



Industrial Development Authority

July 16, 2025 11:30 AM,

City Hall, 111 E. Maple Ave., 3rd Floor - Conference Room A, Independence, MO 64050

WELCOME

1. Call to Order/Roll Call

OLD BUSINESS

1. Approval of 5/5/25 Minutes

NEW BUSINESS

1. Application to Amend IDA Articles of Incorporation

OTHER BUSINESS

ADJOURNMENT



Industrial Development Authority
Monday, May 5, 2025, 11:30AM
City Hall, 3rd Floor (Conference Room A)
111 E. Maple, Independence, MO 64050

Present: Joseph Flick, Alex Gonzalez, Marcia VanVelzen

Absent: None.

CALL TO ORDER / ROLL CALL

- Meeting was called to order at 11:30a.m. Roll call was taken. Upon roll call, all members present. Additional attendees present were David Martin, Charlie Dissell, Tom Scannell, Lindsey Gallman, Jerry Winship, and Steve Winship.

APPROVAL OF 8/8/24 MINUTES

- Ms. Van Velzen made a motion to approve the minutes, Mr. Gonzalez seconded the motion, the vote was: Ayes - All. Noes – None. The minutes were approved.

NEW BUSINESS

- Mr. Martin discussed the Stifel Engagement Letter regarding Wally's Independence Project. After discussion regarding the project the committee voted all ayes to sign the letter.

OTHER BUSINESS

- None

ADJOURNMENT

- Mr. Gonzalez and Ms. Van Velzen moved to adjourn the meeting. There being no objections the meeting was adjourned at 11:37a.m.



July 16, 2025

Independence City Council
111 E. Maple
Independence, MO 64050

RE: Application to Amend Industrial Development Authority's Articles of Incorporation

To the Mayor and City Council of the City of Independence, Missouri:

We, the undersigned individuals, have been appointed to serve on the City of Independence's Industrial Development Authority (hereinafter "IDA"). The IDA was approved by the City Council through the passage of Ordinance No. 4826 in 1977. Since that date, the IDA's Articles of Incorporation have remained unchanged. We believe it is necessary to update the Articles to reflect necessary changes so that the IDA may continue to serve the City as intended and abide by post-incorporation changes in Missouri law governing Industrial Development Authorities.

Pursuant to 349.040, Revised Statutes of Missouri, the IDA's Articles may be amended at any time by the members of the corporation's board of directors. In order to make such an amendment, the members must file with the governing body of the municipality a written application to amend that specifies the proposed amendments. The City Council must then determine whether the proposed amendments are "wise, expedient, necessary, or advisable."

In compliance with the statutory obligations outlined in Chapter 349, we offer to you, the City Counsel of the City of Independence, the following proposed substantive changes as outlined in an annotated copy of the original Articles of Incorporation attached hereto and incorporated herein as **Exhibit A**. Additionally, a summary of the requested changes are provided as:

- Section 5 – The principal office of the corporation – It is currently established to be 213 S. Main which may have been an address relevant to the City and/or one of the founding members of the IDA. The proposed alteration changes the principal address of the IDA to City Hall.
- Section 6 – It appears that there were some modifications to the Industrial Development Authority Act after the IDA was created in 1977 which specifically restrict an IDA from engaging in agricultural activities, thus it is necessary to remove references to agricultural endeavors from the purpose statement of the IDA.

- Section 7 – This section sets the number of directors to 9. However, Resolution No. 6514, passed by the City Council in 2019, reduced the number of board members to 5. In order to correspond with the previously cited resolution, we would alter this section to require only 5 members on the IDA which remains compliant with RSMo 349.045.

The IDA respectfully requests that the City Council vote in favor of amending the Articles of Incorporation as each proposed change is wise, expedient, necessary, and advisable. Should the Council approve this application, the IDA would then execute the Amended Articles of Incorporation of The Industrial Development Authority of the City of Independence, Missouri, which is attached hereto and incorporated herein as **Exhibit B**.

