

MISSOURI DEPARTMENT OF ECONOMIC DEVELOPMENT

***COMMUNITY IMPROVEMENT DISTRICT ANNUAL REPORT
JUNE 30, 2021 FISCAL YEAR END***

67.1471.4 RSMo "Within one hundred twenty days after the end of each fiscal year, District shall submit a report to the Municipal Clerk and the Missouri Department of Economic Development stating the services provided, revenues collected and expenditures made by the district during such fiscal year, and copies of written resolutions approved by the Board during the fiscal year. The Municipal Clerk shall retain this report as part of the official records of the municipality and shall also cause this report to be spread upon the records of the governing body.

Section 1: Description

1. Name: Marketplace Shopping Center Community Improvement District
2. Municipality: City of Independence, Missouri; Rebecca Behrens (cityclerk@indepmo.org)
3. Report period from: 7/1/20-6/30/21
4. Name of person preparing report: Brian E. Engel, Esq.
5. Contact information: Alisha Bultemeier, Chairwoman (alisha.bultemeier@mckeeperpc.com)
6. Board of Directors on 6/30/21: J.T. Hilderbrand, Tim Cosens, Alisha Bultemeier, Alan Johnson, and Jeff Blobaum
7. Date of the most recent meeting of the CID: 5/24/21
8. Date of establishment of the CID: 9/6/2016; Ordinance 18634
9. CID is established as a Political Subdivision

Section 2: Purpose: CID was formed for purpose of facilitating development within the CID, paying costs of eligible services and financing, and imposing sales tax. Eligible services include, but are not necessarily limited to, the following: (a) Capital Improvements and Maintenance, including remediation of blighting conditions by contracting with private property owner to demolish and remove, renovate, or rehabilitate any building or structure and to spend CID revenues or loan funds for public purpose of remediating blighting conditions as determined by City Council; (b) Administration/Operations; (c) Maintenance; and (d) Additional Improvements and Services authorized by petition approved by City Council and CID statute.

Section 3: Financials: District's year end financials are attached.

Section 4: Resolutions: Copies of resolutions approved during FYE 6/30/21 are attached.

Section 5: Budget: Budget for FY 7/1/21-6/30/22 was submitted to the City on 5/10/21.

Section 6: Annual Report: Annual Report for FYE 6/30/20 was submitted on 12/21/20.

MARKETPLACE SHOPPING CENTER COMMUNITY IMPROVEMENT DISTRICT

RESOLUTION OF MARKETPLACE SHOPPING CENTER COMMUNITY IMPROVEMENT DISTRICT APPROVING AN ASSIGNMENT AND ASSUMPTION AGREEMENT WITH WNQE INDEPENDENCE VI, L.L.C., AND HJH INDEPENDENCE 1 LLC; AND AUTHORIZING OTHER RELATED ACTIONS.

ADOPTED MAY 24, 2021

WHEREAS, by Ordinance No. 18634 ("Creation Ordinance"), adopted on September 6, 2016, and pursuant to the Community Improvement District Act, Sections 67.1401 *et seq.*, RSMo ("Act"), the City Council of Independence, Missouri ("City") approved the Petition to Establish the Marketplace Shopping Center Community Improvement District ("Petition"), thereby creating the Marketplace Shopping Center Community Improvement District ("District") in accordance with the Act; and

WHEREAS, the Creation Ordinance further determined and found that the District is a blighted area pursuant to Section 67.1401.2(3)(b), RSMo, based on the City Council's determination that the Redevelopment Area for the Marketplace Shopping Center Tax Increment Financing Plan ("TIF Plan") approved by the City Council on August 1, 2016 by Ordinance No. 18621 ("TIF Ordinance") is a blighted area pursuant to Section 99.805, RSMo. The boundaries of the District are contained within the Redevelopment Area as described in the TIF Ordinance; and

WHEREAS, by Resolution No. 2016-03 dated October 6, 2016, the District authorized imposition of a one percent (1.0%) sales tax (the "Sales Tax") on all retail sales made within the District, subject to approval by the qualified voters in accordance with the Act and to the limitations set forth in Section 67.1545, RSMo, for a period of thirty (30) years from the effective date of the Creation Ordinance or such other period to coincide with the termination of the District; and

WHEREAS, the Sales Tax was approved by the qualified voters as evidenced by the certification of election results dated January 25, 2017 issued by the Jackson County Board of Election Commissioners. The Sales Tax became effective on July 1, 2017; and

WHEREAS, the WNQE Independence VI, L.L.C., a Delaware limited liability company, the District, and the City entered into the Cooperative Agreement ("Agreement") dated as of July 27, 2017, which sets forth the rights and obligations of the parties with respect to the creation, administration, and operation of the District and its activities; and

WHEREAS, WNQE Independence VI, L.L.C. has entered into agreement for the sale, among other things, of its interest in the District and the property within the District to HJH Independence 1 LLC, a Kansas limited liability company, or a yet-to-be-formed affiliate thereof, as the successor in interest to WNQE Independence VI, L.L.C., with respect to the District, the Agreement, and the property within the District; and

WHEREAS, the District desires to approve an Assignment and Assumption Agreement among the District, the City, WNQE Independence VI, L.L.C., as assignor, and HJH Independence 1 LLC (or designee), as assignee.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE MARKETPLACE SHOPPING CENTER COMMUNITY IMPROVEMENT DISTRICT, AS FOLLOWS:

1. The Assignment and Assumption Agreement in substantially the form attached as Exhibit A is approved.
2. The Chairman and other officers are authorized to execute and deliver for and on behalf of the District the Assignment and Assumption Agreement in substantially the form attached to this Resolution as Exhibit A, subject to such changes, additions, or deletions that may be deemed necessary or desirable by the officers of the District or its legal counsel, and any and all additional certificates, agreements, documents or papers and to perform all other acts as the District may deem necessary or appropriate in order to carry out the matters authorized by this Resolution, with such execution being conclusive evidence of their approval of the terms and conditions thereof.
3. The Chairman and other officers are authorized to take any additional actions within their powers under the Act necessary to carry out the intent of this Resolution.
4. This Resolution shall take effect immediately.


