ANNUAL REPORT FOR
KANSAS CITY CONVENTION CENTER HEADQUARTERS HOTEL
COMMUNITY IMPROVEMENT DISTRICT (the "District")
FOR FISCAL EAR ENDING APRIL 30, 2025

## SECTION I

Date: August 14, 2025

CID Contact Information: c/o Roxsen Koch, Polsinelli PC (Legal Counsel), 900 West 48th Place, Suite 900, Kansas City, Missouri 64112, rkoch@polsinelli.com, (816) 753-1000

Political Subdivision or Not for Profit: Political Subdivision

Date of and Ordinance No: Ordinance No. 150597, passed on July 23, 2015 and Ordinance No. 170394, passed on June 8, 2017

## SECTION II

PURPOSE OF THE DISTRICT AND SERVICES PERFORMED DURING FISCAL YEAR:

The purpose of the District is to provide funding for construction of certain public and private improvements and the provision of certain services within the District. The improvements initially contemplated include the demolition of existing structures and buildings, the provision of fire protection improvements, site work, grading, infrastructure improvements, parking improvements, utility improvements, right-of-way improvements, landscaping, lawns, and trees, and the construction of a convention center hotel and related amenities on behalf of the Land Clearance for Redevelopment Authority if Kansas City, Missouri or such other similar corporate and politic or public agency, as well as any other improvements within the District. No services were provided during FYE 4/30/2025.

## SECTION III

BOARD MEMBERS AS OF DATE OF MOST RECENT ANNUAL MEETING:

| Name | Email | Term |
|---|---|---|
| Kevin Kilkenny | kevin.kilkenny@loewshotels.com | 12/2/2024 – 12/2/2028 |
| Russ Edwards | Russ.edwards@loewshotels.com | 12/2/2024 – 12/2/2028 |
| Mark Ching | mching@loewshotels.com | 12/2/2024 – 12/2/2028 |
| Thomas Turner | thomas.turner@loewshotels.com | 3/17/2025 – 3/17/2029 |
| Lance Tryon | lance.tryon@loewshotels.com | 12/2/2024 – 12/2/2028 |

## SECTION IV

Date FYE 4/30/2024 Annual Report was submitted to City: August 26, 2024
Date FYE 4/30/2026 budget was submitted to City: January 30, 2025
Date FYE 4/30/2026 budget was adopted: March 18, 2025
See attached *actual* budget for FYE 4/30/2025

## SECTION V

LIST OF RESOLUTIONS APPROVED DURING FISCAL YEAR
(ATTACH COPIES):

| Resolution # | Resolution |
|---|---|
| 2025-1 | Approve Minutes of 3/26/2024 Board Meeting |
| 2025-2 | Appoint Officers of the District |
| 2025-3 | Adopt Budget for FYE 4/30/2026 and appropriate funds |
| 2025-4 | Adopt Amended Budget for FYE 4/30/2025 and appropriate funds |
| 2025-5 | Authorize Preparation and Submittal of FYE 4/30/2025 Annual Report to City Clerk and Department of Economic Development |
| 2025-6 | Authorize Preparation and Submittal of FYE 4/30/2025 Financial Report to State Auditor |
| 2025-7 | Nominate Successor Directors |

***Per Ordinance No. 249079, attached please find a copy of the CID's currently adopted Bylaws that were adopted on October 8, 2015.**

**SUBMIT FORM AND ATTACHMENTS TO:**

| | |
|---|---|
| **Missouri Dept of Economic Development**<br>Attn: CID Annual Report<br>301 W. High Street, P. O. Box 118<br>Jefferson City, MO 65102<br>Phone: 1-573-526-8004<br>Fax: 1-573-522-9462<br>Email: redevelopment@ded.mo.gov | **City Clerk**<br>25th Floor, City Hall<br>414 E. 12th Street<br>Kansas City, MO 64106<br>Phone: (816) 513-6401<br>Fax: (816) 513-3353<br>Email:Marilyn.Sanders@kcmo.org |

**KANSAS CITY CONVENTION CENTER HEADQUARTERS HOTEL CID**

**FYE 4/30/25 - Actual**

**BUDGET MESSAGES:**

**The Kansas City Convention Center Headquarters Hotel Community Improvement District was formed as a political subdivision of the State of Missouri on July 23, 2015. The purpose of the District is to provide funding for the construction of certan public and private improvements and the provision of certain services within the District's boundaries. The life of the District is for an initial term of fifty (50) years following the effective date of the Ordinance establishing the District, after which, the District shall be automatically continued for successive ten (10) year terms in perpetuity.**

**Resolution No. 2020-12, authorizes the Chair to take any and all other actions to certify, collect, and remit the Special Assessment Collections to the Trustee.**

**Resolution No. 2020-13, directs officers to take such action necessary to transfer the CID sales tax revenues to the Special Allocation Fund.**

| | | **FYE 4/30/2025** (Actual) |
|---|---|---|
| **FUNDS AVAILABLE:** | | |
| - Cash on Hand Beginning of Fiscal Year (Operating) | $ | 198,896.47 |
| **REVENUE:** | | |
| - CID Sales and Use Tax (1% tax - effective dated 4/1/2020) | $ | 671,320.00 |
| - CID Special Assessments (1st assessment levied on Feb 1 2021 tax bills) | $ | 4,025,164.30 |
| - User Fee Revenue per Use Agreement | $ | 327,264.00 |
| - Interest Income | $ | 7,266.00 |
| - Developer Advances | $ | - |
| **TOTAL REVENUE:** | $ | 5,031,014.30 |
| **EXPENDITURES:** | | |
| - TIF Eats to TIF Special Allocation Fund (50% of CID Sales Tax Revenue) | $ | 349,771.00 |
| - County Collection Fee (1% plus one $5,000 annual fee) | $ | 45,318.88 |
| - Bond Trustee Annual Fee ($1,750) | $ | 1,750.00 |
| - Series 2018 A Bond Payment (CID Special Assessment Bond) | $ | 3,978,095.42 |
| - Management Fee Per Use Agreement | $ | 13,334.00 |
| - Common Costs Per Use Agreement | $ | 780,764.00 |
| - Legal Fees | $ | 3,655.00 |
| - Repayment of Developer Advances^^ | $ | 100,000.00 |
| **TOTAL ESTIMATED EXPENDITURES:** | $ | 5,272,688.30 |
| **PROFIT/(LOSS)** | $ | (241,674.00) |
| **FUNDS AVAILABLE:** | | |
| - Cash on Hand End of Fiscal Year (Operating) | $ | 145,589.92 |

^^ Repayment of Developer's Advances, including interest, is governed by the Reimbursement Agreement entered into between the District and the Developer dated 1/18/2018. Developer Advances to be certified upond project completion.

