



MAIN CENTER REDEVELOPMENT CORPORATION MEETING

Monday, October 16, 2023 – 8:30 A.M.

**Training Room - 210
Blue Springs City Hall
903 W Main St.
Blue Springs, Missouri**

1. Call Meeting to Order
2. Confirmation of Quorum
3. Approval of May 10, 2022 Meeting Minutes
4. Consideration of Amendments to the Bylaws of the Corporation
 - a. Action: Motion to approve Amendments to the Bylaws of the Corporation
5. Consideration of Recommendation of a one year extension of Main Center Redevelopment Corporation Incentive Policy
 - a. Action: Motion to Recommend approval of a one year extension of Main Center Redevelopment Corporation Incentive Policy
6. Consideration of Recommendation of extension of Section 805.0303.D of the Code of Ordinances for Credits for Certain Fees for one year.
 - a. Action: Motion to Recommend approval of extension of Section 805.0303.D of the Code of Ordinances for Credits for Certain Fees for one year.
7. Consideration of Intergovernmental Cooperative Agreement Between Main Center Redevelopment Corporation and the City of Blue Springs, Missouri.
 - a. Action: Motion to Approve Execution of Intergovernmental Cooperative Agreement Between Main Center Redevelopment Corporation and the City of Blue Springs, Missouri.
8. Adjourn

Posted October 9, 2023 at Blue Springs City Hall and on the City's website.

A quorum of the City Council may be in attendance; however, no City Council votes will be taken.

**MCRC BOARD OF DIRECTORS MEETING
MINUTES OF MEETING
May 10, 2022**

A meeting of the Main Center Redevelopment Corporation Board of Directors was held on Tuesday, May 10, 2022 at 1:30 p.m. in at Blue Springs City Hall with Chair Gailen Snyder presiding.

BOARD MEMBERS IN ATTENDANCE

Gailen Snyder
Jen Hauschild
Vickie Jack

Cindy Miller
Lyle Shaver

Acting City Administrator Christine Cates, Council Liaison Kent Edmondson, Attorneys Sid Douglas and Sarah Granath from Gilmore and Bell, Community Development Director Mike Mallon, and City Clerk Sheryl Morgan.

CALL TO ORDER AND CONFIRMATION OF QUORUM

Chair Snyder called the meeting to order at 1:30 p.m. and confirmed a quorum of the Board was present.

APPROVAL OF MINUTES

Board Member Hauschild moved to approve the Minutes of the April 13, 2022 Main Center Redevelopment Corporation meetings. Motion seconded by Board Member Jack and carried unanimously.

HISTORY AND OVERVIEW OF MCRC

Attorney Sid Douglas provided an overview and history of the Main Center Redevelopment Corporation.

PRESENTATION OF APPLICATION FROM DWELLINGS BY DESIGN

Acting City Administrator Christine Cates provided an update to information provided at the April 13, 2022 meeting and noted that new drawings of the project were included with the Agenda packet for this meeting. The Downtown Review Board recommended approval of the project with a 4-1 vote, and the Historic Preservation Commission unanimously recommended denial of the project. The application for tax abatement application from Dwellings by Design was to construct five 8-plex apartment buildings at 110 and 106 9th Street with a budget of \$4,355,000. Applicant John Broker reviewed revised details and responded to questions from the Board. The project would require rezoning approval by City Council.

CONSIDERATION OF DWELLINGS BY DESIGN TAX ABATEMENT APPLICATION

Board Member Hauschild moved to recommend approval of a Level A tax abatement (10 year 100% + 15 years 75%) for Dwellings by Design to in order to construct five 8-plex apartment buildings at 110 and 106 9th Street and authorize the Chair to execute the Abatement Agreement at the appropriate time.

Motion seconded by Board Member Shaver and carried with a vote of 4-1 (Member Jack voting No).

Main Center Redevelopment Corporation

ADJOURNMENT

At 2:29 p.m. there was no further business to come before the Board, Board Member Jack moved the meeting be adjourned. Motion seconded by Board Member Miller and carried unanimously.

ATTEST:

Gailen Snyder, Chair

Sheryl Morgan, City Clerk

next succeeding business day. If the election of the Board shall not be held on the day designated herein for any Annual Meeting, or at any adjournment thereof, the Board shall cause the election to be held at a Special Meeting of the Shareholder as soon thereafter as conveniently may be. ~~Notwithstanding the foregoing, the requirement for the Annual Meeting of the Shareholder may be satisfied without a meeting pursuant to the steps outlined in Article III, Section 9 herein. As used herein, "Shareholder" shall mean the City of Blue Springs, Missouri.~~

Section 2. Special Meetings: Special meetings of the Shareholder, for any purpose whatsoever, may be called at any time by the President, by the Board, or by the holder of the outstanding ~~share~~ shares of the Corporation. Business transacted at all Special Meetings of the Shareholder shall be confined to the purposes stated in the notice of the meeting.

Section 3. Place of Meeting: Annual and Special Meetings of the Shareholder shall be held at the place designated by the Board. In the event the Shareholder calls a Special Meeting, the Shareholder may designate the place for the holding of such meeting. If no designation is made, or if a Special Meeting is otherwise called, the place of meeting shall be the Principal Office of the Corporation.

Section 4. Notice of Meetings: Written or ~~printed~~ electronic notice, as required by statute, stating the place, day and hour of the meeting and, in the case of a Special Meeting, or as otherwise required by statute, the purpose or purposes for which the meeting is called, shall be delivered not less than twenty-four (24) hours before the date of the meeting to the Shareholder of record entitled to vote at such meeting.

Section 5. Waiver of Notice: Attendance of the Shareholder at any meeting shall constitute a waiver of notice of such meeting except where the Shareholder attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Proxies: At all meetings of the ~~Shareholders~~ Shareholder, the Shareholder may vote by proxy executed in writing by the Shareholder or by his duly authorized representative. Such proxy shall be filed with the Secretary of the Corporation before, or at the time of, the meeting.

Section 7. Voting: Except as otherwise provided by statute or by the Articles of Agreement and subject to the provisions of these Bylaws, the sole Shareholder shall be entitled to one (1) vote for each share of Capital Stock held by such Shareholder; provided, however, that at all elections of the Board, the Shareholder shall be entitled to as many votes as shall equal the number of shares held by such Shareholder multiplied by the number of Directors to be elected.

~~section 8 - Voting of share sbv~~

Section 8. Voting of Shares by Certain Holders: ~~Share~~ Shares standing in the name of a municipal ~~corporation~~ corporation may be voted by such officer of the municipal corporation as the municipal corporation's legislative body may prescribe, or by a person appointed by the legislative body to vote and act for the Shareholder.

Section 9. Actions of the Shareholder Without a Meeting: Any action which may be taken at a meeting of the Shareholder may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the Shareholder entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Shareholder at a meeting duly held. The Secretary shall file such consents with the minutes of the meeting of the Shareholder.

