



**Heartland Port Authority of Central Missouri**

**Board of Commissioners**

Wednesday, November 28<sup>th</sup> 7:30am

## **Agenda**

- **Welcome and Introductions**
- **Execution of Oath of Office**
- **Overview of Board Responsibilities**
- **Election of Board of Commissioners Officers**
  - **Chairman**
  - **Vice Chairman**
  - **Secretary**
  - **Treasurer**
- **Ratify By-Laws from Port Authority Application**
- **Agreement with Jefferson City Area Chamber of Commerce for Administrative Duties**
- **Missouri Port Authority Association (MPAA) Membership**
- **Port Authority Application**
- **BUILD Grant Application**
- **Process to acquire South Site from State of Missouri**
- **Future Meetings**

**Regional Port Authority Agreement**

THIS AGREEMENT is entered into on the 18<sup>th</sup> day of July, 2018, by and among the CITY OF JEFFERSON, a political subdivision of the State of Missouri, COLE COUNTY, a political subdivision of the State of Missouri, and CALLAWAY COUNTY, a political subdivision of the State of Missouri.

**Recitals**

WHEREAS, Chapter 68 of the Revised Statutes of the State of Missouri effective September 28, 1975, authorized the formation of Regional Port Authorities by cities and counties situated on a navigable waterway, and

WHEREAS, the City of Jefferson, Cole County, and Callaway County are situated on a navigable waterway, to wit: the Missouri River, and

WHEREAS, the City of Jefferson, Cole County, and Callaway County desire to form a Regional Port Authority pursuant to Chapter 68 of the Revised Statutes of the State of Missouri:

NOW, THEREFORE, the City of Jefferson, Cole County, and Callaway County enter into the following agreement:

**Article I**

**Pledge of Cooperation**

The parties hereto agree and pledge to each other faithful cooperation in the future planning and development of a Regional Port District, holding in high trust for the benefit of the parties' residents and of the State of Missouri the benefits and advantages thereof.

The City and Counties will cooperate to promote the general welfare, to encourage private capital investment, to endeavor to increase the volume of commerce, and to promote the establishment of a free trade zone within the Regional Port District.

**Article II**

**Heartland Port District of Central Missouri**

To that end, the City and Counties do agree that there shall be created, and they do hereby create (subject to the approval of the Missouri Highways and Transportation Commission) a Regional Port District to be known as "Heartland Port District of Central Missouri " (hereinafter referred to as The District), which shall embrace the following territories: the Counties of Cole and Callaway, Missouri.

**Article III**

**Heartland Port Authority of Central Missouri**

Subject to the approval of the Missouri Highways and Transportation Commission, there is hereby created The Heartland Port Authority of Central Missouri (hereinafter referred to as the Port Authority), which shall be a body corporate and politic, having the powers and jurisdiction hereinafter enumerated, and such additional powers as shall be jointly conferred upon it by the City of Jefferson, Cole County Commission, and Callaway County Commission, or by the act or acts of the Legislature of this State, as hereinafter provided, all as may be authorized by law.

The Heartland Port Authority of Central Missouri shall have powers including, but not by way of limitation, the following:

- (a) To confer with any similar body created under laws of this or any other State for the purpose of adopting a comprehensive plan for the future development and improvement of its Port District;
- (b) To consider and adopt detailed and comprehensive plans for future development and improvement of its Port District.
- (c) To either jointly with a similar body, or separately, recommend to the proper departments of the government of the United States, or any State or subdivision thereof, or to any other body, the carrying out of any public improvement for the benefit of its Port District.
- (d) To provide for membership in any official, industrial, commercial, or trade association, or any other organization concerned with such purposes, for receptions of officials or others as may contribute to the advancement of its Port District and any industrial development therein, and for such other public relations activities as will promote the same, and such activities shall be considered a public purpose;
- (e) To represent its Port District before all federal, state and local agencies;
- (f) To cooperate with other public agencies and with industry, business and labor in Port District improvement matters;
- (g) To enter into any agreement with any other states, agencies, authorities, commissions, municipalities, persons, corporations, or the United States, to effect any of the provisions contained in this Article.
- (h) To acquire, own, construct, lease, and maintain recreational facilities, and terminals, terminal facilities, warehouses and any other type port facility;
- (i) To acquire, own, lease, sell or otherwise dispose of interest in and to real property and improvements situate thereon and in personal property necessary to fulfill the purposes of the Port Authority;
- (j) To acquire rights-of-way and property of any kind or nature within its Port District necessary for its purposes. The Port Authority shall have the right and power to acquire the same by purchase, negotiation, or by condemnation, and should it elect to exercise the right of eminent domain, condemnation proceedings shall be maintained by and in the name of the Port Authority, and it may proceed in the manner provided by the laws of this State for any county or municipality. The power of eminent domain shall not apply to property already being used in relation to or in conjunction with river trade or commerce;
- (k) To enter into contracts, and to sue and be sued;
- (l) To accept gifts, grants, loans or contributions from the United States of America, the State of Missouri, political subdivisions, municipalities, foundations, other public or private agencies, individuals, partnerships or corporations;
- (m) To employ such managerial, engineering, legal, technical, clerical, accounting, advertising, stenographic, and other assistance as it may deem advisable. The Port Authority may also contract with independent contractors for any of the foregoing assistance;

