



**JEDO Board of Directors**  
**Agenda for Wednesday, November 18, 2015**  
**6:00 p.m.**

**City Council Chambers**  
**214 SE 8<sup>th</sup> Street, 2<sup>nd</sup> Floor, Topeka, Kansas**

1. Roll Call
2. APPROVAL of Minutes from the meeting of September 9, 2015. (*Action Item*)
3. UPDATE on the 2015 JEDO 3<sup>rd</sup> Quarter Financial Statement.
4. APPROVAL of Incentive Agreement between GO Topeka and Federal Home Loan Bank of Topeka. (*Action Item*)
5. APPROVAL and AUTHORIZATION of Audit Engagement Letter between the Joint Economic Development Organization and Cochran Head Vick & Company, P.A., for the year ending December 31, 2015. (*Action Item*)
6. DISCUSSION of Countywide Half-Cent Sales Tax Interlocal Agreement.
7. Any other business items that may come before the Board for consideration
8. Public Comment
9. Adjournment

**Public Comment Policy:** Comment from members of the public shall be entertained on each actionable agenda item and at the end of each meeting. Comment shall be limited to topics relevant to JEDO business. Members of the public wishing to speak must notify the City Clerk before 5:00 p.m. on the date of the meeting via email at [cclerk@topeka.org](mailto:cclerk@topeka.org) or call 785-368-3940. This requirement shall not apply to items added during the meeting. Members of the public will be given four (4) minutes to speak and must maintain proper decorum relating to public meetings.

**Agenda:** Agendas are furnished at least five (5) business days prior to each meeting and posted on the City of Topeka web page at [www.topeka.org/JEDO](http://www.topeka.org/JEDO) and the Shawnee County web page at [www.snco.us/jedo](http://www.snco.us/jedo).

To make arrangements for special accommodations please call 785-368-3940 or 785-368-3941. A 48-hour advance notice is preferred.



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## ***Agenda Item No. 2***

**JEDO Board Meeting  
November 18, 2015 - 6:00 P.M.**

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September 9, 2015 JEDO Board Meeting Minutes

**Joint Economic Development Organization Board Minutes  
September 9, 2015**

City Council Chambers, 214 SE 8th Street, Topeka, Kansas, Wednesday, September 9, 2015.

The Joint Economic Development Organization (JEDO) Board Members met at 6:00 p.m. with the following voting Board Members present: Deputy Mayor Karen Hiller, Councilmembers Jonathan Schumm and Jeffrey Coen; and Shawnee County Commissioners Shelly Buhler, Kevin Cook and Bob Archer -6. City of Topeka Mayor Larry Wolgast presided -1.

Absent: Councilmembers Sandra Clear, Sylvia Ortiz, Michelle De La Isla, Brendan Jensen, Elaine Schwartz and Richard Harmon.

Mayor Wolgast called the meeting to order. He announced Councilmember De La Isla was absent and Councilmember Schumm would serve as her proxy.

**APPROVAL of Minutes of the July 15, 2015 JEDO Board meeting was presented.**

Commissioner Cook moved to approve the minutes. The motion was seconded by Commissioner Archer.

Public comment included Joseph Ledbetter who expressed concern with the generic form of the July 15, 2015 minutes.

Mayor Wolgast stated the JEDO Board was using a more condensed form of meeting minutes to better conform to the regulations of Roberts Rules of Order.

The motion to approve the minutes carried unanimously. (7-0-0)

**AN UPDATE on the 2015 JEDO 2<sup>nd</sup> Quarter Financial Statement was provided by Brandon Kauffman, City of Topeka Finance Director.**

Brandon Kauffman, City of Topeka Finance Director, provided a brief overview of the 2<sup>nd</sup> Quarter Cash Statement ending June 30, 2015, of the Joint Economic Development Organization and corresponding JEDO Project List.

Commissioner Cook and Commissioner Buhler expressed the importance of completing projects on schedule to allow sufficient time for the City and County to begin the planning phase for projects to be financed with excess sales tax funds in 2017.

Doug Whitacre, City of Topeka Public Works Director, reported staff anticipates all projects will be completed on schedule.

Deputy Mayor Hiller asked staff to provide clarification on how excess sales tax funds would be distributed between the City and County.

Mary Feighny, Interim City Attorney, reported after the sales tax expires, any excess funds would be distributed to the City and County as agreed to by the JEDO Board or the funds are to be divided between the City and County in the proportional rates as provided by Kansas law.

**ACCEPTANCE and APPROVAL of the 2014 JEDO Audit Report was presented by Betty Greiner, Shawnee County Finance Director.**

Betty Greiner, Shawnee County Finance Director, provided a brief overview of the Independent Auditor's Report, accompanying financial statements and major fund of the Joint Economic Development Organization for the year ending December 31, 2015.

Commissioner Archer moved to accept and approve the 2014 JEDO Audit Report. The motion seconded by Commissioner Buhler carried unanimously (7-0-0)

**APPROVAL of JEDO Resolution No. 2015-2 authorizing the establishment of an account in the Municipal Investment Pool was presented.**

Brandon Kauffman, City of Topeka Finance Director, stated the JEDO Finance Committee recommended JEDO establish an account with the Kansas Municipal Investment Pool authorizing certain individuals to transfer, withdraw and take other actions as deemed necessary for the appropriate investment of funds. He reported at the end of the second quarter of 2015, the JEDO bank account had accumulated approximately \$5.4 million, and CoreFirst Bank & Trust was unwilling to go above the \$10 million fund limit establishing the need to adequately collateralize JEDO funds.

Commissioner Cook asked why the recommendation has not been presented to the JEDO Board before now, and what are the benefits of having a Municipal Investment Pool account.

Brandon Kauffman reported the funds have never approached the \$10 million cap; however, projects are nearly finished and funds will continue to be collected pushing the account to the \$10 million cap. He expressed the importance of having a secure place for public funds to be administered and accessible in the event of bank default.

Commissioner Cook questioned if the excess sales tax funds could be allocated for economic development projects identified in the 2004 ballot question.

Mary Feighny, Interim City Attorney, stated she would have to research the request made by Commissioner Cook and report back to the Board; however, the JEDO Board has the authority to disburse the excess sales tax funds as approved by the JEDO Board or the funds are to be divided between the City and County in the proportional rates as provided by Kansas law.

Commissioner Cook requested the City Attorney research the stipulations associated with the redistribution of excess sales tax funds and report back to Board members at a future JEDO Board meeting.



Commissioner Buhler reported the Shawnee County Counselor stated there would be no restrictions on the excess sales tax funds after the sales tax has expired and all obligations of the interlocal agreement have been met.

Commissioner Cook moved to approve the resolution. The motion was seconded by Commissioner Archer.

Public Comment included Joseph Ledbetter who spoke in support of the resolution; and Carol Marple who expressed concern with the service fees associated with municipal investment pool accounts.

The motion to approve the resolution carried unanimously. (7-0-0)

**APPROVAL of the Koch & Company Incentive Agreement was presented.**

Scott Smathers, GO Topeka Interim President and CEO and Vice President of Economic Development, reported the JEDO Board approved the funding commitment for the incentive in July 2015, and GO Topeka is now seeking approval of the incentive agreement by the JEDO Board.

Councilmember Hiller moved to approve the GO Topeka incentive agreement with Koch & Company. The motion was seconded by Commissioner Cook.

Public Comment included Joseph Ledbetter who spoke in support of the incentive agreement and the need to include copies of corresponding GO Topeka Board minutes when considering incentive agreements.

The motion to approve the GO Topeka incentive agreement with Koch & Company carried unanimously. (7-0-0)

**APPROVAL of an amendment to the Alorica, Inc., Incentive Agreement was presented.**

Scott Smathers, GO Topeka Interim President and CEO and Vice President of Economic Development, reported the JEDO Board approved the funding commitment for the incentive in July 2015, and GO Topeka is now seeking approval of the incentive agreement by the JEDO Board. He clarified Alorica, Inc., would not be offered increased incentives for a lower number of jobs and the minimum wage rate requirement for jobs would be increased.

Councilmember Hiller moved to approve the amendment to the GO Topeka incentive agreement with Alorica, Inc. The motion was seconded by Commissioner Buhler.

Public Comment included Joseph Ledbetter who spoke in support of the incentive agreement and the need to include copies of corresponding GO Topeka Board minutes when considering incentive agreements.

The motion to approve the amendment of the GO Topeka incentive agreement with Alorica, Inc., carried. Councilmember Schumm voted "no." (6-1-0)

**AN UPDATE on the Growth Organization (GO) of Topeka was presented.**

Molly Howey, GO Topeka Director of Business Development, presented three short videos highlighting quality of life in Topeka and Shawnee County. She reported the videos would serve as a new marketing tool to be used by GO Topeka demonstrating the new look and feel of GO Topeka's advertisement strategy. She provided a brief overview of the information to be included on the new website scheduled to launch in the upcoming months.

Barbara Stapleton, GO Topeka Director of Existing Business and Workforce Development, provided a brief overview of existing and upcoming projects as well as Workforce Information and Development program events.

Glenda Washington, GO Topeka Vice President of Entrepreneurial and Minority Business Development, provided an update on the information they gathered from public listening sessions conducted by GO Topeka throughout the community for the purpose of brainstorming about ways to close the communication gap between small business owners, GO Topeka and area employers. She also announced upcoming Entrepreneur Development events.

**A DISCUSSION on GO Topeka Initiatives was presented.**

Mayor Wolgast reported in December of each year the JEDO Board must determine initiatives for GO Topeka for the coming year as outlined in the interlocal agreement.

Scott Smathers, GO Topeka Interim President, CEO and Vice President of Economic Development, reported GO Topeka has always focused on the creation of primary jobs and entrepreneurship; however, they also understand the importance of expanding broadband networks, retail infill and workforce development and how each item relates to successful economic development.

JEDO Board members suggested the following initiatives be considered by GO Topeka:

- Increase Workforce Development
- Increase GO Topeka's Accessibility to the Community
- Provide Transportation Assistance by finding ways to work with employers to fund flex transportation schedules
- Focus on the employment of area residents by small and large businesses
- Include Workforce Training Center and Area Employers in Workforce Development
- Retail Infill
- Expand Broadband Network
- Measure the Success and Growth of New Businesses
- Possible Use of Existing Buildings

Commissioner Buhler reported the Shawnee County Intergovernmental Council will discuss broadband initiatives by providing a debriefing of the overall plan along with a request for approval in the near future. She noted the Council would also discuss closing the digital divide and digital literacy.

Mayor Wolgast encouraged Board members to continue to communicate with GO Topeka on suggested initiatives.

**A REPORT on the GO Topeka Board of Directors was presented.**

Scott Griffith, GO Topeka Board Chair, expressed his appreciation for the dialog between GO Topeka staff members and JEDO Board members. He provided a brief overview of the future plans of the GO Topeka Board of Directors including the Board's Mission, Strategic Plan and the steps they have taken to improve transparency of Board operations.

Councilmember Schumm commended the Board for the positive direction they are taking regarding improved transparency.

**OTHER BUSINESS** included an announcement by Mayor Wolgast, providing a brief update on the Garner Economics process which has included public meetings and distribution of an electronic survey. He announced a Work Session has tentatively been scheduled on October 21, 2015, for the purpose of hearing the results of Garner activities to date and begin the process of determining how JEDO could respond and provide assistance in establishing JEDO Board goals for 2016.

General public comment included Joseph Ledbetter who spoke about GO Topeka and the lack of public input allowed during JEDO discussions; and Carol Marple who spoke about GO Topeka and their lack of transparency.

No further business appearing the meeting was adjourned at 7:56 p.m.



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## ***Agenda Item No. 3***

**JEDO Board Meeting  
November 18, 2015 - 6:00 P.M.**

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2015 JEDO 3<sup>rd</sup> Quarter Financial Statement

City of Topeka & Shawnee County



**JEDO Agenda Item:** 3<sup>rd</sup> Quarter Financial Report

**Contact Person:** Brandon Kauffman, JEDO Treasurer

**Action of JEDO:** No action is required.

**Staff Recommendation:**

Staff will provide an update to the Board no action is required.

**Background:**

The treasurer for JEDO presents the financial statement for JEDO on a quarterly basis.

**Budgetary Impact:**

Year to date revenue collections are \$12,269,611.50, compared to year to date expenses of \$9,397,541.11, for a net gain of \$2,872,070.39. The starting bank balance as of January 1, 2015 was \$5,883,310.88, resulting in a September 30, 2015 balance of \$8,755,381.27.

**Joint Economic Development Organization  
Cash Statement  
As of 3rd Quarter Ending September 30, 2015**

**Receipts:**

Sales Tax - City of Topeka	\$	6,354,399.57
Sales Tax - Shawnee County		5,609,536.50
Refund		305,280.45
Interest Income		394.98
<b>Total Receipts</b>		<b>12,269,611.50</b>

**Disbursements:**

City of Topeka		
Topeka Blvd Bridge	3,247,470.00	
SE 45th: SE Topeka Blvd to SE Adams Ave	527,294.48	
		3,774,764.48

Shawnee County		
SE 45th St: SE Adams to SE California Ae	22,589.02	
2% County Admin Fee	303,861.06	
County Bridges	1,500,000.00	
		1,826,450.08

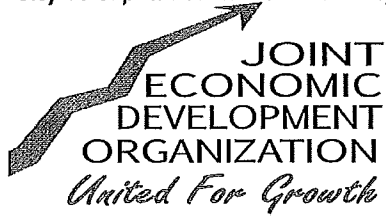
GO Topeka	3,749,999.94	
Garner Economics	41,658.21	
Audit Fee	4,500.00	
Bank Charges	168.40	
<b>Total Disbursements</b>	<b>9,397,541.11</b>	

Net Receipts (Disbursements)	<b>2,872,070.39</b>
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Bank Balance - January 1, 2015	<b>5,883,310.88</b>
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Bank Balance - September 30, 2015	<b>\$ 8,755,381.27</b>
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Note: This is a cash basis report  
Prepared by Brandon Kauffman



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## ***Agenda Item No. 4***

**JEDO Board Meeting  
November 18, 2015 - 6:00 P.M.**

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Federal Home Loan Bank of Topeka  
Incentive Agreement

## **INCENTIVE AGREEMENT**

This Incentive Agreement is effective \_\_\_\_\_, 2015, and is entered into between the following parties:

GO TOPEKA: GROWTH ORGANIZATION OF TOPEKA/SHAWNEE COUNTY, INC.

120 SE 6<sup>TH</sup> Avenue, Suite 110  
Topeka, KS 66603-3515  
Phone: (785) 234-2644  
Fax: (785) 234-8656  
Contact Person/Title: Scott Smathers, acting President and CEO

and

FHLBANK: Federal Home Loan Bank of Topeka  
One Security Benefit Place, Ste 100  
Topeka, KS 66606-2444  
Contact Person/Title: Patrick Doran, Senior Vice President and General Counsel

**WHEREAS**, FHLBANK is a federally chartered corporation that is in good standing and qualified to do business under the laws of the United States of America; and

**WHEREAS**, FHLBANK is contemplating investing approximately Twenty-Three Million Five Hundred Thousand Dollars (\$23,500,000) to construct and equip a new facility consisting of approximately 80,000 square feet in Topeka, Shawnee County, Kansas, on the west side of the city (herein referred to as the "Topeka Facility"); and

**WHEREAS**, as a result of the construction of the Topeka Facility, FHLBANK will be able to retain in excess of Two Hundred (200) employees as well as create an estimated seventeen (17) positions over the next five (5) years;

**WHEREAS**, GO TOPEKA desires to assist and promote FHLBANK by offering up to One Million Two Hundred Forty Nine Thousand Dollars (\$1,249,000) in employment and investment incentives; and

**WHEREAS**, FHLBANK, acting in reliance upon the incentives set forth in this Agreement, has decided to maintain and expand its operations in Topeka, Shawnee County, Kansas; and



**WHEREAS**, the parties wish to memorialize their understanding regarding the details of the incentive package to this legally enforceable contract.

**WITNESSETH:**

**NOW, THEREFORE**, in consideration of such mutual benefits and the mutual covenants and agreements expressed herein, the parties covenant and agree as follows:

1. **Real Estate Investment Incentive.** For each One Million Dollars (\$1,000,000) in capital investment in the construction of class A office space made by FHLBANK in Topeka, Shawnee County, Kansas up to but not to exceed a total capital investment of Twenty Million Dollars (\$20,000,000) GO TOPEKA shall pay an incentive to FHLBANK of Eight Thousand Dollars (\$8,000) (the "Real Estate Investment Incentive"). The aggregate of said Real Estate Investment Incentive payments shall not exceed One Hundred Sixty Thousand Dollars (\$160,000). The Real Estate Investment Incentive payments shall be made to FHLBANK upon GO TOPEKA's receipt of the certificate of occupancy for the Topeka Facility. The real estate value used to calculate the Real Estate Investment Incentive shall be based upon the Shawnee County Appraiser's value of the real property after completion of the Topeka Facility.

2. **Equipment Investment Incentive.** For each One Million Dollars (\$1,000,000) in equipment investment made by FHLBANK in or related to equipment housed in the Topeka Facility up to, but not to exceed a total equipment capital investment of Three Million Five Hundred Thousand Dollars (\$3,500,000), GO TOPEKA shall pay an Equipment Investment Incentive to FHLBANK of Two Thousand Dollars (\$2,000) (the "Equipment Investment Incentive"). The aggregate of said Equipment Investment Incentive payments shall not exceed Seven Thousand Dollars (\$7,000). The Equipment Investment Incentive payment(s) shall be made to FHLBANK upon proof of purchase of said equipment in the form of paid invoices or other verifiable records confirming the payment for said equipment.

3. **Local Employment Incentive.** GO TOPEKA agrees to provide to FHLBANK an employment incentive up to One Hundred Two Thousand Dollars (\$102,000) (the "Employment Incentive") for new Full Time Employment Positions created by FHLBANK over five (5) years, subject to the limitations and requirements outlined herein. A Full Time Employment Position receiving compensation of \$40,000 up to \$60,000 annually is eligible for an Employment Incentive of \$4,000, paid over five years (\$800 per year); a Full Time Employment Position receiving compensation of \$60,000 or more annually is eligible for an

Employment Incentive of \$6,000, paid over five years (\$1,200 per year). A Full Time Employment Position receiving compensation of less than \$40,000 annually is not eligible for an Employment Incentive.

As used herein, a "Full Time Employment Position" is an employee position that includes approximately 2080 paid hours of service in Shawnee County, Kansas, during each calendar year. For purposes of determining eligibility for Employment Incentives (and the amount thereof), compensation includes salary, bonuses or other cash incentives paid by FHLBANK to the Full Time Employment Position in a calendar year, but does not include benefits. Each position shall be eligible to receive health insurance benefits, at least part of the premiums of which are paid by FHLBANK, and paid sick, holiday and vacation leave. Nothing herein shall require that a Full Time Employment Position be held by the same person, nor shall this Agreement preclude FHLBANK from changing the title, purpose or utility of a position (as long as it meets the other requirements identified herein, including compensation). Each Full Time Employment Position must be one which has FHLBANK withholding and paying federal, state and local employment taxes attributable to the employee as required by the applicable taxing authority. More than one position cannot be aggregated to qualify for an Employment Incentive.

Only new Full Time Employment Positions shall be eligible for the Employment Incentive. A "new" Full Time Employment Position is an otherwise eligible Full time Employment Position that is in excess of and in addition to the 216 Full Time Employees presently employed by FHLBANK.

A Full Time Employment Position shall not fail to qualify for the Employment Incentive if the position is vacated (voluntarily or otherwise) and FHLBANK is undertaking an open and active search and such position is filled within ninety (90) days after the vacancy during the calendar year; provided, however, that the vacancy could effect the compensation of the position (and therefore the amount of the Employment Incentive available). (If unfilled for longer than ninety (90) days during a calendar year, the position will cease to qualify as Full Time Employment Position and will not be eligible for an Employment Incentive for that year).

Notwithstanding anything to the contrary herein, a maximum incentive available hereunder shall not exceed One Hundred Two Thousand Dollars (\$102,000) in the aggregate. To qualify for an Employment Incentive, the Full Time Employment Positions must be hired by December 31, 2019, and receiving compensation.

Installments of the Employment Incentive shall be available to be earned for up to five (5) consecutive calendar years, with the first qualifying year beginning on January 1, 2016 (with the Employment Incentive installment relating thereto paid in 2017), and the last qualifying year (depending when a position was added) ending on December 31, 2024 (with the Employment Incentive relating thereto paid in 2025). The Employment Incentives shall not exceed Twenty Thousand Four Hundred Dollars (\$20,400) in any one calendar year.

GO TOPEKA will endeavor to make an incentive payment by March 31 each year (beginning in 2017, and ending in 2025), for the qualifying Full Time Employment Positions maintained for the entire previous calendar year; provided, however, that FHLBANK must first provide GO TOPEKA with sufficient documentation relating to such employment levels (as required elsewhere herein).

The parties recognize there may be some turnover and fluctuations in FHLBANK's employment levels. Therefore, subject to the termination provision, a position may qualify for an Employment Incentive in one year after failing to qualify in a prior year; provided, however, that if the compensation for a position increases (into another incentive category) over its initial, first year amount, the incentive shall not also increase, but conversely, if the compensation for a position decreases (into a lower incentive category), the incentive shall be decreased to meet the incentive category.

For purposes of illustration, if FHLBANK maintains throughout 2017 eight Full Time Employment Positions receiving compensation in excess of \$40,000, but less than \$60,000 annually and nine Full Time Employment Positions receiving compensation in excess of \$60,000 annually, it would be eligible to receive an Employment Incentive installment in the amount of \$17,200  $[(8 \times 800) + (9 \times 1,200)]$  in early 2018. If, in 2017, there are no changes except that one of the positions previously compensated at above \$60,000 annually received compensation less than \$60,000, but more than \$40,000 annually, FHLBANK would only receive \$16,800 in 2018.

**4. Employee Training Incentive.** GO TOPEKA agrees to provide to FHLBANK an employee training incentive for up to five (5) years totaling up to, but not to exceed Two Hundred Thousand Dollars (\$200,000) (the "Employee Training Incentive"). GO TOPEKA shall reimburse FHLBANK for verifiable training costs including tuition, computer software for in-house training and other direct training costs. GO TOPEKA shall not reimburse FHLBANK for incidental costs associated with training such as travel expenses, meals, and lodging. The

Employee Training Incentive payment(s) shall be made to FHLBANK on a quarterly basis beginning March 31, 2016 upon proof of approved training expenses in the form of paid invoices, or other verifiable records confirming payment for approved training expenses. All FHLBANK employees will be eligible for the Employee Training Incentive. In order for FHLBANK to maintain its eligibility for the Employee Training Incentive, FHLBANK must maintain a total of Two Hundred (200) Full Time Employment Positions as defined in Section 3 herein and commence construction on the Topeka Facility on or before October 2016 such that the building is anticipated to be complete by March 31, 2018. Failure to obtain a certificate of occupancy by the end of the second quarter 2018 shall require FHLBANK to refund GO TOPEKA any Employee Training Incentive payments made and terminate GO TOPEKA's obligation under this Agreement to make future Employee Training Incentive payments. The criteria for determining eligibility for Employee Training Incentives are that the employees be Full Time Employees and are paid \$40,000 or more per year.

5. **Employment Incentive Calculation Documentation.** When and as reasonably requested by GO TOPEKA, FHLBANK shall provide GO TOPEKA with state and federal employment tax returns and/or other information reasonably necessary to establish employment levels in Shawnee County, Kansas, for purposes of calculating Employment Incentives and monitoring FHLBANK's performance hereunder (employee names may be redacted). .

6. **Infrastructure Improvement Participation.** As stated in the May 19, 2015 letter from the City of Topeka and GO TOPEKA to FHLBANK, GO TOPEKA agrees to provide one half of the funds necessary to construct infrastructure improvements (road and water utility installation) associated with the development of the Topeka Facility, up to a total expenditure by GO TOPEKA of Seven Hundred Eighty Thousand Dollars (\$780,000). To the extent that total expenditures are in excess of One Million Five Hundred Sixty Thousand Dollars (\$1,560,000), GO TOPEKA's contribution will be capped at Seven Hundred Eighty Thousand Dollars (\$780,000). To the extent that total expenditures are less than One Million Five Hundred Sixty Thousand Dollars (\$1,560,000), GO TOPEKA will only be responsible for one half of the total expenditure. By way of example, if the total expenditure for the subject infrastructure improvement is \$1,400,000, GO TOPEKA's total responsibility for infrastructure improvement would be \$700,000. GO TOPEKA shall be kept advised of the scope of the project beginning with the design phase and shall be provided a copy of the final project budget. GO TOPEKA

shall calculate the amount of its payment on the basis of the final construction costs as provided by the City of Topeka.

7. **Use of Funds.** The funds received by FHLBANK pursuant hereto shall be used for the purpose of employment or training of persons to be employed in Topeka, Shawnee County, Kansas.

8. **Termination.** If FHLBANK fails to maintain at least a minimum of Two Hundred (200) Full Time Employment Positions in Topeka, Shawnee County, Kansas, in any calendar year (between January 1, 2017 and December 31, 2024, which is the last year in which to qualify for an Employment Incentive), this Agreement shall be deemed terminated and GO TOPEKA shall not be required to make any further Employment Incentive Payments to FHLBANK under this Agreement.

9. **Notices.** Any notices required or permitted to be given pursuant to this Agreement may be delivered in person or mailed, certified mail, return receipt requested, to the addresses identified above.

10. **Miscellaneous.** The following miscellaneous provisions shall apply to this Agreement:

a. FHLBANK agrees to make reasonable efforts to use Shawnee County, Kansas-based vendors for construction of its facility and the purchase or procurement of the machinery and equipment contemplated herein.

b. FHLBANK agrees to make reasonable efforts to use, if qualified, Shawnee County residents to fill the new Full Time Employment Positions in Shawnee County, Kansas.

c. FHLBANK shall provide prompt advance notice to GO TOPEKA of any material change in FHLBANK's ownership, control or management, including issues of insolvency or bankruptcy, or other material changes that could reasonably result in a default by FHLBANK under any agreement to which it is a party related to the matters set forth herein, or a change in the Full Time Employment Positions maintained in Shawnee County, Kansas.

d. FHLBANK agrees to participate in a public event with GO TOPEKA in Shawnee County, Kansas, celebrating the new business and employment expansion contemplated by this Agreement. Such event would include general recognition of JEDO's and GO TOPEKA's involvement in the project.

e. This writing contains the entire agreement reached between the parties hereto with respect to the subject matter hereof, and may be amended only in writing, duly executed by all parties concerned.

f. This Incentive Agreement shall be interpreted under the laws of the State of Kansas, with venue being solely in the federal district court of Kansas. In the event any provision is found to be unenforceable or unconstitutional, all other provisions shall remain in full force and effect.

g. Time is of the essence of this Incentive Agreement.

h. By signing this Incentive Agreement, the parties affirm that they have the authority of their respective corporations to enter into this Incentive Agreement and bind their respective entities.

i. This Incentive Agreement shall bind and inure to the benefit of the parties to this Incentive Agreement, their heirs, legal representatives, assignees, transferors and successors.

j. No failure by a party to insist on prompt performance by the other party of its obligations hereunder shall constitute a waiver of rights under this Incentive Agreement. Similarly, the waiver by a party of any breach of any provision of this Incentive Agreement shall not operate or be construed as a waiver of any subsequent breach of that same or any other provision.

k. This Incentive Agreement may be executed in counterparts, each counterpart shall be deemed an original, and, when taken together with other signed counterparts, shall constitute one agreement, which shall be binding upon and effective as to all parties.

l. The parties acknowledge and agree that FHLBANK shall not assign, transfer, hypothecate or otherwise encumber this Incentive Agreement and its rights hereunder, without the prior written approval of GO TOPEKA.

m. GO TOPEKA makes no representation as to the taxability or tax effect of this Incentive Agreement and the incentive payments hereunder.

n. GO TOPEKA's obligations hereunder are contingent upon approval of this Agreement by the Joint Economic Development Organization ("JEDO") and the continued funding of GO TOPEKA at adequate levels through a portion of the Shawnee County retailer's sales tax and/or by JEDO. GO TOPEKA may unilaterally reduce or eliminate any payments hereunder in the event that sufficient funds are not available (taking into account GO TOPEKA's

other obligations). GO TOPEKA will endeavor to give FHLBANK advance notice of any reduction of funds when practical. FHLBANK agrees and understands that if there are not sufficient funds appropriated or available to GO TOPEKA to continue to make any payments hereunder (taking into account GO TOPEKA's other obligations, GO TOPEKA may terminate this Agreement with written notice of termination to FHLBANK. Notwithstanding anything else in this paragraph to the contrary, if sufficient funds become available within twelve (12) months of the notice of termination, GO TOPEKA shall be obligated to make the required payments.

o. In carrying out the terms and provisions of this Incentive Agreement, FHLBANK shall not unlawfully discriminate against any employee, applicant for employment, recipient of service or applicant to receive or provide services because of race, color, religion, sex, age, disability, national origin or any other status protected by applicable federal or state law or local ordinance.

p. Every duty, right, or obligation contained in this Incentive Agreement imposes an obligation of good faith in its performance or enforcement. For the purposes of this Incentive Agreement, "good faith" dealing means honesty in fact in the conduct or the transaction concerned.

r. Nothing herein contained shall be construed or held to make any party a partner, joint venture or associate of another party in the conduct of its business, nor shall either party be deemed the agent of the other, it being expressly understood and agreed that the relationship between the Parties hereto is and shall at all times remain contractual as provided by the terms and conditions of this Incentive Agreement.

s. The parties agree to execute and deliver such other documents, agreements or instruments as may be necessary or convenient to effect the purposes of this Incentive Agreement and to comply with any of the terms hereof.