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~~entitled to vote. If the Shareholder fail to appoint an arbitrator, the deadlock shall be resolved in the manner provided by the statutes of the state of Missouri.~~

~~Section 9. Vacancy: In the event of a vacancy on the Board prior to the expiration of a ~~Director's~~ Director's term, the Shareholder shall, at the Annual Meeting or at a Special Meeting of the Shareholder, 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 selected as provided in this Article.~~

~~Section 10. Compensation of Directors: No Director shall receive compensation from the Corporation 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~~ Director's performance of his or her duties as a Director.~~

~~Section 11. Removal for Cause: Any Director may be removed for cause by a two-thirds affirmative vote of the entire Board, or by action of the City Council of the City. Written notice of the proposed removal by the Board shall be given to all Directors prior to action thereon.~~

~~Section 12. Committees: The Board may create and appoint any committees it deems necessary and advisable to conduct studies and reviews and provide advice and recommendations to the Board and the City. ~~Reserved.~~~~

~~Each member of each committee shall continue as such until his or her successor is appointed in accordance with the action of the Board establishing the committee, unless the committee shall be sooner terminated, unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.~~

~~One member of each committee shall be elected as Chair by the committee, or the President shall serve as Chair of a Committee if the President is a member of such committee.~~

~~Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.~~

~~Unless otherwise provided in the resolution of the Board designating a committee, a majority of those members of the committee having voting rights shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.~~

~~Each committee may adopt additional rules of its own government not inconsistent with these Bylaws, with the rules adopted by the Board, or with the Articles of Agreement.~~

~~Section 13. Meeting by Conference Telephone: Members of the Board may participate in a meeting of the Board or committee 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 Meeting by Conference Telephone shall not be allowed unless the State of Missouri has declared a State of Emergency which suspends the open meeting laws found in Chapter 610 of the Revised Statutes of Missouri, as amended (the "Sunshine Law"). In accordance with the Sunshine Law, all votes by roll call must be cast by Board members who are physically present and in attendance at the meeting.~~

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Section 14. Official Actions: All official acts of the Board shall be by written resolution approved by the Board.

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Section 15. Commencement of Term and Term of Office of Directors:

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A. 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 (i) unless such Director is qualified to act as such, and (ii) until the time such Director accepts the office of Director either by a written acceptance or by participating in the affairs of the Corporation at a meeting of the Board or otherwise.

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B. A Director shall serve a term of one year, provided however, a Director shall continue to serve such term until a qualified Successor Director shall be appointed.

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Section 16. Successor Directors: Successor Directors shall be designated or elected as follows:

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A. A. The Mayor (the "Mayor") of the City of Blue Springs (the "Mayor" "City") shall designate Directors to serve on the Board, including one Director who shall also be the President, one Director who shall also be the Vice President and one Director who shall also be the Secretary, as set forth in Article V, Section 2 below.

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B. ~~Four Directors shall be designated or elected as follows:~~

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1. B. The four persons who are Officers governing board of Downtown Blue Springs Main Street, Inc. (the "Main Street Corporation"), shall each serve as a Director while the Main Street. shall have the opportunity to provide input and suggest persons to serve on the Board of Directors of the Corporation is in existence;

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2. if, however such input and suggestions shall not be binding on the Mayor and failure of the City to solicit input from the Main Street Corporation is not in existence then the Shareholder or its representative by proxy shall elect persons to fill shall not impact the validity of any of the four expiring Director position; designation of directors;

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3. if any Officer of the Main Street Corporation declines to accept the position of Director then the Shareholder or its representative by proxy shall elect a person to fill any expiring Director position;

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Section 17. Resignation: Any Director may resign from the Board. Such resignation shall be in writing addressed to the Secretary of the Corporation and shall be effective immediately upon receipt by the Secretary.

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Section 18. Additional Powers: The Board shall conduct the routine business and affairs of the Corporation, including, but limited to, the following:

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(a) Take action on a notice of transfer and assign the tax abatement powers of the Corporation to selected applicants by contract.

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(b-) Approve and execute contracts with selected applicants to implement the tax abatement plan with selected applicants and issue certifications of tax abatement.

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(e) (c) Implement, monitor and enforce compliance with the Redevelopment Plan for those properties where tax abatement has been extended by the Corporation.

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~~(d)~~ (d) Communicate with City staff and other persons selected by the City who provide services to the Corporation to implement the Redevelopment Plan.

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~~(e)~~ (e) Take such other action as deemed necessary by the Board to implement the Redevelopment Plan.

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~~Section 19. Procedural Rules: All meetings and proceedings of the Corporation shall be in accordance with ~~Robert's~~Robert's Rules of Order except as otherwise directed by these Bylaws, the Articles of Agreement or state law.~~

~~Section 20. Regular Meetings: Regular meetings of the Directors shall be held at such times from time to time as the Directors may determine.~~

~~Section 21. Place: Meetings of the Board shall be held at the principal office of the Corporation, as designated by the Board, or at any other place within Blue Springs, Missouri, as may be determined from time to time by the Board.~~

~~Section 22. 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 allegedly was not lawfully called or convened.~~

~~Section 23. Actions of the Board Without a Meeting: Any action which is required to be or may be taken at a meeting of the Directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the Directors. Such consents shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held, and may be stated as such in any certificate or document filed under the General and Business Corporation Law of Missouri. The Secretary shall file such consents with the minutes of the meetings of the Board. Reserved.~~

~~Section 24. Adjournment: Whether or not a quorum shall be present at any meeting, the Directors present shall have the power to adjourn the meeting without notice other than announcement at the meeting, to a future date, whether specified date or unspecified. 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.~~

~~Section 25. 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. A Director may not abstain from voting, but a Director must recuse themselves from consideration of any item of business if a conflict exists.~~

~~Section 26. Compliance with State Sunshine Law: The Corporation 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 Corporation shall give notice or ~~and~~ conduct all meetings of the ~~Board in accordance with the Sunshine Law.~~ The Corporation shall adopt by resolution a policy in compliance with the Sunshine Law. [Verify if this has happened.]~~

ARTICLE V
Officers

~~Section 1. General: The Officers of the Corporation shall be a President, a Vice President, ~~and a Secretary~~ and a Treasurer. Officers shall be appointed from among the members of the Board and shall at all times while holding such offices be members of the Board. No person may hold more than one office.~~

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~~Section 2. Election and Terms of Office: Initially, the Officers shall be appointed by the Board at the first meeting of the Board, to serve until the first Annual Meeting of the Board and until their qualified successors are duly elected.~~

~~At the Annual Meeting of the Board, the President, the Vice President and the Secretary, of the Board shall be appointed by the Mayor of the City of Blue Springs (the "Mayor"), and the Board shall appoint the remaining Officers to serve until the next annual meeting of the Board and until their successors are duly appointed and qualified. The Mayor's Mayor's appointment of the President, Vice President and Secretary, may occur prior to the date of the Annual Meeting and be presented at the Annual Meeting.~~

