

ANNUAL REPORT FOR
LINWOOD SHOPPING CENTER
COMMUNITY IMPROVEMENT DISTRICT (“CID”)

SECTION I

DATE OF REPORT SUBMITTAL: 8/22/25

DISTRICT POINT OF CONTACT NAME: Mario Vasquez

POINT OF CONTACT PHONE AND EMAIL: mario.vasquez @kcmo.org
816-513-6559

SECTION II

CURRENT BOARD MEMBERS AND CONTACT INFORMATION

BOARD MEMBER NAME:	BOARD MEMBER EMAIL:	BOARD MEMBER TERMS
Mario Vasquez	Mario.vasquez@kcmo.org	10/11/2022 – 10/11/2026
Kimiko Gilmore	Kimiko.gilmore@kcmo.org	10/11/2022 – 10/11/2026
Karen Slaughter	Kdslaug1@yahoo.com	10/11/2022 – 10/11/2026
Elbert Anderson	Allaboutimage@hotmail.com	10/11/2023 – 10/11/2027
Emmet Pierson	epierson@cb-kc.org	10/11/2023 – 10/11/2027

SECTION III

SERVICES PROVIDED DURING THE CURRENT FISCAL YEAR:

The Linwood Shopping Center Community Improvement District (Linwood CID) provides services to the properties within the District, including but not limited to property maintenance and repair, insurance, and security services.

Linwood CID does not provide financing for traditional public infrastructure of water, sewer and roads.

All services provided conformed to the approved budget.

To the best of its knowledge, the District believes it has adhered to the terms of its Cooperative Agreement with the City of Kansas City, Missouri.

SECTION IV

DATE PROPOSED BUDGET WAS SUBMITTED: 02/07/2025

DATE ANNUAL BUDGET WAS ADOPTED: 12/12/2024

DATE ANNUAL REPORT WAS SUBMITTED: 08/27/2024

SECTION V

RESOLUTIONS APPROVED DURING FISCAL YEAR (ATTACHED COPIES):

RESOLUTION NUMBER	RESOLUTION TITLE
2024-05	A Resolution to Approve the Amendment No. 1 to the Property Management Agreement with Colliers International
2024-06	A Resolution to Approve the Minutes from the April 4, 2024 Meeting of the Board of Directors
2024-07	A Resolution to Approve the Minutes from the May 24, 2024 Meeting of the Board of Directors
2024-08	A Resolution to Approve the Minutes from the June 14, 2024 Meeting of the Board of Directors
2024-09	A Resolution Approving the Amended Budget for Fiscal Year May 1, 2024 – April 30, 2025 for the Linwood Shopping Center Community Improvement District
2024-10	A Resolution Authorizing the Executive Director To Provide a Notice of Non-Renewal and Termination to Titan Protection and Consulting, Inc.
2024-11	A Resolution Approving and Authorizing the Execution of the Guarding Services Agreement Between the Linwood Shopping Center Community Improvement District and Elite Protection Services, LLC
2024-12	A Resolution Selecting KC Commercial Realty Group, Inc. for the Property Management of the Linwood Shopping Center and Approving the Property Management Agreement Between KC Commercial Realty Group, Inc. and Linwood Shopping Center Community Improvement District
2024-13	A Resolution to Approve the Minutes from the June 27, 2024 Meeting of the Board of Directors
2024-14	A Resolution to Approve the Amendment No. 1 To the Security Guard Independent Contractor Agreement Between Linwood Shopping Center Community Improvement District and Elite Protection Services, LLC
2024-15	A Resolution to Approve the Minutes from the September 12, 2024 Meeting of the Board of Directors

2024-16	A Resolution Approving and Authorizing the Execution of the Security Guard Independent Contractor Agreement Between the Linwood Shopping Center Community Improvement District and Metro Public Safety & Investigations LLC
2024-17	A Resolution to Approve the Minutes from the October 10, 2024 Meeting of the Board of Directors
2024-18	Resolution Appointing Officers and Executive Director of the Linwood Shopping Center Community Improvement District
2024-19	A Resolution Approving the Budget for Fiscal Year May 1, 2025 – April 30, 2026 for the Linwood Shopping Center Community Improvement District
2024-20	A Resolution Authorizing the Executive Director to Execute a First Amendment to the Cooperative Agreement between the City of Kansas City, Missouri, and the Linwood Shopping Center Community Improvement District to Facilitate the Implementation of the City of Kansas City Ordinance No. 240980 Providing Funding to Support East Side Revitalization and Sustainability Investments, Including the Negotiation and Execution of All Necessary Related Agreements with the Grocery Tenant
2025-01	A Resolution to Approve the Minutes from the December 12, 2024 Meeting of the Board of Directors
2025-02	A Resolution Authorizing the Executive Director to Accept the Applied for and Approved Community Development Block Grant (CDBG) Funds from the City of Kansas City, Missouri on Behalf of the Linwood Shopping Center Community Improvement District, and Authorizing the Executive Director to Negotiate and Execute All Necessary Related Agreements

