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October 11, 2021

Ms. Becky Behrens
City Clerk
City of Independence
111 East Maple Ave.
Independence, MO 64050

Re: Independence Square Community Improvement District
Annual Report

Dear Becky:

This letter is prepared in accordance with Section 67.1471 RSMo and serves as the annual report of the Independence Square Community Improvement District (the "District") for the Fiscal Year ending June 30, 2021. Enclosed please find copies of written resolutions passed by the District's Board of Directors during Fiscal Year 2021. The annual reports to the municipal clerk of the City of Independence (the "City") and to the Missouri Department of Economic Development for Fiscal Year 2021 have been submitted concurrently on the date stated above. Please retain this report as part of the official records of the City of Independence, and cause this report to be spread upon the records of the City Council.

During fiscal year 2021, the District had revenues of \$-0-, had expenditures of \$-0-, and provided no services. The District was formed during Fiscal Year 2021, so no budget was submitted to the City for review as an initial -\$0- budget was adopted via Resolution 2021-03 on March 3, 2021. The Fiscal Year 2022 budget was submitted to the City for review on March 29, 2021 and was adopted via Resolution 2021-05 on May 5, 2021.

Please contact me if you have questions regarding this report.

Very truly yours,

A handwritten signature in blue ink that reads "Tracie M. Maslak".

Tracie M. Maslak
Senior Legal Practice Assistant

Enclosure

RESOLUTION 2021-01

INDEPENDENCE SQUARE COMMUNITY IMPROVEMENT DISTRICT

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE INDEPENDENCE SQUARE COMMUNITY IMPROVEMENT DISTRICT IMPOSING A SALES AND USE TAX TO BE PRESENTED TO THE QUALIFIED VOTERS IN THE DISTRICT FOR THEIR APPROVAL BY SPECIAL ELECTION AND AUTHORIZING OTHER ACTIONS CONSISTENT THEREWITH.

WHEREAS, the Independence Square Community Improvement District (the “**District**”), established on August 3, 2020, by Ordinance No. 19146 of the City Council of the City of Independence, Missouri (the “**City**”), is a political subdivision of the State of Missouri and is transacting business and exercising powers granted to it pursuant to the Community Improvement District Act, Sections 67.1401 through 67.1571 of the Revised Statutes of Missouri, as amended (“**RSMo**”); and

WHEREAS, the District desires to fund, or assist in the funding of the construction, operation and maintenance of public improvements and services which may be undertaken by the District under the CID Act; and

WHEREAS, Section 67.1545, RSMo, and the Petition authorize the Board of Directors of the District (the “**Board**”) to submit a sales and use tax proposal to an election of the qualified voters of the District for the purposes of funding the administration of the District and such public improvements and services; and

WHEREAS, the Board desires to impose, upon approval of the qualified voters of the District, a sales and use tax of up to one percent (1%) on retail sales in the District to the extent authorized by Section 67.1545, RSMo (the “**District Sales Tax**”), and to submit to the qualified voters of the District for their approval, a proposal to authorize the District Sales Tax.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE INDEPENDENCE SQUARE COMMUNITY IMPROVEMENT DISTRICT AS FOLLOWS:

1. There is imposed, subject to approval by a majority of the votes cast by the qualified voters of the District, a district sales and use tax at the rate of up to one percent (1%) on all retail sales made within the District, which are subject to taxation pursuant to Section 144.010 to 144.525, RSMo, except sales of motor vehicles, trailers, boats or outboard motors and sales to or by public utilities and providers of communications, cable, or video services, for a period ending on the earlier of (1) the date that is thirty (30) years from date of the ordinance approving the CID or (2) repayment of any Obligations issued by the District.
2. The Board approves the submission of the District Sales Tax to the qualified voters of the District for their approval in accordance with Section 67.1545 RSMo, pursuant to the following ballot proposition:

Shall the Independence Square Community Improvement District impose a community improvement district-wide sales tax at the maximum rate of one percent (1%) for a period ending on the earlier of (1) the date that is thirty (30) years from the date of the ordinance approving the CID or (2) repayment of any Obligations issued by the District, for the purpose of funding for the construction of public improvements and the provision of services within the District’s boundaries and for all other lawful purposes as allowed by the Missouri Community Improvement District Act, Sections 67.1401 to 67.1571, RSMo, and the Petition

to Establish the District as approved by the Independence City Council, and for the purpose of funding the costs and expenses associated with District operations and administration including services provided to the District for operation and administration, professional fees incurred by the District and liability insurance for the directors and officers of the District?

[] YES [] NO

If you are in favor of the question, place an "X" in the box opposite "YES." If you are opposed to the question, place an "X" in the box opposite "NO."

3. The election will be conducted by mail-in ballot, at an election to be held as soon as legally and practically possible after the passage of this Resolution. If a majority of the votes cast by the qualified voters on the proposed District Sales Tax are in favor of the tax, then the tax shall be imposed at the rate of one percent (1%). If a majority of the votes cast by the qualified voters are opposed to the District Sales Tax, then this Resolution is void and of no further effect. The District shall pay for any costs for the printing of ballots, as reasonably required by the election authority.

4. The Chair, or his or her designee, is authorized to coordinate with Gilmore & Bell, P.C. and to take all actions necessary to notify the election authority of the election and the anticipated election date, and to coordinate for the election.

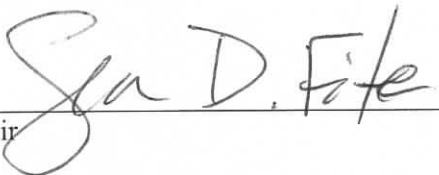
5. After the qualified voters have approved the imposition of the District Sales Tax, the District shall, in accordance with Section 32.087, RSMo, notify the Director of the Department of Revenue.

6. Upon approval of the District Sales Tax by the qualified voters of the District, the District Sales Tax shall become effective on the first day of the second quarter after the Director of the Department of Revenue receives notice of the adoption of the District Sales Tax. The District will deliver prompt notice of the Director of the Department of Revenue, and the sales tax is anticipated to have an effective date of July 1, 2021, subject to coordination with the election authority and compliance with all procedures as required by law.

7. The Board shall, and the officers, agents and employees of the Board are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments, including, without limitation, any agreement with respect to advancement of fees related to the cost of holding the election to authorize the District Sales Tax, as may be necessary or desirable to carry out and comply with the intent of this Resolution.

8. This Resolution shall take effect immediately.

PASSED by the Board of Directors of the Independence Square Community Improvement District on January 11, 2021.


Chair

RESOLUTION 2021-02

INDEPENDENCE SQUARE COMMUNITY IMPROVEMENT DISTRICT

A RESOLUTION AUTHORIZING AND RATIFYING THE FIRST ACTIONS OF THE BOARD OF DIRECTORS TO ESTABLISH THE OPERATIONS, ADMINISTRATION AND MANAGEMENT OF THE INDEPENDENCE SQUARE COMMUNITY IMPROVEMENT DISTRICT IN ACCORDANCE WITH THE MISSOURI COMMUNITY IMPROVEMENT DISTRICT ACT.

