

220829

August 31, 2022

Marilyn Sanders
City Clerk
414 E. 12th St., 25th Floor
Kansas City, Missouri 64106
Email: Marilyn.Sanders@kcmo.org

MO Department of Economic Development
P.O. Box 1157
301 W. High Street
Jefferson City, Missouri 65101
Email: ecodev@ded.mo.gov

Re: Submission of FY 2021 Annual Report for Villages Community Improvement District (the "District")

To Whom It May Concern:

As required by the Missouri Community Improvement District Act 67.1401-67.1571, RSMo., enclosed for submission by the District please find the Annual Report for the Villages Community Improvement District for the Fiscal Year ending April 30, 2021.

Enclosed herewith is a copy of the Fiscal Year 2021 Annual Report.

Sincerely,

Villages Community Improvement District



Daniel K. Carr
Chairman and Executive Director

DKC/dkc

Enclosures

cc: Ben Gamble

**ANNUAL REPORT FOR
VILLAGES COMMUNITY IMPROVEMENT DISTRICT (CID)
FOR THE FISCAL YEAR ENDING APRIL 30, 2021**

SECTION I

Date: August 31, 2022

CID Contact Information: Ben Gamble
Stinson LLP
(816) 691-3193

Richard A. Cook
Stinson LLP
(816) 691-3413

Political Subdivision or Not-for-Profit: Political Subdivision

Date of and Ordinance No.: January 8, 2015; Ordinance #141067

SECTION II

Purposes of CID and Services Performed: The purposes of the CID shall be to provide those services and improvements set forth in the Petition for establishment of the CID and the five-year plan referenced therein, and for all other lawful purposes that may be authorized by the Board and allowed by Section 67.1461 of the Revised Statutes of Missouri.

SECTION III

Board Members as of Date of Most Recent Annual Meeting:

Daniel Carr
John Davis
Kristi Stuedle
Adam Lyngar
Michael Belew

**SECTION IV
REVENUES AND EXPENSES**

Income:		
a)	Beginning Balance as of May 1, 2021	\$ 209,688.61
b)	Sales Tax Revenues (May 2021 - April 2022)	\$ 297,645.67
c)	Use Tax Revenues (May 2021 - April 2022)	\$ 7,309.22
	Total Income	<u>\$514,643.50</u>
Expenses:		
a)	Expenses Paid by District Expenses (May 2021 – April 2022)	\$ 118,434.24
	Total Expenses	<u>\$ 118,434.24</u>
	Total Income	\$ 514,643.50
	Less: Total Expenses	\$ 118,434.24
	Balance as of April 30, 2022	\$ 396,209.26

**SECTION V
APPROVED EXPENSES TO BE DISBURSED**

Reimbursed Expenses:

I	Administrative	
	a) Legal Fees	\$ 7,234.24
	b) Insurance Fees	<u>\$ 1,200.00</u>
	Sub-Total	<u>\$ _____</u>
II	Services	
	a)	\$ _____ 0
	b)	<u>\$ _____ 0</u>
	Sub-Total	<u>\$ _____ 0</u>
III	Capital Investments	
	a) Hard Costs	\$ _____ 0
	b) Soft Costs	<u>\$ _____ 0</u>
	Sub-Total	<u>\$ _____ 0</u>
IV	Other	
	a)	\$ _____ 0
	b)	<u>\$ _____ 0</u>
	Sub-Total	<u>\$ _____ 0</u>
Reimbursable Expenses Total		
I	Administrative	\$ _____ 0
II	Services fees	\$ _____ 0
III	Capital Improvements	<u>\$ 110,000.00</u>
IV	Other	<u>\$ _____ 0</u>
	Total Expenses	<u>\$ 118,434.24</u>

SECTION VI
RESOLUTIONS APPROVED DURING FISCAL YEAR (COPIES ATTACHED)

Number	Resolution Title	Date Adopted
2022-01	Ratification and Adoption of FY 2022 Budget	April 29, 2022
2022-02	Appointment of Successor Directors	April 29, 2022
2022-03	Re-Appointment of Replacement Officers, as amended	April 29, 2022
2022-04	Reimbursing Developer Reimbursable Costs	April 29, 2022

THE VILLAGES COMMUNITY IMPROVEMENT DISTRICT

RESOLUTION OF THE VILLAGES COMMUNITY IMPROVEMENT DISTRICT TO RATIFY, ADOPT, AND APPROVE THE FISCAL YEAR 2021 ANNUAL BUDGET OF THE DISTRICT.