Alisha Bultemeier, Chairperson

ATTEST:


Becky Ziegler, Secretary

EXHIBIT A

Assignment and Assumption Agreement

(see following pages)

EXHIBIT A

Assignment and Assumption Agreement

(see following pages)

{ 32823 / 68752; 916347. }

**CID ASSIGNMENT AND ASSUMPTION AGREEMENT
HJH INDEPENDENCE 1 LLC**

This CID ASSIGNMENT AND ASSUMPTION AGREEMENT (“**Agreement**”) is entered into this _____ day of _____, 20____, by and among WNQE INDEPENDENCE VI, L.L.C. (“**Assignor**” or “**Developer**”), HJH INDEPENDENCE 1 LLC (“**Assignee**”), MARKETPLACE SHOPPING CENTER COMMUNITY IMPROVEMENT DISTRICT (“**District**”), and CITY OF INDEPENDENCE, MISSOURI (“**City**”).

RECITALS

A. By Ordinance No. 18634 (“**Creation Ordinance**”), passed on September 6, 2016, and pursuant to the Community Improvement District Act, Sections 67.1401 *et seq.*, RSMo (the “**Act**”), the City Council (the “**City Council**”) of the City approved the Petition to Establish the Marketplace Shopping Center Community Improvement District (the “**Petition**”), thereby creating the District in accordance with the Act.

B. The Creation Ordinance further determined and found that the District is a blighted area pursuant to Section 67.1401.2(3)(b), RSMo, based on the City Council’s determination that the Redevelopment Area for the Marketplace Shopping Center Tax Increment Financing Plan (“**TIF Plan**”) approved by the City Council on August 1, 2016 by Ordinance No. 18621 (“**TIF Ordinance**”) is a blighted area pursuant to Section 99.805, RSMo. The boundaries of the District are contained within the Redevelopment Area as described in the TIF Ordinance.

C. By Resolution No. 2016-03 dated October 6, 2016, the District authorized imposition of a one percent (1.0%) sales tax (the “**Sales Tax**”) on all retail sales made within the District, subject to approval by the qualified voters in accordance with the Act and to the limitations set forth in Section 67.1545, RSMo, for a period of thirty (30) years from the effective date of the Creation Ordinance or such other period to coincide with the termination of the District.

D. The Sales Tax was approved by the qualified voters as evidenced by the certification of election results dated January 25, 2017 issued by the Jackson County Board of Election Commissioners. The Sales Tax became effective on July 1, 2017.

E. The Developer, the District, and the City entered into the Cooperative Agreement (“**Agreement**”) dated as of July 27, 2017, which sets forth the rights and obligations of the parties with respect to the creation, administration, and operation of the District and its activities.

F. HJH Independence 1 LLC, a Kansas limited liability company, is the successor in interest to Developer with respect to the property as legally described in Exhibit A attached hereto (“**Property**”), which is also known as Project Area 1 under the TIF Plan. The TIF Plan is comprised of Project Area 1 and Project Area 2 as legally described in the TIF Plan.

Except as otherwise provided herein, the capitalized terms herein shall have the meanings as provided in the Agreement.

NOW, THEREFORE, for and in consideration of the promises and the covenants entered herein, the District, City, and Assignee agree as follows:

{32823 / 68752; 916347. }

1. Assignee has entered into a purchase contract with Developer, pursuant to which Assignee will acquire the Property.

2. Assignee acknowledges that it has been provided with and/or has reviewed true and accurate copies of the Creation Ordinance, the Petition, the Agreement and all other documents associated with the District that may be necessary for Assignee to make an informed decision regarding purchase of the Property with respect to the matters set forth in those documents and this Agreement.

3. Assignor hereby assigns and Assignee hereby assumes all of Assignor's right and obligations under the Agreement with respect to the Property, including specifically the right to all reimbursements, and Assignee also acknowledges and agrees that its acquisition of the Property and the transfer of the Property to Assignee is subject in all respects to the Creation Ordinance the Petition, the Agreement, and the Act, and the rights of the City and the District pursuant to the Creation Ordinance, the Petition, the Agreement, and the Act. Assignment of the reimbursement rights shall apply to all reimbursements paid by the District, or the City as the administrator of District funds, on and after the date first written above.

4. Assignee acknowledges and agrees that the Property is or will be included in the District created by the City pursuant to the Creation Ordinance and that retail businesses within the District are subject to the Sales Tax, in addition to other sales taxes imposed by other taxing jurisdictions. Revenues from the Sales Tax will be applied toward administrative and operating costs of the District as well as Reimbursable Project Costs approved by the City pursuant to the Agreement. Assignee shall cooperate with the District to provide information to the Missouri Department of Revenue regarding new retail businesses opening within the District to ensure such businesses are registered with the state for collection of the Sales Tax.

