NOTICE OF MEETING AND
BOARD OF ALDERMEN AGENDA

CITY OF OSAGE BEACH
BOARD OF ALDERMEN MEETING

1000 City Parkway
Osage Beach, MO 65065
573.302.2000
www.osagebeach.org

TENTATIVE AGENDA

REGULAR MEETING

August 18, 2022 - 6:00 PM
CITY HALL

*** **Note:** All cell phones should be turned off or on a silent tone only. If you desire to address the Board, please sign the attendance sheet located at the podium. Agendas are available on the back table in the Council Chambers. Complete meeting packets are available on the City's website at www.osagebeach.org.*

CALL TO ORDER

PLEDGE OF ALLEGIANCE

ROLL CALL

MAYOR'S COMMUNICATIONS

A. Proclamation authorizing the Mayor - Aviation Day August 19, 2022

CITIZEN'S COMMUNICATIONS

This is a time set aside on the agenda for citizens and visitors to address the Mayor and Board on any topic that is not a public hearing. For those here in person, speakers will be restricted to three minutes unless otherwise permitted. Minutes may not be donated or transferred from one speaker to another.

Visitors attending via online will be in listen only mode. Any questions or comments for the Mayor and Board may be sent to the City Clerk at tberreth@osagebeach.org no later than 10:00 AM on the Board's meeting day (the 1st and 3rd Thursday of each month). Submitted questions and comments may be read during the Citizen's Communications section of the agenda.

The Board of Aldermen will not take action on any item not listed on the agenda, nor will it respond to questions, although staff may be directed to respond at a later time. The Mayor and Board of Aldermen welcome and value input and feedback from the public.

Is there anyone here in person who would like to address the Board?

APPROVAL OF CONSENT AGENDA

If the Board desires, the consent agenda may be approved by a single motion.

- ► Minutes of Board of Aldermen meeting August 4, 2022
- ► Bills List - August 18, 2022

UNFINISHED BUSINESS

A. Bill 22-59 - An ordinance of the City of Osage Beach, Missouri, for additions and amendments to chapter 405 "Zoning Regulations" Article V. "Signs". *Second Reading*

B. Bill 22-60 - Additions and Amendments to Chapter 405 “Zoning Regulations” Article IX. Off-Street Parking and Loading Requirements and the Design Guidelines and Information Packet. *Second Reading*

C. Bill 22-61 - An ordinance of the City of Osage Beach, Missouri, amending the Osage Beach Design Guidelines Section 5 - Roads, Streets and Parking Areas. *Second Reading*

NEW BUSINESS

A. Resolution 2022-05 - A resolution of the City of Osage Beach, Missouri, to adopt revised Policy for consideration of Tax Increment Financing proposals

B. Bill 22-62 - An ordinance of the City of Osage Beach, Missouri, authorizing the Mayor to sign a contract with B and H Welling Drilling, Inc. to cap an old residential well located at 5670 Rockwood Court in Osage Beach using a grant from the Department of Natural Resources for an amount not to exceed $6,840.00. *First and Second Reading*

C. Bill 22-64 - An ordinance of the City of Osage Beach, Missouri, amending Ordinance No. 21.78 Adopting the 2022 Annual Operating Budget, Transfer of Funds for Necessary Expenses for Well Plugging. *First and Second Reading*

D. Motion to Approve the re-appointment of Board of Directors to the Arrowhead Centre Community improvement District (CID).

E. Motion to approve the disposal of specific items deemed as surplus property

COMMUNICATIONS FROM MEMBERS OF THE BOARD OF ALDERMEN

STAFF COMMUNICATIONS

ADJOURN

Remote viewing is available on Facebook at *City of Osage Beach, Missouri* and on YouTube at *City of Osage Beach.*

Representatives of the news media may obtain copies of this notice by contacting the following:

Tara Berreth, City Clerk
1000 City Parkway
Osage Beach, MO 65065
573.302.2000 x 1020

If any member of the public requires a specific accommodation as addressed by the Americans with Disabilities Act, please contact the City Clerk's Office forty-eight (48) hours in advance of the meeting at the above telephone number.

City of Osage Beach
Agenda Item Summary

Date of Meeting: August 18, 2022
Originator: Edward Rucker, City Attorney
Presenter: Edward Rucker, City Attorney

Agenda Item:
Resolution 2022-05 - A resolution of the City of Osage Beach, Missouri, to adopt revised Policy for consideration of Tax Increment Financing proposals

Requested Action:
Resolution #2022-05

Ordinance Referenced for Action:
Board of Aldermen approval is required per Section 110.230. Ordinances, Resolutions, Etc. – Generally and Section 110.240 Adoption of Ordinances.

Deadline for Action:
None

Budgeted Item:
Not Applicable

Budget Line Information (if applicable):
Not Applicable

Department Comments and Recommendation:
Not Applicable

City Attorney Comments:
Per City Code 110.230, Resolution 2022-05 is in correct form. This is an updated version of our TIF Policy. Changes in the redlined version.

