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EXHIBIT 8B
LCRA 6/19/19

PETITION FOR ESTABLISHMENT OF THE

**LINWOOD SQUARE SHOPPING CENTER
COMMUNITY IMPROVEMENT DISTRICT**

KANSAS CITY, JACKSON COUNTY, MISSOURI

_____, 2019

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PETITION FOR THE CREATION OF THE LINWOOD SQUARE SHOPPING CENTER COMMUNITY IMPROVEMENT DISTRICT

To the Mayor and City Council of the City of Kansas City, Missouri:

The undersigned real property owners (the “Petitioners”), being the owners collectively owning

- (1) one hundred percent (100%) by assessed value of the real property and
- (2) one hundred percent (100%) per capita of all owners of real property

within the boundaries of the hereinafter described community improvement district, hereby submit this petition (“Petition”) and request that the City Council of the City of Kansas City, Missouri create a community improvement district as described herein under the authority of Sections 67.1401 to 67.1571, RSMo (the “CID Act”). In support of this Petition, the Petitioners set forth the following information in compliance with the CID Act:

1. District Name. The name for the proposed community improvement district (“CID” or “District”) is:

Linwood Square Shopping Center Community Improvement District.

2. Legal Description and Boundary Map. A legal description and map generally depicting the boundaries of the proposed District are attached hereto as **Exhibit A** and **Exhibit B**, respectively. The proposed District is located entirely within the City of Kansas City, Missouri.

3. Five-Year Plan. A five-year plan as required by the CID Act is attached hereto as **Exhibit C** (the “Five Year Plan”).

4. Form of District. The proposed district will be established as a Missouri political subdivision as permitted under the CID Act and shall have all of the powers granted to and/or exercisable by a community improvement district according to the CID Act, except as limited by this Petition.

5. Board of Directors.

- a. **Number**

The District shall be governed by a Board of Directors (the “Board”) consisting of five (5) members.

- b. **Qualifications**

The Initial Directors of the Board shall be comprised of those individuals listed below. Successor directors (“Successor Directors”) shall be appointed in accordance with Paragraph 5 of this Article. Each Initial Director and Successor Director shall meet the following requirements:

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- (a) be at least 18 years of age;
- (b) be a Missouri resident for at least one year prior to taking office and as long as required by the Missouri Constitution or by state statute;
- (c) be either an owner of real property (“Owner”) within the District, or such Owner’s representative, or an owner of a business (“Operator”) operating within the District, or such Operator’s representative; and

except for the Initial Directors named in this Petition, be nominated according to a slate submitted by the Board to the Mayor of the City and the City Council according to the nominating procedures set out below.

c. Initial Directors. The initial directors (“Initial Directors”) and their respective terms shall be as follows:

- (1) Karen Kurlis -four (4) year term.
- (2) Shaun Stallworth - four (4) year term.
- (3) Shannon Hesterberg - four (4) year term.
- (4) Albert Kelley - two (2) year term.
- (5) Alice Ellison - two (2) year term.

d. Terms

Each Initial Director named above shall serve for the term set forth opposite his/her name or until his/her successor is appointed in accordance with this Petition. Each Successor Director shall serve a four-year term or until his/her successor is appointed in accordance with this Petition. If, for any reason, a director is not able to serve his/her full term, the remaining directors shall elect an interim director to fill the vacancy of the unexpired term.

Notwithstanding anything to the contrary, any Initial Director’s or Successor Director’s (collectively, “Director”) failure to continually meet the qualification requirements set forth in Paragraph 2 of this Article, either in a Director’s individual capacity or in a Director’s representative capacity, shall constitute cause for the Board to take appropriate action to remove said Director.

e. Slate

The Board shall select the slate of nominated individuals as follows:

- (a) Individuals meeting the qualifications set out in this Petition for Successor Directors must be nominated by at least two sitting Directors; and

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- (b) The Directors shall then vote for a slate of nominees who shall consist of a number sufficient to fill all of the expiring terms and/or additional terms, as applicable, and the Board shall submit the approved slate to the City Clerk.

f. Successor Directors

Successor Directors shall be appointed by the Mayor of the City with the consent of the City Council by resolution or ordinance, and the slate submitted by the Board to the City Clerk shall serve as recommendations for such appointments. Such appointment shall be at the discretion of the Mayor, subject to each and every qualification stated in this Petition.

g. Termination

Any Director may be removed for cause by a two-thirds affirmative vote of the Board. Written notice of the proposed removal shall be given to all Directors prior to action thereon.

h. Compensation

No Director shall receive compensation for performing their official duties as a member of the Board, except that the District may reimburse Directors for reasonable and actual expenses incurred in the performance of their official duties as may be permitted in the Act.

