

**MINUTES OF MEETING
OF THE BOARD OF DIRECTORS OF THE
MOVE ROLLA TRANSPORTATION DEVELOPMENT DISTRICT**

The first meeting of the Board of Directors of the Move Rolla Transportation Development District (the "District"), was held at 4 p.m. on January 3, 2017, in the 3rd floor conference room located at Rolla City Hall, 901 N. Elm Street, in Rolla, Missouri.

The following persons were present or absent at the meeting as indicated. Unless otherwise stated, all persons were physically present at the meeting.

<u>Name</u>	<u>Present/Absent</u>
Louis J. Magdits IV, Director	Present
Randy Verkamp, Director	Present
Walt Branson, Director	Present
Ed Clayton, Director	Present

The following persons were also present at the meeting: Mark Spykerman (Gilmore & Bell); John Butz (City of Rolla); Steve Hargis (City of Rolla); Steffanie Rogers (City of Rolla); Carol Daniels (City of Rolla); John Peterson (City of Rolla); Larry Stratman (Phelps County); Gary Hucks (Phelps County); Carol Green (Phelps County); R.D. Hohenfeldt (Rolla Daily News); Ray Schwiekhardf; Tom Sager

Acceptance of Office

All of the individuals duly authorized to act as the initial directors of the District accepted the office of director, as evidenced by their signature appended to their respective Acceptance of Office and Oath of Office inserted in the minute book immediately preceding the minutes of this meeting.

Election of Officers

Upon motion duly made by Director Clayton, seconded by Director Branson, and after consideration and discussion and unanimous approval by the Board of Directors, the following persons were elected to the offices listed below, to serve in such capacity until the first annual meeting of the Board of Directors or their successors are duly elected and qualified:

Louis J. Magdits	Chairman
Randy Verkamp	Vice Chairman
Ed Clayton	Secretary
John Butz	Assistant Secretary
Walt Branson	Treasurer
Ed Clayton	Assistant Treasurer
John Butz	Executive Director

Thereupon, the Chairman of the Board of Directors of the District assumed the duties as presiding officer of the meeting and the Secretary of the Board of Directors of the District assumed the duties of said office.

Organizational Matters

The matter of providing for various organizational matters of the District, including designating the principal office of the District, adopting the Bylaws of the District, adopting the corporate seal of the District and adopting the fiscal year of the District came on for consideration and was discussed. Upon motion duly made by Director Verkamp, seconded by Director Branson, and after further consideration and discussion by the Board of Directors, Resolution No. 2017-1 was adopted as follows:

A RESOLUTION AUTHORIZING THE FIRST ACTIONS OF THE MOVE ROLLA TRANSPORTATION DEVELOPMENT DISTRICT, DESIGNATING THE PRINCIPAL OFFICE OF THE DISTRICT, ADOPTING THE BYLAWS OF THE DISTRICT, ADOPTING THE CORPORATE SEAL OF THE DISTRICT, ADOPTING THE FISCAL YEAR OF THE DISTRICT, AND AUTHORIZING CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH.

Aye: Magdits, Verkamp, Branson, Clayton.

Nay: None.

Employment of Legal Counsel

The matter of employing legal counsel for the District and approving a contract with Gilmore & Bell, P.C. came on for consideration and was discussed. Upon motion duly made by Director Branson, seconded by Director Verkamp, and after further consideration and discussion by the Board of Directors, Resolution No. 2017-2 was adopted as follows:

A RESOLUTION AUTHORIZING THE MOVE ROLLA TRANSPORTATION DEVELOPMENT DISTRICT TO EXECUTE AN ENGAGEMENT LETTER WITH THE LAW FIRM OF GILMORE & BELL, P.C. FOR LEGAL SERVICES FOR THE DISTRICT.

Aye: Magdits, Verkamp, Branson, Clayton.

Nay: None.

Custodian of Records and Sunshine Law Policy

The matter of appointing a custodian of records and establishing policies and procedures for the District in accordance with the Sunshine Law came on for consideration and was discussed. Upon motion duly made by Director Magdits, seconded by Director Clayton, and after further consideration and discussion by the Board of Directors, Resolution No. 2017-3 was adopted as follows:

A RESOLUTION APPOINTING THE CUSTODIAN OF RECORDS OF THE MOVE ROLLA TRANSPORTATION DEVELOPMENT DISTRICT AND ADOPTING A POLICY CONCERNING OPEN MEETINGS AND RECORDS.