City Administrator Comments:
I concur with the department's recommendation.

RESOLUTION 2022-05

WHEREAS, the City finds it appropriate to revisit and update our policies and guidelines for the consideration of proposals that may be presented to the City by private developers requesting Tax Increment Financing ("TIF") assistance; and,

WHEREAS, the use of TIF by the City is important to the City and TIF represents a significant tool for encouraging the development of projects the City finds and determines are desirable and in the public interest; and,

WHEREAS, all prospective TIF projects must be carefully evaluated by the City because the character of tax revenues generated by different developments can vary widely, and in most cases will impact other taxing jurisdictions in the Osage Beach community; and,

WHEREAS, the City desires to use TIF for those projects which demonstrate the highest public benefit by eliminating blight, financing desirable public improvements, strengthening the employment and economic base, increasing property values, reducing poverty, creating economic stability, and implementing the Comprehensive Plan and economic development strategy of the City; and,

WHEREAS, each private TIF Application submitted to the City will be evaluated on its own merits, and an evaluation of the proposal will be performed by City Staff; and,

WHEREAS, the Board of Alderman finds that the Board’s TIF policy last updated in 2018 is in need of the revisions contained in the updated draft attached hereto and dated August 18, 2022:

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF ALDERMEN OF THE CITY OF OSAGE BEACH THAT THE TAX INCREMENT FINANCING APPLICATION PROCEDURES, POLICY CONSIDERATIONS AND APPLICATION FORM ALL ATTACHED HERETO AS EXHIBIT “A” BE AND IS HEREBY ADOPTED AS THE POLICY OF THE CITY OF OSAGE BEACH.

I hereby certify that Resolution 2022-05 was duly passed on August 18, 2022, by the Board of Aldermen of the City of Osage Beach. The votes thereon were as follows:

Ayes _______________ Nays _______________

Abstaining ___________ Absent______________

_____________________ _________________________________

Date Tara Berreth, City Clerk

New language in version 4

C. Policy Guidelines Where Public Bonds or Public Debt is Proposed

A COMPLETELY NEW ITEM NUMBERED 4 AND ALL SUBSEQUENT PARAGRAPHS ARE RENUMBERED

4. No bonds or other public debt will be issued or authorized except upon substantial completion of the project which requires, at least, the final construction and issuance of certificate of occupancy for 80% of the proposed physical space to be constructed or renovated and the occupancy and use by the final tenants thereof.

Revised old paragraph 4 now paragraph 5

5. TIF Applications requesting the issuance of bonds or notes will be required to demonstrate that the payments in-lieu of taxes and/or the economic activity taxes expected to be generated will be sufficient to provide a debt coverage factor of at least 1.25 times the projected debt service prior to the sale of any tax increment bonds or notes. This is a minimum requirement and developers should be aware that a superior coverage ratio will be looked on with increased favor in the consideration of the Application. Public debt or bonds will only be used for 10% of the project cost ~~or~~**. Public debt or bonds will only be used for** 2/3s of the public assistance requested, while the remaining 1/3 of the public assistance will be paid out on a pay-as-you-go basis subject to all accountability and performance standards.

Original language

4. TIF Applications requesting the issuance of bonds or notes will be required to demonstrate that the payments in-lieu of taxes and/or the economic activity taxes expected to be generated will be sufficient to provide a debt coverage factor of at least 1.25 times the projected debt service prior to the sale of any tax increment bonds or notes. This is a minimum requirement and developers should be aware that a superior coverage ratio will be looked on with increased favor in the consideration of the Application. Public debt or bonds will only be used for 10% of the project cost or 2/3s of the public assistance requested, while the remaining 1/3 of the public assistance will be paid out on a pay-as-you-go basis subject to all accountability and performance standards.

CITY OF OSAGE BEACH, MISSOURI
TAX INCREMENT FINANCING
Application Procedures, Policy Considerations and Application Form

Adopted/Latest Revision ~~September 6, 2018~~August 18, 2022

The City of Osage Beach welcomes inquiries about new business and economic development. Please call the City Administrator at 573-302-2000

Important Notice and Disclaimer

The attached procedures, policies and forms have been prepared by the City of Osage Beach, Missouri (the "City") and the Tax Increment Financing Commission of the City of Osage Beach, Missouri (the "TIF Commission") to assist private developers in the consideration of whether Tax Increment Financing ("TIF") for prospective projects is a realistic possibility pursuant to the Real Property Tax Increment Allocation Redevelopment Act (the "TIF Act"). The authority to make the legislative findings and determinations necessary for the compliance with the TIF Statutes is vested solely and only in the Board of Aldermen. Applicants and Projects are cautioned that the attached materials have been prepared primarily for informational purposes to inform applicants of the types of projects the City would consider for TIF assistance. The City reserves the right to reject any and all projects, even those which satisfy all of the attached criteria for the use of TIF for any reason whatsoever, without regard for the viability of the project. Furthermore, the City reserves the right to waive any non-conformance to these policies and approve any project the City deems favorable to the City.

