

AMENDED ANNUAL REPORT FOR
1108-1110 GRAND
COMMUNITY IMPROVEMENT DISTRICT (“CID”)
FISCAL YEAR ENDED APRIL 30, 2025

SECTION I

DATE OF REPORT SUBMITTAL: October 3, 2025

DISTRICT POINT OF CONTACT NAME: Douglas S. Stone, Esq.

POINT OF CONTACT PHONE AND EMAIL: 816-421-2500 dstone@lewisricekc.com

SECTION II

CURRENT BOARD MEMBERS AND CONTACT INFORMATION:

BOARD MEMBER NAME	BOARD MEMBER EMAIL	TERM START	TERM EXPIRATION*
Jay Simon	jay@metrodb.com	10/3/2023	10/4/2027
Maria Pressley	am@thekindlerhotel.com	10/3/2023	10/4/2027
Denise Goodson	dmgoodson@lewisricekc.com	3/27/2024	10/4/2025
Jeffrey Clark	jeff@metrodb.com	10/3/2023	10/4/2025
Thomas Sitek	sitekelectric1@gmail.com	10/3/2023	10/4/2025

*Per Section 4.4 of the District’s Bylaws, Directors shall serve until his/her successor is appointed in accordance with the Act, Petition and the procedures set forth in Section 4.6 of the Bylaws.

SECTION III

SERVICES PERFORMED DURING THE CURRENT FISCAL YEAR:

The District did not provide any services.

SECTION IV

For this section provide the date of budget and report submittal that occurred during the fiscal year this report is regarding.

DATE PROPOSED BUDGET WAS SUBMITTED: 1/30/2025

DATE ANNUAL BUDGET WAS ADOPTED: 3/20/2025

DATE ANNUAL REPORT WAS SUBMITTED: 8/26/2024

SECTION V

RESOLUTIONS APPROVED DURING FISCAL YEAR (ATTACH COPIES):

RESOLUTION NUMBER	RESOLUTION TITLE
Resolution 2025-1	Resolution of 1108-1110 Grand Community Improvement District Approving the Minutes of the March 27, 2024 Initial Board of Directors Meeting
Resolution 2025-2	Resolution of 1108-1110 Grand Community Improvement District Electing Officers
Resolution 2025-3	Resolution of the 1108-1110 Grand Community Improvement District Ratifying the Execution of the Cooperative Agreement with the City of Kansas City, Missouri
Resolution 2025-4	Resolution of the 1108-1110 Grand Community Improvement District Approving the Budget for Fiscal Year 2026 and Appropriating Funds

SECTION VI

REVENUE AND EXPENSES:

REVENUE:		
a) Cash on Hand (Beginning of Fiscal Year)		\$ 0.00
b) Sales/Use Tax Collections (Sales/Use Tax not yet imposed)		\$ 0.00
c) Special Assessment Collections (Special Assessment not to be imposed)		\$ 0.00
TOTAL REVENUE:		\$ 0.00
EXPENSES:		
I. Public Infrastructure Improvements:		
a)	\$ 0.00	
b)	\$ 0.00	
SUB-TOTAL:	\$ 0.00	
II. Interior Improvements:		
a)	\$ 0.00	
b)	\$ 0.00	
SUB-TOTAL:	\$ 0.00	
III. Exterior Improvements:		
a)	\$ 0.00	
b)	\$ 0.00	
SUB-TOTAL:	\$ 0.00	
IV. Services:		
a)	\$ 0.00	
b)	\$ 0.00	
SUB-TOTAL:	\$ 0.00	
V. Other Expenses:		
a) Disbursements for Qualified CID Reimbursable Costs	\$ 0.00	
b) Operating and Administrative Costs	\$ 0.00	
EXPENSES SUB-TOTAL:		
I. Public Infrastructure Improvements	\$ 0.00	
II. Interior Improvements	\$ 0.00	
III. Exterior Improvements	\$ 0.00	
IV. Services	\$ 0.00	
V. Other Expenses	\$ 0.00	
TOTAL EXPENSES:	\$ 0.00	

TOTAL REVENUE:		\$	0.00
LESS TOTAL EXPENSES:		\$	0.00
BALANCE:		\$	0.00

SUBMIT FORM AND ATTACHMENTS TO:

Missouri Dept. of Economic Development
Attn: CID Annual Report
P.O. 1157
Jefferson City, MO 65102
Phone: 573-526-8004
Email: reddevelopment@ded.mo.gov

City Clerk
25th Floor, City Hall
414 E. 12th Street
Kansas City, MO 64106
Phone: 816-513-6401
Email: clerk@kcmo.org

1108-1110 GRAND COMMUNITY IMPROVEMENT DISTRICT

RESOLUTION NO. 2025-1

**RESOLUTION OF 1108-1110 GRAND COMMUNITY IMPROVEMENT DISTRICT
APPROVING THE MINUTES OF THE MARCH 27, 2024 INITIAL BOARD OF
DIRECTORS MEETING**

WHEREAS, the Bylaws of Grand Reserve Commons Community Improvement District (the "District") require the District to keep minutes of Board of Directors' meetings;

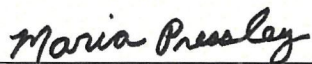
WHEREAS, the Board of Directors of the District conducted its initial Board of Directors meeting on March 27, 2024; and

WHEREAS, minutes of such meeting have been prepared and circulated to members of the Board.