IN WITNESS WHEREOF, the parties hereto have executed this Incentive Agreement on the date and year first above written.

“FHLBANK”

FEDERAL HOME LOAN BANK OF TOPEKA

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

“GO TOPEKA”

GROWTH ORGANIZATION OF TOPEKA/SHAWNEE COUNTY, INC.

By: \_\_\_\_\_

Print Name: Scott Smathers

Title: Interim President and CEO





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## ***Agenda Item No. 5***

**JEDO Board Meeting  
November 18, 2015 - 6:00 P.M.**

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**Audit Engagement Letter  
Cochran Head Vick & Company, P.A.**

City of Topeka & Shawnee County



**Agenda Item:** Annual Audit Engagement Letter

**Contact Person:** Brandon Kauffman, JEDO Treasurer

**Action of JEDO:** Approve Engagement Letter

**Staff Recommendation:**

It is recommended that JEDO board approve the engagement letter with Cochran Head Vick & Co., P.A. and authorize the chair to sign the engagement letter.

**Background:**

As part of Section 1 of the Interlocal Agreement requires an annual audit in accordance with approved accounting standards for JEDO finances.

**Policy Issues:**

It is standard practice to engage an auditor to review internal controls and financial statements for public funds. The objective of the audit is to express an opinion of whether the financial statements are fairly presented in conformity with Generally Accepted Accounting Principles (GAAP) standards. In addition internal controls will be reviewed to ensure that they do not have a material effect on the financial statements.

**Budgetary Impact:**

The gross fee for the audit will not exceed \$4,635.

**Source of Funding:**

Sales tax revenue received from the Countywide Half-Cent Sales Tax.



COCHRAN HEAD VICK & CO., P.A.

& Co

*Certified Public Accountants*

October 16, 2015

1333 Meadowlark Lane  
Suite 112  
Kansas City, KS 66102  
(913) 287-4433  
(913) 287-0010 FAX

Mr. Brandon Kauffman  
Joint Economic Development Organization  
C/O City of Topeka, Kansas  
215 SE 7<sup>th</sup> Street, Room 60  
Topeka, KS 66603-3983

Dear Mr. Kauffman and Members of JEDO:

We are pleased to confirm our understanding of the services we are to provide Joint Economic Development Organization (JEDO), a joint venture of the City of Topeka, Kansas and Shawnee County, Kansas, for the year ending December 31, 2015. We will audit the financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information, including the related notes to the financial statements, which collectively comprise the basic financial statements of JEDO as of and for the year ending December 31, 2015. Accounting standards generally accepted in the United States of America provide for certain required supplementary information (RSI), such as management's discussion and analysis (MD&A), to supplement JEDO's basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. As part of our engagement, we will apply certain limited procedures to JEDO's RSI in accordance with auditing standards generally accepted in the United States of America. These limited procedures will consist of inquiries of management regarding the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We will not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance. The following RSI is required by generally accepted accounting principles and will be subjected to certain limited procedures, but will not be audited:

- Management's Discussion and Analysis (if presented).

#### Audit Objectives

The objective of our audit is the expression of opinions as to whether your financial statements are fairly presented, in all material respects, in conformity with accounting principles generally accepted in the United States of America. Our audit will be conducted in accordance with auditing standards generally accepted in the United States of America and the standards for financial audits.

#### Other Offices

1261 NW Briarcliff Pkwy  
Suite 125  
Kansas City, MO 64116  
(816) 463-7014  
(816) 463-7016 FAX

400 Jules Street  
Suite 415  
St. Joseph, MO 64501  
(816) 384-1118  
(816) 384-6144 FAX

5700 Broadmoor, Suite 202  
Mission, Kansas 66202  
(913) 378-1100  
(913) 378-1177 FAX

contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, and will include tests of the accounting records of JEDO and other procedures we consider necessary to enable us to express such opinions. We will issue a written report upon completion of our audit of JEDO's financial statements. Our report will be addressed to the Board of Directors of JEDO. We cannot provide assurance that unmodified opinions will be expressed. Circumstances may arise in which it is necessary for us to modify our opinions or add emphasis-of-matter or other-matter paragraphs. If our opinions on the financial statements are other than unmodified, we will discuss the reasons with you in advance. If, for any reason, we are unable to complete the audit or are unable to form or have not formed opinions, we may decline to express opinions or issue reports, or may withdraw from this engagement.

We will also provide a report (that does not include an opinion) on internal control related to the financial statements and compliance with the provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a material effect on the financial statements as required by *Government Auditing Standards*. The report on internal control and on compliance and other matters will include a paragraph that states (1) that the purpose of the report is solely to describe the scope of testing of internal control and compliance, and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control on compliance, and (2) that the report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. The paragraph will also state that the report is not suitable for any other purpose. If during our audit we become aware that JEDO is subject to an audit requirement that is not encompassed in the terms of this engagement, we will communicate to management and those charged with governance that an audit in accordance with U.S. generally accepted auditing standards and the standards for financial audits contained in *Government Auditing Standards* may not satisfy the relevant legal, regulatory, or contractual requirements.

#### **Audit Procedures—General**

An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; therefore, our audit will involve judgment about the number of transactions to be examined and the areas to be tested. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We will plan and perform the audit to obtain reasonable rather than absolute assurance about whether the financial statements are free of material misstatement, whether from (1) errors, (2) fraudulent financial reporting, (3) misappropriation of assets, or (4) violations of laws or governmental regulations that are attributable to the government or to acts by management or employees acting on behalf of the government. Because the determination of abuse is subjective, *Government Auditing Standards* do not expect auditors to provide reasonable assurance of detecting abuse.

Because of the inherent limitations of an audit, combined with the inherent limitations of internal control, and because we will not perform a detailed examination of all transactions, there is a risk that material misstatements may exist and not be detected by us, even though the audit is properly planned and performed in accordance with auditing standards generally accepted in the United States of America and *Government Auditing Standards*. In addition, an audit is not designed to detect immaterial misstatements or violations of laws or governmental regulations that do not have a direct and material effect on the financial statements. However, we will inform the appropriate level of management of any material errors, any fraudulent financial reporting, or misappropriation of assets that come to our attention. We will also inform the appropriate level of management of any violations of laws or governmental regulations that come to our attention, unless clearly inconsequential, and of any material abuse that comes to our attention. Our responsibility as auditors is limited to the period covered by our audit and does not extend to later periods for which we are not engaged as auditors.

Our procedures will include tests of documentary evidence supporting the transactions recorded in the accounts, and may include tests of the physical existence of inventories, and direct confirmation of receivables and certain other assets and liabilities by correspondence with selected individuals, funding

sources, creditors, and financial institutions. We will request written representations from your attorneys as part of the engagement, and they may bill you for responding to this inquiry. At the conclusion of our audit, we will require certain written representations from you about your responsibilities for the financial statements; compliance with laws, regulations, contracts, and grant agreements; and other responsibilities required by generally accepted auditing standards.

#### **Audit Procedures—Internal Control**

Our audit will include obtaining an understanding of the entity and its environment, including internal control, sufficient to assess the risks of material misstatement of the financial statements and to design the nature, timing, and extent of further audit procedures. Tests of controls may be performed to test the effectiveness of certain controls that we consider relevant to preventing and detecting errors and fraud that are material to the financial statements and to preventing and detecting misstatements resulting from illegal acts and other noncompliance matters that have a direct and material effect on the financial statements. Our tests, if performed, will be less in scope than would be necessary to render an opinion on internal control and, accordingly, no opinion will be expressed in our report on internal control issued pursuant to *Government Auditing Standards*.

An audit is not designed to provide assurance on internal control or to identify significant deficiencies or material weaknesses. However, during the audit, we will communicate to management and those charged with governance internal control related matters that are required to be communicated under AICPA professional standards and *Government Auditing Standards*.

#### **Audit Procedures—Compliance**

As part of obtaining reasonable assurance about whether the financial statements are free of material misstatement, we will perform tests of JEDO's compliance with the provisions of applicable laws, regulations, contracts, agreements, and grants. However, the objective of our audit will not be to provide an opinion on overall compliance and we will not express such an opinion in our report on compliance issued pursuant to *Government Auditing Standards*.

#### **Management Responsibilities**

Management is responsible for establishing and maintaining effective internal controls, including evaluating and monitoring ongoing activities, to help ensure that appropriate goals and objectives are met; following laws and regulations; and ensuring that management and financial information is reliable and properly reported. Management is also responsible for implementing systems designed to achieve compliance with applicable laws, regulations, contracts, and grant agreements. You are also responsible for the selection and application of accounting principles, for the preparation and fair presentation of the financial statements and all accompanying information in conformity with accounting principles generally accepted in the United States of America, and for compliance with applicable laws and regulations and the provisions of contracts and grant agreements.

Management is also responsible for making all financial records and related information available to us and for the accuracy and completeness of that information. You are also responsible for providing us with (1) access to all information of which you are aware that is relevant to the preparation and fair presentation of the financial statements, (2) additional information that we may request for the purpose of the audit, and (3) unrestricted access to persons within the government from whom we determine it necessary to obtain audit evidence.

Your responsibilities include adjusting the financial statements to correct material misstatements and for confirming to us in the written representation letter that the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

You are responsible for the design and implementation of programs and controls to prevent and detect fraud, and for informing us about all known or suspected fraud affecting the government involving (1) management, (2) employees who have significant roles in internal control, and (3) others where the fraud could have a material effect on the financial statements. Your responsibilities include informing us

of your knowledge of any allegations of fraud or suspected fraud affecting the government received in communications from employees, former employees, grantors, regulators, or others. In addition, you are responsible for identifying and ensuring that the government complies with applicable laws, regulations, contracts, agreements, and grants and for taking timely and appropriate steps to remedy fraud and noncompliance with provisions of laws, regulations, contracts or grant agreements, or abuse that we report.

You are responsible for the preparation of the supplementary information, which we have been engaged to report on, in conformity with accounting principles generally accepted in the United States of America. You agree to include our report on the supplementary information in any document that contains and indicates that we have reported on the supplementary information. You also agree to include the audited financial statements with any presentation of the supplementary information that includes our report thereon. Your responsibilities include acknowledging to us in the written representation letter that (1) you are responsible for presentation of the supplementary information in accordance with GAAP; (2) you believe the supplementary information, including its form and content, is fairly presented in accordance with GAAP; (3) the methods of measurement or presentation have not changed from those used in the prior period (or, if they have changed, the reasons for such changes); and (4) you have disclosed to us any significant assumptions or interpretations underlying the measurement or presentation of the supplementary information.

Management is responsible for establishing and maintaining a process for tracking the status of audit findings and recommendations. Management is also responsible for identifying and providing report copies of previous financial audits, attestation engagements, performance audits or other studies related to the objectives discussed in the Audit Objectives section of this letter. This responsibility includes relaying to us corrective actions taken to address significant findings and recommendations resulting from those audits, attestation engagements, performance audits, or other studies. You are also responsible for providing management's views on our current findings, conclusions, and recommendations, as well as your planned corrective actions, for the report, and for the timing and format for providing that information.

You agree to assume all management responsibilities relating to the financial statements and related notes and any other nonaudit services we provide. You will be required to acknowledge in the management representation letter our assistance with preparation of the financial statements and related notes and that you have reviewed and approved the financial statements and related notes prior to their issuance and have accepted responsibility for them. Further, you agree to oversee the nonaudit services by designating an individual, preferably from senior management, with suitable skill, knowledge, or experience; evaluate the adequacy and results of those services; and accept responsibility for them.

#### **Engagement Administration, Fees, and Other**

We understand that your employees will prepare all cash or other confirmations we request and will locate any documents selected by us for testing.

We will provide copies of our reports to JEDO; however, management is responsible for distribution of the reports and the financial statements. Unless restricted by law or regulation, or containing privileged and confidential information, copies of our reports are to be made available for public inspection.

The audit documentation for this engagement is the property of Cochran Head Vick & Co., P.A. and constitutes confidential information. However, subject to applicable laws and regulations, audit documentation and appropriate individuals will be made available upon request and in a timely manner to a Regulator or its designee, a federal agency providing direct or indirect funding, or the U.S. Government Accountability Office for purposes of a quality review of the audit, to resolve audit findings, or to carry out oversight responsibilities. We will notify you of any such request. If requested, access to such audit documentation will be provided under the supervision of Cochran Head Vick & Co., P.A. personnel. Furthermore, upon request, we may provide copies of selected audit documentation to the

aforementioned parties. These parties may intend, or decide, to distribute the copies or information contained therein to others, including other governmental agencies.

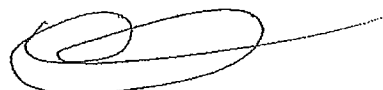
The audit documentation for this engagement will be retained for a minimum of five years after the report release date or for any additional period requested by the Regulator. If we are aware that a federal awarding agency or auditee is contesting an audit finding, we will contact the party(ies) contesting the audit finding for guidance prior to destroying the audit documentation.

We expect to begin our audit fieldwork in May 2016 and to issue our reports no later than June 30, 2016. Mr. David L. Cochran, CPA, is the engagement partner and is responsible for supervising the engagement and signing the reports or authorizing another individual to sign them.

Our fee for these services will be at our standard hourly rates plus out-of-pocket costs (such as report reproduction, word processing, postage, travel, copies, telephone, etc.) except that we agree that our gross fee, including expenses, will not exceed \$4,635. Our standard hourly rates vary according to the degree of responsibility involved and the experience level of the personnel assigned to your audit. Our invoices for these fees will be rendered each month as work progresses and are payable on presentation. The above fee is based on anticipated cooperation from your personnel and the assumption that unexpected circumstances will not be encountered during the audit. If significant additional time is necessary, we will discuss it with you and arrive at a new fee estimate before we incur the additional costs.

We appreciate the opportunity to be of service to JEDO and believe this letter accurately summarizes the significant terms of our engagement. If you have any questions, please let us know. If you agree with the terms of our engagement as described in this letter, please sign the enclosed copy and return it to us. Very truly yours,

COCHRAN HEAD VICK & CO., P.A.



David L. Cochran, CPA  
For the Firm

RESPONSE:

This letter correctly sets forth the understanding of the Joint Economic Development Organization.

By: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_



## Certified Public Accountants, LLP

211 South 84th Street  
Suite 100  
Lincoln, NE 68510

Phone: 402-483-7781  
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- Tax Planning and Preparation
- Retirement Planning
- Auditing and Accounting
- Business Consulting
- Business Valuations
- Computer Consulting

### System Review Report

To the Shareholders of  
**Cochran Head Vick & Co., P.C.**  
and the Peer Review Committee of the Missouri Society of CPAs

We have reviewed the system of quality control for the accounting and auditing practice of **Cochran Head Vick & Co., P.C.** (the firm) in effect for the year ended July 31, 2014. Our peer review was conducted in accordance with the Standards for Performing and Reporting on Peer Reviews established by the Peer Review Board of the American Institute of Certified Public Accountants. As part of our peer review, we considered reviews by regulatory entities, if applicable, in determining the nature and extent of our procedures. The firm is responsible for designing a system of quality control and complying with it to provide the firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. Our responsibility is to express an opinion on the design of the system of quality control and the firm's compliance therewith based on our review. The nature, objectives, scope, limitations of, and the procedures performed in a System Review are described in the standards at [www.aicpa.org/prsummary](http://www.aicpa.org/prsummary).

As required by the standards, engagements selected for review included engagements performed under *Government Auditing Standards* and audits of employee benefit plans.

In our opinion, the system of quality control for the accounting and auditing practice of **Cochran Head Vick & Co., P.C.** in effect for the year ended July 31, 2014, has been suitably designed and complied with to provide the firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. Firms can receive a rating of *pass*, *pass with deficiency(ies)* or *fail*. **Cochran Head Vick & Co., P.C.** has received a peer review rating of *pass*.

BMG Certified Public Accountants, LLP

Lincoln, Nebraska  
December 17, 2014





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## ***Agenda Item No. 6***

**JEDO Board Meeting  
November 18, 2015 - 6:00 P.M.**

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Discussion of Interlocal Agreement  
Countywide Half-Cent Sales Tax

## Attachment A

ECONOMIC DEVELOPMENT	JEDO/Contractor	\$75,000,000	\$75,000,000	\$75,000,000	\$75,000,000
Urban Redevelopment		\$0	\$0	\$15,000,000	\$90,000,000
<b>INFRASTRUCTURE</b>					
County Allocation					
County Bridges					
NW Rochester - US24 to NW 50th		\$22,500,000	\$32,500,000	\$32,500,000	
NW Rochester - US24 to NW 50th		\$13,700,000	\$13,700,000	\$13,700,000	
NW 46th St - Button to Rochester		\$9,400,000	\$9,400,000	\$9,400,000	
<b>City Allocation</b>					
SW 6th Ave - Gage - Fairlawn		\$5,600,000	\$5,600,000	\$5,600,000	
SW 17th - Adams - Washburn		\$8,300,000	\$8,300,000	\$8,300,000	
SW 17th - MacVicar - I-470		\$14,600,000	\$14,600,000	\$14,600,000	
Topeka Blvd - 15th-21st		\$4,900,000	\$4,900,000	\$4,900,000	
SE California St - 37th to 45th		\$5,600,000	\$5,600,000	\$5,600,000	
NE Seward - Sumner to Forest		\$1,500,000	\$1,500,000	\$1,500,000	
SE Huntoon - Gage to Harrison		\$7,100,000	\$5,800,000	\$5,800,000	
SW 12th - Gage to Kansas		\$7,900,000	\$6,600,000	\$6,600,000	
SW 29th - Fairlawn to Wanamaker		\$6,100,000	\$6,100,000	\$6,100,000	
SW 37th - Scapa to Burlingame		\$3,700,000	\$3,700,000	\$3,700,000	
SW 37th - Kansas to Adams		\$4,400,000	\$4,400,000	\$4,400,000	
<b>QUALITY OF LIFE</b>					
County Allocation					
Expo Center		\$45,000,000	\$45,000,000	\$25,000,000	
<b>City Allocation</b>					
Topeka Zoo		\$10,000,000	\$10,000,000	\$10,000,000	
Bikeways Master Plan		\$3,500,000	\$3,500,000	\$8,500,000	
Total Allocations		\$248,800,000	\$256,200,000	\$256,200,000	
<b>Revenue Assumptions</b>					
- based on 15 years and 1% growth		\$262,454,495	\$262,454,495	\$262,454,495	
				econ dev	\$90,000,000
				county	\$80,600,000
				city	\$85,600,000
				TOTAL	\$256,200,000
				Notes:	
				Total Revenue Projected:	
				\$262,454,495	
				(15 year term at 1% annual growth)	
				Econ Dev -	\$90,000,000
				County -	\$80,600,000
				City -	\$85,600,000
				Unencumbered -	\$ 6,254,495

City of Topeka & Shawnee County



JEDO Board of Directors  
November 18, 2015 Meeting

# Handouts



**TESTIMONY in support of FUNDING the ENTIRE EXPOCENTRE Project**

**Submitted by Marty Bloomquist**

It's time for some Horse Show SHOW AND TELL. This is a trophy that one of my horses won at the American Buckskin World show in Tulsa, Oklahoma last July. I spent \$6000 to have two horses shown down there. This show USED to be in Topeka but the EXPOCENTRE was too small so we LOST IT to TULSA. By the way, I still spend \$3000 a year at the horse shows at the Expocentre.

I just got back from the same TULSA facility and showed two horses at the ALL BREED COLOR CONGRESS. I got all of these medals and a couple of CHAMPION JACKETS. There were around 200 of my Kansas horse show buddies there. We all crossed the KANSAS border and spent lots of money in OKLAHOMA because there isn't a facility BIG enough here to have BIG SHOWS. This time I spent \$7000 in Tulsa.

With the entire EXPOCENTRE expansion and renovation, there's no reason why WE CAN'T ATTRACT these BIG SHOWS. We want the Oklahomans, Missourians, etc to spend their money in TOPEKA! This project will put dollars in TOPEKAS POCKETS! Let's get some of our shows back from TULSA!

YOUR HELP IS NEEDED TONITE! Help keep DOLLARS from leaving KANSAS, SHAWNEE COUNTY and most of all, TOPEKA. HELP bring in more OUTSIDE DOLLARS into TOPEKA. JOINTLY fund the entire EXPOCENTRE Project. Bigger venue shows and events such as EQUIFEST 2016, will utilize the entire EXPOCENTRE.

Your consideration on this matter is greatly appreciated!



Date: November 18, 2015

To: Ann White, Kansas Horse Council

From: Marty Bloomquist 

Subject: Economic Impact to Topeka From Expocentre Livestock Events

Using the American Quarter Horse Association (AQHA) Economic Impact Model, I've calculated the financial impact for the following shows that took place this year at the Kansas Expocentre: Kansas Hunter Jumper Association, Kansas Buckskin Horse Association and the Kansas Barrel Racing Association State Finals. Please bear in mind that due to my time constraints, there are at least 30 more livestock events that took place in 2015 that still need to have the Topeka Economic Impact calculated. Needless to say, it is clear that the livestock events at the Kansas Expocentre put MILLIONS of DOLLARS annually into TOPEKA's ECONOMY and has a PROVEN HISTORY of bringing DOLLARS to Topeka...so why not INVEST IN MAKING IT BETTER??? I've also included the Eco Impact projections to Topeka for the February 2016 EQUIFEST event.

2015 event/Association	TOTAL ECO IMPACT to TOPEKA
------------------------	----------------------------

Kansas Hunter Jumper Assoc	
----------------------------	--

(4 shows @ \$270,000 per show)	1,080,000
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Kansas Buckskin Horse Assoc	
-----------------------------	--

(4 shows @ \$270,000 per show)	1,080,000
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Kansas Barrel Racing Assoc STATE FINALS	
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(1 show)	720,000
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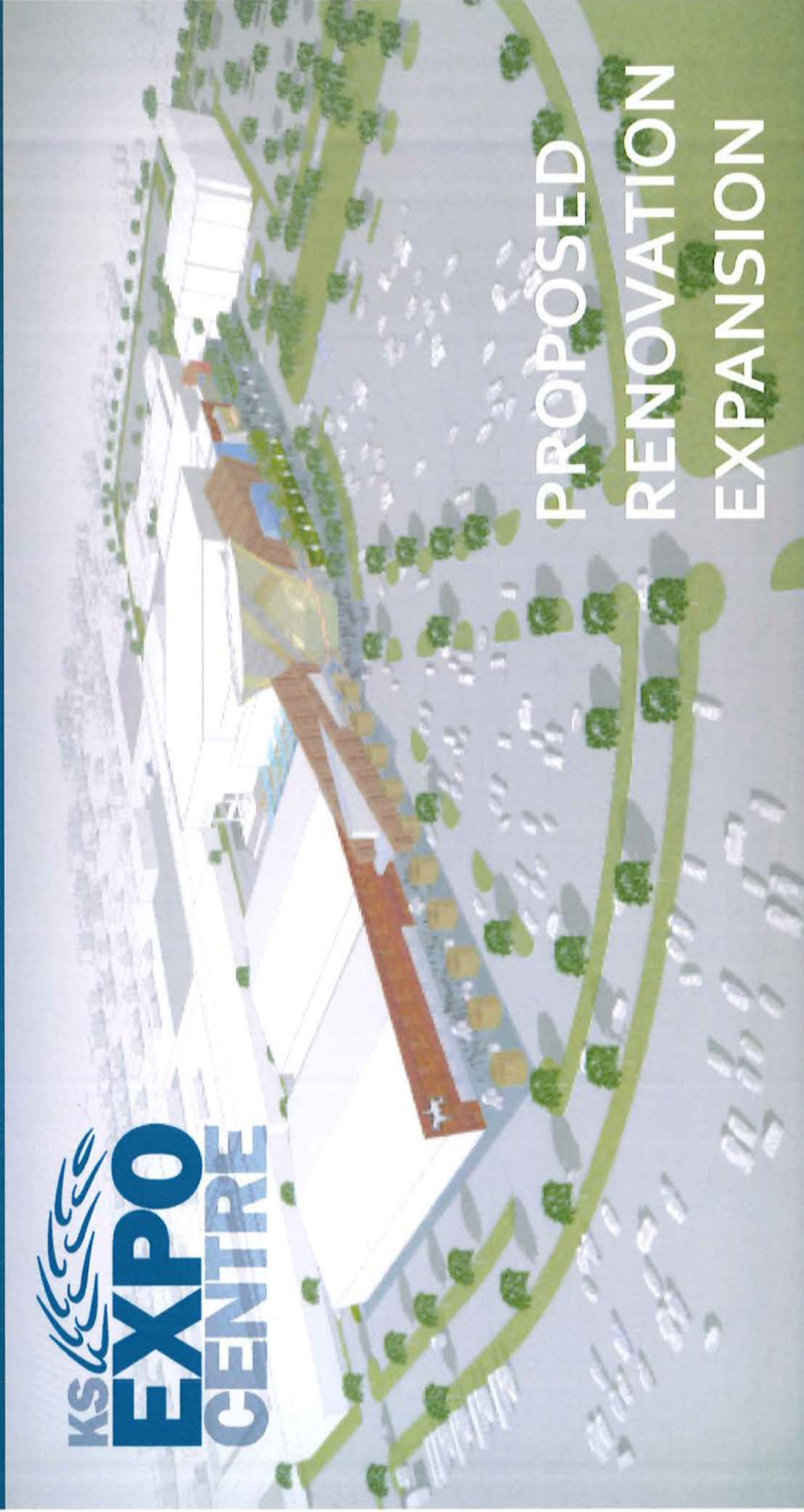
Total Topeka Eco Benefit from 9 Livestock Expo Events	\$ 2,880,000
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2016 PROJECTED TOPEKA Eco Benefit from EQUIFEST

(includes livestock events and gen. ticket admission) \$ 5,400,000

**KS**  
**EXPO**  
**CENTRE**

# PROPOSED RENOVATION EXPANSION

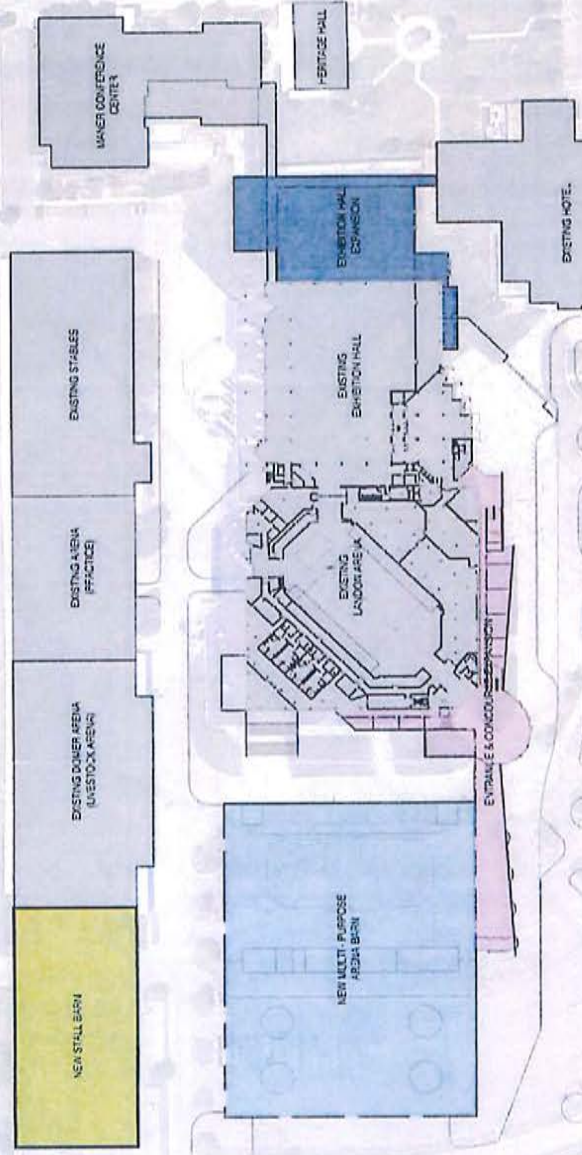




# KS EXPO CENTRE

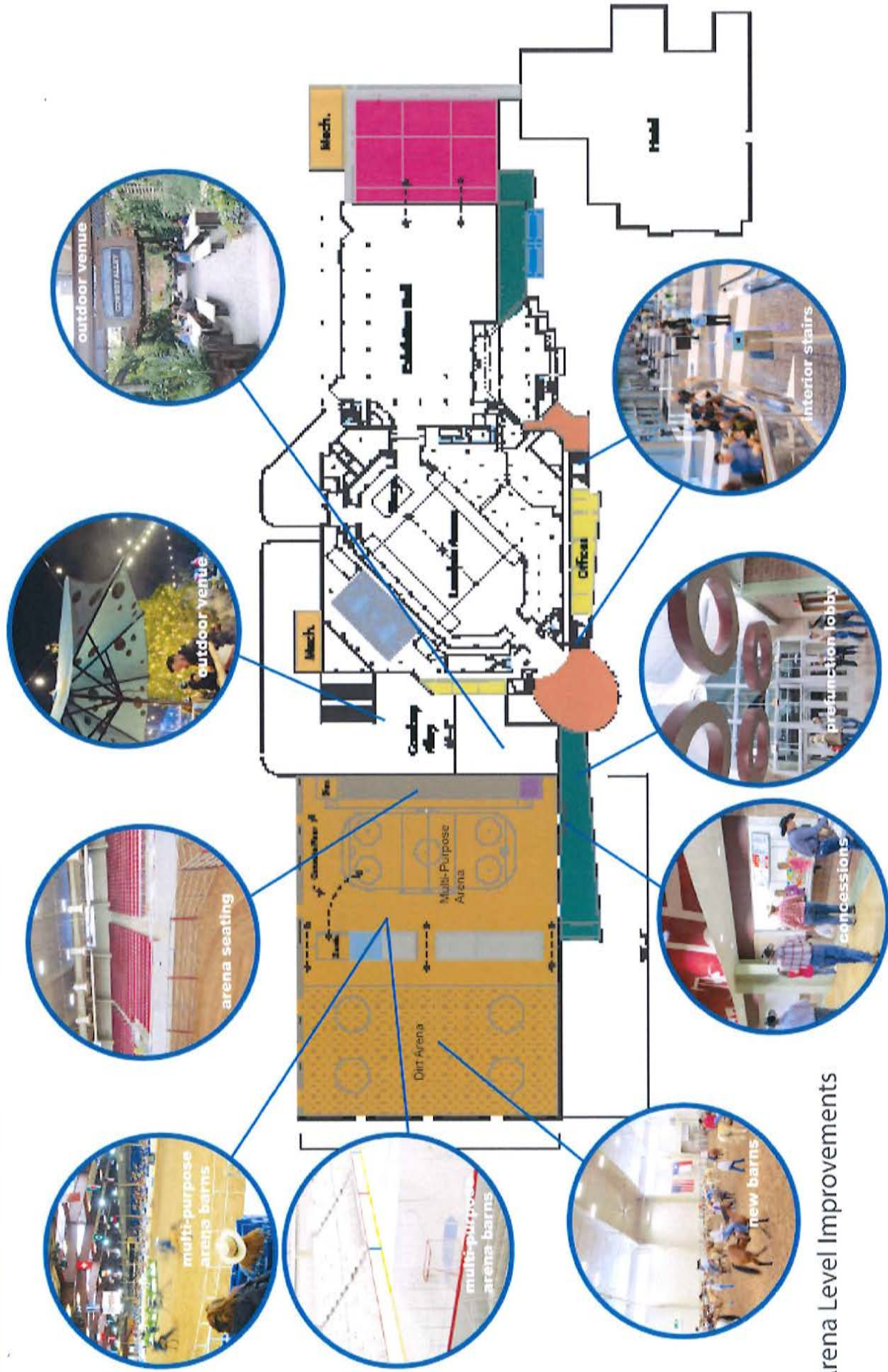


Parking lot  
 Arena seating  
 Restrooms  
 Dressing rooms  
 Acoustics  
 Accessibility  
 Technology