Overview of the TIF Process

1. ~~1. An Application~~An application consisting of
    a. a draft TIF Redevelopment Plan,
    b. draft Funding Agreement
    c. a deposit check and
    d. a completed Executive Summary

is submitted by private developer applicant to City Administrator or his or her designee.

2. City Staff will review the Application and determine whether the Application is complete and whether the proposed project is eligible under the City's policy and the TIF Act.

3. ~~Within 30 days after~~After the filing and City Administrator's acceptance of the completed Application, the City staff will report to the Board of Aldermen its advice whether or not to refer the Application to the TIF Commission for consideration and enter into a funding agreement with the private developer applicant. The funding agreement sets out the developer's responsibility for paying the City's costs for expert legal counsel and financial consultants.

4. If the Board of Aldermen refers the Application to the TIF Commission, the TIF Commission will conduct a hearing on the proposed Redevelopment Plan in accordance with requirements of the TIF Act.

5. Consideration will be given to material the City Staff desires to report.

6. The TIF Commission will make a recommendation to the Board of Aldermen to either approve or deny the TIF Redevelopment Plan. The TIF Commission may recommend changes or conditions for approval of the TIF Redevelopment Plan.

7. The City will consider an Ordinance making necessary findings and approving the TIF Redevelopment Plan and a Redevelopment Agreement.

8. Execution of the Redevelopment Agreement between the City and Applicant.

APPLICATION PROCEDURES

1. APPLICATION:

Submission. The TIF Application form, policies and procedures are available from the City Administrator. Not less than 25 copies of the completed Application, bound in presentation quality format and accompanied by a searchable PDF copy of the document, should be submitted to the City Administrator together with the required application fee.

Application Fee. Each Application shall be accompanied with a check in the amount of $~~15~~30,000 made payable to the City (the "Application Fee"). ~~Applications over 15 acres require a $20,000 application fee.~~ Applications involving issuance of public bonds require an additional $~~10~~30,000 application fee. The Application Fee will be used by the City to pay the costs incurred by the City in the review of the Application. Such costs include the fees and expenses of the City's staff time, Bond Counsel and Financial Advisor. The City may also require a separate Application Fee for significant amendments to an approved Redevelopment Plan which requires a public hearing before the TIF Commission or renegotiation of an executed TIF contract or a contract then under negotiation with the City. In the event costs for third-party services exceed the initial fee collected, the applicant will reimburse the City for said amount prior to final consideration of the Application by the Board of Aldermen. To implement these requirements and as discussed in part 2 below, the applicant ~~may~~will be required to enter into a funding agreement with the City, from which the City's costs and expenses will be reimbursed, and the applicant will be required to replenish the fund to maintain a balance in the amount of the original Application Fee during the City's consideration and review of the Redevelopment Plan application. If the City and the Applicant do not enter into a funding agreement, the unspent portion of the application fee will be refunded to the applicant.

Preliminary Determination of Completeness. Upon submission, the Application will be reviewed by City staff to determine if it is complete. If the Application is determined to be incomplete by City staff or if additional information is needed the applicant will be notified in writing that the Application is not complete, and the reasons will be stated referring to the specific criteria that are not met, additional information required, or financial, legal or planning and development concerns. A public hearing date will not be set, and notices will not be issued by the City for a public hearing until the ~~Redevelopment Plan~~Application is determined to be complete by the City.

2. STAFF REVIEW:

Review of the Application will be conducted by the City's Finance, Law, Planning departments and Administration, and, when deemed appropriate by the City's Financial Advisor and Bond Counsel. Review time will be approximately ~~30~~45 days from the date the completed Application is submitted to the City. ~~However, more or less time may be required for particular Applications.~~ Applications that are determined to be complete, consistent with all elements of the City's Comprehensive Plan, and in conformance with the City's policy will be forwarded to the Board of Aldermen for referral to the TIF Commission and the creation of a funding agreement with the applicant.

Prior to making a recommendation to the Board of Aldermen, City staff may require an independent feasibility study by an expert of the City's choosing. The cost of such study shall be paid by the Applicant from the fees set forth in Section 2 above and shall be prepared by a professional consultant selected by the City Administrator. This study will be submitted to the TIF Commission prior to the public hearing by the TIF Commission.

Applications which are determined to be incomplete or do not conform to the City's policy will not be forwarded to the Board of Aldermen. ~~No hearing will be scheduled and no public hearing notices will be issued until the Redevelopment Plan application is deemed complete by the City. Applicants will be notified in writing of a determination that the Application will not be forwarded.~~

3. TIF COMMISSION CONSIDERATION:

The TIF Commission may desire to hold one or more study sessions before any public hearing is scheduled. ~~During this period, the Applicant may be required to submit a completed Redevelopment Plan.~~ At the public hearing, City Staff will introduce the subject material and the Applicant. The Applicant will make a presentation to the TIF Commission followed by the presentation of any material the City's Staff desires to report. Public comment will then be heard, followed by a response from the Applicant. After TIF Commission discussion, action may be taken to recommend approval or denial of the TIF Redevelopment Plan, or the public hearing may be continued to a date certain for further consideration. The TIF Commission will make the determination of whether the public hearing portion of the case will be closed or continued to a date certain.