- 6. Assessed Value. The total assessed value of all real property in the District is \$219,187. The official total assessed valuation for the District may change by the time the District is created.
- 7. Blight Determination. The Petitioners are seeking a determination that the District is a blighted area pursuant to Section 67.1401.2(3)(b), RSMo, of the Act. The area has previously been declared blighted or found to be a blighted area pursuant to Missouri law and Petitioners request that the Board of Aldermen take notice of: (a) Ordinance No. 61135 dated July 9, 1987 finding, among other things, that the property within the District is blighted pursuant to the Land Clearance for Redevelopment Law, Sections 99.300 to 99.660, RSMo, as amended; and (b) Ordinance No. _____ dated _____, 2019 finding, among other things, that the property within the District is blighted pursuant to the Real Property Tax Increment Allocation Redevelopment Act, Sections 99.800 to 99.865, RSMo, as amended.

In order for the District to be able to expend its revenues or loan its revenues pursuant to a contract entered into pursuant to Section 67.1461.2(2), RSMo, this Petition seeks the City Council's determination that the use of District revenues as described herein and pursuant to contracts to finance the demolition, removal, renovation, reconstruction or rehabilitation of portions of buildings within the District and related improvements is reasonably anticipated to remediate the blighting conditions within the District and will serve a public purpose.

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8. Duration of District. The proposed minimum length of time for the existence of the District is forty (40) years from the date that the District Sales Tax is levied within the District pursuant to this Petition. The District may be terminated prior to the stated expiration date in accordance with the provisions of the CID Act. Said forty (40) year term shall automatically continue for successive ten (10)- year terms without the submission of a new petition, subject to the condition precedent that the City Council shall not have adopted a resolution or ordinance disallowing such continuation prior to the date upon which any successive term would have commenced.
9. Real Property and Business License Taxes. The District is not authorized to impose a real property tax levy or business license taxes within the District.
10. Special Assessments. The District is not authorized to impose special assessments within the District.
11. Sales Tax. Qualified voters of the District may be asked to approve a sales and use tax at a rate of up to one percent (1.0%) (“District Sales Tax”), in accordance with the CID Act, to fund certain improvements within the District and/or to pay the costs of services provided by the District.
12. Borrowing Limits. Petitioners do not seek limitations on the borrowing capacity of the District.
13. Revenue Limits. Petitioners do not seek limitations on the revenue generation of the District.
14. Future Five Year Plans. The District shall submit any future Five (5) Year Plans meeting the requirements of Section 67.1421.2(3)(d), RSMo (as amended or replaced from time to time), to the City for comment and review no earlier than 180 days and no later than 90 days prior to the expiration of each then-current Five (5) Year Plan.
15. Authority Limits. Petitioners do not seek limitations on the authority of the District, except as set forth in this Petition. The District shall have the full range of powers authorized under the provisions of the CID Act.
16. City Auditor. Pursuant to Resolution 130844, the City Auditor shall have the right to examine or audit the records of the District and the District shall make such records available to the City Auditor within ten (10) days after a written request for the same is made.
17. **Revocation of Signatures. THE PETITIONERS ACKNOWLEDGE THAT THE SIGNATURES OF THE SIGNERS OF THIS PETITION MAY NOT BE WITHDRAWN FROM THIS PETITION LATER THAN SEVEN (7) DAYS AFTER THE FILING HEREOF WITH THE CITY CLERK.**
18. Severability. If any provision of this Petition shall be held or determined to be invalid, inoperative or unenforceable as applied in any particular case, or in all cases, because it conflicts with any other provision or provisions of this Petition or for any other reason, such circumstances shall not have the effect of rendering the provision in question inoperative or unenforceable in any other case or circumstance, or of rendering any other provision contained in this Petition invalid, inoperative or unenforceable to any extent whatsoever.

