

PUBLIC NOTICE

NOTICE OF A CITY COUNCIL SPECIAL MEETING/PUBLIC HEARING

PUBLIC NOTICE IS HEREBY GIVEN that the Chillicothe City Council will hold a **SPECIAL MEETING/PUBLIC HEARING** in the Council Chambers of the City Hall, 715 Washington Street, Chillicothe, Missouri on **Wed, October 28, 2026, at 5:30 p.m.** to consider and act upon the matters on the following agenda and such other matters as may be presented at the meeting and determined to be appropriate for discussion at that time.

Appearances:

1. **Public Hearing** – Ordinance approving a Plan for an Industrial Development Project for Livingston County Fertilizer, LLC (dba T&R Soil Service); Authorizing the City of Chillicothe, Missouri, to Issue its Taxable Industrial Development Revenue Bonds (T&R Soil Service Project), Series 2026, to Finance the cost of such Project; and Authorize and Approving Certain Documents and other actions in Connection with the issuance of the Bonds.

DATED THIS 27th DAY OF OCTOBER, 2026 @ 11:15 a.m.



Amy Hess, City Clerk

PLEASE CONTACT CITY HALL 24 HOURS IN ADVANCE IF YOU NEED SPECIAL ACCOMMODATIONS. A COPY OF ANY ORDINANCES REFERRED TO ABOVE WILL BE AVAILABLE FOR PUBLIC INSPECTION PRIOR TO THE MEETING AT CITY HALL.

AN ORDINANCE APPROVING A PLAN FOR AN INDUSTRIAL DEVELOPMENT PROJECT FOR LIVINGSTON COUNTRY FERTILIZER, LLC (D/B/A T&R SOIL SERVICE); AUTHORIZING THE CITY OF CHILLICOTHE, MISSOURI, TO ISSUE ITS TAXABLE INDUSTRIAL DEVELOPMENT REVENUE BONDS (T&R SOIL SERVICE PROJECT), SERIES 2026, TO FINANCE THE COSTS OF SUCH PROJECT; AND AUTHORIZING AND APPROVING CERTAIN DOCUMENTS AND OTHER ACTIONS IN CONNECTION WITH THE ISSUANCE OF THE BONDS.

WHEREAS, the City of Chillicothe, Missouri (the “City”), is authorized under the provisions of Article VI, Section 27 of the Missouri Constitution, as amended, and Sections 100.010 to 100.200, inclusive, of the Revised Statutes of Missouri, as amended (collectively, the “Act”), to purchase, construct, extend and improve certain projects (as defined in the Act) for the purposes set forth in the Act and to issue industrial development revenue bonds for the purpose of providing funds to pay the costs of such projects and to lease or otherwise dispose of such projects to private persons or entities for manufacturing, commercial, warehousing and industrial development purposes upon such terms and conditions as the City shall deem advisable; and

WHEREAS, Livingston County Fertilizer, LLC (d/b/a T&R Soil Service), a Missouri limited liability company (the “Company”), has proposed an development project consisting of (a) acquiring a parcel of real property located at 841 S. Mitchel Avenue in the City consisting of approximately 12.1 acres (the “Project Site”), (b) constructing a modern dry fertilizer production facility, a crop protection and liquid fertilizer blending facility and new office on the Project Site (the “Project Improvements”), and (c) acquiring and installing certain machinery, equipment and other personal property on the Project Site (the “Project Equipment,” together with the Project Site and the Project Improvements, the “Project”), and has requested that the City issue its Taxable Industrial Development Revenue Bonds (T&R Soil Service Project), Series 2026, in the maximum principal amount not to exceed \$16,500,000 (the “Bonds”), for the purpose of paying the costs of the Project, contingent upon preparation and approval of a plan for industrial development with respect to the Project (the “Plan”) as required by Section 100.050 of the Act; and

WHEREAS, the City has prepared a Plan for the Project, notice of the Project was given to the taxing jurisdictions in accordance with Section 100.059.1 of the Act, and the City now desires to approve the Plan; and

WHEREAS, the City has and does hereby find and determine that it is desirable for the economic development of the City and within the public purposes of the Act that the City proceed with the issuance of the Bonds for the purpose described above; and

WHEREAS, the City further finds and determines that it is necessary and desirable in connection with approval of the Plan and the issuance of the Bonds that the City enter into certain documents, and that the City take certain other actions and approve the execution of certain other documents as herein provided;

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF CHILLICOTHE, MISSOURI, AS FOLLOWS:

Section 1. Promotion of Economic Development. The City Council hereby finds and determines that the Project will promote the economic welfare and the development of the City, and the issuance of the Bonds by the City to pay the costs of the Project will be in furtherance of the public purposes set forth in the Act.

Section 2. Approval of Plan. The City Council hereby approves the Plan for Industrial Development Project attached hereto as **Exhibit A** in accordance with Section 100.050 of the Act.

Section 3. Authorization and Sale of the Bonds. The City is hereby authorized to issue and sell the Bonds as described in the recitals hereto for the purpose of providing funds to pay the costs of the Project. The Bonds shall be issued and secured pursuant to the herein authorized Indenture (defined below) and shall have such terms, provisions, covenants and agreements as are set forth in the Indenture. The sale of the Bonds to the Company at private sale pursuant to the provisions of Section 108.170 of Revised Statutes of Missouri, as amended, at the interest rates and upon the terms set forth in the Indenture is hereby approved.

