

ORDINANCE NO. 2292

SUBJECT: Authorizing Jackson County, Missouri to convey to the Junior College District of Metropolitan Kansas City, Missouri certain property to be conveyed to the county, including property known as the Longview recreation complex, upon and in consideration of the provision by the Junior College District of Metropolitan Kansas City, Missouri for payment of the outstanding lease certificates of participation (Longview recreation complex project) series 1987 issued by the Jackson County, Missouri, Public Facilities Authority; authorizing Jackson County, Missouri to enter into documents in connection therewith, including an amendment to escrow agreement, special warranty deed and cooperation agreement; and authorizing certain other actions in connection with such transaction.

INTRODUCED: May 16, 1994
(Land Use)

ADOPTED: MAY 23, 1994

SIGNED BY EXECUTIVE: May 25, 1994

(R.#10545)

IN THE COUNTY LEGISLATURE OF JACKSON COUNTY, MISSOURI

AN ORDINANCE authorizing Jackson County, Missouri to convey to the Junior College District of Metropolitan Kansas City, Missouri certain property to be conveyed to the county, including property known as the Longview recreation complex, upon and in consideration of the provision by the Junior College District of Metropolitan Kansas City, Missouri for payment of the outstanding lease certificates of participation (Longview recreation complex project) series 1987 issued by the Jackson County, Missouri, Public Facilities Authority; authorizing Jackson County, Missouri to enter into documents in connection therewith, including an amendment to escrow agreement, special warranty deed and cooperation agreement; and authorizing certain other actions in connection with such transaction.

ORDINANCE # 2292, May 16, 1994

INTRODUCED BY Fred Arbanas and Robert E. Hertzog, and Mary Lou Smith, County Legislators

WHEREAS, Jackson County, Missouri (the "County") is authorized pursuant to Article II, Section 33 of the County's Constitutional Home Rule Charter (the "Charter"), to contract and cooperate with any private person, firm, association, corporation or foundation for the planning, development, construction, acquisition or operation of any public improvement or facility; and,

WHEREAS, Jackson County, Missouri, Public Facilities Authority (the "Authority") is a not for profit corporation duly organized and existing under the General Not For Profit Corporation Law, Chapter 355 of the Revised Statutes of Missouri, 1986, for the purpose of benefitting the County, by providing for the acquisition, construction, reconstruction, improvement, extension, widening, repair, remodeling, renovation and financing of public sites,

buildings, structures, facilities, streets, roads, bridges, culverts, furnishings and equipment for the use of the County for County purposes; and,

WHEREAS, pursuant to an Ordinance adopted by the County on July 27, 1987, the County authorized the issuance by the Authority of \$5,000,000 principal amount of Jackson County, Missouri Lease Participation Certificates, Series 1987 (Longview Recreation Complex Project) (the "Series 1987 Certificates"), the proceeds of which were used for the acquisition and construction of a recreational and sports center, together with infrastructure improvements (the "Facilities"), be used for educational and instructional purposes, located on the Longview campus of The Junior College District of Metropolitan Kansas City, Missouri (the "District"), a junior college district and political subdivision of the State of Missouri; and,

WHEREAS, the County and the District entered into a Cooperation and Use Agreement dated as of August 1, 1987 (the "Original Cooperation Agreement") pursuant to which the District and the County agreed to share the use and cost of the Facilities; and,

WHEREAS, pursuant to an Escrow Agreement dated as of August 1, 1987, the County and the District agreed that upon payment of the Certificates, or provision therefor, the escrow agent would record instruments providing for conveyance by the County to the District

an undivided one-half interest in the Facilities, the real estate upon which the Facility is located and full legal title to the real estate upon which parking facilities are located (such real estate being referred to as the "Site" and the Facilities and the Site being referred to collectively as the "Longview Recreation Complex"); and,

WHEREAS, the Kansas City Metropolitan Community Colleges Building Corporation (the "Building Corporation") is a not for profit corporation duly organized and existing under the General Not for Profit Corporation Law, Chapter 355 of the Revised Statutes of Missouri, 1986, for the purpose of benefitting and carrying out the purposes of the District; and,

WHEREAS, in consideration for provision for payment of the outstanding Series 1987 Certificates, pursuant to the refunding of the Series 1987 Certificates by the Building Corporation, the County and the Authority will agree to transfer all right, title and interest in the Facilities to the District; and,

WHEREAS, the Building Corporation anticipates the issuance of Lease Certificates of Participation (Longview Recreation Complex Project) Series 1994, evidencing the proportionate, undivided interest in the right to receive Rental Payments of the District, the proceeds of which will be used to refund the outstanding Series 1987 Certificates (the "Refunding"); and,

