

COMMISSION MINUTES

Matt Flake made a motion to approve Quote from Mid River Asphalt/Cochran Engineering for the amount of \$47,010.00 for overlaying Smith Creek and the amount not to exceed \$99,000.00 to fix the Bluff Rd. to include cutting out the bad spots, overlay the road, put Gabian rock on side of road. Tom Meyer seconded the motion. Motion passed with all in favor.

Steve Etcher and Madison Heath met with the County Commission and discussed upcoming meeting on September 19, 2023 at 10:00 A.M. regarding Industrial Revenue Bonds for the purpose of providing tax incentives to America's Heartland Packing, LLC.

Commission adjourned.

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Joe Gildehaus  
Presiding Comm.

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Matt Flake  
Northern Comm.

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Tom Meyer  
Southern Comm.

The September 19, 2023, the 24<sup>th</sup> day of July Adjourned Term; Commission met pursuant to an Order of Adjournment, present were, Joe Gildehaus, Presiding Commissioner, Matt Flake, Northern Commissioner, Tom Meyer, Southern Commissioner and Denise Stötler, Clerk of the County Commission.

Stacey White, Public Health Administrator met with the County Commission regarding the following:

1. Final vinyl wrap design is complete and they will be wrapping van.
2. Flu vaccines have arrived, and they will have clinics in October and November.
3. COVID vaccines will be available for adults and children who are not insured or under insured.

County Clerk, Denise Stotler, presented her certificate of training for having completed 20 hours of training as per required in Senate Bill 601.

The County Commission approved Liquor License for the Wright City Lions Club for Retail Liquor by Drink Picnic for event October 11, 2023, through October 17, 2023, with the amount of \$25.00 having been paid.

Robert Edwards, AQM met with the County Commission regarding the following:

1. Prosecuting Attorney's Office archive is up and running.
2. Sheriff's switches are complete.
3. Robert gave brief report on the Charter Internet Connection for both the Courthouse and the Administration Building.

Jim Sharp, Emergency Management Administrator met with the County Commission regarding the following:

1. Drought conditions have worsened.

## COMMISSION MINUTES

2. Training & exercises.
3. Community Outreach scheduled for September & October.
4. Reached out to Callisto regarding EOC audio and awaiting response.
5. Needing a new copier.

Bill Roemer, Planning & Zoning/Sanitarian Administrator met with the County Commission, and they discussed being ready for the hearing on Thursday.

Matt Flake made a motion to approve contract between Warren County Commission and Gary Ruether for an additional 250 hours with total contract being 500 hours at a rate of \$30.00 per hour to assist Mike Vohsen in his job as Road & Bridge Supervisor for contract September 14, 2023, expiring December 31, 2023. Tom Meyer seconded the motion. Motion passed with all in favor.

At 10:00 A.M. the Warren County Commission held public meeting regarding Industrial Revenue Bonds for the purpose of providing tax incentives to America's Heartland Packing LLC in connection with the company's construction of cattle processing, warehousing and distribution facilities in Warren County and of a wastewater treatment facility to process Residential and Industrial waste.

Those in attendance were Steve Etcher, Mark Grimm, Mark Vincent, Darren Lenk, Frank Zykan, Madison Heath and Paul Fox.

Mark Vincent, Warren County General Counsel spoke regarding the video taping of the meeting not being the official documentation of this meeting and it can only be used for that person's own record. The orders and documents signed by the County Commission will be the official record.

Mark Grimm spoke about the Orders for the Tax Incentives Taxable Bonds which is \$800,000,000 for the Packing Plant and \$114,000,000 for the Wastewater Treatment Plant. He explained how the County will take ownership of both during construction. The plant construction should be complete January 2025 with the sewer wastewater done shortly afterwards. He explained that the closing would happen September 28, 2023, which will be the transfer of the title.

Matt Flake made a motion to approve Commission Order 23-2023 for an Order Authorizing Warren County, Missouri to issue its Taxable Industrial Revenue Bonds (America's Heartland Packing, LLC Project) Series 2023, in a principal amount not to exceed \$800,000,000 for the purpose of providing funds to pay the costs of acquiring, constructing and equipping a facility for an Industrial Development Project in the County; Approving a Plan for the Project; and Authorizing the County to enter into certain agreements and take certain other actions in connection with the issuance of the bonds. Tom Meyer seconded the motion. Roll call vote taken: Tom-yea, Joe-yea, Matt-yea. The motion passed with all in favor.