Sincerely,

**The Industrial Development Authority
of the City of Independence, Missouri**

Joseph A. Flick

Alex Gonzalez

Marcia VanVelzen

ARTICLES OF INCORPORATION
OF
THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF INDEPENDENCE, MISSOURI

The undersigned, each being a natural person of the age of eighteen years or more, for the purpose of forming and constituting a public corporation under “An Act relating to the Establishment of Industrial Development Corporations and prescribing powers and duties thereof” passed by the 79th General Assembly of the State of Missouri (The “Industrial Development Authority Act”) do hereby adopt, and make and execute, the following Articles of Incorporation.

1. The names and residences of the applicants are as follows:

<u>Name</u>	<u>Residence</u>
Lauzon Maxwell	825 Lake Drive Court, Independence, MO
Peter Esser	721 Yuma, Independence, MO
Luva Vaughan	3353 Shady Bend Drive, Independence, MO

2. Each applicant is an elector of and taxpayer in Independence, Missouri.
3. The name of the corporation shall be:

THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF INDEPENDENCE, MISSOURI

4. The applicants have filed with the City Council of Independence, Missouri an application seeking permission to apply for the incorporation of this corporation and by appropriate ordinance duly adopted, the City Council of Independence, Missouri has found and determined that it is wise, expedient, necessary and advisable that the corporation be formed and have authorized the applicants to proceed to form this corporation and have approved these Articles of Incorporation. Accordingly, permission to organize the corporation has been granted by ordinance

adopted by the City Council of Independence, Missouri. Such ordinance was adopted on 21st DAY OF NOVEMBER, 1977 and became effective 1st DAY OF DECEMBER, 1977.

5. The principal office of the corporation is in Independence, Missouri, and shall be located at ~~213 South Main, Independence, Missouri, 64050~~ 111 E. Maple, Independence, Missouri, 64050.

6. The purposes for which this corporation is organized are to develop, advance, encourage and promote, subject to the limitations imposed by the Industrial Development Authority Act, and amended from time to time, commercial, industrial, ~~agricultural~~ and manufacturing facilities in Independence, Missouri, all for the benefit of Independence, Missouri and its residents.

Without limiting the generality of the foregoing, the purposes shall include the following:

A. To acquire, construct, reconstruct, enlarge, improve, furnish, equip, maintain, repair, operate, lease, finance and sell plats, buildings, structures or facilities, whether or not in existence, including without limitation the real estate and the required fixtures, equipment and machinery, used or to be used as a factory, assembly plant, manufacturing plant, processing, plant, fabricating plant, distribution center, warehouse building, office building or facilities for the prevention, reduction or control of pollution, and

B. To do and perform any and all other things necessary or desirable with respect to a Project (as defined in the Industrial development Authority Act, as amended from time to time) or Projects to the extent permitted by, or contemplated by, the Industrial Development Authority Act, as amended from time to time; and

C. In general, to carry on any other business in connection with each and all of the foregoing or incidental thereto; and to have and exercise each and all of the powers and privileges,

either direct or incidental, which are given and provided by or are available under the laws of the State of Missouri in respect of industrial development corporations; provided, however, that the corporation shall not engage in any activity for which a corporation organized under the Industrial Development Authority Act may not be formed under the laws of the State of Missouri.

None of the purposes and powers specified in any of the paragraphs of this Article shall be in any way limited or restricted by reference to or inference from the terms of any other paragraph, and the purposes and powers specified in each of the paragraphs of this Article shall be regarded as independent purposes and powers. The enumeration of specific purposes and powers in this Article should not be construed to restrict in any manner the general purposes and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of purposes or powers herein shall not be deemed to exclude or in any way limit by inference any purposes or powers which this corporation has power to exercise, whether expressly by the laws of the State of Missouri, now or hereafter in effect, or impliedly by any reasonable construction of such laws.

