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**CITY OF LEE'S SUMMIT, MISSOURI**

**AMENDED AND RESTATED PLAN FOR AN  
INDUSTRIAL DEVELOPMENT PROJECT  
AND  
COST-BENEFIT ANALYSIS**

**FOR**

**THE RESIDENCES AT ECHELON**

DECEMBER 22, 2016

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CITY OF LEE'S SUMMIT, MISSOURI

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AMENDED AND RESTATED  
PLAN FOR AN INDUSTRIAL DEVELOPMENT PROJECT  
AND  
COST-BENEFIT ANALYSIS  
FOR  
RESIDENCES AT ECHELON

**I. PURPOSE OF THIS AMENDED AND RESTATED PLAN**

On November 23, 2016, the City mailed a Plan for an Industrial Development Project and Cost-Benefit Analysis (the "Original Plan") to the taxing districts for a proposal to authorize the issuance by the City of its taxable industrial development revenue bonds in the aggregate principal amount of not to exceed \$27,000,000 (the "Bonds"), to finance costs of an industrial development project (the "Project") for M150 Echelon Land Development, LLC (the "Company") as more fully described and defined herein. This Amended and Restated Plan provides for an increase in the payments in lieu of taxes to be paid to the taxing districts. The City Council of the City of Lee's Summit, Missouri (the "City") will reconsider an ordinance approving this Amended Plan (defined below) and the Bonds. The Bonds will be issued pursuant to the provisions of Sections 100.010 to 100.200 of the Revised Statutes of Missouri, as amended, and Article VI, Section 27(b) of the Missouri Constitution, as amended (collectively, the "Act").

This Amended and Restated Plan for an Industrial Development Project and Cost-Benefit Analysis (the "Amended Plan") has been prepared to satisfy requirements of the Act and to analyze the potential costs and benefits, including the related tax impact on all affected taxing jurisdictions, of using industrial development revenue bonds to finance the Project and to facilitate abatement of ad valorem taxes on the bond-financed property.

**II. GENERAL DESCRIPTION OF CHAPTER 100 FINANCINGS**

**General.** The Act authorizes cities, counties, towns and villages to issue industrial development revenue bonds to finance the purchase, construction, extension and improvement of warehouses, distribution facilities, research and development facilities, office industries, agricultural processing industries, service facilities that provide interstate commerce, industrial plants and other commercial facilities.

**Issuance and Sale of Bonds.** Revenue bonds issued pursuant to the Act do not require voter approval and are payable solely from revenues received from the project. The municipality issues its bonds and in exchange, the benefited company promises to make payments that are sufficient to pay the principal of and interest on the bonds as they become due. Thus, the municipality merely acts as a conduit for the financing.

Concurrently with the closing of the bonds, the company will convey to the municipality title to the property included in the project. (The municipality must be the legal owner of the property while the bonds are outstanding for the property to be eligible for tax abatement, as further described below.) At the same time, the municipality will lease the property, including the project, back to the benefited company pursuant to a lease agreement. The lease agreement will require the company, acting on behalf of the municipality, to use the bond proceeds to pay the costs or reimburse the costs of purchasing, constructing and installing the project, as applicable.

Under the lease agreement, the company typically: (1) will unconditionally agree to make payments sufficient to pay the principal of and interest on the bonds as they become due; (2) will agree, at its own expense, to maintain the project, to pay all taxes and assessments with respect to the project, and to maintain adequate insurance; (3) has the right, at its own expense, to make certain additions, modifications or improvements to the project; (4) may assign its interests under the lease agreement or sublease the project while remaining responsible for payments under the lease agreement; (5) will covenant to maintain its corporate existence during the term of the bond issue; and (6) will agree to indemnify the municipality for any liability the municipality might incur as a result of its participation in the transaction.

**Property Tax Abatement.** Under Article X, Section 6 of the Missouri Constitution and Section 137.100 of the Revised Statutes of Missouri, all property of any political subdivision is exempt from taxation. In a typical transaction, the municipality holds fee title to the project and leases the project to the benefited company.

If the municipality and the company determine that partial tax abatement is desirable, the company may agree to make “payments in lieu of taxes.” The amount of payments in lieu of taxes is negotiable. The payments in lieu of taxes are payable by December 31 of each year, and are distributed to the municipality and to each political subdivision within the boundaries of the project in the same manner and in the same proportion as property taxes would otherwise be distributed under Missouri law.

### III. DESCRIPTION OF THE PARTIES

**M150 Echelon Land Development, LLC.** The Company is a limited liability company organized and existing under the laws of the State of Missouri.

