register with the US Securities and Exchange Commission (SEC) and the Municipal Securities Rulemaking Board (MSRB). We expect that a significant portion of our engagement with the City would constitute "advice" under Federal law.

Columbia Capital is a municipal advisor registered with the SEC and MSRB and agrees to maintain such registration during the term of its engagement with the City. Our advisory staff members are also registered as required by law. The details of our registration filings may be found on the SEC's EDGAR on-line system.

Columbia Capital is an independent firm and is not affiliated with a broker-dealer, swap dealer, investment bank, commercial bank, insurance company or buy-side firm. The firm recently celebrated the 25th anniversary of its establishment in St. Louis and is owned by seven employees of the firm.

Fees for Services

Columbia Capital proposes a two-part fee schedule for the scope described above, including both non-contingent and contingent fees. It is customary for the developer to pay the fees of all transaction participants, including lawyers, consultants and advisors, like us, in these types of transactions. If the Project proceeds to bond financing, these fees can often be reimbursed with bond proceeds.

Non-Contingent Fees

For the scope of services items (1) through (10) above:

- \$45,000 maximum fixed fee, invoiced monthly at \$3,000 until a total of \$35,000 has been billed, with the balance (if any) billed upon termination (see below) or in the month following the city council's approval of the first bond issuance in support of the Project.
- In the event the City terminates work on the Project prior to the issuance of bonds, the maximum fee will be lowered to \$35,000 and Columbia Capital will bill any remaining balance due in the month following termination.
- In the event the developer terminates work on the Project or is unable or unwilling to take the Project to bond financing, the \$45,000 maximum fee shall apply. Columbia Capital will bill any remaining balance due in the month following termination.

Contingent Fees

In addition to the non-contingent fees above, Columbia Capital will charge a fee of \$2.50 per \$1,000 of bonds issued billed upon successful closing of bonds in support of the Project, typically paid from proceeds of the bonds. For the purposes of fee calculations, "bonds" will include any type of financing, including bonds, notes, loans, etc. issued in support of the Project by the City, the TIF commission, the IDA or other issuer. Our contingent fees will be capped at an aggregate of \$225,000 for transactions priced within 15 days of one another.

In addition to the fees detailed above, Columbia Capital will seek on a periodic basis (not more frequently than monthly) reimbursement for reasonable actual out-of-pocket costs incurred while executing the scope of services.

Optional Services

Columbia Capital will provide additional services, at the option of the City, to support the City's administration of the bonds and bond proceeds post-issuance.

Post-Issuance Compliance Services: subscription to Columbia Capital's MuniVault[®] suite of tax-exempt bond post-issuance compliance services, including making continuing disclosure filings and providing annual compliance reviews, for a one-time set-up fee of \$2,500 per series plus \$900 per series per year. We can often provide in the redevelopment agreement that compliance fees are paid from the flow-of-funds to the Project.

Bond Proceeds Investment/Structured Investment Brokerage: 0.20% of the face amount of the investment with a \$2,500 minimum (subject to IRS safe harbor limits). This fee can typically be structured to be paid by the investment provider.

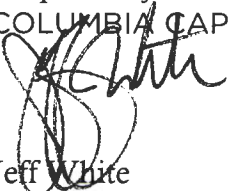
Bond Proceeds Investment/Actively Managed: \$900 per month per account under management, billed monthly. We can often draft bond documents such that these fees are paid from the flow-of-funds under the bond trust indenture.

Term of Engagement

The parties agree that Columbia Capital’s engagement as the City’s municipal advisor will commence upon execution of this letter and expire upon 60 days’ written notice by either party. The City agrees to compensate Columbia Capital for any work in progress (along with outstanding expenses), as provided in this letter, up to and including the date of such termination.

We look forward to building a high-quality and long-lasting working relationship with the City. Thank you for your confidence in our abilities.

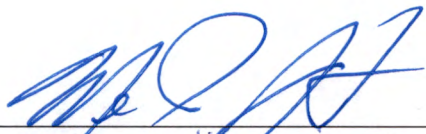
Respectfully submitted,
COLUMBIA CAPITAL MANAGEMENT, LLC



Jeff White
Managing Member

ACKNOWLEDGED AND ACCEPTED

The City of Osage Beach hereby engages Columbia Capital Management, LLC, as its municipal advisor pursuant to the terms herein as of the date first set forth above.



By: Michael Harmonson
Its: Mayor
City of Osage Beach

STANDARD DISCLOSURES

Date: June 14, 2022

Client: City of Osage Beach, Missouri

INTRODUCTION

The Municipal Securities Rulemaking Board (MSRB) has promulgated regulations impacting the way municipal advisors interact with their clients. In compliance with those regulations, Columbia Capital Management, LLC (Columbia Capital) offers the following disclosures (Standard Disclosures).

These Standard Disclosures are provided to you in accordance with MSRB Rule G-42(b). Please confirm receipt of these Standard Disclosures by email confirmation or other written confirmation method that we can retain for our records.

MUNICIPAL ADVISOR CERTIFICATION

Columbia Capital is a municipal advisor as defined by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. As of the date listed above, Columbia Capital has fully complied with the municipal advisor registration requirements of both the US Securities and Exchange Commission (SEC) and the MSRB, both for the firm and for its employees engaged in municipal advisory activities.

CONFLICTS OF INTEREST

As of the date listed above, Columbia certifies that it has no known actual or perceived material conflicts of interest related to our work for you.

AFFILIATES

Columbia Capital does not have any affiliate that provides any advice, services, or products to or on behalf of your organization that is directly related to the municipal advisory activities to be performed by Columbia Capital.

NO PAYMENTS BY COLUMBIA CAPITAL

Columbia Capital has not made any payments, directly or indirectly, to obtain or retain this engagement to perform municipal advisory activities for your organization.

NO PAYMENTS TO COLUMBIA CAPITAL

Columbia Capital has not received any payments from a third party to enlist a recommendation by Columbia Capital to your organization of its services, any municipal securities transaction or any municipal financial product.

NO FEE-SPLITTING ARRANGEMENTS

Columbia Capital has not entered into any fee-splitting arrangements involving your organization with any provider of investments or services to your organization.

THIRD-PARTY PAYMENTS

Columbia's general practice is not to accept payments from third-parties related to our work for your organization. On occasion, it may be more convenient for you to require a third-party to pay us for our work for you. In any case where a third party will pay us in connection with our engagement with you, we will disclose all such payments to you in writing in advance.

CONSIDERATIONS RELATED TO FEES

The MSRB has determined that the method of calculation of the fees paid by issuers and obligated persons to municipal advisors can lead to incentives for the municipal advisor that differ from yours. Regardless of the method, however, the fees we charge are not permitted to be excessive given the scope of the engagement. The paragraphs below describe the different incentives our common fee methods may create.

In the event our fee is **contingent** upon the successful outcome of the engagement (typically, the successful closing of a financing transaction), our incentive is to both complete the transaction and to do so quickly. In certain circumstances completion of the transaction may not be in your best interest.

In the event our fee is **hourly**, our incentive is to both take longer to complete the engagement and to spend more time working on it. Delays in completion of an engagement or additional fees due to the amount of time expended may not be in your best interest.

In the event our fee is a **fixed** amount, our incentive is to complete the engagement more quickly and to limit our time investment in completing the engagement. Because the fixed fee is paid regardless of the outcome, you may incur fees without assurance of a successful outcome.

The mode and amount of our fee will be disclosed in the documentation of our engagement with you.

LEGAL OR DISCIPLINARY MEASURES

Neither Columbia Capital nor any representative of Columbia Capital has been subject to any legal or disciplinary event that is material to the evaluation of Columbia Capital or the integrity of our management or advisory personnel.

COMPLAINTS

As a regulated entity, we are obligated to provide our municipal advisory clients annual disclosures pursuant to MSRB Rule G-10. No action is required on your part. Please find our required disclosures below:

- Columbia is registered as a municipal advisor with the U.S. Securities and Exchange Commission and the MSRB
- the MSRB's website is www.msrb.org
- the MSRB makes available on its website a brochure for municipal issuers and borrowers describing the protections that may be provided by the MSRB to issuers and borrowers, MSRB's rules and how to file a complaint with an appropriate regulatory authority. That brochure can be found here: <http://www.msrb.org/~media/Files/Resources/MSRB-MA-Clients-Brochure.ashx>

Additionally, you may address concerns or complaints to our chief compliance officer by emailing ccm_compliance@columbiacapital.com.

QUESTIONS

Please direct any questions about these Standard Disclosures to:

Stacey Walter
Compliance Officer
Columbia Capital Management, LLC
6700 Antioch, Suite 250
Merriam, Kansas 66204
913-312-8057
swalter@columbiacapital.com