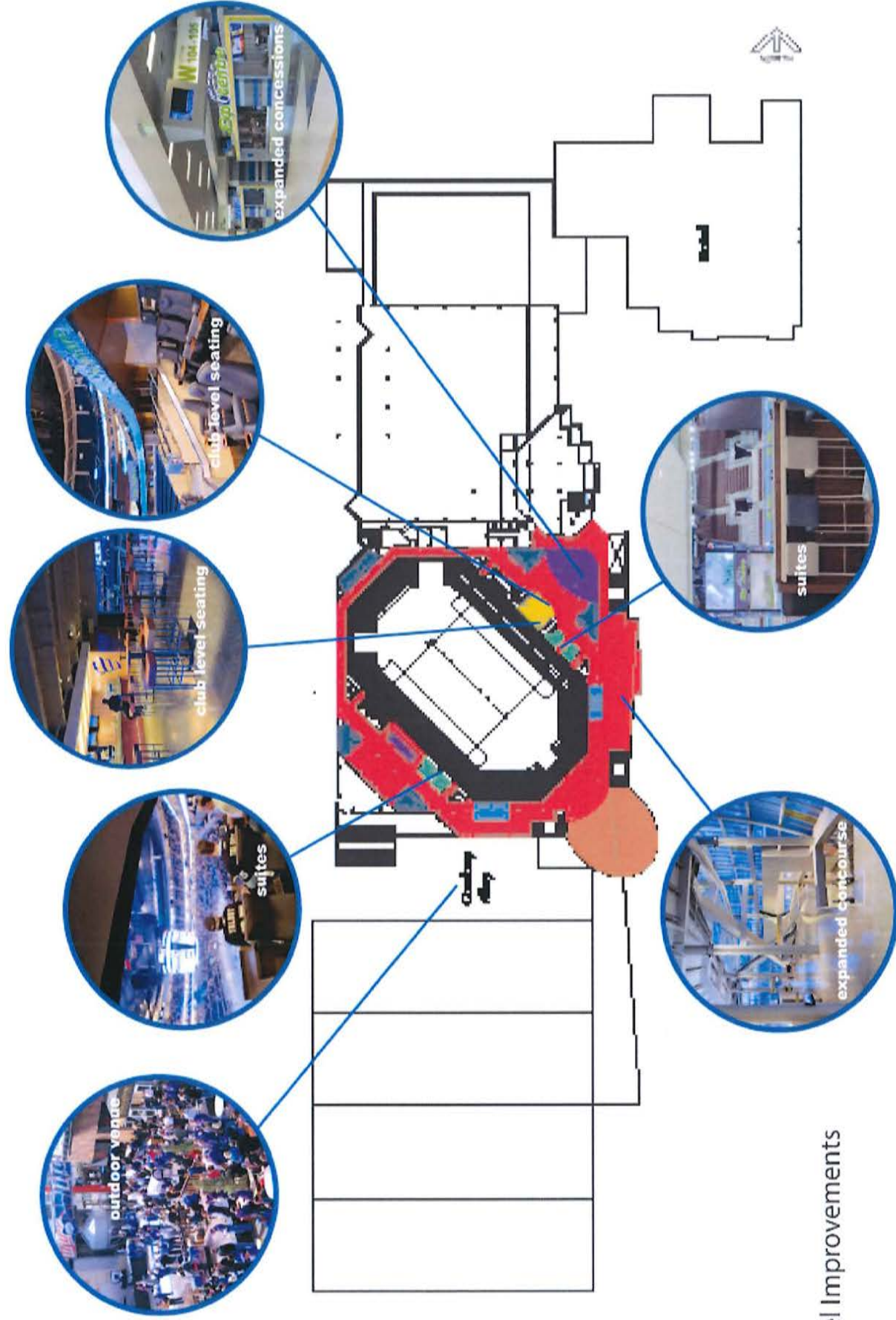
Show offices  
 Concessions  
 Building flow  
 Show rings  
 Wash bays  
 Stalls  
 Access





Arena Level Improvements





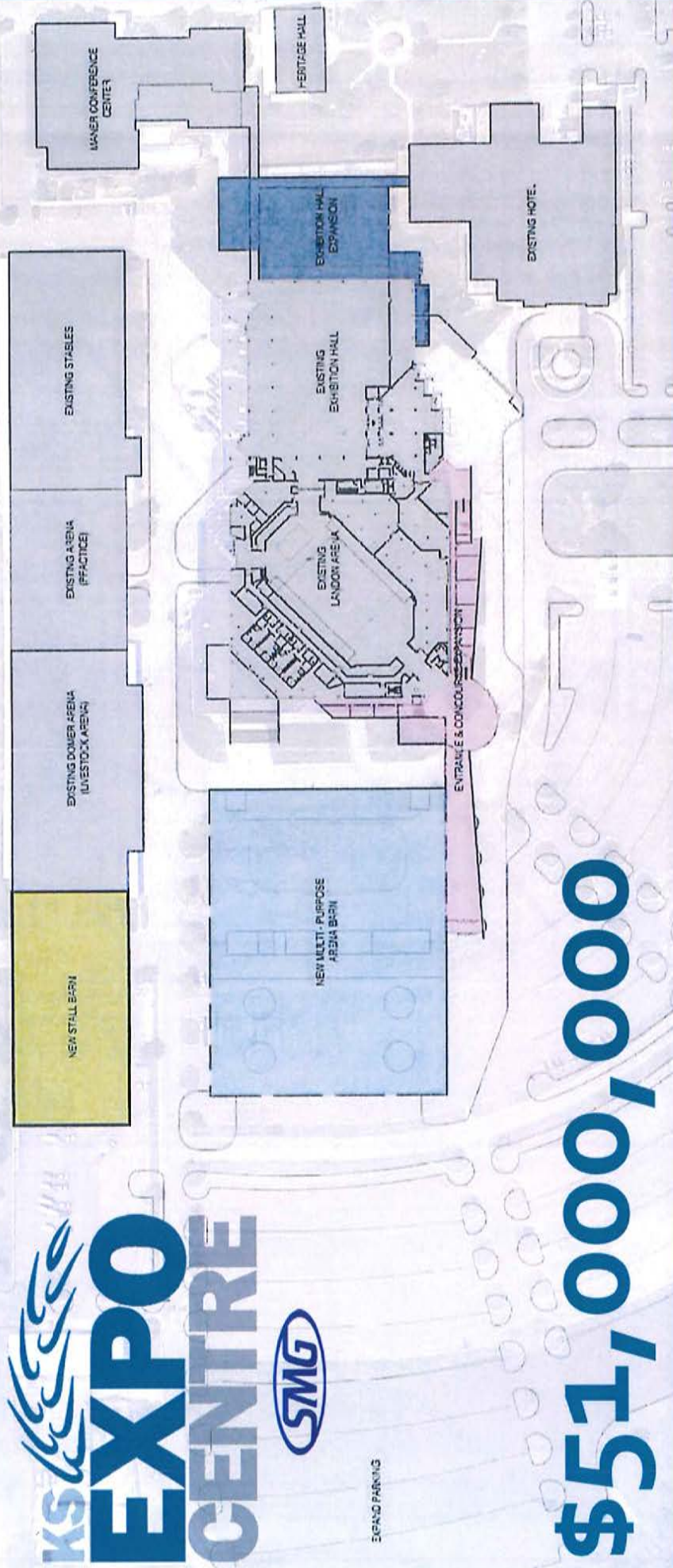
Concourse Level Improvements



# KS EXPO CENTRE



EXPAND PARKING



## \$51,000,000

### New Livestock Arena

- Warmup barn with concrete floor & ice capability
- Show arena

### Expand Livestock Stall Barn

- New construction
- New stalls

### Livestock Barn Renovation

- Insulation
- Asphalt stall barn
- Enclose east side of warmup area
- Fans
- Improve ridge venting

### Landon Arena Renovation & Expansion

- Expanded lower level
- Upper level concourse renovation
- Upper level concourse expansion
- Main entrance lobby
- Outdoor venue
- Suites & club seating
- Concessions
- Dressing rooms & production offices
- ADA updates/alterations
- Seating replacement

### Exhibition Hall Expansion

- Expanded floor space
- Renovate existing space
- New restrooms

### Parking / Site Expansion

- Entrance drive repaving
- Parking lot repaving
- New parking lot lighting
- RV parking lot upgrades
- Parking lot expansion

### Deferred Maintenance

- Replace Exhibition hall RTU
- Replace arena roof
- Arena skin recaulk
- Replace Ag Hall boiler
- Replace arena boiler
- Facility security cameras
- Exhibition hall AHU

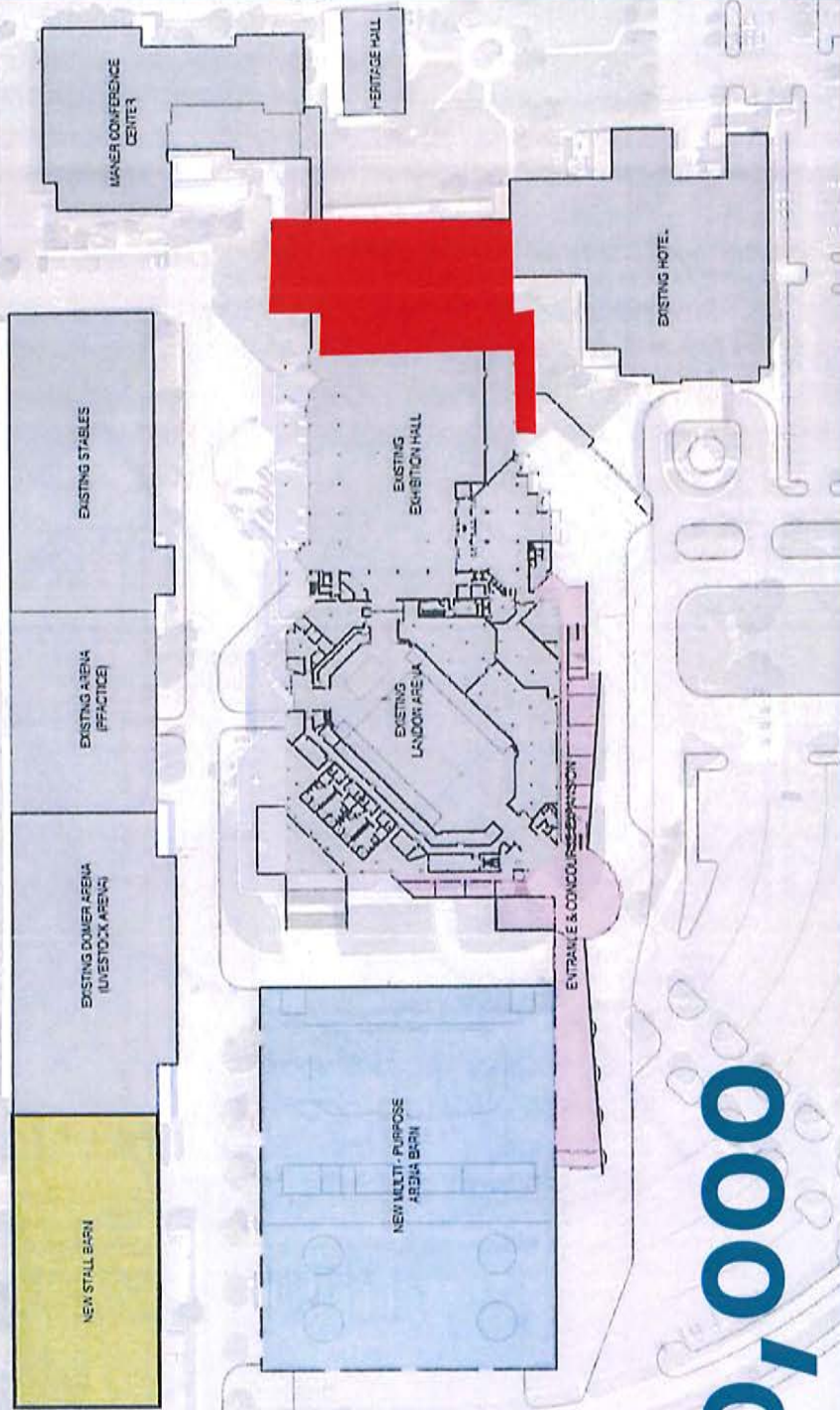


# KS EXPO CENTRE



EXPAND PARKING

## \$45,000,000



### New Livestock Arena

- Warmup barn with concrete floor & ice capability
- Show arena

### Expand Livestock Stall Barn

- New construction
- New stalls

### Livestock Barn Renovation

- Insulation
- Asphalt stall barn
- Enclose east side of warmup area
- Fans
- Improve ridge venting

### Landon Arena Renovation & Expansion

- Expanded lower level
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### Deferred Maintenance

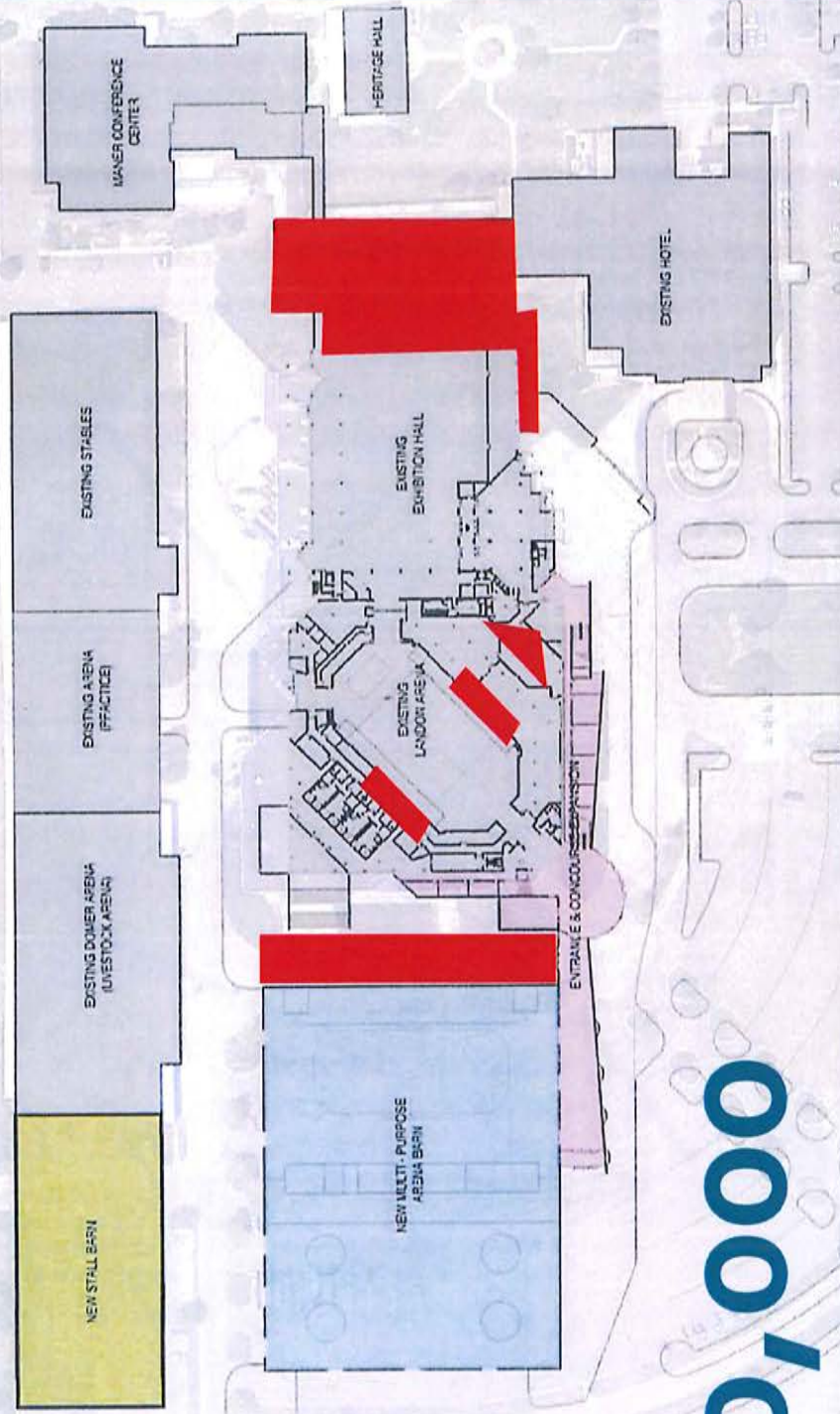
- Replace Exhibition hall RTU
- Replace arena roof
- Arena skin recaulk
- Replace Ag Hall boiler
- Replace arena boiler
- Facility security cameras
- Exhibition hall AHU



# KANSAS EXPO CENTRE



EXPAND PARKING



## \$40,000,000

### New Livestock Arena

- Warmup barn with concrete floor & ice capability
- Show arena

### Expand Livestock Stall Barn

- New construction
- New stalls

### Livestock Barn Renovation

- Insulation
- Asphalt stall barn
- Enclose east side of warmup area
- Fans
- Improve ridge venting

### Landon Arena Renovation & Expansion

- Expanded lower level
- Upper level concourse renovation
- Upper level concourse expansion
- Main entrance lobby

Outdoor venue  
Suites & club seating  
Concessions

- Dressing rooms & production offices
- ADA updates/alterations
- Seating replacement

### Exhibition Hall Expansion

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- Parking lot expansion

### Deferred Maintenance

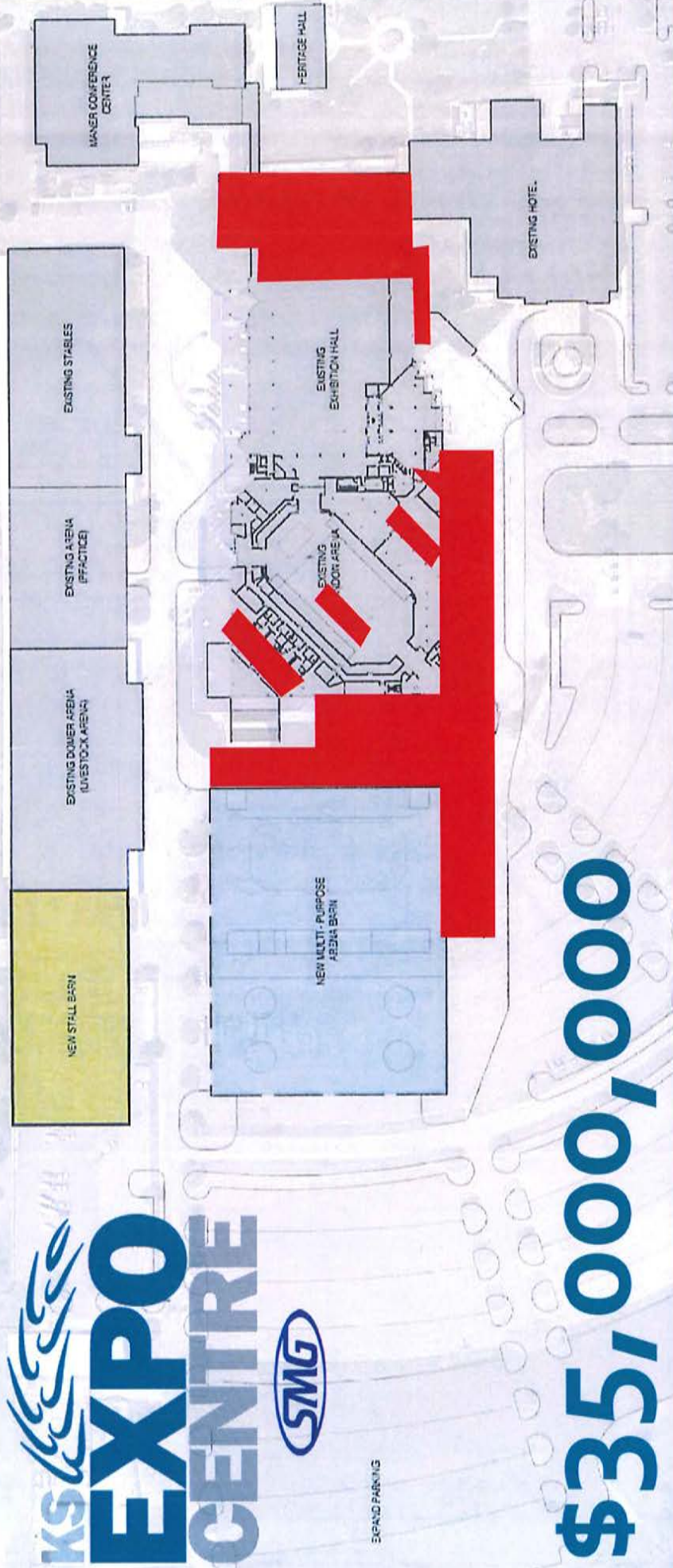
- Replace Exhibition hall RTU
- Replace arena roof
- Arena skin recaulk
- Replace Ag Hall boiler
- Replace arena boiler
- Facility security cameras
- Exhibition hall AHU



# KANSAS EXPO CENTRE



EXPAND PARKING



## \$35,000,000

### New Livestock Arena

- Warmup barn with concrete floor & ice capability
- Show arena

### Expand Livestock Stall Barn

- New construction
- New stalls

### Livestock Barn Renovation

- Insulation
- Asphalt stall barn
- Enclose east side of warmup area
- Fans
- Improve ridge venting

### Landon Arena Renovation & Expansion

- ~~Expanded lower level~~
- Upper level concourse renovation
- Upper level concourse expansion
- Main entrance lobby
- Outdoor venue
- Suites & club seating
- Concessions
- Dressing rooms & production offices
- ADA updates/alterations
- Seating replacement
- ~~Exhibition Hall Expansion~~
- ~~Expanded floor space~~
- ~~Renovate existing space~~
- ~~New restrooms~~

### Parking / Site Expansion

- Entrance drive repaving
- Parking lot repaving
- New parking lot lighting
- RV parking lot upgrades
- Parking lot expansion

### Deferred Maintenance

- Replace Exhibition hall RTU
- Replace arena roof
- Arena skin recaulk
- Replace Ag Hall boiler
- Replace arena boiler
- Facility security cameras
- Exhibition hall AHU

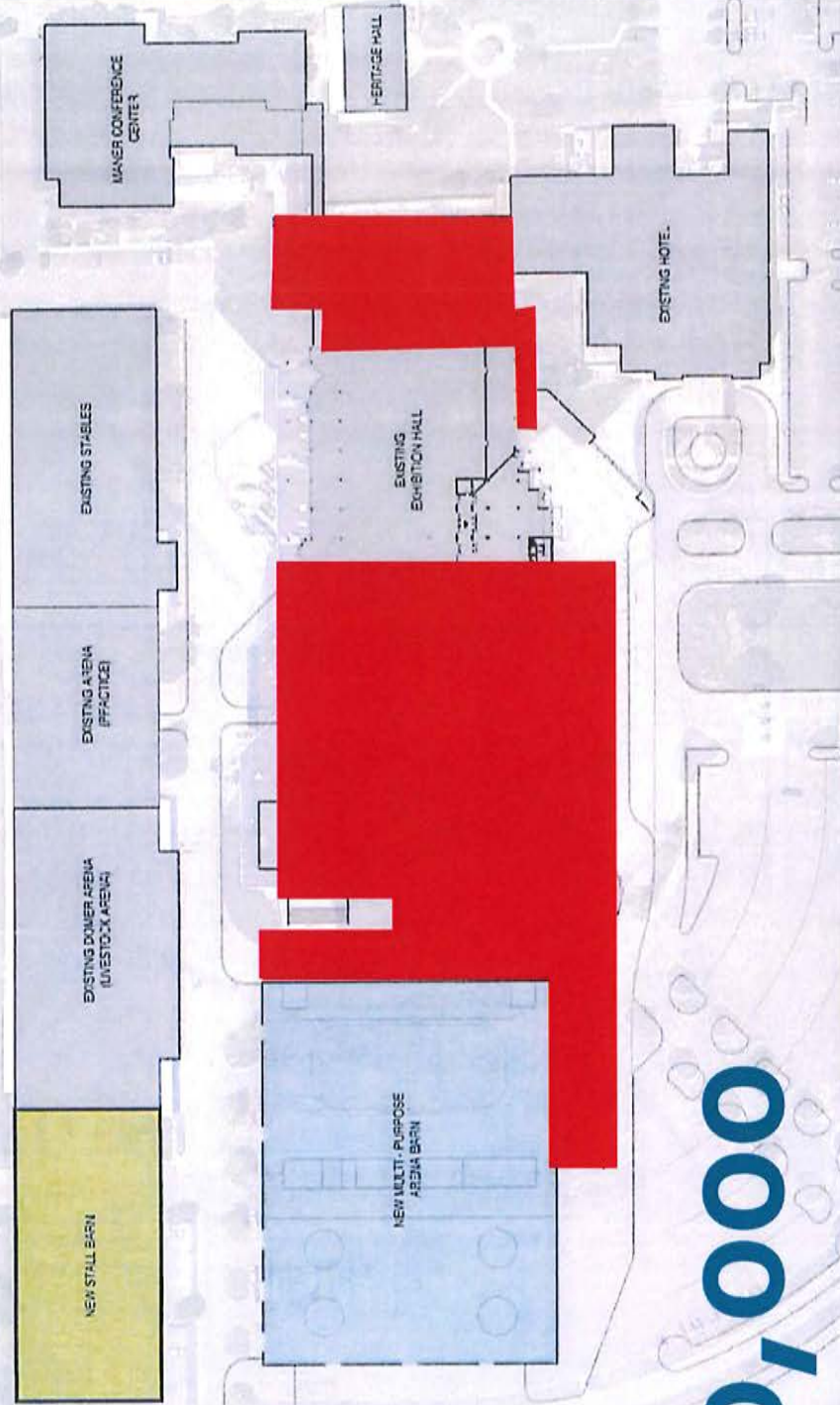


# KS EXPO CENTRE



EXPAND PARKING

## \$30,000,000



### New Livestock Arena

- Warmup barn with concrete floor & ice capability
- Show arena

### Expand Livestock Stall Barn

- New construction
- New stalls

### Livestock Barn Renovation

- Insulation
- Asphalt stall barn
- Enclose east side of warmup area
- Fans
- Improve ridge venting

### Livestock Arena Renovation & Expansion

- Expanded lower level
- Upper level concourse renovation
- Upper level concourse expansion
- Main entrance lobby
- Outdoor venue
- Suites & club seating
- Concessions
- Dressing rooms & production offices
- ADA updates alterations
- Seating replacement

### Exhibition Hall Expansion

- Expanded floor space
- Renovate existing space
- New restrooms

### Parking / Site Expansion

- Entrance drive repaving
- Parking lot repaving
- New parking lot lighting
- RV parking lot upgrades
- Parking lot expansion