WHEREAS, the Independence Square Community Improvement District (the “**District**”), established on August 3, 2020, by Ordinance No. 19146 of the City Council of the City of Independence, Missouri (the “**City**”), is a political subdivision of the State of Missouri and is transacting business and exercising powers granted to it pursuant to the Community Improvement District Act, Sections 67.1401 through 67.1571 of the Revised Statutes of Missouri, as amended (“**RSMo**”); and

WHEREAS, pursuant to Section 67.1461.1(1), RSMo, the Board of Directors of the District (the “**Board**”) desires to adopt Bylaws of the District to provide an efficient and effective structure for the governance of the affairs of the District; and

WHEREAS, the District’s Bylaws require the Board to appoint, and the Board desires to appoint, a chairman, vice chairman, executive director, secretary, treasurer and such other officers or employees as it deems necessary; and

WHEREAS, the Board desires to ratify, acknowledge and accept all lawful actions taken by or on behalf of the District prior to its organization; and

WHEREAS, the District desires to authorize reimbursement for services rendered in furtherance of formation of the District for reasonable and actual expenses incurred in the formation of the District; and

WHEREAS, the District desires to designate Blue Ridge Bank and Trust, 201 W. Lexington Ave., Independence, MO 64050, as the District’s principal office and place of business; and

WHEREAS, Gilmore & Bell, P.C., has assisted with the establishment of the District; and

WHEREAS, the Board desires to engage the Gilmore & Bell, P.C. to provide continuity in all matters relating to the business and affairs of the District; and

WHEREAS, the District, as a public governmental body within the State of Missouri, desires to ensure that it conforms with the requirements set out in Sections 610.010 through 610.225, RSMo, as amended, otherwise commonly known as the Missouri Sunshine Law (the “**Sunshine Law**”).

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE INDEPENDENCE SQUARE COMMUNITY IMPROVEMENT DISTRICT, AS FOLLOWS:

Section 1. Adoption of Bylaws

- a. The Bylaws attached as **Exhibit A** are approved and adopted.

b. The Secretary of the District is directed to cause the Bylaws to be prepared in final type-written form, which shall incorporate any revisions agreed to by the Board at this meeting.

c. The Executive Director is authorized and directed to execute the Bylaws, as revised to final form by the District Secretary.

d. The Secretary is directed to cause the Bylaws to be attached to the minutes of this meeting of the Board of Directors of the District and be made a part of the corporate records of the District.

Section 2. Appointment of Officers

a. Sean Fite is appointed Chairman and Executive Director of the District.

b. Yvonne Hall is appointed Vice-Chairman of the District.

c. Amy Knipp is appointed Secretary of the District.

d. Brian Clark is appointed Treasurer of the District

e. That each officer of the District shall exercise those powers and perform those duties as set forth in the Bylaws of the District.

Section 3. Ratification of Prior Actions

a. All lawful actions taken on behalf of the District for the purpose of formation and in furtherance of the District are hereby ratified, acknowledged and accepted.

b. The District shall provide for the reimbursement of reasonable and actual expenses incurred in the formation of the District, as such funds become available from the District revenues.

Section 4. Designation of Principal Office and Place of Business

Blue Ridge Bank and Trust, 201 W. Lexington Ave., Independence, MO 64050, is hereby designated as the District's principal office and place of business.

Section 5. Appointment of General Legal Counsel

a. The District hereby engages the services of Gilmore & Bell, P.C. as the District's legal counsel as provided in the engagement letter attached hereto as **Exhibit B**. Fees for legal services to the District may be paid from District revenues, except that initial formation and related sales tax election fees incurred by or on behalf of the District may be paid by the City or the Independence Square Association and reimbursed to such entities pursuant to a cooperative agreement.

b. The Officers of the District are authorized to execute the attached engagement letter and to take such further actions as are necessary relating to the engagement of legal counsel as authorized in this Resolution.

Section 6. Adoption of Sunshine Law Policy

a. The policies and procedures for open meetings and open records of the District (the “Sunshine Law Policy”) attached as Exhibit C are approved and adopted in accordance with the Sunshine Law.

b. The Executive Director is authorized and directed to execute the Sunshine Law Policy.

c. The Secretary is directed to cause the Sunshine Law Policy to be attached to the minutes of this meeting of the Board and be made a part of the corporate records of the District.

d. The District hereby closes its records to the extent they qualify as records listed in the exceptions to the Sunshine Law, which are specifically set forth in Section 610.021, RSMo.


Section 7. Further Actions

The officers of the District are authorized to execute those documents and take all further actions necessary to carry out the purpose and intent of this Resolution.

Section 8. Immediate Effect

This Resolution shall take effect immediately upon its execution by the Executive Director.

PASSED by the Board of Directors of the Independence Square Community Improvement District on March 3, 2021.



Executive Director

EXHIBIT A

BYLAWS

BYLAWS
OF
INDEPENDENCE SQUARE COMMUNITY IMPROVEMENT DISTRICT

ARTICLE I
OFFICES, RECORDS, SEAL

1. Principal Office. The principal office of the District shall be designated as Blue Ridge Bank and Trust, 201 W. Lexington Ave., Independence, MO 64050, or at any such place located within the bounds of the City of Independence, Missouri (the “City”) as may from time to time be designated by the Board of Directors.

2. Records. The District shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and each committee of the Board of Directors. The District shall keep at its principal office a record of the name and place of residence of each director and each officer.

3. Seal. The District shall not have a corporate seal unless it is otherwise required by law to obtain or use such a seal.

ARTICLE II
PURPOSES

The purposes of the District shall be as set forth in the petition for creation of the District and the Five Year Plan (together, the “Petition”).

ARTICLE III
BOARD OF DIRECTORS

1. Powers of Board of Directors. The Board of Directors shall have and is vested with all powers and authorities granted by Sections 67.1401 through 67.1571 (the “Act”) of Revised Statutes of Missouri, as amended (“RSMo”), except as it may be expressly limited in the Petition, by law or by these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the District, to determine the policies of the District, to do or cause to be done any and all lawful things for and on behalf of the District, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes.

2. Official Actions. In accordance with Section 67.1451, RSMo, all official acts of the Board of Directors shall be by written resolution approved by the Board.

3. Number of Directors; Qualifications. The number of directors of the District to constitute the District Board shall be seven (7). The number of directors may not be increased or decreased. Each director shall be at least eighteen (18) years of age and be a citizen of the State of Missouri for a least one year prior to taking office. Each director shall also be and must declare to be either an owner, as defined in the Act, of real property within the District (an “Owner”) or an authorized representative of an Owner, an owner of a business operating within the District (an “Operator”) or an authorized representative of an Operator.

4. Initial District Board. The initial District Board, as set out in the Petition approved by the City, and, with respect to the “City Director,” as appointed by the Mayor of the City with the consent of the City Council, is as follows:

Sean Fite – Director, 3 years

Amy Knipp – Director, 3 years

Kristi Atwood – Director, 3 years

Brian Clark – Director, 2 years

Michelle DeMoss – Director, 2 years

Tom Waters – Director, 2 years

Yvonne Hall – Director, 2 years

Thereafter, successor directors shall be selected in the manner and for the terms provided for in paragraph 6 of this Article III.

5. Commencement of Term of Office of Directors. A director shall not be deemed to have commenced his or her term of office or to have any of the powers or responsibilities of a director (i) unless such director is qualified to act as such, and (ii) until the time such director accepts the office of director either by a written acceptance or by participating in the affairs of the District at a meeting of the Board of Directors or otherwise. *The term of each Director shown above in paragraph 4 shall begin on September 23, 2020.*

6. Successor Directors. Successor directors shall be appointed by the Mayor with the consent of the City Council, as provided in the Act, and any vacancy shall be filled in accordance with the Act. Each successor director elected shall serve a term of four years. Representatives of the owners of real property within the District’s boundaries may submit a proposed slate of successor directors to the City Clerk of the City, which may be comprised of any individuals who are qualified to become directors, for consideration by the City for appointment. The slate shall serve as a non-binding recommendation of persons to be appointed by the Mayor.

