RESOLUTION NO. 23-003

OF A RESOLUTION THE **BRENTWOOD BOULEVARD/CLAYTON** ROAD **COMMUNITY** IMPROVEMENT DISTRICT AMENDING THE BUDGET OF THE DISTRICT FOR THE FISCAL YEAR ENDING JUNE 30. 2023; APPROVING THE BUDGET OF THE DISTRICT FOR THE FISCAL YEAR ENDING JUNE 30, 2024, WITH INSTRUCTIONS TO FORWARD SAME TO THE CITY OF RICHMOND HEIGHTS, MISSOURI, THE MISSOURI DEPARTMENT OF **REVENUE, AND THE OFFICE OF MISSOURI STATE AUDITOR** IN COMPLIANCE WITH THE COMMUNITY IMPROVEMENT DISTRICT ACT; AND AUTHORIZING CERTAIN ACTIONS IN **CONNECTION THEREWITH**

WHEREAS, the Brentwood Boulevard/Clayton Road Community Improvement District (the "District") is a community improvement district and a political subdivision of the State of Missouri organized under the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"); and

WHEREAS, Section 67.010 of the Revised Statutes of Missouri, as amended, requires each political subdivision of the State of Missouri to prepare an annual budget prior to the beginning of the ensuing fiscal year; and

WHEREAS, Section 67.030 of the Revised Statutes of Missouri, as amended, allows each political subdivision to revise, alter, increase or decrease the items contained in the budget; provided, that in no event shall the total authorized expenditures from any fund exceed the estimated revenues to be received plus any unencumbered balance or less any deficit estimated for the beginning of the budget year; and

WHEREAS, Section 67.1471 of the CID Act requires that the District submit its proposed annual budget to the to the City Council of the City of Richmond Heights, Missouri (the "City"), the Missouri Department of Revenue, and the Office of Missouri State Auditor.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE BRENTWOOD BOULEVARD/CLAYTON ROAD COMMUNITY IMPROVEMENT DISTRICT, AS FOLLOWS:

Section 1. Amendment of the Budget for the Fiscal Year Ending June 30, 2023. The budget of the District for the fiscal year ending June 30, 2023, is hereby amended as set forth on **Exhibit A**, attached hereto and incorporated herein by reference

Section 2. Approval of Budget for Fiscal Year Ending June 30, 2024. The proposed budget of the District for the fiscal year ending June 30, 2024, is hereby approved as set forth on <u>Exhibit</u> <u>A</u>, attached hereto and incorporated herein by reference.

Section 3. Transmittal of Budgets to the City, the Missouri Department of Revenue, and the Office of Missouri State Auditor. The District shall submit a copy of the proposed budget referenced in Section 2 of this Resolution to the City Council, the Missouri Department of Revenue, and the Office of Missouri State Auditor. The City Council may review and comment in accordance with the CID Act. If the District does not receive written comments from the City Council on or before the date that is the later of 60 days prior to the first day of the fiscal year ending June 30, 2024, or 30 days after submission of the budget to the City Council, the proposed budget shall become the final budget.

Section 4. District Officers to Execute Resolution. The Chair or Vice Chair of the Board of Directors of the District is hereby authorized and directed to execute this Resolution for and on behalf of and as the act and deed of the District and the Secretary or Assistant Secretary of the District is hereby authorized and directed to attest to this Resolution.

Section 5. Further Authority. All actions heretofore taken by the authorized officials, officers, representatives, agents and employees of the District in connection with the transactions contemplated by this Resolution are hereby confirmed and approved, and the District shall, and the officials, officers, representatives, agents and employees of the District are hereby authorized and directed to, take such further action, and execute and deliver such other documents and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution.

Section 6. Severability. The sections, paragraphs, sentences, clauses and phrases of this Resolution shall be severable. In the event that any such section, paragraph, sentence, clause or phrase of this Resolution is found by a court of competent jurisdiction to be invalid, the remaining portions of this Resolution are valid, unless the court finds the valid portions of this Resolution are so essential to and inseparably connected with and dependent upon the void portion that it cannot be presumed that the District has enacted the valid portions without the void ones, or unless the court finds that the valid portions, standing alone, are incomplete and are incapable of being executed in accordance with the legislative intent.

Section 7. Governing Law. This Resolution shall be governed exclusively by and construed in accordance with the applicable laws of the State of Missouri.

Section 8. Effective Date. This Resolution shall take effect and be in full force upon its passage by the District's Board of Directors.