### Deferred Maintenance

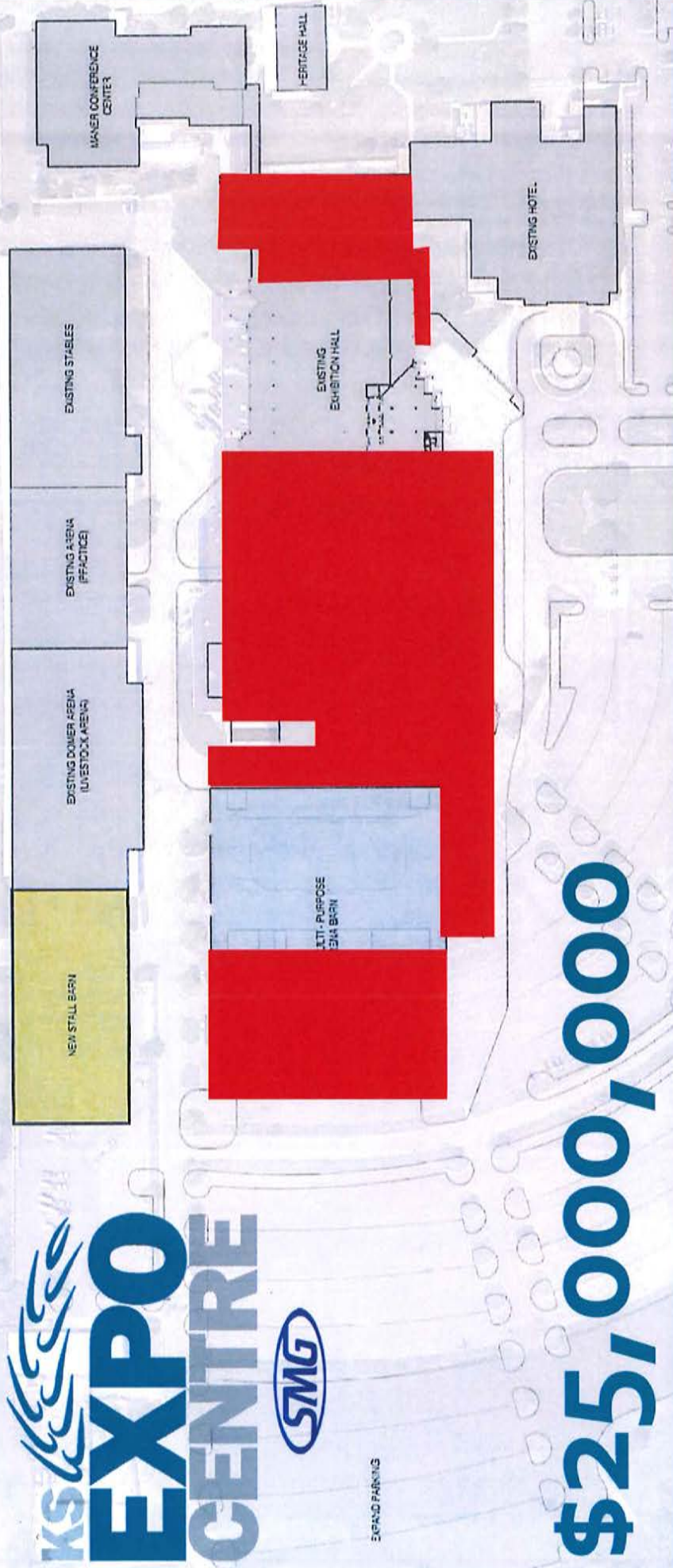
- Replace Exhibition hall RTU
- Replace arena roof
- Arena skin recaulk
- Replace Ag Hall boiler
- Replace arena boiler
- Facility security cameras
- Exhibition hall AHU



# KS EXPO CENTRE



EXPAND PARKING



## \$25,000,000

### New Livestock Arena

- Warmup barn with concrete floor & ice capability

- Show arena

### Expand Livestock Stall Barn

- New construction
- New stalls

### Livestock Barn Renovation

- Insulation
- Asphalt stall barn
- Enclose east side of warmup area
- Fans
- Improve ridge venting

### Landon Arena Renovation & Expansion

- Expanded lower level
- Upper level concourse renovation
- Upper level concourse expansion
- Main entrance lobby
- Outdoor venue
- Suites & club seating
- Concessions
- Dressing rooms & production offices
- ADA updates/alterations
- Seating replacement

### Exhibition Hall Expansion

- Expanded floor space
- Renovate existing space
- New restrooms

### Parking / Site Expansion

- Entrance drive repaving
- Parking lot repaving
- New parking lot lighting
- RV parking lot upgrades
- Parking lot expansion

### Deferred Maintenance

- Replace Exhibition hall RTU
- Replace arena roof
- Arena skin recaulk
- Replace Ag Hall boiler
- Replace arena boiler
- Facility security cameras
- Exhibition hall AHU

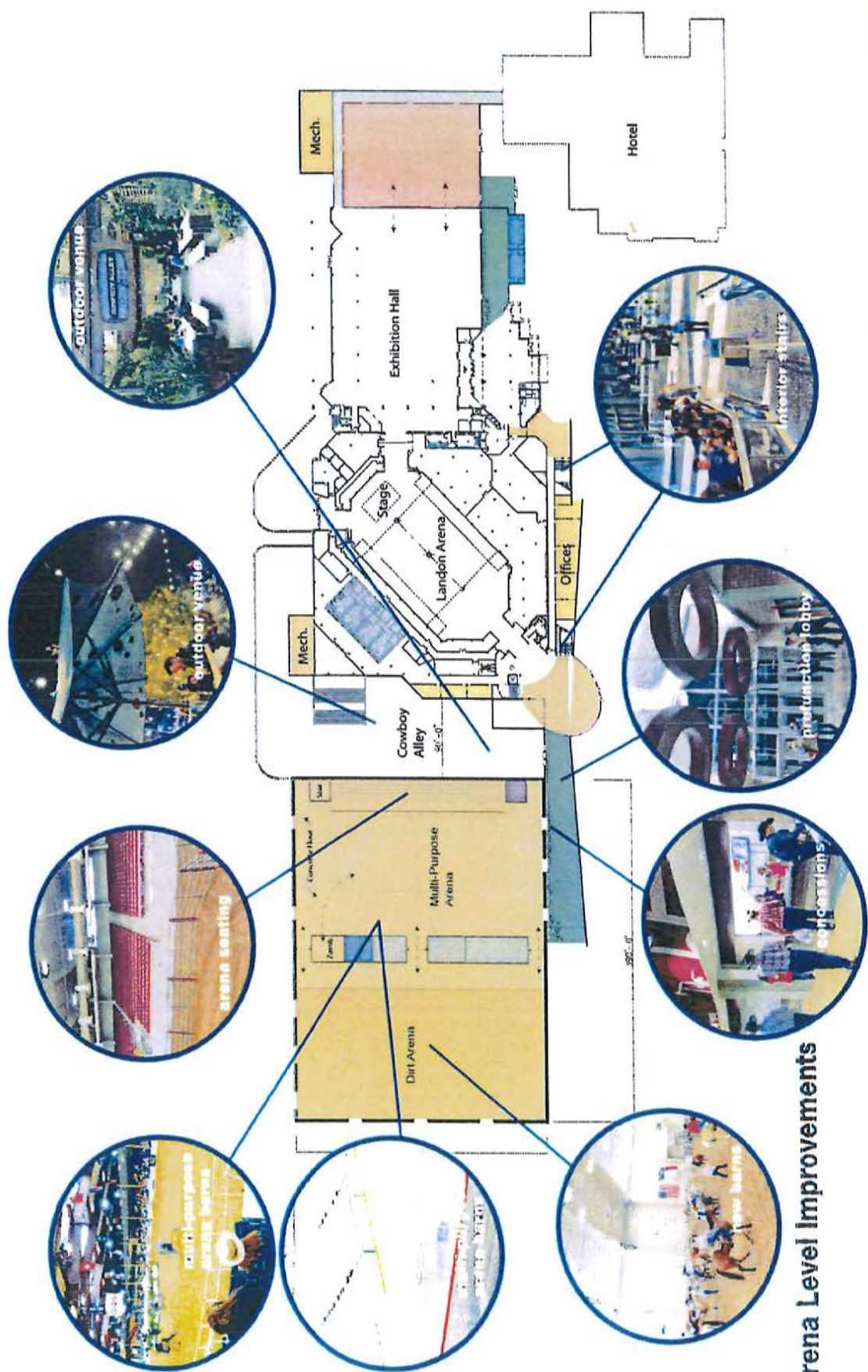


# KS **EXPO** CENTRE

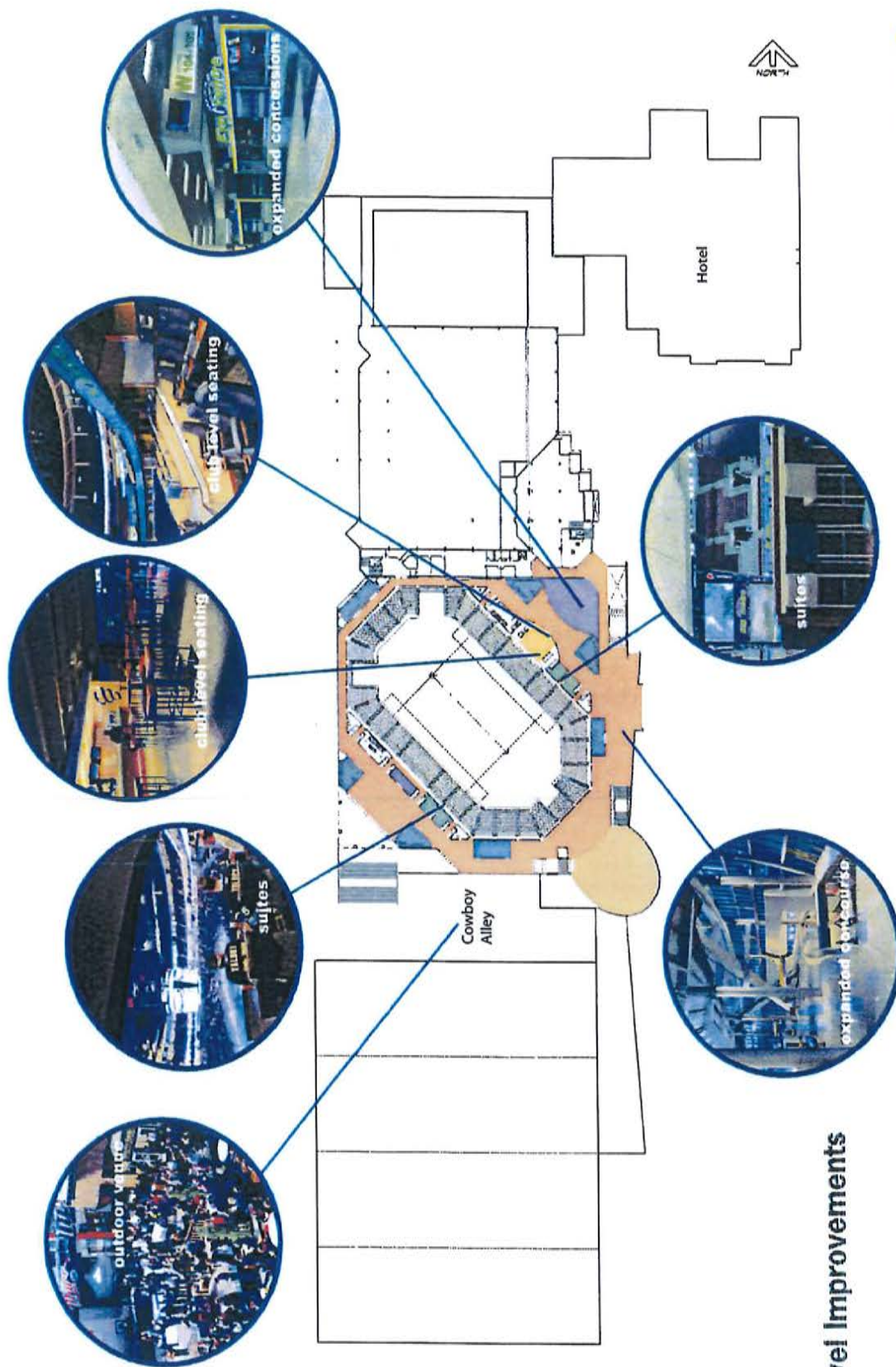


QUESTIONS



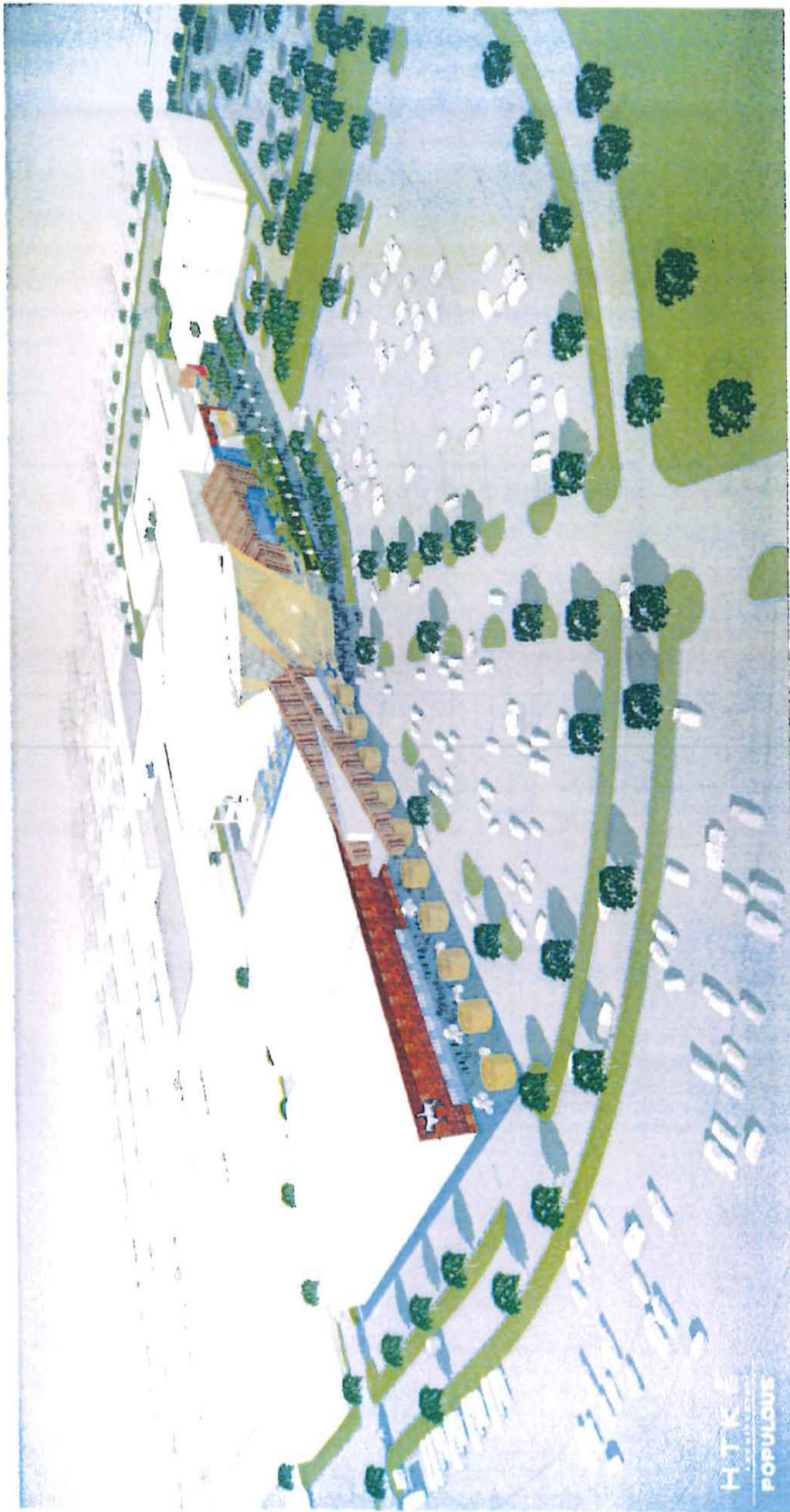


# Arena Level Improvements



## Concourse Level Improvements

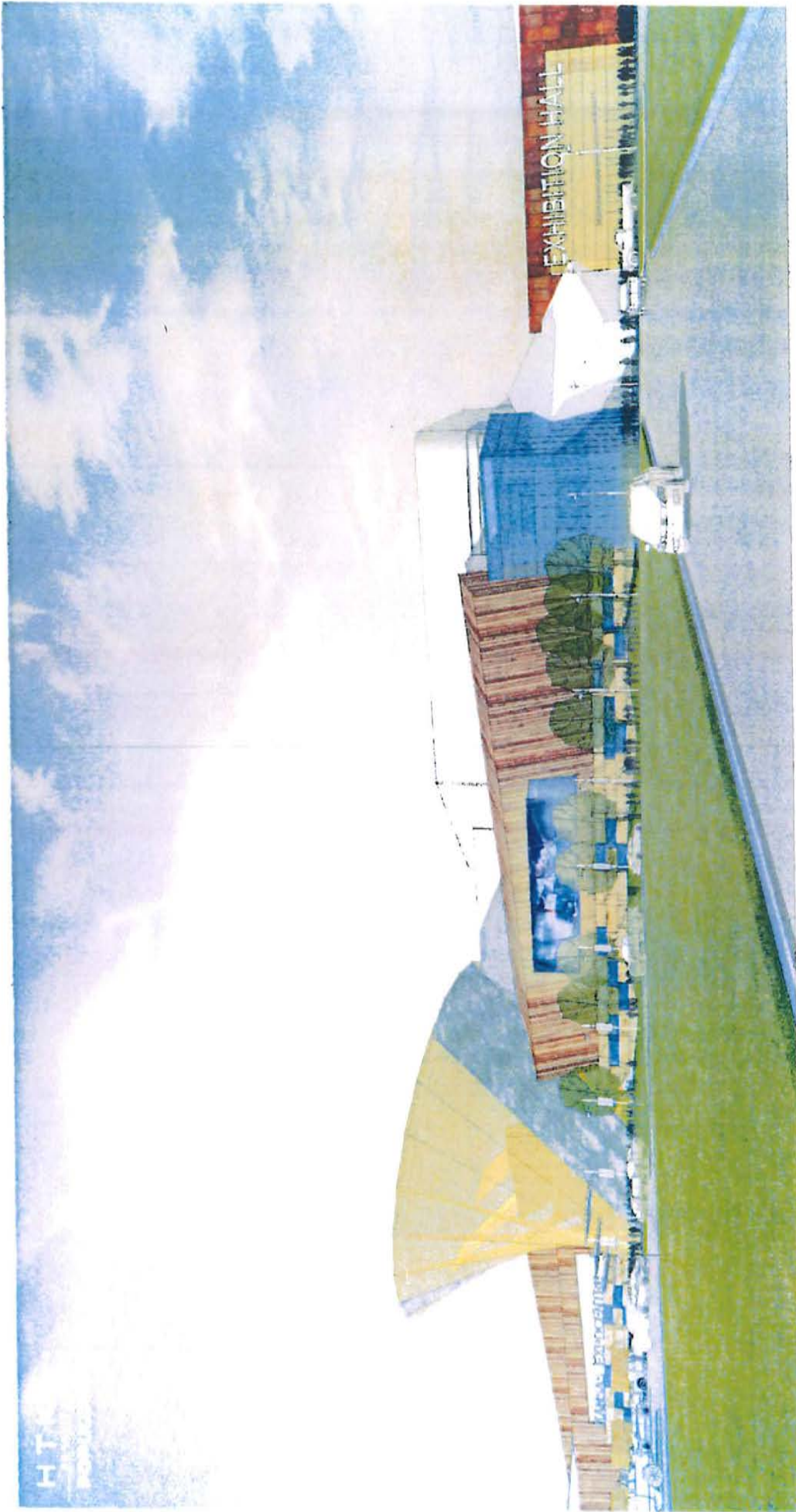




HTK  
ARCHITECTS  
POPULOUS

HTK  
ARCHITECTS  
POPULOUS

Exp'centre

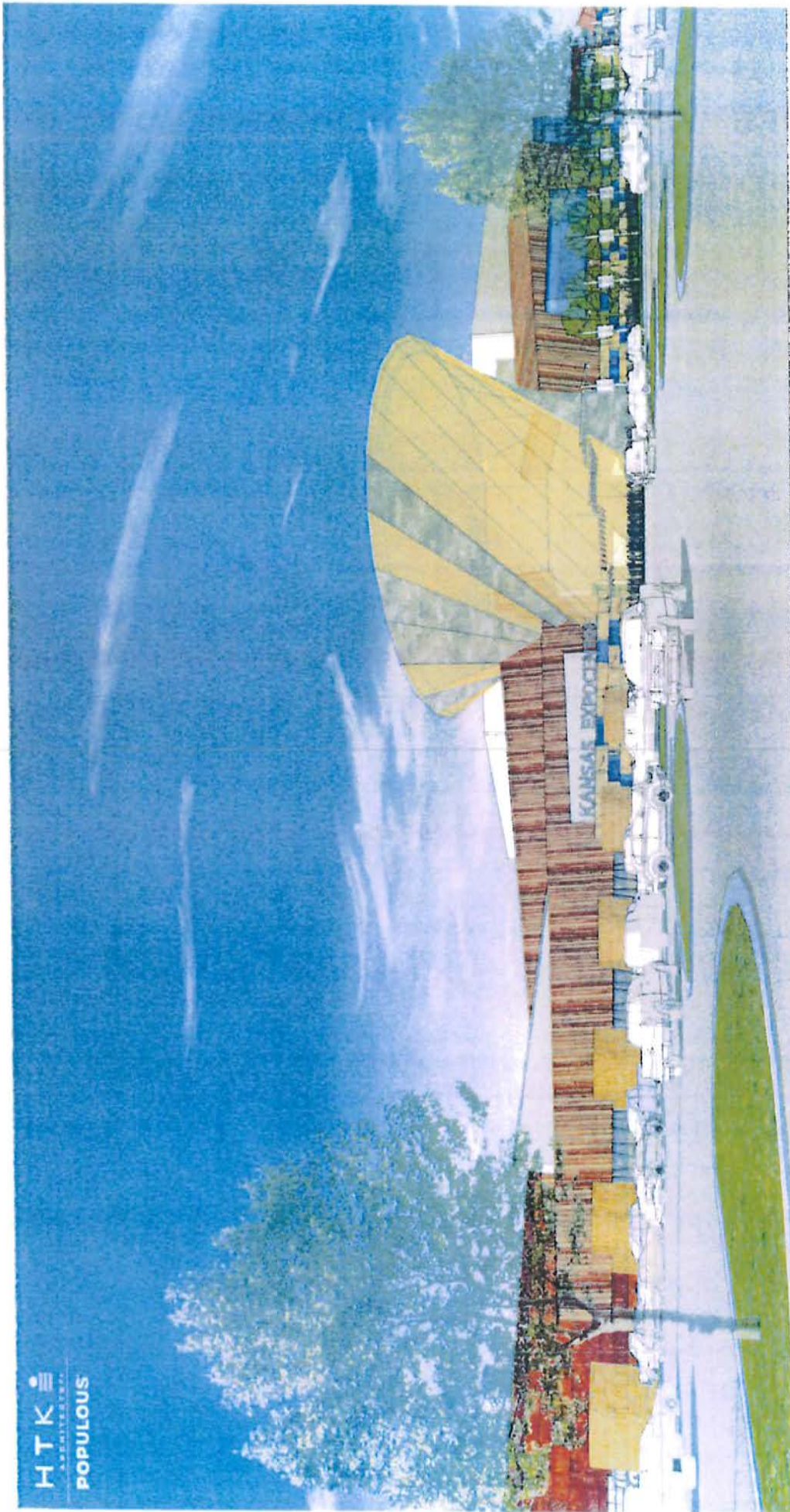


HTK  
ARCHITECTS

HTK  
ARCHITECTS  
POPULOUS

Expocentre





## PROJECT COST SUMMARY

October 3, 2014

Shawnee County - Kansas Expocentre Improvements

### Summary of Probable Construction Costs (Budget)

*Costs are based on a October 2014 Estimates from Historical Data, Construction 2018*

*Any deviation from this schedule may vary costs at the rate of 3% per year, minimum.*

*Summary Numbers include Owner Design and Construction Contingencies, Fees, Inflation, etc. (soft costs)*

Bond Issue Projects:			Estimated Project Design and Construction Costs
Package 1: New Livestock Arena	Construction	2018	\$16,232,205
Package 2: Expand Livestock Barn	Construction	2018	\$5,323,342
Package 3: Landon Arena Renovation & Expansion	Construction	2018	\$20,762,157
Package 4: Livestock Barn Renovation	Construction	2018	\$2,288,704
Package 5: Exhibition Hall Expansion	Construction	2018	\$7,135,297
Package 6: Parking / Site Expansion	Construction	2018	\$4,838,751
Package 7: Deferred Maintenance	Construction	2018	\$2,139,108
<b>TOTAL ESTIMATED PROJECT DESIGN &amp; CONSTRUCTION COST</b>			<b>\$51,741,704</b>

Notes:

<b>Total ALL Project Package Anticipated Project Costs</b>	<b>\$51,741,704</b>
--	---------------------



Package 1: New Livestock Arena  
Shawnee County - Kansas Expocentre Improvements

October 3, 2014

**Summary of Probable Construction Costs (Budget)**

Costs are based on a October 2014 Estimates from Historical Data, Construction 2018

Any deviation from this schedule may vary costs at the rate of 3% per year, minimum.

ITEM/DESCRIPTION	QUANTITY	UNITS	UNIT COST	SUB-TOTAL	TOTAL
<b>GENERAL REQMTS.</b>					<b>\$1,307,790</b>
General Contractor's Bonds & Insurance	\$11,889,000	EA	0.95%	\$112,946	
General Conditions	\$11,889,000	EA	4.95%	\$588,506	
General Contractor's Mark-up on Construction	\$11,889,000	EA	5.10%	\$606,339	
<b>PROJECT ITEMS</b>					<b>\$11,889,000</b>
Warmup Barn w/ Ice	57,000	SF	\$117	\$6,669,000	
Show Arena	60,000	SF	\$87	\$5,220,000	
<b>SUBTOTAL CONSTRUCTION COST as of 10/2014</b>				<b>\$112.79 /SF</b>	<b>\$13,196,790</b>
<b>ADJUSTMENTS to CONSTRUCTION COSTS</b>					<b>\$1,715,583</b>
Cost Escalation to 2018 & Construction Contingency		13.00%	\$13,196,790	\$1,715,583	
<b>TOTAL ANTICIPATED PROJECT CONSTRUCTION BUDGET</b>				<b>\$127.46 /SF</b>	<b>\$14,912,373</b>
<b>PROJECT SOFT COSTS</b>					<b>\$1,319,833</b>
Total Design, Engineering & Testing Services:				\$1,143,340	
Basic Services (Arch/Structural/MEP)	6.5%	EST		\$969,304	
Site/Civil Engineering	0.5%	EST		\$74,562	
Site Survey	1	LS		\$10,000	
Fire Protection Engineer	0.1%	EST		\$14,912	
Geotechnical Exploration and Construction Testing	0.5%	EST		\$74,562	
Printing Documents, Etc.	0.15%	EST		\$22,369	
Owners Insurances	1	EST		\$5,000	
Micellaneous Soft Costs	0.5%	EST		\$74,562	
<b>TOTAL PROJECT DESIGN &amp; CONSTRUCTION COST BUDGET</b>					<b>\$16,232,205</b>

Notes:

Package 2: Expand Livestock Barn  
Shawnee County - Kansas Expocentre Improvements

October 3, 2014

Summary of Probable Construction Costs (Budget)

Costs are based on a October 2014 Estimates from Historical Data, Construction 2018

Any deviation from this schedule may vary costs at the rate of 3% per year, minimum.

ITEM/DESCRIPTION	QUANTITY	UNITS	UNIT COST	SUB-TOTAL	TOTAL
<b>GENERAL REQMTS.</b>					<b>\$430,650</b>
General Contractor's Bonds & Insurance	\$3,915,000	EA	0.95%	\$37,193	
General Conditions	\$3,915,000	EA	4.95%	\$193,793	
General Contractor's Mark-up on Construction	\$3,915,000	EA	5.10%	\$199,665	
<b>PROJECT ITEMS</b>					<b>\$3,915,000</b>
Expand Livestock Barn	45,000	SF	\$87	\$3,915,000	
<b>SUBTOTAL CONSTRUCTION COST as of 10/2014</b>					<b>\$4,345,650</b>
<b>ADJUSTMENTS to CONSTRUCTION COSTS</b>					<b>\$564,935</b>
Cost Escalation to 2018 & Construction Contingency		13.00%	\$4,345,650	\$564,935	
<b>TOTAL ANTICIPATED PROJECT CONSTRUCTION BUDGET</b>					<b>\$4,910,585</b>
<b>PROJECT SOFT COSTS</b>					<b>\$412,757</b>
Total Design, Engineering & Testing Services:				\$383,204	
Basic Services (Arch/Structural/MEP)	6.5%	EST		\$319,188	
Site/Civil Engineering	0.5%	EST		\$24,553	
Site Survey	1	LS		\$10,000	
Fire Protection Engineer	0.1%	EST		\$4,911	
Geotechnical Exploration and Construction Testing	0.5%	EST		\$24,553	
Printing Documents, Etc.	0.15%	EST		\$7,366	
Owners Insurances	1	EST		\$5,000	
Micellaneous Soft Costs	0.5%	EST		\$24,553	
<b>TOTAL PROJECT DESIGN &amp; CONSTRUCTION COST BUDGET</b>					<b>\$5,323,342</b>

Notes:



Package 3: Landon Arena Renovation & Expansion  
Shawnee County - Kansas Expocentre Improvements

October 3, 2014

Summary of Probable Construction Costs (Budget)

Costs are based on a October 2014 Estimates from Historical Data, Construction 2018

Any deviation from this schedule may vary costs at the rate of 3% per year, minimum.