## COMMISSION MINUTES

**Matt Flake made a motion to approve Commission Order 24-2023 for an Order Authorizing Warren County, Missouri to issue its Taxable Industrial Revenue Bonds (American Foods Development Co., LLC Project), Series 2023, in a principal amount not to exceed \$114,000,000 for the purpose of providing funds to pay the costs of acquiring and constructing a facility for an Industrial Development Project in the County; Approving a Plan for the Project; and Authorizing the County to enter into certain agreements and take certain other actions in connection with the issuance of bonds. Tom Meyer seconded the motion. Roll call vote taken: Tom-yea, Joe-yea, Matt-yea. Motion passed with all in favor.**

**Elaine Prohet, Health Inspector met with the County Commission, however, did not have anything to report.**

**The County Commission met with Mark Vincent, Warren County General Counsel to discuss Commission Orders that need to be reviewed with contracts.**

COMMISSION MINUTES

Mike Vohsen, Road & Bridge Supervisor met with the County Commission along with Lora Duncan, HR Administrator to set up a schedule for her to help out at the Road & Bridge while the clerical person is out on leave.

Mike Vohsen discussed the following:

1. Speed Limit on Bluff Road.
2. Trucks being ordered.
3. Guardrails will be put up on Carter Road.
4. Culverts need to be replaced on Bluff Road.
5. Additional Electrical work needing to be done with the outside lights.
6. They also discussed the gas pumps needing to be replaced.

At 2:00 P.M., the County Commission held Pre-Construction meeting regarding the Veterans Memorial Parkway/ Archer Road Cost Sharing Project. Those in attendance were Chris Berger, Scott Sateia, Lori Smith, Nate Buehrle, Mike Hackmeister, Josh Malin, Madison Heath, Steve Etcher, Jeff Niemeyer, Greg Karrenbrock.

Jeff Niemeyer, MoDOT went through the closure of the roads which will start September 25, 2023, as far as notices and who will be points of contact. The closure will be for sixty days. Any change orders will need to be sent to Lori Smith, MoDOT and any overruns will be the responsibility of Warren County.

Commission adjourned.

Joe Gildehaus Presiding Comm.	Matt Flake Northern Comm.	Tom Meyer Southern Comm.
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The September 21, 2023, the 25<sup>th</sup> day of July Adjourned Term; Commission met pursuant to an Order of Adjournment, present were, Joe Gildehaus, Presiding Commissioner, Matt Flake, Northern Commissioner, Tom Meyer, Southern Commissioner and Denise Stotler, Clerk of the County Commission.

The County Commission approved Liquor Licenses for the following:

- MJS Events LLC for Retail Liquor by the Drink Caterer for event September 23, 2023, with the amount of \$10.00 having been paid.
- Casa Tequila Cantina & Grill LLC for Retail Liquor by the Drink Caterer for event September 23, 2023, with the amount of \$20.00 having been paid.
- Maw Maws Cupboard LLC for Retail Liquor by the Drink Caterer for event September 23, 2023, with the amount of \$10.00 having been paid.

The County Commission reviewed bills and signed checks.

DATE: SEPTEMBER 19, 2023

ORDER NO. 23-2023

**AN ORDER AUTHORIZING WARREN COUNTY, MISSOURI, TO ISSUE ITS TAXABLE INDUSTRIAL REVENUE BONDS (AMERICA'S HEARTLAND PACKING, LLC PROJECT), SERIES 2023, IN A PRINCIPAL AMOUNT NOT TO EXCEED \$800,000,000, FOR THE PURPOSE OF PROVIDING FUNDS TO PAY THE COSTS OF ACQUIRING, CONSTRUCTING AND EQUIPPING A FACILITY FOR AN INDUSTRIAL DEVELOPMENT PROJECT IN THE COUNTY; APPROVING A PLAN FOR THE PROJECT; AND AUTHORIZING THE COUNTY TO ENTER INTO CERTAIN AGREEMENTS AND TAKE CERTAIN OTHER ACTIONS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.**

