

CHAIR:
MARIE J. CARMICHAEL

MEMBERS:
JOHN D. STARR
LARRY D. NEFF
JOHN E. MEHNER
L. B. ECKELKAMP, JR.
DANETTE D. PROCTOR
BRIAN H. MAY
KELLEY M. MARTIN

EXECUTIVE DIRECTOR:
ROBERT V. MISEREZ



EX-OFFICIO MEMBERS:
PETER D. KINDER
LIEUTENANT GOVERNOR

DAVID D. KERR
DIRECTOR,
ECONOMIC DEVELOPMENT

DR. JON HAGLER
DIRECTOR, AGRICULTURE

MARK N. TEMPLETON
DIRECTOR,
NATURAL RESOURCES

MISSOURI DEVELOPMENT FINANCE BOARD

MEETING MINUTES MISSOURI DEVELOPMENT FINANCE BOARD

Governor Office Building
200 Madison Street, Room 1010
Jefferson City, Missouri

FEBRUARY 16, 2010

The Missouri Development Finance Board met in regular session on Tuesday, February 16, 2010, beginning at 10:30 a.m. Notice of the meeting was duly posted as required by Section 610.020 RSMo at the MDFB principal office.

The following members and officers of the Board were present or absent at the meeting as follows:

Marie J. Carmichael	Chair	Present
John D. Starr	Vice Chairman and Member	Present
Larry D. Neff	Secretary and Member	Present
John E. Mehner	Treasurer and Member	Present
L. B. Eckelkamp, Jr.	Member	Present
Danette D. Proctor	Member	Present
Brian H. May	Member	Present*
Kelley M. Martin	Member	Present
Peter D. Kinder	Lieutenant Governor and Member	Present
David D. Kerr	Director, Dept. of Economic Development and Member	Absent
Jon Hagler	Director, Dept. of Agriculture and Member	Present
Mark Templeton	Director, Dept. of Natural Resources and Member	Present
Robert V. Miserez	Executive Director and Assistant Secretary	Present

*Participated via telephone conference call.

Chair Carmichael called the meeting to order and declared a quorum was present. In addition to the above, those in attendance included:

Board Staff: Kathleen Barney, Krystal Davis, Mike Golden, Dawn Holt, Kimberly Martin and Valerie Haller

Board Counsel: David Queen

Others Present: Barbara Geisman, City of St. Louis, Missouri; Heidi Chick, Williams Keepers LLC; Paul O'Hanlon, Leverage Law LLC; and Keith Wenzel, Hendren & Andre LLC

The agenda for the meeting was rearranged as follows.

I. Secretary's Report

Secretary Neff

Secretary Neff presented for approval the minutes from the January 19, 2010 and February 2, 2010 meetings. The minutes were included in the Board materials distributed in advance of the meeting. There being no questions, corrections or additions, Secretary Neff made a motion to approve the minutes as presented. Member Eckelkamp seconded the motion. The following vote was recorded:

Aye: Starr, Neff, Mehner, Eckelkamp, Proctor, May, Martin, Hagler, Templeton and Carmichael

Nay: None

Absent: Kinder and Kerr

Chair Carmichael declared the motion passed.

II. Treasurer's Report

Treasurer Mehner

Treasurer Mehner presented for approval the Treasurer's Report as of and for the six months ended December 31, 2009. The Treasurer's Report was included in the Board materials distributed in advance of the meeting. There being no questions, corrections or additions, Treasurer Mehner made a motion to approve the Treasurer's Report as submitted. Secretary Neff seconded the motion. The following vote was recorded:

Aye: Starr, Neff, Mehner, Eckelkamp, Proctor, May, Martin, Hagler, Templeton and Carmichael

Nay: None

Absent: Kinder and Kerr

Chair Carmichael declared the motion passed.

III. Department of Economic Development Report

Director Kerr

This report was deferred.

IV. Department of Agriculture Report

Director Hagler

Director Hagler deferred his report.

V. Department of Natural Resources

Director Templeton

Director Templeton reported the Department is actively working on the energy efficiency grant program that is funded by federal stimulus funds and that the Department also continues to disburse other federal stimulus funds related to wastewater and drinking water improvements.

Director Templeton reported that Missouri will receive more than \$3 million through the American Recovery and Reinvestment Act to address the cleanup of abandoned underground storage tanks (“USTs”). Director Templeton commented that distribution of the funds will be administered through the Department’s Tanks section and will be used for the cleanup of abandoned USTs, to redevelop and reuse abandoned property sites, and to create and maintain jobs in the consulting and business community. Vice Chairman Starr questioned if the funds were to be used for the cleanup of petroleum or chemical USTs. Director Templeton responded that it was for petroleum-based USTs.

VII. Old Business

A. Seventh Street Garage

Robert V. Miserez

Final Documents and Financing Authorizing Resolution

Mr. Miserez presented for approval an authorizing resolution that authorizes and approves the acquisition, financing, construction and equipping, leasing and operating of the St. Louis Centre — Seventh Street Garage project. Mr. Miserez commented that as part of the financing structure, the resolution further approves the creation of the Seventh Street Garage Public Parking Corporation (“SSGPPC”) as a qualified active low-income community business as defined by the federal New Markets Tax Credit (“NMTC”) program to serve as tax-owner and operator of the Garage, and authorizes the Chair, Vice Chairman or Executive Director to finalize and execute the Project Documents to complete the transaction. Mr. Miserez reported that the \$5 million LCRA loan closed on February 2nd following the Board meeting.