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WHEREFORE, Petitioners respectfully request that the City Council establish the requested Linwood Square Shopping Center Community Improvement District in accordance with the information set forth in this Petition and that the City Council consent to the proposed members for the Board of Directors as set forth in this Petition, and take all other appropriate and necessary action that is consistent with the CID Act to establish the requested district.

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EXECUTION PAGE FOR PETITION FOR THE CREATION OF THE LINWOOD SQUARE SHOPPING CENTER COMMUNITY IMPROVEMENT DISTRICT

TO BE FINALIZED WHEN READY FOR SIGNATURE

Name of owner: _____ Owner's telephone number: _____

Owner's address: _____

IF SIGNER IS DIFFERENT FROM OWNER:

Name of signer: _____

Title: _____

Signer's telephone number: _____

Signer's mailing address: _____

If owner is an individual: _____ Single _____ Married

If owner is not an individual, state what type of entity (Mark Applicable Box):

<input type="checkbox"/>	Corporation	<input type="checkbox"/>	General Partnership
<input type="checkbox"/>	Limited Partnership	<input type="checkbox"/>	Limited Liability Company
<input type="checkbox"/>	Partnership	<input type="checkbox"/>	Urban Redevelopment Corporation
<input type="checkbox"/>	Not-for-Profit Corporation	X	Other - Land Clearance for Redevelopment Authority _____

Map and parcel number(s): _____

Total Assessed value: \$ **168,676** _____

By executing this petition, the undersigned represents and warrants that he/she is authorized to execute this petition on behalf of the property owner named immediately below.

Date: _____

Land Clearance for Redevelopment Authority of Kansas City, Missouri, as owner of the Land pursuant to the Ground Lease dated February 14, 1992 and recorded as Document No. 1992K1014675, as amended and assigned by the Amendment to Assignment, Assumption and Amendment of Ground Lease and Redevelopment Contract dated January 23, 2019, and recorded as Document No. 2019E0008487.

By: _____

STATE OF MISSOURI)
) ss:
COUNTY OF JACKSON_)

On this ___ day of _____, 2019, before me appeared _____, to me personally known, who, being by me duly sworn did say that he/she is the _____ of Land Clearance for Redevelopment Authority of Kansas City, Missouri and that said instrument was signed on behalf of said authority, and said authority acknowledged said instrument to be the free act and deed of said entity.

WITNESS my hand and official seal this ___ day of _____, 2019.

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My Commission Expires:_____

Notary Public

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EXECUTION PAGE FOR PETITION FOR THE CREATION OF THE LINWOOD SQUARE SHOPPING CENTER COMMUNITY IMPROVEMENT DISTRICT

TO BE FINALIZED WHEN READY FOR SIGNATURE

Name of owner: _____ Owner's telephone number: _____

Owner's address: _____

IF SIGNER IS DIFFERENT FROM OWNER:

Name of signer: _____

Title: _____

Signer's telephone number: _____

Signer's mailing address: _____

If owner is an individual: _____ Single _____ Married

If owner is not an individual, state what type of entity (Mark Applicable Box):

<input type="checkbox"/>	Corporation	<input type="checkbox"/>	General Partnership
<input type="checkbox"/>	Limited Partnership	X	Limited Liability Company
<input type="checkbox"/>	Partnership	<input type="checkbox"/>	Urban Redevelopment Corporation
<input type="checkbox"/>	Not-for-Profit Corporation	<input type="checkbox"/>	Other -

Map and parcel number(s): _____

Total Assessed value: \$ []???

By executing this petition, the undersigned represents and warrants that he/she is authorized to execute this petition on behalf of the property owner named immediately below.

Date: _____

Linwood Shopping Center Redevelopment Company, LLC,
as owner of the Improvements pursuant to the Ground Lease dated February 14, 1992 and recorded as Document No. 1992K1014675, as amended and assigned by the Amendment to Assignment, Assumption and Amendment of Ground Lease and Redevelopment Contract dated January 23, 2019, and recorded as Document No. 2019E0008487.

