

**CERTIFIED COPY OF RESOLUTIONS OF BOARD OF TRUSTEES OF THE
COLUMBIA LIBRARY DISTRICT**

We, the undersigned, being the president of, and the secretary of, the Board of Trustees of the Columbia Library District, a city library district formed and in existence pursuant to the provisions of Chapter 182 of the Revised Statutes of Missouri, and specifically the Sections 182.140 through 182.201 of the Revised Statutes of Missouri, and being the officers of such Board of Trustees who have of charge the minutes and records of the Board of Trustees, do hereby state, represent and certify that the Board of Trustees of the Columbia Library District did, pursuant to the Bylaws of such Board of Trustees and law, adopt and put in force the following Resolutions, at its regular meeting of May 11, 2017, and that such Resolutions are now in full force and effect:

WHEREAS, the Columbia Library District is a library district of the State of Missouri, a city library district, as formed pursuant to the provisions of Sections 182.140 through 182.201 of the Revised Statutes of Missouri; and

WHEREAS, the Boone County Library District is a county library district, formed and in existence pursuant to the provisions of Chapter 182 of the Revised Statutes of Missouri, and specifically the provisions of Sections 182.010 through 182.130 of the Revised Statutes of Missouri; and

WHEREAS, it is anticipated that the Columbia Library District (hereinafter "the Columbia Library") and the Boone County Library District (hereinafter "the Boone County Library") will, by September 1, 2017, adopt the same library tax levy rates, meaning that each of the two Library Districts will have a library tax levy rate equal to that of the other said Library District and, therefore, the Columbia Library and Boone County Library will have fulfilled a qualification for merger/unification into a single, unified library district, as provided for by Section 182.291 of the Revised Statutes of Missouri (sometimes referred to herein as "the Act"); and

WHEREAS, the Columbia Library and the Boone County Library (hereinafter referred to collectively as "the Library Districts" and singularly as a "Library District") are both members of a regional library, known as the "Daniel Boone Regional Library," a regional library which has been formed and is in existence pursuant to the provisions of Sections 70.210 through 70.320 of the Revised Statutes of Missouri; and

WHEREAS, the two Library Districts, the Columbia Library and the Boone County Library, in concert with the Callaway County Library, serve residents and patrons within a geographic area which includes the combined geographic boundaries of the Columbia Library District, the Boone County Library Distort and the Callaway County Library District; and

WHEREAS, it is, therefore, for these and other reasons, in the very best interests of the Columbia Library, and its residents and patrons, and the Boone County Library, and its residents and patrons, that, subject only to certain contingencies and conditions as stated in Article II thereof, the Library Districts, the Columbia Library and the Boone County Library, should, pursuant to the Act, adopt a "**PLAN OF MERGER OF/UNIFICATION OF THE COLUMBIA LIBRARY DISTRICT AND THE BOONE COUNTY LIBRARY DISTRICT INTO A UNIFIED LIBRARY DISTRICT TO BE KNOWN AS THE**

COLUMBIA AND BOONE COUNTY LIBRARY DISTRICT (“the Plan of Merger”), which such Plan of Merger or Agreement is annexed to these Resolutions as **Exhibit 1** and is incorporated into these Resolutions by reference the same as though fully set forth herein verbatim; and

WHEREAS, it is proper and appropriate that the Board of Trustees of the Columbia Library request and petition the City Council of the City of Columbia to approve the Plan of Merger (“the Plan”) as set forth in such Plan of Merger.

NOW, THEREFORE, in view of the foregoing Recitals, the Board of Trustees of the Columbia Library, does hereby resolve and agree as follows:

1. Approval of Plan of Merger. The Plan of Merger, as set forth in **Exhibit 1** to these Resolutions, which is incorporated into these Resolutions by reference, shall be and it is hereby approved and adopted by the Board of Trustees of the Columbia Library, and the president of the Board of Trustees shall be and is hereby directed, instructed and authorized to execute such Plan of Merger in the name of and on behalf of the Columbia Library Board of Trustees.