WHEREAS, the Villages Community Improvement District (the "District") was formed on January 8, 2015, by Ordinance No. 141067 adopted by the City Council of the City of Kansas City, Missouri, is a public body created under the authority of the Missouri Community Improvement District Act, Section 67.1401, et seq., RSMo, as amended (the "Act") and is transacting business and exercising powers granted by the Act;

WHEREAS, the District desires to ratify, adopt, and approve the Annual Budget for Fiscal Year 2022 attached hereto as Exhibit A;

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

1. The Annual Budget for Fiscal Year 2022, estimating a beginning balance of \$232,904.00, total revenues of \$479104.00, total expenses of \$419,997.80, and an ending balance of \$59,106.20, as attached hereto as Exhibit A, is hereby ratified, approved, and adopted.
2. This resolution shall take effect immediately.

Adopted this 19th day of April, 2022.



Daniel K. Carr, Chairman

ATTEST:



Kristi Stuedle, Secretary

EXHIBIT A

ANNUAL BUDGET FOR FISCAL YEAR 2021 THE VILLAGES COMMUNITY IMPROVEMENT DISTRICT

Budget Message

The Villages Community Improvement District (the "District") was formed on January 8, 2015, by Ordinance No. 141067 adopted by the City Council and is a public body created under the authority of the Missouri Community Improvement District Act, Section 67.1401, et seq. RSMo, as amended (the "CID Act"). The CID Act requires the Board of Directors of the District to hold an annual meeting and adopt an annual budget. The fiscal year of the District is, pursuant to the CID Act, the same as the fiscal year of the City, which runs from May 1 of the current year to April 30 of the following year.

This annual budget pertains to the District as contemplated by its Board of Directors for the fiscal year beginning on May 1, 2022 and ending on April 30, 2023. This annual budget contains the following important features, pursuant to Section 67.010.1 RSMo:

1. A Budget Message;
2. Estimated revenues from all sources for FY 2022, itemized by fund and source, together with a comparison of such estimated revenues for FY 2021 and FY 2020;
3. Proposed expenditures for each classification for FY 2022, together with a comparison of such estimated expenditures for FY 2021 and FY 2020;
4. The amount required for the payment of interest, amortization, and redemption charges on the debt of the District; and
5. A Budget Summary.

The District is not authorized to impose special assessments within the District. Resolution No. 2015-09 of the District approved the imposition of a one percent (1%) sales and use tax on sales within the District, as approved by the qualified voters of the District.

Budget Summary

This annual budget for FY 2022 shows an estimated beginning balance of \$232,904.00, estimated total revenues of \$479,104.00, estimated total expenditures of \$13,296.00, and an estimated ending balance of \$59,106.20. Pursuant to Section 67.010.2 RSMo, the total proposed expenditures do not exceed the estimated revenues to be received plus any unencumbered balance estimated for the beginning of the budget year.

**ANNUAL BUDGET FOR FISCAL YEAR 2021
THE VILLAGES COMMUNITY IMPROVEMENT DISTRICT¹**

Projected District Revenues	FY 2022	FY 2021	FY 2020
Beginning Balance:	\$232,904.00	\$0.00	\$32,750.85
Sales Tax Revenues:	\$245,000.00	\$245,000.00	\$245,000.00
Use Tax Revenues:	\$1,200.00	\$1,200.00	\$1,200.00
Total Projected District Revenues:	\$479,104.00	\$246,200.00	\$278,950.85
Projected District Expenses			
Public Improvements Costs:	\$0	\$0	\$20,000.00
Maintenance Costs:	\$0	\$0	\$2,500.00
Reimbursement Costs to Third Parties:	\$408,797.80 ²	\$0	\$245,670.85
Interest, Amortization, and Redemption Costs on District Debt	\$0	\$0	\$0
Accounting Fees:	\$0	\$0	\$0
Legal Fees:	\$10,000.00	\$12,000.00	\$7,000.00
Insurance Costs:	\$1,200.00	\$1,296.00	\$1,280.00
Architectural and Engineering Fees:	\$0	\$0	\$2,500.00
Other Operating Costs:	\$0	\$0	\$0
Total Projected District Expenses:	\$419,997.80	\$13,296.00	\$278,950.85
Ending Balance:	\$59,106.20	\$232,904.00	\$0

¹ The figures for Fiscal Years 2021 and 2020 reflect the previously stated estimates for each such Fiscal Year and do not reflect the actual balances, revenue, and expenditures. These estimates are shown for comparative purposes only.

² Developer incurred certified reimbursable costs in the amount of \$425,612.60 in FY18; \$235,524.20 was reimbursed or paid by the District, on behalf of Developer, in FY19; \$0.00 was reimbursed in FY20; and the remaining balance of FY18 certified reimbursable costs, totaling \$408,797.80, is to be reimbursed to Developer as District funds become available.