By: _____

STATE OF MISSOURI)
) ss:
COUNTY OF JACKSON_)

On this ___ day of _____, 2019, before me appeared _____, to me personally known, who, being by me duly sworn did say that he/she is the _____ of Linwood Shopping Center Redevelopment Company, LLC, a Missouri limited liability company, and that said instrument was signed on behalf of said limited liability company, and said limited liability company acknowledged said instrument to be the free act and deed of said entity.

WITNESS my hand and official seal this ___ day of _____, 2019.

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My Commission Expires:_____

Notary Public

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EXHIBIT A

Legal Description of Linwood Square Shopping Center Community Improvement District

Tract 1:

Lot 1, CDC-KC Linwood Square 1st Plat, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Tract 2:

Lot 1, CDC-KC Linwood Square 2nd Plat, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Tract 3:

Lot 2, CDC-KC Linwood Square 1st Plat, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

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EXHIBIT B

Boundary Map of Linwood Square Shopping Center Community Improvement District

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**EXHIBIT C
FIVE YEAR PLAN**

(Attached)

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FIVE YEAR DISTRICT MANAGEMENT PLAN

OF THE

LINWOOD SQUARE SHOPPING CENTER

COMMUNITY IMPROVEMENT DISTRICT

The information and details outlined in the following pages represent the strategies, and activities that it is anticipated will be undertaken during the initial five-year duration of the Linwood Square Shopping Center Community Improvement District in Kansas City, Missouri. It is an integral and composite part of the petition to establish the Linwood Square Shopping Center Community Improvement District.

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Introduction

The Linwood Square Shopping Center Community Improvement District (the “District”) is created pursuant to Section 67.1401 through 67.1571 of the Revised Statutes of Missouri (the “CID Act”). Section 67.1421, RSMo, requires that the petition for the creation of the District be accompanied by a five-year plan which includes a description of the purposes of the proposed district, the services it will provide, the improvements it will make and an estimate of the costs of these services and improvements to be incurred. This Five-Year District Management Plan (the “Plan”) is intended to satisfy this statutory requirement and is appended to the Petition for Formation of the District as an integral part thereof.

Section 1 - Why Create a Community Improvement District?

The District will encompass an existing retail development with the boundaries of approximately 30th Street to the north, Linwood Blvd to the south, Prospect Avenue to the West and Montgall to the east in Kansas City, Missouri (the “Development”). The purpose of the District is to undertake certain improvements and services within the District, as discussed below, and to use or make available its revenue to pay the costs thereof, including without limitation debt service on any notes, bonds or other obligations issued and outstanding from time to time to finance all or any of such costs.

Section 2 - What is a Community Improvement District?

A community improvement district is an entity that is separate from the City of Kansas City and is formed by the adoption of an ordinance by the City Council following a public hearing before the City Council regarding formation of the District. A CID may take the form of a political subdivision of the State of Missouri, or a nonprofit corporation that is formed and operated under Missouri corporation laws. CIDs are empowered to provide a variety of services and to construct and/or finance a number of different public improvements (and in a blighted area, private improvements). CIDs derive their revenue from taxes and assessments levied within the boundaries of the CID. Such revenues are then used to pay the costs of the services or improvements. A CID is operated and managed by a board of directors, whose members may be appointed or elected. Board members serve for a designated period of time, and the Board positions are again elected or appointed at the expiration of each term.

Section 3 - Management Plan Summary

The District in this case will take the form of a Missouri political subdivision, which will be governed by a Board of Directors that will consist of five (5) members appointed by the appointed by the Mayor of the City with the consent of the City Council by resolution or ordinance. Redeveloper or such Redeveloper’s successors or assigns, as described in that certain Ground Lease among and between Land Clearance For Redevelopment Authority of Kansas City, Missouri and Community Development Corporation of Kansas City dated February 14, 1992 and thereafter assigned, assumed and amended pursuant to that certain Assignment, Assumption and Amendment of Ground Lease and Redevelopment Contract among and between Land Clearance Redevelopment Authority of Kansas City, Missouri and

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Linwood Shopping Center Redevelopment Company, LLC as assignee pursuant to a slate submitted in accordance with the Petition.