~~An Officer shall be deemed qualified when such Officer enters upon the duties of the office to which such Officer has been appointed.~~

~~The term of office of each Officer of the Corporation shall terminate at the Annual Meeting of the Board next succeeding his or her appointment and at which any such Officer of the Corporation is appointed unless the Mayor (with respect to the President, Vice President and Secretary) or the Board (with respect to the remaining Officer positions) provides otherwise at the time of his or her appointment.~~

~~Section 3. Removal: Any Officer or agent, including subordinate Officers, elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any Officer may resign at any time upon written notice to the Corporation or the Board, which resignation shall be effective upon receipt by the Corporation or Board.~~

~~Section 4. Vacancies: Vacancies caused by the death, resignation, incapacity, removal or disqualification of an Officer of the Corporation shall be filled by the Board at any annual/Annual or other regular meeting or at any special meeting/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/Officer's successor is duly elected and qualified.~~

~~Section 5. The President: The President shall be the chief executive Officer of the Corporation, shall have such general executive powers and duties of supervision and management as are usually vested in the office of the executive Officer of a corporation, and shall carry into effect all directions and resolutions of the Board. The President shall preside at all meetings of the Board at which he or she may be present, and at all committee meetings of, which the President is a member.~~

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

~~The President 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 President shall be specifically appointed to any committee, the President 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.~~

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

The President shall be a member of the Board of Directors.

Section 6. ~~The Vice President:~~ The Vice President shall work in cooperation with the President and shall perform the duties as the Board may assign to him or her. In the event of the death, and during the absence, incapacity, inability or refusal to act of the President, the Vice President shall be vested with all the powers and perform all of the duties of the office of President. In the absence of the President, the Vice President shall preside at all meetings of the Board at which he or she may be present. The Vice President 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.

The Vice President shall be a member of the Board of Directors.

Section 7. ~~Treasurer:~~ The Treasurer shall have supervision and custody of all moneys, funds, and credits of the Corporation and shall cause to be kept full and accurate accounts of the receipts and disbursements of the Corporation in books belonging to it. The Treasurer shall keep or cause to be kept all other books of account and accounting records of the Corporation as shall be necessary, and shall cause all moneys and credits to be deposited in the name and to the credit of the Corporation in such accounts and depositories as may be designated by the Board. The Treasurer shall disburse or supervise the disbursement of funds of the Corporation 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 Corporation, or the supervision of which is delegated by the Board to any other Officer, agent or employee.

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

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

The Treasurer shall be either a member of the Board of Directors or an employee of the City. If the Treasurer is an employee of the City, and not a Director, the appointment shall not be required to be filled [annually] but shall be continuous until such time as the appointment is revoked or otherwise terminated in accordance with the provisions herein.

Section 8. ~~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 Corporation 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~~ of the Corporation and shall, at such reasonable times as may be requested, permit an inspection of such books, papers and records by any Director of the Corporation. The Secretary, or his or her designee, shall also serve as the custodian of the Corporation's Corporation's records, as required in Section 610.023.1, RSMo. 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 Corporation under the supervision of the President and the Board.

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The Secretary shall provide for or keep in safe custody the seal of the Corporation and when authorized to do so shall affix the same to any instrument requiring the seal, and when so affixed, the Secretary shall attest the same by his or her signature.

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The Secretary shall have the general duties, powers and responsibilities of a secretary of a corporation 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.

The Secretary shall be an employee of the City. If the Secretary is not also a Director, the appointment shall not be required to be filled [annually] but shall be continuous until such time as the appointment is revoked or otherwise terminated in accordance with the provisions herein.

Section 9. Compensation of Officers: No Officer who is also a member of the Board shall receive any salary or compensation from the Corporation for any services such Officer may render to it as an Officer. Salaries and compensation of all other Officers, agents and employees of the Corporation, 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 President, 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 Corporation.

Section 10. Other Agents: The Board from time to time may also appoint such other agents for the Corporation 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.

ARTICLE VI
Duties of Officers May Be Delegated

Except as otherwise provided in Article IV, in the absence or disability of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board, by majority vote, may delegate, for as long a time as the Board shall deem necessary, all the powers and duties, or any of them, of such officers to any other officer or to any director or to any other person. Provided, however, that if the President, Vice President or Secretary shall be unable to fulfill their duties by absence or disability, the Mayor shall appoint the replacement for such officer or director.

ARTICLE VII
Indemnification of Directors and Officers
Against Liabilities and Expenses in Actions

Section 1. Indemnification and Liability of Directors and Officers: Each person who is or was a Director or Officer of the Corporation (including the heirs, executors, administrators and estate of such person) shall be indemnified by the Corporation 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 against any liability, judgment, fine, amount paid, amount paid in settlement, cost and expense (including attorneys' attorneys' fees) asserted, threatened against or incurred by such person in such person's person's capacity as, or arising out of, such person's person's status as a Director or Officer of the Corporation. 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 Corporation 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 Corporation 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

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Revised Draft - June 26, 2017

the Corporation 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

Gaile Amber Seigler
Secretary of the Meeting _____, 2023.

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Secretary of the Meeting

were approved at a duly constituted Meeting of the City Council of the City of Blue Springs, Missouri held on _____, 2022.

Mayor of the City of Blue Springs, Missouri

ATTEST:

City Clerk of the City of Blue Springs, Missouri

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**AMENDED AND RESTATED BY-LAWS
OF
MAIN CENTER REDEVELOPMENT CORPORATION
(A Missouri Urban Redevelopment Corporation)**

**ARTICLE I
Offices**

Section 1. Principal Office: The principal office of the Main Center Redevelopment Corporation (the "Corporation") shall be located at 903 Main Street, Blue Springs, Missouri 64015.

Section 2. Other Offices: The Corporation may have such other offices, either within or without the state of Missouri, as the Board of Directors (the "Board") from time to time may provide or as the business of the Corporation from time to time may require.

Section 3. Registered Office: The registered office of the Corporation required by The General and Business Corporation Law of Missouri to be maintained in the state of Missouri may be, but need not be, the same as its place of business. The address of the registered office may be changed from time to time by the Board.

Section 4. Records: The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board. The Corporation shall keep at its principal office a record of the name and place of residence of each Director and each Officer.

**ARTICLE II
Purposes and Powers**

Section 1. Purposes: In accordance with the Urban Redevelopment Corporation Law, Chapter 353 of the Revised Statutes of Missouri, the Corporation is organized for the purposes of clearance, replanning, reconstruction or rehabilitation of blighted areas, and the construction of such industrial, commercial or public structures as may be appropriate, including provisions for recreational and other facilities incidental or appurtenant thereto. To accomplish these purposes, the Corporation will implement the Chapter 353 Redevelopment Plan for the Main Center Redevelopment Area, as it may be amended (the "Redevelopment Plan") that has been or will be approved by the City Council of the City.

Section 2. Powers: The property and affairs of the Board shall be managed by the members of the Board, and the Board shall have all powers, except as may be expressly limited by the Urban Redevelopment Corporation Law, other Missouri laws applicable to corporations or these Bylaws.

