

Board Meeting Agenda

Tax Increment Financing Commission

City of Kansas City, Missouri

DATE: April 9, 2024
TIME: **9:30 a.m.**
PLACE: Economic Development Corporation Board Room, 4th Floor
300 Wyandotte
Kansas City, Missouri

Videoconference

<https://us06web.zoom.us/j/89120225749?pwd=cHc3OTlpMmFNK2pqZFIGdEROazlvdz09>

Meeting ID: 891 2022 5749

Passcode: 199445

By Telephone: +1 312 626 6799

PUBLIC HEARING AGENDA ITEMS

JACKSON COUNTY/HICKMAN MILLS

PUBLIC HEARING – 9:30 AM

ROLL CALL

1. **Pioneer Plaza – 1st Amendment TIF Plan: Consideration of approval of the First Amendment of the Pioneer Plaza TIF Plan and other matters related thereto. (David Leader)**

Action recommended: CONTINUING THE PUBLIC HEARING TO 9:30 AM MAY 14, 2024.

JACKSON COUNTY/KCMO

PUBLIC HEARING – 9:35 AM

ROLL CALL

2. **Proposed 14th & Wyandotte TIF Plan: Consideration of approval of the proposed 14th & Wyandotte TIF Plan, and other matters related thereto. (David Leader)**

Action recommended: CONTINUING THE PUBLIC HEARING TO 9:35 AM MAY 14, 2024.

ADMINISTRATIVE TIF COMMISSION AGENDA ITEMS

MINUTES

3. **Consideration of acceptance of Minutes of the following Administrative and Counties/School Districts, and other matters related thereto. (La’Sherry Banks) Exhibit 3 & 3A**

The minutes of the March 12, 2024, and March 26, 2024, meetings are included for the Commission’s review prior to the meetings.

Action recommended: ACCEPTANCE OF THE ADMINISTRATIVE COMMISSION AND RELATED COUNTIES/SCHOOL DISTRICTS MINUTES AS PRESENTED.

COST CONSENT ITEMS RELATED TO SPECIFIC TIF PLANS

4. Cost Consent Agenda: Consideration of approval of the Cost Consent Agenda, and other matters related thereto. (Gloria Garrison) Exhibit 4

The Cost Consent Agenda items for April 2024 are included in the Commission’s Board Packets for review prior to the meeting. The following items are included:

- Cost Certifications (**Exhibit 4**)

KCI Corridor TIF Plan: Consideration of certification of costs totaling \$87,086.26 and other matters related thereto. (Jennifer Brasher)

| | |
|---------------------------------|---|
| Request from: | MD Management, Inc |
| Total amount requested: | \$87,086.26 |
| Use of funds: | Commission Expenses & Project Expenses |
| Cost certifier: | Ralph Johnson |
| Questioned or disallowed costs: | None |
| EATs reporting requirement: | 77% compliant for the current reporting period (2 nd Half 2023). 1 st half reports due 1-31-2024. 82% Compliant for the last reporting period |

Notes: Certification Report 2021-28 for costs related to commission expenses, project 7D, project 17, project 21 and construction period interest. A portion of this request will be paid from a bond draw—see schedule below.

| | Bond Draw Portion- | | |
|-----------------------------|--|------------------------------|----------------------------|
| | Project, Surplus & Admin Fund | Pay As You Go Portion | Total Certification |
| <hr/> | | | |
| KCI Corridor | | | |
| MDM - Commission Exp | \$ 1,962.50 | | \$ 1,962.50 |
| MDM - Project 7D | 84,547.98 | | 84,547.98 |
| MDM - Project 17 | 537.84 | | 537.84 |
| MDM - Project 21 | 13.23 | | 13.23 |
| MDM - Const Period Interest | 24.71 | | 24.71 |
| | <hr/> | | |
| | \$ 87,086.26 | \$ - | \$ 87,086.26 |

Recommendation: Approval of certification of costs totaling \$87,086.26. Reimbursement is subject to the issuance of a Certificate of Partial Completion.

Parvin Road TIF Plan: Consideration of certification of costs totaling \$488,570 and other matters related thereto. (Jennifer Brasher)

Request from: Hunt Midwest
Total amount requested: \$488,570
Use of funds: Projects 1, 3, 4
Cost certifier: Novak Birks
Questioned or disallowed costs: None
EATs reporting requirement: 79% compliant for the current reporting period (2nd Half 2023). 1st half reports due 1-31-2024.
93% Compliant for the last reporting period

Notes: Certification Report #142 for costs related to projects 1, 3, and 4.