WHEREAS, Warren County, Missouri, a third-class county and political subdivision of the State of Missouri (the "County"), is authorized and empowered pursuant to the provisions of Article VI, Section 27(b) of the Missouri Constitution and Sections 100.010 through 100.200, inclusive, of the Revised Statutes of Missouri (collectively, the "Act") to purchase, construct, extend, equip and improve certain projects (as defined in the Act), to issue industrial revenue bonds for the purpose of providing funds to pay the costs of such projects and to lease or otherwise dispose of such projects to private persons or corporations for manufacturing, commercial, office industry, warehousing and industrial development purposes upon such terms and conditions as the County deems advisable; and

WHEREAS, America's Heartland Packing, LLC, a Delaware limited liability company (the "Company"), has requested that the County issue its Taxable Industrial Revenue Bonds (America's Heartland Packing, LLC Project), Series 2023, in the maximum principal amount of \$800,000,000 (the "Bonds"), for the purpose of acquiring approximately 170 acres of land located along Archer Road in the County (the "Project Site"), constructing thereon approximately 1,000,000 square feet of cattle processing, warehousing and distribution facilities (the "Project Improvements"), and acquiring and installing therein certain equipment and other personal property (the "Project Equipment" and, together with the Project Site and the Project Improvements, the "Project"); and

WHEREAS, the Act requires the County to prepare a plan in connection with any industrial development project undertaken pursuant to the Act; and

WHEREAS, a Plan for an Industrial Development Project and Cost/Benefit Analysis (the "Plan") has been prepared in the form of **Exhibit A**; and

WHEREAS, notice of the County's consideration of the Plan has been given in the manner required by the Act, and the County Commission has fairly and duly considered all comments submitted to the County Commission regarding the proposed Plan; and

WHEREAS, the County Commission hereby finds and determines that it is desirable for the improvement of the economic welfare and development of the County and within the public purposes of the Act that the County: (a) approve the Plan pursuant to the Act; (b) issue the Bonds and finance the costs of the Project using proceeds of the Bonds, subject to certain terms and conditions set forth in this Order; (c) lease the Project to the Company; and (d) enter into certain agreements and documents with the Company relating to the Bonds; and

**WHEREAS**, the County Commission further finds and determines that it is necessary and desirable in connection with the implementation of the Plan and the issuance of the Bonds that the County enter into certain documents and take certain other actions as herein provided;

**NOW, THEREFORE, BE IT ORDERED BY THE COUNTY COMMISSION OF WARREN COUNTY, MISSOURI, AS FOLLOWS:**

**Section 1. Approval of the Plan.** The County Commission hereby approves the Plan.

**Section 2. Authorization for the Project.** The County is hereby authorized to provide for the acquisition, construction and installation of the Project in the manner and as more particularly described in the Indenture and the Lease Agreement hereinafter authorized.

**Section 3. Authorization of the Bonds.** The County is hereby authorized to issue and sell the Bonds as described in the recitals hereto to provide funds to pay the costs of the Project. The Bonds shall be issued and secured pursuant to the Indenture and shall have such terms, provisions, covenants and agreements as are set forth in the Indenture.

**Section 4. Limitation on Liability.** The Bonds and the interest thereon shall be limited obligations of the County, payable solely out of certain payments, revenues and receipts derived by the County from the Lease Agreement. Such payments, revenues and receipts shall be pledged and assigned to the bond trustee named in the Indenture (the "Trustee") as security for the payment of the Bonds as provided in the Indenture. The Bonds and the interest thereon shall not constitute general obligations of the County, the State of Missouri (the "State") or any political subdivision thereof, and neither the County nor the State shall be liable thereon. The Bonds shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction and are not payable in any manner by taxation.

