

County of **CAMDEN** State of Missouri

1 Court Circle N.W., Suite 1  
Camdenton, Missouri 65020

**Presiding Commissioner**  
Carolyn Loralne

**1st District Commissioner**  
Beverly Thomas

Office of the  
**CAMDEN COUNTY COMMISSION**

**Commission Clerk**  
Rowland Todd

**2nd District Commissioner**  
Thom Gumm

**RESOLUTION. 03-02-10**

**ORDER DETERMINING THE INTENT OF CAMDEN COUNTY, MISSOURI TO ISSUE INDUSTRIAL REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT OF APPROXIMATELY \$12,940,000 TO FINANCE THE CONSTRUCTION OF NATURAL GAS DISTRIBUTION FACILITIES WITHIN THE COUNTY, ON BEHALF OF MISSOURI GAS UTILITY, INC.**

**WHEREAS**, Camden County, Missouri (the "County") is authorized and empowered under Sections 100.010 to 100.200 of the Revised Statutes of Missouri, as amended (the "Act"), to issue revenue bonds to finance projects for industrial development (as defined in the Act) for the purposes set forth in the Act; and

**WHEREAS**, the County has received an allocation of the national Recovery Zone Facility Bonds limitation in the amount of \$2,293,000 pursuant to the American Recovery and Reinvestment Tax Act of 2009, codified in Title 26 of the United States Code and Internal Revenue Service, Notice 2009-50, issued on June 12, 2009 (together with any subsequent allocation awarded to the County; the "RZF Allocation"); and

**WHEREAS**, the County understands that the RZF Allocation is to be used for the issuance of Recovery Zone Facility Bonds pursuant to Section 1400U-3 of the Internal Revenue Code of 1986, as amended (the "Code"), such bonds referred herein as "Recovery Zone Facility Bonds"; and

**WHEREAS**, Missouri Gas Utility, Inc., its successors and assigns (the "Applicant"), has requested that the County issue revenue bonds under the Act in an aggregate principal amount of approximately \$12,940,000 for the purpose of financing the construction of natural gas distribution facilities within the County (the "Project"), for the use and benefit of the Applicant, said bonds to be issued as Recovery Zone Facility Bonds under Section 1400U-3 of the Code to the extent of available RZF Allocation, and to be payable solely out of payments, revenues and receipts derived from the loan of the proceeds of the revenue bonds by the County to the Applicant pursuant to the Act; and

**WHEREAS**, the Applicant expects to make capital expenditures on and after the date of adoption of this Order in connection with the construction of the Project.

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

**Section 1. Approval of Project.** The County Commission hereby finds and determines that the construction of the Project and the issuance of the County's industrial revenue bonds to pay such costs will be in furtherance of the public purposes set forth in the Act.

**Section 2. Intent to Issue Bonds.** The County Commission hereby determines and declares the intent of the County to finance the construction of the Project by the Applicant with proceeds of the County's industrial revenue bonds in an aggregate principal amount of approximately \$12,940,000 to be issued pursuant to the Act and, to the extent permitted, Section 1400U-3 of the Code. The County hereby reserves its entire RZF Allocation for the Project. The County intends to reimburse the Applicant for all or a portion of the expenditures incurred by the Applicant prior to the issuance of the industrial revenue bonds, to the extent permitted by law, solely from the proceeds of such industrial revenue bonds.

**Section 3. Provision for the Bonds.** Subject to the provisions of this Resolution, it is the intent of the County (i) to issue its industrial revenue bonds pursuant to the Act to pay the costs of constructing the Project, costs of issuing the bonds and such other costs as may be deemed appropriate, said bonds to have such maturities, interest rates, redemption terms and other provisions as may be determined by further order of the County Commission; and (ii) to effect the foregoing, adopt such orders and authorize the execution and delivery of such instruments and the taking of such action as may be necessary or advisable for the authorization and issuance of said bonds by or on behalf of the County and take or cause to be taken such other actions as may be required to implement the aforesaid.

**Section 4. Conditions to Issuance; Sale of Bonds.** The issuance of the industrial revenue bonds and the execution and delivery of any documents related to said bonds are subject to (i) obtaining any necessary governmental approvals; and (ii) agreement by the County, the Applicant and the purchaser of the bonds upon (a) mutually acceptable terms for the bonds and for the sale and delivery thereof and (b) mutually acceptable terms and conditions of any documents related to the issuance of the bonds and the Project. The sale of the bonds is the sole responsibility of the Applicant.