**THE KANSAS CITY CONVENTION CENTER HEADQUARTERS HOTEL COMMUNITY IMPROVEMENT DISTRICT**

**RESOLUTION OF THE BOARD OF DIRECTORS**

**RESOLUTION NO. 2025-1**

**APPROVING THE MINUTES OF THE MARCH 26, 2024 ANNUAL BOARD MEETING**

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**WHEREAS,** the Bylaws of the Kansas City Convention Center Headquarters Hotel 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 an annual Board of Directors meeting on March 26, 2024; and

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

**NOW, THEREFORE, BE IT RESOLVED,** by the Board of Directors of the Kansas City Convention Center Headquarters Hotel Community Improvement District that the minutes of the Board of Directors meeting held on March 26, 2024 are attached hereto as **Exhibit A** and shall be and are hereby approved in all respects.

**PASSED** by the Board of Directors of Kansas City Convention Center Headquarters Hotel Community Improvement District on March 18, 2025.

Mark Ching, Chairman

**EXHIBIT A**

March 26, 2024 Meeting Minutes

# THE KANSAS CITY CONVENTION CENTER HEADQUARTERS HOTEL COMMUNITY IMPROVEMENT DISTRICT

## MINUTES OF THE ANNUAL MEETING OF THE BOARD OF DIRECTORS OF THE DISTRICT

## MARCH 26, 2024

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Time and Place

An annual meeting of the Board of Directors (the "Directors" or "Board") of the Kansas City Convention Center Headquarters Hotel Community Improvement District (the "District") was held on March 26, 2024, commencing at 10:30 a.m. at Polsinelli PC, 900 W. 48th Place, Suite 900, Kansas City, Missouri 64112 and/or by telephone conference, after giving due notice.

Attendees; Call to Order

The following Directors were present: Kevin Kilkenny, Russ Edwards, Mark Ching, and Lance Tryon (Director Thomas Turner has resigned). Also present was Amy Grant of Polsinelli, PC along with Kelly McCabe, Director of Finance for Loews Hotels & Co. After recognizing that a quorum of the Board was present, Mark Ching called the meeting to order.

Resolution 2024-1

Mark Ching made a motion to adopt Resolution 2024-1, approving the minutes of the March 23, 2023 board meeting. Lance Tryon seconded the motion and it was adopted unanimously.

Resolution 2024-2

Mark Ching made a motion to adopt Resolution 2024-2, appointing officers of the District. Lance Tryon seconded the motion and it was adopted unanimously.

Resolution 2024-3

Mark Ching made a motion to adopt Resolution 2024-3, adopting a budget for FYE 4/30/2025 and appropriating funds. Lance Tryon seconded the motion and it was adopted unanimously.

Resolution 2024-4

Mark Ching made a motion to adopt Resolution 2024-4, adopting an amended budget for FYE 4/30/2024 and appropriating funds. Lance Tryon seconded the motion and it was adopted unanimously.

Resolution 2024-5

Mark Ching made a motion to adopt Resolution 2024-5, authorizing preparation and submittal of FYE 4/30/2024 annual report to the City Clerk and Department of Economic Development. Lance Tryon seconded the motion and it was adopted unanimously.

Resolution 2024-6

Mark Ching made a motion to adopt Resolution 2024-6, authorizing preparation and submittal of FYE 4/30/2024 financial report to the State Auditor. Lance Tryon seconded the motion and it was adopted unanimously.

Resolution 2024-7

Mark Ching made a motion to adopt Resolution 2024-, nominating successor directors. Lance Tryon seconded the motion and it was adopted unanimously.

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

Lance Tryon, Secretary

**THE KANSAS CITY CONVENTION CENTER HEADQUARTERS HOTEL COMMUNITY IMPROVEMENT DISTRICT**

**RESOLUTION OF THE BOARD OF DIRECTORS**

**RESOLUTION NO. 2025-2**

**APPOINTING THE OFFICERS OF THE DISTRICT**

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**WHEREAS**, the Bylaws of the Kansas City Convention Center Headquarters Hotel Community Improvement District (the "**District**") require the District's Board of Directors (the "**Board**") to annually appoint a chairman, secretary, treasurer and such other officers or employees as it deems necessary;

**WHEREAS**, the Board of Directors of the District desires to appoint a Chairman, Secretary, and Treasurer in accordance with the Bylaws; and

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

**NOW, THEREFORE, BE IT RESOLVED,** by the Board of Directors of the Kansas City Convention Center Headquarters Hotel Community Improvement District, as follows:

1. Mark Ching is appointed Chairman/Treasurer of the District.

2. Lance Tryon is appointed as the Secretary of the District.

3. Each officer of the District shall exercise those powers and perform those duties as set forth in the Bylaws of the District.

4. Each officer of the District appointed above shall serve for a term of one year and until his or her successor has been duly appointed.

5. This resolution shall take effect immediately.

**PASSED** by the Board of Directors of Kansas City Convention Center Headquarters Hotel Community Improvement District on March 18, 2025.

Mark Ching, Chairman

**THE KANSAS CITY CONVENTION CENTER HEADQUARTERS HOTEL COMMUNITY IMPROVEMENT DISTRICT**

**RESOLUTION OF THE BOARD OF DIRECTORS**

**RESOLUTION NO. 2025-3**

**APPROVE A BUDGET FOR FYE 4/30/2026 AND APPROPRIATE FUNDS**

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**WHEREAS,** the Kansas City Convention Center Headquarters Hotel Community Improvement District (the "District") is required to adopt an annual budget for the operation of the District;

**WHEREAS,** the District submitted to the City the proposed annual budget for FYE 4/30/2026, which is attached hereto as **Exhibit A**; and

**WHEREAS,** the Board of Directors desires to approve a budget for FYE 4/30/2026 and appropriate funds for payment of the District's expenses.

**NOW, THEREFORE, BE IT RESOLVED,** by the Board of Directors of the Kansas City Convention Center Headquarters Hotel Community Improvement District, as follows:

1. The District hereby adopts a Budget for the District's FYE 4/30/2026, which attached hereto as **Exhibit A** and authorizes appropriation of funds in accordance therewith.

2. This Resolution shall take effect immediately.

**PASSED** by the Board of Directors of Kansas City Convention Center Headquarters Hotel Community Improvement District on March 18, 2025.