Aye: Magdits, Verkamp, Branson, Clayton.

Nay: None.

Compliance Reporting Policy

The matter of approving a compliance reporting policy came on for consideration and was discussed. Upon motion duly made by Director Verkamp, seconded by Director Branson, and after further consideration and discussion by the Board of Directors, Resolution No. 2017-4 was adopted as follows:

A RESOLUTION APPROVING A COMPLIANCE REPORTING POLICY FOR THE MOVE ROLLA TRANSPORTATION DEVELOPMENT DISTRICT.

Aye: Magdits, Verkamp, Branson, Clayton.

Nay: None.

Insurance

The matter of approving an insurance procurement policy and authorizing legal counsel to obtain nonprofit corporate directors, officers and corporate indemnification insurance policy came on for consideration and was discussed. Upon motion duly made by Director Magdits, seconded by Director Verkamp, and after further consideration and discussion by the Board of Directors, Resolution No. 2017-5 was adopted as follows:

A RESOLUTION APPROVING AN INSURANCE PROCUREMENT POLICY AND AUTHORIZING LEGAL COUNSEL TO OBTAIN A NONPROFIT CORPORATION DIRECTORS, OFFICERS AND CORPORATE INDEMNIFICATION INSURANCE POLICY FOR THE DISTRICT.

Aye: Magdits, Verkamp, Branson, Clayton.

Nay: None.

Imposition of Sales Tax

The matter of providing for the imposition of a transportation development district sales tax came on for consideration. Upon motion duly made by Director Branson, seconded by Director Magdits, and after consideration and discussion by the Board of Directors, Resolution No. 2017-6 was adopted as follows:

A RESOLUTION IMPOSING A TDD SALES TAX AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH.

Aye: Magdits, Verkamp, Branson, Clayton.

Nay: None.

Department of Revenue Authorizations

The matter of authorizing certain representatives of the District to receive and review sales tax reports prepared by the Missouri Department of Revenue came on for consideration. Upon motion duly made by Director Clayton, seconded by Director Verkamp, and after consideration and discussion by the Board of Directors, Resolution No. 2017-7 was adopted as follows:

A RESOLUTION AUTHORIZING CERTAIN REPRESENTATIVES OF THE DISTRICT TO RECEIVE AND REVIEW REPORTS FROM THE MISSOURI DEPARTMENT OF REVENUE.

Aye: Magdits, Verkamp, Branson, Clayton.

Nay: None.

Operation of the District

The matter of authorizing the District’s legal counsel or any officer of the District to perform certain actions in connection with the ongoing operation and administration of the District came on for consideration. Upon motion duly made by Director Verkamp, seconded by Director Magdits, and after consideration and discussion by the Board of Directors, Resolution No. 2017-8 was adopted as follows:

A RESOLUTION AUTHORIZING THE DISTRICT’S LEGAL COUNSEL OR ANY OFFICER OF THE DISTRICT TO PERFORM CERTAIN ACTIONS IN CONNECTION WITH THE ONGOING OPERATION AND ADMINISTRATION OF THE DISTRICT.

Aye: Magdits, Verkamp, Branson, Clayton.

Nay: None.

Budget

Mr. Spykerman noted that they were unable to prepare a budget until the District Board formally established the District’s fiscal year (which they did at this meeting) and revenue projections are prepared (which should be available shortly). Mr. Spykerman noted that a budget would be prepared and submitted for the Board’s consideration prior to the bond issuance.

State Imposed Sales Tax Holiday

Mr. Spykerman stated that the District had the option to participate or not participate in the sales tax holiday for back-to-school supplies. Mr. Butz noted that the City participated in the sales tax holiday, but that Phelps County did not. The Board briefly discussed the matter, but took no action.

Comments by Board, Advisors and Public

Mr. Spykerman described a proposed schedule for the approval and issuance of the District’s bonds. The Board discussed the bond issue.

Director Magdits and Mr. Butz initiated discussion of potential administrative services that the District may require.

Call of and Date for Next Board Meeting

The next meeting of the Board of Directors was scheduled for January 23, 2017 at 3:30 p.m. at City Hall.

Adjournment

There being no further business to come before the Board of Directors, upon motion duly made by Director Verkamp, seconded by Director Clayton and unanimously carried, the meeting was adjourned.

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(SEAL)



Assistant

Secretary of the Board of Directors