ITEM/DESCRIPTION	QUANTITY	UNITS	UNIT COST	SUB-TOTAL	TOTAL
<b>GENERAL REQMTS.</b>					<b>\$1,676,950</b>
General Contractor's Bonds & Insurance	\$15,245,000	EA	0.95%	\$144,828	
General Conditions	\$15,245,000	EA	4.95%	\$754,628	
General Contractor's Mark-up on Construction	\$15,245,000	EA	5.10%	\$777,495	
<b>PROJECT ITEMS</b>					<b>\$15,245,000</b>
Lower level (east & south)	14,100	SF	\$250	\$3,525,000	
Upper Level concourse (renovation)	20,600	SF	\$220	\$4,532,000	
Upper level concourse (new)	10,000	SF	\$250	\$2,500,000	
Twister lobby	8,000	SF	\$275	\$2,200,000	
Cowboy Alley	25,200	SF	\$65	\$1,638,000	
Seat replacement	6,800	EA	\$125	\$850,000	
<b>SUBTOTAL CONSTRUCTION COST as of 10/2014</b>					<b>\$217.23 /SF \$16,921,950</b>
<b>ADJUSTMENTS to CONSTRUCTION COSTS</b>					<b>\$2,199,854</b>
Cost Escalation to 2018 & Construction Contingency		13.00%	\$16,921,950	\$2,199,854	
<b>TOTAL ANTICIPATED PROJECT CONSTRUCTION BUDGET</b>					<b>\$245.47 /SF \$19,121,804</b>
<b>PROJECT SOFT COSTS</b>					<b>\$1,640,353</b>
<b>Total Design, Engineering &amp; Testing Services:</b>				<b>\$1,539,744</b>	
Basic Services (Arch/Structural/MEP)	6.5%	EST		\$1,242,917	
Site/Civil Engineering	0.5%	EST		\$95,609	
Site Survey	1	LS		\$10,000	
Fire Protection Engineer	0.2%	EST		\$38,244	
Food Service	0.3%	EST		\$57,365	
Geotechnical Exploration and Construction Testing	0.5%	EST		\$95,609	
Printing Documents, Etc.	0.15%	EST		\$28,683	
Owners Insurances	1	EST		\$5,000	
Micellaneous Soft Costs	0.5%	EST		\$95,609	
<b>TOTAL PROJECT DESIGN &amp; CONSTRUCTION COST BUDGET</b>					<b>\$20,762,157</b>

Notes:

Package 4: Livestock Barn Renovation  
Shawnee County - Kansas Expo Centre Improvements

October 3, 2014

Summary of Probable Construction Costs (Budget)

Costs are based on a October 2014 Estimates from Historical Data, Construction 2018

Any deviation from this schedule may vary costs at the rate of 3% per year, minimum.

ITEM/DESCRIPTION	QUANTITY	UNITS	UNIT COST	SUB-TOTAL	TOTAL
<b>GENERAL REQMTS.</b>					<b>\$187,000</b>
General Contractor's Bonds & Insurance	\$1,700,000	EA	0.95%	\$16,150	
General Conditions	\$1,700,000	EA	4.95%	\$84,150	
General Contractor's Mark-up on Construction	\$1,700,000	EA	5.10%	\$86,700	
<b>PROJECT ITEMS</b>					<b>\$1,700,000</b>
Simple-Saver Insulation	1	LS	\$1,700,000	\$1,700,000	
Asphalt stall barn				\$0	
Enclosed east side of warmup area				\$0	
Big Ass fans					
Improve ridge venting					
<b>SUBTOTAL CONSTRUCTION COST as of 10/2014</b>					<b>\$1,887,000</b>
<b>ADJUSTMENTS to CONSTRUCTION COSTS</b>					<b>\$245,310</b>
Cost Escalation to 2018 & Construction Contingency		13.00%	\$1,887,000	\$245,310	
<b>TOTAL ANTICIPATED PROJECT CONSTRUCTION BUDGET</b>					<b>\$2,132,310</b>
<b>PROJECT SOFT COSTS</b>					<b>\$156,394</b>
Total Design, Engineering & Testing Services:				\$140,732	
Basic Services (Arch/Structural/MEP)	6.5%	EST		\$138,600	
Site/Civil Engineering		EST			
Site Survey		LS			
Fire Protection Engineer	0.1%	EST		\$2,132	
Geotechnical Exploration and Construction Testing		EST			
Printing Documents, Etc.	0.15%	EST		\$3,198	
Owners Insurances	1	EST		\$5,000	
Micellaneous Soft Costs	0.5%	EST		\$10,662	
<b>TOTAL PROJECT DESIGN &amp; CONSTRUCTION COST BUDGET</b>					<b>\$2,288,704</b>

Notes:



Package 5: Exhibition Hall Expansion  
Shawnee County - Kansas Expocentre Improvements

October 3, 2014

Summary of Probable Construction Costs (Budget)

Costs are based on a October 2014 Estimates from Historical Data, Construction 2018

Any deviation from this schedule may vary costs at the rate of 3% per year, minimum.

ITEM/DESCRIPTION	QUANTITY	UNITS	UNIT COST	SUB-TOTAL	TOTAL
<b>GENERAL REQMTS.</b>					<b>\$577,649</b>
General Contractor's Bonds & Insurance	\$5,251,350	EA	0.95%	\$49,888	
General Conditions	\$5,251,350	EA	4.95%	\$259,942	
General Contractor's Mark-up on Construction	\$5,251,350	EA	5.10%	\$267,819	
<b>PROJECT ITEMS</b>					<b>\$5,251,350</b>
New exhibition hall	33,400	SF	\$123	\$4,108,200	
Renovation of existing exhibit hall for expansion	6,900	SF	\$76	\$524,400	
New Toilets	2,250	SF	\$275	\$618,750	
<b>SUBTOTAL CONSTRUCTION COST as of 10/2014</b>					<b>\$136.99 /SF \$5,828,999</b>
<b>ADJUSTMENTS to CONSTRUCTION COSTS</b>					<b>\$757,770</b>
Cost Escalation to 2018 & Construction Contingency		13.00%	\$5,828,999	\$757,770	
<b>TOTAL ANTICIPATED PROJECT CONSTRUCTION BUDGET</b>					<b>\$154.80 /SF \$6,586,768</b>
<b>PROJECT SOFT COSTS</b>					<b>\$548,528</b>
Total Design, Engineering & Testing Services:				\$510,594	
Basic Services (Arch/Structural/MEP)	6.5%	EST		\$428,140	
Site/Civil Engineering	0.5%	EST		\$32,934	
Site Survey	1	LS		\$10,000	
Fire Protection Engineer	0.1%	EST		\$6,587	
Geotechnical Exploration and Construction Testing	0.5%	EST		\$32,934	
Printing Documents, Etc.	0.15%	EST		\$9,880	
Owners Insurances	1	EST		\$5,000	
Micellaneous Soft Costs	0.5%	EST		\$32,934	
<b>TOTAL PROJECT DESIGN &amp; CONSTRUCTION COST BUDGET</b>					<b>\$7,135,297</b>

Notes:

Package 6: Parking / Site Expansion  
Shawnee County - Kansas Expocentre Improvements

October 3, 2014

Summary of Probable Construction Costs (Budget)

Costs are based on a October 2014 Estimates from Historical Data, Construction 2018

Any deviation from this schedule may vary costs at the rate of 3% per year, minimum.

ITEM/DESCRIPTION	QUANTITY	UNITS	UNIT COST	SUB-TOTAL	TOTAL
<b>GENERAL REQMTS.</b>					<b>\$390,295</b>
General Contractor's Bonds & Insurance	\$3,580,688	EA	0.95%	\$34,017	
General Conditions	\$3,580,688	EA	4.95%	\$177,244	
General Contractor's Mark-up on Construction	\$3,580,688	EA	5.00%	\$179,034	
<b>PROJECT ITEMS:</b>					<b>\$3,580,688</b>
Entrance drive repave	30,250	SF	\$3	\$83,188	
Parking lot repave	1,850	SP	\$1,100	\$2,035,000	
Parking lot lighting replace	190	EA	\$2,500	\$475,000	
RV Parking lot upgrades	40	EA	\$2,000	\$80,000	
Parking lot expansion (displaced by new livestock arena)	825	SO	\$1,100	\$907,500	
<b>SUBTOTAL CONSTRUCTION COST as of 10/2014</b>					<b>\$3,970,982</b>
<b>ADJUSTMENTS to CONSTRUCTION COSTS</b>					<b>\$516,228</b>
Cost Escalation to 2018 & Construction Contingency		13.00%	\$3,970,982	\$516,228	
<b>TOTAL ANTICIPATED PROJECT CONSTRUCTION BUDGET</b>					<b>\$4,487,210</b>
<b>PROJECT SOFT COSTS</b>					<b>\$351,541</b>
Total Design, Engineering & Testing Services:				\$324,105	
Basic Services (Arch/Structural/MEP)	4.5%	EST		\$201,924	
Site/Civil Engineering	2.0%	EST		\$89,744	
Site Survey	1	LS		\$10,000	
Fire Protection Engineer					
Geotechnical Exploration and Construction Testing	0.5%	EST		\$22,436	
Printing Documents, Etc.	0.15%	EST		\$6,731	
Owners Insurances	1	EST		\$5,000	
Micellaneous Soft Costs	0.5%	EST		\$22,436	
<b>TOTAL PROJECT DESIGN &amp; CONSTRUCTION COST BUDGET</b>					<b>\$4,838,751</b>

Notes:



Package 7: Deferred Maintenance  
Shawnee County - Kansas Expocentre Improvements

October 3, 2014

Summary of Probable Construction Costs (Budget)

Costs are based on a October 2014 Estimates from Historical Data, Construction 2018

Any deviation from this schedule may vary costs at the rate of 3% per year, minimum.

ITEM/DESCRIPTION	QUANTITY	UNITS	UNIT COST	SUB-TOTAL	TOTAL
<b>GENERAL REQMTS.</b>					<b>\$174,914</b>
General Contractor's Bonds & Insurance	\$1,590,125	EA	0.95%	\$15,106	
General Conditions	\$1,590,125	EA	4.95%	\$78,711	
General Contractor's Mark-up on Construction	\$1,590,125	EA	5.10%	\$81,096	
<b>PROJECT ITEMS</b>					<b>\$1,590,125</b>
Exhibition hall RTU replacement	3	LS	\$75,000.00	\$225,000	
Arena Roof replacement	75,625	SF	\$9.00	\$680,625	
Arena Skin recaulk	49,500	SF	\$7.00	\$346,500	
Aq Hall boiler replacement	1	LS	\$35,000.00	\$35,000	
Arena Boiler replacement	1	LS	\$250,000.00	\$250,000	
Facility Secuirty (most incl in projects)	1	LS	\$25,000.00	\$25,000	
Exhibition Hall AHU contorls	1	LS	\$28,000.00	\$28,000	

**SUBTOTAL CONSTRUCTION COST as of 10/2014** **\$1,765,039**

**ADJUSTMENTS to CONSTRUCTION COSTS** **\$229,455**

Cost Escalation to 2018 & Construction Contingency 13.00% \$1,765,039 \$229,455

**TOTAL ANTICIPATED PROJECT CONSTRUCTION BUDGET** **\$1,994,494**

**PROJECT SOFT COSTS** **\$144,615**

Total Design, Engineering & Testing Services:				\$129,642
Basic Services (Arch/Structural/MEP)	6.5%	EST		\$129,642
Site/Civil Engineering		EST		
Site Survey		LS		
Fire Protection Engineer		EST		
Geotechnical Exploration and Construction Testing		EST		
Printing Documents, Etc.	0.15%	EST		\$2,992
Owners Insurances	1	EST		\$5,000
Micellaneous Soft Costs	0.5%	EST		\$9,972

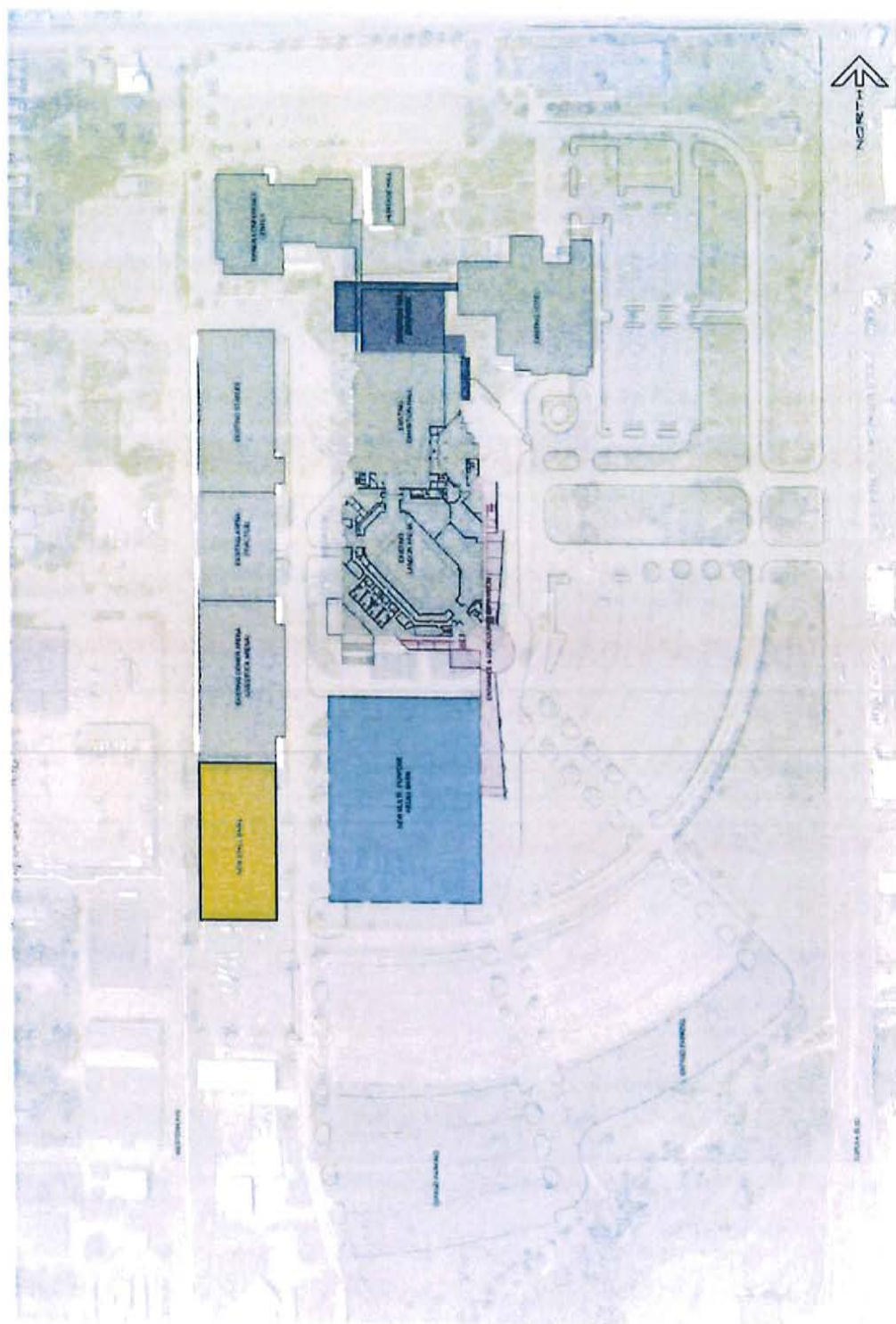
**TOTAL PROJECT DESIGN & CONSTRUCTION COST BUDGET** **\$2,139,108**

Notes:



**POPULOUS<sup>®</sup>**

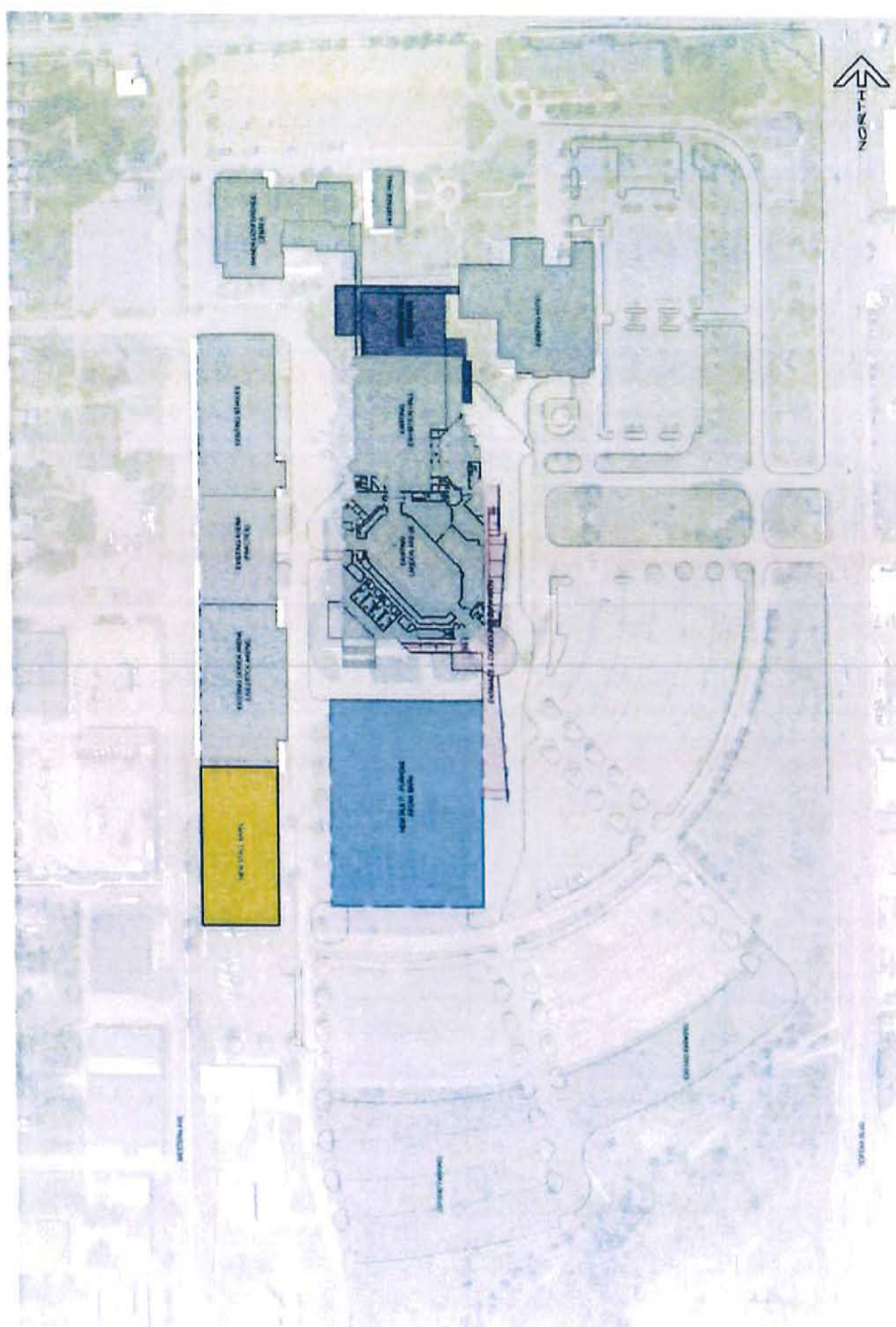
ITEM/DESCRIPTION	QUANTITY	UNITS	UNIT COST	SUB-TOTAL	TOTAL
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## KANSAS EXPOCENTRE SITE PLAN









## PROJECT OVERVIEW

### NW Carlson Road over Kansas River Bridge (Willard Bridge)

Joint Economic Development Organization

November 18, 2015

## Willard Bridge Overview

- ❑ Structurally Deficient
  - Cannot support legal load limits long-term
- ❑ Functionally Obsolete
  - Physical dimensions not sufficient for current vehicle sizes
- ❑ Similar to Minneapolis I-35 Bridge
  - Fracture Critical Bridge
  - No adjacent member support
  - One critical member fails = bridge fails

## Bridge Component Overview

### □ Substructure

#### ➤ Piers

### □ Superstructure

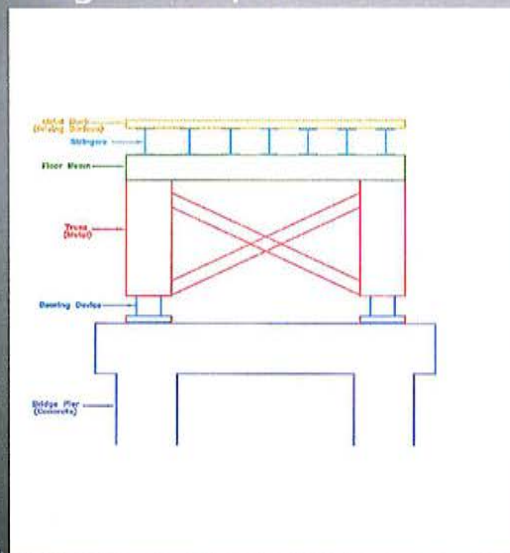
#### ➤ Trusses

#### ➤ Floor Beams

#### ➤ Stringers

#### ➤ Deck

## Willard Bridge Components





View of Pin & Hanger Connection



View of Truss Bridge

## Sufficiency Rating

### ❖ Evaluation of several bridge components

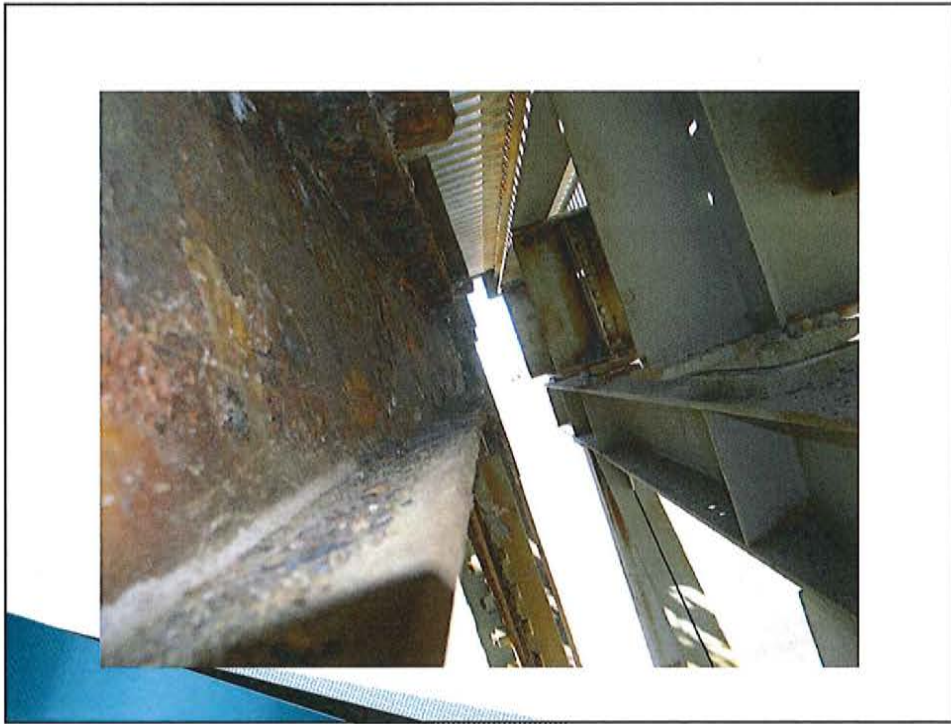
- Structural Adequacy & Safety ( 55%)
  - Bridge Superstructure
  - Bridge Substructure
- Serviceability & Functional Obsolescence (30%)
  - Deck Condition
  - Drainage
  - Bridge Width
- Essentiality for Public Use (15%)
  - Average Daily Traffic
  - Total Length of Detour, if closed

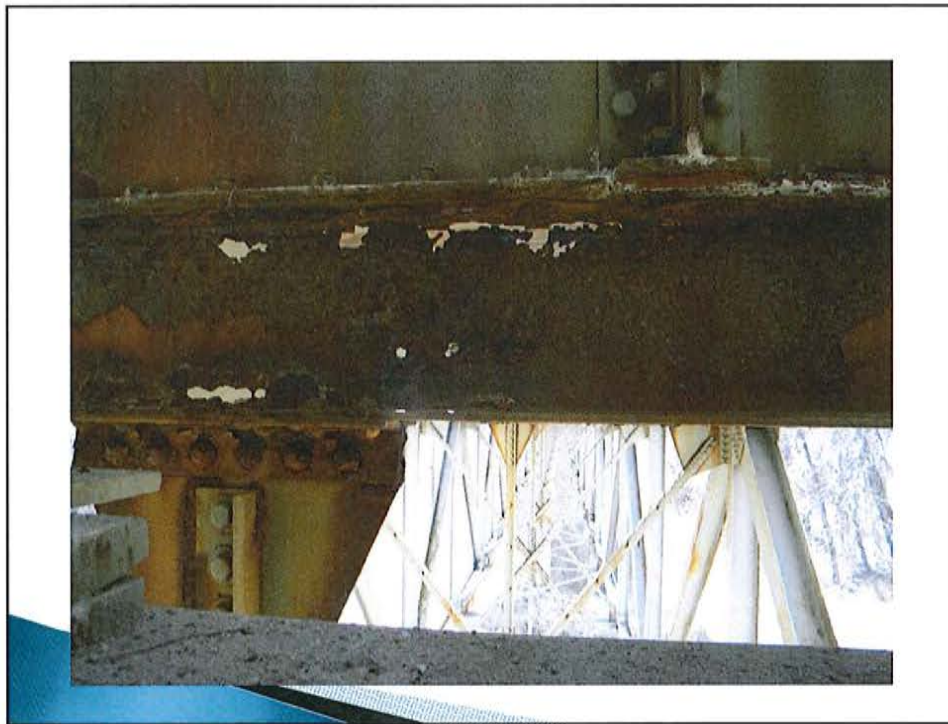
## Sufficiency Rating (SR) Recent History

- SR (2006): 61.5
- SR (2008): 61.2
- SR (2010): 61.2
- SR (2012): 61.2
- SR (2013): 50.7
- **SR (Current): 23.7**



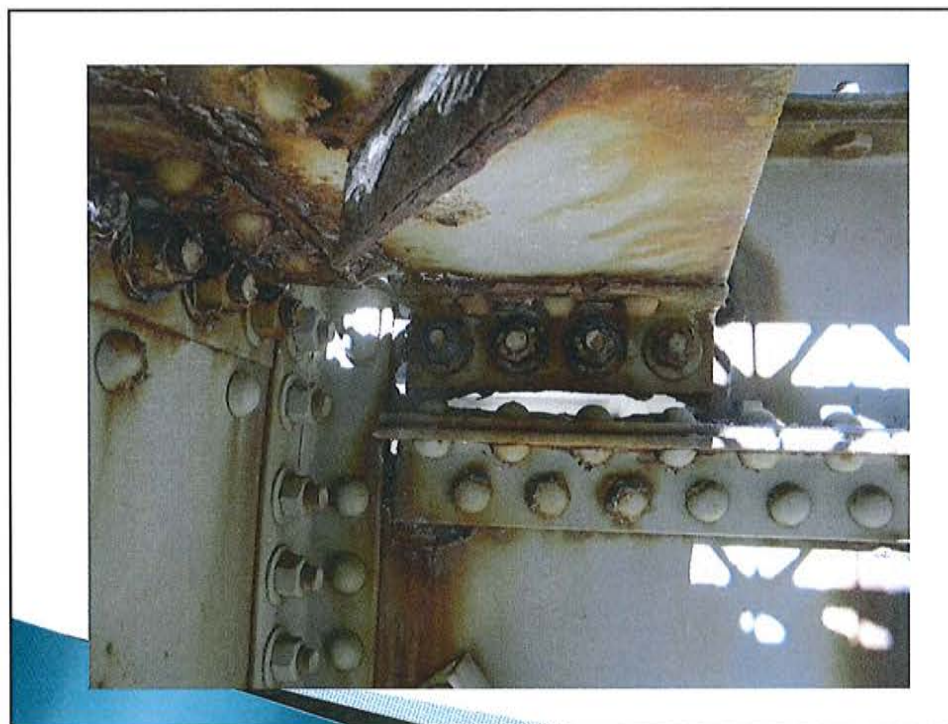














## What Is Happening?

- **Continued disregard of weight limits**
  - Semi-tractor trailers
  - Other overweight trucks
- **Hastened corrosion of Floor Beams**
  - Floor beams exposed due to grate deck
  - Paint system is failing or has failed
- **Corrosion of Bottom Chord of Truss**
  - Exposed due to grate deck
  - Paint system is failing or has failed
- **Structural rating reduced to 3 (out of 10 max)**
  - A structural rating of 2 = Closure until repaired/replaced

## SHORT-TERM OPTIONS?

- **Reduce Weight Limits - DONE (9 Tons)**
  - Passenger Cars and Trucks
- **Replace Three Corroded Floor Beams**
  - May bolster SR back to near 50
  - Estimated Cost: \$1,000,000
  - Bridge Closure: 1-2 months
- **Repaint Bridge**
  - No structural improvement; SR remains at 23.7
  - Estimated Cost: \$3,500,000-\$5,000,000
  - Reduces rate of corrosion
- **Neither are recommended**
  - Minimal Cost/Benefit
  - Bridge is still fracture critical and at the end of its useful service life

## Bridge Replacement Cost Estimate

➤ Construction:	\$20,035,000
➤ Design:	\$841,822
➤ Construction Engineering:	\$1,803,150
➤ Right-of-Way:	\$114,900
➤ Permits:	\$35,000
➤ Utility Relocation:	\$75,000
➤ Contingencies:	\$1,350,000
➤ Temp Financing:	\$450,000
➤ <b>TOTAL:</b>	<b>\$24,704,872</b>

## CASHFLOW NEEDS PROJECTION

ESTIMATED TOTAL PROJECT COSTS	2009-15	2016	2017	Total
Design	\$841,822*			\$841,822*
R-O-W	\$114,900*			\$114,900*
UPRR Permit	\$35,000*			\$35,000*
Utility Relocation			\$75,000*	\$75,000*
Construction		\$8,014,000	\$12,021,000	\$20,035,000
Const. Engineering		\$721,260	\$1,081,890	\$1,803,150
Contingencies		\$540,000	\$810,000	\$1,350,000
Temp Financing		\$180,000	\$270,000	\$450,000
<b>TOTAL</b>	<b>\$991,722*</b>	<b>\$9,455,260</b>	<b>\$14,257,890</b>	<b>\$24,704,872</b>
*Funding Expended and/or Currently Available				

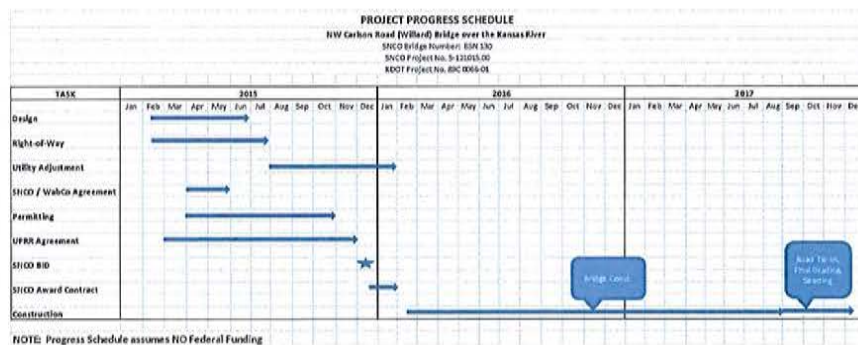
## POTENTIAL FUNDING STRATEGY

YEAR	AMOUNT (est)	FUNDING SOURCE	REPAYMENT SOURCE
2016	\$0.5M	Project Acct. Bal.	N/A
2016	\$10M	KDOT Advance	STE* (2017-2026)
2016	\$1-\$2M	PW391/Fed Exch. Funds/STE	N/A
2017	\$6-\$7M	CST** Excess	N/A
2017	\$1M	Wabaunsee Co.	N/A
2017	\$2-\$3M	PW391/Fed Exch. Funds/STE	N/A
2018 (if nec.)	\$2-\$3M	PW391/Fed Exch. Funds/STE	N/A

\*Sales Tax Extension

\*\*Current Sales Tax

## Project Schedule





QUESTIONS?

