

**BYLAWS
OF
NORTHLAND GATEWAY COMMUNITY IMPROVEMENT DISTRICT**

ARTICLE I
Defined Terms

Section 1.1 District.

The Northland Gateway Community Improvement District, a political subdivision created pursuant to Sections 67.1401 to 67.1571 RSMO, and formed by the City Kansas City, Jackson County, Missouri, by Ordinance No. 240319 enacted on the 11th day of April, 2024.

Section 1.2 Board.

The Board of Directors of the District, which is the governing body of the District.

Section 1.3 City.

The City of Kansas City, Missouri.

Section 1.4 Director.

Members of the Board of Directors individually or collectively as the context may provide.

Section 1.5 CID Act.

Sections 67.1401 to 67.1571, RSMo, as amended.

Section 1.6 Initial Directors.

The initial Directors set forth in the District's Petition.

Section 1.7 Independent Director.

There are no registered voters in the District on the date the Petition was filed. Accordingly, as required by 67.1451.2(3), RSMo, as amended at least one Director shall, during his or her entire terms be a person who:

1. Resides within Kansas City, Missouri;

2. Is qualified and registered to vote under Chapter 115, RSMo, according to the records of the applicable election authority as of the thirtieth day prior to the date of the applicable election;
3. Has no financial interest in any real property or business operating within the District; and
4. Is not a relative within the second degree of consanguinity or affinity to an owner of real property or a business operating within the District.

Section 1.8 Operator.

An owner of a business operating within the District or a legally authorized representative of such owner.

Section 1.9 Owner.

An owner of real property within the District or a legally authorized representative of such owner.

Section 1.10 Petition.

That certain Petition to Establish the Northland Gateway Community Improvement District, as approved by the City.

Section 1.11 Sunshine Law.

The State of Missouri's Open Meeting and Records Law, Section 610.010 to 610.200, RSMo, governing meetings of public governmental bodies including the Board, as now or hereafter amended. "It is the public policy of this state that meetings, records, votes, actions, and deliberations of public governmental bodies be open to the public unless otherwise provided by law." (RSMo 610.011.1)

Section 1.12 Undefined Terms.

Any term undefined by this Article shall have the same meaning as such term is given under the CID Act, if defined therein.

ARTICLE II
Offices and Records

Section 2.1 Official Office.

The official office of the District shall be located at 315 SE Main Street, Lee's Summit, MO 64063. The District may have such other offices as the business of the District may require from time to time, located at such place or places as may be designated by the Board.

Section 2.2 Records.

The District shall keep correct and complete books and records of accounts, and shall also keep minutes of the proceedings of the Board. The District shall keep at its official office a record of the name and address of each Director.

ARTICLE III **Board of Directors**

Section 3.1 General Powers.

The Board of Directors shall have and is vested with all powers and authorities granted by the CID Act, except as it may be expressly limited by law or these Bylaws or the Petition, to supervise, control, direct and manage the property, affairs and activities of the District, to determine the policies of the District, to do or cause to be done any and all lawful things for and on behalf of the District, to exercise or cause to be exercised any or all of its powers, and to seek the effectuation of its objects and purposes.

Section 3.2 Number.

The District shall be governed by a Board of Directors (the "Board") consisting of seven (7) members, who shall be appointed by the City in accordance with the Petition and the CID Act.

Section 3.3 Qualifications.

Each Director shall meet the following requirements:

- a. Be at least eighteen (18) years of age
- b. Be either an owner (as defined in the CID Act) of real property or of a business operating within the District, or a register voter residing within the District;
- c. Be and have been a resident of the State of Missouri for at least one year immediately preceding the date upon which he or she takes office in accordance with Article VII, Section 8 of the Missouri Constitution; and

- d. Except for the initial directors named in the Petition, be nominated according to slates submitted as described in the Petition.

In addition to the foregoing requirements, certain Director seats shall be designated, reserved and allocated as follows:

1. Three (3) Director seats shall at all times be held by designated representatives of Worlds of Fun, LLC, or its successor in title to Clay County, Missouri real property tax parcel 18202000100100, provided that the selection shall belong to Worlds of Fun, LLC, and any successor entity to Worlds of Fun, LLC , so long as worlds of Fun, LLC or such successor owns any portion of tax parcel 18202000100100;
2. Two (2) Director seats shall at all times be held by designated representatives of Hunt Midwest Real Estate Development, Inc., or is successor in title to Clay County, Missouri real property tax parcel 18202000101104, provided that the selection shall belong to Hunt Midwest Real Estate Development, Inc., and any successor entity to Hunt Midwest Real Estate Development, Inc., so long as Hunt Midwest Real Estate Development, Inc. or such successor entity owns any portion of tax parcel 18202000101104.
3. At least one Director shall be an Independent Director, as defined above.