Pursuant to TIF Act, the TIF Commission must vote within 30 days of the closing of the public hearing and make a recommendation to the Board of Aldermen. Following a recommendation by the TIF Commission, the TIF Commission will make the findings and determinations required by the TIF Statute. ~~The Application and Redevelopment Plan will be forwarded to the Board of Aldermen.~~

~~Legal notices and mailings to taxing districts and property owners as required by statute shall be reviewed by the City's Law Department prior to being mailed or published. The City will mail and publish all required notices unless other arrangements are approved by City staff which allow the Applicant to publish and mail notices.~~

4. BOARD OF ALDERMEN CONSIDERATION:

The Board of Aldermen may have a study session on the Application and Redevelopment Plan and may hold a public hearing before consideration of an ordinance. The recommendation of the TIF Commission may be approved, denied or amended by the Board of Aldermen. Certain amendments which meet threshold requirements of the TIF Act may require that the TIF Commission hold another public hearing on the proposed amendments.

POLICY FOR THE USE OF TAX INCREMENT FINANCING

Section 1. That the Tax Increment Financing (TIF) Policies and Guidelines for Application and Application Procedures are hereby adopted as fully set out herein and the City Administrator is hereby authorized to implement the following procedures and to make such additional changes and clarifications that shall be deemed advisable and in the best interest of the City:

A. General Policy

1. It is the policy of the City to consider the judicious use of TIF for those projects which demonstrate a substantial and significant public benefit by constructing public improvements in support of developments that will, by creating new jobs and retaining existing employment eliminate blight, strengthen the employment and economic base of the City, increase property values and tax revenues, reduce poverty, create economic stability, upgrade older areas, facilitate economic self-sufficiency, and implement the Comprehensive Plan and economic development strategy of the City.

2. Care will be exercised in the use of TIF to evaluate completely each project to ensure that the benefits which will accrue from the approval of the agreement are appropriate for the costs which will result, and that they are equitable to the City as a whole.

3. The City will charge an administrative fee to partially offset the cost of record keeping, report preparation, and accounting for each approved TIF Project. The fee will be assessed on a monthly basis against the annual increment generated by the TIF Project.

B. Policy Guidelines – Pay as You Go

The following criteria are to be used by the City's staff to evaluate TIF Applications:

1. TIF Applications may be considered for removal of blight and promote revitalization and/or to provide for public improvements to benefit economic development and employment. The City prefers the use of TIF funds for public improvements that benefit not only the project but also the public at large.

2. The City expects each TIF project to provide immediate benefit to every one of the existing taxing districts and therefore projects with financing that declares Fifty percent (50%) of the Payments In Lieu of Taxes generated by the project, as surplus and available to the taxing districts, will be viewed more favorably. Project proposals that do not meet this standard will have the high burden of persuasion.

3. Each TIF Application must demonstrate that "but for" the use of TIF, the project is not feasible and would not be completed without the proposed TIF assistance.

4. ~~All~~The total amount of TIF assistance and all other public assistance requested for project costs should not exceed fifteen percent (15%) of the total project costs including all hard and soft costs. Developer fees estimated for the entire project must be disclosed in the Application (or added to the Application as soon as they are known) and will be considered by the TIF Commission in evaluating the proposed TIF project.

5. TIF will generally be reserved for projects, which do not qualify for alternative methods of financing or where TIF assistance is deemed by the City to be the preferred method of economic development incentive.

6. Each TIF Application must include evidence that the applicant:

(a) has the financial ability to complete and operate the project. Developers will be evaluated on their prior record of development, amount of capital committed to the project and overall financial strength. Developers with partners are expected to identify the partners at the beginning of the process.

(b) will contribute equity of at least Fifteen percent (15%) of the total cost of the project. Projects with equity contributions from the developer more than Twenty-Five percent (25%) will be viewed more favorably. Equity contributions in cash will be viewed more favorably than “in kind” contributions such as land. This requirement is exclusive of any performance bond required for the project

(c) Has thoroughly explored alternative financing methods.

7. The City will maintain a retainage account consisting of at least the final Five percent (5%) of the financial assistance to the TIF project which funds will not be paid out until the project is completed or the developer satisfies other performance standards as established in the TIF Agreement.

8. TIF projects which create jobs with wages that exceed the community average will be encouraged. Industrial, manufacturing and office developments may be given more favorable consideration than warehouse type uses based upon the projected employment per square foot. Additional consideration will be given to projects where the total project costs are in excess of Twenty-Five million dollars ($25,000,000) or the development of areas where the project will be a catalyst for further high-quality development.

9. TIF Applications for the redevelopment of existing commercial and industrial areas will be viewed favorably. Projects to stabilize current commercial, and industrial areas that have or will likely experience deterioration will be favored.