NOW, THEREFORE, BE IT RESOLVED, as follows:

1. That the minutes of the initial Board of Directors meeting held on March 27, 2024 are attached hereto as **Exhibit A** and shall be and are hereby approved in all respects.
2. This Resolution shall take effect immediately.

PASSED by the Board of Directors of 1108-1110 Grand Community Improvement District on March 20, 2025.



Maria Pressley, District Manager

EXHIBIT A

MARCH 27, 2024 INITIAL MEETING MINUTES

[SEE ATTACHED]

1108-1110 GRAND COMMUNITY IMPROVEMENT DISTRICT

MINUTES OF THE INITIAL MEETING OF THE BOARD OF DIRECTORS OF THE DISTRICT

The initial meeting of the Board of Directors ("Board") of the 1108-1110 Grand Community Improvement District (the "District") was held on Wednesday, March 27, 2024 commencing at 1:00 p.m., in the 1010 Walnut Street, Suite 500, Kansas City, Missouri 64106, pursuant to due notice.

The following members of the Board were present via the Zoom videoconference platform: Jeffrey Clark, Maria Pressley, Jay Simon, Thomas Sitek and Denise Goodson. Also present via the Zoom videoconference platform were Nicolas Castaneda and Doug Stone of Lewis Rice, LLC. After each person in attendance introduced themselves, Mr. Stone offered to direct the meeting because officers had not yet been appointed. After determining that a quorum of Board members was present, Mr. Stone called the meeting to order.

Mr. Stone opened the meeting with explanation of the protocol for the meeting.

Mr. Stone then confirmed that all oaths of office had been executed by all initial Directors of the District. Mr. Simon made a motion to adopt Resolution No. 2024-1, acknowledging the Directors' Oaths of Office, which Ms. Pressley seconded. A vote was held and Resolution No. 2024-1 was unanimously adopted.

The next order of business taken up by the Board was the election/appointment of officers of the District. Mr. Stone explained that officers set forth in the proposed resolution being considered were suggestions that could be changed. Discussion ensued, upon the conclusion of which, Ms. Goodson made a motion to adopt Resolution No. 2024-2, appointing Mr. Simon as Chairman, Ms. Pressley as District Manager, Ms. Goodson as Secretary and Mr. Clark as Treasurer. Mr. Simon seconded the motion. A vote was held and Resolution No. 2024-2 was unanimously adopted.

The next order of business was the adoption of Bylaws for the District. Ms. Pressley made a motion to adopt Resolution No. 2024-3, adopting the Bylaws of the District and ratifying actions in furtherance of formation of the District, which Ms. Goodson seconded. A vote was held and Resolution No. 2024-3 was unanimously adopted.

The Board then considered the designation of a Principal Office of the District. Mr. Simon made a motion to adopt Resolution No. 2024-4, designating the Principal Office of the District. Ms. Pressley seconded the motion. A vote was held and Resolution No. 2024-4 was unanimously adopted.

The next order of business taken up by the Board was the Board's expression of intent to comply with the Missouri Sunshine Law. Mr. Stone gave a short explanation regarding Sunshine Law compliance as it would pertain to the District. Discussion ensued, upon the conclusion of which Ms. Pressley made a motion to adopt Resolution No. 2024-5, expressing the District's

intent to comply with the Sunshine Law and the appointment of Ms. Goodson to be the Custodian of the records of the District. Ms. Goodson seconded the motion. A vote was held and Resolution No. 2024-5 was unanimously adopted.

The meeting agenda then called for the meeting to be opened to public comments; however, no members of the public were present. Accordingly, the meeting continued.

The Board then discussed the authorization of engagement of legal counsel. Mr. Stone opened the discussion by noting that although the proposed resolution would authorize engaging him/his firm as counsel for the District, the Directors could choose whatever firm they preferred for the engagement. Discussion ensued, during which Mr. Stone explained how billing would be broken out for the District representation. Upon conclusion of the discussion, Ms. Pressley made a motion to adopt Resolution No. 2024-6, engaging legal counsel and authorizing the negotiation and execution of an engagement letter between the District and Lewis Rice LLC and authorizing the procurement of legal services, which Ms. Goodson seconded. A vote was held and Resolution No. 2024-6 was unanimously adopted.

The next order of business was to adopt a Budget for the Fiscal Year ending April 30 2025. Mr. Stone explained that because the District will not have revenue until the District's sales tax commences, and therefore the District's budget for the upcoming fiscal year reflects no revenue and no expense. He then provided an overview of the sales tax implementation process. Discussion ensued, and upon conclusion of the discussion, Mr. Clark made a motion to adopt Resolution No. 2024-7, adopting the Budget for Fiscal Year ended April 30, 2025, which Ms. Pressley seconded. A vote was held and Resolution No. 2024-7 was unanimously adopted.