7. Removal for Cause. In accordance with Section 67.1451.7, RSMo, any director may be removed for cause by a two-thirds affirmative vote of the Directors of the Board (five Directors). Written notice of the proposed removal shall be given to all directors prior to action thereon.

8. Resignation. Any director may resign from the Board of Directors. Such resignation shall be in writing addressed to the Secretary of the District and shall be effective immediately or upon its acceptance by the Board of Directors as such resignation may provide.

9. Vacancy. In accordance with Section 67.1451.4, RSMo, in the event of a vacancy on the Board of Directors prior to the expiration of a director’s term, the remaining directors shall elect an interim director to fill the vacancy for the unexpired term. Any interim director appointed pursuant to this paragraph shall possess the qualifications set forth in paragraph 3 of this Article III. At the expiration of the remaining term of the interim director, a new director shall be selected as provided in paragraph 6 of this Article III.

10. Compensation of Directors. No director shall receive compensation from the District for any service such director may render to it as a director. A director may be reimbursed for his or her actual expenses reasonably incurred in and about such director's performance of his or her duties as a director.

11. Committees. The Board of Directors shall have no authority to appoint an executive committee or any other committee having the authority of the Board of Directors. The Board of Directors may create and appoint any committees it deems necessary and advisable to conduct studies and reviews and provide advice and recommendations to the Board of Directors.

ARTICLE IV

MEETINGS AND PROCEDURES

1. Procedural Rules. All meetings and proceedings of the District shall be in accordance with Robert's Rules of Order except as otherwise directed by these Bylaws.

2. Place. Meetings of the Board of Directors of the District shall be held at the principal office of the District, as designated by the Board of Directors, or at any other place within the City of Independence, Missouri, as may be determined from time to time by the Board of Directors.

3. Notice of Meetings. Meetings may be called by the Chairman, the Vice Chairman or the Secretary or by a majority of the Board of Directors by notice provided by the officer or directors calling the same and given in the manner hereinafter provided. Written notice stating the time, date, place and tentative agenda of a meeting shall be delivered to each director not less than twenty-four (24) hours before the time of the meeting, either personally, by mail, by electronic mail or by facsimile. If sent by U.S. mail, such notice shall be deemed to be delivered three days after depositing such notice in the United States mail addressed to the director at such director's address as it appears on the records of the District, with postage thereon prepaid.

4. Waiver of Notice. Any notice provided or required to be given to the directors may be waived in writing by any of them whether before or after the time stated therein. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where the director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5. Quorum. The presence of a majority of the Board of Directors shall be requisite for and shall constitute a quorum for the transaction of business at all meetings. Vacant positions are not counted in determining a majority of the Board of Directors. The acts of directors, in accordance with Robert's Rules of Order, who are present at a meeting at which a quorum is present, shall be valid as the act of the Board of Directors except in those specific instances in which a larger vote may be required according to Robert's Rules of Order, by law or these Bylaws.

6. Adjournment. Whether or not a quorum shall be present at any such meeting, the directors present shall have power to adjourn the meeting, without notice other than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present, any business may be transacted that could have been transacted at the original session of the meeting.

7. Voting. Each director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision. If a roll call is taken, all votes shall be recorded so as to attribute each "aye" and "nay" vote, or abstinence if not voting, to the name of the respective director.

8. Official Actions. In accordance with Section 67.1451.8, RSMo, all official acts of the Board of Directors shall be by written resolution approved by the Board.

9. Meeting by Conference Telephone. Members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Notice for such meetings shall be posted at the principal office of the District and City Hall and designate a place, telephone number, or web address where members of the public may hear the conference call for purposes of complying with Chapter 610, RSMo (the “Sunshine Law”).

10. Compliance with State Sunshine Law. The District is a “public governmental body” pursuant to the Sunshine Law; therefore, notwithstanding any other provision of these Bylaws and in addition to any requirements of these Bylaws, the District shall give notice of and conduct all meetings of the Board of Directors in accordance with the Sunshine Law.

ARTICLE V **OFFICERS**

1. General. The officers of the District shall be a Chairman, a Vice Chairman, an Executive Director, a Secretary, a Treasurer and such other officers as the Board of Directors may appoint. The officers shall be appointed from among the members of the Board of Directors and shall at all times while holding such offices be members of the Board of Directors. One Director may hold two or more offices.

2. Election and Terms of Office. Initially, the officers shall be appointed by the Board of Directors named in these Bylaws at the first meeting of that body, to serve until the first annual meeting of the Board of Directors and until their successors are duly elected and qualified.

At the first and each subsequent annual meeting of the Board of Directors, the Board of Directors shall appoint officers to serve until the next annual meeting of the Board of Directors and until their successors are duly appointed and qualified.

An officer shall be deemed qualified when such officer enters upon the duties of the office to which such officer has been appointed and furnishes any bond required by the Board of Directors or these Bylaws; but the Board of Directors may also require of such person a written acceptance and promise faithfully to discharge the duties of such office.

The term of office of each officer of the District shall terminate at the annual meeting of the Board of Directors next succeeding his or her appointment and at which any officer of the District is appointed unless the Board of Directors provides otherwise at the time of his or her appointment.

3. Removal. If for any reason any officer who is also a member of the Board of Directors ceases to be a member, then such officer shall be deemed automatically removed from office in the District.

4. Compensation of Officers. No officer who is also a member of the Board of Directors shall receive any salary or compensation from the District for any services such officer may render to it as an officer. Salaries and compensation of all other officers, agents and employees of the District, if any, may be fixed, increased or decreased by the Board of Directors, but until action is taken with respect thereto by the Board of Directors, the same may be fixed, increased or decreased by the Chairman, or

such other officer or officers as may be empowered by the Board of Directors to do so; provided, however, that no person may fix, increase or decrease his or her own salary or compensation. Each officer may be reimbursed for such officer's actual expenses if they are reasonable and incurred in connection with the purposes and activities of the District.

5. Vacancies. Vacancies caused by the death, resignation, incapacity, removal or disqualification of an officer of the District shall be filled by the Board of Directors at any annual or other regular meeting or at any special meeting called for that purpose, and such person or persons so elected to fill any such vacancy shall serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors, and until such officer's successor is duly elected and qualified.

6. The Chairman. The Chairman shall be the chief executive officer of the District, shall have such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of an entity, and shall carry into effect all directions and resolutions of the Board of Directors. The Chairman may serve as the Executive Director pursuant to paragraph 10 of this Article V. The Chairman shall preside at all meetings of the Board of Directors at which he or she may be present.

The Chairman may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of the District and may cause the seal to be affixed thereto, and all other instruments for and in the name of the District.

The Chairman shall have the right to attend any meeting of any committee of the Board of Directors and to express his or her opinion and make reports at such meeting; provided, however, that unless the Chairman shall be specifically appointed to any committee, the Chairman shall not be considered to be a committee member or have the right to vote or be counted for the purpose of determining a quorum at any such meeting.

The Chairman shall have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws or by the Board of Directors.

7. The Vice Chairman. The Vice Chairman shall work in cooperation with the Chairman and shall perform such duties as the Board of Directors may assign to him or her. In the event of the death, and during the absence, incapacity, inability or refusal to act of the Chairman, the Vice Chairman shall be vested with all the powers and perform all of the duties of the office of Chairman. In the absence of the Chairman, the Vice Chairman shall preside at all meetings of the Board of Directors at which he or she may be present. The Vice Chairman shall have such other or further duties or authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.