5. Assignee acknowledges that, for any subsequent conveyance, the City must be notified in writing of the proposed sale of the Property prior to the proposed effective date of the sale, which notification shall include a copy of the instrument affecting such sale. Assignee acknowledges that its purchase and any subsequent sale of the Property will be subject to any and all rights of the District, the City, or Developer, as are set forth in the Creation Ordinance, the Petition, the Agreement, and the Act with respect to such purchaser or transferee of the Property, whether or not specifically enumerated herein.

6. The Agreement shall inure to and be binding upon the successors and assigns of Developer, as to the Property, including Assignee, as if they were in every case specifically named and shall be construed as a covenant running with the land and shall be enforceable against purchasers or other transferees as if such purchaser or transferee were originally a party to and bound by this Agreement.

7. Assignee, the District, and the City acknowledge that, upon the full execution of this Agreement, Developer is hereby released from all its obligations under the Agreement relating to the Property.

8. This Agreement shall be governed by the laws of the State of Missouri.

9. This Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same agreement.

{32823 / 68752; 916347. }

IN WITNESS WHEREOF, the parties hereto have set their hands and seals the day and year first above written.

[Remainder of page intentionally left blank.]

[ASSIGNOR]

WNQE INDEPENDENCE VI, L.L.C.,

a Delaware limited liability company

By: W-NQ Portfolio Borrower VI, L.L.C.,
a Delaware limited liability company,
its Sole Member

By: W-NQ Holdings VI, L.L.C.,
a Delaware limited liability company,
its Sole Member

By: Walton NewQuest Investors VI, L.L.C.,
a Delaware limited liability company,
its Authorized Member

By: Walton Acquisition REOC Master VI, L.L.C.,
a Delaware limited liability company,
its Sole Member

By: Walton Street Real Estate Fund VI-Q, L.P.,
a Delaware limited partnership,
its Managing Member

By: Walton Street Managers VI, L.P.,
a Delaware limited partnership,
its General Partner

By: WSC Managers VI, Inc.,
a Delaware corporation,
its General Partner

By: _____
Name: _____
Title: _____

[ASSIGNEE]

HJH INDEPENDENCE 1 LLC,
a Kansas limited liability company

By: _____
Name: _____
Title: _____

[DISTRICT]

**MARKETPLACE SHOPPING CENTER
COMMUNITY IMPROVEMENT
DISTRICT**

ATTEST:

Secretary

By: _____

Chairman

[CITY]
CITY OF INDEPENDENCE, MISSOURI

ATTEST:

City Clerk

By: _____
Mayor

Exhibit A

Legal Description

All that part of Lots 4, 5, 11 and 12 of SOUTH NOLAND HEIGHTS, and that part of Lot 17, HIDDEN CREEK OFFICE PARK 4TH PLAT, both subdivisions of land in Independence, Jackson County, Missouri, being bounded and described as follows: Beginning at the Southeast corner of said Lot 12, said corner also being a point on the North right-of-way line 42nd Street, as now established; thence North $86^{\circ}59'05''$ West, along the South line of said Lots 12, 11 and 5, a distance of 1257.30 feet to a point on the East right-of-way line of S. Noland Road, as now established; thence North $01^{\circ}33'04''$ East, along said East right-of-way line, 219.59 feet to a point on the South right-of-way line of US Interstate Highway 70, as now established; thence North $85^{\circ}12'22''$ East, continuing along said South right-of-way line, 254.45 feet; thence South $86^{\circ}57'36''$ East, continuing along said South right-of-way line, 347.78 feet; thence North $01^{\circ}45'15''$ East, continuing along said South right-of-way line, 49.44 feet; thence North $85^{\circ}17'48''$ East, along said South right-of-way line, 302.87 feet; thence South $87^{\circ}06'31''$ East, continuing along said South right-of-way line, 355.00 feet to a point on the East line of said Lot 12; thence continuing South $87^{\circ}06'31''$ East, along said South right-of-way line, 34.28 feet; thence South $01^{\circ}31'14''$ West parallel with the West line of said Lot 17, a distance of 340.73 feet to a point on the Southerly line of said Lot 17; thence Westerly, along the North right-of-way line of said 42nd Street, on a curve to the right, having an initial tangent bearing of South $80^{\circ}14'30''$ West with a radius of 175.00 feet, a central angle of $11^{\circ}17'32''$ and an arc distance of 34.49 feet to the Point of Beginning. Containing 379,861 square feet, 8.72 acres more or less.

MARKETPLACE SHOPPING CENTER COMMUNITY IMPROVEMENT DISTRICT

RESOLUTION OF MARKETPLACE SHOPPING CENTER COMMUNITY IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FYE JUNE 30, 2022, APPROPRIATING REVENUE FOR DISTRICT OPERATIONS, AND AUTHORIZING FURTHER ACTIONS RELATED THERETO

ADOPTED MAY 24, 2021

WHEREAS, by Ordinance No. 18634 ("Creation Ordinance"), passed on September 6, 2016, and pursuant to the Community Improvement District Act, Sections 67.1401 *et seq.*, RSMo (the "Act"), the City Council of Independence, Missouri (the "City Council") approved the Petition to Establish the Marketplace Shopping Center Community Improvement District (the "Petition"), thereby creating the Marketplace Shopping Center Community Improvement District (the "District") in accordance with the Act; and

WHEREAS, the Creation Ordinance further determined and found that the District is a blighted area pursuant to Section 67.1401.2(3)(b), RSMo, based on the City Council's determination that the Redevelopment Area for the Marketplace Shopping Center Tax Increment Financing Plan ("TIF Plan") approved by the City Council on August 1, 2016 by Ordinance No. 18621 ("TIF Ordinance") is a blighted area pursuant to Section 99.805, RSMo. The boundaries of the District are contained within the Redevelopment Area as described in the TIF Ordinance; and