There being no other business to come before the Board, the meeting was adjourned.

Respectfully submitted,

Denise Goodson, Secretary

1108-1110 GRAND COMMUNITY IMPROVEMENT DISTRICT

RESOLUTION NO. 2025-2

**RESOLUTION OF 1108-1110 GRAND COMMUNITY IMPROVEMENT DISTRICT
ELECTING OFFICERS**

WHEREAS, the Bylaws of the 1108-1110 Grand Community Improvement District (the "District") require the District's Board of Directors (the "Board") to elect a Chairman, District Manager, Secretary and Treasurer and such other officers or employees as the Board deems necessary;

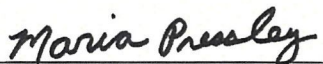
WHEREAS, the Board desires to elect a Chairman, District Manager, Secretary and Treasurer as the officers of the District in accordance with the Bylaws; and

WHEREAS, the Chairman, District Manager, Secretary and Treasurer shall have the powers and duties described in the Bylaws.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of 1108-1110 Grand Community Improvement District, as follows:

1. Jay Simon is elected Chairman of the District.
2. Maria Pressley is elected District Manager of the District.
3. Denise Goodson is elected Secretary of the District.
4. Jeffrey Clark is elected Treasurer of the District.
5. Each officer of the District shall exercise those powers and perform those duties as set forth in the Bylaws of the District.
6. Each officer of the District elected above shall serve a term of one year and until his or her successor has been duly elected.
7. This Resolution shall take effect immediately.

PASSED by the Board of Directors of 1108-1110 Grand Community Improvement District on March 20, 2025.



Maria Pressley, District Manager

1108-1110 GRAND COMMUNITY IMPROVEMENT DISTRICT

RESOLUTION NO. 2025-3

RESOLUTION OF THE 1108-1110 GRAND COMMUNITY IMPROVEMENT DISTRICT RATIFYING THE EXECUTION OF THE COOPERATIVE AGREEMENT WITH THE CITY OF KANSAS CITY, MISSOURI

WHEREAS, on October 5, 2023, the City Council of the City of Kansas City, Missouri (the "City") adopted Ordinance Number 230832, pursuant to which the City approved the Petition for the Establishment of the 1108-1110 Grand Community Improvement District (the "Petition"), and established the 1108-1110 Grand Community Improvement District (the "District") for the purposes set forth in the Petition;

WHEREAS, Section 67.1461, RSMo, authorizes the District to enter into agreements with public and private entities to exercise its powers and carry out its duties pursuant to Section 67.1401 to 67.1571, RSMo;

WHEREAS, the District and the City entered into a Cooperative Agreement, dated April 30, 2024, a copy of which is attached hereto as Exhibit A (the "Cooperative Agreement") regarding certain obligations of the District to the City.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the District, as follows:

1. The Board of Directors hereby ratify, approve and confirm the execution of the Cooperative Agreement by the District Manager of the District.
2. The proper officers of the District are hereby authorized and directed to take all actions and execute and deliver all such other documents and instruments necessary or appropriate, in the discretion of such officer(s) of the District, in order to consummate the transactions contemplated by the Cooperative Agreement, the taking of such actions, and the execution and delivery of such other documents and instruments on behalf of the District being conclusive evidence of such officer's determination of the necessity or appropriateness thereof.
3. This Resolution shall take effect immediately.

PASSED by the Board of Directors of 1108-1110 Grand Community Improvement District on March 20, 2025.



Maria Pressley, District Manager

EXHIBIT A

COOPERATIVE AGREEMENT

[See Attached]

COMMUNITY IMPROVEMENT DISTRICT COOPERATIVE AGREEMENT

THIS COMMUNITY IMPROVEMENT DISTRICT COOPERATIVE AGREEMENT (the "Agreement") entered into as of this 30th day of April, 2024 (the "Effective Date"), by and between the **CITY OF KANSAS CITY, MISSOURI** ("City"), and the **1108-1110 GRAND COMMUNITY IMPROVEMENT DISTRICT**, a community improvement district and political subdivision of the State of Missouri ("District") (City and District are each a "party" and are together the "parties").

Recitals

- A. City Council of Kansas City, Missouri ("City Council"), did on October 5th, 2023, pass Ordinance No. 230832 (the "Ordinance"), which approved District (the "Petition").
- B. District is required to have a fiscal year for purposes of maintaining financial records, which pursuant to law must be the same as the fiscal year of City, which runs from May 1 through April 30 of each year (the "Fiscal Year").
- C. City is authorized in accordance with the provisions of the "Missouri Community Improvement District Act", Sections 67.1401, et seq. RSMo, as amended (the "CID Act"), to review District's annual budget.