(The remainder of this page is intentionally left blank.)

Passed this 28th day of March, 2023.

I, the undersigned, Chair of the Brentwood Boulevard/Clayton Road Community Improvement District, hereby certify that the foregoing Resolution was duly adopted by the Board of Directors of the District at a meeting held, after proper notice, on March 28, 2023.



BRENTWOOD BOULEVARD/CLAYTON ROAD COMMUNITY IMPROVEMENT DISTRICT

WITNESS my hand and official seal this 28th day of March, 2023.

ATTEST:

Secr

<u>Exhibit A</u>

BRENTWOOD BOULEVARD/CLAYTON ROAD COMMUNITY IMPROVEMENT DISTRICT

AMENDED BUDGET FOR THE FISCAL YEAR ENDING JUNE 30, 2023

AND

APPROVAL OF THE BUDGET FOR THE FISCAL YEAR ENDING JUNE 30, 2024

Greg Mullenix Chair/Director

Barbara Powers Vice Chair/Secretary/Treasurer/ Executive Director/Director [Vacant] Director

Jeffrey H. Nielsen Director/Assistant Treasurer

Robert Swehla Director

Assistant Secretary, Angela L. Odlum

BUDGET MESSAGE BY CHAIR, GREG MULLENIX

Pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "*CID Act*"), the Brentwood Boulevard/Clayton Road Community Improvement District (the "*District*") was formed by Ordinance No. 5215 (the "*Ordinance*") adopted by the City Council of the City of Richmond Heights, Missouri (the "*City*") on December 17, 2012.

The Ordinance established the District in accordance with the CID Act for the sole purpose of funding public improvements (as further defined in the herein defined Agreement, the "*CID Project*") as described in the Ordinance through the imposition of a CID Sales Tax (herein defined) and other authorized funding mechanisms.

On January 17, 2013, in accordance with the CID Act, the Board of Directors of the District approved Resolution No. 13-003 authorizing a community improvement district sales and use tax (the "CID Sales Tax") at the rate of one percent (1%), which CID Sales Tax became effective on October 1, 2013, after its approval by the qualified voters of the District at an election held in accordance with the CID Act. The CID Sales Tax applies to all receipts from the sale at retail of all tangible personal property or taxable services at retail within the District, if such property and services are subject to taxation by the State of Missouri pursuant to the provisions of Sections 144.010 to 144.525 of the Revised Statutes of Missouri, as amended, except such CID Sales Tax shall not apply to the sales of motor vehicles, trailers, boats or outboard motors and sales to or by public utilities and providers of communications, cable, or video services.

Pursuant to an Intergovernmental Cooperation Agreement dated as of January 17, 2013, (the "Agreement") among the City, the District, the Brentwood Boulevard/Clayton Road Transportation Development District and Mullenix Richmond Heights Redevelopment Corporation (the "Developer"), the Developer has agreed to construct or cause the construction of the CID Project and the District has agreed to issue its notes, bonds or other obligations to finance the CID Project.

On May 5, 2017, the District's Board of Directors adopted Resolution No. 17-004 authorizing the District to issue its Taxable Sales and Use Tax Revenue Note, Series 2017 in an aggregate principal amount of not to exceed \$2,000,000 (the "*CID Note*"), which CID Note is secured by a Trust Indenture dated as of June 1, 2017 (the "*Indenture*") by and between the District and BOKF, N.A., as trustee (the "*Trustee*"). The CID Note was issued on June 30, 2017.

Pursuant to the Indenture, the District covenants and agrees that the officer of the District at any time charged with the responsibility of formulating budget proposals shall include and is directed to include in the budget proposal submitted to the Board of Directors of the District for each fiscal year that the CID Note is outstanding a request for an appropriation of all CID Revenues (as defined in the Indenture) on deposit in the CID Trust Fund (as defined in the Indenture) for deposit and application in accordance with the Indenture.

During the fiscal year ended June 30, 2014, the District received CID Sales Tax revenues of \$26,964 and a contribution from the Developer of \$100 to open its checking account. The District had \$0 of expenditures.

During the fiscal year ended June 30, 2015, the District received CID Sales Tax revenues of \$63,627. The District had \$0 of expenditures.

During the fiscal year ended June 30, 2016, the District received CID Sales Tax revenues of \$59,649 and interest income of \$22. The District had expenditures of \$1,420 consisting of the District's administrative costs and insurance costs.