SECTION VI

REVENUE AND EXPENSES:

REVENUE:		
a) Sales/Use Tax Collections	\$ 98,516.05	
b) Special Assessment Collections	\$ 0.00	
c) Interest Earned	\$ 806.54	
d) Pass through rents from KCMO	\$ 250,000.00	
e)	\$	
f)	\$	
g)	\$	
h)	\$	
i)	\$	
j)	\$	
TOTAL REVENUE:		\$ 349,322.59
EXPENSES:		
I Public Infrastructure Improvements:		
a)	\$	
b)	\$	
c)	\$	
d)	\$	
e)	\$	
f)	\$	
g)	\$	
h)	\$	
i)	\$	
j)	\$	
SUB-TOTAL		\$ 0.00
II. Interior Improvements:		
a)	\$	
b)	\$	
c)	\$	
d)	\$	
e)	\$	
f)	\$	
g)	\$	
h)	\$	
i)	\$	
SUB-TOTAL:		\$ 0.00

SECTION VI CONTINUED

REVENUE AND EXPENSES CONTINUED:

III. Exterior Improvements		
a)	\$	
b)	\$	
c)	\$	
d)	\$	
e)	\$	
f)	\$	
g)	\$	
h)	\$	
i)	\$	
j)	\$	
SUB-TOTAL		\$ 0.00
IV. Services		
a) Property Management Fees	\$ 20,166.16	
b) Contracted Services	\$ 75,467.68	
c) Repairs and Maintenance	\$ 45,965.28	
d) Security	\$151,374.70	
e)	\$	
f)	\$	
g)	\$	
h)	\$	
i)	\$	
j)	\$	
SUB-TOTAL		\$ 292,973.82
V. Other Expenses		
a) Financial Administration	\$ 11,579.63	
b) City of KCMO – CID Review Fee	\$ 1,000.50	
c) Legal Administration	\$ 33,788.46	
d) Insurance	\$ 5,178.76	
e)	\$	
f)	\$	
g)	\$	
h)	\$	
i)	\$	
j)	\$	
SUB-TOTAL		\$ 51,547.35

EXPENSES SUB-TOTAL		
I. Public Infrastructure Improvements	\$ 0.00	
II. Interior Improvements	\$ 0.00	
III. Exterior Improvements	\$ 0.00	
IV. Services	\$ 292,973.82	
V. Other Expenses	\$ 51,547.35	
TOTAL EXPENSES		\$ 344,521.17
TOTAL REVENUE:		\$ 349,322.59
LESS TOTAL EXPENSES		\$ 344,521.17
BALANCE:		\$ 4,801.42

SUBMIT FORM AND ANY ATTACHMENTS TO:

Missouri Dept. of Economic Development
 Attn: CID Annual Report
 P.O. Box 1157
 Jefferson City, MO 65102
 Phone: 573-522-8004
 Email: redvelopment@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

City Manager
 414 E. 12th Street
 Kansas City, MO 64106
 Phone: 816-513-6559
 Email: mario.vasquez@kcmo.org

BYLAWS
OF
LINWOOD SHOPPING CENTER COMMUNITY IMPROVEMENT DISTRICT

ARTICLE I
Defined Terms

Section 1.1 District.

The Linwood Shopping Center Community Improvement District, a political subdivision created pursuant to Sections 67.1401 to 67.1571 RSMO, and formed by the City of Kansas City, Jackson County, Missouri, by Ordinance No. 180778 and enacted on the 22nd day of October, 2018.

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 (2007), as amended.

Section 1.6 Initial Directors.

The initial Directors set forth in the Petition for Establishment of the Linwood Shopping Center Community Improvement District.

Section 1.7 Operator.

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

Section 1.8 Owner.

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

Section 1.9 Petition.

That certain Petition to Establish the Linwood Shopping Center Community Improvement District, as approved by the City.

Section 1.10 Sunshine Law.

Section 610.010 to 610.200, RSMo, governing meetings of public governmental bodies including the Board, as now or hereafter amended.

Section 1.11 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 Principal Office.

The principal office of the District shall be located in care of John Wood, 4th Floor, City Hall, 414 E. 12th St., Room 402, Kansas City, MO 64106. The District may have such other offices as the business of the District may require from time to time, located at such place as may be designated by the Board.

Section 2.2 Records.

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

ARTICLE III
Board of Directors

Section 3.1 General Powers.

The business and affairs of the District shall be managed by, or under the direction of, the Board, and the District shall have all of the powers set forth in the CID Act except as may be limited by the Petition or Ordinance No. 180778.