10. The projected term of the TIF will be a factor, with shorter terms being viewed more favorably than longer terms. TIF Applications which provide for the use of not more than Fifteen (15) years of tax increment financing generated by each redevelopment project will be preferred.

11. TIF projects which are constructed in phases are viewed with greater skepticism. TIF projects that propose a reasonable and certain end date for construction and occupancy and demonstrate clearly and convincingly how those goals will be achieved will be viewed positively.

12. All TIF Applications must clearly comply with the requirements of the TIF Statute.

13. All approved projects must comply with prevailing wage and hour requirements for public works projects, as set forth in 290.210 R.S.Mo. et. seq. for all portions of the project receiving TIF assistance. The developer will be required to indemnify the City for all prevailing wage claims brought against the City for all TIF-funded public works projects that are constructed by or at the direction of the developer. Work to be covered by TIF funds will be identified in the Application.

14. TIF Applications which include the establishment of business areas, or the redevelopment of existing business areas, should include information as to the business type of the major tenants of the TIF area. In addition, a thorough market analysis should be completed which identifies: (1) the population areas that will be drawn from; and, (2) the businesses of similar types which would be competing with the TIF area businesses.

15. Projects with reasonable indications, submitted to the City's TIF Counsel, that upon review indicate a minimum of Fifty percent (50%) of the retail commercial space is committed to viable tenants, which may be supported with signed letters of intent, signed leases or other written verification of such tenants, will be viewed with greater favor by the City.

16. Management. A list of the persons who it is proposed will be active in or associated with the management of the redevelopment project during a period of at least one year from the date of approval of the development plan and a list of the officers, directors and principal stockholders of the applicant.

17. List of all political subdivisions affected by the TIF Plan and tax abatement. The development plan shall contain a complete list of all political subdivisions affected by the Plan and tax abatement including the name of the chief operating officer or highest elected official of such district, the district's mailing address and contact information and a written statement of the impact on any sales tax or ad valorem taxes of any tax abatement on such political subdivisions.

18. Applicants background and identity. The development plan shall clearly identify the legal status of the applicant, the key officers and owners thereof and provide clear and accurate information on the applicant's background and development experience and financial ability to successfully complete the project. Applicant shall disclose any threatened or pending litigation or unresolved claims; the nature of which would need to be disclosed if the applicant were applying for or participating in a transaction using public debt financing or which might be considered a regulated securities transaction.

19. Other information. Before submission of an ordinance to approve the development plan to the Board of Aldermen, the applicant shall include such other statements, information or exhibits as requested by the City Administrator. After submission of the ordinance to approve the development plan to the Board of Aldermen the applicant shall include such other statements, information or exhibits as requested by the Board of Aldermen or the City Administrator.

20. Notwithstanding the foregoing, TIF Applications which do not meet any of the above referenced criteria will be viewed favorably by the City if the Application clearly demonstrates that the project is of vital interest to the City and will significantly assist the City in the elimination of blight, financing desirable public improvements, strengthening the employment and economic base of the City, increasing property values, reducing poverty and creating economic stability.

C. Policy Guidelines Where Public Bonds or Public Debt is Proposed

The following criteria are to be used by the City's staff to evaluate TIF Applications:

1. TIF Applications may be considered for removal of blight and promote revitalization and/or to provide for public improvements to benefit economic development and employment. The City prefers the use of TIF funds for public improvements that benefit not only the project but also the public at large.

2. The City expects each TIF project to provide immediate benefit to every one of the existing taxing districts and therefore projects with financing that declares Fifty percent (50%) of the Payments In Lieu of Taxes generated by the project, as surplus and available to the taxing districts, will be viewed more favorably. Project proposals that do not meet this standard will have the high burden of persuasion.

3. Each TIF Application must demonstrate that "but for" the use of TIF, the project is not feasible and would not be completed without the proposed TIF assistance.

4. No bonds or other public debt will be issued or authorized except upon substantial completion of the project which requires, at least, the final construction and issuance of a certificate of occupancy for 80% of the proposed physical space to be constructed or renovated and the occupancy and use by the final tenants thereof.

5. TIF Applications requesting the issuance of bonds or notes will be required to demonstrate that the payments in-lieu of taxes and/or the economic activity taxes expected to be generated will be sufficient to provide a debt coverage factor of at least 1.25 times the projected debt service prior to the sale of any tax increment bonds or notes. This is a minimum requirement and developers should be aware that a superior coverage ratio will be looked on with increased favor in the consideration of the Application. Public debt or bonds will only be used for 10% of the project cost. Public debt or bonds will only be used for 2/3s of the public assistance requested, while the remaining 1/3 of the public assistance will be paid out on a pay-as-you-go basis subject to all accountability and performance standards.