8. The Secretary. The Secretary shall attend the meetings of the Board of Directors and shall record or cause to be recorded all votes taken and the minutes of all proceedings in the minute book of the District to be kept for that purpose. The Secretary shall perform like duties for any committee established pursuant to these Bylaws when requested by such committee to do so. The Secretary shall be the custodian of all the books, papers and records of the District and shall, at such reasonable times as may be requested, permit an inspection of such books, papers and records by any director of the District. The Secretary shall upon reasonable demand furnish a full, true and correct copy of any book, paper or record in his or her possession. The Secretary shall be the administrative and clerical officer of the District under the supervision of the Chairman and the Board of Directors.

If the District has a seal, the Secretary shall keep in safe custody the seal of the District and when authorized to do so shall affix the same to any instrument requiring the seal, and when so affixed, the Secretary shall attest the same by his or her signature.

The Secretary shall have the general duties, powers and responsibilities of a secretary of a district and shall have such other or further duties or authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.

9. Treasurer. The Treasurer shall have supervision and custody of all moneys, funds and credits of the District and shall cause to be kept full and accurate accounts of the receipts and disbursements of the District in books belonging to it. The Treasurer shall keep or cause to be kept all other books of account and accounting records of the District as shall be necessary, and shall cause all moneys and credits to be deposited in the name and to the credit of the District in such accounts and depositories as may be designated by the Board of Directors. The Treasurer shall disburse or supervise the disbursement of funds of the District in accordance with the authority granted by the Board of Directors, taking proper vouchers therefor. The Treasurer shall be relieved of all responsibility for any moneys or other valuable property or the disbursement thereof committed by the Board of Directors to the custody of any other person or district, or the supervision of which is delegated by the Board of Directors to any other officer, agent or employee.

The Treasurer shall render to the Chairman or the Board of Directors, whenever requested by them, an account of all transactions as Treasurer and of those under the Treasurer's jurisdiction and the financial condition of the District.

The Treasurer shall have the general duties, powers and responsibilities of a treasurer of a district, shall be the chief financial, accounting and budget officer of the District and shall have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the Board of Directors.

10. The Executive Director. The Executive Director shall execute documents, take any action and perform any further duties as may be prescribed from time to time by the Board of Directors.

11. Other Agents. The Board of Directors from time to time may also appoint such other agents for the District as it shall deem necessary or advisable, each of whom shall serve at the pleasure of the Board of Directors or for such period as the Board of Directors may specify, and shall exercise such powers, have such titles and perform such duties as shall be determined from time to time by the Board of Directors or by an officer empowered by the Board of Directors to make such determinations.

ARTICLE VI

GENERAL PROVISIONS

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the District. All contracts shall be approved by written resolution of the Board of Directors.

2. Depositories and Checks. The moneys of the District shall be deposited in such manner as the Board of Directors shall direct in such banks or trust companies as the Board of Directors may designate and shall be drawn out by checks or drafts signed in such manner as may be provided by resolution adopted by the Board of Directors.

3. Bonds. The Board of Directors may require that any officer or employee handling money of the District be bonded at the District's expense, in such amounts as may be determined by the Board of Directors.

4. Custodian of Securities. The Board of Directors may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by the District, and to exercise in respect thereof such powers as may be conferred by resolution of the Board of Directors. The Board of Directors may remove any such custodian at any time.

5. Fiscal Year. The fiscal year of the District shall be July 1 to June 30, the same as the fiscal year of the City, in accordance with the CID Act.

6. Certain Loans Prohibited. The District shall not make any loan to any officer or director of the District. The District shall not have the power to borrow money.

7. Indemnification and Liability of Directors and Officers. Each person who is or was a director or officer of the District (including the heirs, executors, administrators and estate of such person) shall be indemnified by the District as of right to the full extent permitted or authorized by the laws of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorneys' fees) asserted or threatened against or incurred by such person in such person's capacity as or arising out of such person's status as a director or officer of the District. The indemnification provided by this Bylaw provision shall not be exclusive of any other rights to which those indemnified may be entitled under any other bylaw provision or under any agreement, vote of disinterested directors or otherwise, and shall not limit in any way any right which the District may have to make different or further indemnifications with respect to the same or different persons or classes of persons.

No person shall be liable to the District for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by such person as a director or officer of the District if such person (i) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of his or her own affairs, or (ii) took or omitted to take such action in reliance upon advice of counsel for the District, or upon statements made or information furnished by directors, officers, employees or agents of the District which such person had no reasonable grounds to disbelieve.

8. Absence of Personal Liability. The directors and officers of the District are not individually or personally liable any liabilities or obligations of the District.

9. Budgets. The District will annually prepare a budget, and an annual report describing the major activities of the District during the preceding year and upcoming year. The Budget shall be submitted to the City for review and comment not less than thirty (30) days prior to the intended date of approval of the Budget. Not later than the first day of each fiscal year, the Board of Directors shall adopt a budget for the District for the ensuing budget year, for every fund of the District of any kind, in such a manner as may be provided by law. If the Board of Directors fails to adopt a budget by the first day of a fiscal year, the District shall be deemed to have adopted a budget for such fiscal year which provides for application of the District's sales tax revenues collected in such fiscal year in accordance with the budget for the prior fiscal year.

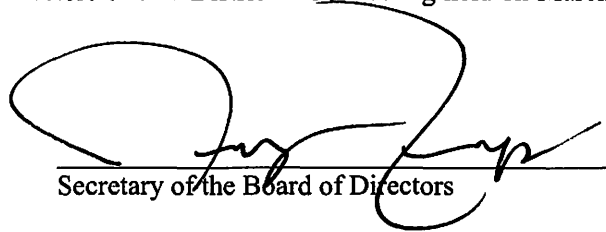
ARTICLE VII **AMENDMENTS**

The Board of Directors of the District shall have the power to make, alter, amend and repeal the Bylaws of the District and to adopt new Bylaws, which power may be exercised by a vote of a majority of the members of the full Board of Directors. The District shall keep at its principal office a copy of the

Bylaws, as amended, which shall be open to inspection by any member of the Board of Directors at all reasonable times during office hours.

CERTIFICATE TO BYLAWS

The foregoing Bylaws were duly adopted as and for the Bylaws of the Independence Square Community Improvement District by the Board of Directors of said District at its meeting held on March 3, 2021.



Secretary of the Board of Directors

EXHIBIT B

ENGAGEMENT LETTER OF GILMORE & BELL, P.C.



2405 Grand Boulevard, Suite 1100
Kansas City, Missouri 64108-2521

(816) 221-1000 / (816) 221-1018 FAX / gilmorebell.com

March 3, 2021

Board of Directors
Independence Square Community Improvement District
Independence, Missouri

Re: Engagement Letter for General Legal Counsel Services to the Independence Square
Community Improvement District

Dear Board of Directors:

Thank you for the opportunity to serve as general legal counsel to the Independence Square Community Improvement District (the “**District**”), which has been formed for the purpose of providing a funding mechanism for public improvements relating to a project within the City of Independence, Missouri (the “**City**”). We are pleased to submit this agreement establishing our role as the District’s general legal counsel. The purpose of this letter is to set forth our responsibilities and fees with respect to the proposed engagement by the District.

SCOPE OF SERVICES

As the District’s legal counsel, we will perform the services described in **Attachment A** (the “**Legal Services**”), which are attached hereto and incorporated herein by reference. In preparing and reviewing any documents and notices related to the provision of the Legal Services, we will look to representatives of the District to undertake the gathering and/or supplying of certain information required to be included in those documents.