Section 3.2 Number.

The Board shall consist of five (5) Directors.

Section 3.3 Qualifications.

Each Director shall meet the following requirements:

- a. Be at least eighteen (18) years of age
- b. Be either (i) an owner, or their legally authorized representative, as defined in the Act, of real property within the District; (ii) an owner of a business operating within the District; or (iii) a registered voter residing in the District; and
- c. Be a citizen of the State of Missouri for at least one year prior to taking office.

Section 3.4 Terms.

The initial Directors named in the Petition shall serve for the terms set out opposite their names or until their successor is appointed in accordance with the Petition, whichever occurs later, and their successors shall serve for three-year terms or until their successor is appointed in accordance with the Petition, whichever occurs later.

In the event for any reason a Director is not able to serve his or her full term ("Exiting Director"), any vacancy to the Board shall be filled by the appointment of a director ("Interim Director") as provided in the CID Act.

Section 3.5 Successor Directors.

Successor Directors, whether to serve a new term or to fill a vacancy on the Board not filled by an Interim Director, shall be appointed as provided in the Petition.

Section 3.6 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 3.7 Special Meetings.

The Chairman 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 3.8 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 two (2) days 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 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. If the Board proposes to hold a closed meeting, 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 3.9 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 3.10 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. 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 3.11 Action.

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

Section 3.12 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.

Section 3.13 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, provided, however, that any votes taken during a closed meeting shall be taken 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 3.14 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 Chairman, Vice Chairman, Treasurer/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 Chairman, Vice Chairman, Treasurer/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 Chairman and Vice Chairman, 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.

Section 4.4 Vacancies.

A vacancy in any office, set forth in Section 4.2 alone, 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 Chairman shall preside at all Board meetings, and in his absence, the Vice Chairman shall preside and in the absence of both, the Treasurer/Budget Officer shall preside.

Section 4.7 Duties of Officers.

A. Chairman.

The Chairman 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 Chairman or the effective management of the District.

B. Vice Chairman.

- (1) To assist, advise and consult with the Chairman 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 Chairman or the effective management of the District; and
- (4) To perform the duties and carry out the powers of the Chairman when the Chairman is unavailable.

C. Treasurer/Budget Officer.

The Treasurer/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 Treasurer/Budget Officer and such other duties as may be assigned to the Treasurer/Budget Officer by the Chairman or the Board; and
- (6) If required by the Board, the Treasurer/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, execution of documents, contracts and agreements on behalf of the District, preparing and submitting the annual report pursuant to the CID Act and perform 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 and Deposits

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 Chairman, the Vice Chairman, 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.

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.

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

From time to time these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board 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 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.

ARTICLE XII

Conflict of Interest and Compensation

The purpose of the conflict of interest policy is to protect the District when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the District or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to political subdivisions.

Section 1 Definitions.

Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the District has a transaction or arrangement,
2. A compensation arrangement with the District or with any entity or individual with which the District has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the District is negotiating a transaction or arrangement.
4. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

5. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 2 Procedures.

A. Duty to Disclose.

1. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists.

1. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

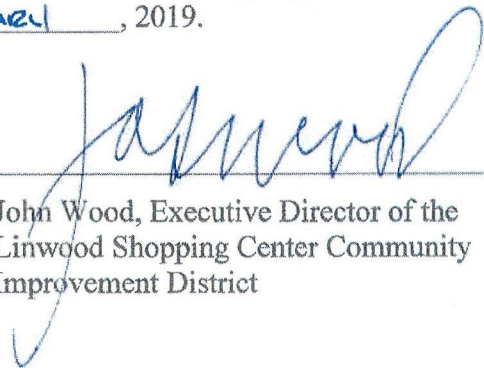
C. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the District can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the District's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

The above and foregoing Bylaws are hereby adopted by the Linwood Shopping Center Community Improvement District, on this 21st day of FEBRUARY, 2019.



John Wood, Executive Director of the
Linwood Shopping Center Community
Improvement District

ATTEST:



Name: JANUARY THUELLE

Title: RECORDS CUSTODIAN

LINWOOD SHOPPING CENTER COMMUNITY IMPROVEMENT DISTRICT

RESOLUTION 2018 – 02

A Resolution to Adopt the Bylaws of the CID

WHEREAS, having provided notice of a meeting of the Board of Directors of the Linwood Shopping Center Community Improvement District (the District") in accordance with Section 610.020 of the Revised Statutes of Missouri, Directors met on the 21st day of February, 2019; and

WHEREAS, the Board of Directors of the District desires to adopt Bylaws for the regulation and affairs of the District;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approve and ratify the Bylaws of the District in the form that is attached hereto as Exhibit A and incorporated herein by reference.

PASSED, by the Board of Directors this 21st day of February, 2019.



John Wood, Chairman