~~5.~~
6. The total amount of TIF assistance ~~for~~ and all other public assistance requested for project costs ~~for industrial, manufacturing, office, retail, and commercial TIF Applications~~ should not exceed fifteen percent (15%) of the total project costs including all hard and soft costs ~~and~~. Developer fees estimated for the entire project~~. All other public assistance contemplated or requested for the project~~ must be disclosed in the Application (or added to the Application as soon as they are known) and will be considered by the TIF Commission in evaluating the proposed TIF project ~~and application as a whole.~~ .

~~6. TIF will generally be reserved for projects, which do not qualify for alternative methods of financing or where TIF assistance is deemed by the City to be the preferred method of economic development incentive.~~

7. Each TIF Application must include evidence that the applicant:

(a) ~~Has~~has the financial ability to complete and operate the project. Developers will be evaluated on their prior record of development, amount of capital committed to the project and overall financial strength. Developers with partners are expected to identify the partners at the beginning of the process.

(b) ~~Will~~will contribute equity of at least Fifteen percent (15%) of the total cost of the project. Projects with equity contributions from the developer ~~in excess of~~more than Twenty ~~-~~-Five percent (25%) will be viewed more favorably. Equity contributions in cash will be viewed more favorably than "in kind" contributions such as land. This requirement is exclusive of any performance bond required for the project

(c) Has thoroughly explored alternative financing methods.

8. The City will maintain a retainage account consisting of at least the final Five percent (5%) of the financial assistance to the TIF project which funds will not be paid out until the project is completed or the developer satisfies other performance standards as established in the TIF Agreement.

9. ~~TIF Applications for new or expanded retail and service commercial projects will be viewed more favorably than industrial, manufacturing and office projects. TIF projects which create jobs with wages that exceed the community average will be encouraged. Industrial, manufacturing and office developments may be given more favorable consideration than warehouse type uses based upon the projected employment per square foot. Additional consideration will be given to projects where the total project costs are in excess of Twenty-Five million dollars ($25,000,000) or the development of areas where the project will be a catalyst for further high quality development.~~

TIF projects which create jobs with wages that exceed the community average will be encouraged. Industrial, manufacturing and office developments may be given more favorable consideration than warehouse type uses based upon the projected employment per square foot.

Additional consideration will be given to projects where the total project costs are in excess of Twenty-Five million dollars ($25,000,000) or the development of areas where the project will be a catalyst for further high-quality development.

10. To encourage an inflow of customers from outside the City or~~-~~ provide services or fill retail markets that are currently unavailable or in short supply in the City, we encourage TIF Applications for retail and service commercial projects. Additional consideration will be given to projects where the total project costs are in excess of Twenty-Five million dollars ($25,000,000) or the development of areas where the project will be a catalyst for further high~~-~~-quality development.

11. TIF Applications for the redevelopment of existing commercial and industrial areas will be viewed favorably. Projects to stabilize current commercial, and industrial areas that have or will likely experience deterioration will be favored.

12. The projected term of the TIF will be a factor, with shorter terms being viewed more favorably than longer terms. TIF Applications which provide for the use of not more than Fifteen (15) years of tax increment financing generated by each redevelopment project will be preferred.

13. TIF projects which are constructed in phases are viewed with greater skepticism. TIF projects that propose a reasonable and certain end date for construction and occupancy and demonstrate clearly and convincingly how those goals will be achieved will be viewed positively.

14. All TIF Applications must clearly comply with the requirements of the TIF Statute.

15. All approved projects must comply with prevailing wage and hour requirements for public works projects, as set forth in 290.210 R.S.Mo. et. seq. for all portions of the project receiving TIF assistance. The developer will be required to indemnify the City for all prevailing wage claims brought against the City for all TIF-funded public works projects that are constructed by or at the direction of the developer. Work to be covered by TIF funds will be identified in the Application.

16. TIF Applications which include the establishment of business areas, or the redevelopment of existing business areas, should include information as to the business type of the major tenants of the TIF area. ~~In addition, a thorough market analysis should be completed which identifies: (1) the population areas that will be drawn from; and, (2) the businesses of similar types which would be competing with the TIF area businesses.~~

In addition, a thorough market or drive-time analysis should be completed which identifies: (1) the population areas that will be drawn from; and (2) the businesses of similar types which would be competing with the TIF area businesses.

17. Projects with reasonable indications, submitted to the City's TIF Counsel, that upon review indicate a minimum of Fifty percent (50%) of the retail commercial space is committed to viable tenants, which may be supported with signed letters of intent, signed leases or other written

verification of such tenants, will be viewed with greater favor by the ~~TIF Commission and the~~ City.

~~18.~~18. Management. A list of the persons who it is proposed will be active in or associated with the management of the redevelopment project during a period of at least one year from the date of approval of the development plan and a list of the officers, directors and principal stockholders of the applicant.

19. List of all political subdivisions affected by the TIF Plan and tax abatement. The development plan shall contain a complete list of all political subdivisions affected by the Plan and tax abatement including the name of the chief operating officer or highest elected official of such district, the district's mailing address and contact information and a written statement of the impact on any sales tax or ad valorem taxes of any tax abatement on such political subdivisions.