Agreement

NOW, THEREFORE, for and in consideration of the premises, and the mutual covenants, herein contained, the parties agree as follows:

ARTICLE 1 INCORPORATION OF RECITALS

The foregoing Recitals are true and correct and incorporated by reference as if fully set forth below.

ARTICLE 2 REPRESENTATIONS OF THE PARTIES

2.1 Representations by District. District represents to City that:

- A. District is a community improvement district and political subdivision, duly organized and existing under the laws of the State of Missouri, including particularly the CID Act.
- B. District has authority to enter into this Agreement and to carry out its obligations under this Agreement. By proper action of its Board of Directors, District has been duly authorized to execute and deliver this Agreement, acting by and through its duly authorized officers.

- C. The execution and delivery of this Agreement, the consummation of the transactions contemplated by this Agreement and the performance of or compliance with the terms and conditions of this Agreement by District will not conflict with or result in a breach of any of the terms, conditions or provisions of, or constitute a default under, any mortgage, deed of trust, lease or any other restriction or any agreement or instrument to which District is a party or by which it or any of its property is bound, or any order, rule or regulation of any court or governmental body applicable to District or any of its property, or result in the creation or imposition of any prohibited lien, charge or encumbrance of any nature whatsoever upon any of the property or assets of District under the terms of any instrument or agreements to which District is a party.
- D. There is no litigation or proceeding pending or threatened against District affecting the right of District to execute or deliver this Agreement or the ability of District to comply with its obligations under this Agreement or which would materially adversely affect its financial condition.

2.2. Representations by City. City represents to District that:

- A. City is duly organized and existing under the Constitution and laws of the State of Missouri.
- B. City has authority to enter into this Agreement and to carry out its obligations under this Agreement.
- C. The execution and delivery of this Agreement, the consummation of the transactions contemplated by this Agreement and the performance of or compliance with the terms and conditions of this Agreement by City will not conflict with or result in a breach of any of the terms, conditions or provisions of, or constitute a default under, any mortgage, deed of trust, lease or any other restriction or any agreement or instrument to which City is a party or by which it or any of its property is bound, or any order, rule or regulation of any court or governmental body applicable to City or any of its property, or result in the creation or imposition of any prohibited lien, charge or encumbrance of any nature whatsoever upon any of the property or assets of City under the terms of any instrument or agreements to which City is a party.
- D. There is no litigation or proceeding pending or threatened against City affecting the right of City to execute or deliver this Agreement or the ability of City to comply with its obligations under this Agreement.

ARTICLE 3
OBLIGATIONS OF DISTRICT

3.1. Submission of Annual Budget and Annual Report by District.

- A. District shall annually prepare or cause to be prepared a budget (the "Budget") for the upcoming Fiscal Year, which is consistent with the purposes of District and sets forth expected expenditures, revenues, and rates of assessments and taxes in such a manner as may be provided by law. The Budget shall be submitted to City Clerk for submission to the Mayor and City Council for review and comment not less than ninety (90) days prior to the first day of the upcoming Fiscal Year. Not later than thirty (30) days prior to the first day of the upcoming Fiscal Year, the board of directors of District (the "Board of Directors") shall adopt a Budget. If the Board of Directors fails to adopt a Budget by such time, District shall be deemed to have adopted for such Fiscal Year a Budget, which provides for the application of District's sale tax revenues collected in such Fiscal Year in accordance with the budget for the prior Fiscal Year.
- B. District shall, if requested by City, provide in written form or testimony information as to how the proposed Budget is consistent with the purposes of District.
- C. District shall prepare and submit to City Clerk and the Missouri Department of Economic Development an annual report (the "Annual Report") within 120 days after the end of the then Fiscal Year stating the services provided, revenues collected and expenditures made by District during the Fiscal Year, and copies of all written resolutions approved by the Board of Directors during the Fiscal Year.
- D. District shall, if requested by City, provide testimony as to the actions represented in the Annual Report that are in furtherance of the purposes and priorities as set forth in District's Petition.

3.2. Reimbursement of City.

- A. District shall annually reimburse City for the reasonable and actual expenses incurred by City to establish District and review the proposed Budget and Annual Report pursuant to an invoice provided to District by City. Such reimbursement shall not exceed one and one-half percent (1.5%) of the revenues collected by District in such year.

3.3. City Audit.

- A. City Auditor shall the right to examine or audit the records of District and District shall make such records available to City Auditor within ten (10) days after a written request for the same is made.

**ARTICLE 4
DEFAULTS AND REMEDIES**

- 4.1 Default. An event of default as specified in this Article (each, an “Event of Default”) shall occur upon the failure by either party in the performance of any covenant, agreement or obligation imposed or created by this Agreement and the continuance of such failure for fifteen (15) days after the non-defaulting party has given written notice to the defaulting party specifying such failure.
- 4.2 Remedies. If any Event of Default has occurred and is continuing, then any non-defaulting party may, upon its election or at any time after its election while such default continues, by mandamus or other suit, action or proceedings at law or in equity enforce its rights against the defaulting party and its officers, agents and employees, and require and compel duties and obligations required by the provisions of this Agreement.