No part of the net earnings or other assets of the corporation shall inure to the benefit of any director, contributor, officer or other private individual, having directly or indirectly any personal or private interest in the activities of the corporation.

7. Except as may be otherwise specifically provided by statute, or the Articles of Incorporation or the bylaws of the corporation, as from time to time amended, all powers of management, direction and control of the corporation shall be, and hereby are, vested in the board of directors. The board of directors of the corporation shall consist of ~~nine~~five directors, all of whom shall be qualified electors of and taxpayers in Independence, Missouri. No director shall be an officer or employee of the City of Independence, Missouri. The directors shall be elected by the

City Council of Independence, Missouri and they shall be elected so that they shall hold office for staggered terms.

8. The duration of the corporation shall be perpetual.

9. Neither the directors of this corporation nor any person executing any bonds or notes of the corporation shall be liable personally on such bonds or notes by reason of the issuance thereof. Bonds and notes issued by this corporation shall not be a debt of Independence, Missouri, or the State of Missouri and neither such city, or such state shall be liable thereon nor in any event shall such notes or bonds be payable out of any funds or properties other than those acquired for the purposes of the Industrial Development Authority Act and such bonds and notes shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

10. A. The bylaws of the corporation may from time to time be altered, amended, suspended or repealed, or new bylaws may be adopted, by resolution adopted by a majority of the full board of directors at a meeting thereof.

B. The corporation may agree to the terms and conditions upon which any director, officer, employee or agent accepts his office or position and in its bylaws or otherwise may agree to indemnify and protect any director, officer, employee or agent to the extent permitted by the laws of Missouri.

11. Insofar as it is permitted under the laws of Missouri and except as may be otherwise provided by the bylaws of the corporation, no contract or other transaction between this corporation and any other firm or corporation shall be affected or invalidated solely by reason of the fact that any director or officer of this corporation is interested in, or is a member, shareholder, director or officer of such other firm or corporation; and any director or officer of this corporation,

individually or jointly with one or more other directors or officers of this corporation, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no such contract or transaction shall be invalidated thereby.

12. At such time as this corporation is dissolved or terminated all assets of the corporation (except insofar as may be necessary for the proper winding up thereof) shall pass to and be vested in the City of Independence, Missouri, subject, to the extent provided in the Industrial Development Authority Act, as amended from time to time, to the rights of bondholders, noteholders and other creditors of this corporation. No distribution shall be made which would violate the statutes of Missouri then in effect. The foregoing shall constitute the plan of distribution upon dissolution of the corporation.

13. The corporation reserves the right to alter, amend or repeal any provision contained in its articles of incorporation in the manner now or hereafter prescribed by the statutes of Missouri and all rights and powers conferred herein are granted subject to this reservation.

IN WITNESS WHEREOF, these Articles of Incorporation have been subscribed and acknowledged by each of the undersigned applicants on this 1st day of December, 1977, before an officer authorized by the laws of Missouri to take acknowledgement to deeds.

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

I, the undersigned, a Notary Public, do hereby certify that on the 1st day of December, 1977, personally appeared before me Lauzon Maxwell, who being first duly sworn, declared that he is the person who signed the foregoing document as an applicant, and that the statements therein contained are true and acknowledged that he executed the same as his free act and deed.

My commission Expires:

Notary Public

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

I, the undersigned, a Notary Public, do hereby certify that on the 1st day of December, 1977, personally appeared before me Peter Esser, who being first duly sworn, declared that he is the person who signed the foregoing document as an applicant, and that the statements therein contained are true and acknowledged that he executed the same as his free act and deed.

My commission Expires:

Notary Public

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

I, the undersigned, a Notary Public, do hereby certify that on the 1st day of December, 1977, personally appeared before me Luva Vaughan, who being first duly sworn, declared that he is the person who signed the foregoing document as an applicant, and that the statements therein contained are true and acknowledged that he executed the same as his free act and deed.

