

**EIGHTH AMENDMENT TO THE
CHOUTEAU & I-35
TAX INCREMENT FINANCING PLAN**

KANSAS CITY, MISSOURI

TIF COMMISSION APPROVAL:

DATE: **RESOLUTION NO.**

CITY COUNCIL APPROVAL:

DATE: **ORDINANCE NO.**

**EIGHTH AMENDMENT
TO THE
CHOUTEAU I-35
TAX INCREMENT FINANCING PLAN**

I. INTRODUCTION

The Eighth Amendment to the Chouteau I-35 Tax Increment Financing Plan (the “Seventh Amendment”) shall amend the Chouteau I-35 Redevelopment Plan as approved by the Ordinance No. 980426 on April 23, 1998, the First Amendment to Chouteau I-35 Redevelopment Plan by Ordinance No. 020784 on July 18, 2002, the Second Amendment to Chouteau I-35 Redevelopment Plan by Ordinance No. 030022 on January 16, 2003, the Third Amendment to Chouteau I-35 Redevelopment Plan by Ordinance No. 040097 on February 5, 2004, the Fourth Amendment to Chouteau I-35 Redevelopment Plan by Ordinance 060324 on March 30, 2006, the Fifth Amendment to Chouteau I-35 Redevelopment Plan by Committee Substitute for Ordinance No. 070995 on October 4, 2007, the Sixth Amendment to Chouteau I-35 Redevelopment Plan by Ordinance No. 080141 on February 28, 2008 and the Seventh Amendment to Chouteau I-35 Redevelopment Plan by Ordinance No. 130109 on March 7, 2013 (collectively referred to herein as the “Plan”). The proposed Amendment provides for 1) modifications to the description of the Project Improvements incorporated within the Plan b) modifications to the Redevelopment Schedule and the estimated dates of completion of the Project Improvements, c) modifications to the Budget of Redevelopment Project Costs, d) modifications to the Sources and Uses contemplated by the Plan and e) modifications to the Site Plans. The intent of the Plan remains unchanged other than those changes specifically mentioned herein.

II. SPECIFIC AMENDMENTS

In accordance with this Eighth Amendment, the Plan shall be amended as follows:

Amendment No. 1: Section I. Definitions. Delete Section I, entitled “Definitions,” and insert the following in its place;

DEFINITIONS

As used in this Tax Increment Financing Plan, the following terms shall have the following meanings:

- A. “Act,” the Real Property Tax Increment Allocation Redevelopment Act, Section 99.800, et. seq., Revised Statutes of Missouri, as amended.
- B. “Affiliate,” as applied to any person or entity, any other person or entity who controls, is controlled by, or is under common control with, such person or entity. For purposes of this definition, “control” means the

possession, directly or indirectly through one or more intermediaries, of the power to direct the management and policies of a person or entity, whether through the ownership of equity interests, by contract, or otherwise; provided, however, that (a) any person or entity which owns directly or indirectly a majority of the equity interests having ordinary voting power for the election of directors or other members of the governing body of a person or entity or a majority of the partnership or other ownership interests of a person or entity (other than as a limited partner of such person or entity) shall be deemed an Affiliate of such person or entity, and (b) each partnership in which a person or entity is a general partner shall be deemed an Affiliate of such person or entity.