Mark Ching, Chairman

**EXHIBIT A**

FYE 4/30/2026 Budget

# Proposed Budget for
# Kansas City Convention Center Headquarters Hotel
# Community Improvement District
# Fiscal Year Ending April 30, 2026

Date of Budget Submittal: January 30, 2025

District Point of Contact Information: Polsinelli PC c/o Amy Grant
(816) 753-1000
agrant@polsinelli.com

**BUDGET MESSAGES:**

The District shall serve the following purposes (the "District Purposes"): 1.provide funding for the construction of certain public and private improvements and the provision of certain services within the District. The improvements initially contemplated include the demolition of existing structures and buildings, the provision of fire protection improvements, site work, grading, infrastructure improvements, parking improvements, utility improvements, right-of-way improvements, landscaping, lawns, and trees, and the construction of a convention center hotel and related amenities on behalf of the Land Clearance for Redevelopment Authority of Kansas City, Missouri or such other similar corporate and politic or public agency, as well as any other improvements within the District (collectively, the "Improvements"). It is intended that the Improvements will remediate existing blighting conditions within the District to bring it to its highest and best use. The particular items included within the Improvements may be modified from those listed herein from time to time. The costs to be financed by the District may include: (a) Improvements costs and associated survey, environmental, design, architecture, engineering costs and other related costs; (b) financing costs incurred to finance such Improvements, including without limitation, costs of issuance, and the establishment of capitalized interest, debt service reserves; (c) legal and administrative costs of the District; (d) reimbursement of costs incurred for the District's formation; (e) operation and administration costs of the District; and (f) Eligible Services (defined below) (collectively, "District Costs"). 2.facilitate development within the District by providing, or causing to be provided, certain services (the "Eligible Services") described in Paragraph B of this Article for the benefit of the District; 3.acquire real and/or personal property within the District (or rights thereto); 4. incur debt, issue bonds or any other obligations, in one or more series ("Bonds"), to finance all or any one of the District Costs; 5. coordinate with public and private entities to plan and implement the Improvements, Eligible Services and the District Purposes; and 6. enter into contracts or other agreements in order to complete or cause the completion of Improvements and provide Eligible Services and other District Purposes; 7.impose and collect a sales and use tax authorized pursuant to this Petition and the Act; 8. impose and collect a special assessment authorized pursuant to this Petition and the Act; and 9. exercise any authorized purpose of the District pursuant to and in accordance with the Act.

The Kansas City Convention Center Headquarters Hotel Community Improvement District was formed as a political subdivision of the State of Missouri on July 23, 2015. The purpose of the District is to provide funding for the construction of certan public and private improvements and the provision of certain services within the District's boundaries. The life of the District is for an initial term of fifty (50) years following the effective date of the Ordinance establishing the District, after which, the District shall be automatically continued for successive ten (10) year terms in perpetuity.

The District may provide, and/or contract for, cleaning and maintenance services to common areas within the District to improve the appearance and image of the District. Such services may include, but are not necessarily limited to: (a) litter removal and cleaning of common areas, trash containers, alley ways, streets and sidewalks within the District; (b)monitoring of City services; (c)landscape care, maintenance weed abatement and providing and/or replacing landscape; (d) graffiti removal; and (e) any and all other beautification efforts designed to improve the District's appeal, and encourage private investment within the District.

**KANSAS CITY CONVENTION CENTER HEADQUARTERS HOTEL CID**

**FYE 4/30/2026 - Estimated**

**BUDGET MESSAGES:**

**The Kansas City Convention Center Headquarters Hotel Community Improvement District was formed as a political subdivision of the State of Missouri on July 23, 2015. The purpose of the District is to provide funding for the construction of certan public and private improvements and the provision of certain services within the District's boundaries. The life of the District is for an initial term of fifty (50) years following the effective date of the Ordinance establishing the District, after which, the District shall be automatically continued for successive ten (10) year terms in perpetuity.**

**Resolution No. 2020-12, authorizes the Chair to take any and all other actions to certify, collect, and remit the Special Assessment Collections to the Trustee.**

**Resolution No. 2020-13, directs officers to take such action necessary to transfer the CID sales tax revenues to the Special Allocation Fund.**

| | | **FYE 4/30/2026** (Estimate) |
|---|---|---|
| **FUNDS AVAILABLE:** | | |
| - Estimated Cash on Hand Beginning of Fiscal Year (Operating) | $ | 190,673.00 |
| **ESTIMATED REVENUE:** | | |
| - CID Sales and Use Tax (1% tax - effective dated 4/1/2020) | $ | 769,954.00 |
| - CID Special Assessments* | $ | 4,119,060.09 |
| - User Fee Revenue per Use Agreement | $ | 647,512.00 |
| - Interest Income | $ | 2,500.00 |
| - Developer Advances | $ | - |
| **ESTIMATED TOTAL REVENUE:** | **$** | **5,539,026.09** |
| **ESTIMATED EXPENDITURES:** | | |
| - Payment of TIF Eats to TIF Special Allocation Fund (50% of CID Sales Tax Revenue) | $ | 384,977.00 |
| - County Collection Fee (1% plus one $5,000 annual fee) | $ | 46,190.60 |
| - Bond Trustee Annual Fee ($3,500) | $ | 3,500.00 |
| - Series 2018 A Bond Payment (CID Special Assessment Bond) | $ | 4,069,369.49 |
| - Management Fee Per Use Agreement | $ | 19,425.36 |
| - Common Costs Per Use Agreement | $ | 824,498.00 |
| - Legal Fees^ | $ | 3,000.00 |
| - Repayment of Developer Advances^^ | $ | 300,000.00 |
| **ESTIMATED TOTAL EXPENDITURES:** | **$** | **5,650,960.45** |
| **ESTIMATED PROFIT/(LOSS)** | $ | (111,934.36) |
| **FUNDS AVAILABLE:** | | |
| - Estimated Cash on Hand End of Fiscal Year (Operating) | $ | 78,738.64 |

* The Cooperative Agreement for Collection of Certain Special Assessments and Collections entered into on January 18, 2018 between the County, the CID and the LCRA provides a Schedule 1 to Exhibit F for each calendar year calculation of Special Assessments (see attached).

^ Annual CID Administrative Costs shall not exceed more than $30,000 per year pursuant to the Reimbursement Agreement Reimbursement Agreement entered into between the District and the Developer dated 1/18/2018.

^^ Repayment of Developer's Advances, including interest, is governed by the Reimbursement Agreement entered into between the District and the Developer dated 1/18/2018. Developer Advances to be certified upond project completion.