WHEREAS, by Resolution No. 2016-03 dated October 6, 2016, the District authorized imposition of a one percent (1.0%) sales tax (the "Sales Tax") on all retail sales made within the District, subject to approval by the qualified voters in accordance with the Act and to the limitations set forth in Section 67.1545, RSMo, for a period of thirty (30) years from the effective date of the Creation Ordinance or such other period to coincide with the termination of the District; and

WHEREAS, the Sales Tax was approved by the qualified voters as evidenced by the certification of election results dated January 25, 2017 issued by the Jackson County Board of Election Commissioners. The Sales Tax became effective on July 1, 2017; and

WHEREAS, the Sales Tax will be imposed for the purpose of providing funding for construction of public infrastructure improvements within the District as part of the redevelopment project contemplated in the TIF Plan and the services and improvements described in the Petition, specifically including: (a) capital improvements within the District and the maintenance thereof as permitted by the Act; (b) remediation of blighting conditions on private property within the District as permitted under the Act provided that the City Council first determines that the action to be taken is reasonably anticipated to remediate the blighting conditions and will serve a public purpose; (c) administration and operation of the District as permitted under the Act; (d) cleaning and maintenance services to public areas within the District as permitted under the Act; and (e) further all other lawful purposes of the District under the Act and services authorized by the Petition (collectively, the "Project"); and

WHEREAS, the District reasonably anticipates that there will be sufficient funds available to the District from the Sales Tax and other revenue to pay all expenditures that the District will be reasonably expected to make during the referenced fiscal year; and

WHEREAS, pursuant to Section 67.010, RSMo, the District is required to annually budget expenditures and appropriate funds; and

WHEREAS, the District desires to adopt a budget for the fiscal year ending June 30, 2022 setting forth the District's projected revenues and expenditures and to appropriate funds for operations for the fiscal year ending June 30, 2022.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE MARKETPLACE SHOPPING CENTER COMMUNITY IMPROVEMENT DISTRICT, AS FOLLOWS:

1. The budget for fiscal year ending June 30, 2022 ("Budget") attached to this Resolution as Exhibit A for fiscal year ending June 30, 2022 is approved.
2. The District reasonably anticipates that there will be sufficient funds available to the District from the Sales Tax to pay all operating expenditures that the District will be reasonably expected to make.
3. The District appropriates revenues as set forth as expenditures in the Budget, except for that amount reasonably necessary to pay operating expenses of the District. This appropriation shall be for the fiscal year ending June 30, 2022.
4. The Chairman, Vice Chairman and Treasurer are authorized to expend the funds appropriated in accordance with the Budget.
5. This Resolution shall be effective immediately upon its approval.


Alisha Bultemeier, Chairperson

ATTEST:


Becky Ziegler, Secretary

EXHIBIT A

**THE MARKETPLACE SHOPPING CENTER
COMMUNITY IMPROVEMENT DISTRICT**

BUDGET

Fiscal year beginning July 1, 2021 and ending June 30, 2022

BUDGET MESSAGE

The Marketplace Shopping Center Community Improvement District (the "District") was formed as a political subdivision of the State of Missouri on September 6, 2016 by virtue of Ordinance No. 18634 ("Creation Ordinance") adopted by the City Council of Independence, Missouri approving the Petition to Establish the Marketplace Shopping Center Community Improvement District (the "Petition") pursuant to the Community Improvement District Act, Sections 67.1401 *et seq.*, RSMo (the "Act"). The stated purpose of the District is to provide funding for the services and improvements described in the Petition, specifically including: (a) capital improvements within the District and the maintenance thereof as permitted by the Act; (b) remediation of blighting conditions on private property within the District as permitted under the Act provided that the City Council first determines that the action to be taken is reasonably anticipated to remediate the blighting conditions and will serve a public purpose; (c) administration and operation of the District as permitted under the Act; (d) cleaning and maintenance services to public areas within the District as permitted under the Act; and (e) further all other lawful purposes of the District under the Act and services authorized by the Petition (collectively, the "Project").

The source of revenue for the District is a community improvement district sales tax ("CID Sales Tax") imposed at a rate of one percent (1.0%) on retail sales subject to taxation under Section 67.1545 of the Revised Statutes of Missouri for a period of thirty (30) years from the effective date of the city ordinance creating the District or such other period to coincide with District termination.

The CID Sales Tax became effective on July 1, 2017.

The District has adopted a fiscal year beginning July 1 and ending June 30 of each year. The budget for fiscal year ending June 30, 2022 provides funds for administrative costs.

BUDGET SUMMARY

The District shall apply CID Sales Tax revenues to fund operating costs of the District.

**MARKETPLACE SHOPPING CENTER
COMMUNITY IMPROVEMENT DISTRICT**

**FISCAL YEAR
JULY 1, 2021 - JUNE 30, 2022
BUDGET**

**MARKETPLACE SHOPPING CENTER
COMMUNITY IMPROVEMENT DISTRICT**

FISCAL YEAR JULY 1, 2021 - JUNE 30, 2022 BUDGET

BUDGET MESSAGE

The Marketplace Shopping Center Community Improvement District (the "District") was formed as a political subdivision of the State of Missouri on September 6, 2016 by virtue of Ordinance No. 18634 ("Creation Ordinance") adopted by the City Council of Independence, Missouri approving the Petition to Establish the Marketplace Shopping Center Community Improvement District (the "Petition") pursuant to the Community Improvement District Act, Sections 67.1401 *et seq.*, RSMo (the "Act").