District Formation:

CID formation requires submission of signed petitions from a group of property owners:

- collectively owning more than fifty percent (50%) by assessed value of the real property within the District, and
- representing more than fifty percent (50%) per capita of all owners of real property within the District.

In this case, the Petition to which this Plan is attached has been signed by the owners of 100% of the assessed value and 100% of the per capita property owners within the District.

Location:

The Development is generally located at the southeast corner of Prospect Avenue and Linwood Boulevard in Kansas City, Missouri. The District consists of an existing retail development.

Assessed Value of District:

The total assessed value of the properties within the District on the date of the Petition is \$219,187.

Improvements and Services:

The purpose of the District is to provide funding for the construction of certain improvements and the provision of certain services within the District's boundaries. The improvements initially contemplated include the construction or reconstruction of infrastructure improvements serving the District and the rehabilitation of blighted private improvements (the "Improvements"). The particular items included within the Improvements may be increased or amended from time to time and the costs of the Improvements to be financed by the District shall include all associated design, architecture, engineering, financing, private interest carry, legal and administrative costs of same. The District may also provide funding for the District's formation and its ongoing operation and administration costs on an annual basis.

The District may also fund the provision of services within its boundaries for the benefit of the owner and tenants of the District (the "Services"), which may include: operating, maintaining, installing, securing, equipping, repairing and protecting the common areas within the District, including, without limitation (a) operating, installing, maintaining and repairing the common driveways and access roads, sidewalks, curbs, signs, streetlights, landscaping and parking areas; (b) causing the necessary engineering and planning performed in connection with the Services; (c) streetscaping, gardening and landscaping (including but not limited to purchasing, installing and maintaining trees, shrubs, flowers and other vegetation, maintaining pots and planters, planting and replacing trees located along or adjacent to public rights-of-way and private drives, installing and maintaining lighting, public art, mowing, seeding and

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fertilizing grass and other vegetation); (d) maintaining and repairing irrigation systems and fire protection systems; (e) maintaining and repairing sanitary and storm sewers; (f) repairing, lighting, restriping, resurfacing and replacing the parking lots; (g) providing or contracting for the provision of cleaning and maintenance services for exterior common areas in order to improve the appearance and image of the District, including but not necessarily limited to litter removal, purchase and maintenance of trash receptacles, cleaning and sweeping of sidewalks, streets, parking areas, private drives, and gutters; (h) snow and ice removal; (i) trash, garbage, and other refuse removal; (j) repair and maintenance of directional and pylon signs; (k) repainting and repairing exterior areas; (l) repair and maintenance of exterior building and canopy lighting systems and components; (m) repair and maintenance of roofs, gutters, downspouts, fascia and columns; (n) the cost of non-administrative personnel (including, without limitation, workers compensation insurance) to implement such services; (o) employing or contracting for the provision of personnel to assist landowners, occupants, and users to improve security and safety conditions within the District, including but not limited to addressing public safety concerns, identifying and reporting public nuisances, and (if deemed advisable by the District) conducting security patrols; and (p) hiring or contracting for personnel to staff and provide services to the District.

It is also anticipated that all costs, including attorney's fees, associated with formation of the District, including, but not limited to, the negotiation and drafting of any agreements entered into upon formation of the District in furtherance of the District's purposes, and the initial implementation of the District ("Formation Costs") will be reimbursed to the advancing party, or paid directly, from funds generated by the District.

It is further anticipated that the Improvements and Services will be undertaken by (or in coordination with) Linwood Shopping Center Redevelopment Company, LLC, a Missouri limited liability company ("Redeveloper"), in accordance with the Petition, the CID Act, and any cooperative agreement as may be entered into between the District and the Redeveloper (and such other parties, including, but not limited to, the City, as may be deemed necessary), and as "Redeveloper" pursuant to the Ground Lease dated February 14, 1992 and recorded as Document No. 1992K1014675 and the Redevelopment Contract dated February 14, 1992 and recorded as Document No. 1992K1014676, as assigned and most recently amended by the Amendment to Assignment, Assumption and Amendment of Ground Lease and Redevelopment Contract dated January 23, 2019, and recorded as Document No. 2019E0008487.