Section 3.4 Terms.

Each Initial Director named in the Petition shall serve for the term set forth opposite his/her name or until his/her successor is appointed in accordance with the Petition and the CID Act. Each Successor Director shall serve a four (4) year term or until his/her successor is appointed in accordance with the Petition and the CID Act. In the event of a vacancy on the Board, the remaining Directors shall elect an Interim Director to fill such vacancy for the remainder of the unexpired term and until his/her successor is appointed in accordance with the Petition and the CID Act.

Notwithstanding anything to the contrary, upon any Director's failure to meet the qualification requirements set forth above, either in a Director's individual capacity or in a Director's representative capacity, such Director shall cease to be a Director automatically and without need for action by the remainder of the Board, effective upon the date such person ceased to so qualify. In addition, a Director may be removed for cause by a two-thirds affirmative vote of the Directors as provided by the CID Act.

Section 3.5 Successor Directors.

Successor Directors shall be appointed by the Mayor of Kansas City, Missouri (the "Mayor") with the consent of the City Council by resolution according to slates submitted to the City Clerk of the City (the "City Clerk") by the District, as provided below in this Paragraph:

- a. the Mayor shall appoint the Successor Directors according to the slates submitted, and the City Council shall consent by resolution to the appointment; or
- b. the Mayor, or the City Council, may reject the slates submitted and request in writing, with written reasons for rejection of the slate, that the District submit an alternate slate.

If an alternate slate is requested, the District shall submit an alternate slate to the City Clerk. The City Clerk shall deliver the alternate slate to the Mayor and the City Council. Thereafter:

- a. the Mayor shall appoint the Successor Directors according to the alternate slate submitted, and the City Council shall consent by resolution to the appointment; or
- b. the Mayor, or the City Council, may reject the alternate slate submitted and request in writing, with written reasons for rejection of the alternate slate, that the District submit another alternate slate.

The procedure described above shall continue until the Successor Directors are appointed or deemed to be appointed by the Mayor with the consent of the City Council.

Section 3.6 Procedural Rules.

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

Section 3.7 Compliance with State Sunshine Law.

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

Section 3.8 Regular Meetings.

The Board shall hold regular meetings at such time, date and location as may from time to time be determined by the Directors, one of which regular meeting shall be the District's annual meeting, and on such days and at such times as shall be fixed from time to time by the Executive Director or at such other time or place as may be agreed by the majority of the Board.

Section 3.9 Special Meetings.

The Chair or any two (2) Directors may call special meetings of the Board and may fix the time and place of the holding of such meetings, which shall be held for the purpose of transacting any business designated in the notice of the special meeting.

Section 3.10 Notices.

A. Notices to Directors.

- (1) Annual and Regular Meetings. Written or printed notices of meetings of the Board, whether specifically required by the CID Act, the Sunshine Law or any other Missouri statute regulating meetings of public governmental bodies, the definition of which includes the Board, shall be delivered personally, by mail, by electronic mail, or by fax to each Director at least twenty-four (24) hours prior to each scheduled meeting.
- (2) Special Meetings. Notice of a special meeting shall be delivered personally, by mail, by electronic mail, or by fax to each Director at least two (2) days prior to the date of such special meeting. At such special meeting, no business shall be considered other than as designated in the notice; however, if all of the Directors are present at a special meeting, any item of business, whether or not designated in the notice, may be transacted with their unanimous consent.

If mailed, the notice of a meeting given to a Director shall be deemed to be delivered when deposited in the United States mail, addressed to the Director at the address on the records of the District, with postage thereon prepaid.

Notwithstanding any of the foregoing, the presence of any Director either in person or by electronic means (e.g., teleconference, telephone, web cast) shall be deemed as a waiver of any objection to a lack of notice pursuant to this section, unless such presence is for the sole purpose of raising such objection and any Director may, by mail, fax or electronic mail, waive any notice required hereunder.

