ANNUAL REPORT FOR
PIONEER PLAZA COMMUNITY IMPROVEMENT DISTRICT (the "District")
FOR FISCAL YEAR ENDING APRIL 30, 2025

SECTION I

Date: August 14, 2025

CID Contact Information: c/o Matt Moriarity, Polsinelli PC (Legal Counsel), 900 West 48th Place, Suite 900, Kansas City, Missouri 64112, mmoriarity@polsinelli.com, (816) 572-5184

Political Subdivision or Not for Profit: Political Subdivision

Date of and Ordinance No: Ordinance No. 200419, passed on June 11, 2020

SECTION II

PURPOSE OF THE DISTRICT AND SERVICES PERFORMED DURING FISCAL YEAR:

The purpose of the District is to provide funding for demolition and the construction of certain improvements and the provision of certain services within the District. The improvements initially contemplated include demolition of existing structures, site work, grading, infrastructure improvements, parking improvements/structures, additional improvements/structures, utility improvements, right-of-way improvements, landscaping, lawns, and tress, as well any other improvements permitted by the CID Act. No services were performed during FYE 4/20/2025.

SECTION III

BOARD MEMBERS AS OF DATE OF MOST RECENT ANNUAL MEETING:

Name	Email	Term
Jason Swords	jswords@snflowerkc.com	6/22/2024 – 6/22/2028
Mark McHugh	mark@sunflowerkc.com	6/22/2024 – 6/22/2028
Mark Moberly	mmoberly@sunflowerkc.com	6/22/2022 – 6/22/2026
Bob Coats	creekercoats@yahoo.com	6/22/2022 – 6/22/2026
Mike Beal	mikeb@ballsfoods.com	6/22/2022 – 6/22/2026

SECTION IV

Date FYE 4/30/2024 Annual Report was submitted to City: August 23, 2024
Date FYE 4/30/2026 budget was submitted to City: January 23, 2025
Date FYE 4/30/2026 budget was adopted: March 12, 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 3/22/2024 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
2025-6	Authorize Preparation and Submittal of FYE 4/30/2025 Financial Report

***Per Ordinance No. 249079, attached please find a copy of the CID's currently adopted Bylaws that were adopted on June 22, 2020.**

SUBMIT FORM AND ATTACHMENTS TO:

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

PIONEER PLAZA COMMUNITY IMPROVEMENT DISTRICT

FYE 4/30/2025 BUDGET

	FYE 4/30/2025 (actual)	FYE 4/30/2025* (amended)	FYE 4/30/2025* (proposed)
FUNDS AVAILABLE:			
- Cash on Hand (Beginning of Fiscal Year)	$ 61,138.87	$ 72,171.00	$ 13,207.67
ESTIMATED REVENUE:			
- 1% CID Sales and Use Tax (effective 1/1/2021)^	$ 149,380.93	$ 134,806.60	$ 165,000.00
- Interest	$ -	$ -	$ 10.00
TOTAL ESTIMATED FUNDS AVAILABLE & REVENUE:	**$ 210,519.80**	**$ 206,977.60**	**$ 178,217.67**
ESTIMATED EXPENDITURES:			
- Payment of TIF EATs to City (50% of CID Revenues)	$ 55,524.46	$ 73,824.46	$ 82,500.00
- Bank Fees	$ -	$ -	$ 20.00
- City Annual Submission Review Fee	$ 1,000.00	$ 1,000.00	$ 1,000.00
- D&O Board of Directors Insurance	$ 1,200.00	$ 1,200.00	$ 1,200.00
- Legal Fees	$ 7,903.00	$ 7,903.00	$ 5,000.00
- Admin Costs	$ 2,564.32	$ 2,809.28	$ 200.00
- Reimbursement to Developer Project Costs^^	$ 99,765.20	$ 99,765.20	$ 75,000.00
See attached Pay App for detailed breadown of Project Costs			
TOTAL ESTIMATED EXPENDITURES:	**$ 167,956.98**	**$ 186,501.94**	**$ 164,920.00**
FUNDS AVAILABLE:			
- Cash on Hand End of Fiscal Year	**$ 42,562.82**	**$ 20,475.66**	**$ 13,297.67**

***** Estimated values.

^^ The Repayment of Developer Advances, including interest, will be done in compliance with the Reimbursement Agreement entered into by the CID and the Developer.