- C. "City," City of Kansas City, Missouri.
- D. "Commission," the Tax Increment Financing Commission of Kansas City, Missouri
- E. "Blighted area," an area which, by reason of the predominance of defective or inadequate street layout, insanitary or unsafe conditions, deterioration of site improvements, improper subdivision or obsolete platting, or the existence of conditions which endanger life or property by fire and other causes, or any combination of such factors, retards the provision of housing accommodations or constitutes an economic or social liability or a menace to the public health, safety, morals, or welfare in its present condition and use.
- F. "Economic Activity Taxes," the total additional revenue from taxes which are imposed by the City and other Taxing Districts, and which are generated by economic activities within each Redevelopment Project Area over the amount of such taxes generated by economic activities within such Redevelopment Project Area in the calendar year prior to the adoption of the ordinance designating such Redevelopment Project Area, while tax increment financing remains in effect, but excluding personal property taxes, taxes imposed on sales or charges for sleeping rooms paid by transient guests of hotels and motels, taxes levied pursuant to Section 70.500, RSMo., taxes levied for the purpose of public transportation pursuant to Section 94.660, RSMo., taxes imposed on sales pursuant to subsection 2 of section 67.1712 for the purpose of operating and maintaining a metropolitan park and recreation district, licenses, fees or special assessments other than Payments in Lieu of Taxes and penalties and interest thereon, any sales tax imposed by a county with a charter form of government and with more than six hundred thousand but fewer than seven hundred thousand inhabitants, for the purpose of sports stadium improvement or levied by such county under section 238.410 for the purpose of the county transit authority operating transportation facilities, taxes imposed on sales under and pursuant to section 67.700 or 650.399 for the purpose of emergency communication systems, shall be allocated

to, and paid by the local political subdivision collecting officer to the treasurer or other designated financial officer of the municipality, who shall deposit such funds in a separate segregated account within the special allocation fund; provided, however, if the voters in a Taxing District votes to approve an increase in such Taxing District's sales tax or use tax, other than the renewal of an expiring sales or use tax, any additional revenues generated within an existing Redevelopment Project Area that are directly attributable to the newly voter-approved incremental increase in such taxing district's levy rate shall not be considered "Economic Activity Taxes", without the consent of such Taxing District. If a retail establishment relocates within one (1) year from one facility to another facility within the same county and the governing body of the municipality finds that the relocation is a direct beneficiary of tax increment financing, then for purposes of this definition the economic activity taxes generated by the retail establishment shall equal the total additional revenues from economic activity taxes which are imposed by a municipality or other taxing district over the amount of economic activity taxes generated by the retail establishment in the calendar year prior to its relocation to the redevelopment project area.

- G. "Equity Investment," the total accumulated sums reflected as equity on the Redeveloper's financial statements (including, but not limited to its Balance Sheet) submitted in connection with the "Public Participation" provisions of the Redevelopment Agreement as being expended by the Redeveloper or any other non-governmental party that is an Affiliate of the Redeveloper in connection with any and all aspects of the Project Improvements, including but not limited to any and all costs, including financing costs incurred by the Redeveloper, private loan interest, expenses or investments made by the Redeveloper or any such non-governmental Affiliate prior to or subsequent to the date of this Plan and incurred by Redeveloper or any such non-governmental party that is an Affiliate of the Redeveloper in connection with the acquisition of any property in the Redevelopment Area, due diligence, leasing, marketing, formation of entities, construction and implementation of the Project Improvements, including the principal amount of any subordinate Obligations so long as Redeveloper, or its Affiliates, is the owner or guarantor of such subordinate Obligations, commercial financing and any additional capital contributions made by Redeveloper or such non-governmental party that is an Affiliate of the Redeveloper.
- H. "Gambling Establishment," an excursion gambling boat as defined in section 313.800, RSMo., and any related business facility including any real property improvements which are directly and solely related to such business facility, whose sole purpose is to provide goods or services to an excursion gambling boat and whose majority ownership interest is held by a person licensed to conduct gambling games on an excursion gambling

boat or licensed to operate an excursion gambling boat as provided in Sections 313.800 to 313.850, RSMo.