THE VILLAGES COMMUNITY IMPROVEMENT DISTRICT

RESOLUTION OF THE VILLAGES COMMUNITY IMPROVEMENT DISTRICT
ADOPTING THE NOMINATING SLATE OF SUCCESSOR DIRECTORS AND
ADOPTING THE APPOINTMENT OF SUCCESSOR DIRECTORS

WHEREAS, the Villages Community Improvement District (the "District") was formed on January 8, 2015, by Ordinance No. 141067 adopted by the City Council of the City of Kansas City, Missouri, is a public body created under the authority of the Missouri Community Improvement District Act, Section 67.1401, et seq., RSMo, as amended (the "Act") and is transacting business and exercising powers granted by the Act;

WHEREAS, John Davis has tendered his resignation as a member of the Board of Directors to the District and therefore no longer wishes to serve on the Board of Directors of the District. The Board of Directors of the District has previously approved the appointment of Leanne Carr to serve out the remainder of John Davis' Director term;

WHEREAS, prior to the next annual meeting of the District, Michael Belew and Daniel K. Carr will have completed their initial terms as Directors of the District, and each wished to continuing serving in the same capacity for the District;

WHEREAS, the Board of Directors of the District desires to adopt the nominating slate of Successor Directors, attached hereto as Exhibit A (the "Nominating Slate"), pursuant to Article V, Section B(5) of the District's Formation Petition; and Article III, Section 5 of the District's Bylaws;

WHEREAS, the Board of Directors desires to submit the Nominating Slate to the City Clerk of the City of Kansas City as required pursuant to Section 67.1451 of the Act; Article V, Section B(5) of the District's Formation Petition; and Article III, Section 5 of the District's Bylaws;

WHEREAS, the Board of Directors desires to adopt the reappointment of Michael Belew and Daniel K. Carr, each for a term of four years, and each with an effective term commencement date of January 8, 2023 and expiring on January 8, 2027;

WHEREAS, the Board of Directors desires to adopt the appointment of Leanne Carr, to serve out the remainder of the term currently held by John Davis, with an effective term commencement date of April 19, 2022 and expiring on January 8, 2023;

WHEREAS, prior to the next annual meeting of the District, Leanne Carr, who the Board of Directors of the District has appointed to serve out the remainder of John Davis' term, will have completed her initial term as Direct of the District, and wished to continuing serving in the same capacity of the District;

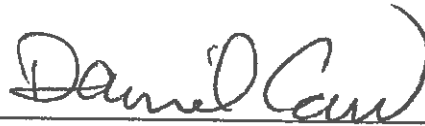
WHEREAS, pursuant to Article V, Section 5 of the District's Formation Petition, such re-appointments shall become effective upon (i) the issuance of an Ordinance by the City Council for

the City of Kansas City, approving the nomination and appointment of the Successor Directors pursuant to the Nominating Slate; or (ii) inaction by the Mayor of the City of Kansas City for a period of 30 days following the submission of the Nominating Slate by the Board of Directors of the District (whichever occurs first);

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

1. The Nominating Slate is approved and adopted.
2. The appointment by the Mayor of the City of Kansas City, of Michael Belew, Daniel K. Carr, and Leanne Carr as Directors for the District pursuant to the Nominating Slate is approved and adopted.
3. To the extent permitted by the Act and by the Bylaws of the District, the Chairman or such other designated Officer is hereby authorized to take any action as may be necessary relating to the nomination, approval, and appointment of Successor Directors, and is further authorized to execute and submit any documentation that may be necessary for the same.
4. This resolution shall take effect immediately.

Adopted, as amended, this 19th day of April, 2022.



Daniel K. Carr, Chairman

ATTEST:



Kristi Stuedle, Secretary

EXHIBIT A

Nominating Slate

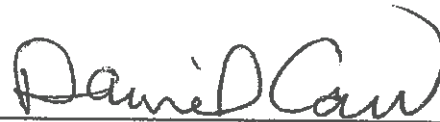
The Board of Directors, on behalf of the Villages Community Improvement District, hereby does submit for your consideration and appointment, the following slate of candidates to be appointed to the three positions of Successor Director. The following candidates have each been duly nominated by two sitting Directors as required by Missouri Community Improvement District Act, Section 67.1451, et seq., RSMo, as amended (the "Act"); Article V, Section B(5) of the District's Formation Petition; and Article III, Section 5 of the District's Bylaws. If appointed, Michael Belew and Daniel K. Carr will serve a term of four years beginning on the dates set forth in Resolution No. 2022-02, and Leanne Carr will serve out the remainder of the Director term vacated by John Davis and expiring on January 8, 2023, consistent with the District's Formation Petition and Bylaws.