PIONEER PLAZA COMMUNITY IMPROVEMENT DISTRICT

RESOLUTION OF THE BOARD OF DIRECTORS

RESOLUTION NO. 2025-1

APPROVING MINUTES OF THE FEBRUARY 22, 2024 MEETING OF THE BOARD OF DIRECTORS

WHEREAS, the Bylaws of the Pioneer Plaza Community Improvement District (the "**District**") requires the District to keep minutes of the Board of Directors meetings;

WHEREAS, the Board conducted an annual Board of Directors Meeting on February 22, 2024; and

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

NOW, THEREFORE, BE IT RESOLVED, that the minutes of the Board of Directors meeting held on February 22, 2024 are attached hereto as Exhibit A and shall be and are hereby approved in all respects.

PASSED by the Board of Directors of the Pioneer Plaza Community Improvement District on March 12, 2025.

Jason Swords, Executive Director

Exhibit A

February 22, 2024 Meeting Minutes

[See Attached]

PIONEER PLAZA COMMUNITY IMPROVEMENT DISTRICT

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

MARCH 22, 2024

Time and Place

The Annual meeting of the Board of Directors (the "Directors" or "Board") of the Pioneer Plaza Community Improvement District (the "District") was held on March 22, 2024 commencing at 9:30 a.m. at Polsinelli PC, 900 West 48th Place, Kansas City, Missouri 64112 and/or by telephone conference, after giving due notice.

Attendees; Call to Order

The following Directors were present: Jason Swords, Mark Moberly, and Mark McHugh (Director Mike Beal and Bob Coats were absent). Also present was Amy Grant, Paralegal with Polsinelli, PC. After recognizing that a quorum of the Board was present, Amy Grant called the meeting to order.

Resolution 2024-1

The Board considered Resolution 2024-1, approving minutes of the March 22, 2024 board meeting. Following discussion, Jason Swords moved to adopt Resolution 2024-1. Mark McHugh seconded the motion, and the resolution was adopted by a unanimous vote.

Resolution 2024-2

The Board next considered Resolution 2024-2, appoint officers of the District. Jason Swords will serve as Chairman. Mark Moberly will serve as Secretary. Mark McHugh will serve as Treasurer. Following discussion, Jason Swords moved to adopt Resolution 2024-2. Mark McHugh seconded the motion, and the resolution was adopted by a unanimous vote.

Resolution 2024-3

The Board next considered Resolution 2024-3, adopting a budget for FYE 4/30/2025 and appropriating funds. Following discussion, Jason Swords moved to adopt Resolution 2024-3. Mark McHugh seconded the motion, and the resolution was adopted by a unanimous vote.

Resolution 2024-4

The Board next considered Resolution 2024-4, adopting amended budget for FYE 4/30/2024 and appropriating funds. Following discussion, Jason Swords moved to adopt

Resolution 2024-4. Mark McHugh seconded the motion, and the resolution was adopted by a unanimous vote.

Resolution 2024-5

The Board next considered Resolution 2024-5, authorize preparation and submittal of FYE 4/30/2024 annual report to City Clerk and Department of Economic Development. Following discussion, Jason Swords moved to adopt Resolution 2024-5. Mark McHugh seconded the motion, and the resolution was adopted by a unanimous vote.

Resolution 2024-6

The Board next considered Resolution 2024-6, authorize preparation and submittal of FYE 4/30/2024 financial report to State Auditor. Following discussion, Jason Swords moved to adopt Resolution 2024-6. Mark McHugh seconded the motion, and the resolution was adopted by a unanimous vote.

Resolution 2024-7

The Board next considered Resolution 2024-7, acknowledging resignation of Scott Lipovac and electing interim director Bob Coats. Following discussion, Jason Swords moved to adopt Resolution 2024-7. Mark McHugh seconded the motion, and the resolution was adopted by a unanimous vote.

Resolution 2024-8

The Board next considered Resolution 2024-8, nominate successor directors. Following discussion, Jason Swords moved to adopt Resolution 2024-8. Mark McHugh seconded the motion, and the resolution was adopted by a unanimous vote.

There being no other business before the board, the meeting was adjourned.

Mark Moberly, Secretary

PIONEER PLAZA COMMUNITY IMPROVEMENT DISTRICT

RESOLUTION OF THE BOARD OF DIRECTORS

RESOLUTION NO. 2025-2

APPOINT OFFICERS OF THE DISTRICT

WHEREAS, the Bylaws of the Pioneer Plaza Community Improvement District (the "District") require the District's Board of Directors 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 as the officers of the District 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 PIONEER PLAZA COMMUNITY IMPROVEMENT DISTRICT, AS FOLLOWS:

1. Jason Swords is appointed Chairman of the District.
2. Mark Moberly is appointed Secretary of the District.
3. Mark McHugh is appointed Treasurer of the District.
4. Each officer of the District shall exercise those powers and perform those duties as set forth in the Bylaws of the District.
5. This Resolution shall take effect immediately.

PASSED by the Board of Directors of the Pioneer Plaza Community Improvement District on March 12, 2025.

Jason Swords, Executive Director

PIONEER PLAZA COMMUNITY IMPROVEMENT DISTRICT

RESOLUTION OF THE BOARD OF DIRECTORS

RESOLUTION NO. 2025-3

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

WHEREAS, the Pioneer Plaza 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 4/30/2025 and appropriate funds for payment of the District's expenses.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE PIONEER PLAZA 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 the Pioneer Plaza Community Improvement District on March 12, 2025.

Jason Swords, Executive Director

EXHIBIT A

FYE 4/30/2026 BUDGET

Proposed Budget for
Pioneer Plaza
Community Improvement District
Fiscal Year Ending April 30, 2026

Date of Budget Submittal:	January 23, 2025
District Point of Contact Information:	Polsinelli PC c/o Amy Grant (816) 753-1000 agrant@polsinelli.com

BUDGET MESSAGES:

The purpose of the District is to provide funding for demolition and the construction of certain improvements and the provision of certain services within the District's boundaries. The improvements initially contemplated include demolition of existing structures, site work, grading, infrastructure improvements, parking improvements/structures, additional improvements/structures, utility improvements, right-of-way improvements, landscaping, lawns, and trees, as well as any other improvements (the "Improvements") or services (the "Services") permitted by the CID Act. 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, and the costs of the Improvements to be financed by the District shall include all associated design, architecture, engineering, financing costs incurred to finance such Improvements, legal and administrative costs of same. The District may also provide funding for the District's formation and its ongoing operation and administration costs on an annual basis

The Pioneer Plaza Community Improvement District was established by the City Council of Kansas City, Missouri on June 11, 2020. The District was formed for the purposes of providing revenue sources to assist with and support the financing of the costs of certain improvements that serve the area encompassing the District. The District's sole source of revenue is a 1.0% sales tax, the collection of which commenced on January 1, 2021 and will terminate after 20 years.

Services as expected to include cleaning, maintenance, and other services the District may provide or cause to be provided under Section 67.1461 of the CID Act.

PIONEER PLAZA COMMUNITY IMPROVEMENT DISTRICT

FYE 4/30/2026 PROPOSED BUDGET

		FYE 4/30/2026* (proposed)
FUNDS AVAILABLE:		
- Cash on Hand (Beginning of Fiscal Year)	$	13,500
ESTIMATED REVENUE:		
- 1% CID Sales and Use Tax (effective 1/1/2021)^	$	170,000
- Interest	$	10
TOTAL ESTIMATED FUNDS AVAILABLE & REVENUE:	$	**183,510**
ESTIMATED EXPENDITURES:		
- Payment of TIF EATs to City (50% of CID Revenues)	$	85,000
- Bank Fees	$	20
- City Annual Submission Review Fee	$	1,000
- D&O Board of Directors Insurance	$	1,200
- Legal Fees	$	5,000
- Admin Costs	$	200
- Reimbursement to Developer Project Costs^^	$	80,000
See attached Pay App for detailed breadown of Project Costs		
TOTAL ESTIMATED EXPENDITURES:	$	**172,420**
FUNDS AVAILABLE:		
- Cash on Hand End of Fiscal Year	$	**11,090**

* Estimated values.

^^ The Repayment of Developer Advances, including interest, will be done in compliance with the Reimbursement Agreement entered into by the CID and the Developer.

APPLICATION AND CERTIFICATION FOR PAYMENT

AIA DOCUMENT G702

TO OWNER: LR-Kansas City 1, LLC
327 W. Maple Avenue
Monrovia, CA 91016

PROJECT: Price Chopper #17
5615 E Bannister Rd
KC MO 64137

APPLICATION NO: Thirteen (13)
APPLICATION DATE: 9/2/2021
PERIOD TO: 9/2/2021

Distribution to:
[X] OWNER
[ ] ARCHITECT
[ ] CONTRACTOR
[ ]
[ ]

FROM CONTRACTOR:
Fogel-Anderson Construction Co.
1212 E. 8th. Street
Kansas City, Missouri 64106

VIA ARCHITECT:
Gastinger Walker

PROJECT NO: 20-514

CONTRACT FOR: Price Copper #17

CONTRACT DATE: 9/18/2020

CONTRACTOR'S APPLICATION FOR PAYMENT

Application is made for payment, as shown below, in connection with the Contract.
Continuation Sheet, AIA Document G703, is attached.

1. ORIGINAL CONTRACT SUM		$ 7,337,218.00
2. Net change by Change Orders		$ 344,418.55
3. CONTRACT SUM TO DATE (Line 1 ± 2)		$ 7,681,636.55
4. TOTAL COMPLETED & STORED TO DATE (Column G on G703)		$ 7,681,636.55
5. RETAINAGE:		
a. ____ % of Completed Work (Column D + E on G703)	$ -	
b. ____ % of Stored Material (Column F on G703)	$ -	
Total Retainage (Lines 5a + 5b or Total in Column I of G703)		$ -
6. TOTAL EARNED LESS RETAINAGE (Line 4 Less Line 5 Total)		$ 7,681,636.55
7. LESS PREVIOUS CERTIFICATES FOR PAYMENT (Line 6 from prior Certificate)		$ 7,557,785.00
8. CURRENT PAYMENT DUE		$ 123,851.55
9. BALANCE TO FINISH, INCLUDING RETAINAGE (Line 3 less Line 6)		$ -

CHANGE ORDER SUMMARY	ADDITIONS	DEDUCTIONS
Total changes approved in previous months by Owner	$268,648.45	$48,081.45
Total approved this Month	$ 123,851.55	$0.00
TOTALS	$392,500.00	$48,081.45
NET CHANGES by Change Order	$344,418.55	

The undersigned Contractor certifies that to the best of the Contractor's knowledge, information and belief the Work covered by this Application for Payment has been completed in accordance with the Contract Documents, that all amounts have been paid by the Contractor for Work for which previous Certificates for Payment were issued and payments received from the Owner, and that current payment shown herein is now due.

CONTRACTOR: FOGEL-ANDERSON CONSTRUCTION CO.

By: _____ Date: 9/2/2021
Stephen Sprenger, Controller

State of: MISSOURI County of: JACKSON
Subscribed and sworn to before me this 2nd Day of September, 2021
Notary Public: _____
My Commission expires: 11/25/2023

NICOLE MOORE Notary Public Commission # 19704999 Jackson County NOTARY SEAL STATE OF MISSOURI Expires 11-25-2023

ARCHITECT'S CERTIFICATE FOR PAYMENT

In accordance with the Contract Documents, based on on-site observations and the data comprising the application, the Architect certifies to the Owner that to the best of the Architect's knowledge, information and belief the Work has progressed as indicated, the quality of the Work is in accordance with the Contract Documents, and the Contractor is entitled to payment of the AMOUNT CERTIFIED.

AMOUNT CERTIFIED . . . . . $ _____

(Attach explanation if amount certified differs from the amount applied. Initial all figures on this Application and onthe Continuation Sheet that are changed to conform with the amount certified.)
ARCHITECT:

By: _____ Date: _____

This Certificate is not negotiable. The AMOUNT CERTIFIED is payable only to the Contractor named herein. Issuance, payment and acceptance of payment are without prejudice to any rights of the Owner or Contractor under this Contract.

CONTINUATION SHEET

"CONTRACT EXHIBT C"

AIA DOCUMENT G703

AIA Document G702, APPLICATION AND CERTIFICATION FOR PAYMENT, containing Contractor's signed certification is attached.

In tabulations below, amounts are stated to the nearest dollar.

Use Column I on Contracts where variable retainage for line items may apply.

APPLICATION NO: Thirteen (13)
APPLICATION DATE: 9/2/2021
PERIOD TO: 9/2/2021
PROJECT NO: 20-514

A	B	C	D	E	F	G		H	I
				WORK COMPLETED THIS APPLICATION		TOTAL COMPLETED AND STORED TO DATE (D+E+F)	% (G ÷ C)	BALANCE TO FINISH (C - G)	RETAINAGE
ITEM NO.	DESCRIPTION OF WORK	SCHEDULED VALUE	PREVIOUS APPLICATIONS	WORK IN PLACE	STORED MATERIALS NOT IN D OR E				
0001	Mobilization	$ 10,000	$ 10,000.00			$ 10,000.00	100%	$ -	$ -
0002	General Conditions	$ 357,948	$ 357,948.00			$ 357,948.00	100%	$ -	$ -
0003	Overhead & Fee	$ 372,061	$ 372,061.00			$ 372,061.00	100%	$ -	$ -
0004	General Liability Insurance	$ 34,451	$ 34,451.00			$ 34,451.00	100%	$ -	$ -
0005	Performance & Payment Bond	$ 40,665	$ 40,665.00			$ 40,665.00	100%	$ -	$ -
0006	Winter Conditions	$ 35,000	$ 35,000.00			$ 35,000.00	100%	$ -	$ -
0007	Demolition	$ 57,490	$ 57,490.00			$ 57,490.00	100%	$ -	$ -
0008	Concrete	$ 938,357	$ 938,357.00			$ 938,357.00	100%	$ -	$ -
0009	Masonry	$ 331,460	$ 331,460.00			$ 331,460.00	100%	$ -	$ -
0010	Metals	$ 633,528	$ 633,528.00			$ 633,528.00	100%	$ -	$ -
0011	Wood, Plastics and Composites	$ 41,020	$ 41,020.00			$ 41,020.00	100%	$ -	$ -
0012	Thermal and Moisture Protection	$ 401,871	$ 401,871.00			$ 401,871.00	100%	$ -	$ -
0013	Membrane Roofing	$ 444,500	$ 444,500.00			$ 444,500.00	100%	$ -	$ -
0014	Doors, Windows and Glazing	$ 181,607	$ 181,607.00			$ 181,607.00	100%	$ -	$ -
0015	Finishes	$ 624,056	$ 624,056.00			$ 624,056.00	100%	$ -	$ -
0016	Specialties	$ 18,105	$ 18,105.00			$ 18,105.00	100%	$ -	$ -
0017	Equipment	$ 15,883	$ 15,883.00			$ 15,883.00	100%	$ -	$ -
0018	Fire Suppression	$ 125,925	$ 125,925.00			$ 125,925.00	100%	$ -	$ -
0019	Plumbing	$ 488,950	$ 488,950.00			$ 488,950.00	100%	$ -	$ -
0020	Mechanical HVAC	$ 466,000	$ 466,000.00			$ 466,000.00	100%	$ -	$ -
0021	Electrical	$ 802,189	$ 802,189.00			$ 802,189.00	100%	$ -	$ -
0022	Earthwork	$ 328,379	$ 328,379.00			$ 328,379.00	100%	$ -	$ -
0023	Exterior Improvements	$ 132,336	$ 132,336.00			$ 132,336.00	100%	$ -	$ -
0024	Site Utilities	$ 204,210	$ 204,210.00			$ 204,210.00	100%	$ -	$ -
0025	Asphalt Paving	$ 85,420	$ 85,420.00			$ 85,420.00	100%	$ -	$ -
0026	Landscaping & Irrigation	$ 165,807	$ 165,807.00			$ 165,807.00	100%	$ -	$ -
0027	PCCO #001	$ 77,155.21	$ 77,155.21			$ 77,155.21	100%	$ -	$ -
0028	PCCO #002	$ (48,081.45)	$ (48,081.45)			$ (48,081.45)	100%	$ -	$ -
0029	PCCO #003	$ 36,666.13	$ 36,666.13			$ 36,666.13	100%	$ -	$ -
0030	PCCO #004	$ 63,414.34	$ 63,414.34			$ 63,414.34	100%	$ -	$ -
0031	PCCO #005	$ 91,412.77	$ 91,412.77			$ 91,412.77	100%	$ -	$ -
0032	PCCO #006	$ 123,851.55	$ -	$ 123,851.55		$ 123,851.55	100%	$ -	$ -
	PAGE TOTALS	$ 7,681,636.55	$ 7,557,785.00	$ 123,851.55	$ -	$ 7,681,636.55	100%	$ -	$ -

PIONEER PLAZA 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

WHEREAS, the Developer has 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 PIONEER PLAZA 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 the Pioneer Plaza Community Improvement District on March 12, 2025.

Jason Swords, Executive Director

EXHIBIT A

FYE 4/30/2025 AMENDED BUDGET

PIONEER PLAZA COMMUNITY IMPROVEMENT DISTRICT

FYE 4/30/2026 AMENDED BUDGET

		FYE 4/30/2026* (amended)		FYE 4/30/2025* (proposed)
FUNDS AVAILABLE:				
- Cash on Hand (Beginning of Fiscal Year)	$	72,171.00	$	13,207.67
ESTIMATED REVENUE:				
- 1% CID Sales and Use Tax (effective 1/1/2021)^	$	134,806.60	$	165,000.00
- Interest	$	-	$	10.00
TOTAL ESTIMATED FUNDS AVAILABLE & REVENUE:	$	206,977.60	$	178,217.67
ESTIMATED EXPENDITURES:				
- Payment of TIF EATs to City (50% of CID Revenues)	$	73,824.46	$	82,500.00
- Bank Fees	$	-	$	20.00
- City Annual Submission Review Fee	$	1,000.00	$	1,000.00
- D&O Board of Directors Insurance	$	1,200.00	$	1,200.00
- Legal Fees	$	7,903.00	$	5,000.00
- Admin Costs	$	2,809.28	$	200.00
- Reimbursement to Developer Project Costs^^	$	99,765.20	$	75,000.00
See attached Pay App for detailed breadown of Project Costs				
TOTAL ESTIMATED EXPENDITURES:	$	186,501.94	$	164,920.00
FUNDS AVAILABLE:				
- Cash on Hand End of Fiscal Year	$	20,475.66	$	13,297.67

* Estimated values.