- I. "Obligations," bonds, loans, debentures, notes, special certificates, or other evidences of indebtedness issued by the City, Commission or by any other appropriate issuer, approved by the City and Commission, to pay or reimburse all or any portion of the Redevelopment Project Costs or to otherwise carry out a redevelopment project or to fund outstanding obligations.
- J. "Ordinance," an ordinance enacted by the governing body of the City.
- K. "Payment in Lieu of Taxes," those estimated revenues from real property in the area selected for a redevelopment project, which revenues according to the redevelopment project or plan are to be used for a private use, which Taxing Districts would have received had the City not adopted tax increment allocation financing, and which would result from levies made after the time of the adoption of tax increment allocation financing during the time the current equalized value of real property in the project area exceeds the total initial equalized value of real property in such area until the designation is terminated pursuant to subsection 2 of Section 99.850. If the voters in a taxing district vote to approve an increase in such taxing district's levy rate for ad valorem tax on real property, any additional revenues generated within an existing redevelopment project area that are directly attributable to the newly voter-approved incremental increase in such taxing district's levy rate shall not be considered payments in lieu of taxes subject to deposit into a special allocation fund without the consent of such taxing district. Revenues will be considered directly attributable to the newly voter-approved incremental increase to the extent that they are generated from the difference between the taxing district's actual levy rate currently imposed and the maximum voter-approved levy rate at the time that the redevelopment project was adopted. Payments in lieu of taxes which are due and owing shall constitute a lien against the real estate located within the Redevelopment Project Area from which they are derived, the lien of which may be foreclosed in the same manner as a special assessment lien as provided in Section 88.861 RSMo.
- L. "Project Improvements," those development activities undertaken within the Redevelopment Area intended to accomplish the objectives of the Redevelopment Plan, which are described by Section IV.C. of this Plan.
- M. "Redeveloper," the business organization or other entity designated by the Commission, pursuant to a resolution, and to which the Commission enters a Redevelopment Agreement to implement the Redevelopment Plan or the Project Improvements or a portion thereof.

- N. “Redevelopment Agreement,” the agreement between the Commission and Redeveloper for the implementation of the Redevelopment Plan or the Project Improvements or a portion thereof.
- O. “Redevelopment Area,” an area designated by the City, in respect to which the City has made a finding that there exist conditions which cause the area to be classified as a blighted area, a conservation area, an economic development area, an enterprise zone pursuant to Sections 135.200 to 135.256, or a combination thereof, which area includes only those parcels of real property directly and substantially benefitted by the proposed Redevelopment Project and which is legally described on **Exhibit 1A**.
- P. “Redevelopment Plan” or “Plan,” the Chouteau & I-35 Tax Increment Financing Plan, as amended.
- Q. “Redevelopment Project,” any development project located within the Redevelopment Area that is designated as such by Ordinance and is intended to further the objectives of the Redevelopment Plan and that is approved pursuant to the Act.
- R. “Redevelopment Project Area,” the area selected for a specific redevelopment project.
- S. “Redevelopment Project Costs” include the sum total of all reasonable or necessary costs incurred or estimated to be incurred, any such costs incidental to the Redevelopment Plan and/or a Redevelopment Project. Such costs are identified on **Exhibit 5** and may include, but are not limited to the following:

Costs of studies, surveys, plans and specifications;

Professional service costs, including, but not limited to, architectural, engineering, legal, marketing, financial, planning or special services. Except the reasonable costs incurred by the commission established in section 99.820 for the administration of sections 99.800 to 99.865, such costs shall be allowed only as an initial expense which, to be recoverable, shall be included in the costs of the Redevelopment Plan or a Redevelopment Project;

Property assembly costs, including but not limited to, acquisition of land and other property, real or personal, or rights or interests therein, demolition of buildings, and the clearing and grading of land;

Costs of rehabilitation, reconstruction, repair or remodeling of existing buildings and fixtures;

Cost of construction of public works or improvements;

Financing costs, including, but not limited to all necessary and incidental expenses related to the issuance of Obligations, and which may include payment of interest on any Obligations issued hereunder accruing during the estimated period of construction of any Redevelopment Project for which such Obligations are issued and for not more than eighteen months thereafter, and including reasonable reserves related thereto;

All or a portion of a taxing district's capital cost resulting from the Redevelopment Project necessarily incurred or to be incurred in furtherance of the objectives of the Redevelopment Plan and Redevelopment Project, to the extent the municipality by written agreement accepts and approves such costs;

Relocation costs to the extent that the City determines that relocation costs shall be paid or are required to be paid by federal or state law;

Payments in lieu of taxes.