**Section 5. Authorization of Documents.** The County is hereby authorized to enter into the following documents (collectively, the "County Documents"), in substantially the forms presented to and approved by the County Commission and attached to this Order, with such changes therein as shall be approved by the officials of the County executing the County Documents, such officials' signatures thereon being conclusive evidence of their approval thereof:

(a) Trust Indenture (the "Indenture") between the County and the Trustee, in substantially the form attached as **Exhibit B**, pursuant to which the Bonds will be issued and the County will pledge the Project and assign certain of the payments, revenues and receipts received pursuant to the Lease Agreement to the Trustee for the benefit and security of the owners of the Bonds upon the terms and conditions set forth in the Indenture.

(b) Bond Purchase Agreement between the County and the Company, in substantially the form attached as **Exhibit C**, pursuant to which the Company will purchase the Bonds.

(c) Special Warranty Deed from the Company, as grantor, to the County, as grantee, in substantially the form attached as **Exhibit D**, pursuant to which the Company will transfer fee title to the Project Site and Project Improvements to the County.

(d) Lease Agreement (the "Lease Agreement") between the County and the Company, in substantially the form attached as **Exhibit E**, pursuant to which the County will lease the Project to the Company pursuant to the terms and conditions in the Lease Agreement, in consideration of

rental payments by the Company that will be sufficient to pay the principal of and interest on the Bonds.

(e) Performance Agreement (the "Performance Agreement") between the County and the Company, in substantially the form attached as **Exhibit F**, pursuant to which the Company will make certain payments in lieu of taxes.

**Section 6. Approval of Transfer.** The County Commission hereby approves the transfer of the Project to the County and hereby further approves any subsequent transfer of the Project to the Company or its designee upon payment in full of the Bonds.

**Section 7. Execution of Documents.** The Presiding Commissioner is hereby authorized to execute the Bonds and to deliver the Bonds to the Trustee for authentication, for and on behalf of and as the act and deed of the County, in the manner provided in the Indenture. The Presiding Commissioner is hereby authorized to execute the County Documents and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Order, for and on behalf of and as the act and deed of the County. The County Clerk is hereby authorized to attest to and affix the seal of the County to the Bonds and the County Documents and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Order.

**Section 8. Further Authority.** The County shall, and the officials, agents and employees of the County are hereby authorized to, take such further action and execute such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Order and to carry out, comply with and perform the duties of the County with respect to the Bonds and the County Documents. The Presiding Commissioner is hereby authorized, through the term of the Lease Agreement, to execute all documents on behalf of the County (including documents pertaining to the transfer of property or the financing or refinancing of the Project by the Company and such easements, licenses, rights-of-way, plats and similar documents as may be requested by the Company) as may be required to carry out and comply with the intent of this Order, the Indenture and the Lease Agreement. The Presiding Commissioner is further authorized, on behalf of the County, to grant such consents, estoppels and waivers relating to the Bonds, the Indenture, the Lease Agreement or the Performance Agreement as may be requested during the term thereof; provided, such consents, estoppels and/or waivers shall not increase the principal amount of the Bonds, increase the term of the Lease Agreement or the tax exemption as provided for therein, waive an event of default or materially change the nature of the transaction. The County Clerk is authorized to attest to and affix the seal of the County to any document authorized by this Section.

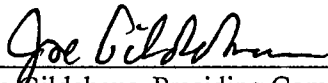
**Section 9. Incorporation of Recitals.** The County Commission hereby finds and determines those matters set forth in the recitals hereto as fully and completely as if set out in full in this Section.

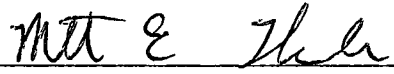
**Section 10. Incorporation of Exhibits.** Exhibits A through F are hereby incorporated into and made a part of this Order.

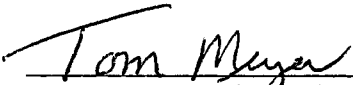
**Section 11. Effective Date.** This Order shall be in full force and effect from and after its passage by the County Commission.

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PASSED by the County Commission of Warren County, Missouri, this 19th day of September, 2023.