2. Petition to City Council. The Board of Trustees of the Columbia Library District hereby requests of the City Council of the City of Columbia, Missouri (“the City Council”), that such City Council approve the Plan of Merger and the creation of the new, unified, Library District provided for by the Plan of Merger, to be known as the “Columbia and Boone County Library District.”

3. Request of Mayor. Contingent and conditioned upon the satisfaction of those contingencies set forth in Article II of the Plan of Merger for the effectiveness of the Plan of Merger, the Board of Trustees of the Columbia Library hereby requests that the Mayor of the City of Columbia appoint five (5) members to the Board of Trustees of the Unified District, the Columbia and Boone County Library District, to serve staggered terms, all as provided for by Section 4.2 of the Plan of Merger, **Exhibit 1** to these Resolutions.

4. Joinder with Board of Trustees of Boone County Library. If the Plan of Merger is approved by the City Council, then the Board of Trustees of the Columbia Library shall join with the Board of Trustees of the Boone County Library District in requesting that the Commissioners of the County Commission of Boone County, Missouri approve the Plan of Merger, **Exhibit 1** to these Resolutions, and that the County Commission appoint four (4) members to the Board of Trustees of the new, unified Library District, the Columbia and Boone County Library District, as provided for by Section 4.2 of the Plan of Merger, **Exhibit 1** to these Resolutions.

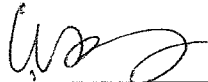
IN WITNESS WHEREOF, we, the undersigned, being the president and secretary of the Board of Trustees of the Columbia Library District, have executed this certified copy of resolutions of the Board of Trustees of the Columbia Library District, and do hereby state that these resolutions were lawfully adopted, pursuant to the Bylaws and law, by the Board of Trustees of the Columbia Library District and are in effect.

COLUMBIA LIBRARY BOARD OF TRUSTEES:

Date of Signature:

5-11-17

By:


LISA GROSHONG, President

Date of Signature:

05/11/2017

By:

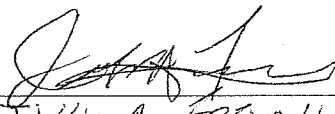
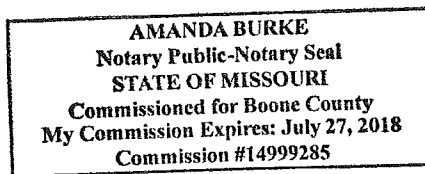

JOHN A. FRENCH, Secretary

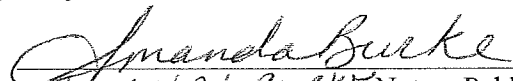
Exhibit 1 - Plan of Merger

STATE OF MISSOURI)
) SS.
COUNTY OF BOONE)

On this 11TH day of MAY, 2017, before me personally appeared LISA GROSHONG and JOHN A. FRENCH to me known to be the president and secretary of the Board of Trustees of the Columbia Library District, who being by me first duly sworn did state and acknowledge that they had executed the foregoing Certified Copy of Resolutions, and that all facts and matters set forth therein are true.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at my office in the State and County aforesaid, the day and year first above written.




AMANDA BURKE Notary Public
BOONE County, State of Missouri
My commission expires: 7-27-18

**PLAN OF MERGER OF/UNIFICATION OF THE COLUMBIA LIBRARY DISTRICT
AND THE BOONE COUNTY LIBRARY DISTRICT INTO A UNIFIED LIBRARY
DISTRICT TO BE KNOWN AS
THE COLUMBIA AND BOONE COUNTY LIBRARY DISTRICT**

THIS PLAN OF MERGER ("this Agreement" or "this Plan") is made and entered into effective as of the "Effective Date" hereinafter described, by and between **the Columbia Library District** (meaning the Columbia Library District of Columbia, Missouri), acting by and through the Columbia Library Board of Trustees ("the Columbia Library"), and **the Boone County Library District** (meaning the Boone County, Missouri Library District), acting by and through its Board of Trustees ("the Boone County Library") [who are hereinafter collectively referred to as "the Parties" or "the Library Districts" and individually as a "Party" or "Library District"], with such Parties entering into this Agreement, this Plan of Merger, pursuant to the following facts, matters and circumstances:

BACKGROUND RECITALS
["Recitals"]

This Agreement, this Plan of Merger, is entered into by the Library Districts, the Columbia Library and the Boone County Library, in view of the following facts, matters and circumstances:

The Columbia Library is a city library district, formed and in existence pursuant to the provisions of Chapter 182 of the Revised Statutes of Missouri, and specifically the provisions of Sections 182.140 through 182.201 of the Revised Statutes of Missouri.