Amendment to Bylaws  
of  
Growth Organization of Topeka/Shawnee County, Inc.

The Bylaws of the Growth Organization of Topeka/Shawnee County, Inc. ("GO Topeka"), as previously amended, are amended as follows:

1. Bylaw Section 4.1 is deleted in its entirety and hereby replaced with the following paragraph:

4.1 Election. The Directors at the organizational meeting and at each successive annual meeting shall elect a Chairman of the Board, a Vice-Chairman, a President, a Secretary, a Treasurer, and, if desired, one or more Vice-Presidents. Any number of offices may be held by the same person. Officers need not be Directors.

2. Bylaw Section 6.1 is deleted in its entirety and hereby replaced with the following:

6.1 Finance. Prior to the commencement of each fiscal year, the Directors shall formulate a budget for the Corporation. The Directors shall also approve any Corporation account category or line item increased by Ten Percent (10%) or more. Notwithstanding the foregoing provisions of this Bylaw, the Directors, in their uncontrolled discretion, may set aside from time to time, out of the net profits or any surplus of the Corporation, such sum or sums as they deem expedient as a reserve fund for meeting contingencies, for maintaining any property of the Corporation, for attracting prospective businesses, and for any other purpose. This reserve shall not be subject to the Ten Percent (10%) notification requirement set forth above.

3. Bylaw Section 6.8 is deleted in its entirety and hereby replaced with the following:

6.8 Agreement with the Greater Topeka Chamber of Commerce. For purposes of operational and administrative efficiencies, the Corporation may enter into certain operational and/or administrative agreements with the Greater Topeka Chamber of Commerce. Such agreements may provide for (but shall not be limited to) the sharing of office space and resources. Such agreements may be amended from time to time, and shall be approved by a vote of the Directors.

4. Bylaw Section 7.1 is deleted in its entirety and hereby replaced with the following:

7.1 Power of Directors. The Bylaws of the Corporation may from time to time be repealed, amended or altered, or new Bylaws may be adopted, by the

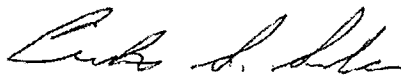
Directors, by unanimous written consent, or by two-thirds (2/3) votes of those present (assuming a quorum is present) at any annual, regular or special meeting thereof.

The foregoing amendments to the Bylaws of Growth Organization of Topeka/Shawnee County, Inc. were adopted by at least a two-thirds majority of the Boards of Directors of GO Topeka at a meeting held on August 7, 2015, for the purpose (among other things) of discussing and possibly amending the Bylaws, and at which a quorum of the GO Topeka Board was present.



Secretary, Growth Organization of  
Topeka/Shawnee County, Inc.

The foregoing amendments to the Bylaws of GO Topeka were ratified by at least a two-thirds majority of the Boards of Directors of The Greater Topeka Chamber of Commerce at a meeting held on October 16, 2015, for the purpose (among other things) of discussing and possibly ratifying such Bylaws, and at which a quorum of the Chamber Board was present.



Secretary, The Greater Topeka Chamber of  
Commerce



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TOPEKA, KANSAS

**BYLAWS OF  
GROWTH ORGANIZATION OF TOPEKA/SHAWNEE COUNTY, INC.**

**A Kansas Corporation Organized Under  
Articles of Incorporation Filed**

**1. OFFICES**

**1.1 Registered Office and Resident Agent.** The location of the registered office and the name of the resident agent in the State of Kansas shall be such as shall be determined from time to time by the Directors and be on file in the appropriate office of the State of Kansas pursuant to applicable provisions of the law. Other offices may be established from time to time by resolution of the Directors, but such office shall be located within Shawnee County, Kansas.

**2. CORPORATE SEAL**

**2.1 Corporate Seal.** If adopted by the Directors, the seal of the Corporation shall have inscribed thereon the name of the Corporation and the words "Corporate Seal - Kansas," and shall be in such form as may be approved by the Directors, who shall have power to alter the same at pleasure.

**3. MEMBERSHIP AND DIRECTORSHIP**

**3.1 Members and Directors.** The Directors of the Corporation shall constitute its membership. Any individual United States Citizen of legal age who resides or owns property or has significant business, professional or occupational interest, in Shawnee County, Kansas, may be a Director of the Corporation. Directorship in the Corporation shall be available without regard to race, religion, color, creed, or national origin.

**3.2 Number, Qualification and Term.** The business and affairs of the Corporation shall be managed by a Board of Directors, the minimum number of which shall be twenty (20) and the maximum number of which shall be thirty-five (35). The Board of Directors shall be made up of elected Directors and ex-officio Directors. The number of Directors may be varied from time to time between the minimum and maximum numbers by action of the Directors. The length of the term of directors shall be three years unless an individual is appointed to fulfill an unexpired term. Terms shall be divided as equally as possible into three different classes for purposes of staggering the Board. The Directors shall hold office for the length of their term or until their successors shall have been elected and shall qualify; however, no provision of this section shall be restrictive upon the right to remove Directors as is hereinafter provided.

The ex-officio Directors shall include the following:

1. President of the Growth Organization of Topeka/Shawnee County, Inc.;
2. President of the Greater Topeka Chamber of Commerce;

3. The Chairman of the Board of the Greater Topeka Chamber of Commerce;
4. The Mayor of the City of Topeka
5. The Chairman of the Shawnee County Commissioners or his/her County Commission designee;
6. One Topeka City Council Member to be appointed by the Mayor;
7. The Executive Director of Downtown Topeka, Inc.;
8. The President of the Metropolitan Topeka Airport Authority;
9. The City Manager of the City of Topeka

3.3 Vacancies: Vacancies on the Board of Directors may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director. If the Articles of Incorporation permit the election of Directors without written ballots, then the election of Directors to fill vacancies shall be without written ballots, unless requested by any Director. Each Director so elected shall hold office until his/her successor is elected at an annual or a special meeting of the Directors.

A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director, or if the Authorized number of Directors is increased, or if any Director or Directors elected shall refuse to serve. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board shall have power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his/her term of office.

The Directors may, at any time, by a majority vote of those entitled to vote, remove any Director with or without cause. Cause shall include, but not be limited to, missing fifty percent (50%) of the meetings during any calendar year or failing to abide by the ethical practices criteria adopted by the Board of Directors.

3.4 Place of Meetings. The meetings of the Directors shall be held at the principal offices of the Corporation in Topeka, Kansas, unless a different place, within Shawnee County, Kansas, is specified in the notice or waiver of notice of the meeting.

3.5 Annual Meeting. In the absence of a resolution of the Directors providing otherwise, the annual meeting of the Directors of the Corporation for the election of Directors and the transaction of such other business as may properly come before the meeting shall be held on a date and a time during the month of February determined by the Board.

3.6 Notice of Meeting. Written or printed notice stating the place, day and hour of the Directors' meeting and, in the case of a special meeting of Directors, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than sixty (60) days before the date of the meeting, personally, by facsimile, or by mail, by electronic transmission in the form consented to by the Directors by or at the direction of the president, the secretary, the Directors, or the officer calling the meeting, to each Director of record entitled to

vote at such meeting, except that if the statutes of the State of Kansas shall require a longer period of notice for the purpose for which the meeting is called, then such period of notice as specified by the Kansas law shall be given. If the notice is mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Director at his/her address as it appears on the books of the Corporation or such other address given by the Director to the Corporation for the purpose of notice, with postage thereon prepaid. Failure to deliver such notice or obtain a waiver thereof shall not cause the meeting to be lost, but it shall be adjourned by the Directors present for a period not to exceed sixty (60) days until any deficiency in notice or waiver shall be remedied.

3.7 Director's List. A complete list of the Directors entitled to vote at every meeting of the Directors, with the address of each, shall be prepared by the officer having charge of the corporate books, which shall be the Secretary, and shall be open, at the place where the meeting is to be held, for at least ten (10) days prior thereto and during the usual hours for business for the examination of any Director, and shall be produced and kept at the time and place the meeting is to be held during the whole time thereof for the inspection of any Director present. The original or duplicate Directors' list shall be the only evidence as to who are Directors entitled to examine such list, or the books of the corporation, or to vote in person, or by proxy, at such meeting. Failure to comply with the foregoing shall not affect the validity of any action taken at any such meeting. The original or duplicate Directorship list containing the names and addresses of the Directors, shall, at all times, during the usual hours of business, be open for examination of every Director at the Corporation's registered office.

3.8 Adjourned Meetings and Notice Thereof. Any Directors' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors, whether present in person or represented by proxy.

When any Directors' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, if the time and place thereof are announced at the meeting at which such adjournment is taken.

3.9 Quorum. A quorum of all meetings of Directors shall consist of a majority of the whole Board unless a greater number as to any particular matter is required by statute, by the articles of incorporation or by these Bylaws. Less than a quorum may adjourn the meeting successively until a quorum is present and no notice of adjournment shall be required. Whenever corporate action is to be taken by vote of the Directors, it shall, except as otherwise required herein, by law or by the Articles of Incorporation, be authorized by a majority of the votes cast at a valid meeting of Directors entitled to vote thereon.

3.10 Special Meetings. Special or regular meetings of the Directors may be called at any time by the president or by any Director, and may be held within or without the State of Kansas at such time and place as the Directors may determine, or as the notice or waiver thereof



may specify. Notice of such meetings may be mailed or faxed to the last known address of each Director at least three (3) days prior to the date fixed for the meeting. Special meeting of Directors may be held at any time that all Directors are present in person. Unless specifically required by law, the articles of incorporation of these Bylaws, neither the business to be transacted at nor the purpose of any special meeting of Directors need be specified in the notice or waiver of notice of such meeting.

3.11 Adjournment. A majority of the Directors present may adjourn any Directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the Board.

3.12. Committees of Officers and/or Directors. The Directors may designate, by resolution passed by a majority of the whole Board, one or more committees, each committee to consist of Directors, officers and/or other interested parties. The Directors may delegate to a committee such authority as the Directors deem appropriate and reasonable.

An executive committee consisting of the officers of the Corporation and up to three Directors (as appointed by the Board of this Corporation) shall hereby have the authority to manage the business and affairs of this Corporation between regularly scheduled meetings of the Board of Directors. Decisions of the executive committee shall be ratified by the Board of Directors at the next regularly scheduled meeting of the Directors.

3.13. Compensation. Directors shall serve without compensation for their services and status as Directors, but in the event of an extraordinary expense incurred by any Director, the board, at its discretion, may direct the Corporation to reimburse such expense. Nothing herein shall preclude a Director, who is also an employee of the Corporation, from being compensated for his or her services as an employee of the Corporation.

#### 4. Officers

4.1 Election. The Directors at the organizational meeting and at each successive annual meeting shall elect a Chairman of the Board, a Vice-Chairman, a President, a Secretary, a Treasurer, and, if desired, one or more Vice-Presidents; provided, however, that the Board of Directors for The Greater Topska Chamber of commerce must ratify all elected officers before such officers shall be qualified and authorized to serve. Any number of offices may be held by the same person. Officers need not be Directors.

4.2 Duties and Powers. All officers of the Corporation shall respectively exercise and perform such powers, duties, and functions as are provided by law and as are generally exercised by officers in corporate affairs, and as may be directed by the Directors, including the authority to execute instruments in the name of and on behalf of the Corporation.

4.3 Compensation. The officers shall serve without compensation for their services and status as Directors, but the Corporation may reimburse reasonable expenses incurred on its

behalf. Nothing herein shall preclude an officer, who is also an employee of the Corporation, from being compensated for his or her services as an employee of the Corporation.

4.4 Delegation of Duties. In the event of absence or inability of any officer to act, the Directors may delegate the power or duties of such officer to any other officer or Director whom they may select.

4.5 Bond. The Directors may, in their discretion, require any officer before entering upon his duties to furnish a bond in such amount and with such sureties as may be determined by the Directors.

4.6 Term and Removal. The term of each office shall be that of one year; provided, however, that a Chairman of the Board shall serve a term of one (1) year but no more than two (2) years in succession; and provided, further, that each elected officer of the corporation shall hold office until his successor is chosen and qualified, or until he resigns or is removed by the Directors, whichever occurs first. Any officer or agent may be removed by the Directors at a meeting called for that purpose whenever in their judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not, of itself, create contract rights.

## 5. INDEMNIFICATION

5.1 Indemnification. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that such person is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorney fees, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Corporation; and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.

5.2 No Presumption. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

### 5.3 Expenses.

a. To the extent that a Director, officer, employee or agent of a Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 5.1, or in defense of any claim, issue or matter therein, such Director, officer, employee or agent shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith, including attorney fees.

b. Expenses incurred by a Director, agent or officer in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, agent or officer to repay such amount if it is ultimately determined that such person is not entitled to be indemnified by the Corporation as authorized by this section. Such expenses incurred by employees may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

5.4 Authorization. Any indemnification under Section 5.1, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because such Director, officer, employee or agent has met the applicable standard of conduct set forth in Section 5.1. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

5.5 Not Exclusive. The indemnification and advancement of expenses provided by, or granted pursuant to these Bylaws shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any law, agreement, vote or disinterested Directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office.

5.6 Insurance. The Corporation shall purchase and maintain, directly or through the Greater Topeka Chamber of Commerce general liability insurance and/or insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of these Bylaws.

5.7 Continuing Effect. The indemnification and advancement of expenses provided by, or granted pursuant to, this section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

## 6. General

6.1 Finance. Prior to the commencement of each fiscal year, the Directors shall formulate a budget for the Corporation and the same shall be submitted to the Board of Directors for The Greater Topeka Chamber of Commerce for ratification. If any Corporation account, category or line item shall be increased by Ten Percent (10%) or more, the corporation shall notify the Board of Directors for The Greater Topeka Chamber of Commerce of such increase. X

Notwithstanding the foregoing provisions of this Bylaw, the Directors, in their uncontrolled discretion, may set aside from time to time, out of the net profits or any surplus of the Corporation, such sum or sums as they deem expedient as a reserve fund for meeting contingencies, for maintaining any property of the Corporation, for attracting prospective businesses, and for any other purpose. This reserve shall not be subject to the Ten Percent (10%) notification requirement set forth above.

6.2 Banking, Notes and Mortgages. The monies of the Corporation shall be deposited in the name of the Corporation in such banks, savings and loan associations, foundations, or trust companies as the Directors shall designate, and may be drawn out only in the name of the Corporation by such person or persons as the Directors by appropriate resolution may direct. Notes, mortgages and commercial paper, when authorized by the Directors, shall be signed in the name of the Corporation by such officer or officers or agent or agents as shall thereunto be authorized from time to time by the Directors.

6.3 Fiscal Year. The Corporation's fiscal year shall be a calendar year, ending on December 31, unless otherwise determined by resolution of the Directors. If the Corporation's fiscal year is changed, the officers shall promptly notify the Secretary of State and all other authorities necessary to effect the changes.

6.4 Interest of Directors or Officers. The Directors may, from time to time, adopt ethical practices criteria to govern the practices, interest or relationships of the officers and directors. X

6.5 Waiver of Notice. Whenever any notice is required to be given under the provisions of these Bylaws, the articles of incorporation, or of any law, a waiver thereof, if permitted by law, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when such attendance is for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6.6 Meetings by Conference Telephone. Unless otherwise restricted by law, Directors may participate in Corporation meetings by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in such manner shall constitute attendance at such meeting.



6.7 Action Without A Meeting. Nothing in these Bylaws shall be construed so as to prevent any action required or permitted to be taken at a regular or special meeting of the Directors of this Corporation, to be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

6.8 Agreement with the Greater Topeka Chamber of Commerce. For purposes of operational and administrative efficiencies, it is anticipated that the Corporation will enter into certain operational and/or administrative agreements with the Greater Topeka Chamber of Commerce. Such agreements may provide for (but shall not be limited to) the sharing of office space and resources. Such agreements may be amended from time to time, and shall be approved by a vote of the Directors.

6.9 Dissolution Distributions. Upon dissolution of the Corporation, after satisfaction of all obligations and debts of the Corporation, and to the extent not precluded by state or federal law, the Corporation shall distribute its remaining assets to those entities that have contributed or donated assets and/or money to the Corporation. The amount of each such distribution shall be proportional, calculated by considering what proportion the fair market value of each donation/contribution bears to the combined fair market value of all donations and contributions.

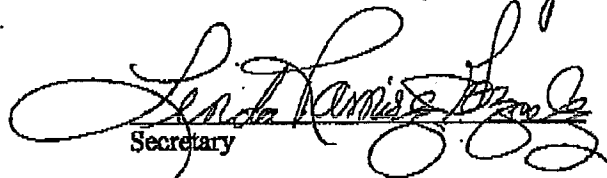
## 7. Amendment

7.1 Power of Directors. The Bylaws of the Corporation may from time to time be repealed, amended or altered, or new Bylaws may be adopted, by the Directors, by unanimous written consent, or by two-thirds (2/3) vote of those present (assuming a quorum is present) at any annual, regular or special meeting thereof. Provided, however, that repeal, amendment or

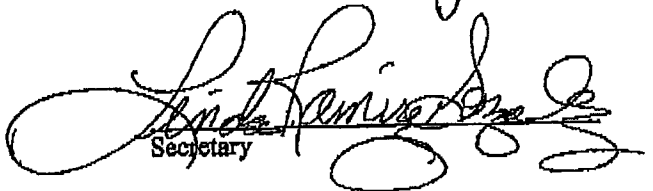
alteration of existing Bylaws, or the promulgation of new Bylaws, shall not be effective unless and until the same is ratified by the Board of Directors for The Greater Topeka Chamber of Commerce.

## CERTIFICATION

The foregoing Bylaws adopted by the Directors as of the 1<sup>st</sup> day of February 2000.

  
Secretary

2006<sup>6</sup> The foregoing Bylaws were revised by the Directors the 6<sup>th</sup> day of January

  
Secretary

PREPARED BY:

S. LUCKY DeFRIES, #9981  
Jeffrey A. WIETHARN, #15509  
COFFMAN, DeFRIES & NOTHERN  
A Professional Association  
534 South Kansas, Suite 925  
Topeka, KS 66603-3407  
785-234-3461

JEDO CONCERNS 2011/ and for 2012.

1. Amend GoTopeka contract to give PUBLIC Access to the records of GoTopeka Board, reports, minutes, organization budgets and their expenditures and salaries.
2. Make it clear in the contract( illegal anyway) to transfer money without a specific vote of JEDO and expressed authority in the contract to transfer money to Topeka Chamber of Commerce their owner, or it's assigns/ agents/or related organizations.
3. Set Bi-Monthly meetings of JEDO with ample public comments.
4. Competition( OPEN BID PROCESS) for the Disadvantaged funds of\$500,000 per year # 1, And the same open competition for the remaining \$4.5 million per year#2, of the Economic Development Sales Tax Dollars.
5. A complete break down in GoTopeka budget of exact monies to be spent, and for what. Not just one or 2 pages of vague and non-specific information. Ask questions @ JEDO meeting, on 12-5-11.
6. An end to out of state trips with government officials and GoTopeka in violation of KOMA, and a HUGE conflict of interest!
7. Make clear in contract that there will be NO involvement in ANY public elections at ANY level Period of ANY kind. (Violates their IRS Tax Exempt status anyway). That includes Topeka Chamber of Commerce who they are CO-MINGLING MONEY AND RESOURCES WITH. This will include Heartland Visioning which shares office/phones/communications with GoTopeka/ and their owner the Topeka Chamber of Commerce.(See Bylaws of GoTopeka).

Meeting: GO Topeka Board of Directors  
Place: Chamber Board Room  
Time: 7:30 a.m.  
Date: June 5, 2015

Present: Dan Beal, Don Beatty, Beth Anne Branden, Linda Briden, Jim Colson, Andy Corbin, Neil Fisher, Vince Frye, Scott Gales, Scott Griffith, Alonzo Harrison, Nathan Morris, Jerry Ney, Jim Parrish, Randy Peterson, Madan Rattan, Mark Ruelle, Scott Smathers, Allan Towle, Mick Urban, Keith Warta, Wendy Wells, Doug Wolff, Matt Rinehart, Mary Ann Anderson, Andrea Bailey, Molly Howey, Barbara Stapleton

7:32 a.m. – Scott Griffith began the meeting.

Motion to approve the consent agenda of the minutes from the May 1, 2015 board meeting and the financials for the period. Neil Fisher moved, Jim Parrish seconded. The motion carried.

Griffith gave an update on the organization change. The executive committee met again on Wednesday to discuss further the strategy going forward. The recommendation from the executive committees is to recruit a President & CEO of the Chamber and GO Topeka. The committees believe it is more productive, economic and fiscally responsible. Griffith stated the plan is to have a joint advisory board that the new President and CEO would report to. There is also discussion of adjusting the setup of the two organizations to better define their autonomy. Griffith shared there have been economic development professionals in the meetings to assist with the executive committee discussions and to share the industry standards with a search similar to this. There was discussion regarding the JEDO contractual obligations and their review process of economic development. Griffith discussed some of the attributes they will be looking for in a new President & CEO. It was suggested to review the bylaws, charters and other legal binding documents through this transition as well. There was discussion regarding the board members authority if a joint advisory board is formed. The main function of the joint advisory board is to have more clear oversight over the President & CEO position and to give the GO Topeka board more oversight. Griffith shared the executive committees for both boards have scheduled standing meetings throughout the rest of the year.

X Griffith informed the board that a complaint was filed with the attorney general's office regarding KORA. Jeff Wietharn gave an overview of the response with the status of why GO Topeka is not subject to KORA and the process that GO Topeka will now go through to respond to the complaint. GO Topeka has to have a response back to the attorney general's office by July 10th.

X Griffith stated an FBI agent has contacted Scott Smathers. Griffith shared that the agent informed Smathers that GO Topeka is not under investigation but he did have questions regarding the organization. Wietharn, Scott Smathers and Scott Griffith met with the agent. The questions being asked had to do with how GO Topeka makes decisions and he stated the questions were triggered through the 990. Wietharn stated that there was information shared with the agent about the conflicts policy that the board follows.

Griffith mentioned the email that he sent to the JEDO board to address the incorrect information that was stated by the public at the JEDO meeting on June 3rd.

Smathers stated there is review being done to create covenants for Kanza Fire Commerce Park. Smathers stated that GO Topeka has invited Mars to be a part of the conversation as to the covenants for Kanza Fire Commerce Park. Smathers stated that potentially the covenants could be done for the portion of the park that has not been established yet. There was discussion regarding Mars being recognized as plant of the year by Food Engineering magazine. Motion to formally and officially recognize the accomplishments of the Mars plant being named plant of the year by Food Engineering magazine as evidence of Topeka successes. Mark Ruelle moved, Allan Towle seconded. The motion carried. There was discussion about doing a resolution at a City Council meeting to give recognition of their accomplishment.



Smathers gave an overview of the infrastructure improvements that were done at Kanza Fire Commerce Park. Motion to approve the assignment of the gas line at Kanza Fire to One Gas per the contract signed in 2010. Allan Towle moved, Keith Warta seconded. The motion carried.

Smathers stated in interest of time the departmental and program slides would be emailed to the board members. Smathers also shared that they will keep the board informed on potential committees that could be created to assist in improving what GO Topeka is currently doing. Smathers stated they will partner with what Jay Garner's report and JEDO board share as would be best as well.

Smathers began an overview of the Project updates. Project Cedar details: The incentive would be \$102,000 for new jobs paid out over 5 years with no claw back, investment incentive for office space and equipment of \$167,000, training incentive of \$200,000 and infrastructure improvements in the amount of \$780,000. The new facility would be 80,000 square feet, 17 new employees over 5 years with employee retention of over 200. The average annual salary for the new jobs is \$80,000. Motion to approve the incentive of \$1.25 million as presented for Project Cedar. Wendy Wells moved, Jim Parrish seconded. The motion carried. Project Door is a new cabinets and doors company who is looking at an existing facility in East Topeka. The new employee count is 30-50, salary after 1 year \$12-\$13 per hour with full benefits. Motion to approve the \$100,000 incentive for Project Door. Mark Ruellé moved, Andy Corbin seconded. The motion carried. Smathers gave an overview of Project Point which is Alorica. They are doing a facility remodel which will include new employees. Motion to approve the proposed incentive of \$100,000 to reduce the threshold from 500 to 300 which would allow them to move their employment count from 150-300 with the possibility of a better contract. Allan Towle moved, Jim Parrish seconded. The motion carried. Smathers gave an overview of Project Sand [K.S.A. 45-221(a)(20)]

[REDACTED] Allan Towle moved, Jim Parrish seconded. The motion carried. Smathers discussed Project Mare [REDACTED] K.S.A. 45-221(a)(20) Smathers stated that Project Reef is a company [REDACTED] K.S.A. 45-221(a)(20) Smathers shared that Project Crescent is a company [REDACTED] K.S.A. 45-221(a)(20)

[REDACTED] Motions to authorize the executive committee for 60 days to move forward with the following three projects after details are received: Mare, Reef and Crescent. Andy Corbin moved, Don Beatty seconded. The motion carried.

Griffith touched on announcements and calendar events.

Meeting adjourned at 9:01 a.m.

Minutes taken by: Charles W. Bix

## AGENDA

GO Topeka Board of Directors

June 5, 2015 7:30 a.m.