  
\_\_\_\_\_  
Joe Gildehaus, Presiding Commissioner

  
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Matt Flake, Northern District Commissioner

  
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Tom Meyer, Southern District Commissioner

SEAL ATTEST

  
\_\_\_\_\_  
Denise Stotler, County Clerk



DATE: SEPTEMBER 19, 2023

ORDER NO. 24-2023

**AN ORDER AUTHORIZING WARREN COUNTY, MISSOURI, TO ISSUE ITS TAXABLE INDUSTRIAL REVENUE BONDS (AMERICAN FOODS DEVELOPMENT CO., LLC PROJECT), SERIES 2023, IN A PRINCIPAL AMOUNT NOT TO EXCEED \$114,000,000, FOR THE PURPOSE OF PROVIDING FUNDS TO PAY THE COSTS OF ACQUIRING AND CONSTRUCTING A FACILITY FOR AN INDUSTRIAL DEVELOPMENT PROJECT IN THE COUNTY; APPROVING A PLAN FOR THE PROJECT; AND AUTHORIZING THE COUNTY TO ENTER INTO CERTAIN AGREEMENTS AND TAKE CERTAIN OTHER ACTIONS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.**

**WHEREAS**, Warren County, Missouri, a third-class county and political subdivision of the State of Missouri (the "County"), is authorized and empowered pursuant to the provisions of Article VI, Section 27(b) of the Missouri Constitution and Sections 100.010 through 100.200, inclusive, of the Revised Statutes of Missouri (collectively, the "Act") to purchase, construct, extend and improve certain projects (as defined in the Act), to issue industrial revenue bonds for the purpose of providing funds to pay the costs of such projects and to lease or otherwise dispose of such projects to private persons or corporations for manufacturing, commercial, office industry, warehousing and industrial development purposes upon such terms and conditions as the County deems advisable; and

**WHEREAS**, American Foods Development Co., LLC, a Delaware limited liability company (the "Company"), has requested that the County issue its Taxable Industrial Revenue Bonds (American Foods Development Co., LLC Project), Series 2023, in the maximum principal amount of \$114,000,000 (the "Bonds"), for the purpose of acquiring a leasehold interest in approximately 16.5 acres of land located at 1000 Lagoon Drive in Wright City, Missouri (the "Project Site"), and constructing thereon a wastewater treatment facility (together with the County's leasehold interest in the Project Site, the "Project"); and

**WHEREAS**, the Act requires the County to prepare a plan in connection with any industrial development project undertaken pursuant to the Act; and

**WHEREAS**, a Plan for an Industrial Development Project and Cost/Benefit Analysis (the "Plan") has been prepared in the form of **Exhibit A**; and

**WHEREAS**, notice of the County's consideration of the Plan has been given in the manner required by the Act, and the County Commission has fairly and duly considered all comments submitted to the County Commission regarding the proposed Plan; and

**WHEREAS**, the County Commission hereby finds and determines that it is desirable for the improvement of the economic welfare and development of the County and within the public purposes of the Act that the County: (a) approve the Plan pursuant to the Act; (b) issue the Bonds and finance the costs of the Project using proceeds of the Bonds, subject to certain terms and conditions set forth in this Order; (c) lease the Project to the Company; and (d) enter into certain agreements and documents with the Company relating to the Bonds; and

**WHEREAS**, the County Commission further finds and determines that it is necessary and desirable in connection with the implementation of the Plan and the issuance of the Bonds that the County enter into certain documents and take certain other actions as herein provided;

**NOW, THEREFORE, BE IT ORDERED BY THE COUNTY COMMISSION OF WARREN COUNTY, MISSOURI, AS FOLLOWS:**

**Section 1. Approval of the Plan.** The County Commission hereby approves the Plan.

**Section 2. Authorization for the Project.** The County is hereby authorized to provide for the acquisition and construction of the Project in the manner and as more particularly described in the Indenture and the Lease Agreement hereinafter authorized.

**Section 3. Authorization of the Bonds.** The County is hereby authorized to issue and sell the Bonds as described in the recitals hereto to provide funds to pay the costs of the Project. The Bonds shall be issued and secured pursuant to the Indenture and shall have such terms, provisions, covenants and agreements as are set forth in the Indenture.