During the fiscal year ended June 30, 2017, the District received CID Note proceeds of \$1,910,663, CID Sales Tax revenues of \$61,498, refunds of prior insurance expense of \$26 and interest income of \$0. The District had expenditures totaling \$1,917,325, consisting of reimbursement of the Developer for its Reimbursable Redevelopment Project Costs (as defined in the Indenture) associated with the CID Project in the amount of \$1,910,663, principal and interest payments on the CID Note of \$0, costs of issuance of the CID Note of \$0, legal fees of \$6,602, insurance premiums of \$0, miscellaneous bank fees of \$60 and Trustee fees of \$0. At the end of the fiscal year, the principal balance of the CID Note was \$1,910,663.

During the fiscal year ended June 30, 2018, the District had CID Sales Tax revenues of \$63,305 and interest income of \$298. The District had total expenditures of \$247,728, consisting of principal payments on the CID Note of \$165,010, interest payments on the CID Note of \$49,090, costs of issuance of the CID Note of \$26,750, legal fees of \$4,992, insurance premiums of \$1,260, and Trustee fees of \$625. At the end of the fiscal year, the principal balance of the CID Note was \$1,745,653.

During the fiscal year ended June 30, 2019, the District received CID Sales Tax revenues of \$62,542 and interest income of \$434. The District had total expenditures of \$48,963, consisting of interest payments on the CID Note of \$46,029, legal fees of \$404, insurance premiums of \$1,280, audit fees of \$0, bank fees of \$0 and Trustee fees of \$1,250. At the end of the fiscal year, the principal balance of the CID Note was \$1,745,653.

During the fiscal year ended June 30, 2020, the District received CID Sales Tax revenues of \$53,098 and interest income of \$444. The District had total expenditures of \$61,876 consisting of interest payments on the CID Note of \$45,511, legal fees of \$13,835, insurance expenses of \$1,280, audit fees of \$0, bank fees of \$0 and Trustee fees of \$1,250. At the end of the fiscal year, the principal balance of the CID Note was \$1,745,653.

During the fiscal year ended June 30, 2021, the District received CID Sales Tax revenues of \$21,737 and interest income of \$22. The District had total expenditures of \$15,052, consisting of interest payments on the CID Note of \$2,572, legal fees of \$10,559, insurance expenses of \$1,296, audit fees of \$0, bank fees of \$0 and Trustee fees of \$625. At the end of the fiscal year, the principal balance of the CID Note was \$1,745,653.

During the fiscal year ended June 30, 2022, the District received CID Sales Tax revenues of \$38,289 and interest income of \$5. The District had total expenditures of \$38,214, consisting of interest payments on the CID Note of \$23,459, legal fees of \$11,665, insurance expenses of \$1,200, audit fees of \$0, bank fees of \$15 and Trustee fees of \$1,875. At the end of the fiscal year, the principal balance of the CID Note was \$1,745,653.

During the fiscal year ending June 30, 2023, the District anticipates CID Sales Tax revenues of approximately \$43,900 and interest income of approximately \$600. The District anticipates total expenditures of approximately \$45,418, consisting of interest payments on the CID Note of approximately \$27,968, legal fees of approximately \$15,000, insurance expenses of approximately \$1,200, audit fees of approximately \$0, bank fees of approximately \$0 and Trustee fees of approximately \$1,250. At the end of the fiscal year, the District anticipates that the CID Note will be outstanding in the principal amount of approximately \$1,745,653.

During the fiscal year ending June 30, 2024, the District anticipates CID Sales Tax revenues of approximately \$48,000 and interest income of approximately \$0. The District anticipates total expenditures of approximately \$49,500, consisting of interest payments on the CID Note of approximately \$31,750, legal fees of approximately \$15,000, insurance expenses of approximately \$1,500, audit fees of approximately \$0, bank fees of approximately \$0 and Trustee fees of approximately \$1,250. At the end of the fiscal year, the District anticipates that the CID Note will be outstanding in the principal amount of approximately \$1,745,653.