**ARTICLE III
Shareholder**

Section 1. Annual Meeting: The Annual Meeting of the Shareholder (defined below) shall be held prior to the first Tuesday of the sixth month following the close of the fiscal year of the Corporation, for the purpose of electing the Board, considering reports of the affairs of the Corporation, and for the transaction of such other business as may come before the meeting. If the day fixed for the Annual Meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of the Board shall not be held on the day designated

herein for any Annual Meeting, or at any adjournment thereof, the Board shall cause the election to be held at a Special Meeting of the Shareholder as soon thereafter as conveniently may be. Notwithstanding the foregoing, the requirement for the Annual Meeting of the Shareholder may be satisfied without a meeting pursuant to the steps outlined in Article III, Section 9 herein. As used herein, "Shareholder" shall mean the City of Blue Springs, Missouri.

Section 2. Special Meetings: Special meetings of the Shareholder, for any purpose whatsoever, may be called at any time by the President, by the Board, or by the holder of the outstanding shares of the Corporation. Business transacted at all Special Meetings of the Shareholder shall be confined to the purposes stated in the notice of the meeting.

Section 3. Place of Meeting: Annual and Special Meetings of the Shareholder shall be held at the place designated by the Board. In the event the Shareholder calls a Special Meeting, the Shareholder may designate the place for the holding of such meeting. If no designation is made, or if a Special Meeting is otherwise called, the place of meeting shall be the Principal Office of the Corporation.

Section 4. Notice of Meetings: Written or electronic notice, as required by statute, stating the place, day and hour of the meeting and, in the case of a Special Meeting, or as otherwise required by statute, the purpose or purposes for which the meeting is called, shall be delivered not less than twenty-four (24) hours before the date of the meeting to the Shareholder of record entitled to vote at such meeting.

Section 5. Waiver of Notice: Attendance of the Shareholder at any meeting shall constitute a waiver of notice of such meeting except where the Shareholder attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Proxies: At all meetings of the Shareholder, the Shareholder may vote by proxy executed in writing by the Shareholder or by his duly authorized representative. Such proxy shall be filed with the Secretary of the Corporation before, or at the time of, the meeting.

Section 7. Voting: Except as otherwise provided by statute or by the Articles of Agreement and subject to the provisions of these Bylaws, the sole Shareholder shall be entitled to one (1) vote for each share of Capital Stock held by such Shareholder; provided, however, that at all elections of the Board, the Shareholder shall be entitled to as many votes as shall equal the number of shares held by such Shareholder multiplied by the number of Directors to be elected.

Section 8. Voting of Shares by Certain Holders: Shares standing in the name of a municipal corporation may be voted by such officer of the municipal corporation as the municipal corporation's legislative body may prescribe, or by a person appointed by the legislative body to vote and act for the Shareholder.

Section 9. Actions of the Shareholder Without a Meeting: Any action which may be taken at a meeting of the Shareholder may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the Shareholder entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Shareholder at a meeting duly held. The Secretary shall file such consents with the minutes of the meeting of the Shareholder.

ARTICLE IV Board of Directors

Section 1. General Powers: Subject to the limitations contained in these Bylaws, the Articles of Agreement, the Urban Redevelopment Corporation Law or the General and Business Corporation Law of Missouri, as to actions which shall be authorized or approved by the Shareholder, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by the Board.

Section 2. Number of Directors; Qualifications: The number of Directors of the Corporation to constitute the Corporation's Board is five (5). By vote of the majority of shares entitled to vote, the Shareholder at any annual or special meeting may change the number of directors to constitute the Board. Any changes in the number of directors shall be reported to the Secretary of State of the state of Missouri within thirty (30) days of such change. Each director shall hold office until the next annual meeting of Shareholder or until his successor shall have been elected and qualified.

Section 3. Successor Directors. At the Annual Meeting or a Special Meeting of the Shareholder, the Shareholder or its representative by proxy shall elect the person to fill any expiring Director position.

Section 4. Annual Meetings: An Annual Meeting of the Directors shall be held immediately following and at the same place as the Annual Meeting of the Shareholder.

Section 5. Special Meetings: Special meetings of the Board may be called by, or at the request of, the President, any director or the Shareholder. The person or persons authorized to call special meetings of the Board may fix any place in the City of Blue Springs, Missouri, as the place for holding any special meeting of the Board called by them.

Section 6. Notice of Meetings: Notice of the Annual or any Special Meeting of the Board shall be duly signed by the Officer, the Director(s) or Shareholder calling the same and given in the manner hereinafter provided. Written or electronic 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 such meeting.

Section 7. Quorum: Except as may be otherwise specifically provided by statute, by the Articles of Agreement or by these Bylaws, a majority of the total number of Directors shall constitute a quorum for the transaction of business, and the vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board; provided, however, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The acts of Directors, in accordance with Robert's Rules of Order, who are present in person 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 under Robert's Rules of Order, by law or these Bylaws.

Section 8. Manner of Acting: The act of the majority of the directors present at a meeting of the directors at which a quorum is present shall be the act of the Board. In the event of a voting deadlock by the Board, the meeting shall be continued pursuant to Robert's Rules of Order until such time when the Board can meet again.

Section 9. Vacancy: In the event of a vacancy on the Board prior to the expiration of a Director's term, the Shareholder shall, at the Annual Meeting or at a Special Meeting of the Shareholder, 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 selected as provided in this Article.

Section 10. Compensation of Directors: No Director shall receive compensation from the Corporation 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.

Section 11. Removal for Cause: Any Director may be removed for cause by a two-thirds affirmative vote of the entire Board, or by action of the City Council of the City. Written notice of the proposed removal by the Board shall be given to all Directors prior to action thereon.

Section 12. Reserved.

Section 13. Meeting by Conference Telephone: Meeting by Conference Telephone shall not be allowed unless the State of Missouri has declared a State of Emergency which suspends the open meeting laws found in Chapter 610 of the Revised Statutes of Missouri, as amended (the "Sunshine Law").

Section 14. Official Actions: All official acts of the Board shall be by written resolution approved by the Board.

Section 15. Commencement of Term and Term of Office of Directors:

A. 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 (i) unless such Director is qualified to act as such, and (ii) until the time such Director accepts the office of Director either by a written acceptance or by participating in the affairs of the Corporation at a meeting of the Board or otherwise.

B. A Director shall serve a term of one year, provided however, a Director shall continue to serve such term until a qualified Successor Director shall be appointed.

Section 16. Successor Directors: Successor Directors shall be designated or elected as follows:

A. The Mayor (the "Mayor") of the City of Blue Springs (the "City") shall designate Directors to serve on the Board, including one Director who shall also be the President, one Director who shall also be the Vice President and one Director who shall also be the Secretary as set forth in Article V, Section 2 below.