My commission Expires:

Notary Public

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF INDEPENDENCE, MISSOURI

Pursuant to Chapter 349, Revised Statutes of Missouri, the Articles of Incorporation of the Industrial Development Authority of the City of Independence, Missouri, a public industrial development corporation existing under the laws of the State of Missouri, which were initially filed with the Missouri Secretary of State on December 15, 1977, are hereby amended and restated as follows:

1. The names and residences of the current applicants are as follows:

<u>Name</u>	<u>Residence</u>
Joseph A. Flick	_____
Alex Gonzalez	_____
Marcia VanVelzen	_____

2. Each applicant is an elector of and taxpayer in Independence, Missouri.
3. The name of the corporation shall be:

THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF INDEPENDENCE, MISSOURI

4. The original applicants filed with the City Council of Independence, Missouri an application seeking permission to apply for the incorporation of this corporation and by appropriate ordinance duly adopted, the City Council of Independence, Missouri found and determined that it is wise, expedient, necessary and advisable that the corporation be formed and have authorized the applicants to proceed to form this corporation and have approved these Articles of Incorporation. Accordingly, permission to organize the corporation was granted by ordinance adopted by the City

Council of Independence, Missouri. Such ordinance was adopted on 21st DAY OF NOVEMBER, 1977 and became effective 1st DAY OF DECEMBER, 1977. The current applicants filed with the City Council of Independence, Missouri an application seeking permission to amend this Corporation's Articles of Incorporation and by appropriate ordinance duly adopted, the City Council of Independence, Missouri found and determined that it is wise, expedient, necessary and advisable that the corporation amend its Articles of Incorporation. Such ordinance was entitled Ordinance #_____, and it was adopted on _____ and became effective on _____.

5. The principal office of the corporation is in Independence, Missouri, and shall be located at 111 E. Maple, Independence, Missouri, 64050.

6. The purposes for which this corporation is organized are to develop, advance, encourage and promote, subject to the limitations imposed by the Industrial Development Authority Act, and amended from time to time, commercial, industrial, and manufacturing facilities in Independence, Missouri, all for the benefit of Independence, Missouri and its residents.

Without limiting the generality of the foregoing, the purposes shall include the following:

A. To acquire, construct, reconstruct, enlarge, improve, furnish, equip, maintain, repair, operate, lease, finance and sell plats, buildings, structures or facilities, whether or not in existence, including without limitation the real estate and the required fixtures, equipment and machinery, used or to be used as a factory, assembly plant, manufacturing plant, processing, plant, fabricating plant, distribution center, warehouse building, office building or facilities for the prevention, reduction or control of pollution, and

B. To do and perform any and all other things necessary or desirable with respect to a Project (as defined in the Industrial development Authority Act, as amended from time to time) or

Projects to the extent permitted by, or contemplated by, the Industrial Development Authority Act, as amended from time to time; and

C. In general, to carry on any other business in connection with each and all of the foregoing or incidental thereto; and to have and exercise each and all of the powers and privileges, either direct or incidental, which are given and provided by or are available under the laws of the State of Missouri in respect of industrial development corporations; provided, however, that the corporation shall not engage in any activity for which a corporation organized under the Industrial Development Authority Act may not be formed under the laws of the State of Missouri.

None of the purposes and powers specified in any of the paragraphs of this Article shall be in any way limited or restricted by reference to or inference from the terms of any other paragraph, and the purposes and powers specified in each of the paragraphs of this Article shall be regarded as independent purposes and powers. The enumeration of specific purposes and powers in this Article should not be construed to restrict in any manner the general purposes and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of purposes or powers herein shall not be deemed to exclude or in any way limit by inference any purposes or powers which this corporation has power to exercise, whether expressly by the laws of the State of Missouri, now or hereafter in effect, or impliedly by any reasonable construction of such laws.