SCHEDULE 1 TO EXHIBIT F

CID PETITION ASSESSMENT AMOUNT
AND
GROSS CID SPECIAL ASSESSMENTS AMOUNT (DEBT SERVICE ON SERIES 2018A BONDS)
FOR EACH CALENDAR YEAR OF CALCULATION

| Calendar Year Of Calculation | CID Petition Assessment Amount | Gross CID Special Assessments Amount |
|---|---|---|
| 2021 | 4,400,000 | 4,365,291 |
| 2022 | 4,400,000 | 3,999,044 |
| 2023 | 4,400,000 | 3,997,698 |
| 2024 | 4,400,000 | 3,997,591 |
| 2025 | 4,400,000 | 4,032,111 |
| 2026 | 4,510,000 | 4,130,644 |
| 2027 | 4,622,750 | 4,233,698 |
| 2028 | 4,738,319 | 4,340,418 |
| 2029 | 4,856,777 | 4,448,444 |
| 2030 | 4,978,196 | 4,562,031 |
| 2031 | 5,102,651 | 4,673,764 |
| 2032 | 5,230,217 | 4,791,178 |
| 2033 | 5,360,973 | 4,911,591 |
| 2034 | 5,494,997 | 5,032,484 |
| 2035 | 5,632,372 | 5,159,511 |
| 2036 | 5,773,181 | 5,286,498 |
| 2037 | 5,917,511 | 5,422,271 |
| 2038 | 6,065,449 | 5,535,444 |
| 2039 | 6,156,430 | 5,621,978 |
| 2040 | 6,248,777 | 5,671,631 |
| 2041 | 6,342,508 | 5,693,206 |
| 2042 | 6,437,646 | 5,776,260 |
| 2043 | 6,534,211 | 5,864,042 |
| 2044 | 6,632,224 | 5,951,871 |
| 2045 | 6,731,707 | 6,041,560 |
| 2046 | 6,832,683 | 6,128,136 |
| 2047 | 6,935,173 | 6,213,470 |
| 2048 | 7,039,201 | 6,324,392 |
| 2049 | 7,144,789 | 1,073,825 |
| 2050 | 7,251,961 | 0 |

**EXHIBIT H**

FORM OF
SCHEDULE OF MONTHLY LOAN PAYMENTS

December 7, 2022

-|-

Re: LAND CLEARANCE FOR REDEVELOPMENT AUTHORITY OF KANSAS MISSOURI PROJECT REVENUE BONDS (CONVENTION CENTER HOTEL PROJECT – CID SPECIAL ASSESSMENTS), SERIES 2018A

We have calculated the Net CID Special Assessments for the succeeding calendar year ending December 31, 2023 pursuant to **Section 404** of the Trust Indenture dated as of January 1, 2018 (the "Indenture") between BOKF, N.A., as trustee (the "**Trustee**"), and the Land Clearance for Redevelopment Authority of the City of Kansas City, Missouri (the "**Authority**"). Based on such calculation, the following amounts are due as monthly loan payments during such calendar year:

| | | |
|---|---|---|
| January 25, 2022: | $ | 337,100.51 |
| February 25, 2022: | $ | 335,342.97 |
| March 25, 2022: | $ | 335,342.97 |
| April 25, 2022: | $ | 335,342.97 |
| May 25, 2022: | $ | 335,342.97 |
| June 25, 2022: | $ | 335,342.97 |
| July 25, 2022: | $ | 335,342.97 |
| August 25, 2022: | $ | 337,400.51 |
| September 25, 2022: | $ | 337,400.51 |
| October 25, 2022: | $ | 337,400.51 |
| November 25, 2022 | $ | 337,400.51 |
| December 25, 2022 | $ | 337,400.51 |

BOKF, N.A.

By: Delores Woodard-Davis
Name: Delores Woodard-Davis
Title: Vice President

| | | |
|---|---|---|
| May-23 | 335,342.97 | |
| Jun-23 | 335,342.97 | |
| Jul-23 | 335,342.97 | |
| Aug-23 | 337,400.51 | |
| Sep-23 | 337,400.51 | |
| Oct-23 | 337,400.51 | |
| Nov-23 | 337,400.51 | |
| Dec-23 | 337,400.51 | |
| Jan-24 | 337,400.51 | Amount Kept Flat to December 2023 |
| Feb-24 | 337,400.51 | |
| Mar-24 | 337,400.51 | |
| Apr-24 | 337,400.51 | |
| | 4,042,633.50 | |

**Project Name:** Loews Kansas City Convention Center Hotel
**Borrower Name:** LCRA
**Contractor Name:** JE Dunn & Company
**Draw #:** 36
**Date:** 1/1/2021