^^ The Repayment of Developer Advances, including interest, will be done in compliance with the Reimbursement Agreement entered into by the CID and the Developer.

PIONEER PLAZA COMMUNITY IMPROVEMENT DISTRICT

RESOLUTION OF THE BOARD OF DIRECTORS

RESOLUTION NO. 2025-5

AUTHORIZE FYE 4/30/2025 ANNUAL REPORT

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 PIONEER PLAZA SHOPPING CENTER 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 the Pioneer Plaza Community Improvement District on March 12, 2025.

Jason Swords, Executive Director

PIONEER PLAZA COMMUNITY IMPROVEMENT DISTRICT

RESOLUTION OF THE BOARD OF DIRECTORS

RESOLUTION NO. 2025-6

AUTHORIZE PREPARATION AND SUBMITTAL OF FYE 4/30/2025 FINANCIAL REPORT

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 PIONEER PLAZA SHOPPING CENTER 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 the Pioneer Plaza Community Improvement District on March 12, 2025.

Jason Swords, Executive Director

BYLAWS OF THE

PIONEER PLAZA COMMUNITY IMPROVEMENT DISTRICT

ARTICLE I
OFFICES, RECORDS, SEAL

1. **Principal Office.** The principal office of the Pioneer Plaza Community Improvement District (the "District") shall be located at 900 West 48th Place, Suite 900, Kansas City, Missouri 64112, or such other place as may from time to time be designated by the Board of Directors (the "Board").

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 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.

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 (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

1. **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.

2. **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. **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") are set forth below, and successors to the Initial Directors (the "Successor Directors") shall be appointed by the Mayor of the City of Kansas City, Missouri (the "City") with the consent of the City Council by resolution according to a slate submitted by the Chairman 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.

4. Initial Board of Directors. The initial Board shall consist of the following directors who shall serve the initial term and position designated below:

a. Jason Swords, Director – 4 year term
b. Mark McHugh, Director – 4 year term
c. Mark Moberly, Director – 2 year term
d. Scott Lipovac, Director – 2 year term
e. Mike Beal, Director – 2 year term

5. 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.

6. 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.

7. 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.

8. 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.

9. 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.

10. 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.

11. 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

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

2. 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.

3. Notice of Meetings. Meetings may be called by the Chairman, 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, by electronic 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. 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.

5. 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.

6. 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.

7. **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.

8. **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.

9. **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**").

10. **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

1. **General.** The officers of the District shall be a Chairman, 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 or their designated consultants. Any two or more offices may be held by the same person.

2. **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.

3. **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.

4. **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 Chairman, 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. **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.

6. **The Chairman.** The Chairman 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 Chairman shall preside at all meetings of the Board at which he or she may be present.

The Chairman 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 Chairman 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 Chairman shall be specifically appointed to any committee, the Chairman 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 Chairman shall have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws or by the Board.

7. **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 Chairman and the Board.

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.

8. 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 Chairman 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.

9. [Intentionally Deleted].

10. 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.

11. **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

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

2. **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.

3. **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.

4. **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.

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

6. **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.

7. **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.

8. Absence of Personal Liability. The directors and officers of the District are not individually or personally liable for the debts, liabilities or obligations of the District.

9. Budgets. The District will 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. 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. At the District's annual meeting, which is to be held no later than April 1, the District must adopt a budget for the next fiscal year.

10. Annual Report. Within one hundred twenty days after the end of each fiscal year, 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.

CERTIFICATE TO BYLAWS

The foregoing Bylaws were duly adopted as and for the Bylaws of the Pioneer Plaza Community Improvement District by the Board of said District at its meeting held on June 22, 2020.

Jason Sparks,
Chairman of the District

Mark Moberly,
Secretary of the District