- T. "Special Allocation Fund," the fund maintained by the City or the Commission, which contains at least two (2) separate segregated accounts for each Redevelopment Project and any additional accounts deemed appropriate by the City and Commission (i.e. Public Participation Account) and maintained by the treasurer of the City or the treasurer of the Commission into which Payments in Lieu of Taxes, Economic Activity Taxes and other revenues are deposited.
- U. "Tax Increment Financing," tax increment allocation financing as provided pursuant to Chapter 99.800, et seq. RSMo.
- V. "Taxing Districts," any political subdivision of Missouri located wholly or partially within any Redevelopment Project Area having the power to levy taxes.
- W. "TIF Revenue," Payments in Lieu of Taxes and Economic Activity Taxes.

Amendment No. 2: Section III A. General Description of Plan and Projects.

Revise subsection A of Section III of the Plan by deleting the first two paragraphs in their entirety and replacing them with the following:

The Plan. The Redevelopment Plan proposes to redevelop approximately 26 acres of land located at the intersection of Interstate 35 (I-35) and Chouteau Trafficway in Kansas City, Clay County, Missouri. Approximately 21.6 acres of the Redevelopment Area is located south of I-35 and east of Chouteau Trafficway and is divided into Project Areas 1 and 2. Approximately 4.4 acres is located south of I-35 and west of Chouteau Trafficway and designated as Project Areas 3 and 4. In Redevelopment Project Areas 1 and 2, the Plan calls for the construction of a 244,709 square foot retail shopping center with a full service supermarket, a large box retailer, two smaller in-line stores and three

retail pad sites and out parcels. Restaurants are planned for at least two pad sites. Redevelopment of Project Area 3 calls for the improvement of the site to provide for the construction of a fast food restaurant.

Tax Increment Financing shall be utilized to pay for costs associated with curing blight on the site, which is intended to assist in the commercial development and to pay for costs to construct Chouteau Trafficway into a four-lane boulevard as a portion of the City's planned Centennial Parkway and to make improvements to Chouteau Greenway Park. The street improvements are proposed to be accomplished in two phases. The first phase involves the reconstruction of Chouteau Trafficway adjacent to the Redevelopment Area. This work will be completed in conjunction with the construction of Projects 1 and 2. The second phase involves improvements to Chouteau Trafficway between I-35 and Highway 210 to upgrade Chouteau to boulevard status as part of the City's planned Centennial Parkway. Additional blight remediation and public improvements shall include improvements to Chouteau Greenway Park, the acquisition of a commercial building located at 4305 N. Antioch Road, the construction and equipping of a fountain located south of I-35 on NE Chouteau and Russell Road and the establishment of a fund for Neighborhood Housing and Infrastructure Improvements. The allocation and prioritization of these improvements will be recommended by an advisory committee, with ultimate approval by the TIF Commission.

Amendment No. 3: Section III C. Project Improvements.

Revise subsection III C, entitled "Project Improvements," by deleting the second paragraph in its entirety and replacing it with the following:

The Project Improvements in Redevelopment Project Areas 3 will consist of the development of a fast food restaurant.

Amendment No. 4: Section III C. Project Improvements.

Revise subsection III C, entitled "Project Improvements," by adding the following at the end of the subsection:

4) Public Improvements No. 4: Acquisition of 4305 N. Antioch Road. The remediation of certain blighting influences by the acquisition and removal of a commercial property located at 4305 N. Antioch Road.

5) Public Improvement No. 5: Chouteau Heritage Fountain. The construction and equipping of a fountain located south of I-35 on NE Chouteau and Russell Road.

6) Public Improvement No. 6: Additional public improvements, which may include, but may not be limited to roads, streets, bridges, sewers, traffic control systems and devices, water distribution and supply systems, curbing, sidewalks, trails and any other similar public improvements.

Up to \$800,000 of TIF revenues in excess of the amount needed to finance Public Improvements Nos. 1 and 2 shall be allocated to Public Improvement Nos. 4 and 5 and Commission expenses. Up to \$405,000 shall be allocated to Public Improvement No. 6.

Amendment No. 5: Section III E. Estimated Dates of Completion.

Amend Section III E. entitled "Estimated Dates of Completion by deleting the first paragraph in its entirety and replacing it with the following:

As set forth in the Redevelopment Schedule attached as Exhibit 4, improvements related to Redevelopment Projects 1 and 2 are expected to be completed in 1999. Improvements related to Redevelopment Project 3 are expected to begin in July 2002 and are expected to be completed by May 2003. The funding prioritization and development schedule for the anticipated public improvements to Chouteau Trafficway, Chouteau Greenway Park and the implementation of the Neighborhood Housing and Infrastructure Program will be recommended by the Chouteau Area Advisory Committee and the Chouteau Housing and Neighborhood Development Advisory Committee, with final approval by the TIF Commission; provided however, Public Improvement No. 4 shall be substantially complete by the end of 2021 and Public Improvement No. 5 shall be substantially complete by 2020. The completion date for Public Improvement No. 6 will be 2027.

Amendment No. 6: Section IV A. Estimated Redevelopment Project Costs.

Amend Section IV A. entitled "Estimated Redevelopment Project Costs," by deleting the last sentence of the first paragraph of Section IV.A. in its entirety and replacing it with the following:

The Redevelopment Project Costs associated with Public Improvement No. 4 shall not exceed \$700,000, all of which will be reimbursable from TIF Revenue. The Redevelopment Project Costs associated with Public Improvement No. 5 are expected to be approximately \$230,000, of which not more than \$100,000 will be reimbursable from TIF Revenue. The Redevelopment Project Costs associated with Public Improvement No. 6 shall not exceed \$405,000, all of which will be reimbursable from TIF Revenue. Commission expenses are increased by approximately \$15,000. These costs are described in detail on Exhibit 5.

Amendment No. 7: Section IV.C. Payments in Lieu of Taxes.

Amend Section IV.C. entitled "Payments in Lieu of Taxes," by deleting the second paragraph of Section IV.A. in its entirety and replacing it with the following:

Upon approval of the, Eighth Amendment to the Plan, \$143,000 of PILOTs generated by Redevelopment Projects 3 and 4 and on deposit in the Special Allocation

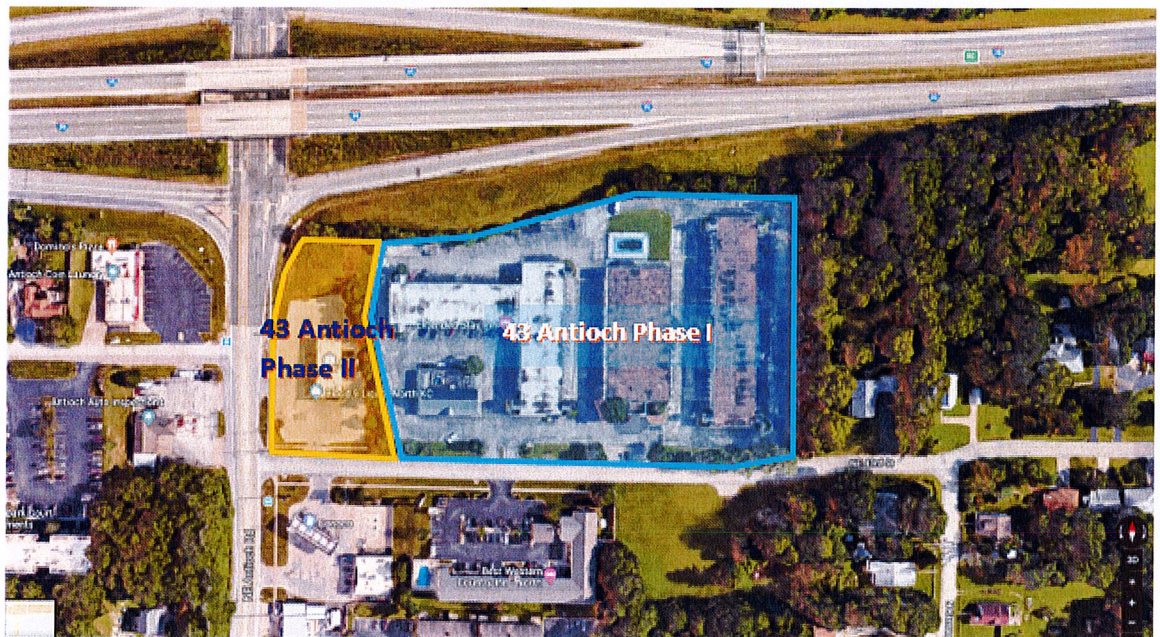
Fund shall be deemed surplus and shall be distributed to the Taxing Districts in accordance with the Real Property Tax Increment Allocation Redevelopment Act (the "TIF Act"). Additionally, all PILOTS that may be generated by Redevelopment Projects 3 and 4, beginning in 2020 and deposited into the Special Allocation Fund shall be deemed surplus and shall be distributed to the Tax Districts in accordance with the TIF Act.

III. PLAN EXHIBIT AMENDMENTS

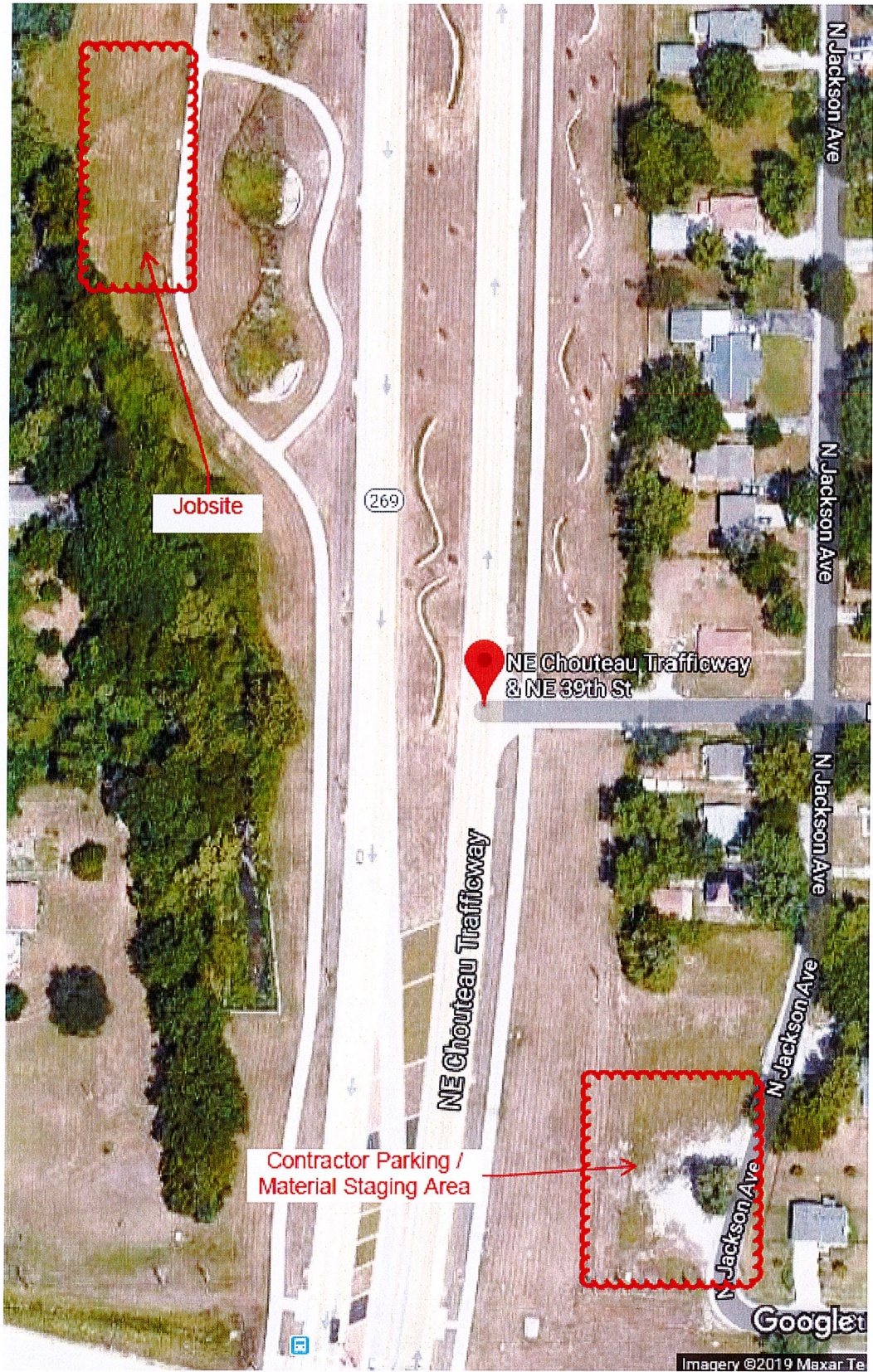
Amendment No. 8: Amend Exhibit 2, entitled "Site Plan," by adding the following after the last page of Exhibit 2:

EXHIBIT 2C

OFF SITE IMPROVEMENTS 4305 N. ANTIOCH PROJECT AND HERITAGE FOUNTAIN PROJECT



4305 N. Antioch Project shown as Phase II



Chouteau Heritage Fountain Site Map

Amendment No. 9: Amend Exhibit 4, entitled “Estimated Redevelopment Schedule,” by adding the following after the last page of Exhibit 4:

EXHIBIT 4A

ESTIMATED REDEVELOPMENT SCHEDULE FOR
PUBLIC IMPROVEMENT NO. 4 (4305 N. Antioch Road)
PUBLIC IMPROVEMENT NO. 5 (Heritage Fountain)
PUBLIC IMPROVEMENT NO. 6 (Additional public improvements)

Public Improvements	Substantial Completion
Public Improvement No. 4 (4305 N. Antioch)	End of 2021
Public Improvement No. 5 (Heritage Fountain)	End of 2020
Public Improvement No. 6 (Additional public improvements to be determined)	End of 2027

Amendment No. 10: Amend Exhibit 5, entitled “Estimated Redevelopment Project Costs,” by replacing Exhibit 5 and inserting in its place the **attached Exhibit 5 “Revised Redevelopment Project Costs.”**

**SUMMARY OF PROJECT COSTS
Eighth Amendment**

	Project Costs	Reimbursable Costs
Project 1 & 2		
Net Land Costs	1,832,131	1,090,500
Net Site Work Costs	6,555,941	6,402,102
Building Construction Costs	11,768,865	-
Indirect Costs	2,496,000	630,000
Financing Costs	3,104,112	1,449,112
Total Pad Sales	(538,000)	-
Commission/Administration	338,235	338,235
Total	\$ 25,557,284	\$ 9,909,949
Project 3 (McDonald's)		
Developers Costs		
Net Land Costs	(50,000)	-
Net Site Work Costs	205,444	205,444
Indirect Costs	242,177	242,177
Financing Costs ^①	7,456	7,456
Site Improvements	29,296	29,296
Developer's Legal Costs	5,000	5,000
Commission/Administration	4,500	4,500
Developer's Total Costs	<u>443,873</u>	<u>493,873</u>
McDonald's Costs	1,125,000	-
Total Project Costs	\$ 1,568,873	\$ 493,873
Public Improvement No. 1 - Chouteau Trafficway		
Engineering & Partial Right-of-Way Acquisition	\$ 2,000,000	\$ 2,000,000
Public Improvement No. 2 - Winn Road & Chouteau Greenway		
Public Works Estimate--Engineering & Construction	\$ 102,273	\$ 102,273
Chouteau Greenway & Neighborhood Improvements ^②	\$ 697,727	\$ 697,727
Public Improvement No. 3 - Housing		
Housing & Infrastructure Rehabilitation	\$ 1,223,000	\$ 1,223,000
Public Improvement No. 4 4305 N Antioch Project ^③		
Acquisition of commercial building	\$ 700,000	700,000
Public Improvement No. 5 Chouteau Heritage Fountain		
Construction and equipping of fountain	\$ 100,000	100,000
Public Improvement No. 6. Additional public improvements		
Additional public improvements	\$ 405,000	405,000
Additional Legal		
Public Improvements	75,000	75,000
Bond Issue	55,000	55,000
Total Additional Legal	<u>\$ 130,000</u>	<u>\$ 130,000</u>
TOTAL PROJECT COSTS	\$ 32,614,157	\$ 15,891,822