| | | PRELIMINARY BUDGET | SUMMARY | | | | | | REIMBURSABLE EXPENSES | |
|---|---|---|---|---|---|---|---|---|---|---|
| ITEM | CLASSIFICATION | ORIGINAL BUDGET | TOTAL COSTS TO DATE | CURRENT DRAW | TOTAL COMPLETED | % COMPLETE | RETAINAGE | REMAINING CONTRACT BALANCE | NON-REIMBURSABLE EXPENSES | REIMBURSABLE EXPENSES |
| 1 | **Land** | **16,136,860.00** | 16,195,263.74 | 0.00 | **16,195,263.74** | 0.00% | 0.00 | **0.00** | | **16,195,263.74** |
| | **Hard Costs** | | | | | | | | | |
| 2 | Facility Construction [THIS HAS TO MATCH THE GC PAY APP] | 207,649,480.00 | 223,132,352.39 | 0.00 | 223,132,352.39 | 100.00% | 0.00 | 0.00 | | 223,132,352.39 |
| 3 | Other | 0.00 | 416,429.09 | 0.00 | 416,429.09 | 100.00% | 0.00 | 0.00 | | 416,429.09 |
| 4 | **TOTAL HARD COSTS (Lines 2-3)** | **207,649,480.00** | **223,548,781.48** | **0.00** | **223,548,781.48** | **100.00%** | **0.00** | **0.00** | | |
| | **Soft Costs** | | | | | | | | | |
| 5 | Design | 10,518,460.00 | 10,243,597.06 | 0.00 | 10,243,597.06 | 100.00% | 0.00 | 0.00 | | 10,243,597.06 |
| 6 | FF&E | 17,696,412.00 | 17,942,091.70 | 0.00 | 17,942,091.70 | 100.00% | 0.00 | 0.00 | | 17,942,091.70 |
| 7 | Testing & Inspection Fees | 700,000.00 | 742,126.01 | 0.00 | 742,126.01 | 100.00% | 0.00 | 0.00 | | 742,126.01 |
| 8 | OS&E / Related Expenses | 10,161,559.00 | 9,568,268.51 | 0.00 | 9,568,268.51 | 100.00% | 0.00 | 0.00 | | 9,568,268.51 |
| 9 | Warehousing, Storage and Procurement | 1,617,820.00 | 2,566,939.45 | 0.00 | 2,566,939.45 | 100.00% | 0.00 | 0.00 | | 2,566,939.45 |
| 10 | Computer Equipment & Software | 6,519,021.00 | 2,669,464.63 | 0.00 | 2,669,464.63 | 100.00% | 0.00 | 0.00 | | 2,669,464.63 |
| 11 | Permits, Fees & Misc | 4,643,335.00 | 4,914,925.48 | 0.00 | 4,914,925.48 | 100.00% | 0.00 | (0.00) | | 4,914,925.48 |
| 12 | Working Capital | 1,500,000.00 | 1,500,000.00 | 0.00 | 1,500,000.00 | 100.00% | 0.00 | 0.00 | 1,500,000.00 | |
| 13 | Builders Risk, GL Insurance - OCIP | 2,000,000.00 | 1,966,799.04 | 0.00 | 1,966,799.04 | 100.00% | 0.00 | 0.00 | | 1,966,799.04 |
| 14 | **TOTAL SOFT COSTS (Lines 5-13)** | **55,576,597.00** | **52,114,211.88** | **0.00** | **52,114,211.88** | **100.00%** | **0.00** | **0.00** | | |
| | **Other Costs** | | | | | | | | | |
| 15 | Pre-Opening Expenses | 7,760,247.00 | 7,056,542.82 | 0.00 | 7,056,542.82 | 100.00% | 0.00 | 0.00 | 7,056,542.82 | |
| 16 | Technical Services | 400,000.00 | 399,999.87 | 0.00 | 399,999.87 | 100.00% | 0.00 | 0.00 | | 399,999.87 |
| 17 | Project Management | 2,175,000.00 | 2,060,039.57 | 0.00 | 2,060,039.57 | 100.00% | 0.00 | 0.00 | | 2,060,039.57 |
| 18 | Capitalized Interest, Interest Reserve & Unused Fee (Private Loan) | 6,925,000.00 | 7,526,765.86 | 85,158.49 | 7,611,924.37 | 100.00% | 0.00 | 0.00 | | 7,611,924.37 |
| 19 | Other Finance-Related Closing Costs & Legal | 5,798,091.00 | 6,807,828.55 | 0.00 | 6,807,828.55 | 100.00% | 0.00 | 0.00 | | 6,807,828.55 |
| 20 | Development Fee | 10,517,792.00 | 10,517,792.00 | 0.00 | 10,517,792.00 | 100.00% | 0.00 | 0.00 | | 10,517,792.00 |
| 21 | **TOTAL OTHER COSTS (Lines 15-20)** | **33,576,130.00** | **34,368,968.69** | **85,158.49** | **34,454,127.18** | **100.00%** | **0.00** | **0.00** | | |
| | **Contingency** | | | | | | | | | |
| 22 | Hard Cost Contingency | 8,615,496.00 | 0.00 | 0.00 | 0.00 | 0.00% | 0.00 | 0.00 | | |
| 23 | General / Soft Cost Contingency | 1,103,415.00 | 0.00 | 0.00 | 0.00 | 0.00% | 0.00 | (0.00) | | |
| 24 | **TOTAL CONTINGENCY COSTS (Lines 22-23)** | **9,718,913.00** | **0.00** | **0.00** | **0.00** | **0.00%** | **0.00** | **0.00** | | |
| 25 | **TOTAL PROJECT COSTS (Lines 1, 4, 14, 21, 24)** | **322,656,000.00** | **326,227,225.79** | **85,158.49** | **326,312,384.26** | **100.00%** | **0.00** | **0.00** | **8,556,542.82** | **317,755,841.46** |
| | **Sources of Funds:** | | | | | | | | | |
| 26 | Borrower Equity | 51,247,009.40 | 54,693,416.79 | 0.00 | 54,693,416.79 | | 0.00 | 0.00 | | |
| 27 | Series A Bonds* | 42,167,601.26 | 42,167,601.26 | 0.00 | 42,167,601.26 | | 0.00 | (0.00) | | |
| 28 | NBH Loan* | 30,941,976.66 | 30,941,976.66 | 0.00 | 30,941,976.66 | | 0.00 | 0.00 | | |
| 29 | Series B Bonds* | 46,301,412.68 | 46,309,369.55 | 0.00 | 46,309,369.55 | | 0.00 | (0.00) | | |
| 30 | City Land Contribution | 7,000,000.00 | 7,000,000.00 | 0.00 | 7,000,000.00 | | 0.00 | 0.00 | | |
| 31 | City Cash | 35,000,000.00 | 35,000,000.00 | 0.00 | 35,000,000.00 | | 0.00 | 0.00 | | |
| 32 | Senior Loan (Wells Fargo Bank / Scotia Bank) | 110,000,000.00 | 109,914,841.51 | 85,158.49 | 110,000,000.00 | | 0.00 | 0.00 | | |
| 33 | **TOTAL CONSTRUCTION SOURCES (Lines 24-29)** | **322,656,000.00** | **326,227,225.77** | **85,158.49** | **326,312,384.26** | | **0.00** | **0.00** | | |

**THE KANSAS CITY CONVENTION CENTER HEADQUARTERS HOTEL COMMUNITY IMPROVEMENT DISTRICT**

**RESOLUTION OF THE BOARD OF DIRECTORS**

**RESOLUTION NO. 2025-4**

**APPROVE AN AMENDED BUDGET FOR FYE 4/30/2025 AND APPROPRIATE FUNDS**

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**WHEREAS,** the Developer had prepared an amended budget for FYE 4/30/2025 to reflect revised estimated revenues and expenditures for said fiscal year; and

**WHEREAS,** the Board of Directors desires to approve the amended budget for FYE 4/30/2025 and appropriate funds for payment of the District's expenses.

**NOW, THEREFORE, BE IT RESOLVED,** by the Board of Directors of the Kansas City Convention Center Headquarters Hotel Community Improvement District, as follows:

3. The District hereby adopts an amended budget for the District's FYE 4/30/2025, which attached hereto as **Exhibit A** and authorizes appropriation of funds in accordance therewith.

4. This Resolution shall take effect immediately.

**PASSED** by the Board of Directors of Kansas City Convention Center Headquarters Hotel Community Improvement District on March 18, 2025.

Mark Ching, **Chairman**

**EXHIBIT A**

FYE 4/30/2025 Amended Budget

**KANSAS CITY CONVENTION CENTER HEADQUARTERS HOTEL CID**

**FYE 4/30/25 - Amended & Estimated**

**BUDGET MESSAGES:**

The Kansas City Convention Center Headquarters Hotel Community Improvement District was formed as a political subdivision of the State of Missouri on July 23, 2015. The purpose of the District is to provide funding for the construction of certain public and private improvements and the provision of certain services within the District's boundaries. The life of the District is for an initial term of fifty (50) years following the effective date of the Ordinance establishing the District, after which, the District shall be automatically continued for successive ten (10) year terms in perpetuity.

Resolution No. 2020-12, authorizes the Chair to take any and all other actions to certify, collect, and remit the Special Assessment Collections to the Trustee.