The Boone County Library is a county library district, formed and in existence pursuant to the provisions of Chapter 182 of the Revised Statutes of Missouri, and specifically the provisions of Sections 182.010 through 182.130 of the Revised Statutes of Missouri.

Each of the Columbia Library and the Boone County Library serves residents within the geographic boundaries of its respective district. The Columbia Library owns a certain substantial physical building and related facilities, known as "the Columbia Public Library," and such facility, and any other facilities now or hereafter utilized by the Columbia Library or the Boone County Library or the unified library formed by the provisions of this Plan, may be referred to herein as "Library Facilities" or a "Facility."

Each of the Library Districts, the Columbia Library and the Boone County Library, is a participating member in, and a Constituent Library District in, a Regional Library, known as "the Daniel Boone Regional Library" ("the Regional Library"). Such Regional Library has been formed by the Library Districts, and the Callaway County Library District, pursuant to Sections 70.210 through 70.320 of the Revised Statutes of Missouri.

The Regional Library serves residents and patrons within a geographic area comprised of the respective Library Districts of the Columbia Library, the Boone County Library and the Callaway County Library.

"EXHIBIT 1"

The Boone County Library and the Columbia Library will establish, by September 1, 2017, respective tax levy rates which are equal to each other, meaning that the Columbia Library and the Boone County Library will, as of September 1, 2017, have set their respective tax rates so that the tax rates of each such Library District is equal to the tax rate of the other such Library District.

Section 182.291 of the Revised Statutes of Missouri provides that, subject to the requirements of such Missouri Statutes, the Library Districts may be merged or unified into a single unified Library District, which will be a unified library district serving all the residents within the combined geographic boundaries of the two Library Districts, meaning the Boone County Library and the Columbia Library.

It has been determined by the Board of Trustees of the Columbia Library ("the Columbia Board of Trustees") and the Board of Trustees of the Boone County Library ("the Boone County Board of Trustees") that it is in the best interests of the Columbia Library and the Boone County Library, and the residents and patrons served by such Library Districts, that the Library Districts, the Columbia Library and the Boone County Library, be merged into a single unified Library District, as provided for by such Section 182.291 of the Revised Statutes of Missouri, subject, however, to the requirements of such Section of the Missouri Statutes.

The Parties, accordingly, enter into and adopt this Plan of Merger, this Agreement.

AGREEMENT AND PLAN OF MERGER

NOW, THEREFORE, in view of the foregoing Recitals, the Parties hereto do hereby mutually promise, declare, covenant, state and agree as follows:

ARTICLE I DEFINITIONS

For purposes of this Agreement, those terms which are defined in the foregoing Recitals shall have those meanings ascribed thereto in such Recitals, unless the following provisions of this Article I of this Agreement provide different or additional definitions. For purposes of this Agreement, the following terms shall have the following meanings:

1.1 "The Act" shall mean and refer to that section of the Missouri Statutes which allows the two Library Districts which are Parties to this Agreement to be merged together, into a unified, single Library District, such Act being Section 182.291 of the Revised Statutes of Missouri.

1.2 "Annual Operating Income of a Library District" shall mean and include all of the actual annual receipts and revenues of a Library District, and shall include all annual operating tax levy receipts, receipts of delinquent taxes, receipts of state aid, and receipts of grants, intangible taxes, and railroad taxes, and receipts of all gifts and of all other receipts and revenues of each of the respective Library Districts, meaning the Boone County Library and the Columbia Library, with all of such Annual Operating Income of each of the Library Districts to become the Annual Operating Income of the Unified Library District, the Columbia and Boone County Library District provided for by this Agreement.