Michael Belew

Daniel K. Carr

Leanne Carr

Adopted, as amended, this 19th day of April, 2022.



Daniel K. Carr, Chairman

ATTEST:



Kristi Stuedle, Secretary

THE VILLAGES COMMUNITY IMPROVEMENT DISTRICT

**RESOLUTION OF THE VILLAGES COMMUNITY IMPROVEMENT DISTRICT
APPOINTING OFFICERS AND APPOINTING REPLACEMENT OFFICERS.**

WHEREAS, the Villages Community Improvement District (the "District") was formed on January 8, 2015, by Ordinance No. 141067 adopted by the City Council of the City of Kansas City, Missouri, is a public body created under the authority of the Missouri Community Improvement District Act, Section 67.1401, et seq., RSMo, as amended (the "Act") and is transacting business and exercising powers granted by the Act;

WHEREAS, the Board of Directors of the District desire to appoint the following Directors to the following respective Officer positions for a one-year term:

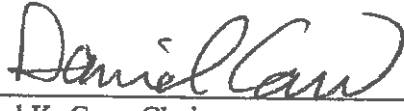
Daniel K. Carr, Chairman
Adam Lyngar, Vice Chairman
Daniel K. Carr, Executive Director
Kristi Stuedle, Secretary
Kristi Stuedle, Treasurer

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

1. Daniel K. Carr is appointed Chairman of the District.
2. Adam Lyngar is appointed Vice Chairman of the District.
3. Daniel K. Carr is appointed Executive Director of the District.
4. Kristi Stuedle is appointed Secretary of the District.
5. Kristi Stuedle is appointed Treasurer of the District.
6. To the extent permitted by the Act and by the Bylaws of the District, the Chairman or such other designated Officer is hereby authorized to take any action as may be necessary relating to the appointment of the Officers, and is further authorized to execute and submit any documentation that may be necessary for the same.
7. This resolution shall take effect immediately.

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Adopted, this 19th day of April, 2022.



Daniel K. Carr, Chairman

ATTEST:


Kristi Stuedle, Secretary

THE VILLAGES COMMUNITY IMPROVEMENT DISTRICT

**RESOLUTION OF THE VILLAGES COMMUNITY IMPROVEMENT DISTRICT
REIMBURSING THE DEVELOPER REIMBURSABLE COSTS INCURRED IN
DEVELOPMENT OF THE CID IMPROVEMENTS.**

WHEREAS, the Villages Community Improvement District (the "District") was formed on January 8, 2015, by Ordinance No. 141067 adopted by the City Council of the City of Kansas City, Missouri, is a public body created under the authority of the Missouri Community Improvement District Act, Section 67.1401, et seq., RSMo, as amended (the "Act") and is transacting business and exercising powers granted by the Act;

WHEREAS, the District wishes to authorize the Chairman or Executive Director, on behalf of the District, to reimburse SCV Office, LLC (the "Developer") pursuant to that certain Development and Reimbursement Agreement dated April 29, 2016, as amended by that certain First Amendment to Development and Reimbursement Agreement dated on or about April 29, 2020 (collectively, as amended, the "Reimbursement Agreement") for Reimbursable Costs (as defined in the Reimbursement Agreement) incurred by Developer in the development of the CID Improvements, to the extent and as such funds are and become available to the District.

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

1. The Chairman or Executive Director is authorized, on behalf of the District, to reimburse the Developer pursuant to the Reimbursement Agreement for the Reimbursable Costs set forth in substantially the same form as the Certificate of Reimbursable Costs attached hereto as Exhibit A (the "Certificate"), to the extent and as such funds are and become available to the District.
2. Legal counsel for the District is authorized, on behalf of the District, to review and confirm the eligibility of all Reimbursable Costs shown on the Certificate, and to make any and all revisions necessary, at legal counsel's discretion, upon receipt and review of all supporting documentation evidencing such eligibility.
3. The District hereby ratifies and acknowledges all prior reimbursements or other payments made by the Chairman or Executive Director, on behalf of the District, pursuant to the Reimbursement Agreement and as specifically noted in the Certificate of Reimbursable Costs.
4. This resolution shall take effect immediately.

Adopted this 29th day of April, 2022.