B. Notice of Public Meetings

- (1) Generally: Except as provided in subsection B of this Section, the District Records Custodian, or his or her designee, shall give notice of the time, date, place of meeting, a tentative agenda for all open public meetings and whether the meeting will be open or closed at least twenty-four (24) hours in advance of any public meeting. The notice shall be given by posting written notice on a bulletin board or in another prominent place located in a public area in the official office of the District and City Hall. In the event that the meeting will not be held in the District's

official office, notice shall also be posted at the building in which the meeting will be held.

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

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

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

C. Notice of Closed Meetings

If it is anticipated that all or a portion of a public meeting of the District is to be closed, the notice for the meeting shall set forth the reason for its closure by reference to the specific exception allowed pursuant to the provisions of Section 610.021, RSMo. No closed meeting or vote may be closed without an affirmative public vote of the majority of a quorum of the District Board.

Section 3.11 Special Circumstances.

When it is necessary to hold a meeting of the Board on less than twenty-four (24) hours notice, at a place that is not reasonably accessible to the public, or at a time that is not reasonably convenient to the public, the nature of the good cause justifying departure from the normal requirements shall be stated at the beginning of the meeting and recorded in the minutes.

Section 3.12 Quorum.

A majority of the members of Directors serving at the time of any meeting shall constitute a quorum for the transaction of business at such meeting. Vacant positions are not counted in determining a majority of the Directors. If a quorum shall not be present at any such meeting, a majority of the Directors then present shall have the power to adjourn the meeting, without notice other than announcement at the meeting, to a specific date. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of the meeting.

Section 3.13 Action.

The acts of Directors, in accordance with Robert's Rules of Order, who are present at a meeting at which a quorum is present shall be valid as the act of the Board of Directors except in those specific instances in which a larger vote may be required according to Robert's Rules of Order, by law, or these Bylaws. All official acts of the Board of Directors shall be by written resolution approved by the Board.

Section 3.14 Telephone/Electronic Participation in Meetings.

To the extent permitted by the Sunshine Law, Directors may participate in any Board meeting by telephone or other electronic means so long as all persons participating in the meeting can hear one another, and a location has been identified in the notice of the meeting at which members of the public shall be allowed to observe and attend the public meeting so that the requirements of the Sunshine Law are met. Participation by a Director in Board meetings by telephone or other electronic means shall constitute the Director's presence in person at the meeting for purpose of determining whether a quorum is present, and any Director may participate in a voice vote; however, said Director may not participate in a roll call vote unless participating via videoconferencing.

Section 3.15 Manner of Voting.

Each Director at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision. Votes by the Board shall be by voice vote unless the presiding officer shall direct or any Director shall demand a vote by roll call or by ballot, provided, however, that any votes taken during a closed meeting shall be taken by roll call. If a roll call is taken, all votes shall be recorded so as to attribute each "aye" and "nay" vote, or abstinence if not voting, to the name of the respective Director.

Section 3.16 Compensation.

No Director shall receive compensation from the District for any services performed; provided, however, upon approval of the Board, Directors may receive reimbursement of actual and necessary expenses incurred by them on behalf of the District.

ARTICLE IV
Officers and Executive Director

Section 4.1 Officers.

The officers of the District shall consist of Chair, Vice Chair, Budget Officer, Records Custodian and such other offices as may from time to time be established by the Board. One or more offices may be filled by the same person.

Section 4.2 Election and Term of Office.

At the meeting of the Board at which these Bylaws are adopted, the Board shall elect a Chair, Vice Chair, Budget Officer, and Records Custodian, who shall serve until such time as a new officer is elected by the Board. Such election shall occur upon the motion of any Director at or prior to any regular or special meeting, provided that, in the event no such election is called or conducted, all previously elected officers shall continue to hold their respective offices and the annual election shall be held as soon thereafter as convenient to the Board. Any officer duly elected may succeed himself. Each officer shall hold office until his successor shall be elected and qualified or until his death, resignation or removal as provided by these Bylaws. Other than the Chair and Vice Chair, no officer need be a member of the Board.

Section 4.3 Removal.

Any officer or agent elected or appointed by the Board may be removed by it whenever, in its judgment, the best interests of the District will be served thereby. Notwithstanding the foregoing, if for any reason any officer who is also a member of the Board of Directors ceases to be a member, then such officer shall be deemed automatically removed from office in the District.

Section 4.4 Vacancies.