WHEREAS, the County Legislature finds and determines that it is necessary and desirable that the County enter into certain documents in connection with the aforementioned transaction, including (i) an Amendment to Escrow Agreement, dated as of May 1, 1994, providing directions to the escrow agent named therein to convey the Longview Recreation Complex to the District upon the occurrence of certain events, (ii) a Special Warranty Deed providing for the conveyance of the Longview Recreation Complex to the District and (iii) a Cooperation and Use Agreement dated as of May 1, 1994, providing for the use of the Facilities by the County for certain purposes as more fully described therein; and,

WHEREAS, the County Legislature further finds and determines that it is necessary and desirable in connection with the conveyance of the Facilities and the execution of certain documents that the County take certain other actions and approve the execution of certain other documents as herein provided; now therefore,

BE IT ORDAINED by the County Legislature of Jackson County, Missouri, as follows:

Section 1. Findings and Determinations.

(a) The Authority will engage in activities that are essentially public in nature. The purposes and activities of the Corporation are those permitted under The General Not for Profit

Corporation Law, Chapter 355 of the Revised Statutes of Missouri, 1986, and the Site and the Facility are located within the geographic boundaries of the County;

(b) The Authority is not organized for profit except to the extent of retiring indebtedness, and the Articles of Incorporation so provide;

(c) The income of the Authority will not inure to any private person and the Articles of Incorporation so provide;

(d) The County will have a beneficial interest in the Authority and has had beneficial possession and use of the Facility while the Series 1987 Certificates remain outstanding; and

(e) The County will obtain full legal title to the Facility and the Site upon payment in full of the Series 1987 Certificates or provision therefor.

Section 2. Acceptance of Conveyance of Site from the Authority. The appropriate officers of the County Legislature are hereby authorized to accept a deed or deeds conveying legal title to the Site from the Authority to the County.

Section 3. Conveyance of Project Site by the County. The appropriate officers of the County Legislature are hereby

authorized to execute, attest, acknowledge, deliver and record a deed or deeds conveying legal title to the Site from the County to the District, in consideration of the Refunding.

Section 4. Approval of Refunding and Redemption of Series 1987 Certificates. The County Legislature hereby approves the refunding in advance of maturity of the outstanding Series 1987 Certificates and the provision for redemption thereof on November 1, 1997, such refunding to be effected with the proceeds of the Series 1994 Certificates and all notices and actions of the Trustee in connection with such redemption are hereby approved, ratified and confirmed and the officers of the County are hereby authorized to execute and deliver for and on behalf of the County any and all additional certificates, agreements, documents or other papers and to perform all other acts as they may deem necessary or appropriate in order to complete the redemption of the Series 1987 Certificates as aforesaid.

Section 5. Authorization of Documents. The County is hereby authorized to enter into the following documents, in substantially the forms presented to and reviewed by the County Legislature at this meeting and attached to this Ordinance (copies of which documents shall be filed in the records of the County), with such changes therein as shall be approved by the officers of the County executing such documents, such officers' signatures thereon being conclusive evidence of their approval thereof;

(a) Amendment to Escrow Agreement dated as of May 1, 1994, by and among the County, the District and the escrow agent named therein, providing directions to the escrow agent to convey the Longview Recreation Complex to the District upon the occurrence of certain events, as further described therein.

(b) Special Warranty Deed and Bill of Sale from the County to the District, conveying the Longview Recreation Complex to the District.

(c) Cooperation and Use Agreement dated as of May 1, 1994 between the County and the District, providing for the use of the Facilities by the County for certain purposes as more fully described therein.

(such documents shall be collectively referred to herein as the "County Documents").

Section 6. Execution of Documents. The County is hereby authorized to enter into and is hereby authorized and directed to execute and deliver, for and on behalf of and as the act and deed of the County, the County Documents and such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance.

Section 7. Further Authority. The County shall, and the officers, agents and employees of the County are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance, and to carry out, comply with and perform the duties of the County with respect to the County Documents.

Section 8. Effective Date. This Ordinance shall take effect and be in full force immediately upon its signature by the County Executive.

Effective Date: This Ordinance shall be effective immediately upon its signature by the County Executive.

Approved as to Form

[Signature] *[Signature]*
County Counselor

I hereby certify that the attached Ordinance, Ordinance #2292 of May 16, 1994 was duly passed on May 23, 1994 by the Jackson County Legislature. The votes thereon were as follows;

Yeas: 7 Nays: 0
Abstaining: 0 Absents: 2

This Ordinance is hereby transmitted to the County Executive for her signature.

5-24-94
Date

Mary Jo Brogato by Sig Pruitt
Mary Jo Brogato
Clerk of Legislature

I hereby approve the attached Ordinance # 2292.

Date: 5-25-94

Marsha J. Murphy
Marsha J. Murphy, County Executive