

RESOLUTION NO. 106

**A RESOLUTION AMENDING AN AGREEMENT WITH
GILMORE & BELL, P.C., FOR SPECIAL TAX
COUNSEL SERVICES.**

WHEREAS, by Resolution No. 80 approved by the Board of Trustees on March 21, 2012, the Village of Twin Oaks, Missouri (the "Village") engaged the services of Gilmore & Bell, P.C., for special tax counsel services (the "2012 Agreement") related to the financing of a new Village Hall (the "Project"); and

WHEREAS, the Village intends to either deliver certificates of participation or enter into a direct lease transaction (herein referred to as the "Obligations") to fund the Project; and

WHEREAS, the Village desires to amend its agreement with Gilmore & Bell, P.C. relating to the Project;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE VILLAGE OF TWIN OAKS, MISSOURI, AS FOLLOWS:

Section 1. The Village hereby hereby approves, and the Chairman is hereby authorized to execute, an amendment to the 2012 Agreement on behalf of the Village of Twin Oaks with Gilmore & Bell, P.C., as set forth in Exhibit A hereto.

Section 2. All other provisions and conditions of Resolution No. 80 shall remain in full force and effect.

Section 3. The Chairman, Village Administrator, Village Clerk and other officers and representatives of the Village are hereby authorized and directed to take such other action as may be necessary to carry out the purpose and intent of this Resolution.

Section 4. As a condition for the award of this Contract, the Gilmore & Bell, P.C. shall, by sworn affidavit and provision of documentation, affirm its enrollment and participation in a federal work authorization program with respect to the employees working in connection with the Work. Gilmore & Bell, P.C. shall also sign an affidavit affirming that it does not knowingly employ any person who is an unauthorized alien in connection with the Work. Such affidavits shall be substantially in the form provided in Exhibit B. Gilmore & Bell, P.C. shall not be required to provide these affidavits to the Village if such affidavits have been previously provided to the Village within the past year. All words in this paragraph shall have the definitions as provided in Section 285.525 R.S.Mo. Pursuant to Section 208.009 R.S.Mo., Gilmore & Bell, P.C. shall provide at the time of submission of any bid affirmative proof that the Applicant for the Consultant is a citizen or a permanent resident of the United States or is lawfully present in the United States. The Applicant for Gilmore & Bell, P.C. (or "Applicant") shall be the person authorized to prepare, submit and sign contract documents on behalf of Gilmore & Bell, P.C., and shall be eighteen years of age or older. Such affirmative proof shall include documentary evidence recognized by the Missouri Department of Revenue when processing an application for a driver's license, a Missouri driver's license, as well as any document issued by the federal government that confirms an alien's lawful presence in the United States.

Section 5. This Resolution shall be in full force and effect from and after its passage by the Board of Trustees.

PASSED and APPROVED this 17th day of February, 2016.



Ray Slama, Chairman
Board of Trustees

ATTEST:



Kathy A. Runge
Administrator/Clerk

Exhibit A



314-436-1000 MAIN
314-436-1166 FAX
GILMOREBELL.COM

GILMORE & BELL PC
ONE METROPOLITAN SQUARE - 211 N BROADWAY, SUITE 2350
ST. LOUIS, MISSOURI 63102-2741

KANSAS CITY
WICHITA
OMAHA | LINCOLN

February 3, 2016

Chairman and Board of Trustees
Village of Twin Oaks, Missouri

Re: Village of Twin Oaks, Missouri – Fees for Special Tax Counsel Services

Ladies and Gentlemen:

This letter serves as an update to our engagement letter dated February 29, 2012 (approved by the Board of Trustees on March 21, 2012) to serve as Special Tax Counsel to the Village in connection with the proposed delivery of a lease obligation for the purpose of providing funds to construct, equip and furnish a new Village Hall.

Based on recent changes to the size of the financing, the responsibilities we will assume and the services we have been asked to provide, our fee as bond counsel will be determined in accordance with the following schedule (inclusive of out-of-pocket expenses):

<u>Principal Amount</u>	<u>Fee</u>
Up to \$1,000,000	\$17,000
\$1,000,000 to \$2,000,000	\$17,000 + \$5.00 per \$1,000 over \$1,000,000
Over \$2,000,000	\$22,000 + \$2.50 per \$1,000

In addition to the fee set forth above, if we are asked to prepare an Official Statement or any other disclosure document with respect to the obligations our fee for those services will be equal to \$7,500.

If, for any reason, the financing is not consummated, we will not be entitled to any fee or reimbursement of our out-of-pocket expenses.

We appreciate this opportunity to work with the Village. If the foregoing terms of this proposal are acceptable, please have an authorized representative of the Village sign this letter and return one copy to me.

Very truly yours,

Shannon W. Creighton

SWC:kag

Chairman and Board of Trustees
February 2, 2016
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ACCEPTED ON THE BASIS OF THE TERMS SET FORTH ABOVE THIS ____ DAY OF
FEBRUARY, 2016.

VILLAGE OF TWIN OAKS, MISSOURI

By: _____
Name: Ray Slama
Title: Chairman of the Board of Trustees

Exhibit B
**AFFIDAVIT OF PARTICIPATION IN
FEDERAL WORK AUTHORIZATION PROGRAM**

Comes now _____ as _____, first being duly sworn, on my oath,
(name) (office held)
and affirm Gilmore & Bell, P.C. (“Company) is enrolled and will continue to participate in
(company name)
a federal work authorization program in respect to employees that will work in connection with the
contracted services related to the professional services contract (the “contracted services”) with the
Village of Twin Oaks, and any incidental items associated with this work for the duration of the
contract, if awarded, in accordance with Section 285.530.2, R.S.Mo. I also affirm that the Company
does not and will not knowingly employ a person who is an unauthorized alien in connection with the
contracted services for the duration of the contract, if awarded. Attached to this affidavit is
documentation of the Company’s participation in a federal work authorization program.

**(ATTACH DOCUMENTATION SHOWING THAT COMPANY PARTICIAPTES IN
FEDERAL WORK AUTHORIZATION PROGRAM. ALSO ATTACH PROOF OF LAWFUL
PRESENCE, AS PROVIDED IN THE GENERAL CONDITIONS)**

*In Affirmation thereof, the facts stated above are true and correct (The undersigned
understands that false statements made in this filing are subject to the penalties provided under
Section 575.040, RSMo).*

Signature (person with authority)

Printed Name

Title

Date

State of Missouri)
)
County of _____) ss.

Subscribed and sworn to before me this _____ day of _____, 2016.

My commission expires:

Notary Public