1.3 “Boards of Trustees” shall mean and refer to the Boards of Trustees of each of the Library Districts, meaning the Board of Trustees of the Columbia Library and Board of Trustees of the Boone County Library.

1.4 “Boone County Library” shall mean and refer to the Boone County Library District, as described in the foregoing Recitals and as established pursuant to Sections 182.010 through 182.130 of the Revised Statutes of Missouri, which such District excludes the Columbia Library District and the Centralia Library District.

1.5 “Columbia Library” shall mean and refer to the Columbia Library District, as described in the foregoing Recitals and as established pursuant to Sections 182.140 through 182.301 of the Revised Statutes of Missouri.

1.6 “Contingencies” shall mean those contingencies to the effectiveness of this Plan, as such Contingencies are described in Article II below of this Agreement.

1.7 “Effective Date” shall mean the close of business on December 31, 2017.

1.8 “Facilities” shall mean and refer to each of the physical buildings and Library Facilities and all other properties, tangible and intangible, real and personal, of every kind, nature and description whatsoever, without any exception, owned by each of the respective Library Districts which are parties to this Agreement.

1.9 “Library Districts” and “Library District” shall mean and refer to each of the two Library Districts, the constituent parties, which adopt this Plan of Merger, same being the Boone County Library and the Columbia Library.

1.10 “Regional Library” or “Regional Library District” shall mean and refer to the Daniel Boone Regional Library, which is in existence, and in which each of the Library Districts is now a party, same being a regional library district established pursuant to a Daniel Boone Regional Library contract, which has been adopted and put into effect and is now in effect pursuant to Section 70.210 through 70.320 of the Revised Statutes of Missouri.

1.11 “Unified Library District” shall mean and refer to the new, unified Library District to be formed pursuant to this Plan, same to be known as “the Columbia and Boone County Library District,” and with same to be a unified library district having as its geographic boundaries the combined geographic district boundaries of each of the Library Districts, meaning of each of the Columbia Library and the Boone County Library; the intention being that the residents and patrons of each of the Columbia Library and the Boone County, the two Library Districts which are the Parties to this Agreement, shall be the residents and patrons of the new, Unified Library District, the Columbia and Boone County Library District.

ARTICLE II
CONTINGENCIES

This Plan, and the merger/unification of the Library Districts, the Columbia Library and the Boone County Library, into a new Unified Library District, the Columbia and Boone County Library District, shall be contingent and conditioned upon the satisfaction of the following Contingencies and conditions prior to the Effective Date:

2.1. Approval by Columbia Library Board of Trustees. The Columbia Library Board of Trustees, by its vote, must adopt a resolution approving and adopting this Plan.

2.2. Approval by Boone County Library Board of Trustees. The Boone County Library Board of Trustees, by its vote, must adopt a resolution approving and adopting this Plan.

2.3. Request by Columbia Library District of City Council of City of Columbia. The Columbia Library Board of Trustees must request that the City Council of the City of Columbia, Missouri approve this Plan, and the unification/merger, pursuant to this Plan, of the Columbia Library and the Boone County Library into the new, Unified Library District, to be known as the Columbia and Boone County Library District, and the City Council of the City of Columbia must have approved this Plan and such unification/merger.

2.4. Petition to County Commission of Boone County. The Boone County Library Board of Trustees and the Columbia Library Board of Trustees must petition the Commissioners of the Commission of Boone County, Missouri, to approve this Plan and to approve the unification/merger pursuant to this Plan of the Boone County Library and the Columbia Library into the new, Unified Library District, to be known as the Columbia and Boone County Library District, and such County Commission must have approved this Plan and such unification/merger.

2.5. Tax Rates. The Columbia Library's Board of Trustees and the Boone County Library's Board of Trustees must have set respective tax rates, by September 1, 2017, in order that the same tax rates/tax levies shall be in effect for the Columbia Library and the Boone County Library, so that the tax rates/tax levy for the new, Unified District, the Columbia and Boone County Library District, will be the equal tax rates established by both of the Columbia Library Board of Trustees and the Boone County Board Library of Trustees.