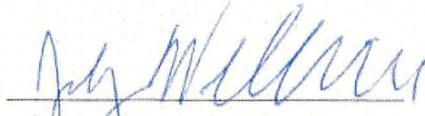
ARTICLE 5 MISCELLANEOUS

- 5.1 Effective Date and Term. This Agreement shall become effective on the date this Agreement has been fully executed by the Parties. This Agreement shall remain in effect for as long as District is legally in existence.
- 5.2 Modification. The terms, conditions, and provision of this Agreement can be neither modified nor eliminated except in writing and by mutual agreement among City and District. Any modification to this Agreement as approved shall be attached hereto and incorporated herein by reference.
- 5.3 Jointly Drafted. The Parties agree that this Agreement has been jointly drafted and shall not be construed more strongly against another Party.
- 5.4 Applicable Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Missouri.
- 5.5 Validity and Severability. It is the intention of the Parties that the provisions of this Agreement shall be enforced to the fullest extent permissible under the laws and public policies of State of Missouri, and that the unenforceability (or modification to conform with such laws or public policies) of any provision hereof shall not render unenforceable, or impair, the remainder of this Agreement. Accordingly, if any provision of this Agreement shall be deemed invalid or unenforceable in whole or in part, this Agreement shall be deemed amended to delete or modify, in whole or in part, if necessary, the invalid or unenforceable provision or provisions, or portions thereof, and to alter the balance of this Agreement in order to render the same valid and enforceable.
- 5.6 Execution of Counterparts. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

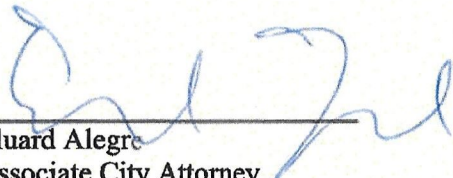
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IN WITNESS WHEREOF, the parties hereto executed this Cooperative Agreement as of the Effective Date first above written.

CITY OF KANSAS CITY, MISSOURI

By: 
Name: JEFFREY WILLIAMS
Its: DIRECTOR OF CITY PLANNING & DEVELOPMENT

Approved as to form and ~~legality~~:


Eluard Alegre
Associate City Attorney

[SIGNATURES CONTINUE ON NEXT PAGE]

**1108-1110 GRAND COMMUNITY
IMPROVEMENT DISTRICT**

By: Maria Pressley

Name: Maria Pressley

Its: District Manager

1108-1110 GRAND COMMUNITY IMPROVEMENT DISTRICT

RESOLUTION NO. 2025-4

RESOLUTION OF THE 1108-1110 GRAND COMMUNITY IMPROVEMENT DISTRICT APPROVING THE BUDGET FOR FISCAL YEAR 2026 AND APPROPRIATING FUNDS

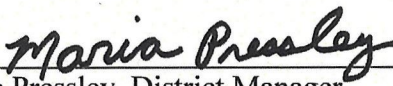
WHEREAS, on October 5, 2023, the City Council of the City of Kansas City, Missouri (the “City”) adopted Ordinance Number 230832, pursuant to which the City approved the Petition for the Establishment of the 1108-1110 Grand Community Improvement District (the “Petition”), and established the 1108-1110 Grand Community Improvement District (the “District”) for the purposes set forth in the Petition;

WHEREAS, Missouri law, including the Community Improvement District Act, Sections 67.1401, *et seq.*, RSMo, as amended (the “Act”), requires that the District submit to the City a proposed annual budget for review and comment by the City’s City Council, and adopt an annual budget.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the 1108-1110 Grand Community Improvement District, as follows:

1. The District approves the proposed annual budget for its fiscal year ending April 30, 2026 (“FYE 2026”) attached hereto as Exhibit A, and hereby appropriates all District revenues realized by the District during FYE 2026 to pay for the costs and expenses reflected on the District’s Budget with respect to FYE 2026.
2. This Resolution shall take effect immediately.

PASSED by the Board of Directors of 1108-1110 Grand Community Improvement District on March 20, 2025.



Maria Pressley, District Manager

Exhibit A

FYE 2026 Annual Budget

[SEE ATTACHED]

1108-1110 Grand Community Improvement District
FYE April 30, 2026 Budget

BUDGET MESSAGE

The 1108-1110 Grand Community Improvement District (the “**District**”) was formed as a political subdivision of the State of Missouri on October 5, 2023 by the City Council of the City of Kansas City, Missouri (the “**City**”) by Ordinance No. 230832 upon a Petition to Establish the District (the “**Petition**”). The District's fiscal year begins May 1 and ends April 30 of each year, the same as the fiscal year of the City.

The District currently has no source of revenue. However, the Petition authorized the District to impose a one percent (1%) sales and use tax (the “CID Sales Tax”) within the District upon qualified voter approval. The District does not anticipate seeking qualified voter approval of the CID Sales Tax in this fiscal year, but reserves the right to do so.