- (n) To improve navigable and non-navigable streams;
- (o) To disburse funds for its lawful activities and fix salaries and wages of its employees;
- (p) To adopt, alter or repeal its own bylaws; and
- (q) To exercise such other powers as may be authorized by Chapter 68 of the Revised Statutes of Missouri.

#### **Article IV**

##### **Heartland Port Authority Board of Commissioners**

The Port Authority shall be administered by a Board of Commissioners, which shall consist of nine (9) members, each of whom shall be a resident of Jefferson City, Cole County or Callaway County, as hereafter provided.

The members shall be as follows:

Three (3) members shall be appointed each by the City of Jefferson, Cole County, and Callaway County. Except for the initial Board of Commissioners, the terms of each Board member shall be three (3) years. The initial Board members shall be appointed by each of the three appointing authorities as follows: One (1) member for a term of three (3) years, one (1) member for a term of two (2) years, and one member for a term of one (1) year.

All Board members appointed by the City of Jefferson shall be residents of the City of Jefferson and may include a City Councilmember, provided no more than one City Councilmember may serve on the Board of Commissioners at any one time. All Board members appointed by the Cole County Commission shall be residents of Cole County and may include a Cole County Commissioner, provided no more than one Cole County Commissioner may serve on the Board of Commissioners at any one time. All Board members appointed by the Callaway County Commission shall be residents of Callaway County and may include a Callaway County Commissioner, provided no more than one Callaway County Commissioner may serve on the Board of Commissioners at any one time. The Board members shall serve for the terms specified and may be reappointed at the pleasure of each appointing authority. A Board member shall continue to serve until his/her replacement has been appointed.

Any vacancy created by the death, disqualification, or failure to fulfill the duties of any Board member shall be filled by the appointment of the respective appointing authority, which new Board member shall serve for the remainder of the term of the vacancy created.

The Board of Commissioners shall at their first meeting elect from their number a Chairman who shall preside at all meetings during his/her term of office. At the expiration of the Chairman's term or upon a vacancy being created by the Chairman's death, disqualification or failure to fulfill his/her duties, the Board of Commissioners shall again elect from their number a Chairman to preside at all meetings during his/her term of office.

The Board of Commissioners shall have all powers and duties created or imposed by this Agreement, or as jointly conferred upon it by the City and Counties, or by the Act or Acts of the Legislature of this State, all as may be authorized by law.

**Article V**

**Reports**

The Regional Port Authority, no later than January 31st of each year, shall file with the respective County Commissions and City Council, annual reports, furnishing to each County Commission and to the City Council, such reports as the County Commission and City Council may, from time to time, require, including, but not by way of limitation: income and expenses, the state of current development plans, and plans for future development.

**Article VI**

The Regional Port Authority shall furnish to the City Council and to the County Commissions, not later than November 1st of each year, a budget disclosing its estimated income and expense items for the ensuing year. The Regional Port Authority shall provide for periodic independent audits of the accounts of the Regional Port Authority, not less frequently than annually.

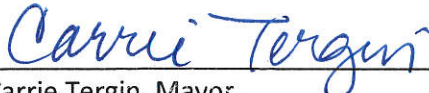
**Article VII**

**Amendments**

This agreement may be amended at any time by following the procedure used for the adoption of this Agreement. Before any amendment is adopted, the City Council and the County Commission of each county shall hold at least one (1) joint public hearing thereon after fifteen (15) days public notice of the time and place of such hearing, and any such amendment shall be effective upon approval by the City Council and the County Commissions and upon full execution of said amendment by the parties hereto.