The stated purpose of the District is to provide funding for the services and improvements described in the Petition, specifically including: (a) capital improvements within the District and the maintenance thereof as permitted by the Act; (b) remediation of blighting conditions on private property within the District as permitted under the Act provided that the City Council first determines that the action to be taken is reasonably anticipated to remediate the blighting conditions and will serve a public purpose; (c) administration and operation of the District as permitted under the Act; (d) cleaning and maintenance services to public areas within the District as permitted under the Act; and (e) further all other lawful purposes of the District under the Act and services authorized by the Petition (collectively, the "Project").

On October 6, 2016, the District's Board of Directors passed Resolution No. 2016-03 which imposed, upon approval of the qualified voters of the District, a one percent (1.0%) sales tax on retail sales in the District for a period of 30 years from the date on which such tax is first imposed. The sales tax collection began July 1, 2017.

The District has adopted a fiscal year beginning July 1 and ending June 30 of each year.

**MARKETPLACE SHOPPING CENTER
COMMUNITY IMPROVEMENT DISTRICT**

**PROPOSED BUDGET
FISCAL YEAR ENDING JUNE 30, 2022**

	Proposed Budget				Approved Budget	Actual (Unaudited)	Actual (Unaudited)
	Operating Fund Budget	Debt Service Budget	Project Funds Budget	Fiscal Year Ending June 30, 2022	Fiscal Year Ending June 30, 2021	Fiscal Year Ending June 30, 2020	Fiscal Year Ending June 30, 2019
REVENUES:							
Debt Service Funds:							
Advances from developer	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Revenue Funds:							
CID Sales Tax Revenues	-	35,000	-	35,000	30,000	35,056	9,581
Less: payments to Marketplace TIF	-	(17,500)	-	(17,500)	(15,000)	(18,447)	-
Interest Income	-	-	-	-	-	30	-
TOTAL REVENUES	<u>-</u>	<u>17,500</u>	<u>-</u>	<u>17,500</u>	<u>15,000</u>	<u>16,639</u>	<u>9,581</u>
EXPENDITURES:							
Project expenditures:							
CID public improvements	-	-	-	-	-	-	-
Formation costs	-	-	-	-	-	-	-
Repayment of debt on developers advances (including accrued interest)	-	2,975	-	2,975	-	-	-
Operating expenditures:							
Administrative fees for tax collection (1.5% by City of Independence)	-	525	-	525	450	553	-
Accounting fees	4,000	-	-	4,000	4,000	247	-
Insurance costs	1,500	-	-	1,500	1,500	1,280	-
Legal fees	5,000	-	-	5,000	5,000	-	-
Other operating costs of the district	3,500	-	-	3,500	3,000	3,506	958
TOTAL EXPENDITURES	<u>14,000</u>	<u>3,500</u>	<u>-</u>	<u>17,500</u>	<u>13,950</u>	<u>5,586</u>	<u>958</u>
TRANSFERS TO(FROM) OTHER FUNDS	<u>14,000</u>	<u>(14,000)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
EXCESS OF REVENUES OVER EXPENDITURES AND TRANSFERS	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,050</u>	<u>\$ 11,053</u>	<u>\$ 8,623</u>

**MARKETPLACE SHOPPING CENTER
COMMUNITY IMPROVEMENT DISTRICT**

FISCAL YEAR JULY 1, 2021 - JUNE 30, 2022 BUDGET

BUDGET SUMMARY

The District budget is presented in accordance with the requirements of Missouri statute on a cash basis.

MARKETPLACE SHOPPING CENTER COMMUNITY IMPROVEMENT DISTRICT

RESOLUTION OF MARKETPLACE SHOPPING CENTER COMMUNITY IMPROVEMENT DISTRICT AUTHORIZING PREPARATION OF AN ANNUAL REPORT AND AUTHORIZING FURTHER ACTIONS RELATED THERETO

ADOPTED MAY 24, 2021

WHEREAS, by Ordinance No. 18634 ("Creation Ordinance"), passed on September 6, 2016, and pursuant to the Community Improvement District Act, Sections 67.1401 *et seq.*, RSMo (the "Act"), the City Council of Independence, Missouri (the "City Council") approved the Petition to Establish the Marketplace Shopping Center Community Improvement District (the "Petition"), thereby creating the Marketplace Shopping Center Community Improvement District (the "District") in accordance with the Act; and

WHEREAS, Section 67.1471.4 of the Revised Statutes of Missouri requires that the District annually submit a report ("Annual Report") stating the services provided, revenues collected and expenditures made during each fiscal year, together with copies of resolutions approved by the District during the fiscal year, to the City of Independence, Missouri, and to the Missouri Department of Economic Development.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF MARKETPLACE SHOPPING CENTER COMMUNITY IMPROVEMENT DISTRICT, AS FOLLOWS:

1. The Chairman or his designee is directed to prepare an Annual Report for the District's fiscal year ending June 30, 2021, subject to such changes, additions or deletions as the officers of the District, with advice of counsel, may deem necessary or desirable.
2. The Chairman or his designee is authorized to execute and deliver the final version of the Annual Report for and on behalf of the District, with such execution being conclusive evidence of the Board's acceptance of the information contained in the Annual Report.
3. The Chairman, Vice Chairman and Secretary, collectively and individually, are authorized to take all actions necessary to carry out the actions contemplated by and the intent of this Resolution.
4. This Resolution shall take effect immediately.