ARTICLE III
EFFECTIVENESS OF MERGER

If the Contingencies and conditions set forth in Article II above are satisfied prior to the Effective Date, then the Library Districts, the two Library Districts which are Parties to this Agreement, the Columbia Library and the Boone County Library, shall be automatically, without further action, merged into a new, surviving, Unified Library District, in the manner provided for by the Act, with such new, Unified Library District to be known as the "Columbia and Boone County Library District," and with such merger/unification of the Library Districts to automatically occur on the Effective Date.

ARTICLE IV
EFFECTS OF MERGER/UNIFICATION OF LIBRARY DISTRICTS

If the merger/unification of the Library Districts provided for by Article III of this Agreement occurs, then the effects of such merger/unification shall be those provided for by the Act, and shall also include the following:

4.1 Name of Unified District. The name of the new Unified Library District shall be, as hereinabove stated in this Agreement, "The Columbia and Boone County Library District."

4.2 Formation of Unified District's Board of Trustees. The Columbia and Boone County Library District shall be under the control and supervision of a Board of Trustees ("the Board" or "the Board of Trustees") of nine (9) members. Since the population of the Boone County is less than that of the City of Columbia, as provided for by Section 182.291.3 of the Act, the County Commission of Boone County, prior to the Effective Date, shall appoint four (4) members to the Board of Trustees, with such members to serve staggered terms of one year, two years and three years each, as determined by the Boone County Commission, and the Mayor of the City of Columbia shall appoint to the Board of Trustees five (5) members, serving staggered years of one year, two years and three years each, as determined by the Mayor, and the members, as so appointed by the Boone County Commission and the Mayor of the City of Columbia shall constitute the Board of Trustees of the Columbia and Boone County Library District, commencing on the Effective Date, and with their terms in office to commence on the Effective Date. As the term of office of each member of the Board of Trustees expires, he or she shall continue in office until his or her replacement is selected and assumes office. The replacement of each member of the Board of Trustees, appointed by the County Commission, and of his or her replacements thereafter, shall be designated by the Boone County Commission. The replacement of each member of the Board of Trustees appointed by the Mayor of the City of Columbia, and of his or her replacements thereafter, shall be designated by the mayor of the City of Columbia. There shall be no limitations on the number of terms a member of the Board of Trustees may serve. The terms of office of the members of the first Board of Trustees shall end as follows:

- One year term: June 30, 2019
- Two year term: June 30, 2020
- Three year term: June 30, 2021

All members shall otherwise serve three (3) year terms beginning on July 1 of a calendar year and ending June 30 three (3) years thereafter.

4.3 Election of Officers and Approval of Bylaws. The Board of Trustees of the Columbia and Boone County Library District shall, as soon as practicable after the Effective Date, meet and elect officers, adopt and approve new Bylaws for the Columbia and Boone County Library District, and conduct such other business as is then required for purposes of managing the business and affairs of the Columbia and Boone County Library District, including approval of an amended and restated contract for the ongoing Regional Library, the Daniel Boone Regional Library, and the appointment of themselves (meaning all nine members) to the Board of Trustees of the Regional Library and the approval of necessary Operating Budgets of the Regional Library.

4.4 Ownership and Investments of Total Annual Operating Income. From and after the Effective Date, all of the total Annual Operating Incomes of each of the Columbia Library and the Boone County Library shall be the Annual Operating Income of the Columbia and Boone County Library District and shall be the property of the Columbia and Boone County Library District; provided, however, that until January 1, 2018, all operating tax funds currently invested for the Columbia Library will continue to be invested in those funds established by the City of Columbia and all tax funds of the Boone County Library will continue to be invested in those funds established by Boone County. From and after January 1, 2018, the treasurer of the Columbia and Boone County Library District will invest all funds, and all Annual Operating Income for the new Unified District, with the investment pool of Boone County.