**Section 5. Intent to be Reimbursed.** The Applicant expects to incur capital expenditures on and after the date of adoption of this Order (the "Expenditures") in connection with the construction of the Project, and it is the intent of the County that the amount the Applicant may reimburse itself for such Expenditures it made in advance of the issuance of the industrial revenue bonds solely from the proceeds of said bonds in an amount which, depending on the date of issuance of said bonds, may aggregate a maximum of \$12,940,000. This Order constitutes a declaration of official intent under Treasury Regulation Section 1.150-2 issued under the Code. The Applicant will reimburse the County for expenses the County may incur in connection with issuance of the industrial revenue bonds or during the term the said bonds are outstanding.

**Section 6. Further Actions.** The attorneys, officers and employees of the County, are hereby authorized to work with the Applicant, Municipal Capital Markets Group, Inc., as the Applicant's designated underwriter/placement agent for the bonds, their respective counsel, Gilmore & Bell, P.C., as bond counsel, and others, to apply for additional RZF Allocation for the Project, to prepare for submission to and final action by the County Commission all documents

necessary to effect the authorization, issuance and sale of the bonds and other actions contemplated hereunder.

**Section 7. Cancellation.** If for any reason the bonds are not issued within one year after the date of adoption of this Order, this Order will be canceled and neither party will thereafter have any rights under this Order against the other, except that the Applicant will reimburse the County for all out-of-pocket fees and expenses incurred by the County in connection with the Project or the proposed bonds.

**Section 8. Funding Agreement.** The form, terms and provisions of the Funding Agreement in the form of such document presented at this meeting, are hereby approved, with such insertions, deletions and changes as are approved by the officials authorized to execute the document (which approval will be conclusively established by the execution thereof). The Presiding Commissioner is hereby authorized to execute the Funding Agreement.

APPROVED by the County Commission of Camden County, Missouri, this 2<sup>nd</sup> day  
of March, 2010.

CAMDEN COUNTY, MISSOURI



(Seal)

Carolyn F. Llane  
Presiding Commissioner

ATTEST:

Rowland A. Todd  
County Clerk

ORDER NO. 2009-02

**ORDER DETERMINING THE INTENT OF BENTON COUNTY, MISSOURI TO ISSUE INDUSTRIAL REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT OF APPROXIMATELY \$1,490,000 TO FINANCE THE CONSTRUCTION OF NATURAL GAS DISTRIBUTION FACILITIES WITHIN THE COUNTY, ON BEHALF OF MISSOURI GAS UTILITY, INC.**

---

**WHEREAS**, Benton County, Missouri (the "County") is authorized and empowered under Sections 100.010 to 100.200 of the Revised Statutes of Missouri, as amended (the "Act"), to issue revenue bonds to finance projects for industrial development (as defined in the Act) for the purposes set forth in the Act; and

**WHEREAS**, the County has received an allocation of the national Recovery Zone Facility Bonds limitation in the amount of \$1,490,000 pursuant to the American Recovery and Reinvestment Tax Act of 2009, codified in Title 26 of the United States Code and Internal Revenue Service, Notice 2009-50, issued on June 12, 2009 (the "RZF Allocation"); and

**WHEREAS**, the County understands that the RZF Allocation is to be used for the issuance of Recovery Zone Facility Bonds pursuant to Section 1400U-3 of the Internal Revenue Code of 1986, as amended (the "Code"), such bonds referred as "Recovery Zone Bonds"; and

**WHEREAS**, Missouri Gas Utility, Inc., its successors and assigns (the "Applicant"), has requested that the County issue revenue bonds under the Act in an aggregate principal amount of approximately \$1,490,000 for the purpose of financing the construction of natural gas distribution facilities within the County (the "Project"), for the use and benefit of the Applicant, said bonds to be issued as Recovery Zone Facility Bonds under Section 1400U-3 of the Code, and to be payable solely out of payments, revenues and receipts derived from the loan of the proceeds of the revenue bonds by the County to the Applicant pursuant to the Act; and

**WHEREAS**, the Applicant expects to make capital expenditures on and after the date of adoption of this Order in connection with the construction of the Project.

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

**Section 1. Approval of Project.** The County Commission hereby finds and determines that the construction of the Project and the issuance of the County's revenue bonds to pay such costs will be in furtherance of the public purposes set forth in the Act.