IN WITNESS THEREOF, We, the duly authorized representatives of the parties hereto do hereunto set our hands and seals, effective the 18<sup>th</sup> day of July, 2018.

**CITY OF JEFFERSON, MISSOURI**

  
\_\_\_\_\_

Carrie Tergin, Mayor


Date: July 3, 2018

ATTEST:

  
\_\_\_\_\_

Emily Donaldson, City Clerk

APPROVED AS TO FORM:

  
\_\_\_\_\_

Ryan Moehlman, City Counselor

COUNTY OF COLE, MISSOURI

Sam Bushman

Sam Bushman, Presiding Commissioner

Date: 7/7/18

ATTEST:

Steve Korsmeyer  
Steve Korsmeyer, County Clerk

APPROVED AS TO FORM:

\_\_\_\_\_  
Jill LaHue, County Counselor

COUNTY OF CALLAWAY, MISSOURI

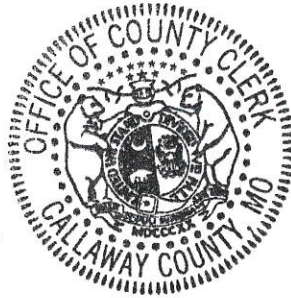
Gary Jungermann

Gary Jungermann, Presiding Commissioner

Date: 7/18/18

ATTEST:

Denise Hubbard  
Denise Hubbard, County Clerk



APPROVED AS TO FORM:

\_\_\_\_\_  
County Counselor

**BYLAWS  
OF  
HEARTLAND PORT AUTHORITY OF CENTRAL MISSOURI**

**ARTICLE I**

**OFFICES**

The principal office of the Heartland Port Authority of Central Missouri (hereinafter the "Authority") in the State of Missouri shall be located at 213 Adams Street, Jefferson City, Missouri. The Authority may have such other offices, either within or without the State of Missouri, as the business of the Authority may require from time to time.

**ARTICLE II**

**BOARD OF COMMISSIONERS**

Section 1. Purpose of Port Authority. It shall be the purpose of the Authority to promote the general welfare, to encourage private capital investment, to endeavor to increase the volume of commerce, and to promote the establishment of a free trade zone within the port district.

Section 2. General Powers and Boundaries. The business and affairs of the Authority shall be managed by its Board of Commissioners (hereinafter referred to as the "Board"). The boundaries of the Authority shall be that of Cole County and Callaway County, Missouri.

Section 3. Number, Term of Office, and Qualifications. The Board shall consist of nine (9) Members, all as provided in the Port Authority Agreement dated July 18<sup>th</sup>, 2018.

Section 4. Regular Meetings. The Board shall hold regular meetings and the Board shall fix the time and place of said meetings.

Section 5. Special Meetings. The Chairman or any three (3) Board members may call special meetings of the Board and may fix the time and place for the holding of such meetings. Notice of any such special meetings shall be served by the Chairman or the Board members calling the meeting, personally, electronically, or by mail, upon the other members of the Board, prior to the holding of such special meeting, with such notice to be given at least forty-eight (48) hours prior to said meeting, provided, however, that service of said notice may be waived by the respective Board members.

Section 6. Notice of Meetings. Attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board needs to be specified in the notice and/or waiver of notice of such meeting, unless otherwise required by law.

Section 7. Quorum. A majority of the Board members shall constitute a quorum for the transaction of business. If less than a majority of the Board members are present in any meeting, a majority of those present may adjourn and reschedule the meeting to a new date, and notice of the new meeting date shall be given to all Board members as provided herein.

Section 8. Action. The concurrence of the majority of the Board members present in any meeting at which a quorum is present shall bind the Authority.

Section 9. Compensation. No Board member shall receive any salary or other compensation for his/her services as such unless the same shall first be fixed by the Board. No Board member shall be prevented from receiving compensation in another capacity because of the fact that he/she is a Board member. Board members shall be entitled to mileage reimbursement at the rate approved by the Board and shall be entitled to other expense reimbursement as approved by the Board.