B. The governing board of Downtown Blue Springs Main Street, Inc. (the "Main Street Corporation") shall have the opportunity to provide input and suggest persons to serve on the Board of Directors of the Corporation, however such input and suggestions shall not be binding on the Mayor and failure of the City to solicit input from the Main Street Corporation shall not impact the validity of any designation of directors;

Section 17. Resignation: Any Director may resign from the Board. Such resignation shall be in writing addressed to the Secretary of the Corporation and shall be effective immediately upon receipt by the Secretary.

Section 18. Additional Powers: The Board shall conduct the routine business and affairs of the Corporation, including, but limited to, the following:

(a) Take action on a notice of transfer and assign the tax abatement powers of the Corporation to selected applicants by contract.

(b) Approve and execute contracts with selected applicants to implement the tax abatement plan with selected applicants and issue certifications of tax abatement.

(c) Implement, monitor and enforce compliance with the Redevelopment Plan for those properties where tax abatement has been extended by the Corporation.

(d) Communicate with City staff and other persons selected by the City who provide services to the Corporation to implement the Redevelopment Plan.

(e) Take such other action as deemed necessary by the Board to implement the Redevelopment Plan.

Section 19. Procedural Rules: All meetings and proceedings of the Corporation shall be in accordance with Robert's Rules of Order except as otherwise directed by these Bylaws, the Articles of Agreement or state law.

Section 20. Regular Meetings: Regular meetings of the Directors shall be held at such times from time to time as the Directors may determine.

Section 21. Place: Meetings of the Board shall be held at the principal office of the Corporation, as designated by the Board, or at any other place within Blue Springs, Missouri, as may be determined from time to time by the Board.

Section 22. 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 allegedly was not lawfully called or convened.

Section 23. Reserved.

Section 24. Adjournment: Whether or not a quorum shall be present at any meeting, the Directors present shall have the power to adjourn the meeting without notice other than announcement at the meeting, to a future date, whether specified or unspecified. 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.

Section 25. 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 to the name of the respective Director. A

Director may not abstain from voting, but a Director must recuse themselves from consideration of any item of business if a conflict exists.

Section 26. Compliance with State Sunshine Law: The Corporation 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 Corporation shall give notice or and conduct all meetings of the Board in accordance with the Sunshine Law. **The Corporation shall adopt by resolution a policy in compliance with the Sunshine Law. [Verify if this has happened.]**

ARTICLE V Officers

Section 1. General: The Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. Officers shall be appointed from among the members of the Board and shall at all times while holding such offices be members of the Board. No person may hold more than one office.

Section 2. Election and Terms of Office: Initially, the Officers shall be appointed by the Board at the first meeting of the Board, to serve until the first Annual Meeting of the Board and until their qualified successors are duly elected.

At the Annual Meeting of the Board, the President, the Vice President and the Secretary of the Board shall be appointed by the Mayor of the City, and the Board shall appoint the remaining Officers to serve until the next annual meeting of the Board and until their successors are duly appointed and qualified. The Mayor’s appointment of the President, Vice President and Secretary may occur prior to the date of the Annual Meeting and be presented at the Annual Meeting.

An Officer shall be deemed qualified when such Officer enters upon the duties of the office to which such Officer has been appointed.

The term of office of each Officer of the Corporation shall terminate at the Annual Meeting of the Board next succeeding his or her appointment and at which any such Officer of the Corporation is appointed unless the Mayor (with respect to the President, Vice President and Secretary) or the Board (with respect to the remaining Officer positions) provides otherwise at the time of his or her appointment.

Section 3. Removal: Any Officer or agent, including subordinate Officers, elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any Officer may resign at any time upon written notice to the Corporation or the Board, which resignation shall be effective upon receipt by the Corporation or Board.

Section 4. Vacancies: Vacancies caused by the death, resignation, incapacity, removal or disqualification of an Officer of the Corporation 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.

Section 5. President: The President shall be the chief executive Officer of the Corporation, shall have such general executive powers and duties of supervision and management as are usually vested in the office of the executive Officer of a corporation, and shall carry into effect all directions and resolutions of the Board. The President shall preside at all meetings of the Board at which he or she may be present.

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

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

The President shall be a member of the Board of Directors.

Section 6. Vice President: The Vice President shall work in cooperation with the President and shall perform the duties as the Board may assign to him or her. In the event of the death, and during the absence, incapacity, inability or refusal to act of the President, the Vice President shall be vested with all the powers and perform all of the duties of the office of President. In the absence of the President, the Vice President shall preside at all meetings of the Board at which he or she may be present. The Vice President 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.

The Vice President shall be a member of the Board of Directors.

Section 7. Treasurer: The Treasurer shall have supervision and custody of all moneys, funds and credits of the Corporation and shall cause to be kept full and accurate accounts of the receipts and disbursements of the Corporation in books belonging to it. The Treasurer shall keep or cause to be kept all other books of account and accounting records of the Corporation as shall be necessary, and shall cause all moneys and credits to be deposited in the name and to the credit of the Corporation in such accounts and depositories as may be designated by the Board. The Treasurer shall disburse or supervise the disbursement of funds of the Corporation 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 Corporation, or the supervision of which is delegated by the Board to any other Officer, agent or employee.

The Treasurer shall render to the President 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 Corporation.

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

The Treasurer shall be either a member of the Board of Directors or an employee of the City. If the Treasurer is an employee of the City, and not a Director, the appointment shall not be required to be filled [annually] but shall be continuous until such time as the appointment is revoked or otherwise terminated in accordance with the provisions herein.

Section 8. 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 Corporation to be kept for that purpose. The Secretary shall be the custodian of all the books, papers and records of the Corporation and shall, at such reasonable times as may be requested, permit an inspection of such books, papers and records by any Director of the Corporation. The Secretary, or his or her designee, shall also serve as the custodian of the Corporation's records, as required in Section 610.023.1, RSMo. 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 Corporation under the supervision of the President and the Board.

The Secretary shall provide for or keep in safe custody the seal of the Corporation and when authorized to do so shall affix the same to any instrument requiring the seal, and when so affixed, the Secretary shall attest the same by his or her signature.

The Secretary shall have the general duties, powers and responsibilities of a secretary of a corporation 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.

The Secretary shall be an employee of the City. If the Secretary is not also a Director, the appointment shall not be required to be filled [annually] but shall be continuous until such time as the appointment is revoked or otherwise terminated in accordance with the provisions herein.

Section 9. Compensation of Officers: No Officer who is also a member of the Board shall receive any salary or compensation from the Corporation for any services such Officer may render to it as an Officer. Salaries and compensation of all other Officers, agents and employees of the Corporation, 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 President, 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 Corporation.

Section 10. Other Agents: The Board from time to time may also appoint such other agents for the Corporation 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.

ARTICLE VI

Duties of Officers May Be Delegated

Except as otherwise provided in Article IV, in the absence or disability of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board, by majority vote, may delegate, for as long a time as the Board shall deem necessary, all the powers and duties, or any of them, of such officers to any other officer or to any director or to any other person. Provided, however, that if the President, Vice President or Secretary shall be unable to fulfill their duties by absence or disability, the Mayor shall appoint the replacement for such officer or director.