1. 2 minutes – Approval of Consent Agenda
  - a. Minutes of the May 1, 2015 Board Meeting (Pgs. 2-3)
  - b. Financials (Pgs. 4-11)
2. 10 minutes – Organization Change and JEDO Items – Scott G.
  - a. Organization Change
  - b. JEDO Project Status
  - c. JEDO Email (Pgs. 12-14)
  - d. KORA Requests – Scott G./Scott S.
3. 5 minutes – FBI Discussion – Scott G./Scott S.
4. 3 minutes – Kanza Fire
  - a. Covenant Status – Scott S.
  - b. Gas Line Assignment & Bill of Sale Conveyance – Scott S. (Pgs. 15-19)
5. 30 minutes – Project Incentive Discussions – Scott S.
  - a. Project Cedar
  - b. Project Door
  - c. Project Point
  - d. Project Sand
  - e. Project Mare
  - f. Project Reef
6. 25 minutes – Project/Program Reports – Molly/Barbara/Glenda/Jennifer
  - a. New Business Status
  - b. Existing Business Status
  - c. EMBD Status
  - d. Fast Forward Status
7. 20 minutes – Existing & Possible GO Topeka Board Committees – Scott G./Scott S.
  - a. Existing: Executive, Finance Audit, Marketing, Military Council, Nominating, EMBD Council
  - b. Possible: Incentives, Economic Development Scope, Workforce, Business Recruitment
8. 1 minutes – NO board meeting in July, next board meeting is August 7<sup>th</sup>

## Upcoming Events:

1. June 6<sup>th</sup>, Fast Forward InsidersOUT – Germanfest, Sacred Heart Church, 5:00 – 10:00 p.m., 312 NE Freeman Ave
2. June 10<sup>th</sup>, Power Breakfast, Washburn University, Bradbury Thompson Alumni, 7:30 – 8:30 a.m., 1700 SW College Ave
3. June 16<sup>th</sup>, Business After Hours Housing & Credit Counseling, 5:00 – 7:00 p.m., 1195 SW Buchanan, #101
4. June 17<sup>th</sup>, Fast Forward Entrepreneur's & Ale, HHB BBQ, LLC, 5:00 – 7:00 p.m., 720 S Kansas Ave.
5. June 20<sup>th</sup> & 27<sup>th</sup>, Ice House Boot Camp, 9:00 a.m. – 1:00 p.m., Topeka Chamber, 2<sup>nd</sup> floor, 120 SE Sixth Ave, Ste 120
6. June 24<sup>th</sup>, Fast Forward Inspire Series Dinner Service, Topeka Rescue Mission, 5:00 – 7:00 p.m., 600 N Kansas Ave
7. July 9<sup>th</sup>, Fast Forward Insider Series, Topeka High School, 11:30 a.m. – 1:30 p.m., 800 SW 10<sup>th</sup> Ave
8. July 15<sup>th</sup>, Fast Forward Entrepreneur's & Ale, HHB BBQ, LLC, 5:30 – 7:00 p.m., 720 S Kansas Ave
9. July 21<sup>st</sup>, Business After Hours, The Floor Project, 5:00 – 7:00 p.m., 5930 SW 19<sup>th</sup> Terr, Ste A
10. July 22<sup>nd</sup>, Fast Forward Inspire Series Dinner Service, Topeka Rescue Mission, 5:00 – 7:00 p.m., 600 N Kansas Ave
11. July 23<sup>rd</sup>, Fast Forward Community Engagement, Juli's Coffee & Bistro, 5:00 – 7:00 p.m., 110 SE 8<sup>th</sup> Ave
12. July 30<sup>th</sup>, Fast Forward Networking Social, Topeka Zoo, 5:00 – 7:00 p.m., 635 SW Gage Blvd
13. August 4<sup>th</sup> – September 22<sup>nd</sup>, FastTrac New Venture, 5:30 – 8:30 p.m., Topeka Chamber, 2<sup>nd</sup> Floor, 120 SE Sixth Ave, Ste 120
14. August 7<sup>th</sup>, Fast Forward Golf Tournament & Fundraiser, Topeka Country Club, 10:30 a.m., 2700 SW Buchanan



## NEXT MEETING: NO MEETING IN JULY

PT's Coffee Roasting Co. keeps the Greater Topeka Chamber staff and volunteers perked up and motivated through a generous supply of donated coffee beans.  
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## AGENDA

GO Topeka Board of Directors

August 7, 2015 7:30 a.m.

1. 5 minutes – Introduction and Welcome of New Board Member Jeff Coen – Scott Griffith
2. 2 minutes - Minutes of the June 5, 2015 Board Meeting (Pgs. 2-3)
3. 5 minutes - Financials
  - a. Financials – Keith Warta/Brad Owen (Pgs. 4-19)
4. 5 minutes – Heartland Visioning
5. 40 minutes – Organization Changes and JEDO Items – Scott G./Scott S.
  - a. Bylaw Changes
  - b. Minutes Process and Posting
  - c. Meeting Process
  - d. AG Response
  - e. KORA Requests
  - f. Focus Group Meetings
  - g. Shared Services
  - h. Action Plan & Budget
  - i. Joint Communications Plan
6. 1 minutes – Mid America Angels Investor Meeting – Scott S.
7. 5 minutes – Mars 10% Property Tax Abatement Payment – Scott G./Scott S. (Pg. 20)
8. 20 minutes - Project/Program Reports – Molly/Barbara/Glenda/Jennifer
  - a. Project Approvals & Contracts
  - b. New Business Status
  - c. Existing Business Status
  - d. EMBD Status
  - e. Fast Forward Status
  - f. Expedition Topeka, October 8-9, 2015
9. 3 minutes – Existing & Possible GO Topeka Board Committees – Scott G./Scott S.
  - a. Existing: Executive, Finance/Audit, Marketing/Communications, Military Council, Nominating, EMBD Council
  - b. Possible: Strategic Planning/Continuous Improvement, Policies/Procedures
10. 1 minute – JEDO Board Meeting, Wednesday, September 9<sup>th</sup>

## Upcoming Events:

1. Aug. 7<sup>th</sup>, Fast Forward Golf Tournament & Fundraiser, Topeka Country Club, 10:30 a.m., 2700 SW Buchanan
2. Aug. 11<sup>th</sup>, EMBD FastTrac New Venture, Chamber Board Room, 5:30 -8:30 p.m., 120 SE 6<sup>th</sup> Ave
3. Aug. 13<sup>th</sup>, EMBD Lunch & Learn, "Put Topeka on the Map with Google", 11:30 a.m. – 1:00 p.m., Chamber Board Room, 120 SE 6<sup>th</sup> Ave
4. Aug. 18<sup>th</sup>, Business After Hours, Ramada Convention Center, 5:00 – 7:00 p.m., Ramada Convention Center, 420 SE 6<sup>th</sup> Ave
5. Aug. 19<sup>th</sup>, Fast Forward Entrepreneur's & Ale, 5:30 – 7:00 p.m., HHB BBQ, LLC, 720 S Kansas Ave
6. Aug. 20<sup>th</sup>, Fast Forward Networking Social, 5:00 – 7:00 p.m., Premier Employment Solutions, 5840 SW Huntoon St.
7. Aug. 25<sup>th</sup>, EMBD FastTrac New Venture, Chamber Board Room, 5:30 -8:30 p.m., 120 SE 6<sup>th</sup> Ave
8. Aug. 26<sup>th</sup>, EMBD Breakfast Buzz, The Five Ways to Double Your Business Profits, 7:30 – 9:00 a.m., 420 SE 6<sup>th</sup> Ave
9. Aug. 26<sup>th</sup>, Fast Forward Inspire Series Dinner Service, 5:00 – 7:00 p.m., Topeka Rescue Mission, 600 N Kansas Ave
10. Aug. 27<sup>th</sup>, EMBD Lunch & Learn, "Put Topeka on the Map with Google", 11:30 a.m. – 1:00 p.m., Chamber Board Room, 120 SE 6<sup>th</sup> Ave
11. Sept. 1<sup>st</sup>, EMBD FastTrac New Venture, Chamber Board Room, 5:30 -8:30 p.m., 120 SE 6<sup>th</sup> Ave
12. Sept. 3<sup>rd</sup>, Operation Backpack, 5:30 p.m., Lyman Learning Center, 2032 N Kansas Ave



## NEXT MEETING: September 4, 2015, Chamber Board Room

PT's Coffee Roasting Co. keeps the Greater Topeka Chamber staff and volunteers perked up and motivated through a generous supply of donated coffee beans.

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Meeting: GO Topeka Board of Directors  
Place: Chamber Board Room  
Time: 7:30 a.m.  
Date: August 7, 2015

Present: Bob Archer, Dan Beal, Don Beatty, Brent Boles, Beth Anne Branden, Linda Briden, Jeff Coen, Andy Corbin, Neil Fisher, Scott Gales, Scott Griffith, Alonzo Harrison, Kurt Kuta, Jim Parrish, Randy Peterson, Madan Rattan, Mark Ruelle, Scott Sniathers, Brian Threadgold, Allan Towle, Mick Urban, Wendy Wells, Mayor Larry Wolgast, Andrea Bailey, John Hunter, Kristen Brunkow, Glenda Washington, Mary Ann Anderson, Brad Owen, Barbara Stapleton

7:32 a.m. – Scott Griffith began the meeting.

Griffith welcomed new board member Jeff Coen to the GO Topeka board of directors.

Motion to approve the minutes from the June 5, 2015 meeting. Jim Parrish moved, Neil Fisher seconded. The motion carried.

Brad Owen gave an overview of the financials for the periods of May and June. Motion to approve the financials as presented. Don Beatty moved, Mark Ruelle seconded. The motion carried.

John Hunter gave an overview of the purpose, process and objectives of Heartland Visioning.

Griffith presented an amendment to the bylaws for the Growth Organization of Topeka/Shawnee County, Inc. The changes to the bylaws will remove reference to the Greater Topeka Chamber of Commerce board in participation in the governing body of GO Topeka. Bylaw sections 4.1, 6.1, 6.8 and 7.1 were amended. Motion to approve the amendment to the GO Topeka bylaws as presented. Mark Ruelle moved, Brian Threadgold seconded. The motion carried. This change to the bylaws will also require the approval of the Topeka Chamber board.

Griffith requested board discussion on our minutes and meeting process. Discussion followed with consensus that Board minutes could be more concisely written and that the Board agenda could be adjusted/modified to enable the minutes to be released if we so choose, without risk of releasing confidential information. Griffith stated the executive committee will continue to review and discuss the process going forward.

Griffith shared the attorney general response was submitted on July 9th by GO Topeka regarding whether or not GO Topeka is subject to Kansas Open Records Act (KORA). The Attorney General's decision is pending.

Griffith wanted the Board to be aware the staff has been working a lot on responding to KORA requests by members of the public. Although we do not consider ourselves to be a public entity that is generally subject to KORA, we do try to respond to inquiries from the public regarding the expenditure of tax dollars.

Griffith gave details of the focus group meetings being held for Garner Economics who is completing the RFP on behalf of JEDO. There is a listening session being held on Wednesday, August 19<sup>th</sup> at the Heritage Hall at Kansas Expocentre.

Griffith discussed the shared services agreement between GO Topeka and the Topeka Chamber. The agreement provides for GO Topeka reimbursing the Topeka Chamber for portions of specific salaries and positions and portions of certain expenditures that GO Topeka pays directly but the services are shared. The shared services agreement is being reviewed by the executive committee. There is also discussion about changing the reimbursement process to make payments directly to the services company from GO Topeka rather than reimbursing the Chamber for those services.

Griffith stated the GO Topeka staff and board will go through the calendar process of preparing a budget and strategic plan for 2016. The process will take the JEDO report being done by Garner Economics and the hiring of the new CEO into consideration. The budget and plan will be presented to the board in October or November.



Griffith shared with the Board that a committee is working to put together a communications plan for both GO Topeka and the Topeka Chamber.

Griffith updated the board on the CEO executive search. Waverly Partners has been hired to begin the executive search. A search committee has been put together and includes; Brent Boles, Scott Griffith, Wendy Wells, Janet Stanek, Aaron Classi, Eugene Williams and Paul Bossert. Waverly has been meeting with the search committee, board members and staff to work to get the position profile complete. Motion to authorize the GO Topeka executive committee to work jointly with the Topeka Chamber executive committee to complete negotiations and terms of the offer for the new CEO and bring the recommendation back to the GO Topeka board for approval. Mark Ruelle moved, Jim Parrish seconded. The motion carried.

Smathers touched on the Mid America Angels Investor meeting to be held on September 10th here at the Topeka Chamber. There will be a local company and another company from Kansas City presenting their projects at this meeting.

Smathers stated that per the incentive agreement with Mars 10% of their property tax abatement will be paid back to GO Topeka annually. These funds are restricted and set aside each year for the city to build a new fire station for the industrial parks. If the city does not want to change the current fire station setup the funds will be allocated to the improvements to the Kanza Fire Commerce Park. Motion to allocate the funds to a restricted account to be held for the City if they choose to improve fire protection or the funds be used for public improvements of Kanza Fire Commerce Park. Allan Towle moved, Neil Fisher seconded. The motion carried. Bob Archer voted no.

Smathers gave an update of the announced projects. Koch & Co, Alorica, FHLB and Mars. Smathers touched on the cash availability. Smathers highlighted the new business activity; community videos, marketing and website, Project Door, Project Wildcat and Kanza Fire signage. Barbara Stapleton touched on existing business projects; USCG change of command, tours at several local manufacturers, Lean Six Sigma class, project wins, North Topeka Business Alliance, audits being completed. Stapleton touched on workforce development projects; Community on poverty, meetings with USD 437 and 501 with manufacturers in the classroom, facilitate meetings with Washburn Tech and Westar regarding the Advanced Systems Technology program, marketing efforts with Washburn Tech to recruit and enroll students in the Railroad Diesel Technology program and USD 501 Education Summit. Washington gave a brief quarterly overview and touched on EMBD projects; EMBD Annual Conference, Women's Awards Reception, New Venture & Growth Venture Workshops, Small Business Saturday, Accounting/Finance Lunch and Learn Workshops and strategic planning. Smathers touched on Fast Forward events; FF annual golf tournament, Entrepreneurs & Ale, Networking Social, TEDxTopeka, TCTA on December 8th.

Smathers stated the Expedition Topeka event that will be held October 8th & 9th and the Business to Business Expo event that will be held on October 27th.

Griffith stated the next JEDO meeting to be held on September 9th.

Griffith reminded the board that the executive committee is looking to develop new standing committees to perform work on behalf of the board.

Griffith referred board to announcements and calendar events listed on the agenda.

Meeting adjourned at 9:01 a.m.

Minutes taken by:

Charles M. Balf



## AGENDA

GO Topeka Board of Directors  
September 4, 2015 7:30 a.m.

1. 3 minutes - Approval of Consent Agenda
  - a. Minutes of the August 7, 2015 Board Meeting (Pgs. 2-3)
  - b. Financials (Pgs. 4-10)
2. 10 minutes - Adjourn to Executive Session
3. 5 minutes - Reconvene board meeting and take actions if appropriate
4. 30 minutes - Organization Changes and JEDO Items - Scott G./Scott S.
  - a. Minutes Process and Posting
  - b. Meeting Process
  - c. New Action Plan Considerations
  - d. Industrial Park Option
  - e. Shared Services
  - f. Veterans Considerations
5. 25 minutes - Project/Program Reports - Molly/Barbara/Glenda/Jennifer
  - a. Contracts (Pgs. 11-23)
  - b. New Business Status
  - c. Existing Business Status
  - d. EMBD Status
  - e. Fast Forward Status
  - f. Expedition Topeka, October 8-9, 2015
6. 15 minutes - Existing & Possible GO Topeka Board Committees - Scott G./Scott S.
  - a. Existing: Executive, Finance/Audit, Marketing/Communications, Military Council, Nominating, EMBD Council
  - b. Possible: Strategic Planning/Continuous Improvement, Policies/Procedures, Projects/Incentives
7. 1 minute - JEDO Board Meeting, Wednesday, September 9<sup>th</sup>

## Upcoming Events:

1. Sept. 8<sup>th</sup>, EMBD FastTrac New Venture, Chamber Board Room, 5:30-8:30 p.m., 120 SE 6<sup>th</sup> Ave
2. Sept. 9<sup>th</sup>, Chamber Power Breakfast, Valeo Behavioral Health Care, 7:30 - 8:30 a.m., 5401 SW 7<sup>th</sup> St.
3. Sept. 14<sup>th</sup>, EMBD FastTrac Growth Venture, Topeka & Shawnee County Public Library, 5:30 - 8:30 p.m., 1515 SW 10<sup>th</sup> Ave
4. Sept. 15<sup>th</sup>, EMBD FastTrac New Venture, Chamber Board Room, 5:30-8:30 p.m., 120 SE 6<sup>th</sup> Ave
5. Sept. 15<sup>th</sup>, Business After Hours, Washburn University, 5:00 - 7:00 p.m., 1700 SW College Ave
6. Sept. 16<sup>th</sup>, Fast Forward Entrepreneur's & Ale, 5:30 - 7:00 p.m., HHB BBQ, LLC, 720 S Kansas Ave
7. Sept. 23<sup>rd</sup>, Fast Forward Inspire Series Dinner Service, 5:00 - 7:00 p.m., Topeka Rescue Mission, 600 N Kansas Ave
8. Sept. 24<sup>th</sup>, Fast Forward Networking Social, Ryan Mohwinkle State Farm, 5:00 - 7:00 p.m., 5855 SW 29<sup>th</sup> St.
9. Sept. 29<sup>th</sup>, 6<sup>th</sup> Annual EMBD Small Business Conference - The Entrepreneurial Spirit, 8:00 a.m.-1:00 p.m., Ramada Topeka Downtown
10. Oct. 1<sup>st</sup>, Operation Backpack, Lyman Learning Center, 5:30 p.m., 2032 N Kansas Ave



## NEXT MEETING: October 2, 2015, Chamber Board Room

PT's Coffee Roasting Co. keeps the Greater Topeka Chamber staff and volunteers perked up and motivated through a generous supply of donated coffee beans.

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From: Griffith, Scott

Sent: Wednesday, May 20, 2015 3:10 PM

To: 'Larry Wolgast'; 'jcoen@topeka.org<mailto:jcoen@topeka.org>';

'sclear@topeka.org<mailto:sclear@topeka.org>';

'jschumm@topeka.org<mailto:jschumm@topeka.org>';

'bjensen@topeka.org<mailto:bjensen@topeka.org>'; 'khillier@topeka.org<mailto:khillier@topeka.org>';

'sortiz@topeka.org<mailto:sortiz@topeka.org>';

'mdelaisla@topeka.org<mailto:mdelaisla@topeka.org>';

'eschwartz@topeka.org<mailto:eschwartz@topeka.org>';

'rharmon@topeka.org<mailto:rharmon@topeka.org>';

'bob.archer@snco.us<mailto:bob.archer@snco.us>';

'shelly.buhler@snco.us<mailto:shelly.buhler@snco.us>';

'kevin.cook@snco.us<mailto:kevin.cook@snco.us>'

Cc: 'Scott Smathers'

Subject: Public comments directed toward GO Topeka

JEDO Board members,

During our most recent JEDO meeting held on May 13th, there were several statements, accusations or inferences made during public comment that I either didn't take the opportunity or didn't have the opportunity to refute, thus the purpose of my email to you today. As accurately as possible I will re-state what I/we heard during public comment to be followed by my response.

1. An accusation was made that private and public monies are co-mingled – This is patently false and untrue. Funds that GO Topeka receives from our investors are completely segregated in separate bank accounts, are accounted for separately and are not co-mingled with funds from public or other sources.

2. It was implied that the Banks with whom GO Topeka maintains depository accounts is somehow inappropriate – the implication doesn't make any sense. All business organizations need to maintain bank accounts in order to operate. Funds are held at several financial institutions in checking accounts, repurchase agreements, certificates of deposit and money market funds consistent with prudent business practices.

3. An accusation was made that GO Topeka does not manage their finances in an ethical and honest manner – This is patently false and untrue. To enhance internal controls and cost efficiency, most of our financial accounting is outsourced to Mize Houser and Company, a large CPA firm headquartered in Topeka.

a. They assist with the day to day requirements of maintaining our financial records.

b. They advise Go Topeka on appropriate processes and procedures regarding internal controls and financial reporting matters.

c. On a very timely basis they produce our monthly financial reports including a balance sheet, income statement and a schedule of our committed and/or pending incentive offers and site expenditures.

In addition, the Go Topeka Board has an audit committee made up of Board members that engages another outside audit firm to annually perform an independent audit of the financial statements of Go Topeka. The Audit Committee meets with the independent auditors and discuss various financial

accounting, reporting and internal control matters. During the last three years Mayer Hoffman McCann, P.C. has been our independent outside auditor. Mayer Hoffmann McCann presented GO Topeka's 2014 audit to JEDO on May 13th.

4. A statement was made that City Attorney, Chad Sublet made a statement during a neighborhood meeting that GO Topeka is subject to the Kansas Open Records Act (KORA). This is not correct. Our attorney, Jeff Wietharn, contacted Mr. Sublet to find out if this statement was true. Mr. Sublet said he did not express a legal opinion about GO Topeka in the neighborhood meeting. Mr. Sublett said he probably said something to the effect that a KORA request can be sent to anyone, but that there are numerous exceptions and exclusions.

GO Topeka is an independent contractor of JEDO, and is governed by private citizens. It does receive public funds so it is required under a provision of KORA (KSA 45-240) to account for those in the manner required by JEDO.....which we do. However, relying in good faith on Attorney General materials, opinions, and the statutes, including KSA 45-217(f)(2) stating that an entity does not become a public entity solely by virtue of the fact that it receives public funds, GO Topeka believes it is not generally subject to KORA requirements. JEDO, by comparison, is subject to KORA as an entity made up of two public agencies/elected officials. That said, in addition to all of the reporting provided to JEDO on a regular basis, GO Topeka does provide a lot of other material to the public in a manner similar to the KORA process.

5. A statement was made that GO Topeka agreed to be subject to KORA in our proposal submitted to JEDO in response to their RFP. This is not correct. The following is what was stated in our proposal to JEDO. "GO Topeka strongly believes accountability to the governing body is critical when the use of public funds is involved. As outlined in the proposal, it is expected that JEDO will receive regular reports including the accounting for the use of public funds. All records and reports submitted to JEDO by GO Topeka are expected to be subject to the Kansas Open Records Act. Submission of this proposal and any contract that would result from this RFP and proposal are not intended to redefine Growth Organization of Topeka and Shawnee County (GO Topeka) as a public entity."

6. It was implied that GO Topeka is doing something wrong by engaging and paying for the services of Shawnee County area businesses who may also be investors in our organization. The implication we are doing something wrong or nefarious is ridiculous. We do business with investors and non-investors alike. When the size of a project is warranted we will obtain competitive bids. Other factors, however, may lead us to a particular firm. For example, we recently used Avalanche Consulting for our Target Market Study because it was an update of a report they completed for us previously and not a new study. This saved GO Topeka approximately \$60,000.

We are proud and feel very fortunate to have more than 120 individuals and businesses who made multi-year financial pledge commitments to GO Topeka. These local individuals and companies are contributing more than \$700,000 annually to GO Topeka over a five year period from 2013 to 2017. These investors believe in our community, acknowledge that a lot of great economic development work has been completed by GO Topeka during the last 10 years or so and further recognize that economic development is critical to our long term health and wellbeing as a community.

Eliminating companies who are investors from competing for or doing work for GO Topeka would



ultimately move much of our business to companies outside of Topeka & Shawnee County. We don't think that is in our community or our best interest.

7. A statement was made that GO Topeka should release our minutes. Because we are not generally subject to KORA we are not required to release our minutes, which may contain confidential information relating to prospects, projects and/or incentive packages we may be considering. No economic development organization that we know of releases confidential prospect or project information. If we did not maintain confidentiality prospects, site consultants, and existing companies would no longer work with us.

8. A statement was made that GO Topeka needs to let people know how it is spending tax payer sales tax money. Again, this statement doesn't make sense in light of all the GO Topeka's reporting to JEDO. GO Topeka has met all reporting requirements as set forth in the contract with JEDO and has obtained their approval for specific incentive packages when requested. JEDO approves GO Topeka's annual budget and business plan (a copy of our 2015 plan/budget is attached for your reference), we present progress reports quarterly, we obtain an independent audit of our financials annually and any significant item not budgeted must be approved by JEDO. These reports are found on the GO Topeka, City and/or County websites.

Thank you.

Scott Griffith  
GO Topeka Board Chair

## ASSIGNMENT AND BILL OF SALE CONVEYANCE

STATE OF KANSAS            )  
                                  ) ss:  
COUNTY OF SHAWNEE    )

### KNOW ALL MEN BY THESE PRESENTS:

THAT Growth Organization of Topeka/Shawnee County, Inc., a Kansas nonprofit corporation (hereinafter referred to as "Assignor", for and in consideration of the sum of Ten and No/100 Dollars (\$10.00) cash in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has and by these presents does hereby grant, convey, sell, bargain, assign, transfer, deliver and set over unto Kansas Gas Service, a division of ONE Gas, Inc., an Oklahoma corporation (hereinafter referred to as "Assignee"), all of Assignor's rights, titles and interests in and to the Pipeline and all parcels of real property, fixtures, leases of real property, easements, rights-of-way, tenements, rights of egress and ingress, as set forth on Exhibit "A", attached hereto and made a part hereof; and all other rights relating to, or arising from such Pipeline (hereinafter collectively referred to as the "Property").

### TO HAVE AND TO HOLD THE PROPERTY UNTO ASSIGNEE AND ITS SUCCESSORS AND ASSIGNS FOREVER.

This Assignment is subject to the terms and conditions of that certain unrecorded Addendum to Agreement (the "Agreement") dated March, 12, 2013, by and between Assignor and Assignee. In case of conflict between the terms and provisions of this Assignment and the terms and provisions of the Agreement, the Agreement shall control. All capitalized terms not otherwise defined herein shall have the meanings respectively ascribed to them in the Agreement.

With respect to pipeline easements, rights of way, licenses and land use permits included as part of the Property or used by the Assignor (collectively, the "Easements"), the Assignor has (i) title to or interest in the Easements free and clear of all liens and claims of those claiming by, through, or under Assignor and not otherwise and (ii) title to or interest in the Easements sufficient to enable the Assignor to use and operate its Property in the manner used and operated by Assignor immediately prior to closing, without interference by third parties arising from defects in title.

No particular meaning shall be indicated or implied by the use of the words "grant," "convey," "sell," "bargain," "assign," "transfer," "deliver," or "set over," or any of them, or any other words of similar import used in this Assignment for the purposes of federal, state and local tax laws and regulations, and Assignor and Assignee reserve all rights with respect to any exemptions, exclusions, deductions and credits allowable thereunder.

References in Exhibit "A" to instruments on file in the public records are made for all purposes, including, but not limited to, the incorporation by reference of the description of each tract or parcel of land more particularly described therein. Unless otherwise provided, all recording references in Exhibit "A", if any, are to the record of the Register of Deeds of Shawnee County, Kansas. Reference in this Assignment or in Exhibit "A" to contracts, agreements, burdens, encumbrances of other matters shall not create nor constitute a recognition of any rights in third parties or any extensions of any rights which may currently exist.

Should any of the Property be subject to a valid consent to assign or other restriction on transfer as to which the assignment hereunder would be a breach of such obligation or result in the termination of any such Property, then such Property shall be deemed not transferred hereunder unless and until such consent or other restriction is obtained or waived from or by the third party having such right.

This Assignment shall inure to the benefit of Assignor and Assignee and each of their respective successors and assign. The effective date of this Assignment (the "Effective Date") shall be 7:00 a.m. C.S.T. on the \_\_\_\_\_ of \_\_\_\_\_, 2015.

IN WITNESS WHEREOF, the undersigned have caused this Assignment to be executed in multiple originals as of the Effective Date set forth above.

**ASSIGNOR:**

**GROWTH ORGANIZATION OF  
TOPEKA/SHAWNEE COUNTY, INC.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**ASSIGNEE:**

**KANSAS GAS SERVICE, A DIVISION OF  
ONE GAS, INC.**

By: \_\_\_\_\_ *JPO*  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**SIGNATURE PAGE TO ASSIGNMENT**

STATE OF KANSAS            )  
  ) ss:  
COUNTY OF JOHNSON        )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2015, before me personally appeared \_\_\_\_\_, \_\_\_\_\_ of Growth Organization of Topeka/Shawnee County, Inc., known to me to be the person who executed the foregoing instrument on behalf of Growth Organization of Topeka/Shawnee County, Inc., and acknowledged to me that he executed the same in the capacity and for the consideration and purposes therein stated and as the free act and deed of Growth Organization of Topeka/Shawnee County, Inc.

Notary Public: \_\_\_\_\_ My Appointment Expires: \_\_\_\_\_

STATE OF KANSAS            )  
  ) ss:  
COUNTY OF JOHNSON        )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2015, before me personally appeared \_\_\_\_\_, \_\_\_\_\_ of Kansas Gas Service, a division of ONE Gas, Inc., known to me to be the person who executed the foregoing instrument on behalf of Kansas Gas Service, a division of ONE Gas, Inc., and acknowledged to me that he executed the same in the capacity and for the consideration and purposes therein stated and as the free act and deed of Kansas Gas Service, a division of ONE Gas, Inc.

Notary Public: \_\_\_\_\_ My Appointment Expires: \_\_\_\_\_



**GO Topeka, Inc.**  
**Proposed Personal Property Policy**

**Current Capitalization Policy Language-**

CAPITALIZATION LIMIT – Capitalization limit is the dollar figure under which an item is expensed in the period purchased and/or capitalized and depreciated according to its useful life. It is the policy of GO Topeka to expense assets in the period purchased if these assets cost \$2000 or less individually. Assets costing in excess of \$2000 individually will be capitalized and depreciated according to its useful life.

**Proposed Personal Property Policy Language-**

The following describes GO Topeka's policy regarding personal property.

**Property and Equipment**

It is the policy of GO Topeka to expense assets in the period purchased if these assets cost \$2000 or less individually. Assets costing in excess of \$2000 individually will be capitalized and depreciated according to its useful life.

Assets generally having a useful life of greater than one year and a value of greater than \$1000 have an identification tag indicating ownership by GO Topeka. Assets no longer used in the operation of GO Topeka are either put in storage, sold or donated to charitable organizations. Management documents the disposal of such assets by completing an asset disposal form, indicating the method of disposal and approval by two individuals. Any funds received are credited to the bank account from which the assets were originally purchased. If the original purchase is not reasonably determinable, proceeds are credited to public fund accounts.

**Supplies**

Supplies include stationary, paper and other office products used in the ordinary course of business. Such items are recorded as expense when purchased, but may be included as prepaid expenses if significant at the end of the fiscal year. Management maintains an inventory of supplies if they are individually greater than \$1,000.

*Feb 28 2015*

next event. Morris also shared with completing the TED training, Topeka is now able to do other events including corporate conference events and teaming up with high schools and the University for public speaking Events. Morris stated at the training many of the folks there commented on how impressive and successful our event was for reaching out to local speakers and community commitment.