**City of Lee’s Summit, Missouri.** The City is a constitutional home rule charter city and municipal corporation organized and existing under the laws of the State of Missouri. The City is authorized and empowered pursuant to the provisions of the Act to purchase, construct, extend and improve certain projects (as defined in the Act) and to issue industrial development revenue bonds for the purpose of providing funds to pay the costs of such projects and to lease or otherwise dispose of such projects to private persons or corporations for manufacturing, commercial, warehousing and industrial development purposes upon such terms and conditions as the City deems advisable.

### IV. REQUIREMENTS OF THE ACT

**Description of the Project.** The Project to be financed by the Bonds consists of (1) the design and construction of the Residences at Echelon, a 243-unit luxury apartment complex and (2) associated site work and infrastructure. The Project being financed by the Bonds will be constructed on approximately 12.59 acres at the Northwest corner of 291 and 150 Highways, which is referred to as the “Project Site.”

**Estimate of the Costs of the Project.** The Project is expected to cost approximately \$27,000,000 and to be constructed during the years 2017 and 2018.

**Source of Funds to be Expended for the Project.** The sources of funds to be expended for the Project will be the proceeds of the Bonds in a principal amount not to exceed \$27,000,000, to be issued by the City and purchased by the Company or its designee (the “Bondholder”) and, if needed, other available funds of the Company. The Bonds will be payable solely from the revenues derived by the City from the lease or other disposition of the Project (as further described below). The Bonds will not be an indebtedness or general obligation, debt or liability of the City or the State of Missouri.

**Statement of the Terms Upon Which the Project is to be Leased or Otherwise Disposed of by the City.** The City will hold title to the Project Site under the Chapter 100 transaction. The City will lease the Project to the Company for lease payments equal to the principal and interest payments on the Bonds. Under the terms of the lease agreement with the City, the Company will have the option to purchase the Project at any time and will have the obligation to purchase the Project at the termination of the lease. The lease between the City and the Company will terminate in 2028, unless terminated sooner pursuant to the terms of the lease.

**Affected School District, Community College District, County and City.** The Lee’s Summit R-7 School District is the school district affected by the Project. Jackson County, Missouri is the county affected by the Project. Metropolitan Community College is the community college district affected by the Project. The City is the city affected by the Project. The Cost-Benefit Analysis attached hereto identifies all other taxing districts affected by the Project (other than those taxing entities solely affected by the Project with respect to receipt of tax revenues from the commercial surcharge tax).

**Assessed Valuation.** The most recent equalized assessed valuation of the Project Site is \$199,262.<sup>1</sup> The estimated total equalized assessed valuation of the Project Site after construction of the Project (2019) is \$2,492,101. This valuation was calculated based upon an assumed appraised value of \$13,116,321 for the Project Site in year 2019, multiplied by the assessment rate of 19%.

**Payments in Lieu of Taxes.** If this Amended Plan is approved by the City Council, the City intends to issue the Bonds in 2017 and to provide tax abatement to the Company for the Project for a period of ten years beginning in 2019. During years 2017 and 2018, the Project will be under construction and the Company will pay a partial payment in lieu of taxes as set forth below. For all the years that the Project Site is subject to tax abatement as provided herein, the Company will make a fixed PILOT payment in December of each year in accordance with the following schedule:

2017-18	\$ 20,421.00
2019-21	\$ 255,393.00
2022-26	\$ 261,778.00
2027-28	\$ 268,322.00

**Sales Tax Exemption on Construction Materials.** It is anticipated that the construction materials used to construct the Project will be exempt from state and local sales taxes.

**Cost-Benefit Analysis and Discussion of Exhibits.** In compliance with Section 100.050.2(3) of the Revised Statutes of Missouri, this Amended Plan has been prepared to show the costs and benefits to the City and to other taxing jurisdictions affected by the tax abatements and exemptions of the Project. The following is a summary of the exhibits attached to this Amended Plan that show the direct tax impact the Project is expected to have on each taxing jurisdiction. This Amended Plan does not attempt to quantify the overall economic impact of the Project.

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<sup>1</sup> The Project Site is currently part of a larger 20.88 acre tract (Parcel ID No. 70-400-04-07-00-0-00-000) which is improved with a church facility and has an assessed value of \$1,049,357. That portion of the 20.88 acre tract which will be the Project Site is 12.59 acres and is currently unimproved. The Project Site will be subdivided as a separate tax parcel. Based on information received from the County Assessor’s Office, it is assumed that the most recent equalized assessed valuation of the land only for the larger 20.88 acre tract is \$330,450. The Project Site is 60.3% of the acreage of the 20.88 acre site and it is therefore assumed that the most recent equalized assessed valuation of the Project Site is \$199,262.

*Project Assumptions.* **Exhibit 1** presents a list of the assumptions related to the determination of assessed valuations and the tax formulas.

*Summary of Cost-Benefit Analysis.* **Exhibit 2** presents a summary for each affected taxing district of (1) the total estimated tax revenues that would be generated if the Project did not occur and (2) the total estimated value of the payments in lieu of taxes (“PILOT Amounts”) to be made by the Company for the proposed abatement period.

*Real Property.* **Exhibit 3** provides the projected tax revenues which would be paid on the Project Site without tax abatement and without the Project. **Exhibit 4** provides the projected value of PILOT Amounts to be paid by the Company.

## V. ASSUMPTIONS AND BASIS OF AMENDED PLAN

In preparing this Amended Plan, key assumptions have been made to estimate the fiscal impact of the abatement and exemptions proposed for the Project. See **ATTACHMENT A** for a summary of these assumptions.

Information necessary to complete this Amended Plan, has been furnished by representatives of the City, representatives of the Company and its counsel, the Bondholder and other persons deemed appropriate and such information has not been independently verified for accuracy, completeness or fairness.

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**ATTACHMENT A**

**SUMMARY OF KEY ASSUMPTIONS**

1. The cost of designing and constructing the Project is estimated to be approximately \$27,000,000.

2. The Project will be owned by the City and leased to the Company with an option to purchase. As long as the Project is owned by the City, it will be exempt from ad valorem taxes.

3. The Project Site will be excluded from the calculation of ad valorem property taxes for a period of twelve years beginning in 2017.

4. During the entire term of the Bonds through 2028, the Company will make payments in lieu of taxes in accordance with that portion of Section IV above in the Amended Plan entitled "Payments in Lieu of Taxes."

5. Commercial real property taxes are calculated using the following formula:

$$(\text{Assessed Value} * \text{Tax Rate})/100$$

6. The assessed value of the Project Site is calculated using the following formula:

$$\text{Estimated Value} * \text{Assessment Ratio of 19\%}$$

7. The tax rates used in this Amended Plan reflect the rates in effect for the tax year 2016. The tax rates were held constant through the 2028 tax year.

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**City of Lee's Summit, Missouri  
(The Residences at Echelon)**

**COST BENEFIT ANALYSIS  
PLAN FOR INDUSTRIAL DEVELOPMENT PROJECT**

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**Exhibit 1  
Project Assumptions**

♦ Initial year taxes assessed		2017
♦ Current appraised value of project site		\$622,694
♦ Current assessed value as a percentage of appraised value		32.0%
♦ Projected assessed value as a percentage of appraised value		19.0%
♦ Current assessed value of project site		\$ 199,262
♦ Annual investment in the new project	2017-2018	\$27,000,000
♦ Projected appraised value (2019)		\$13,116,321
♦ Projected assessed value (2019)		\$ 2,492,101
♦ Fixed PILOT as described below:		
	<b>Year(s)</b>	<b>Amount</b>
	2017-2018	\$20,421
	2019-2021	\$255,393
	2022-2026	\$261,778
	2027-2028	\$268,322

**Exhibit 2**  
**Summary of Cost Benefit Analysis**

<b>Tax Distribution</b>	<b>Tax Rate</b>	<b>Projected Tax Revenues on Project Site Without Project</b>	<b>Projected PILOT Amounts</b>
Board of Disabled Services	0.0738	\$ 1,765	\$ 19,102
City - Lees Summit	1.5398	36,819	398,552
Jackson County	0.5025	12,015	130,064
Lees Summit R-VII	5.9957	143,366	1,551,890
Mental Health	0.1201	2,872	31,086
Metro Junior College	0.2339	5,593	60,541
Mid-Continent Library	0.3153	7,539	81,610
State Blind Pension	0.0300	717	7,765
Surtax	1.4370	34,361	371,944
	<b>10.2481</b>	<b>\$ 245,047</b>	<b>\$ 2,652,555</b>

**Exhibit 3  
Projected Tax Revenues on Project Site Without Project (No Abatement)**

Taxing Jurisdiction	Assessed Value of Project Site Without Project												Total
	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	
	\$199,262	\$199,262	\$199,262	\$199,262	\$199,262	\$199,262	\$199,262	\$199,262	\$199,262	\$199,262	\$199,262	\$199,262	\$199,262
	\$147	\$147	\$147	\$147	\$147	\$147	\$147	\$147	\$147	\$147	\$147	\$147	\$147
	\$3,068	\$3,068	\$3,068	\$3,068	\$3,068	\$3,068	\$3,068	\$3,068	\$3,068	\$3,068	\$3,068	\$3,068	\$3,068
	\$1,001	\$1,001	\$1,001	\$1,001	\$1,001	\$1,001	\$1,001	\$1,001	\$1,001	\$1,001	\$1,001	\$1,001	\$1,001
	\$11,947	\$11,947	\$11,947	\$11,947	\$11,947	\$11,947	\$11,947	\$11,947	\$11,947	\$11,947	\$11,947	\$11,947	\$11,947
	\$239	\$239	\$239	\$239	\$239	\$239	\$239	\$239	\$239	\$239	\$239	\$239	\$239
	\$466	\$466	\$466	\$466	\$466	\$466	\$466	\$466	\$466	\$466	\$466	\$466	\$466
	\$628	\$628	\$628	\$628	\$628	\$628	\$628	\$628	\$628	\$628	\$628	\$628	\$628
	\$60	\$60	\$60	\$60	\$60	\$60	\$60	\$60	\$60	\$60	\$60	\$60	\$60
	\$2,863	\$2,863	\$2,863	\$2,863	\$2,863	\$2,863	\$2,863	\$2,863	\$2,863	\$2,863	\$2,863	\$2,863	\$2,863
	\$10,2481	\$20,421	\$20,421	\$20,421	\$20,421	\$20,421	\$20,421	\$20,421	\$20,421	\$20,421	\$20,421	\$20,421	\$20,421
	\$20,421	\$20,421	\$20,421	\$20,421	\$20,421	\$20,421	\$20,421	\$20,421	\$20,421	\$20,421	\$20,421	\$20,421	\$20,421
	\$1,765	\$36,819	\$12,015	\$143,366	\$2,872	\$5,593	\$7,539	\$60	\$717	\$2,863	\$2,863	\$2,863	\$34,361
	\$1,765	\$36,819	\$12,015	\$143,366	\$2,872	\$5,593	\$7,539	\$60	\$717	\$2,863	\$2,863	\$2,863	\$34,361
	\$1,765	\$36,819	\$12,015	\$143,366	\$2,872	\$5,593	\$7,539	\$60	\$717	\$2,863	\$2,863	\$2,863	\$34,361

**Exhibit 4  
Projected PILOT Amounts**

Taxing Jurisdiction	Tax Rate per \$100											Total
	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	
Estimated Assessed Value of the Project Site with New Project PILOT Payment	\$ 199,266 \$20,421	\$ 199,266 \$20,421	\$ 2,492,101 \$255,393	\$ 2,492,101 \$255,393	\$ 2,492,101 \$255,393	\$ 2,554,405 \$261,778	\$ 2,554,405 \$261,778	\$ 2,554,405 \$261,778	\$ 2,554,405 \$261,778	\$ 2,554,405 \$261,778	\$ 2,618,261 \$268,322	\$ 2,618,261 \$268,322
Board of Disabled Services	0.0738	147	1,839	1,839	1,839	1,885	1,885	1,885	1,885	1,885	1,932	1,932
City - Lees Summit	3,068	3,068	38,373	38,373	38,373	39,333	39,333	39,333	39,333	39,333	40,316	40,316
Jackson County	1,001	1,001	12,523	12,523	12,523	12,836	12,836	12,836	12,836	12,836	13,157	13,157
Lees Summit R-VII	11,947	11,947	149,419	149,419	149,419	153,154	153,154	153,154	153,154	153,154	156,983	156,983
Mental Health	239	239	2,993	2,993	2,993	3,068	3,068	3,068	3,068	3,068	3,145	3,145
Metro Junior College	466	466	5,829	5,829	5,829	5,975	5,975	5,975	5,975	5,975	6,124	6,124
Mid-Continent Library	628	628	7,858	7,858	7,858	8,054	8,054	8,054	8,054	8,054	8,255	8,255
State Blind Pension	60	60	748	748	748	766	766	766	766	766	785	785
Surtax	2,863	2,863	35,811	35,811	35,811	36,707	36,707	36,707	36,707	36,707	37,624	37,624
<b>10.2481</b>	<b>\$ 20,421</b>	<b>\$ 20,421</b>	<b>\$ 255,393</b>	<b>\$ 255,393</b>	<b>\$ 255,393</b>	<b>\$ 261,778</b>	<b>\$ 261,778</b>	<b>\$ 261,778</b>	<b>\$ 261,778</b>	<b>\$ 261,778</b>	<b>\$ 268,322</b>	<b>\$ 268,322</b>
												<b>\$2,652,555</b>