ARTICLE VII
Indemnification of Directors and Officers
Against Liabilities and Expenses in Actions

Section 1. Indemnification and Liability of Directors and Officers: Each person who is or was a Director or Officer of the Corporation (including the heirs, executors, administrators and estate of such person) shall be indemnified by the Corporation 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, 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 Corporation. 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 Corporation 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 Corporation 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 Corporation 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 Corporation, or upon statements made or information furnished by Directors, Officers, employees or agents of the Corporation which such person had no reasonable grounds to disbelieve.

Section 2. Limits of Indemnification: No indemnification shall be made to any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

Section 3. Advancement of Expenses: Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as provided in this By-Law.

Section 4. Nonexclusive Right: The indemnification and advancement of expenses provided by this By-Law shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation or any other By-Law or any agreement, vote of the Shareholder or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrator of such person.

Section 5. Absence of Personal Liability: The Directors and Officers of the Corporation are not individually or personally liable for the debts, liabilities or obligations of the Corporation.

ARTICLE VIII
Contracts, Loans, Checks and Deposits

Section 1. Contracts: The Board may authorize any Officer or Officers, agent or agents to enter into any contract or execute and deliver any deed or other instrument in the name of and on

behalf of the Corporation, and such authority may be general or confined to specific instances. The Board may consider and recommend approval of applications for tax abatement and may approve contracts that implement the Redevelopment Plan with respect to selected applicants. All contracts shall be approved by written resolution of the Board.

Section 2. Loans: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Depositories and Checks: The moneys of the Corporation 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.

Section 4. Bonds: The Board may require that any Officer or employee handling money of the Corporation be bonded at the Corporation's expense, in such amounts as may be determined by the Board.

Section 5. 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 Corporation, 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.

Section 6. Certain Loans Prohibited: The Corporation shall not make any loan to any Officer or Director of the Corporation. No loans shall be contracted on behalf of the Corporation and no evidence of any financial obligation shall be issued in its name unless authorized by resolutions of the Board.

ARTICLE IX
Financial Interest of Officers and Directors
and its Effect on Contracts with the Corporation

Section 1. Contracts with Officers or Directors: No contract or transaction between this Corporation and one or more of its directors or officers, or between this Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or known to the Board, and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though disinterested directors may be less than a quorum; or

(b) The material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or known to the Shareholder entitled to vote thereof, and the contract or transaction is specifically approved in good faith by vote of the Shareholder; or

(c) The contract or transaction is fair as to this Corporation as of the time it is authorized or approved by the Board or the Shareholders.

Section 2. Quorum: Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction.

ARTICLE XII Corporate Seal

The Corporation shall have a circular corporate seal which shall have inscribed around its circumference the words "Main Center Redevelopment Corporation" and elsewhere thereon shall bear the words "Corporate Seal," the year of its organization and the word "Missouri." The corporate seal may be affixed by impression or may be a facsimile or in any manner reproduced.

ARTICLE XIII Waiver of Notice

Whenever any notice is required to be given under the provisions of these Bylaws, of the Articles of Agreement, the Urban Redevelopment Corporation Law or of the General and Business Corporation Law of Missouri, waiver of such notice in writing, signed by the person or persons entitled thereto, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV Fiscal Year

The fiscal year of the Board shall be the fiscal year of the City.

ARTICLE XV Amendments

The Board shall have the power to alter, amend or repeal the Bylaws of the Corporation and to adopt new Bylaws, which power may be exercised by a vote of a majority of the members of the full Board. The Corporation 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. Prior to altered, amended, repealed or new Bylaws taking effect, the City Council of the City (the "City Council") shall approve such Bylaws by a vote of the majority of the members of the City Council. If the City Council does not approve such amended or altered Bylaws, the previously adopted Bylaws shall remain in effect.

ARTICLE XVI Miscellaneous Provisions

Section 1. Books and Records: The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Shareholder and the Board. The books and records of the Corporation may be written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction.

Section 2. Inspection of Corporate Records: The stock ledger or duplicate stock ledger, the books of account and minutes of proceedings of the Shareholder and the Board shall be open to inspection, at the Principal Office, upon the written demand of any Shareholder within five (5) days of such demand during ordinary business hours if for a purpose reasonably related to such Shareholder's interests as a Shareholder.

Section 3. Inspection of Bylaws: The Corporation shall keep in its Principal Office the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by any Shareholder at all reasonable times during ordinary business hours.

THE AMENDED AND RESTATED BY-LAWS OF
MAIN CENTER REDEVELOPMENT CORPORATION
(A Missouri Urban Redevelopment Corporation)

were adopted at a duly constituted Meeting of the Board of Directors of said Corporation held on _____, 2023.

Secretary of the Meeting

were approved at a duly constituted Meeting of the City Council of the City of Blue Springs, Missouri held on _____, 2022.

Mayor of the City of Blue Springs, Missouri

ATTEST:

City Clerk of the City of Blue Springs, Missouri

City of Blue Springs, Missouri

Main Center Redevelopment Corporation Incentive Policy

I. Program Statement

The intent of the Main Center Redevelopment Corporation (MCRC) is to strengthen the economic viability of the Main Center area by providing financial incentives for improving the appearance and structural conditions of its buildings and increasing the infill development of vacant parcels and population density to further support commercial properties. Additionally, this policy is designed to encourage new investment and re-development not associated with deferred routine maintenance neglected by the current property owner. As such, the policy is not intended to serve as routine maintenance relief (HVAC, paint, gutters, roofing), but rather a catalyst to blight removal and district betterment.

Main Center has been at the heart of Blue Springs development since early 1880's. Twelve of the 126 buildings in the redevelopment area were constructed prior to 1900, while buildings in the entire area average over 50 years old. The maturity of the area brings with it both charm as well as challenges in that many of the buildings and land parcels do not conform to current standards and practices. The Main Center Redevelopment Corporation was incorporated to allow the City of Blue Springs to assist business and property owners in meeting these challenges.

The ultimate success of the Main Center is dependent on private sector commitment. It is up to the merchants, building owners, residents, professionals and investors to improve the value of their businesses and the condition of their buildings.

These incentive programs are intended to stimulate improvements to the Main Center Corridor by providing innovative financing mechanisms. It presents an opportunity to preserve our community's heritage, and to enhance and promote the unique atmosphere which Main Center can provide. Successful implementation will result in a stronger Main Center and a stronger Blue Springs community.

II. Downtown Master Plan

A number of downtown buildings have been altered in a manner that does not contribute to the appearance or the image of Main Center. In some cases, alteration is not consistent with the overall design of the structure itself. Such building treatments are in direct conflict with the need for a comprehensive, coordinated approach to improvements.

Several guiding documents have been developed with public input for the downtown area. In January 2007, the City adopted the Downtown Master Plan and in 2017 Downtown Design Guidelines were established. It is important that structures, both in their design and use, conform to the Downtown Master Plan and Design Guidelines. Accordingly, no incentive

program shall be granted unless, at a minimum, the proposed Redevelopment Project conforms to these standards as determined by the Downtown Review Board. This Policy provides for two types of incentives: (1) real property tax abatement and (2) a reduction in permit fees which would be applicable to new development and redevelopment under the city code. It is contemplated that development may request and receive one, or both incentive programs. The two are not considered mutually exclusive.

III. Description of Tax Abatement Program

Pursuant to Chapter 353, RSMo, the Main Center Redevelopment Corporation has the ability to abate real property taxes for redevelopment projects. The amount and length of the tax abatement is dependent on which “Level” applies to the project: A, B or C. The incentive amount varies with each Level depending upon the investment amount.

Level A

The purpose of Level A is to attract sizable (market shifting) investments. There are two classes within Level A:

Investment Threshold:	Minimum \$750,000
Incentive Amount	10 years 100% abatement + 15 years at 75% abatement

Investment Threshold	Minimum \$1,000,000 – Requires “But for” economic analysis, paid for by the applicant
Incentive Amount	10 years 100% abatement + 15 years at 100% abatement

Level B

The purpose of Level B is to attract mid-market investments (market stimulating):

Investment Threshold	\$100,000 - \$749,999
Investment Amount	10 years 100% abatement + 15 years at 50% abatement

Level C

The purpose of Level C is to attract market stabilizing investments (market stabilization):

Investment Threshold	\$5,000 - \$99,999
Incentive Amount:	Equal to cost of improvements or 100% abatement for 10 years, whichever occurs first

Determination of qualified investment threshold. If the project involves new construction, or rehabilitation of an existing structure, interior and exterior costs may count towards the investment range. The total project budget for the investment should look to allocate 50% to exterior costs and 50% to interior costs, subject to the MCRC Board of Directors review. Interior costs shall not include furniture, appliances, inventory, trade or display fixtures. The MCRC Board of Directors shall review the project budget and make a recommendation to the City Council for approval.

Project density. A project shall generally relate to an individual land parcel, but treating multiple properties as if assembled may be appropriate depending upon the circumstances. This policy shall not generally apply to individual single family residential structures, unless it is appropriate to treat a project involving multiple structures as a whole. Commercial projects may have one or more units per structure.

Impact on School District Because new residential projects which qualify for Levels A or B have the potential to significantly generate students into the school district, affected parties shall confer with the District to identify mitigating factors, such as entering into a PILOT Agreement, as may be appropriate given such a project's financial viability. For example, one new residential single family dwelling would not generally be expected to qualify at Levels A or B, and requiring a PILOT on this lower investment amount may render this Policy's abatement inconsequential as a means to incenting development which conforms to the Downtown Master Plan. However, a multiple family residential structure (e.g., attached housing, four-plex, etc.) may well qualify at Levels A or B and, given this higher investment amount, a PILOT Agreement would be appropriate.

“PILOT” refers to payments in lieu of taxes to be made to all taxing authorities whose property tax revenues are affected by the abatement on the same pro rata basis and in the same manner as the ad valorem property tax revenues received by each taxing authority from such property in the year such payments are due.

But-for economic analysis means that, with respect to a particular Redevelopment Project, the applicant would not reasonably be anticipated to undertake the Redevelopment Project without the tax abatement incentive, which may be evidenced by an applicant’s affidavit attesting to this fact. The cost of the but-for economic analysis will be paid for by the applicant.

IV. Description of Permit Fee Program

[City Code Section 805.030](#) provides the public purpose and framework for a partial waiver of building, plan review, and sign permit fees inclusive of water and sewer system development fees (Fees) to encourage in-fill development and redevelopment in the Main Center area.

In each situation, upon request, the Fees within the district will be reduced by one-half (½), or 50%.

V. Eligible Property

Redevelopment projects may be located on any parcel within the MCRC Redevelopment Area. See attached Exhibit B for the redevelopment area boundaries.

VI. Tax Abatement Application Process:

Applications for the program will be accepted by the City Staff on behalf of Main Center Redevelopment Corporation. A \$250.00 filing fee to MCRC is required with the application for investment Level “C” or a filing fee of \$750.00 for investment Level “A” and “B”.

The Application will first be reviewed by the Downtown Review Board for a determination of whether the proposed Redevelopment Project conforms to the Downtown Master Plan. If the Downtown Review Board determines that the proposed Redevelopment Project conforms to the Downtown Master Plan, then the application will be considered by the MCRC Board of Directors for recommendation to the City Council, including a recommendation as to the appropriate incentive Level. The City Council shall then consider the MCRC recommendation. If the City Council favorably considers the application, it will adopt an ordinance approving the redevelopment project and authorizing the tax abatement. The property owner and MCRC will then enter into a Memorandum of Understanding setting forth program responsibilities and expectations and execute deeds conveying the property – albeit briefly – to MCRC and then back to the property owner, which then serves as the statutory trigger for the tax abatement.

The tax incentive is available for only those projects that have been approved by the City Council before the project is started. The project is considered started when the applicant has received one or more building permits for the project.

VII. Permit Fee Reduction Process

Requests for reduction in Fees can be made to the Community Development Department along with the submission of applicable Permit Application materials.

VI. Expiration

This Policy expires November 6, 2024. No applications will be accepted after this period, but applications submitted before November 6, 2024 will be processed in accordance with this Policy.

VII. Performance Audit

To assist in measuring the effectiveness of this Policy, City Staff shall collect the following benchmark data: baseline annual assessed valuation of the Redevelopment Area; number of building permits issued with and without abatements within the

Redevelopment Area identifying the number of projects (and units) completed per parcel; capital investment amount; amount of square feet built or rehabilitated. This data shall be documented annually.

City Staff shall present to the MCRC Board of Directors and the City Council a Performance Audit that quantifies and analyzes the program results. City Staff shall also make a recommendation whether the program should be continued or modified. All affected taxing jurisdictions shall be provided with a copy of the Performance Audit and notified of the date that it will be presented to the City.

BILL NO.

Introduced by Councilmember

ORDINANCE NO.

AN ORDINANCE AMENDING SECTION 805.030.D OF THE CODE OF ORDINANCES, CITY OF BLUE SPRINGS, MISSOURI TO ALLOW FOR THE CONTINUATION OF CREDITS FOR CERTAIN FEES IN THE MAIN CENTER REDEVELOPMENT CORPORATION FOR A PERIOD OF ONE YEAR

WHEREAS the City of Blue Springs added a new Section 805.030: Credits for Permit Fees in the Main Center Redevelopment Corporation Area to the Code of Ordinances, by Ordinance No. 4676 on August 7, 2017; and

WHEREAS, it is advisable to amended Section 805.030.D to extend the credits for a period of one year; and

WHEREAS, extending the credits to expire in one year will align with the expiration of the Main Center Redevelopment Corporation Incentive Policy and allow alignment with the upcoming Downtown Master Plan.