Resolution No. 2020-13, directs officers to take such action necessary to transfer the CID sales tax revenues to the Special Allocation Fund.

| | FYE 4/30/2025 (Final) | FYE 4/30/2025 (Amended) | FYE 4/30/2025 (Estimated) |
|---|---|---|---|
| **ESTIMATED FUNDS AVAILABLE:** | | | |
| - Cash on Hand Beginning of Fiscal Year (Operating) | | $ 198,896.47 | $ 119,838.13 |
| - Cash on Hand Beginning of Fiscal Year (FF&E) | | $ - | $ 96,529.86 |
| **ESTIMATED REVENUE:** | | | |
| - CID Sales and Use Tax (1% tax - effective dated 4/1/2020) | | $ 711,478.00 | $ 682,656.02 |
| - CID Special Assessments (1st assessment levied on Feb 1 2021 tax bills) | | $ 4,010,698.03 | $ 4,010,698.03 |
| - User Fee Revenue per Use Agreement | | $ 391,260.00 | $ 476,466.78 |
| - Interest Income | | $ 1,452.00 | $ 1,518.26 |
| - Developer Advances | | $ - | $ - |
| **TOTAL ESTIMATED REVENUE:** | | $ 5,114,888.03 | $ 5,171,339.09 |
| **ESTIMATED EXPENDITURES:** | | | |
| - TIF Exts to TIF Special Allocation Fund (50% of CID Sales Tax Revenue) | | $ 355,739.00 | $ 341,328.01 |
| - County Collection Fee (1% plus one $5,000 annual fee) | | $ 45,106.98 | $ 45,106.98 |
| - Bond Trustee Annual Fee ($1,750) | | $ 1,750.00 | $ 1,750.00 |
| - Series 2016 A Bond Payment (CID Special Assessment Bond) | | $ 3,963,841.05 | $ 3,963,841.05 |
| - Management Fee Per Use Agreement | | $ 11,233.00 | $ 14,294.00 |
| - Common Costs Per Use Agreement | | $ 781,055.00 | $ 555,176.30 |
| - Legal Fees | | $ 4,655.00 | $ 25,000.00 |
| - Repayment of Developer Advances^^ | | $ 100,000.00 | $ 50,000.00 |
| **TOTAL ESTIMATED EXPENDITURES:** | | $ 5,263,380.03 | $ 5,096,496.34 |
| **ESTIMATED PROFIT/(LOSS)** | | $ (148,492.00) | $ 74,842.75 |
| **ESTIMATED FUNDS AVAILABLE:** | | | |
| - Estimated Cash on Hand End of Fiscal Year (Operating) | | $ 50,404.47 | $ 63,377.33 |
| - Estimated Cash on Hand End of Fiscal Year (FF&E) | | $ - | $ 131,303.54 |

^^ Repayment of Developer's Advances, including interest, is governed by the Reimbursement Agreement entered into between the District and the Developer dated 1/15/2018. Developer Advances to be certified upond project completion.

**THE KANSAS CITY CONVENTION CENTER HEADQUARTERS HOTEL COMMUNITY IMPROVEMENT DISTRICT**

**RESOLUTION OF THE BOARD OF DIRECTORS**

**RESOLUTION NO. 2025-5**

**AUTHORIZE FYE 4/30/2025 ANNUAL REPORT**

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**WHEREAS,** State law requires that the District state the services provided, revenues collected, and expenditures made by the District during the most recently completed fiscal year, and that the District attach the written resolutions approved by the District's Board of Directors during that period under Section 67.1471.4, RSMo.

**NOW, THEREFORE, BE IT RESOLVED,** by the Board of Directors of the Kansas City Convention Center Headquarters Hotel Community Improvement District, as follows:

1. The District hereby directs its legal counsel, Polsinelli PC, to prepare and provide a copy of the FYE 4/30/2025 Annual Report to the Executive Director and Treasurer of the District at its earliest opportunity.

2. To the extent that changes to the Annual Report may be required, the District authorizes the Executive Director and Treasurer to review and approve such changes on behalf of the District

3. If Polsinelli PC does not receive any comments from any of the above-referenced parties within the earlier of 15 days after the report is delivered or the statutory due date for such report, the report shall be deemed approved and the District authorizes Polsinelli PC to submit such report to the City Clerk and Missouri Department of Economic Development on its behalf.

4. This Resolution shall take effect immediately.

**PASSED** by the Board of Directors of Kansas City Convention Center Headquarters Hotel Community Improvement District on March 18, 2025.

Mark Ching, Chairman

**THE KANSAS CITY CONVENTION CENTER HEADQUARTERS HOTEL COMMUNITY IMPROVEMENT DISTRICT**

**RESOLUTION OF THE BOARD OF DIRECTORS**

**RESOLUTION NO. 2025-6**

**AUTHORIZE FYE 4/30/2025 FINANCIAL REPORT**

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**WHEREAS**, State law requires the District to file a financial report with the State Auditor's Office each year under Section 105.145, RSMo, and 15 CSR 40-3.030.

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Kansas City Convention Center Headquarters Hotel Community Improvement District, as follows:

1. The District hereby directs its legal counsel, Polsinelli PC, to prepare and provide a copy of the FYE 4/30/2025 Financial Report to the Executive Director and Treasurer of the District at its earliest opportunity.

2. To the extent that changes to the Annual Report may be required, the District authorizes the Executive Director and Treasurer to review and approve such changes on behalf of the District

3. If Polsinelli PC does not receive any comments from any of the above-referenced parties within the earlier of 15 days after the report is delivered or the statutory due date for such report, the report shall be deemed approved and the District authorizes Polsinelli PC to submit such report to the State Auditor on its behalf.

4. This Resolution shall take effect immediately.

**PASSED** by the Board of Directors of Kansas City Convention Center Headquarters Hotel Community Improvement District on March 18, 2025.

Mark Ching, Chairman

**THE KANSAS CITY CONVENTION CENTER HEADQUARTERS HOTEL COMMUNITY IMPROVEMENT DISTRICT**

**RESOLUTION OF THE BOARD OF DIRECTORS**

**RESOLUTION NO. 2025-7**

**NOMINATE SUCCESSOR DIRECTOR**

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**WHEREAS**, by Ordinance No. 170394 adopted and approved on June 8, 2017 (the "Approving Ordinance"), the City Council approved a certain petition dated May 5, 2017 (the "Petition") and established the Kansas City Convention Center Headquarters Hotel Community Improvement District (the "District") as a political subdivision of the State of Missouri, all pursuant to the Community Improvement District Act, sections 67.1401 through 67.1571, inclusive, of the Revised Statutes of Missouri, as amended (the "CID Act");

**WHEREAS**, the CID Act and the Petition provides for the Mayor and appoint Successor Directors of the CID, with the consent of the City Council;

**WHEREAS**, Thomas Turner resigned from the Board of Directors on January 12, 2024 and therefore created a vacancy on the Board; and

**WHEREAS**, the remaining Board of Directors desire to nominate Mark Thompson to serve as a Director and fill the vacancy on the Board.

**NOW, THEREFORE, BE IT RESOLVED,** by the Board of Directors of the Kansas City Convention Center Headquarters Hotel Community Improvement District, as follows:

1. The Board hereby nominates Mark Thompson to serve a four-year term commencing on March 18, 2025 and expiring on March 17, 2029.