A vacancy in any office for any reason shall be filled by the Board at any meeting for the unexpired portion of the term of such officer.

Section 4.5 General Powers.

The officers of the District shall have such powers as are usual and proper in the case of, and incident to, such offices, except insofar as such power and control is limited by these Bylaws, the Petition, by resolution of the Board or by the CID Act.

Section 4.6 Presiding Officer.

The Chair shall preside at all Board meetings, and in his absence, the Vice Chair shall preside and in the absence of both, the Budget Officer shall preside.

Section 4.7 Duties of Officers.

A. Chair. The Chair shall have the following duties and powers:

- (1) To execute contracts, agreements or other documents to the extent such documents are authorized by the Board.
- (2) To direct and manage the day-to-day affairs of the District including, but not limited to, the conduct, management, hiring or termination of any employees, experts, consultants or professionals; and
- (3) To perform any and all tasks necessary or incidental to the office of the Chair or the effective management of the District.

B. Vice Chair.

- (1) To assist, advise and consult with the Chair as to the management of the day-to-day affairs of the District, and to carry out such management including but not limited to, the conduct, management, hiring or termination of any employees, experts, consultants or professionals;
- (2) To execute contracts, agreements or other documents to the extent authorized by the Board;
- (3) To perform any and all tasks necessary or incidental to the office of the Vice Chair or the effective management of the District; and
- (4) To perform the duties and carry out the powers of the Chair when the Chair is unavailable.

C. Budget Officer. The Budget Officer shall have the following powers and duties:

- (1) Cause all money paid to the District from all sources whatsoever to be properly received;
- (2) Cause all funds of the District to be deposited in such banks, trust companies or other depositories as shall be selected by the Board;
- (3) Authorize, pursuant to Board direction, all orders and checks for the payment of money and shall cause the District's money to be paid out as directed by the Board;

- (4) Assure that regular books of accounts are kept showing receipts and expenditures, and render to the Board, at each regular meeting (or more often when requested) an account of the District's transactions and also of the financial condition of the District;
- (5) Perform all duties incidental to the office of Budget Officer and such other duties as may be assigned to the Treasurer/Budget Officer by the Chair or the Board; and
- (6) If required by the Board, the Budget Officer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. The costs, if any, of such bonds shall be paid by the District.

D. Additional Officers. The powers and duties of any additional officers shall be determined by the Board when creating such offices.

Section 4.8 Compensation.

No officer who is a member of the Board shall receive any salary or other compensation for services rendered unless the same shall first be set by the Board and is in accordance with the CID Act or any other applicable law, provided that officers may be reimbursed for reimbursable and necessary expenses incurred on behalf of the District.

Section 4.9 Employees and Independent Contractors.

The District may employ, or contract with any service provider for the services of technical experts and such other officers, agents and employees, permanent and temporary, as the District may require, and shall determine their qualifications and duties and, if they are employees of the District, their compensation. For such legal services as it may require, the District may retain its own counsel. The District may delegate to one or more of its agents or employees such powers or duties as it may deem proper.

Section 4.10 Executive Director.

The District may appoint an Executive Director to serve as the agent of the District to carry out and administer all administrative and contractual obligations of the District, including but not limited to, preparing and submitting the annual report pursuant to the CID Act and executing all other day-to-day functions of the District. The Executive Director may serve with or without compensation as the Board may determine, provided that the Executive Director shall be reimbursed for all reasonable and necessary expenses it claims.

ARTICLE V
Contracts, Checks, Deposits, and Budget

Section 5.1 Contracts.

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the District, and such District may be general or confined to specific instances.

Section 5.2 Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the District shall require one signature, such signature being that of the Chair, the Vice Chair, or such other officers, agent or agents of the District as shall from time to time be determined by resolution of the Board.

Section 5.3 Deposits.

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

Section 5.4 Budget.

The District will annually prepare a budget and an annual report describing the major activities of the District during the preceding year and for the upcoming year. Not later than the first day of each fiscal year, the Board of Directors shall adopt a budget for the District for the ensuing budget year, for every fund of the District of any kind, in such a manner as may be provided by law. If the Board of Directors fails to adopt a budget by the first day of a fiscal year, the District shall be deemed to have adopted for such fiscal year a budget which provides an application of the District's sales tax revenues collected in such fiscal year in accordance with the budget for the prior fiscal year.