**Section 2. Intent to Issue Bonds.** The County Commission hereby determines and declares the intent of the County to finance the construction of the Project by the Applicant with proceeds of the County's industrial revenue bonds in an aggregate principal amount of approximately \$1,490,000 to be issued pursuant to the Act and Section 1400U-3 of the Code. The County hereby reserves its entire RZF Allocation for the Project. The County intends to reimburse the Applicant for all or a portion of the expenditures incurred by the Applicant prior to the issuance of the bonds, to the extent permitted by law, with the proceeds of such revenue bonds.

**Section 3. Provision for the Bonds.** Subject to the provisions of this Order, the County will (i) issue its industrial revenue bonds pursuant to the Act to pay the costs of constructing the Project, costs of issuing the bonds and such other costs as may be deemed appropriate, said bonds to have such maturities, interest rates, redemption terms and other provisions as may be determined by further order of the County Commission; and (ii) to effect the foregoing, adopt such orders and authorize the execution and delivery of such instruments and the taking of such action as may be necessary or advisable for the authorization and issuance of said bonds by or on behalf of the County and take or cause to be taken such other actions as may be required to implement the aforesaid.

**Section 4. Conditions to Issuance; Sale of Bonds.** The issuance of said bonds and the execution and delivery of any documents related to the bonds are subject to (i) obtaining any necessary governmental approvals; and (ii) agreement by the County, the Applicant and the purchaser of the bonds upon (a) mutually acceptable terms for the bonds and for the sale and delivery thereof and (b) mutually acceptable terms and conditions of any documents related to the issuance of the bonds and the Project. The sale of the bonds is the sole responsibility of the Applicant.

**Section 5. Intent to be Reimbursed.** The Applicant expects to incur capital expenditures on and after the date of adoption of this Order (the "Expenditures") in connection with the construction of the Project, and the County intends to reimburse the Applicant for such Expenditures solely from the proceeds of the bonds in an amount which, depending on the date of issuance of said bonds, may aggregate a maximum of \$1,490,000. The Applicant has informed the County that the funds to be advanced to pay Expenditures are or will be available only for a temporary period and it is necessary to reimburse the Applicant for Expenditures made on and after the date hereof. This Order constitutes a declaration of official intent under Treasury Regulation Section 1.150-2 issued under the Code.

**Section 6. Further Actions.** The attorneys, officers and employees of the County, are hereby authorized to work with the Applicant, Municipal Capital Markets Group, Inc., as the Applicant's designated underwriter/placement agent for the bonds, their respective counsel, Gilmore & Bell, P.C., as bond counsel, and others, to prepare for submission to and final action by the County Commission all documents necessary to effect the authorization, issuance and sale of the bonds and other actions contemplated hereunder.

**Section 7. Cancellation.** If for any reason the bonds are not issued within one year after the date of adoption of this Order, this Order will be canceled and neither party will thereafter have any rights under this Order against the other, except that the Applicant will reimburse the County for all out-of-pocket expenses incurred by the County in connection with the Project or the proposed bonds.

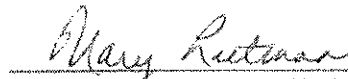
APPROVED by the County Commission of Benton County, Missouri, this 14 day of Dec, 2009.

BENTON COUNTY, MISSOURI

  
\_\_\_\_\_  
Presiding Commissioner

  
(Seal)

ATTEST:

  
\_\_\_\_\_  
County Clerk

**RESOLUTION**

**RESOLUTION DETERMINING THE INTENT OF MORGAN COUNTY, MISSOURI TO ISSUE INDUSTRIAL REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT OF APPROXIMATELY \$1,624,000 TO FINANCE THE CONSTRUCTION OF NATURAL GAS DISTRIBUTION FACILITIES WITHIN THE COUNTY, ON BEHALF OF MISSOURI GAS UTILITY, INC.**

---

**WHEREAS**, Morgan County, Missouri (the "County") is authorized and empowered under Sections 100.010 to 100.200 of the Revised Statutes of Missouri, as amended (the "Act"), to issue revenue bonds to finance projects for industrial development (as defined in the Act) for the purposes set forth in the Act; and

**WHEREAS**, the County has received an allocation of the national Recovery Zone Facility Bonds limitation in the amount of \$1,624,000 pursuant to the American Recovery and Reinvestment Tax Act of 2009, codified in Title 26 of the United States Code and Internal Revenue Service, Notice 2009-50, issued on June 12, 2009 (the "RZF Allocation"); and

**WHEREAS**, the County understands that the RZF Allocation is to be used for the issuance of Recovery Zone Facility Bonds pursuant to Section 1400U-3 of the Internal Revenue Code of 1986, as amended (the "Code"), such bonds referred herein as "Recovery Zone Facility Bonds"; and