Our services hereunder will be performed on a flat fee basis for all annual administrative duties and an hourly basis for any non-administrative matters. Megan Miller will be the primary attorney in the firm responsible for providing the legal services and Tracie Maslak will be the primary legal practice assistant supporting Ms. Miller. The primary contact persons for day-to-day communications with the District will be Ms. Miller and Ms. Maslak. We may call upon other attorneys in our firm for specialized services and consultation.

ATTORNEY-CLIENT RELATIONSHIP

Upon execution of this engagement letter, the District will be our client and an attorney-client relationship will exist between us. We assume that all other parties to any transaction will retain such counsel, as they deem necessary and appropriate to represent their interests in any transaction. Our services are limited to those contracted for herein. Our representation of the District will not affect,

however, our responsibility to render objective legal opinions, if any, as required in connection with our representation of the District.

FEES

The fees for this project will be charged on a flat fee basis for all annual administrative duties. The fee schedule is set forth in **Attachment B**. The flat fee will include reimbursement of our out-of-pocket expenses, including travel costs, photocopying, deliveries, long distance telephone charges, telecopy charges, postage, filing fees, and other necessary office disbursements for our activities as legal counsel to the District. Annual administrative statements will be rendered at the beginning of each Fiscal Year of the District. It is our understanding that our fees will be paid from District Sales Tax revenues as operating costs of the District pursuant to the CID Act. Prior to the time that the District is generating revenues, our fees may be paid by a third party, which shall accrue to such party as CID-reimbursable costs, and such party shall be reimbursed from District revenues when such revenues are available and budgeted by the District.

CONFLICTS

Our firm has represented the City in the process of the formation of the District. We believe that our representation of the City is not directly adverse to the District, and we believe there is not a significant risk that our representation of the District will materially limit our responsibilities to the District. Further, it is our understanding that the City and the District will work in a coordinated fashion to help ensure the proper administration and operation of the District. Whenever a potential issue arises in which the City's and District's interests are adverse, we will advise both parties of the issue and will disclose to each party the advice we are providing to each of you.

In addition, as you are aware, our firm represents many cities, counties and other political subdivisions. It is possible that during the time that we are representing the District, one or more of our present or future clients will have transactions with the District. We do not believe any such representation will adversely affect our ability to represent you as provided in this letter either because such matters will be sufficiently different from the matters described herein so as to make such representations not adverse to our representation of the District, or because the potential for such adversity is remote or minor and outweighed by the consideration that it is unlikely that advice given to the other client will be relevant to any aspect of the matters described herein. Execution of this letter will signify the District's consent to our representation of others, including the City, consistent with the circumstances described in this Section.

RECORDS


After our services conclude, we will, upon your request, deliver the file for this engagement to you. If you do not request the file, we will retain it for a period of ten years after the matter is closed. If you do not request delivery of the file before the end of the ten year period, we will have no further obligation to retain the file and may, at our discretion, destroy it without further notice to you. At any point during the ten year period, you may request delivery of the file.

CONCLUSION

One of our goals is to ensure that legal services are delivered effectively and efficiently, and that all billings are accurate and understandable. Please direct any questions about services, billing, or payment status of your account to Megan Miller.

If the foregoing terms are acceptable to you, please so indicate by returning the enclosed copy of this engagement letter dated and signed by an authorized official, retaining the original for your files. We look forward to working with you.


GILMORE & BELL, P.C.


Megan E. Miller

Accepted and Approved:

**INDEPENDENCE SQUARE
COMMUNITY IMPROVEMENT DISTRICT**

By: _____


Executive Director

Date: _____

3-3-2021

Approval Authorized by Resolution No. 2021-02.

ATTACHMENT A

SCOPE OF LEGAL SERVICES

Provide general legal counsel services to the District, including all legal advice regarding the operations of the District.

Participate in discussion and provide advice on the imposition of the District sales tax.

Advise the District regarding its recurring responsibilities under the CID Act and prepare, or assist in the preparation of, all of the documents related thereto.

Prepare District resolutions and all related documents for District meetings.

Prepare and negotiate all contracts between the District and other parties to carry out the purposes of the District.

Prepare and negotiate a cooperative agreement between the City and the District.

Schedule with District officials, prepare for and attend District Board of Directors meetings in person or by telephone conference, as requested and directed by the Board of Directors.

Prepare petition(s) to add properties to the District, as needed.

Monitor and advise the District regarding changes to Missouri law that affect the District.

Provide assistance with legal issues related to enforcement of the District sales tax.

Provide routine legal advice for ongoing District operations including Sunshine Law requests, agreement monitoring and reporting requirements.

Coordinate with City staff to carry out the rights, duties and obligations of the cooperative agreement between the District and the City.

Undertake such additional duties as the District reasonably deems necessary to assist with the operation of the business and affairs of the District.

ATTACHMENT B

FEE SCHEDULE

The annual administrative services performed by Gilmore & Bell, P.C. for this project will be billed on a flat fee basis as follows:

\$2,000 per District Fiscal Year

Any services for the District outside of the scope of annual administrative duties (e.g., conducting a sales tax election, adding or removing property from the District, dissolving the District, etc.) may be billed on an hourly basis as follows:

Legal Assistant – \$120 per hour

Associate – \$190 per hour

Shareholder – \$380 per hour

Hourly rates may be adjusted annually to match the firm's fee schedule and our updated rates will appear on our account statements.

EXHIBIT C

SUNSHINE LAW POLICY

**SUNSHINE LAW POLICY
OF
INDEPENDENCE SQUARE COMMUNITY IMPROVEMENT DISTRICT**

I. Purpose

A. Purpose of the Sunshine Law, Sections 610.010 to 610.225, RSMo, as amended.

To establish and further the public policy of Missouri that meetings, records, votes, actions, and deliberations of public governmental bodies be open to the public unless otherwise provided by law. The Sunshine Law is liberally construed and its exceptions are strictly construed to promote this public policy.

Except as otherwise provided by other laws, the Sunshine Law requires all public meetings of public governmental bodies to be open to the public, all public records of public governmental bodies to be open to the public for inspection and copying and all public votes of governmental bodies to be recorded.

B. Purpose of the District's Sunshine Law Policy

The Independence Square Community Improvement District (the “**District**”) is a political subdivision of the State of Missouri, and therefore, is also a public governmental body subject to the Sunshine Law. This policy is designed to ensure that the District, through the actions of its officers and employees, complies with the Sunshine Law.

This policy is required by the Sunshine Law and is designed to complement the Sunshine Law. In the event that either the Sunshine Law or this policy is more strict than the other regarding a particular requirement, the stricter provision shall apply.

II. Definitions.

A. Closed Meeting, Closed Record, Closed Vote. Any meeting, record or vote that is closed to the public.

B. Principal Office. The principal office of the District shall be as defined in the District Bylaws.

C. Public Business. All matters which relate in any way to the performance of the District's functions or the conduct of its business.

D. Public Governmental Body. Any legislative, administrative or governmental entity created by the constitution or statutes of Missouri, by order or ordinance of any political subdivision or district, judicial entities when operating in an administrative capacity, or by executive order.

This includes any quasi-public governmental body. The term “quasi-public governmental body” means any person, district or partnership organized or authorized to do business in this state pursuant to the provisions of chapter 352, 353, or 355, RSMo, or unincorporated association which has as its primary purpose to enter into contracts with

public governmental bodies, or to engage primarily in activities carried out pursuant to an agreement or agreements with public governmental bodies.