**PASSED** by the Board of Directors of Kansas City Convention Center Headquarters Hotel Community Improvement District on March 18, 2025.

Mark Ching Turner, Chairman

# BYLAWS OF THE

# KANSAS CITY CONVENTION CENTER HEADQUARTERS HOTEL COMMUNITY IMPROVEMENT DISTRICT

## ARTICLE I

## OFFICES, RECORDS, SEAL

**1.01 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 provided, however, that the initial principal office of the District shall be at Polsinelli PC, 900 W. 48th Street, Suite 900, Kansas City, Missouri 64112.

**1.02 Records.** The District shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors (the "Board") and each committee of the Board. The District shall keep a record of the name and place of residence of each director and each officer.

**1.03 Seal.** The Board may but shall not be required to adopt a corporate seal. The corporate seal may (but shall not be required to) be used by causing it, or a facsimile thereof, to be impressed or affixed or to be in any other manner reproduced.

## 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, as may be amended (the "Petition"), and the Five Year Plan attached thereto, and for all other lawful purposes that may be authorized by the Board and permitted under Sections 67.1401 through 67.1571, RSMo (the "Act").

## ARTICLE III

## BOARD

**3.01. Powers of Board.** The Board shall have and is vested with all powers and authorities granted by the Act, except as it may be expressly limited by law or these Bylaws, 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, privileges or franchises, and to seek the effectuation of its objects and purposes.

**3.02. Official Actions.** In accordance with Section 67.1451.8, RSMo, all official acts of the Board shall be by written resolution approved by the Board.

**3.03. Number of Directors; Qualifications.** The number of directors of the District to constitute the Board shall be five (5). The initial directors constituting the Board (the "Initial Directors") were set forth in the Petition, and successors to the Initial Directors (the "Successor Directors") shall be appointed by the Mayor with the consent of the City Council by resolution according to a slate submitted by the Executive Director of the District to the City Clerk, as set forth in the Petition and pursuant to the Act. The number of directors may not be increased or decreased. Each director shall: i) be at least eighteen (18) years of age, ii) an owner of real property ("Owner"), or such Owner's legally authorized representative, an owner of a business operating within the District ("Operator"), or such Operator's legally authorized representative, or a registered voter residing within the boundaries of the District ("Resident"), as provided by the Petition and the Act, and iii) 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.

**3.04. Commencement of Term of Office of Directors.** A director shall not be deemed to have commenced his or her term of office or to have any of the powers or responsibilities of a director until the time such director accepts the office of director either by a written acceptance or by participating in the affairs of the District at a meeting of the Board or otherwise.

**3.05. Length of Term of Office of Directors.** In accordance with Section 67.1451, RSMo, the length of the term of the Initial Directors is stated in the petition for formation of the District, and Successor Directors shall serve for a four (4) year term or until his/her successor is appointed in accordance with these Bylaws, the Petition, and the Act. If for any reason a director is not able to serve his/her term, the remaining directors shall elect an interim director ("Interim Director") to fill the vacancy for the unexpired term.

**3.06. Removal for Cause.** In accordance with Section 67.1451.7, RSMo, 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. 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, shall constitute cause for the Board to take appropriate action to remove said director.

**3.07. Resignation.** Any director may resign from the Board. Such resignation shall be in writing addressed to the Secretary of the District and shall be effective immediately or upon its acceptance by the Board as such resignation may provide.

**3.08. Vacancy.** In accordance with Section 67.1451.4, RSMo, in the event of a vacancy on the Board prior to the expiration of a director's term, the remaining directors shall elect an Interim Director to fill the vacancy for the unexpired term. At the expiration of the remaining term of the Interim Director, a Successor Director shall be appointed as set forth in Section 3 above.

**3.09. Compensation of Directors.** No director shall receive compensation from the District for any service such director may render to it as a director. A director may be reimbursed for his or her actual expenses reasonably incurred in and about such director's performance of his or her duties as a director.

**3.10. Committees.** The Board shall have no authority to appoint an executive committee or any other committee having the authority of the Board. The Board may create and appoint such committees as it deems necessary and advisable to conduct studies and reviews and provide advice and recommendations to the Board.

## ARTICLE IV

## MEETINGS AND PROCEDURES

**4.01. 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.

**4.02. Place.** Meetings of the Board of the District shall be held at the principal office of the District, as designated by the Board, or at any other place as may be determined from time to time by the Board.

**4.03 Annual Meeting.** As and to the extent required by Section 67.1471.2, RSMo., the District shall hold an annual meeting which is to be held no later than April 1.

**4.04. Notice of Meetings.** Meetings may be called by the Chair, the Secretary or by a majority of the Board by written notice calling the same and given in the manner hereinafter provided. Written notice stating the time, date, place and tentative agenda of a meeting shall be delivered to each director not less than twenty four (24) hours before the time of the meeting, either personally, by mail or by facsimile. If mailed, such notice shall be deemed to be delivered three days after depositing such notice in the United States mail addressed to the director at such director's address as it appears on the records of the District, with postage thereon prepaid.

**4.05. Waiver of Notice.** Any notice provided or required to be given to the directors may be waived in writing by any of them whether before or after the time stated therein. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where the director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**4.06. Quorum.** The presence of a majority of the Board shall be requisite for and shall constitute a quorum for the transaction of business at all meetings. Vacant positions are not counted in determining a majority of the Board. 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 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.

**4.07. Adjournment.** Whether or not a quorum shall be present at any such meeting, the directors present shall have 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.

**4.08. Voting.** Each director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision. 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.

**4.09. Official Actions.** In accordance with Section 67.1451.8, RSMo, all official acts of the Board shall be by written resolution approved by the Board.

**4.10. Meeting by Conference Telephone.** Members of the Board may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Notice for such meetings shall designate a place where members of the public may hear the conference call for purposes of complying with Chapter 610 of the Revised Statutes of Missouri, as amended (the "**Sunshine Law**").

**4.11. 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 V

## OFFICERS

**5.01. General.** The officers of the District shall be a Chair, a Secretary, a Treasurer and such other officers as the Board may appoint. The officers shall be appointed from among the members of the Board and shall at all times while holding such offices be members of the Board. Any two or more offices may be held by the same person.

**5.02. Election and Terms of Office.** Initially, the officers shall be appointed by the Board named in these Bylaws at the first meeting of that body, to serve until the first annual meeting of the Board and until their successors are duly elected and qualified.

At the first and each subsequent annual meeting of the Board, the Board shall appoint officers to serve until the next annual meeting of the Board and until their successors are duly appointed and qualified.

An officer shall be deemed qualified when such officer enters upon the duties of the office to which such officer has been appointed 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 appointment and at which any officer of the District is appointed unless the Board provides otherwise at the time of his or her appointment.

**5.03. Removal.** If for any reason any officer who is also a member of the Board ceases to be a member, then such officer shall be deemed automatically removed from office in the District.