Brentwood Boulevard/Clayton Road Community Improvement District Budget for the Fiscal Year Ending June 30, 2024

	ecial Trust Fund Budget	Re	venue Fund Budget	[Debt Service Fund Budget	O	perating Fund Budget	F	Project Fund Budget		Total Budget
Beginning Balance	\$ 3,956	\$	1,736	\$	-	\$	25,537	\$	- \$	\$	31,229
Summary of Receipts											
CID Sales Tax Revenue	\$ 48,000	\$	-	\$	-	\$	-	\$	- \$	\$	48,000
Note Proceeds	\$ -	\$	-	\$	-	\$	-	\$	- \$	\$	
Interest Earnings	\$ -	\$	-	\$	-	\$	-	\$	- \$		
Capital Project	\$ -	\$	-	\$	-	\$	-	\$	- 9		
Developer Contribution	\$ -		-	\$	-	\$	-	\$			
Total Receipts	\$ 48,000	\$	-	\$	-	\$	-	\$	- \$	\$	48,000
Summary of Disbursements											
Bank Fees	\$ -	\$	-	\$	-	\$	-	\$	- \$	\$	
Operating Fund:											
Administrative Costs	\$ -	\$	-	\$	-	\$	-	\$	- \$	\$	
Insurance Expenses	\$ -	\$	-	\$	-	\$	1,500	\$	- \$	\$	1,500
Legal Expenses	\$ -	\$	-	\$	-	\$	15,000	\$	- \$	\$	15,000
Audit Fee	\$ -	\$	-	\$	-	\$	-	\$	- \$	\$	
Revenue Fund: Trustee Expenses	\$ -	\$	1,250	\$	-	\$	-	\$	- \$	\$	1,250
Project Fund:											
Project Account	\$ -	\$	-	\$	-	\$	-	\$	- \$	\$	
Costs of Issuance Account	\$ -	\$	-	\$	-	\$	-	\$	- \$	\$	
Debt Service Fund:											
Principal	\$ -	\$	-	\$		\$	-	\$		•	
Interest				\$	31,750			\$	- \$		31,750
Capital Project Expenditure	\$ -	\$	-	\$	-	\$	-	\$	- \$	\$	
Total Disbursements	\$ -	\$	1,250	\$	31,750	\$	16,500	\$	- \$	\$	49,50
Transfer into Fund	\$ -	\$	48,000	\$	31,750	\$	15,000		9	\$	94,750
Transfers out of Fund	\$ (48,000)		(46,750)		-		, -		\$		(94,750
Ending Balance	\$ 3,956	\$	1,736	\$	-	\$	24,037	\$	- \$	\$	29,729

Beginning Note Balance:	\$1,745,653.00
Additions to Principal:	\$0.00
Principal Payments	\$0.00
Estimated Ending Note Balance:	\$1,745,653.00

	-	Special I rust Fund Budget Ame	-und Amended	Revenue Fund Budget Ame	und Amended	Debt Service Fund Budget Amer	⁻und Amended	Operating Fund Budget Ame	Fund Amended	Project Fund Budget Ame	and Amended	Total Budget	Amended
Beginning Balance	÷	3,987 \$	3,987 \$	1,823 \$	1,823 \$	↔ '	ب ۱	26,337 \$	26,337 \$	φ '		\$ 32,147 \$	32,147
Summary of Receipts													
CID Sales Tax Revenue	⇔	56,000 \$	43,900 \$		\$		÷			•		\$ 56,000 \$	43,900
Note Proceeds	θ		\$		÷		÷		49	· ج		\$ ' \$	
Interest Earnings	θ		\$	\$ 9 '	200 \$		¢	\$ '	400 \$	'		\$ ' \$	600
Capital Project	θ		\$		÷		÷		4	· ج		\$ ' \$	
Developer Contribution	\$		\$		\$		\$		4	-		\$ -	
Total Receipts	θ	56,000 \$	43,900 \$	ن	200 \$	ω '	ω '	\$ '	400 \$	\$ '		\$ 56,000 \$	44,500
Summary of Disbursements													
Bank Fees	⇔		÷		÷		÷		44	•		\$ '	
Operating Fund:													
Administrative Costs	÷	,	\$,	\$,	\$		to	۰ ه		\$ ' \$	
Insurance Expenses	\$		\$		\$		\$			•		1,500	
Legal Expenses	\$		\$		\$		\$	15,000 \$	15,000 \$	•		\$ 15,000 \$	15,000
Audit Fee	⇔		\$		\$		\$	•	U	•		\$ ' \$	'
Revenue Fund: Trustee Expenses	θ		\$	1,250 \$	1,250 \$		\$		رم	•		\$ 1,250 \$	1,250
Project Fund:													
Project Account	÷	,	\$	·	\$,	\$		to	۰ ه		ı	
Costs of Issuance Account	⇔		\$		\$		\$		5)	•		\$ ' \$	
Debt Service Fund:													
Principal	⇔		\$		\$		\$		\$	'		'	
Interest					\$	39,750 \$	27,968		\$	'		\$ 39,750 \$	27,968
Capital Project Expenditure	÷		÷		÷		θ		v)	•		\$ '	
Total Disbursements	θ	↔ '	 י	1,250 \$	1,250 \$	39,750 \$	27,968 \$	16,500 \$	16,200 \$	ب ۲		\$ 57,500 \$	45,418
-	÷		÷										
Transfer into Fund	θ		θ			39,750 \$	27,968 \$	15,000 \$	15,000 \$			110,750	
Transfers out of Fund	\$	(56,000) \$	(43,931) \$	(54,750) \$	(42,968) \$				or	\$ '	I	\$ (110,750) \$	(86,899)
Ending Balance	θ	3,987 \$	3,956 \$	1,823 \$	1,736 \$	↔ '	ہ ۲	24,837 \$	25,537 \$	\$ '		\$ 30,647	\$31,229