Lieutenant Governor Kinder arrived at the meeting.

Mr. Miserez gave a brief history of the project which is the construction of a 750-space parking garage in the former St. Louis Centre Mall in downtown St. Louis. Mr. Miserez noted that the construction period is estimated at 10 months and the total budgeted cost is approximately \$30.8 million. Funding for the project consists of debt, equity, contributions derived from state tax credits, and federal NMTC. Mr. Miserez reported on the direct and indirect project benefits to the Board and the City.

Mr. Miserez referenced the revised Authorizing Resolution that was distributed at the meeting. Mr. Miserez reported that additional language was added to the Resolution after the Board meeting materials were mailed out. Mr. Miserez

summarized the revised Authorizing Resolution and introduced Paul O’Hanlon to brief the Board on the NMTC impact on the project.

Mr. O’Hanlon discussed in detail the NMTC structure and diagram that was included with Board materials distributed in advance of the meeting. Mr. O’Hanlon discussed the benefits, risk, and parties involved with the NMTC financing. Mr. O’Hanlon was available for questions.

Mr. Miserez referenced the SSGPPC Articles of Incorporation and Bylaws that were distributed at the meeting. Mr. Miserez reported that the SSGPPC will serve as a QALICB (“Qualified Active Low-Income Community Business”) and will be a Missouri nonprofit organization. The SSGPPC Board of Directors will consist of three MDFB member directors, each of whom shall be selected and approved by the Board.

Chair Carmichael opened the floor for questions.

Director Hagler asked for clarification of the added language to the revised resolution. David Queen responded that language had been added for a First Amended and Restated Purchase Agreement for the LCRA Obligation, and language had been added to the Investment of Board Resources; Pledge of Collateral in the Further Authority section.

Secretary Neff questioned the cost to the Board to provide financing for the loan. Mr. Miserez responded that the interest rate for the loan is 4.25% fixed for the first five years and 5% for the second five years.

Secretary Neff asked what the total amount of investment was for the project. Barbara Geisman responded that the total amount of investment was approximately \$97 to \$100 million. Secretary Neff questioned how much of the financing was made by private investment and how much was made by public investment. Ms. Geisman responded that she did not have that information available at the time and that she would provide the Board with the information in the near future.

Secretary Neff asked for the number of jobs created as a result of the project. Ms. Geisman responded there would be approximately 1,400 jobs during construction and approximately 1,460 permanent jobs.

Ms. Geisman commented that she would provide the Board with a benefit summary that would include the number of new jobs created, jobs during construction, and an investment breakdown of public versus private financing. Chair Carmichael thanked Board staff, counsel and the City for their hard work and diligence on the project.

Member Eckelkamp made a motion to approve the following Authorizing Resolution:

RESOLUTION AUTHORIZING THE MISSOURI DEVELOPMENT FINANCE BOARD TO ISSUE ITS INFRASTRUCTURE FACILITIES REVENUE BONDS (SEVENTH STREET GARAGE PROJECT) SERIES 2010 IN A PRINCIPAL AMOUNT OF NOT TO EXCEED \$9,000,000 TO FINANCE A PORTION OF THE COSTS OF THE SEVENTH STREET GARAGE PROJECT; AUTHORIZING THE ISSUANCE OF TAX CREDITS WITH RESPECT TO SUCH BONDS; RATIFYING AND CONFIRMING THE PRIOR APPROVAL OF A CONTRIBUTION OF \$10,000,000 UNDER THE BOARD'S TAX CREDIT FOR CONTRIBUTION PROGRAM; AUTHORIZING THE ACQUISITION OF THE SEVENTH STREET GARAGE PROJECT; AUTHORIZING THE FORMATION OF THE SEVENTH STREET GARAGE PUBLIC PARKING CORPORATION; DESIGNATING A RECOVERY ZONE PURSUANT TO THE AMERICAN RECOVERY AND REINVESTMENT TAX ACT OF 2009; AUTHORIZING AND APPROVING CERTAIN DOCUMENTS AND ACTIONS IN CONNECTION WITH SUCH BONDS AND VARIOUS OTHER DOCUMENTS RELATING TO THE FOREGOING.

Secretary Neff seconded the motion. The following roll call vote was recorded:

- Aye: Starr, Neff, Mehner, Eckelkamp, Proctor, May, Martin, Kinder, Templeton and Carmichael
- Nay: None
- Abstain: Hagler
- Absent: Kerr

Chair Carmichael declared the motion passed.

VI. Lieutenant Governor's Report Lt. Governor Kinder

Lt. Governor Kinder deferred his report.

VII. Old Business (cont'd)

B. The Nelson Gallery Foundation — Cultural Facilities Refunding Bonds — Final Authorizing Resolution Kathleen Barney

Ms. Barney presented the Nelson Gallery Foundation's request for 2010A bonds to refund a portion of the 2001 Series A Bonds to achieve interest rate savings. The 2010A Bonds are for a principal amount not to exceed \$38 million.