Daniel K. Carr, Chairman

ATTEST:



Kristi Stuedle, Secretary

EXHIBIT A

Certificate of Reimbursable Costs

[See attached]

CERTIFICATE OF REIMBURSABLE PROJECT COSTS

To: Chairman, The Villages Community Improvement District


Re: Certificate of Reimbursable Project Costs

Terms not otherwise defined herein shall have the meaning ascribed to such terms in the Development and Reimbursement Agreement dated as of April 29, 2016, as amended by that certain First Amendment to Development and Reimbursement Agreement dated as of April 29, 2020 (as amended, the "Agreement"), by and among **THE VILLAGES COMMUNITY IMPROVEMENT DISTRICT** (the "District"), **SCV FUND I, LLC** (the "Developer"), and **SCV OFFICE, LLC** ("SCV Office"). In connection with said Agreement, the undersigned hereby states and certifies that:

1. Each item listed on Schedule 1 attached hereto is a Reimbursable Cost and was incurred in connection with the construction of the CID Improvements.
2. These Reimbursable Costs have been incurred by SCV Office and are reimbursable under the Agreement and the CID Act.
3. Except as noted on Schedule 1, no moneys have previously been paid or reimbursed from money derived from the District Sales Tax.
4. No item listed on Schedule 1 has been included in any other certificate previously filed with the District.
5. There has not been filed with or served upon SCV Office any notice of any lien, right of lien or attachment upon or claim affecting the right of any person, firm or corporation to receive payment of the amounts stated in this request, except to the extent any such lien is being contested in good faith.
6. All necessary permits and approvals required for the work for which this certificate relates have been issued and are in full force and effect.
7. All work for which payment or reimbursement is requested has been performed in a good and workmanlike manner and in accordance with the Agreement.
8. If any cost item to be reimbursed under this Certificate is deemed not to constitute a Reimbursable Cost within the meaning of the Agreement and the CID Act, SCV Office shall have the right to substitute other eligible Reimbursable Costs for payment hereunder.
9. SCV Office is not in default or breach of any term or condition of the Agreement, and no event has occurred and no condition exists which constitutes an event of default by SCV Office under the Agreement.
10. All of the SCV Office's representations set forth in the Agreement remain true and correct as of the date hereof.
11. Receipts are attached and spreadsheet submitted showing budget amount and costs, payee, percentage of budget amount paid, remaining amount to be paid.


Dated this 19th day of April, 2022.

SCV Office, LLC

By: 
Daniel K. Carr, Manager

Approved for Payment this 19th day of April, 2022:

The Villages Community Improvement District

By: 
Name: Daniel K. Carr
Title: Chairman

SCHEDULE 1 TO CERTIFICATE OF REIMBURSABLE PROJECT COSTS

<u>Itemization of Reimbursable Costs Incurred by SCV Office, LLC</u>	
Description	Amount
Public Sewer	\$ 17,360.00
Public Storm System	\$ 79,975.00
Public Water	\$ 157,486.00
Earthwork	\$ 75,500.00
Concrete	\$ 106,164.00
Asphalt	\$ 108,891.00
Traffic Control	\$ 5,418.00
Street Lighting	\$ 109,124.00
Seeding	\$ 1,219.00
Bond for Waterline	\$ 3,185.00
Total	\$ 664,322.00

<u>Reimbursements or Direct Payments made from District Revenues (as of date of this Certificate)</u>				
Description	Payee	Date of Payment	Check No.	Amount
Direct Payment against total incurred reimbursable costs, paid by District on behalf of SCV Office	Fleshman Construction Inc.	5/24/19	1778	\$99,836.00
Direct Payment against total incurred reimbursable costs, paid by District on behalf of SCV Office	Fleshman Construction Inc.	12/19/19	1781	\$51,366.20
Reimbursement Payment against total incurred reimbursable costs, paid by District on behalf of SCV Office	SCV Office LLC	12/30/19	1782	\$84,322.00
Reimbursement Payment against total incurred reimbursable costs, paid by District on behalf of SCV Office	SCV Office LLC	8/31/22	Transfer	\$50,000.00
Reimbursement Payment against total incurred reimbursable costs, paid by District on behalf of SCV Office	SCV Office LLC	12/2/21	Transfer	\$50,000.00
Reimbursement Payment against total incurred reimbursable costs, paid by District on behalf of SCV Fund I LLC	SCV Fund I LLC	4/15/22	Transfer	\$10,000.00

<u>Total Reimbursed or Paid by District</u>				<u>\$ 345,524.20</u>
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<u>Total Outstanding Reimbursable Costs for FY22 Improvements (to be reimbursed to SCV Office as funds become available)</u>				<u>\$ 328,797.80</u>
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