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF BLUE SPRINGS, MISSOURI, as follows:

NOTE: LANGUAGE TO BE ADDED IS UNDERLINED. LAUGUAGE TO BE DELETED IS SHOWN AT STRICKEN. Sections and Subsections not set out herein are not amended or changed.

Section 1: That Section 805.030.D shall be amended as follows:

D. This Section shall expire on ~~November 5, 2023~~ November 6, 2024 unless extended by action of the City Council.

Section 2. This Ordinance shall be in full force and effect from and after its passage and approval.

Section 3. Scrivener’s Errors. Typographical errors and other matters of a similar nature that do not affect the intent of this ordinance, as determined by the City Clerk and City Attorney, may be corrected with the endorsement of the City Administrator without the need to come before the City Council.

PASSED by the City Council of the City of Blue Springs, Missouri, and approved by the Mayor of Blue Springs, this _____ day of September 2023.

CITY OF BLUE SPRINGS

Carson Ross, Mayor

ATTEST:

Sheryl Morgan, City Clerk

1st Reading:
2nd Reading:

**INTERGOVERNMENTAL COOPERATIVE AGREEMENT
BETWEEN
MAIN CENTER REDEVELOPMENT CORPORATION
AND THE CITY OF BLUE SPRINGS, MISSOURI**

THIS AGREEMENT, made as of this _____ day of _____, 2023 by and between Main Center Redevelopment Corporation, a Missouri Urban Redevelopment Corporation, hereinafter referred to as “MCRC,” and the City of Blue Springs, Missouri, a constitutionally chartered municipal corporation, hereinafter referred to as “City.”

WHEREAS, On August 6, 2001, the City approved the establishment of MCRC in accordance with Chapter 353, RSMo, as amended, pursuant to Ordinance No. 3397 (“Authorizing Ordinance”); and

WHEREAS, MCRC evaluates and recommends to the City the use of property tax abatement (“Abatement”) pursuant to Chapter 353, RSMo, as amended, to alleviate blighted conditions within the MCRC district; and

WHEREAS, upon approval by the governing body of the City, MCRC enacts such Abatement; and

WHEREAS, it is in the best interests of the health, safety, welfare and economic viability of the citizens of the City to efficiently and effectively support MCRC and to enter into this Intergovernmental Cooperative Agreement (“Agreement”) to achieve that interest;

NOW, THEREFORE, in consideration of the mutual covenants herein contained, MCRC and City agree as follows:

1. **SCOPE OF AGREEMENT.** This Agreement outlines the terms and conditions by which the City will support and undertake administrative and operational staffing, and other services for MCRC. Specific operational policies and procedures have been or will be developed by MCRC to govern its operations, within the limitations of the Authorizing Ordinance.
2. **TERM.** The term of this Agreement shall be for approximately five years, commencing on the effective date of a resolution of the City authorizing the execution of this Agreement by the Mayor on behalf of the City, and terminating on September 30, 2028, unless earlier terminated.
3. **BASIC SERVICES.** In consultation with MCRC, the City will allocate and provide staff to serve as MCRC’s administrative and operational personnel as needed to implement and support MCRC. City staff will assist MCRC with the following functions, and such others as may arise in the course of MCRC operations:
 - a. Administrative and operational staffing for public contact, distribution and processing of applications for MCRC incentives, review and evaluation of such applications, preparation of meeting materials, required notice of meetings, and recording of minutes;
 - b. Financial support activities, including, but not limited to, processing of invoices, payments, receipt of funds, and use of City’s accounting system;
 - c. Payment of necessary legal and other outside advisors; and
 - d. Facilitation of required reports, audits, and other annual requirements.
4. **FACILITIES.** City will provide meeting space at 903 W. Main Street for meetings of MCRC.

5. MODIFICATION. This Agreement shall not be amended, modified, or canceled without the written consent of both parties to this Agreement.
6. ASSIGNMENT. This Agreement, or any part thereof, shall not be assigned by the City and/or MCRC. Any attempt to assign without such consent shall be void and confer no rights on any third parties.
7. GOVERNING LAW. This Agreement shall be construed and governed in accordance with the laws of the State of Missouri. The parties submit to the jurisdiction of the courts of the State of Missouri and waive venue.
8. WAIVER. Waiver of any of the provisions of this Agreement or any breach of this Agreement shall not thereafter be deemed to be a consent by the waiving party to any further waiver, modification or breach by the other party, whether new or continuing, of the same or any other covenant, condition or provision of this Agreement. Failure by one of the parties of this Agreement to assert its rights for any breach of this Agreement shall not be deemed a waiver of such rights.
9. SEVERABILITY. If any covenant or other provision of this Agreement shall be construed to be invalid, or incapable of being enforced, by reason of any rule of law or public policy, all other provisions and conditions of this Agreement shall nevertheless remain in full force and effect, and no covenant or provision shall be deemed dependent upon any other covenant or provision unless so expressed herein.
10. CONFLICTS OF INTEREST. City and MCRC warrant as to their respective officers or employees of the City of MCRC, whether elected or appointed, shall not in any manner whatsoever be interested in or receive any benefit from the profits or emoluments of this Agreement, except City employees may receive their salaries, wages and benefits otherwise due them. Both the City and MCRC will take such steps that are reasonable to assure that the conflicts of interest and ethics provisions contained in applicable statutes, ordinances and codes are complied with by their respective employees or the individual directors of MCRC.
11. COMPLIANCE WITH LAW. City and MCRC must comply with all applicable laws, ordinances and codes, and regulations of the federal, state and local governments in performing any work embraced in this Agreement.
12. TERMINATION. City or MCRC may terminate this Agreement at any time by giving sixty days' notice in writing to the other party.
13. NOTICE. Any notices or other communication required or permitted to be given hereunder must be in writing and will be deemed given five (5) days after posting in the United States mail, regular mail, postage prepaid, or upon receipt by personal or electronic mail delivery, addressed to:

If to City: City Administrator
 903 W. Main Street
 Blue Springs, MO 64015

With a copy to:
 City Attorney
 903 W. Main Street
 Blue Springs, MO 64015

If to MCRC: President of the Board of Directors
of Main Center Redevelopment Corporation,
at such address as may be given from time to time

14. WARRANTY. City and MCRC warrant that each has the authority to enter into this Agreement and that all necessary approvals have been given.

15. INCORPORATION. This Agreement incorporates the entire understanding and agreement of the parties.

IN WITNESS WHEREOF, MCRC and the City have each caused this Agreement to be executed by its duly authorized representative effective as of the date first above written.

CITY OF BLUE SPRINGS, MISSOURI
a Constitutional Charter Municipal
Corporation of the State of Missouri

MAIN CENTER REDEVELOPMENT CORPORATION,
a Missouri Corporation

By _____
Carson Ross, Mayor

By _____
President of the Board of Directors

APPROVED AS TO FORM:

Secretary of the Board of Directors

By _____
City Attorney

ATTEST:

By _____
City Clerk