**5.04. Compensation of Officers.** No officer who is also a member of the Board shall receive any salary or compensation from the District for any services such officer may render to it as an officer. Salaries and compensation of all other officers, agents and employees of the District, if any, may be fixed, increased or decreased by the Board, but until action is taken with respect thereto by the Board, the same may be fixed, increased or decreased by the Chair, or such other officer or officers as may be empowered by the Board to do so; provided, however, that no person may fix, increase or decrease his or her own salary or compensation. Each officer may be reimbursed for such officer's actual expenses if they are reasonable and incurred in connection with the purposes and activities of the District.

**5.05. Vacancies.** Vacancies caused by the death, resignation, incapacity, removal or disqualification of an officer of the District shall be filled by the Board at any annual or other regular meeting or at any special meeting called for that purpose, and such person or persons so elected to fill any such vacancy shall serve at the pleasure of the Board until the next annual meeting of the Board, and until such officer's successor is duly elected and qualified.

**5.06. The Chair.** The Chair shall be the chief executive officer of the District, shall have such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a District, and shall carry into effect all directions and resolutions of the Board. The Chair shall preside at all meetings of the Board at which he or she may be present.

The Chair may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of the District and may cause the seal to be affixed thereto, and all other instruments for and in the name of the District.

The Chair shall have the right to attend any meeting of any committee of the Board and to express his or her opinion and make reports at such meeting; provided, however, that unless the Chair shall be specifically appointed to any committee, the Chair shall not be considered to be a committee member or have the right to vote or be counted for the purpose of determining a quorum at any such meeting.

The Chair shall have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws or by the Board.

**5.07. The Secretary.** The Secretary shall attend the meetings of the Board and shall record or cause to be recorded all votes taken and the minutes of all proceedings in the minute book of the District to be kept for that purpose. The Secretary shall perform like duties for any committee established pursuant to these Bylaws when requested by such committee to do so. The Secretary shall be the custodian of all the books, papers and records of the District and shall, at such reasonable times as may be requested, permit an inspection of such books, papers and records by any director of the District. The Secretary shall upon reasonable demand furnish a full, true and correct copy of any book, paper or record in his or her possession. The Secretary shall be the administrative and clerical officer of the District under the supervision of the Chair and the Board.

In the event the District should adopt a seal, the Secretary shall keep in safe custody the seal of the District, and when authorized to do so shall affix the same to any instrument requiring the seal, and when so affixed, the Secretary shall attest the same by his or her signature.

The Secretary shall have the principal responsibility to give or cause to be given notice of the meetings of the Board, but this shall not lessen the authority of others to give such notice as provided in these Bylaws.

The Secretary shall have the general duties, powers and responsibilities of a secretary of a district and shall have such other or further duties or authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board.

**5.08. Treasurer.** The Treasurer shall have supervision and custody of all moneys, funds and credits of the District and shall cause to be kept full and accurate accounts of the receipts and disbursements of the District in books belonging to it. The Treasurer shall keep or cause to be kept all other books of account and accounting records of the District as shall be necessary, and shall cause all moneys and credits to be deposited in the name and to the credit of the District in such accounts and depositories as may be designated by the Board. The Treasurer shall disburse or supervise the disbursement of funds of the District in accordance with the authority granted by the Board, taking proper vouchers therefor. The Treasurer shall be relieved of all responsibility for any moneys or other valuable property or the disbursement thereof committed by the Board to the custody of any other person or district, or the supervision of which is delegated by the Board to any other officer, agent or employee.

The Treasurer shall render to the Chair or the Board, whenever requested by them, an account of all transactions as Treasurer and of those under the Treasurer's jurisdiction and the financial condition of the District.

The Treasurer shall have the general duties, powers and responsibilities of a treasurer of a district, shall be the chief financial and accounting officer of the District and shall have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the Board.

**5.09. Other Agents.** The Board from time to time may also appoint such other agents for the District as it shall deem necessary or advisable, each of whom shall serve at the pleasure of the Board or for such period as the Board may specify, and shall exercise such powers, have such titles and perform such duties as shall be determined from time to time by the Board or by an officer empowered by the Board to make such determinations.

**5.10. Duties of Officers May Be Delegated.** If any officer of the District be absent or unable to act, or for any other 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 VI

## GENERAL PROVISIONS

**6.01. 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. All contracts shall be approved by written resolution of the Board.

**6.02. Depositories and Checks.** The moneys of the District shall be deposited in such manner as the Board shall direct in such banks or trust companies as the Board 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.

**6.03. Bonds.** 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.

**6.04. Custodian of Securities.** The Board may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by the District, and to exercise in respect thereof such powers as may be conferred by resolution of the Board. The Board may remove any such custodian at any time.

**6.05. Fiscal Year.** The District's fiscal year shall begin on May 1 of each year and end on April 30 of the following year.

**6.06. 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.

**6.07. Indemnification and Liability of Directors and Officers.** Each person who is or was a director or officer of the District (including the heirs, executors, administrators and estate of such person) shall be indemnified by the District as of right to the full extent permitted or authorized by the laws 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 or incurred by such person in such person's capacity as or arising out of such person's status as a director or officer of the District. 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 provision or under any agreement, vote of 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 such person as a director or officer of the District if such person (i) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of his or her own affairs, or (ii) took or omitted to take such action in reliance upon advice of counsel for the District, or upon statements made or information furnished by directors, officers, employees or agents of the District which such person had no reasonable grounds to disbelieve.

**6.08. 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.

**6.09. Budgets.** As and to the extent required by Section 67.1471.2, RSMo, the District shall annually prepare a budget for the upcoming fiscal year and submit it to the City between November 15 and January 15; the budget shall set forth the expected expenditures, revenues, and rates of taxes for the following fiscal year. As provided pursuant to Section 67.1471.2, RSMo., 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 1. As and to the extent required by Section 67.1471.2, RSMo., the District shall adopt an annual budget for the next fiscal year.

**6.10. Annual Report.** As and to the extent required by Section 67.1471.4, RSMo, no later than August 15, the District shall submit a report to the City Clerk and the Missouri Department of Economic Development stating the services provided by the District, revenues collected and expenditures made by the District during the previous fiscal year, along with copies of all resolutions approved by the Board during such fiscal year.

## ARTICLE VII

## AMENDMENTS

The Board 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. The District shall keep at its principal office a copy of the Bylaws, as amended, which shall be open to inspection by any member of the Board at all reasonable times during office hours.

[CERTIFICATION PAGE TO FOLLOW]

## CERTIFICATE TO BYLAWS

The foregoing Bylaws were duly adopted as and for the Bylaws of the Kansas City Convention Center Headquarters Hotel Community Improvement District by the Board of said District at its meeting held on October 8, 2015.

Michael Burke
Chair

Thomas F. Whittaker
Secretary