### **ARTICLE III**

#### **OFFICERS AND COMMITTEES**

Section 1. Officers. The officers of the Authority shall consist of Chairman, Vice Chairman, Secretary, Treasurer and such other officers as may be established by the Board, all of whom shall be members of the Board.

Section 2. Election and Term of Office. All officers of the Authority shall be elected annually by the Board during the last month of the fiscal year. If the election of officers shall not be held at such meeting, the same shall be held as soon thereafter as convenient. Officers duly elected may succeed themselves. Each officer shall hold office until his/her successor shall be duly elected and qualified or until his/her death, resignation, or removal as provided by these Bylaws. The initial officers of the Authority shall be elected at the first meeting of the Board.

Section 3. Removal. Any officer elected or appointed by the Board may be removed by the Board whenever, in the Board's judgment, the best interests of the Authority will be served thereby.

Section 4. Vacancies. A vacancy in any office for any reason shall be filled by the Board at any meeting for the unexpired portion of the term of the vacated office.

Section 5. General Powers. The officers of the Authority shall have such powers and authority in the control and management of the business and affairs of the Authority as is usual and proper in the case of, and incident to, such offices, except insofar as such power and authority is limited by the Port Authority Agreement, by these Bylaws, by resolution of the Board, or by the applicable laws of this State of Missouri pertaining to Port Authorities and Port Districts.

Section 6. Chairman. The Chairman shall be the principal executive officer of the Authority and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Authority. Unless otherwise directed by these Bylaws or by the Board, the Chairman may sign all conveyances, legal documents, and instruments executed in the name of the Authority.

Section 7. Vice Chairman. In the absence of the Chairman, or in the event of the Chairman's inability or refusal to act, the Vice Chairman shall have all the powers of and be subject to all restrictions upon the Chairman and shall perform such others duties as from time to time may be assigned by the Chairman or by the Board. The Vice Chairman may not be from the same appointing jurisdiction as the Chairman.

Section 8. Secretary. The Secretary shall see to the recording of the minutes of the meetings of the Board, that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law, and shall sign such instruments with the Chairman or other officers as may be required and shall perform such other duties as from time to time may be assigned by the Chairman or by the Board. The Secretary shall be custodian of the



Authority's records, keep a register of the post office addresses of members of the Board, and have general charge of all the books and records of the Authority.

In the absence of the Chairman and Vice Chairman, or in the event of their inability or refusal to act, the Secretary shall have all the powers of and be subject to all restrictions upon the Chairman.

Section 9. Treasurer. The Treasurer shall review the financial affairs of the Port Authority and shall chair any Finance Committee hereafter created by the Board. The Treasurer and/or Finance Committee shall make recommendations to the Board as to financial policy. The Treasurer shall perform such other duties as from time to time may be assigned by the Chairman or by the Board.

If required by the Board, the Treasurer shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. The cost, if any, of such bond shall be paid by the Authority.

Section 10. Additional Officers. The powers and duties of any additional officers shall be prescribed by the Board when creating such offices.

Section 11. Salaries. No officer shall receive any salary or any other compensation for services rendered unless the same shall first be set by the Board. No officer as such shall be prevented from receiving a salary or other compensation by reason of the fact that he/she is also an employee of the Authority.

Section 12. Committees. The Board may create such committees, including but not limited to a Finance Committee, with such members and duties as may be prescribed by the Board. Members of all committees shall be members of the Board.

#### **ARTICLE IV**

#### **CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

Section 1. Contracts. The Board may authorize any officer or officers, or any employee or agent, to enter into any contract and to execute and deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Authority shall be signed by the Treasurer and countersigned by the Chairman or by any two officers of the Authority, and in such a manner as shall from time to time be determined by Resolution of the Board.

Section 3. Deposits. All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in such bank, trust companies or other depositories as the Board may select.

#### **ARTICLE V**

#### **FISCAL YEAR**

The fiscal year of the Authority shall begin on the first day of each Calendar year and shall end on the last day of each calendar year.

**ARTICLE VI**

**WAIVER OF NOTICE**

Whenever any notice whatever is required to be given under the provisions of these Bylaws or under the provisions of the Port Authority Agreement among the City of Jefferson, Cole County, and Callaway County, or any amendments thereto, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE VII**

**AMENDMENTS**

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board at any Regular or Special meeting of the Board.