Kinsinger discussed the proposed Personal Property Policy. Kinsinger stated in the contract with JEDO, GO Topeka is required to take inventory annually of assets purchased with public dollars. Kinsinger stated the policy we currently follow is the Capitalization Policy. Kinsinger stated with new staff it was advised to do a new Personal Property Policy with more structured guidance. The proposed policy would still adhere to the current capitalization policy language but the proposed policy also includes documenting of assets with value more than \$1,000. If assets over \$1,000 are no longer used in the operation of GO Topeka then those assets are to be: put in storage, sold or donated to charitable organizations. Two members of management will approve the disposal method by completing an asset disposal form. Kinsinger stated any funds received in disposal will be put back into the public or private account and if that cannot be determined it will be put in the public account. Towle made a recommendation to add to the policy that if the property asset has no value or is obsolete that it can just be disposed of as well. Motion to approve the proposed Personal Property policy with the recommendation to add the ability to dispose of an asset that has no value or is obsolete. Allan Towle, moved and Jim Parrish seconded. The motion carried.

Kinsinger discussed the Financial Services Summit. Kinsinger noted with the Target Market Study update it shows extreme growth in the financial services sector. Kinsinger stated that staff recently had a meeting at Security Benefit with the Insurance commissioner and the summit planning committee to discuss and begin to plan the summit. There was discussion on focusing on the following: regulatory and taxation environment, educational curriculum needs and quality of life improvement. Kinsinger stated the outcome is to assist with helping the financial service sector to thrive and prosper in Topeka. Kinsinger stated the tentative date for the summit is September 23, 2015.

Griffith introduced the JEDO RFP. Griffith stated the decision to complete a RFP was based on discussion made by Richard Harmon at the February 11, 2015, JEDO board meeting. There was a Public Forum held on March 11, 2015, where JEDO board members heard from the public. There was a meeting then held on March 25<sup>th</sup> with a draft RFP submitted. Griffith stated the proposals will address: the vision and mission, strategies, measurements, incentives, organization, marketing and communication. Griffith shared this will help to assure we are moving forward in the right direction.

Curtis Sneden gave an overview of the Urban Opportunity Zone. Sneden stated there is a rural opportunity program that is currently done through the state. Sneden shared the Governor suggested creating an idea of urban opportunity zones and expand on the program. This bill would take the program and add in zip codes in urban areas so people who move in from out of town to those zip codes could benefit from assistance with student loan debt payoff or tax credits for living in the area. Sneden stated after review there is work to amend the bill to include more zip areas to include the downtown Topeka area as well. The bill number is 2406.

Kinsinger discussed the Mid-America Angels Investor Program. Kinsinger shared they currently have 120 investors in the Kansas City area. They are interested in potentially forming a branch in the Topeka area. The first meeting was held March 20<sup>th</sup> with over 24 potential investors who attended. Kinsinger shared there were people who could not attend and they will be holding a second meeting on May 1<sup>st</sup>, from 11:00 a.m. - 1:00 p.m. in the Topeka Chamber board room.

Griffith discussed the Topeka Center for Advanced Learning & Careers. The next meeting is April 28<sup>th</sup> from 11:00 a.m. - 1:00 p.m. at the Bartlett & West offices.

Griffith introduced the City Charter Ballot Proposition. Sneden gave an overview of the city charter resolution that will change the Mayor's role on the governing body. If the ballot measure is approved, the mayor will be able to vote on every matter presented to the governing body unless it's an ordinance that state law gives the mayor the right to veto.

Griffith shared that the Inter-City Benchmarking Exchange trip will be August 26-28 to Lexington, KY.

Griffith made note of the State of the Community luncheon event on April 16<sup>th</sup> at the Topeka Capitol Plaza from 11:30 a.m. - 1:30 p.m.

Howey touched on the next Investor briefing that will be held at The Dillon House on M<sup>th</sup>

Meeting adjourned at 9:01 a.m.

Minutes taken by:

March 6 2015

involved in  
election  
mayor

**Go Topeka, Inc.**  
**Committed/Pending Incentive Offers and Site Expenditures**  
**March 31, 2015**

	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>THEREAFTER</u>	<u>Totals</u>
Cash:						
Committed - Performance Based:						
Alorica	90,000	90,000	90,000	90,000		360,000
Big Heart Pet	88,000					88,000
Big Heart Pet 2	31,500	31,500				63,000
Big Heart Pet 2		150,000				150,000
PTMW	150,000					150,000
Yantra	10,000	10,000	10,000	10,000	60,000	100,000
Terminex	21,600	6000	3600	1800		33,000
Goodyear	6,000					6,000
Mars Escrow - Employment Incentive	478,125					478,125
Total Committed - Performance Based	875,225	287,500	103,600	101,800	60,000	1,428,125
Expected:						
Site Improvements	125,000					125,000
Dev. & Maintenance	45,000	100,000	100,000	100,000		345,000
Total Expected	170,000	100,000	100,000	100,000	0	470,000
Total Committed and Expected	1,045,225	387,500	203,600	201,800	60,000	1,898,125
Under Consideration:						
Land Acquisitions	2,550,000					2,550,000
Confidential Pending Cash Incentives	800,000	350,000	100,000	-	-	1,250,000
Total Under Consideration	3,350,000	350,000	100,000	0	0	3,800,000
Total Cash	4,395,225	737,500	303,600	201,800	60,000	5,698,125

See Accountant's Compilation Report

per hour (allowing for training periods as permitted herein), BUSINESS shall not be entitled to, and GO TOPEKA shall not be required to make, any incentive payment for such year (and the Eighty-Eight Thousand Eight Hundred Fifty Dollars (\$88,850) in potential incentives for that year shall expire and no longer be available to the BUSINESS). Failure to maintain the aforementioned minimum Three Hundred (300) Full Time Employment Positions shall not be considered a default under this Agreement.

2. BUSINESS agrees to participate in a public event with GO TOPEKA in Shawnee County, Kansas, celebrating the new business and employment expansion contemplated by this Agreement. Such event would include general recognition of JEDO's and GO TOPEKA's involvement in the project.

3. Such amendment shall be effective as of January 1, 2015, forward. Except as hereby amended, the parties declare that the provisions of the Incentive Agreement remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment on the date and year first above written.

"BUSINESS"

ALORICA INC.

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

"GO TOPEKA"

GROWTH ORGANIZATION OF  
TOPEKA/SHAWNEE COUNTY, INC.

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_



- m. Processing and installation of all electric service to certain designated service points at the Facility, with sufficient capacity to support the Facility to be provided and paid for by Westar Energy.
- n. Processing and installation of all gas service to certain designated service points at the Facility, with sufficient capacity to support the Facility to be provided and paid for by Kansas Gas Service.
- o. Processing and installation of all telephone and cable and/or FIOS service to certain designated service points at the Facility, with sufficient capacity to support the Facility to be provided and paid for by the applicable telephone/cable and/or FIOS company.

Each of these benefits, programs and/or services are important to BUSINESS's decision to enter into this Agreement. GO TOPEKA agrees to cooperate in and facilitate BUSINESS's efforts in accessing each of the incentives set forth in this Section 5.

6. Property Tax Abatement. For each year in which BUSINESS receives a property tax abatement relating to the Facility as set forth in Section 5(g), BUSINESS shall pay to GO TOPEKA (within 60 days after the confirmation that such abatement has been applied to the BUSINESS's tax obligation relating to the Property) an amount equal to Ten Percent (10%) of such annual abatement for application by GO TOPEKA to the sustainability of improvements in the Kanza Fire Commerce Park and the construction and operation of a fire house and fire department which would serve the Facility.

7. Default of Business.

- a. An Event of Default by BUSINESS shall occur if any of the following conditions exist and BUSINESS has not cured such default within ninety (90) days following written notice from GO TOPEKA of such default:
  - i. BUSINESS fails to maintain at least a minimum of an average of One Hundred (100) Full Time Employment Positions at the Facility for each of the calendar years 2015-2025 (the "Minimum Required Employment Positions"); with the average Full Time Employment Positions separately measured each calendar year; or
  - ii. BUSINESS fails to invest, by December 31, 2015, at least Two Hundred Seventy Million Dollars (\$270,000,000) of new capital investment in the design, engineering, and construction of the Facility and the renewal wind energy facility and the design, engineering, purchase, installation and operation of machinery and equipment in or at the Facility or the renewal wind energy facility (collectively, "Total Project Costs"). BUSINESS's placement of a purchase order by December 31, 2015, shall count as investment in Total Project Costs.

"Total Project Costs" in clause (ii) above shall include, but not be limited to all hard and soft costs and expenses in connection with land acquisition, the development, design, engineering, construction and operation of the Facility and the renewal wind energy facility and any other part of this project and the design, engineering, purchase, installation and operation of the machinery and equipment to be used in connection with the Facility and the renewal wind energy facility incurred by BUSINESS or its affiliates, including (A) amounts due to all third-parties (i.e. architects, engineers, contractors, accountants, attorneys and consultants), (B) all costs incurred to discharge any liens against the Facility or the renewal wind energy facility, (C) all costs incurred in obtaining all governmental approvals necessary

Meeting: GO Topeka Board of Directors  
Place: Chamber Board Room  
Time: 7:30 a.m.  
Date: March 6, 2015

Present: Dan Beal, Don Beatty, Beth Anne Branden, David Setchel, Dr. Jerry Farley, Neil Fisher, Vince Frye, Scott Gales, Scott Griffith, Eric Johnson, Doug Kinsinger, Nathan Morris, Jerry Ney, Jim Parrish, Randy Peterson, Mark Ruelle, Matt Strathman, Brian Threadgold, Allan Towle, Mick Urban, Keith Warta, Wendy Wells, Doug Wolff, Mayor Larry Wolgast, Gary Yager, Kristen Brunkow, Andrea Bailey, Scott Smathers, Curtis Sneden, Mary Ann Anderson, Barbara Stapleton, Molly Howey, Glenda Washington

7:32 a.m. -- Scott Griffith began the meeting.

Kinsinger and Griffith introduced David Setchel the new President of St. Francis Health. He is replacing Bob Erickson on the GO Topeka board. Setchel gave a brief overview of his background.

Kinsinger also introduced Kristen Brunkow who is the new director of communications and community engagement for Heartland Visioning. Brunkow gave a brief overview of her background.

Griffith recognized Glenda Washington for the Women of Distinction award in the non-profit category that she won from the YWCA.

Motion to approve the consent agenda which consisted of minutes from the March 6, 2015 board meeting and the financials for the period. Gary Yager moved, Keith Warta seconded. The motion carried.

Smathers introduced Barbara Stapleton as the new director of Existing Business and Workforce Development for GO Topeka. Smathers stated Stapleton will be reaching out to local business leaders to begin introducing herself. Stapleton gave a brief overview of her background.

Howey discussed the new business activity. Howey shared the proposal has been submitted for Project Royal and that the company is waiting for written confirmation from lenders on the financing before they move forward with notifying the community they have chosen. Kinsinger added that if the company would come back with the indication that they are going to the other community then Kinsinger and GO Topeka staff will meet with the executive committee to discuss a change in the incentive offer. Howey gave an update on the marketing materials. Jones Huyett Partners is working on the marketing for GO Topeka and they are working on the community branding style guide. Howey stated the plan is to start to roll out the new look in May. Howey stated the web redesign is underway and the main navigation and main categories have been agreed upon and the company will be working with staff to complete a review when they have it completed. Howey stated Project Fall is on hold because of some acquisitions they have made but have notified Howey that if/when they decide to expand Topeka is still on their list. Smathers stated that Project Sleeve delegation is coming to Topeka in May to visit and see the different site options. The main issue they are waiting for is the funding transfer. Stapleton gave an overview of existing business and workforce. Stapleton stated her main focus has been working on completing incentive audits to assure everything is current. Stapleton and Kinsinger made a visit to Goodyear earlier in the week to meet the new plant manager Dusty Douglas. Kinsinger stated that over the last five years Goodyear has invested \$600 million in the Topeka community. Stapleton noted there is a focus to work on the Veterans program with Washburn, Washburn Tech and the Workforce Center. Stapleton stated the Financial Services Summit is tentatively scheduled for September 23, 2015. Washington touched on the EMBD department; U.S. Chamber Women's Business Center Research/Forum/Reception, Small Business Week Celebrations from May 1-14, Small Business Awards Luncheon on May 14<sup>th</sup>, Money Smart Business Startup Seminar on April 4<sup>th</sup>, Breakfast Buzz Meet the Buyer on May 20<sup>th</sup>, New Venture Classes start in March and go through to May, Entrepreneur television launch and the 2015 EMBD Conference that will be held on September 29<sup>th</sup> at the Ramada Convention Center.

Nathan Morris gave an update on Fast Forward events. The Insiders Series has an event on April 7<sup>th</sup> at Family Service and Guidance Center. Gen Chat will be held at Topeka Country Club on April 8<sup>th</sup>. This event gives young professionals an opportunity to visit with six more experienced professionals. The Midnight Brunch is the first of a series of events with 40 people in various positions in the community and will be held at Topeka Performing Arts Center on April 9<sup>th</sup> and is sold out. Morris discussed the TEDxTopeka program. Morris attended TEDx training in Vancouver to allow Topeka to expand TEDxTopeka events. The first TEDxTopeka event was held last year and per the rules the attendance was limited to 100 people. The event sold out in 90 minutes. Morris said they want to build on that success and now that he has attended the training they are able to do so with no restrictions on attendance numbers. They are looking to expand the TEDxTopeka 2<sup>nd</sup> event and the committee is looking at early November for their

next event. Morris also shared with completing the TED training, Topeka is now able to do other events including corporate conference events and teaming up with high schools and the University for public speaking Events. Morris stated at the training many of the folks there commented on how impressive and successful our event was for reaching out to local speakers and community commitment.

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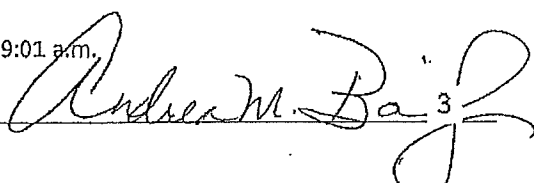
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Howey touched on the next investor briefing that will be held at The Dillon House on May 27<sup>th</sup>.

Meeting adjourned at 9:01 a.m.

Minutes taken by:

 3

**AGENDA**

GO Topeka Board of Directors

April 3, 2015 7:30 a.m.

1. 2 minutes – Introduction of David Setchel, President of St. Francis Health
2. 2 minutes - Approval of Consent Agenda
  - a. Minutes of the March 6, 2015 Board Meeting (Pgs. 2-3)
  - b. Financials (Pgs. 4-10)
3. 20 minutes – Project/Program Reports – Doug/Scott/Molly/Barbara/Glenda
  - a. New Director of Existing Business & Workforce Development – Scott/Barbara Stapelton
  - b. New Business Status
  - c. Existing Business Status
  - d. EMBD Status
  - e. Fast Forward Status
4. 25 minutes – Event/Issue Update
  - a. Review and Approval of Personal Property Policy – Doug (Pg. 11)
  - b. Financial Services Summit Planning & Discussion – Doug (Pgs. 12-14)
  - c. RFP Status/JEDO Meeting Update – Scott Griffith/Doug
  - d. Opportunity Zone for Downtown Topeka – Curtis Sneden/Doug (Pg. 15)
  - e. Mid-America Angels Equity Investor Meeting, May 1<sup>st</sup>, 11:00 a.m. – 1:00 p.m., Chamber Board Room
  - f. Topeka Schools, Center for Advanced Learning & Careers Meeting, April 28<sup>th</sup>, 8:00 – 11:00 a.m., Bartlett & West
  - g. Discussion of City Charter amendment Ballot proposition – Curtis Sneden (Pg. 16)
  - h. Inter-City Benchmarking Exchange Trip, Lexington, KY, August 26 – 28, 2015
  - i. State of the Community Event, Thursday, April 16<sup>th</sup>, 11:30 a.m. – 1:30 p.m., Topeka Capitol Plaza, \$40

**Upcoming Events:**

1. April 7<sup>th</sup>, Fast Forward Insiders, Family Service & Guidance Center, 12:30 - 1:30 p.m., 325 SW Frazier
2. April 8<sup>th</sup>, Fast Forward Gen Chat, Topeka Country Club, 5:00 – 7:00 p.m., 2700 SW Buchanan
3. April 15<sup>th</sup>, Fast Forward, Entrepreneur's & Ale, The Celtic Fox, 5:30 – 7:00 p.m., 118 SW 8<sup>th</sup> Ave
4. April 21<sup>st</sup>, Business After Hours, Kansas Audio Video, 5:00 – 7:00 p.m., 1016 SW 6<sup>th</sup> Ave
5. April 22<sup>nd</sup>, Fast Forward Inspire Series Dinner Service, Topeka Rescue Mission, 5:00 – 7:00 p.m., 600 N Kansas
6. April 23<sup>rd</sup>, Chamber Lunch Connect, Great Overland Station, 11:45 a.m. – 1:00 p.m., 701 N Kansas Ave
7. April 28<sup>th</sup>, Women's Forum, Capital Plaza Hotel, Emerald Ballroom, 3:00 – 5:30 p.m., 1717 SW Topeka Blvd.
8. April 30<sup>th</sup>, Fast Forward Networking Social, Uncle Bo's, 5:00 – 7:00 p.m., Ramada Convention Center, 420 SE Sixth Ave



**NEXT MEETING: Friday, May 1<sup>st</sup>, 7:30 a.m.**

PT's Coffee Roasting Co. keeps the Greater Topeka Chamber staff and volunteers perked up and motivated through a generous supply of donated coffee beans.

Wireless Access: GTC\_guest login-GTCfriends





**AGENDA**

GO Topeka Board of Directors

May 1, 2015 7:30 a.m.

1. 5 minutes – Organization Change and Next Steps – Scott G.
  - a. Appointment of Scott Smathers as Interim president
2. 2 minutes - Minutes of the April 3, 2015 Board Meeting (Pgs. 2-3)
3. 5 minutes - Financials
  - a. Financials – Keith Warta/Brad Owen (Pgs. 4-11)
4. 10 minutes – GO Topeka Audit and Audit Committee Presentation – Morgan Padgett (Pgs. 12-26)
5. 2 minutes – Bank Signature Authority – Scott G.
  - a. Consider granting the Board Chairman and Interim President approval to update signature authority for the various GO Topeka financial accounts and Instruments until a new full-time GO Topeka President is named. This authority will be limited to granting signature authority, where applicable, to GO Topeka and Chamber board executive officers as well as the Interim GO Topeka and Chamber Presidents, and taking such action including the execution of banking resolutions as reasonably necessary to effect such changes.
6. 25 minutes – Project/Program Reports – Scott/Molly/Barbara/Glenda
  - a. New Business Status
  - b. Existing Business Status
  - c. EMBD Status
  - d. Fast Forward Status
7. 30 minutes – Event/Issue Update
  - a. RFP Status/JEDO Meeting Update, April 29<sup>th</sup>, City Council Chambers, 6:00 p.m. – Scott G./Scott S. (Pg. 27)
  - b. Mid-America Angels Equity Investor Meeting, May 1<sup>st</sup>, 11:00 a.m. – 1:00 p.m., Chamber Board Room – Scott G.
  - c. Topeka Schools, Center for Advanced Learning & Careers Meeting Update - Glenda
  - d. White Belt Training – Scott S.
  - e. Scholarship Information – Scott S. (Pg. 28)
  - f. KRN Meeting – Scott S.
  - g. JEDO Quarterly Meeting, Wednesday, May 13<sup>th</sup>, 6:00 p.m., Topeka City Council Chambers – Scott G.
  - h. Investor Briefing – May 27<sup>th</sup>, 2015, 4:00 p.m., The Dillon House, 404 SW 9<sup>th</sup> Street – Scott G.

**Upcoming Events:**

1. May 7<sup>th</sup>, Fast Forward Insiders Series, Glacier's Edge Winery, 5:00 – 7:00 p.m., 1636 SE 85<sup>th</sup> Street, Wakarusa, KS
2. May 14<sup>th</sup>, Small Business Awards, Capitol Plaza Hotel & Convention Center, Noon, 1717 SW Topeka Blvd
3. May 19<sup>th</sup>, Business After Hours, Midland Care Connection, 5:00 p.m. -7:00 p.m., 200 SW Frazier Ct
4. May 20<sup>th</sup>, Fast Forward Entrepreneur's & Ale, HHB BBQ, LLC, 5:30 – 7:00 p.m., 720 S. Kansas Ave
5. May 20<sup>th</sup>, Breakfast Buzz-Growing Your Business-Take the Next Step, Ramada Convention Center, 7:30 – 9:00 a.m., 420 SE 6<sup>th</sup> Ave
6. May 27<sup>th</sup>, Fast Forward Inspire Series Dinner Service, Topeka Rescue Mission, 5:00 – 7:00 p.m., 600 N Kansas Ave
7. May 28<sup>th</sup>, Fast Forward Networking Social, Schendel Lawn & Landscape, 5:00 – 7:00 p.m., 4707 SW 6<sup>th</sup> St
8. June 2<sup>nd</sup>, Fast Forward Intern Kick-Off Event, Top of the Tower, 5:00 – 7:00 p.m., 534 S Kansas Ave
9. June 6<sup>th</sup>, Fast Forward InsidersOUT – Germanfest, Sacred Heart Church, 5:00 – 10:00 p.m., 312 NE Freeman Ave



**NEXT MEETING: Friday, June 5<sup>th</sup>, 7:30 a.m.**

PT's Coffee Roasting Co. keeps the Greater Topeka Chamber staff and volunteers perked up and motivated through a generous supply of donated coffee beans.

Wireless Access: GTC\_guest login-GTCfriends



Meeting: GO Topeka Board of Directors  
Place: Chamber Board Room  
Time: 7:30 a.m.  
Date: May 1, 2015

Present: Bob Archer, Don Beatty, Brent Boles, Beth Anne Branden, Linda Briden, Jim Colson, Andy Corbin, David Setchel, Dr. Jerry Farley, Neil Fisher, Vince Frye, Scott Gales, Scott Griffith, Alonzo Harrison, Eric Johnson, Kurt Kuta, Nathan Morris, Jerry Ney, Jim Parrish, Randy Peterson, Mark Ruelle, Scott Smathers, Matt Strathman, Allan Towle, Mick Urban, Keith Warta, Wendy Wells, Doug Wolff, Mayor Larry Wolgast, Gary Yager, Brad Owen, Andrea Bailey, Glenda Washington, Linda Canady, Matt Rinehart, Molly Howey, Barbara Stapleton, Mary Ann Anderson

7:32 a.m. – Scott Griffith began the meeting.

Griffith spoke briefly about the announcement of Doug Kinsinger's resignation. Griffith stated that himself, Brent Boles, Chairman of the Topeka Chamber of Commerce and the executive committees for both the GO Topeka and Topeka Chamber boards have met to discuss Kinsinger's resignation and determined that they would nominate to place Scott Smathers as interim president and CEO of GO Topeka and nominate Curtis Sneden as the interim president and CEO of the Topeka Chamber of Commerce. Griffith stated that a meeting will be held with both boards executive committees on May 8th to proceed with the process and plan going forward. Kristina Dietrich will facilitate the meeting. There was discussion about reviewing all of this and staying in tune with the review process that JEDO is doing as well. Griffith said they would be available if any board members had questions. Motion to approve Scott Smathers as interim President and CEO of GO Topeka, Inc. Jim Parrish, moved. Neil Fisher, seconded. The motion carried.

Motion to approve the minutes from the April 3, 2015 board meeting. Scott Gales moved, Keith Warta seconded. The motion carried.

Motion to approve the financials for the period. Kurt Kuta moved, Mark Ruelle seconded. The motion carried.

Warta stated the audit committee reviewed and approved the audit to be submitted to the board for approval. Warta introduced Morgan Padgett with CBIZ. The audit is in draft format because Scott Smathers will have to sign the management letter as interim President and CEO and since Smathers was not appointed until this morning the audit was shown in draft format. There are no expected changes but if there are the audit would be presented to the board through a special meeting or by email. Padgett reminded the board that the monthly financials the board receives are done on a modified cash basis but the audit financials are done on a full accrual basis. The first page of the financial audit will include the audit opinion which was a clean opinion with no material misstatements within the financial statements. Padgett gave an overview of key items on the 2014 audit: the pledges receivable shows the multi-year pledge commitments from the fundraising campaign; restricted funds is the Mars escrow fund held for future incentive payments; pledges receivables also shows land purchased and held for economic development at Kanza Fire and Central Crossing which also includes any improvements done to the land; the liabilities shows the deferred grant revenue from JEDO and the improvement and training incentives for Mars; cash flow shows the operating activities cash generated from day to day operations and investment activities. Padgett highlighted key items in the footnotes: footnote two is summary of accounting policies with no changes or new; footnote four shows the investments; footnote five is pledges receivables and what is reported on the statement of financial position; footnote seven is restricted funds which shows Mars escrow; footnote nine is related party transactions which shows reimbursements to the Chamber and other transactions; and footnote ten covers the JEDO grant. Padgett discussed the letter which is a required communication to the board regarding management and the audit. They did not have a management letter so no internal control deficiencies were found. Motion to approve the draft 2014 audit as presented with the intent it will be final once the audit letter is signed. Dr. Jerry Farley moved, Wendy Wells seconded. The motion carried. Warta discussed the 990 is due on May 15th and the draft version will be sent out to board members the week before. The 990 is a confidential document so do not share. Warta also mentioned the solicitation of the audit firm for the next three years. Warta stated that there will be discussions with the Chamber audit committee and board as in the past the firm had audited both the Chamber and GO Topeka organizations. There were discussions about the governmental audit standards and the possibility of doing a compliance type audit. The options will be reviewed as a possibility by comparing costs when the bids are put out.

Griffith discussed bank signature authority for the different bank accounts for GO Topeka. Griffith stated they are requesting authority be given to the Chairman and Scott Smathers as interim President and CEO to make administrative changes to the different accounts to update the staff and executive committee members listed on the accounts to be current. Motion to approve

bank signature authority to the Chairman and Scott Smathers with the changes as submitted. Allan Towle moved, Keith Warta seconded. The motion carried.

Howey discussed the new business activity projects. Howey shared the proposal has been submitted for Project Royal SSA 48-221002

Project B has stated that Topeka is one of four sites selected and are planning to narrow down and make a decision by late summer. Project Hill is 150 jobs with \$10 million in capital investment. Smathers gave an update on Project Sleeve and stated that their delegation will be visiting Topeka next week. Howey gave an update on the marketing materials. Jones Huyett Partners is working on the marketing for GO Topeka and they are working the community branding and style guide. Howey stated the plan is to start to roll out the new look in May. Howey stated the web redesign is underway and the main navigation and main categories have been agreed upon and the company will be working with staff to complete a review when they have it completed. The staff will be meeting with the marketing committee to confirm the style guide and web design as it progresses forward.

Stapleton gave an overview of existing business and workforce. Stapleton stated her main focus has been working on completing incentive audits to assure everything is current and employment verifications and the administration portion of the audits are complete. Stapleton said that she has met with many of the business leaders and has visits scheduled to continue to reach out to introduce herself. Stapleton said the MTech program is transitioning to the Certified Production Technician program. Stapleton noted there is a focus to work on the Veterans program with Washburn, Washburn Tech and the Workforce Center. Stapleton stated the Financial Services Summit is tentatively scheduled for September 23, 2015.

Washington gave an update on EMBD and Small Business items. Linda Cannady gave a brief overview on the Women's Forum that was held. Washington shared Small Business celebration starts today and to kick it off there will be cash mobs held to support local small businesses along with a calendar of events given to support the small businesses for the month. Small Business awards luncheon is May 14<sup>th</sup>. The Breakfast Buzz will be a focus for small businesses to learn what they need to do to do business with the larger companies.

Nathan Morris gave an update on Fast Forward events. Morris touched on the Kansas YP Summit event that he and other YP leaders attended last week. The Fast Forward Insiders Series has an event on May 7<sup>th</sup> at Glaciers Edge Winery. The Entrepreneurs and Ale event has been moved to the Celtic Fox for this month and will be moved back to HHB next month. Morris touched on the social event that will be held at Schendel Lawn & Landscape and also the social 5Ks to promote local parks and trails.

Griffith introduced the JEDO RFP. Griffith stated the JEDO board met and narrowed four proposals down to two. The firms will be invited back on May 13th where a decision will be made. The next JEDO meeting is May 13th and Griffith would like to invite board members to attend to lend support and also to speak.

Griffith discussed the Mid-America Angels Equity Investor Program. Griffith stated there is a meeting this morning starting at 11:00 a.m. in the Chamber board room which is an equity capital type investment program.

Smathers discussed the White Belt Training. Smathers is having GO Topeka staff attend the Six Sigma training. The board will be invited or given an opportunity to also attend the training when it is held for GO Topeka staff.

Smathers discussed the scholarship information with Washburn Tech. There have been 60 scholarships given. The scholarships will be funded again for 2015 to continue the scholarship effort to assist people in getting advanced training.

Smathers discussed the KRN meeting that was held yesterday. Smathers stated that GO Topeka staff is continuing their efforts to meet with Manhattan and Lawrence communities to form a regional partnership. Smathers stated there is a push to work together on a regional level to use each other to help build on projects, attract businesses and expand services available to existing businesses.

Griffith mentioned the next investor briefing that will be held at The Dillon House on May 27<sup>th</sup>.

Griffith touched on announcements and calendar events.

Meeting adjourned at 9:01 a.m.

Minutes taken by: 