20. Applicants background and identity. The development plan shall clearly identify the legal status of the applicant, the key officers and owners thereof and provide clear and accurate information on the applicant's background and development experience and financial ability to successfully complete the project. Applicant shall disclose any threatened or pending litigation or unresolved claims; the nature of which would need to be disclosed if the applicant were applying for or participating in a transaction using public debt financing or which might be considered a regulated securities transaction.

21. Other information. Before submission of an ordinance to approve the development plan to the Board of Aldermen, the applicant shall include such other statements, information or exhibits as requested by the City Administrator. After submission of the ordinance to approve the development plan to the Board of Aldermen the applicant shall include such other statements, information or exhibits as requested by the Board of Aldermen or the City Administrator.

22. Notwithstanding the foregoing, TIF Applications which do not meet any of the above referenced criteria will be viewed favorably by the City if the Application clearly demonstrates that the project is of vital interest to the City and will significantly assist the City in the elimination of blight, financing desirable public improvements, strengthening the employment and economic base of the City, increasing property values, reducing poverty and creating economic stability.

~~C~~D. Accountability

TIF Applications are expected to include the following:

1. If the TIF Application is being submitted based upon anticipated revenue criteria, the City may require that language shall be included in the Redevelopment Plan and Contract which stipulates that the City's obligation to the developer may be reduced if satisfactory evidence is not shown that the indicated anticipated revenue has been generated.

2. If the TIF Application is being submitted based upon job creation criteria, language may be included in the Plan which stipulates that the City's obligation to the developer may be reduced if satisfactory evidence is not shown that the indicated number, and quality of jobs have been generated.

3. If businesses are to be relocated from other areas of the City, sufficient justification must be included to indicate why this relocation should be given favorable consideration. If existing businesses are to be relocated to the TIF area, the base year activity for purposes of determining the tax increment for both real property and EATS taxes will be the last twelve-month period at the ~~businesses~~business's current location, immediately preceding the relocation.

Developers should be aware the City expects the public to directly benefit from its support of the project and the TIF Application should address key performance standards as follows:

1. Completion Performance
    - Developer must construct at least 85% of the square feet planned to receive a Certificate of Substantial Completion.
    - Developer receives no TIF reimbursement until a Certificate of Substantial Completion has been issued by the City.

2. City Revenue Protection
    - In the 4th year after the Contract is executed and for a period of 10 years, if actual sales are not at least 75% of the projections in the TIF Plan, then the City may withhold from reimbursement an amount depending on the size of the project and total reimbursement per year.
    - This amount will be paid to the City as an assignment of Developer's right to receive reimbursement.

3. Pay-As-You-Go Reimbursement ~~PAYG~~PAYGO - No Bonds
    - Reimbursement is Pay-As-You-Go, meaning that Developer is reimbursed as the TIF Plan generates revenues over time. The City does not plan to issue bonds, but may do so at the City's sole discretion.

4. Public Participation/Profit Limit
    - If the Developer's annual rate of return exceeds 12%, then the principal amount of TIF reimbursement is reduced to achieve a 12% maximum return.

5. Limitation on Interest Accrual
    - No interest on Reimbursable Project Costs will begin to accrue until a Certificate of Substantial Completion has been issued by the City.

6. Shifting Reimbursement
    - Land reimbursement is limited to the budgeted amount.
    - Off-Site Development reimbursement is limited determined on a project basis.
    - On-Site Development reimbursement is limited determined on a project basis and Developer might be allowed to shift some reimbursement internally between the On-Site Development line-items.
    - Soft Costs reimbursement is limited to ~~$___~~__8%__, and Developer might shift reimbursement internally between the Soft Costs line-items.

7. Tax Protection During Construction
    - If there is a dip in property valuation during construction, Developer pays the difference to the City which will be distributed to the taxing districts in proportion to their tax levies.

8. Sale and Assignment Restrictions
    - Developer cannot assign its rights under the Contract or transfer more than 49% (or a controlling interest whichever is less) interest in Developer's membership without prior City approval.
    - Developer cannot sell property in the Redevelopment Area without prior City approval.

D. Method of Financing

The decision as to what method of financing is selected will be made by the City. The underwriter or purchaser of any publicly sold bonds will be selected by the City.

In deciding which method of financing to use, the prevailing factor in making the determination will be total costs, the security for the bonds and the duration of the Redevelopment Plan. The City will not provide credit enhancements for the special obligation bonds or notes, however, credit enhancement provided by the developer on any bonds or notes will be viewed favorably.

TIF Applications may request that TIF assistance be provided in one of the following forms:

1. Tax Increment Revenue Bonds or Special Obligation Bond or Note Financing;

2. Direct Reimbursement to the Applicant for hard and soft design and construction costs;

3. Pledge of tax increment financing revenues to pay a portion of private financing in addition to other eligible costs; or,

4. Any combination of the foregoing methods.

~~In deciding which method of financing to use, the prevailing factor in making the determination will be total costs, the security for the bonds and the duration of the Redevelopment Plan. The City will not provide credit enhancements for the special obligation bonds or notes, however, credit enhancement provided by the developer on any bonds or notes will be viewed favorably. The decision as to what method of financing is selected will be made by the City. The underwriter or purchaser of any publicly sold bonds will be selected by the City.~~

E. Term

The maximum period for which a TIF can be used is established by the TIF Statute at ~~twenty-three~~Twenty-Three (23) years. The most favorable consideration will be provided for Redevelopment Plans that last no longer than ~~fifteen~~Fifteen (15) years.