\$1,745,653.00	\$0.00	\$0.00	\$1,745,653.00
Beginning Note Balance:	Additions to Principal:	Principal Payments	Estimated Ending Note Balance:

A-6

		Special Trust Fund Budget Aci	und Actual	Revenue Fund Budget Ac	nd Actual	Debt Service Fund Budget Actual	Bu	Operating Fund Budget Actual	Proje Budget	Project Fund Idget Actual	To Budget	Total Act	Actual
Beginning Balance	¢	1,721 \$	7,080 \$	1,457 \$	163 \$	۰ ۲	ъ	20,383 \$ 24,824	\$	، ج	\$ 23,561	ф	32,067
Summary of Receipts													
CID Sales Tax Revenue	\$	56,000 \$	38,289 \$		\$		\$		\$		\$ 56,000	¢	38,289
Note Proceeds	\$		\$		\$		\$	I	\$		\$	\$	'
Interest Earnings	\$		\$	\$ '	2		\$	ю 8 1	\$		\$	\$	5
Capital Project	÷		÷		⇔		÷		⇔		\$	\$	'
Developer Contribution	÷		\$		\$	-	\$		\$		\$	\$ -	'
Total Receipts	Ф	56,000 \$	38,289 \$	ч Ч	2 \$	ч со г	\$	к к ч	\$	۰ ب	\$ 56,000	ю	38,294
Summarv of Disbursements													
Bank Fees	\$	\$ '	15 \$		÷		\$,	\$		\$	\$	15
Operating Fund:													
Administrative Costs	Ş		\$		\$	•	\$	I	\$		\$	\$	'
Insurance Expenses	Ş		\$		\$		\$	1,500 \$ 1,200	\$		\$ 1,500	\$	1,200
Legal Expenses	ŝ		\$		\$	1	¢	15,000 \$ 11,665	\$		\$ 15,000	ŝ	11,665
Audit Fee	ŝ		\$		\$	ı	ф		Ф		\$	\$	'
Revenue Fund: Trustee Expenses	S	ı	\$	1,250 \$	1,250 \$		ŝ	- \$ 625	\$		\$ 1,250	\$	1,875
Project Fund:													
Project Account	ŝ		\$		\$	I	¢	•	¢		\$	\$	'
Costs of Issuance Account	ŝ		\$		\$	I	¢	•	¢		\$	\$	'
Debt Service Fund:													
Principal	S		\$		\$	ı	ŝ	•	ŝ		\$	\$	'
Interest					\$	39,750 \$ 23,459			Ф		\$ 39,750	ŝ	23,459
Capital Project Expenditure	⇔		θ		⇔		Ф		⇔		\$	\$ '	'
Total Disbursements	ф	ب	15 \$	1,250 \$	1,250 \$	39,750 \$ 23,459	ŝ	16,500 \$ 13,490	¢	، ج	\$ 57,500	ф	38,214
Transfer into Fund	θ		θ	56,000 \$	41,367 \$	39,750 \$ 23,459	ŝ	15,000 \$ 15,000			\$ 110,750	Ф	79,826
Transfers out of Fund	φ	(56,000) \$	(41,367) \$	(54,750) \$	(38,459) \$						\$ (110,750)	÷	(79,826)
Ending Balance	\$	1,721 \$	3,987 \$	1,457 \$	1,823 \$, 8	s	18,883 \$ 26,337	\$	، ب	\$ 22.061		\$32,147

A-7 \$0.00 \$0.00 \$1,745,653.00 \$1,745,653.00

Beginning Note Balance: Additions to Principal: Principal Payments Ending Note Balance: