

AN ORDINANCE APPROVING A PROFESSIONAL SERVICES AGREEMENT WITH THE LAW FIRM OF GILMORE & BELL FOR SERVICES RELATING TO THE CONSIDERATION OF THE TEGETHOFF DEVELOPMENT PROJECT, THE PRESERVE AT SYCAMORE, CHAPTER 353 AND CHAPTER 100 PROPOSALS

WHEREAS, the City has been requested by Tegethoff Development (the “Developer”) to consider a Chapter 353 and Chapter 100 application (the “Application”) within the City, for the proposed Preserve at Sycamore Creek Development; and

WHEREAS, the City is authorized to enter into all contracts necessary or incidental to the implementation and furtherance of a 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 desires to enter into an agreement with Gilmore and Bell for legal services necessary to ensure that the City has properly and fully considered and, if ultimately approved by Board of Aldermen, implemented the Chapter 353 and Chapter 100 proposals and then properly enter into an agreement with the developer.

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

1. The Engagement Letter with Gilmore and Bell for their services in reference to the Tegethoff Development proposal for Chapter 353 and Chapter 100 support for The Preserve at Sycamore Creek, 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: July 7, 2022

I hereby certify that the above Ordinance No. 22.40 was duly passed on July 7, 2022 by the Board of Aldermen of the City of Osage Beach. The votes thereon were as follows:

Ayes: 6 Nays: 0 Abstentions: 0 Absent: 0

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

July 7, 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. 22.40.

Michael Harmison
Michael Harmison, Mayor

Date

ATTEST:

Tara Berreth
Tara Berreth, City Clerk

EXHIBIT A
ENGAGEMENT LETTER

[attached]



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St. Louis, Missouri 63102-2746

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June 1, 2022

Mayor and Board of Aldermen
Osage Beach, Missouri

Re: The Preserve at Sycamore Creek

Ladies and Gentlemen:

The purpose of this engagement letter is to set forth certain matters concerning the services we will perform as special counsel and bond counsel to the City of Osage Beach in connection with the proposed development of the Preserve at Sycamore Creek (the "Project"), which is expected to include real property tax abatement under Chapter 353, RSMo. ("Chapter 353") and a sales tax exemption on construction materials facilitated through an industrial revenue bond transaction pursuant to Chapter 100, RSMo. ("Chapter 100").

SCOPE OF ENGAGEMENT

Special Counsel Services

Gilmore & Bell will provide the following services as special counsel regarding the use of Chapter 353 for the Project:

1. Review and advise the City regarding the legal compliance of the development plan, cost-benefit analysis and related documents.
2. Prepare or review legal proceedings relating to the approval of the development plan.
3. Prepare or review applicable resolutions and ordinances, public notices to local taxing bodies, and other documents.
4. Assist the City Attorney in advising the City on legal matters incident to the approval of real property tax abatement.
5. Review and advise the City regarding from the developer.
6. Assist the City Attorney in negotiating and drafting a redevelopment or other agreement between the City and the developer.
7. Attend such conferences and meetings as may be requested by the City in connection with the project.

Bond Counsel Services

Gilmore & Bell will provide the following services as bond counsel regarding the use of Chapter 100 and the issuance of industrial revenue bonds (“Chapter 100 Bonds”) for the Project:

1. Prepare or examine all proceedings and legal documents relating to the authorization and issuance of the Chapter 100 Bonds.
2. Prepare and examine transcripts of proceedings relating to the authorization of the Chapter 100 Bonds.
3. Coordinate and assist with the necessary filings and recordings with appropriate county, state and federal agencies.
4. If requested render an approving legal opinion on the validity of the Chapter 100 Bonds.
5. Attend such conferences and meetings as may be requested in connection with the issuance of the Chapter 100 Bonds.

ATTORNEY-CLIENT RELATIONSHIP

Upon execution of this engagement letter, the City will be our client and an attorney-client relationship will exist between us. We assume that all other parties will retain such counsel as they deem necessary and appropriate to represent their interests in this transaction. We further assume that all other parties understand that in this transaction we represent only the City, we are not counsel or any other party, and we are not acting as an intermediary among the parties. Our services as special counsel are limited to those contracted for herein. Our representation of the City will not affect our responsibility to render an objective Bond Opinion.

Our representation of the City and the attorney-client relationship created by this engagement letter will be concluded upon closing the transaction(s).

FEES AND EXPENSES

Special Counsel Services

Our proposed fee for providing Special Counsel services will be based on our current hourly rate for shareholders, as adjusted from time to time. For calendar year 2022, our charge will be \$325 per hour. We commit that this rate will not increase by more than 5% per year. In addition to the fees set forth above, we will seek reimbursement for our out-of-pocket expenses incurred in connection with the Special Counsel services, such as travel, postage, deliveries, photocopying, printing and similar expenses. We will submit invoices for payment of fees incurred for Special Counsel services on a monthly basis or at such other times as the City may request.

Bond Counsel Services

Our Bond Counsel fee in connection with the issuance of any Chapter 100 Bonds will be a flat fee due upon issuance of the Chapter 100 Bonds and determined in accordance with our then-current fee

schedule, based on the structure, complexity and size of the transaction. Based on our current understanding of the proposed Chapter 100 Bonds, our Bond Counsel fee is estimated at \$40,000.

Notwithstanding the foregoing, if drafts of bond documents have been circulated and the City has passed an ordinance authorizing issuance of the Chapter 100 Bonds, but the Chapter 100 Bonds have not been issued within 90 days of such ordinance, then we will become entitled to the immediate payment of one-half of our Bond Counsel fee, regardless of whether the Chapter 100 Bonds are ever issued.

RECORDS

At your request, papers and property furnished by you will be returned promptly. Our own files, including lawyer work product, pertaining to the transaction will be retained by us. For various reasons, including the minimization of unnecessary storage expenses, we reserve the right to dispose of any documents or other materials retained by us after the termination of the engagement.

CONCLUSION

If the foregoing terms are acceptable to you, please so indicate by returning a signed copy of this engagement letter. We look forward to working with you.

Very truly yours,



Mark A. Spykerman

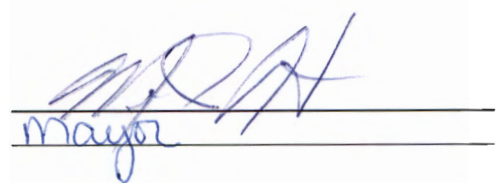
MAS:

ACCEPTED AND APPROVED:

Date: July 7, 2022

CITY OF OSAGE BEACH, MISSOURI

By:
Title:



Mayor