No part of the net earnings or other assets of the corporation shall inure to the benefit of any director, contributor, officer or other private individual, having directly or indirectly any personal or private interest in the activities of the corporation.

7. Except as may be otherwise specifically provided by statute, or the Articles of Incorporation or the bylaws of the corporation, as from time to time amended, all powers of

management, direction and control of the corporation shall be, and hereby are, vested in the board of directors. The board of directors of the corporation shall consist of five directors, all of whom shall be qualified electors of and taxpayers in Independence, Missouri. No director shall be an officer or employee of the City of Independence, Missouri. The directors shall be elected by the City Council of Independence, Missouri and they shall be elected so that they shall hold office for staggered terms.

8. The duration of the corporation shall be perpetual.

9. Neither the directors of this corporation nor any person executing any bonds or notes of the corporation shall be liable personally on such bonds or notes by reason of the issuance thereof. Bonds and notes issued by this corporation shall not be a debt of Independence, Missouri, or the State of Missouri and neither such city, or such state shall be liable thereon nor in any event shall such notes or bonds be payable out of any funds or properties other than those acquired for the purposes of the Industrial Development Authority Act and such bonds and notes shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction.

10. A. The bylaws of the corporation may from time to time be altered, amended, suspended or repealed, or new bylaws may be adopted, by resolution adopted by a majority of the full board of directors at a meeting thereof.

B. The corporation may agree to the terms and conditions upon which any director, officer, employee or agent accepts his office or position and in its bylaws or otherwise may agree to indemnify and protect any director, officer, employee or agent to the extent permitted by the laws of Missouri.

11. Insofar as it is permitted under the laws of Missouri and except as may be otherwise provided by the bylaws of the corporation, no contract or other transaction between this corporation and any other firm or corporation shall be affected or invalidated solely by reason of the fact that any director or officer of this corporation is interested in, or is a member, shareholder, director or officer of such other firm or corporation; and any director or officer of this corporation, individually or jointly with one or more other directors or officers of this corporation, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no such contract or transaction shall be invalidated thereby.

12. At such time as this corporation is dissolved or terminated all assets of the corporation (except insofar as may be necessary for the proper winding up thereof) shall pass to and be vested in the City of Independence, Missouri, subject, to the extent provided in the Industrial Development Authority Act, as amended from time to time, to the rights of bondholders, noteholders and other creditors of this corporation. No distribution shall be made which would violate the statutes of Missouri then in effect. The foregoing shall constitute the plan of distribution upon dissolution of the corporation.

13. The corporation reserves the right to alter, amend or repeal any provision contained in its articles of incorporation in the manner now or hereafter prescribed by the statutes of Missouri and all rights and powers conferred herein are granted subject to this reservation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been subscribed and acknowledged by each of the undersigned applicants on this _____ day of _____, 2025, before an officer authorized by the laws of Missouri to take acknowledgement to deeds.

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

I, the undersigned, a Notary Public, do hereby certify that on the _____ day of _____, 2025, personally appeared before me _____, who being first duly sworn, declared that he/she is the person who signed the foregoing document as an applicant, and that the statements therein contained are true and acknowledged that he/she executed the same as his/her free act and deed.

My commission Expires: _____

Notary Public

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

I, the undersigned, a Notary Public, do hereby certify that on the _____ day of _____, 2025, personally appeared before me _____, who being first duly sworn, declared that he/she is the person who signed the foregoing document as an applicant, and that the statements therein contained are true and acknowledged that he/she executed the same as his/her free act and deed.

My commission Expires: _____

Notary Public

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

I, the undersigned, a Notary Public, do hereby certify that on the _____ day of _____, 2025, personally appeared before me _____, who being first duly sworn, declared that he/she is the person who signed the foregoing document as an applicant, and that the

statements therein contained are true and acknowledged that he/she executed the same as his/her free act and deed.

My commission Expires:

Notary Public