- ① Financing Costs are an estimate only. All Financing Costs are to be reimbursed per the Commission's Interest Policy.
- ② Funds remaining from the Chouteau Greenway park improvements shall be used for housing and neighborhood improvements in the Chaumiere and Winnwood/Sunnybrook neighborhoods.
- ③ At such time as the project costs for Public Improvements 4 and 5 are reimbursed, the remaining PILOTs generated by Projects 3 and 4 will be declared surplus and distributed to the taxing jurisdictions as provided by the Act.

Amendment No. 11: Amend Exhibit 6, entitled “Sources of Funds,” by replacing Exhibit 6 and inserting in its place the attached Exhibit 6 “**Sources of Funds.**”

EXHIBIT 6
SOURCES OF FUNDS

SOURCES		
PILOTS and EATS		\$ 15,891,822
DEVELOPER DEBT AND EQUITY		\$ 16,722,335
TOTAL		\$ 32,614,157

BONDS: In 2003, the Commission issued its variable rate demand tax increment financing refunding and improvement revenue bonds in 2 series in the par amount of \$7,355,000 (Series 2003A) and \$7,425,000 (Series 2003B), collectively "the Refunded Bonds", the proceeds of which were used to pay certain project costs and to refund prior bonds issued in 2001. In 2009, the City issued its variable rate demand special obligation refunding bonds in the par amount of \$12,245,000 to refund and redeem the Refunded Bonds and pay the costs of issuance.

Amendment No. 12: Amend Exhibit 10, entitled “Property Acquisition and Disposition,” by adding the following after the last page of Exhibit 10:

EXHIBIT 10A

**PROPERTY ACQUISITION AND DISPOSITION FOR
THE 4305 N. ANTIOCH PROJECT**

Acquisition of 4305 N. Antioch, Kansas City, Missouri

Amendment No. 13: Amend Exhibit 15, entitled “Affidavits and Certificates,” by adding the following after the last page of Exhibit 15:

EXHIBIT 15A

**AFFIDAVIT RELATING TO 4305 N. ANTIOCH PROJECT AND
CHOUTEAU HERITAGE FOUNTAIN PROJECT**

6. The council has not adopted an annual budget and no department director has requested or indicated an intent to request an appropriation sufficient to fund the acquisition of 4305 N Antioch and the construction of Chouteau Heritage Fountain, as contemplated by the Eight Amendment to the Chouteau I-35 TIF Plan.

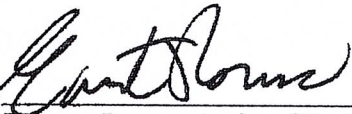
7. The undersigned acknowledges and agrees that this Affidavit is being materially relied upon by the Tax Increment Financing Commission of Kansas City, Missouri (the "Commission") in connection with its consideration of the Eighth Amendment to the Chouteau I-35 TIF Plan. It is reasonable for the Commission to conclude that the public improvements, as described in and as contemplated by the Chouteau I-35 TIF Plan would not be undertaken without the use of tax increment allocation financing.


The information, statements and averments in this Affidavit are, to the best of my knowledge and belief, true, accurate and complete in all material respects.

CITY OF KANSAS CITY, MISSOURI

(seal)

ATTEST:

By: 
Earnest Rouse, Acting City Manager

By: 
City Clerk

Approved as to form:

By: 
Assistant City Attorney