Recommendation: Approval of certification of costs totaling \$488,570. Reimbursement is subject to the issuance of a Certificate of Partial Completion.

87th & Hillcrest TIF Plan: Consideration of certification of costs totaling \$32,371 and other matters related thereto. (Jennifer Brasher)

Request from: Foley Industries Inc.
Total amount requested: \$32,371
Use of funds: Finance Charges (Permanent Loan) and Fees
Cost certifier: Hood & Associates CPAs PC
Questioned or disallowed costs: \$32,371
EATs reporting requirement: 100% compliant for the current reporting period (2nd Half 2023). 1st half reports due 1-31-2024. 100% Compliant for the last reporting period

Notes: Certification Report Draw #20 for finance charges related to the permanent loan and fees.

Recommendation: Approval of the certification of costs totaling \$32,371.

Action recommended: APPROVAL OF THE COST CONSENT AGENDAS AND AUTHORIZE AND DIRECT THE CHAIR, VICE-CHAIR, OR EXECUTIVE DIRECTOR TO EXECUTE A RESOLUTION APPROVING THE SAME.

CERTIFICATES OF COMPLETION & COMPLIANCE RELATED TO SPECIFIC TIF PLANS

5. Parvin Road Corridor TIF Plan: Consideration of Approval of a Certificate of Partial Completion and Compliance in Connection with Project and Public Improvements within the Parvin Road Corridor TIF Plan, and other matters related thereto. (Sandra L. Rayford) Exhibit 5

This Certificate of Partial Completion and Compliance is issued to Hunt Midwest Real Estate Development, Inc. (the “Redeveloper”), in accordance with Section 19 of the Amended and Restated Redevelopment Agreement (the “Redevelopment Agreement”), dated June 8, 2013 and amended on March 16, 2018 , April 1, 2022 and October 17, 2022 between the Tax

Increment Financing Commission of Kansas City, Missouri (the “Commission”) and the Redeveloper for the implementation of a portion of the Uncompleted Private Project Improvements and Uncompleted Public Improvements described on **Exhibit A**, attached hereto (the “Partially Completed Public Improvements”), and identified by the Parvin Road Corridor Tax Increment Financing Plan, as amended (the “TIF Plan”) and for which Redevelopment Project Costs were requested by the Redeveloper as of January 31, 2024 and thereafter submitted and certified, pursuant to the Novak Birks, P.C.’s Independent Accountant’s Report, dated March 13, 2024 (the “Cost Certifier Report”) and Commission Resolution No. 4-__-24 (the “Certification of Costs Resolution”).

The TIF Plan, which was approved by City Council on December 14, 2000 and which has been amended several times thereafter by a series of Ordinances passed by the City Council, provides for design of, expansion, and improvement of the public infrastructure within the Redevelopment Area necessary to accommodate an expansion of the existing above-ground industrial park and the underground industrial and commercial complex known as the SubTropolis, together with all appurtenances necessary to adequately address the existing conditions qualifying the Redevelopment Area as an Economic Development Area. The proposed infrastructure improvements include constructing and/or improving roadways, curbing, traffic signals, storm sewers, water lines, utilities, and related items necessary to adequately serve the expansion of the development complex. Certain expenses have been incurred by the Redeveloper and certified by the Cost Certifier Report, in connection with the Partially Completed Public Improvements described on **Exhibit A**, attached hereto.

REDEVELOPMENT PROJECT COSTS:

| | Budget | Actual |
|---|---------------|---------------|
| Total Public Improvements | \$92,304,980 | \$49,383,946 |
| Public Improvement Costs Eligible for Reimbursement | \$67,805,614 | \$49,383,946 |

The Redeveloper has complied with the Commission’s Certification of Costs and Reimbursement Policy and the Commission, pursuant to the Cost Certification Resolution, has certified all Project and Public Improvements Reimbursable Project Costs incurred that relate to Partially Completed Project and Infrastructure Improvements. Staff recommends approval of the Certificate of Partial Completion and Compliance.

Action recommended:

APPROVAL OF THE CERTIFICATE OF PARTIAL COMPLETION AND COMPLIANCE TO HUNT MIDWEST REAL ESTATE DEVELOPMENT, INC FOR COSTS RELATED TO PARTIALLY COMPLETED PROJECT AND PUBLIC IMPROVEMENTS TO THE PARVIN ROAD TIF PLAN AND DIRECT THE CHAIR, VICE-CHAIR, OR EXECUTIVE DIRECTOR TO EXECUTE A RESOLUTION APPROVING THE SAME.