Ms. Barney reported on the previous Board approvals and stated the 2001 bonds provided funds for construction of the Bloch Building and renovations to the

original 1933 building. Ms. Barney commented that the Bloch Building opened in 2007 and has received national and international praise.

Ms. Barney reported that the Nelson-Atkins Museum recently opened the renovated American Art Gallery and the American Indian Gallery, and that renovations were funded from the 2008 Bond issue.

Ms. Barney reported that AA- from Standard & Poor's and AA by Fitch are the expected ratings. The Board is a conduit issuer and therefore has no repayment obligation. Staff recommended adoption of the Final Authorizing Resolution.

Vice Chairman Starr made a motion to approve the following Final Authorizing Resolution:

RESOLUTION AUTHORIZING THE MISSOURI DEVELOPMENT FINANCE BOARD TO ISSUE ITS CULTURAL FACILITIES REVENUE BONDS (THE NELSON GALLERY FOUNDATION) SERIES 2010A IN A PRINCIPAL AMOUNT OF NOT TO EXCEED \$38,000,000 FOR THE PURPOSE OF MAKING A LOAN TO THE NELSON GALLERY FOUNDATION TO PROVIDE FUNDS TO REFINANCE THE COSTS OF CERTAIN CULTURAL FACILITIES OF THE FOUNDATION; AND AUTHORIZING AND APPROVING CERTAIN DOCUMENTS IN CONNECTION WITH THE ISSUANCE OF SAID BONDS; AND AUTHORIZING CERTAIN OTHER ACTIONS IN CONNECTION WITH THE ISSUANCE OF SAID BONDS.

Treasurer Mehner seconded the motion. The following roll call vote was recorded:

Aye: Starr, Neff, Mehner, Eckelkamp, Proctor, May, Martin, Kinder, Hagler, Templeton and Carmichael

Nay: None

Absent: Kerr

Chair Carmichael declared the motion passed.

After the above Resolution was adopted, the Bonds priced at a better than expected interest rate at the end of February. Section 1 of the Final Authorizing Resolution contained certain parameters for the Bonds. Counsel and staff recognized that an omission of the words "an average of" within Section 1 of the Final Authorizing Resolution was a scrivener's error made by staff and Counsel. This language was omitted by mistake and therefore Members were notified of the error and that the original resolution would be corrected by including the omitted language.

C. City of Independence — Public Infrastructure Bonds Kathleen Barney
Multi-Purpose Events Center — Final Authorizing Resolution

Ms. Barney presented the Final Authorizing Resolution for public infrastructure bonds not to exceed \$3,500,000 for the City of Independence Multi-Purpose Events Center (the “Events Center”). The Bonds will be used to make final payments to the primary construction contractor and construction consultants for the Events Center project.

Ms. Barney reported that the facility opened in November 2009 and has hosted several events, including hockey games and concerts. The Events Center has 5,800 fixed seats and 25 luxury boxes, and also has a 28,000 square foot adjacent ice and practice facility which will be used by the general public and for the minor league hockey team practices.

Ms. Barney stated the Bonds repayment source is CID revenues and City annual appropriation pledge. An A+ rating is expected from Standard & Poor’s. Staff recommended adoption of the Final Authorizing Resolution.

Secretary Neff made a motion to approve the following Financing Authorizing Resolution:

RESOLUTION AUTHORIZING THE ISSUANCE OF INFRASTRUCTURE FACILITIES REVENUE BONDS FOR THE BENEFIT OF THE CITY OF INDEPENDENCE, MISSOURI, IN A PRINCIPAL AMOUNT NOT EXCEEDING \$3,500,000, TO PROVIDE FUNDS TO BE LOANED TO THE CITY OF INDEPENDENCE, MISSOURI; AND AUTHORIZING AND APPROVING CERTAIN DOCUMENTS AND ACTIONS IN CONNECTION WITH THE ISSUANCE OF SAID BONDS.

Member Martin seconded the motion. The following roll call vote was recorded:

Aye: Starr, Neff, Mehner, Eckelkamp, Proctor, May, Martin, Kinder, Hagler, Templeton and Carmichael

Nay: None

Absent: Kerr

Chair Carmichael declared the motion passed.

VIII. Executive Director’s Report

Mr. Miserez referenced the Tax Credit Status report that was included in the Board materials distributed in advance of the meeting. A handout was distributed to the members that recapped the CY2009 Contribution Tax Credit projects. Krystal Davis and

Mr. Miserez discussed the CY2009 tax credit eligibility and issuances and were available for questions.

IX. Adjournment

There being no further business before the Board, Vice Chairman Starr made a motion to adjourn the meeting. Treasurer Mehner seconded the motion. The following vote was recorded:

Aye: Starr, Neff, Mehner, Eckelkamp, Proctor, May, Martin, Kinder, Hagler, Templeton and Carmichael

Nay: None

Absent: Kerr

Chair Carmichael declared the motion passed and the meeting was adjourned.

[Secretary Neff's Signature]