

March 28, 2024

U.S. Environmental Protection Agency
Climate Pollution Reduction Grants Program
Attn: Program Officer
1200 Pennsylvania Avenue, N.W.
Washington, DC 20460

Re: Opinion in Support of MARC Eligibility for Grant Application

Ladies and Gentlemen:

Stinson LLP (the "Firm") and its predecessors have represented the Mid-America Regional Council ("MARC") as its chief outside legal counsel since at least as early as 1993. We have been asked to provide our opinion letter confirming that the state or territory in which MARC is located considers it to be a public body created by or pursuant to state law and that is accountable to municipal or state units of government, to support its eligibility for certain grant applications.

We can advise that MARC is a non-profit corporation, organized and existing pursuant to Missouri law, specifically Article VI, Section 16, of the Missouri Constitution and Section 70.210 et. seq. of the Revised Statutes of Missouri, and is also registered in the state of Kansas as a foreign not for profit corporation pursuant to Kansas law, specifically Section 12-716 et. seq. and 12-2901 et. seq. of the Kansas Statutes.

We can further advise that MARC is a wholly owned instrumentality of political subdivisions, and contributions to it qualify for deductions under the provisions and limitations set forth in Section 170 of the Internal Revenue Code. In this regard, the IRS has issued its advisory letter from the Internal Revenue Service dated June 30, 1972, which remains in effect, and which determined with respect to MARC:

The agreement entered into by the participating cities and counties in the State of Missouri and Kansas, provides that the voting members of the Council [MARC] shall be the presiding judges and chairmen of the Boards of Commissioners of the counties, and depending upon the population, additional representatives may be selected by the county court or commission. The general functions of the Council as stated in the agreement are to support and promote concerted action among the local governments and institutions for their mutual benefits and for the region as a whole; promote a spirit of cooperation

1201 Walnut Street, Suite 2900, Kansas City, MO 64106

among the local governments and agencies; assist and advise the local governments of the region; identify region-wide problems affecting the growth and development of the region. The parties agreed to provide funds for the operation and program of the Council to carry out the purposes and intent of the agreement by including in its annual budget its proportionate share and appropriating the necessary funds. The Council is accountable to the participating governments and is required to report annually its receipts and disbursements.

* * *

It has been determined that your activities are in behalf of the local governments comprising the region. Your control and supervision are vested in said local governments.

* * *

The Council [MARC] is accountable to the participating governments and is required to report annually its receipts and disbursements.

The MARC board of directors (the "Board") consists of 33 members made up of individuals from its constituent participating governments. Serving on the Board are the chief elected officials from the eight member counties (Leavenworth and Johnson counties and the Unified Government of Wyandotte County/Kansas City in Kansas; Jackson, Cass, Clay, Platte and Ray in Missouri) and member cities (Overland Park, Kansas; Olathe, Kansas; Kansas City, Missouri; Independence, Missouri; and Lee's Summit, Missouri) and representatives of the cities and counties in the region. Of these 33 members, 18 are from Missouri and 15 from Kansas. Five officers including a chair, first vice chair, second vice chair, secretary and treasurer are elected from the Board annually. The Board directs all policy decisions for MARC and typically meets monthly to discuss issues and act on programs.

Legislation in Kansas and Missouri address the participation of public agencies of the states in Interlocal agreements and the establishment of councils or other organizations of local governments (such as MARC) for the promotion of intergovernmental cooperation, among other things.

Based on the Firm's longstanding representation of MARC as its chief outside legal counsel, knowledge of its operations and activities, and subject to the information set forth above, it is our opinion under currently applicable law that MARC is a public body that the states and

U.S. Environmental Protection Agency
Climate Pollution Reduction Grants Program
Program Officer
March 28, 2024
Page 3

territories in which it is located (including the IRS) appropriately consider to be a public body created by or pursuant to state law, and that is accountable to its constituent municipal and state units of government.

We express no opinion on any issues other than those set forth above. Legislative, judicial or administrative changes could affect our opinion. We undertake no responsibility to advise you of any future change in the matters stated herein or in any applicable federal or state laws or the application or interpretation thereof.

Very truly yours,

Stinson LLP

A handwritten signature in black ink, appearing to read "Timothy J. Feathers", written over a horizontal line.

Timothy Feathers

TJF:slw