	<u>FYE 4/30/2026</u>	<u>FYE 4/30/2025</u>
<u>REVENUES</u>		
CID Sales and Use Tax	<u>\$0.00</u>	<u>\$0.00</u>
TOTAL REVENUES	\$0.00	\$0.00
<u>EXPENDITURES</u>		
Disbursements for Qualified CID Reimbursable Costs	\$0.00	\$0.00
CID Operating and Administrative Costs	<u>\$0.00</u>	<u>\$0.00</u>
TOTAL EXPENDITURES	\$0.00	\$0.00
TOTAL ESTIMATED ENDING BALANCE	\$0.00	\$0.00

¹The District was established in the middle of FYE 2024, and did not adopt a budget for FYE 2024. The District had no source of revenue during FYE 2024. Costs to form the District, and initial operating and administrative costs, were advanced for the District by the sole property owner in the District.

**BYLAWS
OF
THE 1108-1110 GRAND COMMUNITY IMPROVEMENT DISTRICT**

**ARTICLE I
Defined Terms**

Section 1.1 Act.

The Community Improvement District Act, Sections 67.1401 to 67.1571, RSMo.

Section 1.2 District.

The 1108-1110 Grand Community Improvement District, a political subdivision created pursuant to Sections 67.1401 to 67.1571, of the Revised Statutes of Missouri, as amended (“RSMo”), and formed by the City Council of Kansas City, Missouri, by Ordinance Number 220832, adopted October 5, 2023.

Section 1.3 Board.

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

Section 1.4 City.

The City of Kansas City, Missouri.

Section 1.5 City Clerk.

The City Clerk of the City.

Section 1.6 City Council.

The City Council of the City.

Section 1.7 Directors.

Member(s) of the Board of Directors.

Section 1.8 Initial Directors.

The initial Directors set forth in the Petition.

Section 1.9 Mayor.

The Mayor of the City.

Section 1.10 Owner.

For real property, the individual or individuals or entity or entities who own a fee interest in real property that is located within the District or their legally authorized representative; for business organizations and other entities, the Owner shall be deemed to be the individual which is legally authorized to represent the entity in regard to the District.

Section 1.11 Petition.

The petition forming the District and approved by the City.

Section 1.12 Sunshine Law.

Sections 610.010 to 610.030, RSMo, as it may be amended, governing meetings of public governmental bodies, including the Directors for the District, as now or hereafter amended.

Section 1.13 Undefined Terms.

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

ARTICLE II
Purposes

The purposes of the District shall be to provide those services and improvements set forth in the Petition for creation of the District and the Five Year Plan attached thereto, and for all other lawful purposes that may be authorized by the Board and permitted under the Petition and the Act.

ARTICLE II
Offices; Records; Seal

Section 3.1 Principal Office.

The principal office of the District shall be located at such place as may from time to time be designated by the Board. 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 3.2 Records.

The District shall keep correct and complete books and records of account and shall also keep minutes of all meeting of the Board and any committee of the Board. The District shall keep a record of the name and place of residence of each Director and each officer. All records shall be kept in accordance with the Sunshine Law. Requests for inspection and copying of

District records shall be made as outlined in the Sunshine Law and any relevant Resolution of the Board in effect from time to time.

Section 3.3 Seal.

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

ARTICLE IV
Board of Directors

Section 4.1 General Powers.

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

Section 4.2 Number of Directors.

The Board shall consist of five (5) Directors. The Initial Directors were set forth in the Petition.

Section 4.3 Qualifications of Directors.

Each Director shall meet the following requirements:

- A. Be at least 18 years of age;
- B. be either an owner (as defined in the Act) of real property or of a business operating within the District, or a registered 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.

Section 4.4 Independent Director.

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

- A. Resides within Kansas City, Missouri;
- B. 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;
- C. Has no financial interest in any real property or business operating within the District; and
- D. 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 4.5 Terms of Directors.

The Initial Directors shall serve for the terms set forth in the Petition or until his/her successor is appointed in accordance with the Act, Petition and the procedures set forth below. Each Successor Director shall serve a four (4) year term or until his/her successor is appointed in accordance with the Petition and the 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 Act.

Section 4.6 Successor Directors.

- A. In accordance with the procedures set forth in the Petition, Successor Directors shall be appointed by the Mayor with the consent of the City Council by resolution according to slates submitted to the City Clerk. Proposed Successor Directors shall be designated on a written slate submitted to the City Clerk by the District Manager.
- B. Upon receipt of a slate of Successor Directors, the City Clerk shall promptly deliver the slate to the Mayor for consideration by the City Council:
 - i. the Mayor shall appoint the Successor Directors according to the slates submitted, and the City Council shall consent by resolution to the appointment; or
 - ii. 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 Board submit an alternate slate.

If an alternate slate is requested, the District Manager 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 Manager 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 4.7 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.

Section 4.8 Designation of Committees.

The Board may by resolution designate one or more committees and confer upon them such powers as it deems expedient for the conduct of the District's business.

Section 4.9 Removal for Cause.