Alisha Bultemeier, Chairperson

ATTEST:


Becky Ziegler, Secretary

MARKETPLACE SHOPPING CENTER COMMUNITY IMPROVEMENT DISTRICT

RESOLUTION OF THE MARKETPLACE SHOPPING CENTER COMMUNITY IMPROVEMENT DISTRICT RATIFYING PAST ACTIONS TAKEN BY, OR ON BEHALF OF, THE DISTRICT

ADOPTED MAY 24, 2021

WHEREAS, by Ordinance No. 18634 ("Creation Ordinance"), passed on September 6, 2016, and pursuant to the Community Improvement District Act, Sections 67.1401 *et seq.*, RSMo (the "Act"), the City Council of Independence, Missouri (the "City Council") approved the Petition to Establish the Marketplace Shopping Center Community Improvement District (the "Petition"), thereby creating the Marketplace Shopping Center Community Improvement District (the "District") in accordance with the Act; and

WHEREAS, pursuant to the Act and the District's bylaws, a Board of Directors ("Board") has been elected to exercise all of the District's powers necessary to carry out the District's purpose as set forth in the Petition and authorized by the Act; and

WHEREAS, the Board recognizes that at certain times throughout the year, officers of the District may take certain actions that are consistent with and in furtherance of the District's purpose, but not expressly authorized by the Board; and

WHEREAS, the Board desires to ratify, acknowledge, and accept all actions taken by or on behalf of the District that were not previously expressly approved by the Board and that are consistent with the officers' powers under the Act.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE MARKETPLACE SHOPPING CENTER COMMUNITY IMPROVEMENT DISTRICT, AS FOLLOWS:

Section 1. All actions taken by the officers of the District, by or on behalf of the District, which are consistent with their powers under the Act and which are in the furtherance of the projects proposed in the Petition, are hereby ratified, acknowledged, and accepted.

Section 2. This Resolution shall take effect immediately.


Alisha Bultermeier, Chairperson

ATTEST:


Becky Ziegler, Secretary

MISSOURI LOCAL GOVERNMENT FINANCIAL STATEMENT

1. Financial Statement Summary the Year Ended	for	Month	Year
		JUNE	2021
2. Name of political subdivision	MARKETPLACE SHOPPING CENTER CID		
3. Political subdivision number	17-048-0044		
4. Name of county	JACKSON COUNTY		
5. Name of contact	BRIAN ENGEL		
6. Mailing address	4510 BELLEVIEW AVE, SUITE 300 KANSAS CITY, MO 64111		

7. Telephone number	8. Fax number	9. Email address
816-753-9200	816-753-9201	bengel@rousepc.com

10. List up to 3 funds (other than General Fund) in the order you want them to appear in the Local Government Financial Statement (omit the word "fund")	1. Debt Service
	2. Project
	3. _____

The undersigned attests that this report is a true and accurate account of all financial transactions for the political subdivision listed above.

Preparer's name, title and date (required) S E Cooper & Associates PC CPA 12/22/2021
 Preparer's Name Title Date

INSTRUCTIONS FOR COMPLETING FINANCIAL REPORT FOR POLITICAL SUBDIVISIONS

Please mail the completed form to: **State Auditor's Office**
 P.O. Box 869
 Jefferson City, MO 65102

OR Email to: localgovernment@auditor.mo.gov

Part I – FINANCIAL STATEMENT

A. Receipts (pages 3 and 4)

- 1. Property Tax** – Include real, personal, and other property tax, but do not include any tax revenues which you collect as agent for another governmental entity.
- 2. Sales Tax** – Include any and all sales taxes by fund and type. Municipalities in St. Louis County should report their share of the county sales tax.
- 3. Amusement Sales Tax** – Taxes on admission tickets and on gross receipts of all or specified types of amusement businesses.
- 4. Motor Fuel Tax** – Taxes on gasoline, diesel oil, aviation fuel, gasohol, "ethanol," and any other fuels used in motor vehicles or aircraft.
- 5. Public Utilities Sales Tax** – Taxes imposed distinctively on public utilities, and measured by gross receipts, gross earnings, or units of service sold, either as a direct tax on consumers or as a percentage of gross receipts of utility.
- 6. Tobacco Products Tax** – Taxes on tobacco products and synthetic cigars and cigarettes, including related products like cigarette tubes and paper.
- 7. Hotel/Motel and Restaurant/Meals Tax** – Sales tax on hotel/motel and restaurant/meals.
- 8. Alcoholic Beverages Licensing and Permit Taxes** – Licenses for manufacturing, importing, wholesaling, and retailing of alcoholic beverages.
- 9. Amusements Licensing and Permit Taxes** – Licenses on amusement businesses generally and on specific types of amusement enterprises or devices.
- 10. Motor Vehicles Licensing and Permit Taxes** – Licenses imposed on owners or operators of motor vehicles for the right to use public roads.
- 11. Franchise Tax (Public Utilities Tax)** – Licenses distinctively imposed on public utilities, whether distinctively imposed on public utilities, whether privately or publicly owned.
- 12. Occupation and Business Licensing and Permit Taxes** – Licenses required of persons engaged in particular professions, trades, or occupations.

Part I - FINANCIAL STATEMENT - Continued

- 13. Other Licenses and Permit Fees** – License and inspections charges on buildings, animals, marriage, guns, etc.
- 14. Intergovernmental Receipts** – Specify source of intergovernmental grants and monies received (federal, state or local).
- 16. Charges for Services** – Include fees and service revenue.
- 17. Utility Receipts** – Gross receipts of any water, electric, gas, or transit systems operated by your government, from utility sales and charges.
- 18. Interest Earned** – Interest earned from investments.
- 19. Fines, Costs, and Forfeitures** – Receipts from penalties imposed for violations of law and civil penalties.
- 20. Rents** – Revenues from temporary possession or use of government-owned buildings, land, and other properties.
- 21. Donations** – Gifts of cash or securities from private individuals or corporations.
- 22. Other Receipts and Transfers** – Include any other receipts that your political subdivision receives that would not be included in the above categories.