6. **Chouteau & I-35 TIF Plan: Consideration of Approval of a Certificate of Completion and Compliance in Connection with Project and Public Improvements within the Chouteau & I-35 TIF Plan, and other matters related thereto. (Sandra L. Rayford)**
Exhibit 6

This Certificate of Completion and Compliance is issued to the City of Kansas City, Missouri (the “Redeveloper”) in accordance with Section 10 of the Redevelopment Agreement, dated April 18, 2023 between the Tax Increment Financing Commission of Kansas City, Missouri (the “Commission”) and the Redeveloper (the “Redevelopment Agreement”) for the design and construction of 10’ wide concrete non-motorized transportation facility along Searcy Creek between NE Parvin Road to approximately North Toppin Avenue and the grading and culvert improvements for a future trail improvements (the “Completed Improvements”), as identified on **Exhibit B** to the Choteau & I-35 TIF Plan – City of Kansas City, Missouri Schedule of Project Costs submitted and certified for reimbursement with Independent Accountant’s Report (the “Certification Report”) dated December 12, 2023 by Hood & Associates CPAs, P.C.

The Chouteau & I-35 TIF Plan, which was approved by the City Council on April 23, 1998 by its passage of Ordinance No.980426, which has been amended several times thereafter by passage of a series of ordinances by the City Council, provides, inter alia, for the design and construction of a number of public infrastructure improvements, including the construction of a 10’ wide concrete non-motorized transportation facility along Searcy Creek between NE Parvin Road to approximately North Topping Avenue and the grading and culvert improvements for a future trail improvement from approximately North Topping Avenue to NE 49th Street.

| | <u>Redevelopment Project Costs</u> | |
|-----------------------------------|---|---------------|
| | Budget | Actual |
| Total Redevelopment Project Costs | \$1,521,905 | \$1,521,905 |
| Total Reimbursable Project Costs | \$ 700,000 | \$ 700,000 |

The Redeveloper has complied with the Commission’s Certification of Costs and Reimbursement Policy and the Commission, pursuant to the Cost Certification Resolution, has certified all Project and Public Improvements Reimbursable Project Costs incurred that relate to Completed Project and Infrastructure Improvements. Staff recommends approval of the Certificate of Completion and Compliance.

Action recommended: APPROVAL OF THE CERTIFICATE OF COMPLETION AND COMPLIANCE TO THE CITY OF KANSAS CITY, MO FOR COSTS RELATED TO COMPLETED PROJECTS AND PUBLIC IMPROVEMENTS WITHIN THE CHOUTEAU & I-35 TIF PLAN AND DIRECT THE CHAIR, VICE-CHAIR, OR EXECUTIVE DIRECTOR TO EXECUTE A RESOLUTION APPROVING THE SAME.

7. **Platte Purchase Development Plan: Consideration of Approval of a Certificate of Partial Completion and Compliance in Connection with Public Improvements/Project 7C within the Platte Purchase Development Plan, and other matters related thereto. (Sandra L. Rayford) Exhibit 7**

This Certificate of Partial Completion and Compliance is issued to Hunt Midwest Real Estate Development, Inc. (the “Redeveloper”) in accordance with the Agreement (the “Redevelopment Agreement”), dated April 26, 2020 and amended on August 16, 2021 and May 25, 2022, between the Tax Increment Financing Commission of Kansas City, Missouri (the “Commission”) and the Redeveloper, for the implementation of certain public infrastructure improvements described by the Platte Purchase Development Plan, as amended (the “TIF Plan”).

This Certificate of Partial Completion is issued to the Redeveloper in accordance with Section 14 of the Redevelopment Agreement for all such requirements and obligations in connection with the construction of a portion of certain Public Infrastructure Improvements that relate to the design of Platte Purchase Drive, from NE 108th Street to Platte Purchase Park entrance, as described on **Exhibit B**, attached hereto (the “Partially Completed Public Improvements”), and for which costs through October 31, 2023 were submitted and certified by Ralph C. Johnson & Company, P.C. Independent Accountant’s Report #2017-60 (the “Cost Certification Report”), dated December 8, 2023 and Commission Resolution No. 1-2-24 (the “Certification of Costs Resolution”), as contemplated by the TIF Plan.

PLATTE PURCHASE DEVELOPMENT PLAN:

| | Budget | Actual |
|--|---------------|---------------|
| Total Cost of Public Improvements | \$3,993,000 | \$4,522,600 |
| Redevelopment Costs Eligible for Reimbursement | \$3,694,130 | \$3,517,830 |

The Redeveloper has complied with the Commission’s Certification of Costs and Reimbursement Policy and the Commission, pursuant to the Cost Certification Resolution, has certified all Public Improvements Reimbursable Project Costs incurred that relate to Partially Completed Public Improvements. Staff recommends approval of the Certificate of Partial Completion and Compliance.

Action recommended: APPROVAL OF THE CERTIFICATE OF PARTIAL COMPLETION AND COMPLIANCE TO THE HUNT MIDWEST REAL ESTATE DEVELOPMENT, INC. FOR COSTS RELATED TO PARTIALLY COMPLETED PUBLIC IMPROVEMENTS PROJECT 7C WITHIN THE PLATTE PURCHASE DEVELOPMENT PLAN AND DIRECT THE CHAIR, VICE-CHAIR, OR EXECUTIVE DIRECTOR TO EXECUTE A RESOLUTION APPROVING THE SAME.

8. Shoal Creek Parkway TIF Plan: Consideration of Approval of a Certificate of Partial Completion and Compliance in Connection with Design Costs within the Shoal Creek Parkway TIF Plan, and other matters related thereto. (Sandra L. Rayford) Exhibit 8

This Certificate of Partial Completion and Compliance is issued to Hunt Midwest Real Estate Development, Inc. (the “Redeveloper”) in accordance with Section 10 of the Agreement, dated January 6, 2022, between the Tax Increment Financing Commission of Kansas City, Missouri (the “Commission”) and the Redeveloper, as it may be modified, amended or restated from time to time (the “Redevelopment Agreement”) for the design of Maplewoods Parkway between NE 112th Street and NE Cookingham Drive (the “Partially Completed Improvements”) that are identified on Exhibit B to the Shoal Creek Parkway TIF Plan Schedule of Project Costs Submitted and Certified for Reimbursement as of December 14, 2023 with Independent Accountant’s Report (the “Certification Report”) dated January 3, 2024 by Hood & Associates CPAs., P.C.

The Shoal Creek Parkway TIF Plan, which was approved by City Council on November 10, 1994 by its passage of Ordinance No. 941443 and which has been amended several times thereafter by a series of Ordinances passed by the City Council, provides for the design and construction of roadways and other public infrastructure within and adjacent to the Redevelopment Area, such as the design and construction of certain improvements to Maplewoods Parkway between Shoal Creek Parkway and NE 112th Street (“Public Improvement X”), including the Partially Completed Improvements.

| | Budget | Actual |
|------------------------------|---------------|---------------|
| Public Improvement Costs | \$600,000 | \$216,888 |
| Eligible Reimbursement Costs | \$600,000 | \$216,888 |

The Redeveloper has complied with the Commission’s Certification of Costs and Reimbursement Policy and the Commission, pursuant to the Cost Certification Resolution, has certified all Design Project Costs incurred that relate to Partially Completed Project and costs. Staff recommends approval of the Certificate of Partial Completion and Compliance.

Action recommended: APPROVAL OF THE CERTIFICATE OF PARTIAL COMPLETION AND COMPLIANCE TO HUNT MIDWEST REAL ESTATE DEVELOPMENT, INC. FOR COSTS RELATED TO PARTIALLY COMPLETED DESIGN PROJECT COSTS FOR SHOAL CREEK PARKWAY TIF AND DIRECT THE CHAIR, VICE-CHAIR, OR EXECUTIVE DIRECTOR TO EXECUTE A RESOLUTION APPROVING THE SAME.

AGREEMENTS RELATED TO SPECIFIC TIF PLANS

9. Platte Purchase TIF Plan: Consideration of a Funding Agreement between the TIF Commission and the City of Kansas City, Missouri regarding the design of a portion of Platte Purchase Drive, as contemplated by the Platte Purchase Development Plan and other matters related thereto. (Denvoir Griffin) Exhibit 9

On July 28, 2016, the City Council (the “Council”) of Kansas City, Missouri (the “City”), by way of Ordinance No. 160415, approved the Platte Purchase Development Plan, which has been amended from time to time by a series of ordinances passed by the Council (the “TIF Plan”) for an area designated therein as the redevelopment area (the “Redevelopment Area”).

The Plan provides, among other things, for the design and construction of certain roadways and other public infrastructure improvements within and adjacent to the Redevelopment Area, including the design of N. Platte Purchase Drive, beginning at NW 95th Street and continuing north approximately 1.1 miles to the entrance of Platte Purchase Park (the “Road Design”).

In order to assist in financing the Road Design, the City has expressed an interest in contributing Two Hundred Thousand Dollars (\$200,000) toward the costs of the Trail Improvements.

The Funding Agreement, attached as **Exhibit 9** to the Commission Board Packet, has been prepared by legal counsel and reviewed by staff and it provides, in part, that (A) the City, subject to appropriation, shall contribute \$200,000 to the Commission for the purpose of reimbursing certified redevelopment project costs related to the Road Design and (B) the Commission (1) shall deposit such money into a separate account, which shall be segregated on the books and records of the Commission from all other money, revenue, funds and accounts of the Commission, and (2) shall utilize such contribution to pay \$200,000 of the redevelopment project costs related to the Road Design, which have been certified by the Commission, pursuant to its Certification of Costs and Reimbursement Policy.

The attached Funding Agreement has been prepared by legal counsel and reviewed by staff, and, to the extent the Commission finds the terms of the Funding Agreement, as outlined by this agenda item, to be acceptable, staff and legal counsel recommend its approval, subject to modifications accepted by the Chair, Executive Director and legal counsel.

Action recommended:

APPROVAL OF THE FUNDING AGREEMENT WITH THE CITY OF KANSAS CITY, MISSOURI REGARDING A PORTION OF THE PLATTE PURCHASE DRIVE, AS CONTEMPLATED BY THE PLATTE PURCHASE DEVELOPMENT PLAN, SUBJECT TO MODIFICATIONS ACCEPTED BY THE CHAIR, EXECUTIVE DIRECTOR, AND LEGAL COUNSEL.

10. Platte Purchase TIF Plan: Consideration of a Redevelopment Agreement between the TIF Commission and Hunt Midwest regarding the design of A portion of Platte Purchase Drive, as contemplated by the Platte Purchase Development Plan and other matters related thereto. (Denvoir Griffin) Exhibit 10

On July 28, 2016, the City Council (the “Council”) of Kansas City, Missouri (the “City”), by way of Ordinance No. 160415, approved the Platte Purchase Tax Increment Financing Plan, which has been amended from time to time by a series of ordinances passed by the Council (the “TIF Plan”) for an area designated therein as the redevelopment area (the “Redevelopment Area”).

The Plan provides, among other things, for the design and construction of certain roadways and other public infrastructure improvements within and adjacent to the Redevelopment Area, including the design of N. Platte Purchase Drive, beginning at NW 95th Street and continuing north approximately 1.1 miles to the entrance of Platte Purchase Park (the “Road Design”). Hunt Midwest Real Estate Development, Inc. (“Hunt Midwest”) desires to complete the Road Design, in accordance with the TIF Plan.

Attached to the Commission’s Board Packet as **Exhibit 10** is a Redevelopment Agreement with Hunt Midwest, which provides for Hunt Midwest to complete the Road Design by June 1, 2025, in accordance with the TIF Plan and the Redevelopment Agreement and for the Commission, subject to the terms and conditions of the Redevelopment Agreement, to reimburse Hunt Midwest for certain costs related thereto in an amount not to exceed the \$200,000 contribution the Commission receives from the City, pursuant to that certain Funding Agreement between and the City and the Commission that relates to the Road Design.

To the extent, the Commission finds the terms of the Redevelopment Agreement, as outlined by this agenda item and as more particularly detailed on **Exhibit 10** to the Commission Board Packet, to be acceptable, staff and legal counsel recommend the approval of such Redevelopment Agreement, subject to modifications accepted by the Chair, Executive Director and legal counsel.

Action recommended:

APPROVAL OF THE REDEVELOPMENT AGREEMENT WITH HUNT MESSIEST REAL DEVELOPMENT ESTATE DEVELOPMENT, INC. REGARDING A PORTION OF THE PLATTE PURCHASE DRIVE, AS CONTEMPLATED BY THE PLATTE PURCHASE DEVELOPMENT PLAN, SUBJECT TO MODIFICATIONS ACCEPTED BY THE CHAIR, EXECUTIVE DIRECTOR, AND LEGAL COUNSEL.

11. Southpointe TIF Plan: Ratify the approval of a Consent and Assignment of the Development Agreement and Approval of Conveyance of Subdivision 1-B Property and other matters related thereto. (Wesley Fields) Exhibits 11 and 11A

In December 2012, the Commission approved the terms of a Settlement Agreement, which provided, in part, that in connection with City’s settlement of various lawsuits with Citadel Plaza, LLC (“Citadel”), its parent company, the Community Development Corporation of Kansas City, Missouri (CDCKC), and several creditors of Citadel and CDCKC, the

Commission agreed to (1) terminate certain development and financing agreements related to the implementation of Redevelopment Project G of the Southtown Corridor/31st & Baltimore TIF Plan (the “Southtown TIF Plan”), (2) execute a release as to all claims against the City, Citadel and the CDCKC and (3) accept title to certain parcels of property (the “Project Properties”) located within Redevelopment Project Area G, as described by Southtown TIF Plan (the “Commission’s Covenants”).

In consideration of the Commission’s Covenants listed above, the City agreed to (1) terminate certain development and financing agreements related to the implementation of Redevelopment Project G of the Southtown Corridor/31st & Baltimore TIF Plan (the “Southtown TIF Plan”), (2) execute a release as to all claims against the Commission, Citadel and the CDCKC, (3) transfer title of the Project Properties to the Commission and (4) execute and deliver to the Commission a Ground Lease, which shall provide that the Commission shall lease the Project Properties to the City for one Dollar (\$1), plus, in connection with such lease, the City shall pay such amounts that are necessary to remove any environmentally hazardous material from the Project Properties, and shall provide, at its own expense: insurance, necessary fencing and security, staffing, and maintenance of the Project Properties until such Project Properties are disposed of for development purposes (the “City’s Covenants”).

Pursuant to the Commission’s Covenants and the City’s Covenants, the City and the Commission, on February 29, 2012, entered into a Ground Lease. The City has indicated that it has selected UA KC Southpointe, LLC (the “Developer”) as the developer of certain of the Project Properties (the “Subject Property”). The City has also determined that the Subject Property to be developed by the Developer will serve a predominantly public municipal purpose because, without limitation, vertical development will (1) enhance the tax base of Subject Property and surrounding area; (2) retain and generate jobs; (3) promote economic development in the area of the City in which the Subject Property is located; (4) result in generation of tax revenues to the City from the conduct of business and other activities in the City that would not otherwise occur; (5) serve as a catalyst for additional investment in and further redevelopment and rehabilitate the area of the City in which the Subject Property is located; (6) further the City's policy of encouraging economic stability and growth; and (7) preserve and enhance public parking in a strategic area of the City.

On February 4, 2022, the City, the Commission and the Developer entered into a Development Agreement, which provides, in part, that the Commission shall transfer the Subject Property in six separate phases or Subdivisions to the Developer, upon the Developer’s exercise of six separate options, with each option to be subject to the satisfaction of certain conditions, including the completion of certain predevelopment due diligence, such as producing a general development plan, a proposed land use plan, proposed zoning changes, a development schedule, a market study and a financing plan. On July 31, 2023, the City, Commission and the Developer entered into a First Amendment to the Development Agreement, which (1) modified the description of Subdivision 1 and Subdivision 2, (2) modified the description of certain documentation required to be submitted by the Developer to the City, prior to the transfer of any Subject Property and the dates that such documentation shall be provided and (3) modified the dates when the options must be exercised. On December 21, 2023, the Developer entered into a Second Amendment to the Development Agreement (1) to extend the date for the completion of the improvements contemplated by

Subdivision 1-A and 1-B to thirty (30) months after the Developer acquires title to the same and (2) to modify the time frame (A) for when construction of the improvements in Subdivision 1-A must commence to sixty (60) days after acquiring title to Subdivision 1-A and (B) for when construction of the improvements in Subdivision 1-B must commence to thirty (30) days after acquiring title to Subdivision 1-B. At the Commission's February 13, 2024 meeting, the Commission, by resolution, approved a Third Amendment to the Development Agreement to provide (i) the option to purchase Subdivision 1-A may be exercised at any time that would enable a closing on Subdivision 1-A to occur on or before December 31, 2023 and (ii) the option to purchase Subdivision 1-B may be exercised at any time that would enable a closing on Subdivision 1-B to occur on or before March 29, 2024

The Development Agreement, as amended, provides, in part, that no party shall assign the Development Agreement without the prior written consent of the Commission. The Commission has reviewed that certain Land Disposition and Development Participation Agreement, which contemplates that CRJ Development Partners, LLC shall partner with and participate in the financing and development of the Subdivision 1-B property, pursuant to the terms and conditions therein, which include the formation of a new joint venture entity to pursue the financing and development of the Subdivision 1-B property. The new joint venture entity is SouthPointe LLC. The Developer now desires and requests that the Commission consent to its assignment its rights, interests and obligations under the Development Agreement to implement the Subdivision 1-B property to SouthPointe LLC. Attached to the Board Packet as **Exhibit 11**, is a Consent and Assignment of the Development Agreement, which provides for the Commission's consent to the assignment of the Developer's rights, interests and obligations under the Development Agreement to implement the Subdivision 1-B property to SouthPointe LLC.

Developer has recently exercised its option and desires to acquire the Subdivision 1-B Property. Provided the Developer satisfies each of its obligations under the Development Agreement to close on the sale of the Subdivision 1-B Property, including the payment of all outstanding costs and expenses due and owing to the Commission, staff and legal counsel recommend the execution, delivery and recording of the Quit-Claim Deed attached to the Board Packet as **Exhibit 11A**.

To the extent the Commission finds acceptable the Consent and Assignment of the Development Agreement and the form of the Quit-Claim Deed attached to the Board Packet, staff, and legal counsel recommend approval, subject to modifications accepted by the Chair, Executive Director, and legal counsel.

Action recommended:

RATIFY THE APPROVAL OF THE CONSENT AND ASSIGNMENT TO THE DEVELOPMENT AGREEMENT, SUBJECT TO MODIFICATIONS ACCEPTED BY THE CHAIR, EXECUTIVE DIRECTOR, AND LEGAL COUNSEL.

RATIFY THE APPROVAL OF THE QUIT-CLAIM DEED, SUBJECT TO MODIFICATIONS ACCEPTED BY THE CHAIR, EXECUTIVE DIRECTOR, AND LEGAL COUNSEL.

12. Southpointe TIF Plan: Consideration of an Assignment and Assumption Agreement and other matters related thereto. ((Wesley Fields) Exhibit 12

On March 18, 2022, by Resolution No. 3-18-22, the Commission, after due notice in accordance with Sections 99.825 and 99.830 of the TIF Act, considered and recommended that the City Council approve (1) the Southpointe Tax Increment Financing Plan (the “TIF Plan”) (2) the designation of the redevelopment area, as described by the TIF Plan and (3) the designation of the Redevelopment Project, as described by the TIF Plan, pursuant to the authority granted the Council by the TIF Act (the “TIF Redevelopment Project”). On May 19, 2022, the City Council, by Ordinance No. 220403, approved the TIF Plan and the designation of the redevelopment area described by the TIF Plan (the “TIF Redevelopment Area”), pursuant to the authority granted the Council by the TIF Act. On July 13, 2023, the City Council, by Ordinance No. 230550, approved the First Amendment to the TIF Plan (the “First Amendment” and together with the TIF Plan, the “Amended Plan”), pursuant to the authority granted to the Council by the TIF Act.

On July 15, 2021, by Resolution 2166, the Planned Industrial Expansion Authority (the “Authority”), after due notice in accordance with Sections 100.310 of the PIEA Law, approved the 63rd & Prospect PIEA General Development Plan (the “PIEA Plan”) and, subject to recommendations of the City Planning Commission finding the area described by the PIEA Plan (the “PIEA Area”) to be obsolete, decadent, blighted, substandard, and insanitary pursuant to Article VI, Section 21 and Article X, Section 7 of the Missouri Constitution, found the PIEA Area to be blighted, insanitary and an undeveloped industrial area pursuant to Section 100.310 of the PIEA Law. On August 17, 2021, the City Planning Commission reviewed the PIEA Plan and the Qualification Analysis that was prepared for the PIEA Area and recommended approval of the PIEA Plan and a finding of the PIEA Area as a blighted area and found the PIEA Plan to be in conformance with the general plan for the development of the community as a whole. On August 19, 2021, the City Council adopted Ordinance No. 210647, which, pursuant to the authority granted the City Council by the PIEA Law, made all requisite findings for compliance with the PIEA law, approved the PIEA Plan and determined that the PIEA Area to be blighted and in need of industrial development as defined in Section 100.310, RSMo, and as contemplated by the PIEA Plan. The Redeveloper timely submitted an industrial development project proposal (the “Proposal”) to implement the PIEA Plan within the PIEA Area.

The PIEA Area and the TIF Redevelopment Area are coterminous and the Proposal contained the same Project Improvements and Public Improvements contemplated by the Amended Plan. On November 18, 2021, the Authority, by adoption of Resolution No. 2187, determined that the proposal for the Project Improvements and Public Improvements is in substantial compliance with the requirements of the PIEA Plan for the PIEA Area.

On February 13, 2024, the Commission, by Resolution No. 2-15-24, approved a Joint Redevelopment Agreement (the “Joint Redevelopment Agreement”) among the Authority, UA KC Southpointe, LLC (“UA KC”) and the Commission, which provides for the implementation of the improvements contemplated by the TIF Plan and the PIEA Plan, including the construction of an approximately 76,200 square foot hotel, with approximately 114 rooms and 114 surface parking spaces, approximately 308,100 square feet of residential space and an approximately 391 space surface parking lot (the “Project Improvements”), together with public infrastructure improvements, which may consist of signage, signaling,

sidewalks, storm drainage facilities, utility relocation, and curbs and such other related public infrastructure improvements that support and enhance the Project Improvements (the “Public Improvements”).

UA KC desires to convey to SouthPointe, LLC (“SouthPoint”) all of UA KC’s rights, duties, interests and obligations under the TIF Plan, the PIEA Plan and the Joint TIF/PIEA Agreement and SouthPointe has agreed to assume and perform all of UA KC’s rights, duties, interests and obligations under the TIF Plan, the PIEA Plan and the Joint TIF/PIEA Development Agreement. The Joint TIF/PIEA Development Agreement provides that there shall be no assignment of the UA KC’s rights under the Joint TIF/PIEA Development Agreement, except upon terms and conditions agreeable to the Commission and the Authority.

Attached to the Commission Board Packet as **Exhibit 12** is an Assignment and Assumption Agreement among the Commission, the Authority, UA KC and SouthPoint, which provides for the Authority’s and Commission’s consent to UA KC’s assignment and SouthPoint’s assumption of (a) all of UA KC’s right, title, interests, duties and obligations under the Joint Redevelopment Agreement, provided, however, such assignment shall be subject to and conditioned upon the terms and conditions provided therein.

To the extent the Commission finds acceptable the terms of the Assignment and Assumption Agreement, attached as **Exhibit 12**, to the Board Packet, staff and legal counsel recommend approval, subject to modifications accepted by the Chair, Executive Director and legal counsel.

Action recommended:

APPROVAL OF ASSIGNMENT AND ASSUMPTION AGREEMENT AMONG THE COMMISSION, THE PLANNED INDUSTRIAL EXPANSION AUTHORITY, UA KC SOUTHPOINT, LLC AND SOUTHPOINTE, LLC SUBJECT TO MODIFICATIONS ACCEPTED BY THE CHAIR, EXECUTIVE DIRECTOR, AND LEGAL COUNSEL.

ADMINISTRATIVE MATTERS NOT RELATED TO SPECIFIC PLANS

13. Economic Activity Taxes: Consideration of the Economic Activity Taxes Report, and other matters related thereto. Exhibit 13

Action recommended:

NONE; INFORMATION ONLY.

14. **Affirmative Action and Contract Compliance Subcommittee Reports: Consideration of acceptance of the Affirmative Action Reports and Contract Compliance Reports, and other matters related thereto. (Sandra L. Rayford) Exhibit 14**

The Affirmative Action/Contract Compliance Committee met on March 25, 2024, to review the status of Minority and Women Business Enterprises during the Development and Construction of TIF Commission active projects through the reporting period of February 29, 2024. Enclosed with your board packets is a copy of the MBE/WBE Compliance summary for your review.

Action recommended: NONE; INFORMATION ONLY.

15. **Governance, Finance and Audit Subcommittee: Consideration of Governance, Finance and Audit Reports, and other matters related thereto. Exhibit 15 & 15A**

The Governance, Finance, and Audit Subcommittee did not meet in April but the financials and budget were sent to the committee for review to consider the following items:

- Monthly Financials as prepared by Hood & Associates
(Michael Keenan of Hood & Associates)
- TIF Budget as prepared by Hood & Associates
(Michael Keenan of Hood & Associates)

Action recommended: ACCEPTANCE OF THE FINANCIAL REPORT.

16. **Neighborhood & Housing Subcommittee Report: Consideration of the Neighborhood & Housing Report, and other matters related thereto. (Ryana Parks-Shaw) Exhibit 16**

Action recommended: NONE; INFORMATION ONLY.

17. **Chair's Report: Consideration of the Chair's Report, and other matters related thereto.**

Action recommended: NONE; INFORMATION ONLY.

18. **Administrative: Consideration of the Executive Director's Report, and other matters related thereto.**

Action recommended: NONE; INFORMATION ONLY.

EXECUTIVE SESSION

19. **Consideration of legal matters, real estate matters, sealed bids or proposals, or confidential communications between the Commission pursuant to Section 610.021(1), (2), (12), or (17), RSMo, respectively. (Chair Canady)**

RESUME BUSINESS SESSION

20. Adjournment

**high-performance work system
technology
organizational structure
people
processes
all work together**