- E. Public Meeting.** Any District meeting at which any public business is discussed, decided, or public policy formulated, whether corporeal or by means of communication equipment; however, “Public Meeting” does not include informal gatherings of members of the District for social or ministerial purposes, but does include a public vote of all or a majority of the members of the District by electronic communication or other means, conducted in lieu of holding a Public Meeting with the members of the public body gathered at one location in order to contact public business.
- F. Public Record.** Any record, whether written or electronically stored, retained by or of the District, including any report, survey, memorandum or other document or study prepared and presented to the District by a consultant or other professional service provider paid for in whole or in part by public funds; provided, however that “public record” does not include any internal memorandum or letter received or prepared by or on behalf of a member of the District consisting of advice, opinions, and recommendations in connection with the deliberative decision making process of the District, unless such records are retained by the public body or presented at a public meeting.
- G. Public Vote.** Any vote, whether conducted in person, by telephone or by another electronic means, cast at any public meeting of the public body.
- H. Record.** “Record” is not defined under the Sunshine Law; however, “record” is defined in the State and Local Records Law, Sections 109.200 through 109.310, RSMo. Pursuant to Section 109.210(5) of the State and Local Records Law, a “record” is any “document, book, paper, photograph, map, sound recording, or other material, regardless of physical form or characteristics, made or received pursuant to law or in connection with a transaction of official business.” While this definition is not controlling for Sunshine Law purposes, it does provide useful statutory guidance.
- I. Written Policy.** A reasonable written policy regarding the release of information under the Sunshine Act that, if complied with, renders an employee of the District not guilty of violating the Sunshine Law nor subject to civil liability for any act arising out of its adherence to the written policy.

III. Notice Requirements

A. Notice of Public Meetings

1. Generally

Except as provided in subsection B of this Section, the District Secretary, or his or her designee, shall give notice of the time, date, place of meeting, a tentative agenda for all open Public Meetings and whether the meeting or any portion of the meeting will be open or closed at least twenty-four (24) hours in advance of any Public Meeting. The notice shall be given by posting written notice on a bulletin board or in another prominent place located in a public area in the principal office of the District. In the event that the meeting will not be held in

the District's principal office, notice shall also be posted at the building in which the meeting will be held.

The twenty-four (24) hour notice period shall not include weekends and holidays where the District's offices are closed.

Copies of the meeting notice shall be made available at the same time notice is given to the members of the public body to all members of the media who have submitted such a request to the public body or to the City of Independence, Missouri.

2. Telephone or electronic meetings

If the Public Meeting will be conducted in whole or in part by telephone or other electronic means, then the notice of the Public Meeting must identify the mode by which the meeting will be conducted and must designate a location where the public may observe and attend the meeting. If the Public Meeting will be conducted by internet chat, internet message board or other computer link, notice shall be posted also on the District's web site and the notice must inform the public about how to access the meeting.

3. Special Notice Requirements

For any Public Meeting where a vote is required to implement a tax increase, Section 67.2725, RSMo, requires notice conforming with all the requirements of subsection 1 of Section 610.020, RSMo, to be given at least four days before a vote on such issue, exclusive of weekends and holidays when the facility is closed. Section 67.2725, RSMo, does not apply to any votes or discussion related to proposed ordinances which require a minimum of two separate readings on different days for their passage. The provisions of subsection 4 of Section 610.020, RSMo (which provide that when it is necessary to hold a meeting on less than twenty-four hours' notice, or at a place that is not reasonably accessible to the public, or at a time that is not reasonably convenient to the public, the nature of the good cause justifying that departure from the normal requirements shall be stated in the minutes) does not apply to any matters that are subject to the provisions of the special notice requirements of Section 67.2725, RSMo.

B. Notice of Closed Meetings

If it is anticipated that all or a portion of a Public Meeting of the District is to be closed, the notice for the meeting shall set forth the reason for its closure by reference to the specific exception allowed pursuant to the provisions of Section 610.021, RSMo and Section V.A. of this Policy.

A Closed Meeting, the closed portion of a Public Meeting, or a Closed Vote may be held with less than the required notice if there is good cause to render such notice impossible or impractical, in which case the District will give as much notice as is reasonably possible prior to closing the meeting or vote. The nature of the cause justifying the departure from the normal requirements shall be stated and included in the minutes of the Public Meeting.

C. Notice of Emergency Meetings

A Public Meeting may be held with less than twenty-four (24) hours notice if there is good cause to render such notice impossible or impractical. If such good cause exists, then as much notice as is reasonably possible shall be given. Following the opening of the Public Meeting, the nature of the cause justifying the departure from the normal requirements shall be stated in the minutes.

IV. Public Meetings

A. Location of Public Meetings

Public Meetings should be held at the Principal Office of the District or at an otherwise stated meeting place, unless otherwise specified in the notice. Each meeting shall be held at a place reasonably accessible to the public and of sufficient size to accommodate attendance by members of the public. Where it is necessary to hold a Public Meeting in a location that is not reasonably accessible to the public, the reason for the selection of the meeting location shall be stated in the minutes at the opening of the meeting. At any Public Meeting conducted by telephone or other electronic means, the meeting notice shall designate a location at which the public may meet and observe and/or attend the meeting.

B. Minutes of Public Meetings

The minutes of all Public Meetings should be taken and maintained by the District Secretary or his or her designee. The minutes shall include, at a minimum, the date, time, and place, the Board of Directors members present, the Board of Directors members absent, and a record of any votes taken. If a roll call vote is taken, the minutes shall indicate the vote of each public body member as yea, nay, or abstain, if not voting.

C. Recording of Proceedings at Public Meetings

Public Meetings may be recorded electronically or otherwise by members of the public at that individual's or group's expense. Audio recordings of the Public Meetings are not required, but if the District makes an audio recording of a Public Meeting, the District shall make copies of its audio recordings available upon written request submitted to the Secretary at a price established by the Board of Directors. The price established may include on the cost of the staff time required for making a copy and the cost of the tape used for its duplication.

The Board of Directors, at its full discretion, may establish guidelines regarding the manner in which a meeting may be recorded. In no event shall a Closed Meeting be recorded.

V. Closed Meetings

- A.** The District's meetings should be presumed open unless they clearly fit within one of the express exemptions enumerated in the Sunshine Law. A Closed Meeting, portion of a meeting, or vote may be held for different reasons under the Sunshine Law including, but not limited to the following reasons:

1. Legal actions, causes of action or litigation involving the public body and any confidential or privileged communications between the public body or its representatives and its attorneys;
2. Leasing, purchase or sale of real estate by the public body where public knowledge of the transaction might adversely affect the legal consideration therefore;
3. Hiring, firing, disciplining or promoting of particular employees by the public body when information relating to an employee's performance or merit is discussed or recorded;
4. Preparation, including any discussions or work product, on behalf of the public body or its representatives for negotiations with employee groups;
5. Software codes for electronic data processing and documentation thereof;
6. Specifications for competitive bidding, until either the specifications are officially approved by the public body or are published for bid;
7. Sealed bids and related documents, until the bids are opened and sealed proposals and related documents or any documents related to a negotiated contract until a contract is executed, or all proposals are rejected;
8. Individually identifiable personnel records, performance ratings or records pertaining to employees or applicants for employment;
9. Records that are protected from disclosure by law;
10. Meetings and public records relating to scientific and technological innovations in which the owner has proprietary interest;
11. Confidential or privileged communications between the public body and its auditor, including all auditor work product; and
12. Existing or proposed security systems and structural plans of real property owned or leased by a public governmental body, and information that is voluntarily submitted by a nonpublic entity owning or operating an infrastructure to any public governmental body for use by that body to devise plans for protection of that infrastructure.

B. Public Presence at Closed Meetings

Members of the public shall be allowed to remain at a designated area on-site but outside of the room in which a Closed Meeting, closed portion of a Public Meeting, or Closed Vote is conducted, so as to allow members of the public to attend any subsequent portion of the Public Meeting that is not closed.