Sections B and C Disbursements – Should be broken down by function and/or object. Governments having multiple functions, (such as police, fire, etc.) or objects (salaries, supplies, etc.) should provide both (if available) and the totals of both should agree.

B. Disbursements By Function (pages 5 and 6) – List amounts on the line pertaining to the category or write in a category on one of the blank lines.

C. Disbursements By Object (pages 6 and 7) – List amounts on the line pertaining to the category or write in a category on one of the blank lines.

D. Statement Of Indebtedness (pages 7 and 8) – This section requests information on debt issued by your political subdivision. Debt outstanding at the beginning of the fiscal year, plus debt issued less debt retired should equal the debt outstanding at the end of the fiscal year. All types of debt (e.g., general obligation bonds, revenue bonds, leases, notes) should be reported here.

E. Interest on Debt – (page 8) – Amounts of interest paid, including any interest paid on short-term or non-guaranteed obligations as well as general obligations.

F. Statement of Assessed Valuation and Tax Rates (page 8) – The assessed valuation information, will be available from your county. The tax rate information will pertain to the tax rate set for the fiscal year reported.

Part II – FINANCIAL STATEMENT SUMMARY (page 9) – Five columns are provided, one for the total of all funds, one for your General Fund, and three for any other funds which you may have. If you have funds in addition to your General Fund, such as a Debt Service, Street, Water, or Sewer Fund, you need to insert the name of any such fund in the blanks provided. If you have more than three funds in addition to your General Fund, you will need to attach a separate page showing the additional funds.

The beginning balance of each fund, plus total receipts, less total disbursements should equal your ending balance. Total receipts for each fund should equal the total receipts shown on page 3. Total disbursements for each fund should equal the total disbursements shown on page 6.

Part III - TAX ABATEMENT SUMMARY (page 10) - Amounts from tax abatements resulting from an agreement between your political subdivision and individuals or entities in which your political subdivision has agreed to forgo tax revenues it otherwise would be entitled to in return for the individuals or entities taking a specific action after the agreement is entered into for economic development or other activities that benefit your political subdivision.

If you have any questions regarding the completion of this form, please feel free to call the Missouri State Auditor's Office, telephone (573) 751-4213.

NOTICE – State law requires political subdivisions to file a financial report with the State Auditor's Office each year pursuant to Section 105.145, RSMo, and 15 CSR 40-3.030.

Part I - FINANCIAL STATEMENT

MARKETPLACE SHOPPING CENTER CID

A. Receipts

		FUNDS - Report in whole dollars				
		TOTAL all funds	General Fund	Debt Service Fund	Project Fund	Fund
1. Total property tax	\$	0	\$	\$	\$	\$
2. Total sales tax		35,446		35,446		
3. Amusement sales tax		0				
4. Motor fuel tax		0				
5. Public utilities sales tax		0				
6. Tobacco products tax		0				
7. Hotel/Motel and restaurant/meals tax		0				
8. Alcoholic beverages licensing and permit taxes		0				
9. Amusement licensing and permit taxes		0				
10. Motor vehicles licensing and permit taxes		0				
11. Franchise tax (public utilities tax)		0				
12. Occupation and business licensing and permit taxes		0				
13. Other licenses and permit fees		0				
14. Intergovernmental receipts						
a.		0				
b.		0				
c.		0				
d.		0				
e.		0				
f.		0				
g.		0				
h.		0				
i. TOTAL						
Sum of lines 14a-h	\$	0	\$	0	\$	0
15. SUBTOTAL						
Sum of items 1-14i	\$	35,446	\$	0	\$	35,446
					\$	0

Part I - FINANCIAL STATEMENT - Continued

MARKETPLACE SHOPPING CENTER CID

A. Receipts - Continued

	FUNDS - Report in whole dollars				
	TOTAL all funds	General Fund	Debt Service Fund	Project Fund	Fund
15. SUBTOTAL <i>(from page 3)</i>	\$ 35,446	\$ 0	\$ 35,446	\$ 0	\$ 0
16. Charges for Services					
a.	0				
b.	0				
c.	0				
d. TOTAL <i>Sum of lines 16a-c</i>	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
17. Utility receipts					
a.	0				
b.	0				
c.	0				
d.	0				
e. TOTAL <i>Sum of lines 17a-d</i>	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
18. Interest earned	20		20		
19. Fines, costs, and forfeitures	0				
20. Rents	0				
21. Donations	0				
22. Other receipts and transfers					
Change from prior year in					
a. sales taxes rec. from DOR	-55		-55		
b.	0				
c. Interfund transfers	0	5,594	-5,594		
d. TOTAL <i>Sum of lines 22a-c</i>	\$ -55	\$ 5,594	\$ -5,649	\$ 0	\$ 0
23. TOTAL RECEIPTS <i>Sum of items 15 through 22d</i>	\$ 35,411	\$ 5,594	\$ 29,817	\$ 0	\$ 0