**Section 4. Limitation on Liability.** The Bonds and the interest thereon shall be limited obligations of the County, payable solely out of certain payments, revenues and receipts derived by the County from the Lease Agreement. Such payments, revenues and receipts shall be pledged and assigned to the bond trustee named in the Indenture (the "Trustee") as security for the payment of the Bonds as provided in the Indenture. The Bonds and the interest thereon shall not constitute general obligations of the County, the State of Missouri (the "State") or any political subdivision thereof, and neither the County nor the State shall be liable thereon. The Bonds shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction and are not payable in any manner by taxation.

**Section 5. Authorization of Documents.** The County is hereby authorized to enter into the following documents (collectively, the "County Documents"), in substantially the forms presented to and approved by the County Commission and attached to this Order, with such changes therein as shall be approved by the officials of the County executing the County Documents, such officials' signatures thereon being conclusive evidence of their approval thereof:

(a) Trust Indenture (the "Indenture") between the County and the Trustee, in substantially the form attached as **Exhibit B**, pursuant to which the Bonds will be issued and the County will pledge the Project and assign certain of the payments, revenues and receipts received pursuant to the Lease Agreement to the Trustee for the benefit and security of the owners of the Bonds upon the terms and conditions set forth in the Indenture.

(b) Bond Purchase Agreement between the County and the Company, in substantially the form attached as **Exhibit C**, pursuant to which the Company will purchase the Bonds.

(c) Base Lease between the Company and the County, in substantially the form attached as **Exhibit D**, pursuant to which the County will acquire a leasehold interest in the Project Site.

(d) Lease Agreement (the "Lease Agreement") between the County and the Company, in substantially the form attached as **Exhibit E**, pursuant to which the County will lease the Project to the Company pursuant to the terms and conditions in the Lease Agreement, in consideration of rental payments by the Company that will be sufficient to pay the principal of and interest on the Bonds.

**Section 6. Approval of Transfer.** The County Commission hereby approves the transfer of the Project to the Company or its designee upon payment in full of the Bonds.

**Section 7. Execution of Documents.** The Presiding Commissioner is hereby authorized to execute the Bonds and to deliver the Bonds to the Trustee for authentication, for and on behalf of and as the act and deed of the County, in the manner provided in the Indenture. The Presiding Commissioner is hereby authorized to execute the County Documents and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Order, for and on behalf of and as the act and deed of the County. The County Clerk is hereby authorized to attest to and affix the seal of the County to the Bonds and the County Documents and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Order.

**Section 8. Further Authority.** The County shall, and the officials, agents and employees of the County are hereby authorized to, take such further action and execute such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Order and to carry out, comply with and perform the duties of the County with respect to the Bonds and the County Documents. The Presiding Commissioner is hereby authorized, through the term of the Lease Agreement, to execute all documents on behalf of the County (including documents pertaining to the transfer of property or the financing or refinancing of the Project by the Company and such easements, licenses, rights-of-way, plats and similar documents as may be requested by the Company) as may be required to carry out and comply with the intent of this Order, the Indenture and the Lease Agreement. The Presiding Commissioner is further authorized, on behalf of the County, to grant such consents, estoppels and waivers relating to the Bonds, the Indenture or the Lease Agreement as may be requested during the term thereof; provided, such consents, estoppels and/or waivers shall not increase the principal amount of the Bonds, increase the term of the Lease Agreement, waive an event of default or materially change the nature of the transaction. The County Clerk is authorized to attest to and affix the seal of the County to any document authorized by this Section.


**Section 9. Incorporation of Recitals.** The County Commission hereby finds and determines those matters set forth in the recitals hereto as fully and completely as if set out in full in this Section.

**Section 10. Incorporation of Exhibits.** Exhibits A through E are hereby incorporated into and made a part of this Order.

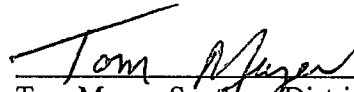
**Section 11. Effective Date.** This Order shall be in full force and effect from and after its passage by the County Commission.

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**PASSED** by the County Commission of Warren County, Missouri, this 19th day of September, 2023.

  
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Joe Gildehaus, Presiding Commissioner

  
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Matt Flake, Northern District Commissioner

  
\_\_\_\_\_  
Tom Meyer, Southern District Commissioner

**SEAL/ATTEST**

  
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Denise Stotler, County Clerk