C. Conducting Closed Meetings and Votes

A Public Meeting or a vote may be closed to the public for any of the reasons enumerated in Section V.A. A Closed Meeting, closed portion of a Public Meeting or Closed Vote may be held if proper notice is given, pursuant to Section III.B. In addition to the general notice requirements, the notice shall set forth the reason for closing the meeting, portion of the meeting or vote, with references to the specific section and subsection of the Sunshine Law allowing such action.

Prior to closing a Public Meeting, a portion of a Public Meeting or a vote, the District Chairman shall state forth and include in the minutes of the Public Meeting, the specific section and subsection of the Sunshine Law upon which the decision to close the meeting, portion of the meeting or vote is based.

Any votes taken during a Closed Meeting shall be taken by roll call. In accordance with the Sunshine Law, all votes taken by roll call shall be cast by only those members who are physically present and in attendance at the Public Meeting. Upon a roll call vote, a majority of the quorum present must vote in favor of a motion to close the Public Meeting or vote, before such a meeting or vote is closed. The vote of each member of the public body on the question of closing a Public Meeting or vote and the specific reason for closing that Public Meeting or vote by reference to a specific section and subsection of the Sunshine Law shall be announced publicly at the Public Meeting and entered into the minutes of the Public Meeting.

Public Meetings shall be closed only to the extent necessary for the specific reason announced to justify the Closed Meeting, the closed portion of a Public Meeting, or the Closed Vote. During the Closed Meeting or the Closed Vote, the members of the District Board of Directors shall not discuss business unrelated to the reason announced to justify closing the meeting, portion of a meeting, or vote.

Upon a motion to close a Public Meeting, Public Record or vote, any other member who believes that such motion, if passed, would cause a violation of the Sunshine Law may state his or her objection prior to the time a vote is taken on the motion. Such objection must be stated in the minutes. A member objecting to a Closed Meeting shall be allowed to fully participate in any meeting, Record or vote closed over the member's objection.

D. Minutes of Closed Meetings

1. The minutes of all Closed Meetings, closed portions of Public Meetings, and Closed Votes shall be taken and maintained by the custodian of the District or a person designated by the custodian.
2. The minutes shall include the date, time, place, members present, members absent, and a record of any votes taken. Any Closed Votes shall be taken by roll call and the minutes shall indicate the vote of each member of the public body as yea, nay, or abstaining, if not voting.

VI. Public Records

A. Generally

The District Secretary shall be the custodian of the District's Records. Unless otherwise provided by law, the District's Records are to be open and available to the public for inspection and copying.

If a member of the District's Board of Directors transmits an email relating to public business to at least two (2) other members of the Board so that when, counting the sender, a majority of the members are copied, a copy of the email shall also be sent to the Secretary or the member's public office computer.

B. Requests for Public Records

The District Secretary or his or her designee is responsible for maintenance of the District's Records. Requests for access to the Public Records shall be made to the Secretary. Requests may be made verbally (in person or by telephone) or in writing (by mail or electronically). If, for reasonable cause, by the end of the third (3rd) business day following the day of the Secretary's receipt of the request for access to those Public Records (*i.e.* day of receipt plus 3 days) access is not made available, the Secretary shall provide a written explanation of the cause of the delay and the place, time and date that the Public Records will be available for inspection.

The Secretary shall charge ten cents (10¢) per page for standard copies and the actual cost of the copy for larger or specialized documents. The Secretary also may charge a reasonable fee for the time necessary to search for and copy the Records. Payment of such copying fees may be requested prior to the making of copies. Records may be furnished without charge or for a reduced charge when the District determines that waiver or reduction of the fee is in the public interest because it is likely to contribute significantly to public understanding of the operation or activities of the District and is not primarily in the commercial interest of the requestor. Fees collected for copying shall be submitted by the District to the Director of Revenue of the State of Missouri for deposit into the general fund of the state. Copies of Records that are made for the City shall not be subject to any charges.

If a request for access to any Public Record of the public body is denied, the person seeking access may request a written statement of the grounds for denial. The written statement should cite to the specific provisions of the Sunshine Law under which the access has been denied.

C. Classification of Records


1. Closed Records include all of those items related to the list in Section 610.021, RSMo.
2. The following Closed Records must be made available to the public as provided by the Sunshine Law and as described below:
 - a. Minutes, votes and settlement agreements regarding legal actions or litigation must be made public upon the final disposition or upon the

signing of a settlement agreement unless ordered closed by a court (RSMo § 610.021(1)) but even if a court orders a settlement agreement closed, the amount of any money paid by or on behalf of the public body must be disclosed;

- b.** Any vote involving the exercise of the power of eminent domain shall become public or be announced immediately following the action on the motion to authorize the institution of such legal action (RSMo § 610.021(1));
- c.** Any information regarding the lease, purchase or sale of real estate where public knowledge might adversely affect legal consideration for the real estate may be closed, but the minutes, votes and records regarding these actions shall be made public within 72 hours after the execution of the lease, purchase or sale contract for the real estate (RSMo § 610.021(2));
- d.** Any final vote regarding the hiring, firing, promotion or discipline of an employee must be made available with a record of each member's vote within 72 hours of the vote provided that the affected employee is entitled to prompt notice within that 72 hour period (RSMo § 610.021(3));
- e.** Specifications for competitive bidding until the specifications are officially approved or published for bid may be closed, but once the specifications are officially approved or published for bid, they must be opened (RSMo § 610.021(11)); and
- f.** Sealed bids and related documents may be closed until they are opened by the public body. Sealed proposals and related documents or any documents related to a negotiated contract may be closed until the contract is executed or all proposals are rejected (RSMo § 610.021(12)).

CERTIFICATE OF BOARD OF DIRECTORS

The foregoing Sunshine Law Policy was duly adopted as and for the Sunshine Law Policy of the Independence Square Community Improvement District by the Board of Directors of said District at its meeting held on March 3, 2021.



Executive Director of the District

RESOLUTION 2021-03

INDEPENDENCE SQUARE COMMUNITY IMPROVEMENT DISTRICT

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE INDEPENDENCE SQUARE COMMUNITY IMPROVEMENT DISTRICT APPROVING THE ANNUAL BUDGET FOR FISCAL YEAR 2021.

WHEREAS, the Independence Square Community Improvement District (the “**District**”), established on August 3, 2020, by Ordinance No. 19146 of the City Council of the City of Independence, Missouri (the “**City**”), is a political subdivision of the State of Missouri and is transacting business and exercising powers granted to it pursuant to the Community Improvement District Act, Sections 67.1401 through 67.1571 of the Revised Statutes of Missouri, as amended (“**RSMo**”); and


WHEREAS, the District desires to adopt a proposed budget and budget message for the District for fiscal year 2021 and to submit such proposed budget to the City;

WHEREAS, the District desires to adopt an annual budget for the operation of the District for fiscal year 2021, but, if appropriate, the District may reconsider such annual budget pursuant to any written comments received from the City or if the District fails to receive written consent from the City.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE INDEPENDENCE SQUARE COMMUNITY IMPROVEMENT DISTRICT, AS FOLLOWS:

1. The District hereby adopts as its proposed annual budget and budget message for the fiscal year ending June 30, 2021, the budget and budget message which are attached hereto as **Exhibit A** and which are incorporated herein by reference.
2. This Resolution shall take effect immediately upon its execution by the Executive Director.

PASSED by the Board of Directors of the Independence Square Community Improvement District on March 3, 2021.