In accordance with Section 67.1451.7 of the Act, any Director may be removed for cause by a two-thirds affirmative vote of the Board (four Directors). Written notice of the proposed removal shall be given to all Directors prior to action thereon. 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.

ARTICLE V **Meetings and Procedures**

Section 5.1 Procedural Rules.

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

Section 5.2 Annual Meeting.

The Board shall hold an annual meeting and adopt an annual budget no later than thirty days prior to the first day of each fiscal year. The annual meeting shall be held during the month of March of each year at the principal office of the District, as designated by the Board, or at such other time and place as may be agreed by a majority of the Board.

Section 5.3 Regular Meetings.

The Board may hold regular meetings at such time, date and location as may from time to time be determined by Resolution of the Board.

Section 5.4 Special Meetings.

Special meetings of the Board may be called by or at the direction of the Chairman or any two (2) Directors may call and may fix the time and place for 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 5.5 Notices.

- A. Notice to Directors. Written or printed notices of meetings of the Board, whether specifically required by the 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.
- B. Notice to the Public. Notice of the time, date and place of each meeting of the Board, its tentative agenda, and whether any portion of the meeting will be closed shall be given to the public at least twenty-four (24) hours in advance of the meeting time, exclusive of weekends and holidays, in a manner reasonably calculated to advise the public of the matters to be considered and in compliance with the Sunshine Law. Copies of such notice shall at the same time be provided to any representative of the news media who requests notice of meetings of the District. In addition to the above requirements, if the Board proposes to hold a closed meeting, a closed portion of a public meeting, or closed vote, the notice shall state the reason for holding such closed meeting, closed portion of a public meeting, or closed vote by reference to the specific exception allowed pursuant to the Sunshine Law.

Section 5.6 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 5.7 Quorum.

A majority of the Directors serving at the time of any meeting shall constitute a quorum for the transaction of business at such meeting. 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 specified 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 5.8 Action.

The concurrence of the majority of the Directors present in any meeting at which a quorum is present shall bind the District.

Section 5.9 Telephone/Electronic Participation in Meetings.

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 and any Director participating in this manner shall be entitled to vote and will count for the purpose of determining whether a quorum is present.

Section 5.10 Manner of Voting.

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. Any votes taken during a closed meeting shall be taken by roll call and if any Director is participating in a Board meeting by conference telephone or other similar communications equipment, the presiding officer of the meeting shall take all votes by roll call. In the case of an abstention or a nay vote, the Director so abstaining or voting nay may be identified in the minutes of such meeting.

Section 5.11 Adjournment.

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

Section 5.12 Compliance with State Sunshine Law.

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

ARTICLE VI

Officers

Section 6.1 Officers.

The officers of the District shall consist of Chairman, District Manager, Secretary, Treasurer and such other offices as may from time to time be established by the Board. The officers may but need not be appointed from among the members of the Board. Any two or more offices may be held by the same person.

Section 6.2 Election and Term of Office.

Initially, the officers shall be elected by the Board at the first meeting of that body, to serve until the first annual meeting of the Board or until their successors are duly elected and qualified.

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

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

Section 6.3 Removal.

Any officer or agent elected by the Board may be removed by the Board whenever, in its judgment, the best interests of the District will be served thereby. If for any reason any officer ceases to be a member of the Board, then such officer shall be deemed automatically removed from his or her position as an officer of the District.

Section 6.4 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 6.5 General Powers.

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

Section 6.6 Duties of Chairman.

The Chairman shall preside at all Board meetings.

Section 6.7 Duties of Other Officers.

A. District Manager. The District Manager shall be the principal executive officer of the District and, subject to the control of the Board, shall in general supervise and control the business and affairs of the District. Unless otherwise directed by these Bylaws or by the Board, the District Manager shall supervise the business and affairs of the District and shall sign and deliver all agreements, documents and instruments executed in the name of the District.

B. Secretary. The Secretary shall have the following powers and duties:

- (1) Keep the minutes for the meetings of the Board as provided by law in one or more books provided for that purpose;
- (2) Assure that all notices are properly given, in accordance with these Bylaws and as required by law;
- (3) Keep a register which includes the address and telephone number of each Director whose address and telephone number shall be furnished to the Secretary by the Director;
- (4) Perform all duties incidental to the office of Secretary and such other duties as may be assigned to the Secretary by the Chairman or the Board; and
- (5) Exercise such other duties as is from time to time delegated by the Board by resolution.

C. Treasurer. The Treasurer shall have the following powers and duties:

- (1) Cause all money paid to the District from all sources whatsoever to be properly receipted;
- (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 Treasurer and such other duties as may be assigned to the Treasurer by the Chairman or the Board; and

If required by the Board, the Treasurer 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 6.8 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 Act or any other applicable law.

Section 6.9 Employees and Independent Contractors.

The District may employ, or contract with any service provider for the services of, a District Manager, 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 6.10 Duties of Officers May Be Delegated.