ARTICLE VI
Fiscal Year

The fiscal year of the District shall end on the same day as the last day of the fiscal year of the City pursuant to the CID Act. As of the execution of these Bylaws, the fiscal year of the City is May 1 through April 30.

ARTICLE VII
Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the times state therein, shall be deemed equivalent to the giving of such notice. Furthermore, attendance at any meeting shall be deemed equivalent to the giving of such notice.

ARTICLE VIII
Committees

The Board may from time to time establish such committees and confer upon them such powers as it deems expedient for the conduct of the District's business. The Board may similarly provide that the members of such committees need not all be members of the Board.

ARTICLE IX
Amendments

The Board of Directors of the District shall have the power to make, alter, amend and repeal the Bylaws of the District and to adopt new Bylaws, which power may be exercised by a vote of a majority of the members of the full Board of Directors. The District shall keep at its official office a copy of the Bylaws, as amended, which shall be open to inspection by any member of the Board of Directors at all reasonable times during office hours.

ARTICLE X
Annual Report and Audit

The Board shall have prepared and filed annual reports as required by the CID Act or any other applicable law, and shall provide for the annual independent audits of the accounts of the District as may be required by law or as it otherwise deems necessary.

ARTICLE XI
Indemnification

Each person (and heirs and legal representatives of such person) who serves or has served as a Director, officer or employee of the District shall be indemnified by the District against all liability and reasonable expense, including but not limited to, attorney's fees and disbursements and amounts of judgment, fines or penalties, incurred by or imposed upon him/her in connection with

any claim, action, suit or proceeding, actual or threatened, whether civil, criminal, administrative or investigative, and appeals in which he/she may become involved as a party or otherwise by reason of acts or omissions in his/her capacity as and while a Director, officer or employee of the District, provided that such person is wholly successful with respect thereto, unless the Board of Directors of the District, in its discretion, shall determine that such persons did not meet the standard of conduct required by these Bylaws.

The term “wholly successful” shall mean termination of any claim, action, suit or proceedings against such person without any finding of liability or guilt against him/her and without any settlement by payment, promise or undertaking by or for such person or the expiration of a reasonable period of time after the making of any claim or threat without action, suit or proceeding having been brought and without any settlement by payment, promise or undertaking by and for such person.

The standard of conduct required shall be that such person acted in good faith for a purpose which he/she reasonably believed to be in the best interest of the District, and that he/she, in addition, in any criminal action or proceeding, had no reasonable cause to believe his/her conduct to be unlawful.

Should indemnification be required under these Bylaws with respect to any claim, action, suit or other proceeding where the person seeking indemnification has not been wholly successful, such indemnification may be made only upon the prior determination by a resolution of a majority of those members of the Board of Directors who are not involved in the claim, action, suit or other proceeding, that such person met the standard of conduct required, or, in the discretion of the Board of Directors, upon the prior determination by non-employee legal counsel, in written opinion, that such person has met such standard and, where a settlement is involved, that the amount of the settlement is reasonable.

Indemnification under these Bylaws shall not include any amount payable by such person to the District in satisfaction of any judgment or settlement, and indemnification shall be reduced by the amount of any such judgment or settlement.

The termination of any claim, action, suit or other proceeding, by judgment, order, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not of itself create a presumption that such person did not meet the standard of conduct required.

Expenses incurred which are subject to indemnification may be advanced by the District prior to final disposition of the claim, action, suit or other proceeding upon receipt of any undertaking

acceptable to the District by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he/she is entitled to indemnification.

The right of indemnification shall be in addition to other rights to which those to be indemnified may otherwise be entitled by agreement, operation of law or otherwise and shall be available whether or not the claim asserted against such person is based upon matters which antedate the adoption of these Bylaws. If any word, clause or provision of these Bylaws or any indemnification made under these Bylaws shall for any reason be determined to be invalid, the other provisions of these Bylaws shall not be affected but shall remain in full force and effect.

The above and foregoing Bylaws are hereby adopted by the Northland Gateway Community Improvement District, this 12th day of August, 2024.


Justin White (Aug 23, 2024 08:57 CDT)

Justin White, Chair of the
NORTHLAND GATEWAY COMMUNITY
IMPROVEMENT DISTRICT

ATTEST:

Alyx Schwab

Alyx Schwab, Vice Chair of the
NORTHLAND GATEWAY COMMUNITY
IMPROVEMENT DISTRICT