Executive Director

EXHIBIT A

PROPOSED ANNUAL BUDGET AND BUDGET MESSAGE

**Independence Square
Community Improvement District
Located in the City of Independence, Missouri**

Fiscal Year 2021 Budget

Independence Square Community Improvement District

Fiscal Year 2021 Budget

Budget Message

The Independence Square Community Improvement District (the "District") was formed as a political subdivision of the State of Missouri on August 3, 2020 by virtue of an ordinance approved by the City Council of Independence, Missouri. The stated purpose of the District is to provide funding for public improvements within the District. The District adopted a fiscal year from July 1 to June 30.

Important Budget Features

The District's source of revenue is anticipated to initially be a 1% Community Improvement District Sales Tax, a special purpose tax levied pursuant to the Missouri Community Improvement District Act, Sections 67.1401 to 67.1571 of the Missouri statutes.

During Fiscal Year 2021, the District will not have imposed any of its funding sources and the District will not expend any District revenues. As a result, this budget shows \$0 revenues and \$0 expenditures, and is adopted only to comply with state laws which require the adoption of an annual budget.

Independence Square Community Improvement District

	2021 Budget	
Collections		
Sales Tax Revenue	\$	-
Interest	\$	-
	<hr/>	
Total Collections	\$	-
	<hr/>	
Disbursements		
Administrative Fee	\$	-
Directors & Officers Liability Insurance	\$	-
Legal Fees	\$	-
Reimbursement to ISA	\$	-
Election Fees	\$	-
Other	\$	-
	<hr/>	
Total Disbursements	\$	-
	<hr/>	
Increase (decrease) in cash	\$	-
Cash balance at beginning of period	\$	-
	<hr/>	
Cash balance at end of period	\$	-
	<hr/>	

RESOLUTION 2021-04

INDEPENDENCE SQUARE COMMUNITY IMPROVEMENT DISTRICT

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE INDEPENDENCE SQUARE COMMUNITY IMPROVEMENT DISTRICT APPOINTING OFFICERS OF THE DISTRICT.

WHEREAS, the Independence Square Community Improvement District (the “**District**”), established on August 3, 2020, by Ordinance No. 19146 of the City Council of the City of Independence, Missouri (the “**City**”), is a political subdivision of the State of Missouri and is transacting business and exercising powers granted to it pursuant to the Community Improvement District Act, Sections 67.1401 through 67.1571 of the Revised Statutes of Missouri, as amended (“**RSMo**”); and

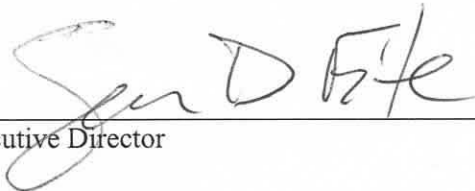
WHEREAS, the District Bylaws require that the Board of Directors of the District (the “**Board**”) appoint a Chairman, Vice Chairman, Executive Director, Secretary and Treasurer, and such other officers as the Board deems necessary; and

WHEREAS, the Board desires to appoint a Chairman, Vice Chairman, Executive Director, Secretary and Treasurer in accordance with the District Bylaws.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE INDEPENDENCE SQUARE COMMUNITY IMPROVEMENT DISTRICT, AS FOLLOWS:

1. Sean Fite is appointed Chairman of the District.
2. Yvonne Hall is appointed Vice Chairman of the District.
3. Sean Fite is appointed Executive Director of the District.
4. Amy Knipp is appointed Secretary of the District.
5. Brian Clark is appointed Treasurer of the District.
6. This Resolution shall take effect immediately.

PASSED by the Board of Directors of the Independence Square Community Improvement District on May 5, 2021.



Executive Director

RESOLUTION 2021-05

INDEPENDENCE SQUARE COMMUNITY IMPROVEMENT DISTRICT

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE INDEPENDENCE SQUARE COMMUNITY IMPROVEMENT DISTRICT APPROVING THE ANNUAL BUDGET FOR FISCAL YEAR 2022.

WHEREAS, the Independence Square Community Improvement District (the “**District**”), established on August 3, 2020, by Ordinance No. 19146 of the City Council of the City of Independence, Missouri (the “**City**”), is a political subdivision of the State of Missouri and is transacting business and exercising powers granted to it pursuant to the Community Improvement District Act, Sections 67.1401 through 67.1571 of the Revised Statutes of Missouri, as amended (“**RSMo**”); and

WHEREAS, the District desires to adopt a proposed budget and budget message for the District for fiscal year 2022 and to submit such proposed budget to the City;

WHEREAS, the District desires to adopt an annual budget for the operation of the District for fiscal year 2022, but, if appropriate, the District may reconsider such annual budget pursuant to any written comments received from the City or if the District fails to receive written consent from the City.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE INDEPENDENCE SQUARE COMMUNITY IMPROVEMENT DISTRICT, AS FOLLOWS:

1. The District hereby adopts as its proposed annual budget and budget message for the fiscal year ending June 30, 2022, the budget and budget message which are attached hereto as **Exhibit A** and which are incorporated herein by reference.
2. This Resolution shall take effect immediately upon its execution by the Executive Director.

PASSED by the Board of Directors of the Independence Square Community Improvement District on May 5, 2021.



Executive Director

EXHIBIT A

PROPOSED ANNUAL BUDGET AND BUDGET MESSAGE

**Independence Square
Community Improvement District
Located in the City of Independence, Missouri**

Fiscal Year 2022 Budget

Independence Square Community Improvement District

Fiscal Year 2022 Budget

Budget Message

The Independence Square Community Improvement District (the "District") was formed as a political subdivision of the State of Missouri on August 3, 2020 by virtue of an ordinance approved by the City Council of Independence, Missouri. The stated purpose of the District is to provide funding for public improvements within the District. The District adopted a fiscal year from July 1 to June 30.

Important Budget Features

The District's source of revenue is anticipated to initially be a 1% Community Improvement District Sales Tax, a special purpose tax levied pursuant to the Missouri Community Improvement District Act, Sections 67.1401 to 67.1571 of the Missouri statutes.

Important Changes from Previous Fiscal Year

The District imposed its sales tax at the beginning of Fiscal Year 2022. As a result, this budget reflects anticipated revenues and expenditures and may be amended at a later date to further refine the projected revenues and expenditures.

Independence Square Community Improvement District

	2020 Actual*	2021 YTD**	2021 Budget	2022 Budget
Collections				
Sales Tax Revenue		\$ -	\$ -	\$ 55,000.00
Interest		\$ -	\$ -	\$ -
Total Collections		\$ -	\$ -	\$ 55,000.00
Disbursements				
Administrative Fee		\$ -	\$ -	\$ 550.00
Directors & Officers Liability Insurance		\$ -	\$ -	\$ 2,200.00
Legal Fees		\$ -	\$ -	\$ 4,000.00
Reimbursement to ISA ***		\$ -	\$ -	\$ 43,250.00
Election Fees		\$ -	\$ -	\$ -
Other		\$ -	\$ -	\$ -
Total Disbursements		\$ -	\$ -	\$ 50,000.00
Increase (decrease) in cash		\$ -	\$ -	\$ 5,000.00
Cash balance at beginning of period		\$ -	\$ -	\$ -
Cash balance at end of period		\$ -	\$ -	\$ 5,000.00

*N/A; District was not in existence at that time.

**As of 2/28/21

***Reimbursement to ISA includes any monies spent by the ISA on behalf of the District including, but not limited to, any legal fees, election fees, any other fees incurred prior to the imposition and collection of the sales tax, or reimbursement of any advanced project expenditures.