Method of Financing:

It is proposed that the District will impose a maximum of one percent (1.0%) sales and use tax (the "District Sales Tax"), which is in addition to any other state, county or city sales and use tax. The District Sales Tax is payable on the same retail sales that are subject to taxation pursuant to Sections 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. All costs of the District shall be financed in the manner and amount determined by the Board of Directors from the amounts on deposit with the CID. All financing costs, including interest costs, associated with any loan obtained by the District, or notes, bonds, or other obligations issued by District, the owner(s) or by the Redeveloper to finance Improvements and/or Services may be paid from CID Sales Tax.

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Estimated Costs:

Attached as **Exhibit A** to this Plan is a table setting forth the estimated cost of the Improvements and the Services, and a table setting forth the projected cash flow for the first five years of the District's existence.

City Services:

The CID Act mandates that existing City services will continue to be provided within a CID at the same level as before the District was created (unless services are decreased throughout the City) and that District services shall be in addition to existing City services. The District anticipates that City services will continue to be provided within the District at the same level as before the District was created, and the District will not cause the level of City services within the District to diminish.

Duration:

The proposed maximum length of time for the existence of the District is forty (40) years from the date that the District Sales Tax is levied within the District. The District may be terminated prior to the stated expiration date in accordance with the provisions of the CID Act. Said forty (40) year term shall automatically continue for a successive 10 year terms without the submission of a new petition, subject to the condition precedent that the City Council shall not have adopted a resolution disallowing such continuation prior to the date upon which any successive term would have commenced.

Section 4 District Boundaries

The legal description of the District is attached as **Exhibit A** to the Petition.

Section 5 Facilities and Services to Be Provided

As explained above, during the first five years, the purpose of the District is to provide revenue sources in support of contracting to effectuate the Improvements and providing or contracting for the Services.

Section 6 Governing the Community Improvement District

City Council:

Following the submission of the Petition, the City Council will conduct a public hearing and then consider an ordinance to create the District.

Board of Directors for District:

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The District will be governed by a Board of Directors that will consist of five members appointed by the Mayor of the City with the consent of the City Council by resolution or ordinance pursuant to a slate submitted in accordance with the Petition.

Annual Budget:

The District's budgets will be proposed and approved annually, within the limitations set forth in this Plan, by the District's Board of Directors. Budgets will be submitted annually to the City Council of the City of Kansas City for review and comment in accordance with the CID Act. The District will operate at all times in accordance with the District Rules and Regulations (Section 7) and the Bylaws of the District.

Section 7 District Rules and Regulations

1. The District shall operate at all times in accordance with Bylaws that may be adopted by the Board of Directors. The District shall at all times conduct its proceedings in accordance with Robert's Rules of Order, except as otherwise provided in any Bylaws.
2. The Board of Directors of the District will meet at least on an annual basis.

END OF DOCUMENT

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EXHIBIT A TO FIVE YEAR PLAN OF THE LINWOOD SHOPPING CENTER COMMUNITY IMPROVEMENT DISTRICT

ESTIMATED COSTS OF IMPROVEMENTS AND SERVICES¹

	YEAR 1 (2020)	YEAR 2 (2021)	YEAR 3 (2022)	YEAR 4 (2023)	YEAR 5 (2024)
<u>EXPENSES</u>	\$19,000	\$30,000	\$40,000	\$40,000	\$40,000

CASH FLOW PROJECTION

	YEAR 1 (2020)	YEAR 2 (2021)	YEAR 3 (2022)	YEAR 4 (2023)	YEAR 5 (2024)
<u>REVENUE²</u>	\$19,710	\$32,851	\$39,421	\$43,801	\$43,801

¹ These costs are estimates and may fluctuate based on actual costs incurred for purposes permitted under the CID Act.

² Any annual revenue generated will be utilized to pay any costs of the District in the discretion of the Board of Directors.