## **AGREEMENT FOR PROFESSIONAL SERVICES**

THIS AGREEMENT FOR PROFESSIONAL SERVICES contract, hereinafter referred to as "Agreement", made and entered into this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, by and between the HEARTLAND PORT AUTHORITY OF CENTRAL MISSOURI, a political subdivision of the State of Missouri, hereinafter referred to as "Port Authority" and THE JEFFERSON CITY AREA CHAMBER OF COMMERCE, a not-for-profit organization registered in the State of Missouri, hereinafter referred to as the "Chamber of Commerce". WHEREAS, the PORT AUTHORITY is a political subdivision of the State of Missouri and has the power and authority to enter into contracts, and; WHEREAS, the JEFFERSON CITY AREA CHAMBER OF COMMERCE is a not-for-profit organization registered in the State of Missouri, and has the power and authority to enter into contracts,

**NOW THEREFORE, IN CONSIDERATION OF THE PREMISES AND AGREEMENTS HEREIN SET FORTH, THE PARTIES HEREBY AGREE AS FOLLOWS:**

For the period of January 1, 2019 to December 31, 2019 and on a month to month basis thereafter until such time as a new agreement is negotiated, the Port Authority will retain the professional services of the Chamber of Commerce under the following terms and conditions of this Agreement;

### **SERVICES PROVIDED**

- Provide implementation services as they relate to the Port Authority's planned development in conjunction and in cooperation with all other appropriate parties;
- Complete all administrative tasks as required by the Missouri Department of Transportation (MoDOT) administrative grant-in-aid;
- Complete and compile all documentation necessary for application to MoDOT for the administrative grant-in-aid;
- Record and maintain all financial transactions for the Port Authority;
- Prepare and administer any appropriate grant, loan applications and awards as they relate to the implementation of the Port Authority's planned development;
- Work as a liaison on behalf of the Port Authority in gaining the necessary information and support for port development from community officials, area business groups and all other appropriate parties;
- Provide marketing assistance to support business attraction efforts;

- Coordinate activities with and provide support to the Port operator, and/or tenants of the Port facility;
- Assist in land acquisition negotiations when needed;
- Negotiate costs on behalf of the Port Authority for all other services rendered;
- Other support to promote the mission of the Heartland Port Authority of Central Missouri.

### **COST OF SERVICES**

In consideration of the above services, the Port Authority agrees to pay as compensation to the Chamber of Commerce the sum of twenty-five thousand dollars (\$25,000.00). Such payments to be made in one annual payment on July 15, 2019. At the request of the Port Authority, the Chamber of Commerce shall provide an annual report no later than 60 days after conclusion of the Agreement on activities and services pertaining to the compensation pay under this Agreement.

### **CHANGES IN AGREEMENT**

This Agreement may be altered or amended by written consent by both parties.

IN WITNESS WHEREOF, the parties have executed this Agreement of caused this Agreement to be executed by their respective officers thereunto duly authorized as of the \_\_\_\_\_ of \_\_\_\_\_, \_\_\_\_\_.

### **HEARTLAND PORT AUTHORITY OF CENTRAL MISSOURI**

By: \_\_\_\_\_  
TBD, Chairman

### **JEFFERSON CITY AREA CHAMBER OF COMMERCE**

By: \_\_\_\_\_  
Randall G. Allen, President and CEO

11-28-18

Proposed Language to Transfer South Port Site

State of Missouri to the Heartland Port Authority of Central Missouri

Section 1.1. The governor is hereby authorized and empowered to sell, transfer, grant, convey, remise, release and forever quitclaim to all interest of the state of Missouri in property located in Cole County, Missouri, to the Heartland Port Authority of Central Missouri. The property to be conveyed is more particularly described as follows:

*(Legal Description Here)*

Containing Approximately 116 acres.

2. The commissioner of administration shall set the terms and conditions for the conveyance as the commissioner deems reasonable. Such terms and conditions may include, but are not limited to, the number of appraisals required, the time, place, and terms of the conveyance.

3. The attorney general shall approve the form of the instrument of conveyance.



HEARTLAND PORT OF CENTRAL MISSOURI VISUAL

Notes:  
 1. All areas are to be proposed only  
 2. All areas are to be proposed only  
 3. All areas are to be proposed only  
 4. All areas are to be proposed only