If any officer of the District be absent or unable to act, or for any reason that the Board may deem sufficient, the Board may delegate, for the time being, some or all of the functions, duties, powers and responsibilities of any officer to any other officer, or to any other agent or employee of the District or other responsible person, provided a majority of the whole Board concurs therein.

ARTICLE VII **General Provisions**

Section 7.1 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 authority may be general or confined to specific instances. All contracts shall be approved by written resolution of the Board.

Section 7.2 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 Chairman, District Manager or the Treasurer, or such other officers, agent or agents of the District and in such manner as shall from time to time be determined by resolution of the Board. The Board may require that any officer or employee handling money of the District be bonded at the District's expense, in such amounts as may be determined by the Board.

Section 7.3 Deposits.

All funds of the District not otherwise employed shall be deposited from time to time to the credit of the District in such bank, trust companies or other depositories as the Board may select.

Section 7.4 Fiscal Year.

The fiscal year of the District shall begin on May 1 of each year and end on April 30 of the following year (which shall be the same fiscal year of the City).

Section 7.5 Waiver of Notice.

Whenever any notice whatever 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 stated therein, shall be deemed equivalent to the giving of such notice; provided, however, that notwithstanding any defect or deficiency in the giving of any notice of a meeting of the Board to a Director, or the failure to give such notice, the attendance of a Director at a meeting of the Board shall of itself constitute waiver of notice unless such Director states at the beginning of such meeting that he or she is attending for the purpose of objecting to the conduct of the meeting by reason of improper notice of the meeting.

Section 7.6 Conflict of Interest.

No officer, agent or employee of the District shall have or shall acquire any interest, direct or indirect, in any project which the District is promoting, or in any contract or proposed contract for materials or services in any lease, mortgage, sale, or contract of any nature whatever relating to any such project or the District without forthwith making written disclosure to the District of the nature and extent of his interest, and such disclosure shall be entered in writing upon the minute book of the District.

Section 7.7 Certain Loans Prohibited.

The District shall not make any loan to any officer or Director of the District. No loans shall be contracted on behalf of the District and no evidence of any financial obligation shall be issued in its name unless authorized by resolutions of the Board of the District.

Section 7.8 Absence of Personal Liability.

The Directors and officers of the District are not individually or personally liable for the debts, liabilities or obligations of the District.

Section 7.9 Budgets.

The District shall annually prepare a budget for the upcoming fiscal year and submit it to the City between November 2 and January 31. The budget shall set forth the expected expenditures, revenues, and rates of taxes for the following fiscal year. The City Council, in its discretion, may review and comment on the submitted budget, and if comments are given, the comments must be submitted to the District no later than March 2. At the District's annual meeting, which is to be held no later than April 1, the District must adopt a budget for the next fiscal year.

Section 7.10 Annual Report and Audit

The Board shall have prepared and file annual reports as required by the Act or any other applicable law, and shall provide for the annual independent audits of the accounts of the District.

ARTICLE VIII
Amendments

From time to time these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board after ten (10) days' written notice of the proposed alteration, amendment or change has been given to each Director, provided that no alteration, amendment or change shall be made without the affirmative vote of a majority of the total number of Directors voting.

ARTICLE IX
Indemnification of Directors

Each person who is or was a director, officer or agent of the District or is or was serving at the request of the District as a director, officer, employee, manager, trustee or agent (each, a "Responsible Person") of any other entity or enterprise (including the heirs, executors, administrators or estate of such person) shall be indemnified by the District to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorneys' fees) asserted or threatened against and incurred by such person in his

capacity as or arising out of his status as a director or officer of the District or, if serving at the request of the District, as a Responsible Person for another entity or enterprise. The indemnification provided by this Bylaw provision shall not be exclusive of any other rights to which those indemnified may be entitled under any other bylaw or under any agreement, vote of stockholders or disinterested directors or otherwise, and shall not limit in any way any right which the District may have to make different or further indemnifications with respect to the same or different persons or classes of persons. No person shall be liable to the District for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the District or of any other entity or enterprise which he serves as a Responsible Person at the request of the District, if such person (i) acted in good faith and did not maliciously disregard the best interests of the District, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, or (ii) took or omitted to take such action in reliance upon advice of counsel for the District, or for such other entity or enterprise, or upon statements made or information furnished by other responsible persons of the District, or of such other entity or enterprise, which he had no reasonable grounds to disbelieve.

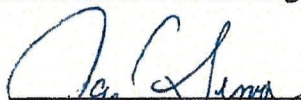
ARTICLE X

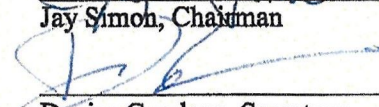
Insurance

Upon resolution passed by the Board, the District may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the District against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the District would have the power to indemnify him or her against such liability under the provisions of Article IX.

CERTIFICATION

The foregoing Bylaws were duly adopted as and for the Bylaws of the 1108-1110 Grand Community Improvement District by the Board of said District at its meeting held on March 27, 2024.


Jay Simon, Chairman


Denise Goodson, Secretary