**WHEREAS**, Missouri Gas Utility, Inc., its successors and assigns (the "Applicant"), has requested that the County issue revenue bonds under the Act in an aggregate principal amount of approximately \$1,624,000 for the purpose of financing the construction of natural gas distribution facilities within the County (the "Project"), for the use and benefit of the Applicant, said bonds to be issued as Recovery Zone Facility Bonds under Section 1400U-3 of the Code, and to be payable solely out of payments, revenues and receipts derived from the loan of the proceeds of the revenue bonds by the County to the Applicant pursuant to the Act; and

**WHEREAS**, the Applicant expects to make capital expenditures on and after the date of adoption of this Resolution in connection with the construction of the Project.

**NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY COMMISSION OF MORGAN COUNTY, MISSOURI, AS FOLLOWS:**

**Section 1. Approval of Project.** The County Commission hereby finds and determines that the construction of the Project and the issuance of the County's industrial revenue bonds to pay such costs will be in furtherance of the public purposes set forth in the Act.

**Section 2. Intent to Issue Bonds.** The County Commission hereby determines and declares the intent of the County to finance the construction of the Project by the Applicant with proceeds of the County's industrial revenue bonds in an aggregate principal amount of approximately \$1,624,000 to be issued pursuant to the Act and Section 1400U-3 of the Code. The County hereby reserves its entire RZF Allocation for the Project. The County intends to reimburse the Applicant for all or a portion of the expenditures incurred by the Applicant prior to the issuance



of the industrial revenue bonds, to the extent permitted by law, solely from the proceeds of such industrial revenue bonds.

**Section 3. Provision for the Bonds.** Subject to the provisions of this Resolution, it is the intent of the County (i) to issue its industrial revenue bonds pursuant to the Act to pay the costs of constructing the Project, costs of issuing the bonds and such other costs as may be deemed appropriate, said bonds to have such maturities, interest rates, redemption terms and other provisions as may be determined by further order of the County Commission; and (ii) to effect the foregoing, adopt such orders and authorize the execution and delivery of such instruments and the taking of such action as may be necessary or advisable for the authorization and issuance of said bonds by or on behalf of the County and take or cause to be taken such other actions as may be required to implement the aforesaid.

**Section 4. Conditions to Issuance; Sale of Bonds.** The issuance of the industrial revenue bonds and the execution and delivery of any documents related to said bonds are subject to (i) obtaining any necessary governmental approvals; and (ii) agreement by the County, the Applicant and the purchaser of the bonds upon (a) mutually acceptable terms for the bonds and for the sale and delivery thereof and (b) mutually acceptable terms and conditions of any documents related to the issuance of the bonds and the Project. The sale of the bonds is the sole responsibility of the Applicant.

**Section 5. Intent to be Reimbursed.** The Applicant expects to incur capital expenditures on and after the date of adoption of this Resolution (the "Expenditures") in connection with the construction of the Project, and the County intends to reimburse the Applicant for such Expenditures solely from the proceeds of the bonds in an amount which, depending on the date of issuance of said bonds, may aggregate a maximum of \$1,624,000. This Resolution constitutes a declaration of official intent under Treasury Regulation Section 1.150-2 issued under the Code.

**Section 6. Funding Agreement.** The form, terms and provisions of the Funding Agreement in the form of such document presented to this meeting, are hereby approved, with such insertions, deletions and changes as are approved by the officials authorized to execute the document (which approval will be conclusively established by the execution thereof). The Presiding Commissioner is hereby authorized to execute the Funding Agreement.

**Section 7. Further Actions.** The attorneys, officers and employees of the County, are hereby authorized to work with the Applicant, Municipal Capital Markets Group, Inc., as the Applicant's designated underwriter/placement agent for the bonds, their respective counsel, Gilmore & Bell, P.C., as bond counsel, and others, to prepare for submission to and final action by the County Commission all documents necessary to effect the authorization, issuance and sale of the industrial revenue bonds and other actions contemplated hereunder.

**Section 8. Cancellation.** If for any reason the bonds are not issued within one year after the date of adoption of this Resolution, this Resolution will be canceled and neither party will thereafter have any rights under this Resolution against the other, except that the Applicant will reimburse the County for all out-of-pocket fees and expenses incurred by the County in connection with the Project or the proposed bonds.

APPROVED by the County Commission of Morgan County, Missouri, this 18 day of March, 2010.

MORGAN COUNTY, MISSOURI

Jim Earnest

Presiding Commissioner



Cathy Daniels  
County Clerk