4.5 Property and Obligations of Library Districts Become the Property and Obligations of the Unified Library District. Without further action, effective as of the Effective Date and thereafter, all of the Facilities of, and all of the real and personal property, tangible and intangible, of every kind, nature and description whatsoever of each of the Library Districts, and all of the debts and obligations, and rights, titles and interests, contracts and agreements of each of the separate Columbia Library and Boone County Library, shall become the Facilities, property, debts and obligations, rights, titles and interests and contracts and agreements of the Columbia and Boone County Library District.

4.6 Rights, Powers and Authorities of Merged District. The new Unified Library District, and its officers and its Board of Trustees shall have all of the rights, powers, responsibilities, privileges and authorities granted to county library districts by the laws of the State of Missouri, and specifically those of Sections 182.010 through 182.130 of the Revised Statutes of Missouri, as amended and replaced from time to time, as though the new Columbia and Boone County Library District were a county library district, except, however, where such laws are inconsistent with the provisions of the Act, meaning Section 182.291 of the Revised Statutes of Missouri, and that:

a. The treasurer (sometimes referred to as “the warrant officer”) of the Board of Trustees of the Columbia and Boone County Library District shall receive and be custodian of all monies belonging to the Columbia and Boone County Library District, from whatever source derived, subject, however, to the provisions of Section 4.4 above. All funds shall be audited annually, but may be audited as a part of the audit of the Regional Library. Subject to Section 4.4 above, it is required that at least once in every month the proper finance officers of Boone County shall pay over or make available to the treasurer of the Columbia and Boone County Library District all monies received and collected for the funds of the Columbia and Boone County Library District, including interest on such monies, and shall otherwise fulfill the requirements of Section 182.291-7(2) of the Act;

b. Subject to the provisions of, and the contract for the creation and ongoing existence of the Regional Library, the Board of Trustees of the Regional Library, and the Board of Trustees of each of its Constituent Members, meaning the Board of Trustees of the Columbia and Boone County Library District, and the Board of Trustees of the Callaway County Library District, shall, for each Fiscal Year, approve an Operating Budget for the Regional Library.

4.7 Daniel Boone Regional Library. The Board of Trustees of the Columbia and Boone County Library District shall join with the Board of Trustees of the Callaway County Library, and shall review and approve an amended and restated agreement for the Regional Library, and Bylaws for the Regional Library; and the Columbia and Boone County Library District shall continue to participate as a Constituent Library District in the Regional Library until otherwise determined by the Columbia and Boone County Library District Board of Trustees or the Regional Library is otherwise dissolved or terminated.

4.8 Regional Library Terminated. If, in the future, the Regional Library is not established pursuant to an amended and restated agreement for the Regional Library, or it is thereafter dissolved or terminated, or it is determined by the Columbia and Boone County Library District Board of Trustees that the Columbia and Boone County Library should withdraw from the Regional Library, then, thereafter, the Columbia and Boone County Library shall continue to operate as a Unified Library District as provided for by the Act and this Agreement.

4.9 Perpetual Existence. The Unified District, the Columbia and Boone County Library District established pursuant to this Plan of Merger, shall be in perpetual existence, unless terminated pursuant to Law.

IN WITNESS WHEREOF, this Agreement, this Plan of Merger, has been executed by and on behalf of each of the Columbia Library District Board of Trustees and the Boone County Library District Board of Trustees, after approval by each of such Boards of Trustees, by their respective presidents of each of such Boards, with the merger of the Boone County Library District and the Columbia Library District provided for by this Plan of Merger to be automatically effective as of the Effective Date, subject, however, to those conditions and contingencies set forth in Article II of this Agreement.

COLUMBIA LIBRARY DISTRICT:

By: The Board of Trustees of the Columbia Library District

Date of Signature:
15 May 2017

By: [Signature]
Name Printed: LISA GROSTONG
its president

BOONE COUNTY LIBRARY DISTRICT:

By: The Board of Trustees of the Boone County Library District

Date of Signature:
May 11, 2017

By: [Signature]
Name Printed: William A Young
its president