PLEASE CONTINUE WITH DISBURSEMENTS ON PAGE 5

Part I - FINANCIAL STATEMENT - Continued

MARKETPLACE SHOPPING CENTER CID

B. Disbursements (by function)

FUNDS - Report in whole dollars

	TOTAL all funds	General Fund	Debt Service Fund	Project Fund	Fund
1. Highways and streets	\$ 0	\$	\$	\$	\$
2. Financial administration	0				
3. Central administration	4,314	4,314			
4. Fire	0				
5. Parks and recreation	0				
6. Solid waste management	0				
7. Sewerage	0				
8. Water supply system	0				
9. Hospitals	0				
10. Health (other than hospital)	0				
11. Police	0				
12. Judicial and legal	0				
13. Correctional institutions	0				
14. Probation	0				
15. General public buildings	0				
16. Libraries	0				
17. Public welfare	0				
18. Protective inspection and regulation	0				
19. Housing and community development	0				
20. Economic development	0				
21. Natural resources	0				
22. Airports	0				
23. SUBTOTAL					
Sum of lines 1-22	\$ 4,314	\$ 4,314	\$ 0	\$ 0	\$ 0

Part I - FINANCIAL STATEMENT - Continued

MARKETPLACE SHOPPING CENTER CID

B. Disbursements (by function)
Continued

FUNDS - Report in whole dollars

	TOTAL all funds	General Fund	Debt Service Fund	Project Fund	Fund
23. SUBTOTAL <i>(from page 5)</i>	\$ 4,314	\$ 4,314	\$ 0	\$ 0	\$ 0
24. Electric power system	0				
25. Parking facilities	0				
26. Gas supply system	0				
27. Transit or bus system	0				
28. Sea and inland port facilities	0				
29. Miscellaneous commercial activities	0				
30. Other - Specify					
a. Insurance	1,280	1,280			
b. TIF payments	15,933		15,933		
c.	0				
31. Interfund transfers	0				
32. TOTAL DISBURSEMENTS <i>(by function)</i> Sum of items 23-31	\$ 21,527	\$ 5,594	\$ 15,933	\$ 0	\$ 0
C. Disbursements (by object)					
1. Salaries	0				
2. Fringe benefits	0				
3. Operations	5,594	5,594			
4. SUBTOTAL Sum of items C1-3	\$ 5,594	\$ 5,594	\$ 0	\$ 0	\$ 0

PLEASE CONTINUE WITH DISBURSEMENTS ON PAGE 7

Part I - FINANCIAL STATEMENT - Continued

MARKETPLACE SHOPPING CENTER CID

B. Disbursements (by object) - Continued

	FUNDS - Report in whole dollars				
	TOTAL all funds	General Fund	Debt Service Fund	Project Fund	Fund
4. SUBTOTAL (from page 6)	\$ 5,594	\$ 5,594	\$ 0	\$ 0	\$ 0
5. Capital expenditures - Specify					
a. TIF payments	15,933		15,933		
b.	0				
c.	0				
d.	0				
e.	0				
f.	0				
g.	0				
6. Interfund transfers - Specify					
a. Interfund transfers	0				
b.	0				
7. TOTAL DISBURSEMENTS (by object) Sum of items 4-6b	\$ 21,527	\$ 5,594	\$ 15,933	\$ 0	\$ 0

	FUNDS - Report in whole dollars			
	Outstanding Beginning of Fiscal Year	During Fiscal Year --		Outstanding End of Fiscal Year
		Issued	Retired	
D. Statement of Indebtedness				
1. General obligation bonds				
a.				0
b.				0
c.				0
2. Revenue bonds				
a.				0
b.				0
c.				0
3. SUBTOTAL Sum of items D1 and 2	\$ 0	\$ 0	\$ 0	\$ 0

Part I - FINANCIAL STATEMENT - Continued

MARKETPLACE SHOPPING CENTER CID

**D. Statement of Indebtedness
Continued**

	FUNDS - Report in whole dollars			
	Outstanding Beginning of Fiscal Year	During Fiscal Year --		Outstanding End of Fiscal Year
		Issued	Retired	
3. SUBTOTAL (from page 7)	\$ 0	\$ 0	\$ 0	\$ 0
4. Other debt - Specify				
a _____				0
b _____				0
c _____				0
5. Conduit debt				0
6. TOTAL STATEMENT OF INDEBTEDNESS Sum of items 3-5	\$ 0	\$ 0	\$ 0	\$ 0

E. Interest on Debt

1. Interest on water supply system debt	\$ _____
2. Interest on electric power system debt	\$ _____
3. Interest on gas supply system debt	\$ _____
4. Interest on transit or bus system debt	\$ _____
5. Interest on all other debt	\$ _____

**F. Statement of Assessed Valuation
and Tax Rates**

1. Real estate	\$ _____
2. Personal property	_____
3. State assessed railroad and utility	_____
TOTAL VALUATION	
4. Sum of items F1-3	\$ _____ 0

Tax Rates Funds - Specify	Tax rate (per \$100)
1 SALES TAX	1.0000
2 _____	
3 _____	
4 _____	
5 _____	
6 _____	

Part II - FINANCIAL STATEMENT SUMMARY

FUNDS - Report in whole dollars					
	TOTAL all funds	General Fund	Debt Service Fund	Project Fund	Fund
A. Beginning balance	\$ 16,466	\$ 0	\$ 16,466	\$ 0	\$ 0
B. Total receipts	35,411	5,594	29,817	0	0
C. Total disbursements	21,527	5,594	15,933	0	0
D. Ending balance	\$ 30,350	\$ 0	\$ 30,350	\$ 0	\$ 0

NOTES

Please use this space to provide additional explanations if the space provided for any item was not sufficient. Be sure to reference the item number.