Section 4. Limited Obligations. The Bonds and the interest thereon shall be special, limited obligations of the City payable solely out of the payments, revenues and receipts derived by the City from the herein authorized Lease Agreement (defined below), and such payments, revenues and receipts shall be pledged and assigned to the Trustee (defined below) as security for the payment of the Bonds as provided in the Indenture. The Bonds and the interest thereon shall not be deemed to constitute a debt or liability of the City within the meaning of any constitutional provision or statutory limitation or provision and shall not constitute a pledge of the full faith and credit of the City. The issuance of the Bonds shall not, directly, indirectly or contingently, obligate the City to levy any form of taxation therefore or to make any appropriation for their payment.

Section 5. Approval and Authorization of Documents. The following documents (the "City Documents") are hereby approved in substantially the forms presented to the City Council at this meeting (copies of which documents shall be filed in the records of the City together with any subsequent changes made as permitted hereunder), and the City is hereby authorized to execute and deliver the City Documents with such changes therein as shall be approved by the officials of the City executing such documents, such officials' signatures thereon being conclusive evidence of their approval thereof:

- (a) Trust Indenture dated as of the date set forth therein (the "**Indenture**"), between the City and UMB Bank, N.A., as trustee (the "**Trustee**"), pursuant to which the Bonds will be issued and the City will pledge and assign the payments, revenues and receipts received pursuant to the Lease Agreement (defined herein) to the Trustee for the benefit and security of the owners of the Bonds upon the terms and conditions as set forth in the Indenture.
- (b) Lease Agreement dated as of the date set forth therein (the "**Lease Agreement**"), between the City, as lessor, and the Company, as lessee, under which the City will lease the Project to the Company pursuant to the terms and conditions in the Lease Agreement, in consideration of rental payments by the Company which will be sufficient to pay the principal of and interest on the Bonds.
- (c) Bond Purchase Agreement dated as of the date set forth therein between the City and the Company pursuant to which the Company agrees to purchase the Bonds.

- (d) Performance Agreement dated as of the date set forth therein (the "**Performance Agreement**"), between the City and the Company pursuant to which the City will grant the Company certain rights with respect to the abatement of ad valorem real and personal property taxes on the Project.
- (e) Special Warranty Deed from the Company, as grantor, to the City, as grantee, pursuant to which the Company will transfer title to the Project Site and the Project Improvements to be constructed thereon to the City.

The City, in consultation with Bond Counsel, hereby permits subsequent changes to the forms of the City Documents initially presented to the City Council at this meeting to specifically include, but not be limited to, changes made to facilitate the Company's financing of the Project by a secured lender (provided that such changes shall not increase the principal amount of the Bonds, increase the term of the Lease Agreement or adversely affect the property tax exemption as provided for therein, or materially change the nature of the transaction).

Section 6. Execution of Documents. The Mayor is hereby authorized and directed to execute the Bonds and to deliver the Bonds to the Trustee for authentication for and on behalf of and as the act and deed of the City in the manner provided in the Indenture. The Mayor is hereby authorized and directed to execute the City 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, for and on behalf of and as the act and deed of the City. The City Clerk of the City is hereby authorized and directed to attest to and affix the seal of the City to the Bonds and the City 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 City shall, and the officials, agents and employees of the City 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 City with respect to the Bonds and the City Documents. The Mayor, the City Administrator, and the City Clerk are hereby authorized, through the term of the Lease Agreement, to execute all documents on behalf of the City (including documents pertaining to the transfer of property or the financing or refinancing of the Project by the Company, and such easements, licenses, rights-of-way, plats and similar documents as may be requested by the Company) as may be required to carry out and comply with the intent of this Ordinance, the Indenture and the Lease Agreement. The Mayor, the City Administrator and the City Clerk are also authorized, unless otherwise expressly provided herein to the contrary, to grant on behalf of the City such consents, estoppels and waivers relating to the Bonds, the Indenture, the Lease Agreement or the Performance Agreement as may be requested during the terms thereof; provided, such consents, estoppels and/or waivers shall not increase the principal amount of the Bonds, increase the term of the Lease Agreement or adversely affect the property tax exemption as provided for therein, waive an Event of Default (as defined in the Indenture and the Lease Agreement), or materially change the nature of the transaction unless approved by an ordinance of the City Council.

Section 8. Severability. If any term, condition or provision of this Ordinance is, to any extent, held to be invalid or unenforceable, the remainder hereof shall be valid in all other respects and continue to be effective and each and every remaining provision hereof shall be valid and shall be enforced to the fullest extent permitted by law, it being the intent of the City Council that it would have enacted this Ordinance without the invalid or unenforceable provision. If, as a result of a subsequent change in applicable law, the provision that had been held invalid is no longer invalid, said provision shall thereupon return to full force and effect without further action by the City and shall thereafter be binding.

Section 9. Effective Date. This Ordinance will take effect and be in full force from and after its passage and approval.

PASSED by the City Council of the City of Chillicothe, Missouri, this 28th day of October, 2026.

Theresa Kelly, Mayor

(SEAL)

ATTEST:

Amy Hess, City Clerk

EXHIBIT A

**PLAN FOR INDUSTRIAL DEVELOPMENT PROJECT
AND COST-BENEFIT ANALYSIS
FOR LIVINGSTON COUNTY FERTILIZER, LLC (D/B/A T&R SOIL SERVICE)
PROJECT**

[Attached]