F. Impact on Schools Districts and Other Public Entities

~~Before submitting a TIF Application package to the City,~~ Applicants should evaluate and consider any TIF policies adopted by local public school or other taxing districts ~~within the boundaries of the Redevelopment Area~~ and directly address those policies in the application. For developments that add students ~~to the school population~~ the City ~~strongly~~ encourages ~~the incorporation of~~ a distribution of a portion of payments in lieu of taxes (PILOTS) as surplus ~~to taxing districts including public schools~~ in accordance with the applicable school district TIF policy. ~~In addition to such surplus declaration, a~~A capital contribution may be made to a public school or taxing district that incurs additional capital costs ~~that are the result~~because of the redevelopment ~~that occurs pursuant to a Redevelopment Plan~~project.

G. Other Conditions

The City reserves the right to modify or waive any or all of these Policies and Procedures.

EXECUTIVE SUMMARY
CITY OF OSAGE BEACH, MISSOURI
~~APPLICATION FOR~~ ________________________________TAX INCREMENT
FINANCING ("TIF") PLAN

PROJECT NAME:

APPLICANT:

ADDRESS:

PHONE:

FAX:

EMAIL:

CONTACT PERSON:

~~Application~~ Format: On a separate sheet of paper please answer the following questions. Please type each question prior to the applicable response.

(1) In no more than three pages provide relevant information on the applicant's background and development experience and financial ability to successfully complete the project. Include resumes of key individuals assigned to the project.

(2) Identify the applicant's consultants involved or proposed to be involved in the project noting relevant experience on similar projects (i.e., civil engineer, land use planner, applicant's legal counsel, applicant's financial advisor).

(3) Describe the proposed project, including the size and scope and phasing of the proposed project. Specifically outline residential development, if any, to be included in the project.

(4) Define the boundaries of the proposed TIF area by address and locator number(s). Include a map of the proposed TIF area.

(5) Identify the property which is currently in the control of the applicant via ownership or option. If under option note the option expiration date.

(6) Is the Redevelopment Plan consistent with the City's Comprehensive Plan? If not, an amendment to the Comprehensive Plan may be required in order to allow the Board of Aldermen to make this consistency finding as required by the TIF Act.

(7) Is the property currently zoned for the proposed use? If not, what zoning change will be required?

(8) Will the proposed project result in the relocation of residential, commercial or industrial facilities? If so, discuss the nature of any anticipated relocations.

(9) State the need and justification for TIF assistance. Explain how the applicant intends to demonstrate compliance with the "but for" test. Substantiate that other alternative methods of financing have been thoroughly explored.

(10) Discuss the condition(s) that would qualify the proposed TIF District as a "blighted area" or "conservation area," as defined under Mo. Rev. Stat. 99.805.

(11) Identify sources, amounts, and status of all debt financing and/or equity funding available to complete the project. Does the applicant anticipate the debt to be privately financed by the construction lender or developer or publicly sold?

(12) Provide an outline of the costs associated with the development of the proposed project(s) and related parcel or parcels located within the TIF area. Identify in the outline those costs you would propose to fund with TIF financing and the proposed payback time frame.

(13) In one page or less, discuss and document information used to describe the market feasibility of each element of the proposed project. If a formal feasibility or comparable studies have been prepared, attach such reports as an appendix to this application.

(14) On a revenue worksheet estimate the incremental property taxes and economic activity taxes to be generated by the project.

(15) Identify any proposed tenants of the project. Have leases been negotiated or signed? What type of lease is contemplated?

(16) Who will own the developed property? How much of the property is intended to be sold after development is complete? Who will manage the property during the life of the Redevelopment Plan and project?

(17) Briefly describe the "economic and quality of life" benefits of the proposed project to the City.

(18) Attach a letter from a reputable financial institution indicating that the applicant has sufficient financial resources to obtain the private financing for the project.

(19) Management. A list of the persons who it is proposed will be active in or associated with the management of the redevelopment project during a period of at least one year from the date of approval of the development plan and a list of the officers, directors and principal stockholders of the applicant.

(20) List of all political subdivisions affected by the TIF Plan and tax abatement. The development plan shall contain a complete list of all political subdivisions affected by the Plan

and tax abatement including the name of the chief operating officer or highest elected official of such district, the district's mailing address and contact information and a written statement of the impact on any sales tax or ad valorem taxes of any tax abatement on such political subdivisions.

(21) Applicants background and identity. The development plan shall clearly identify the legal status of the applicant, the key officers and owners thereof and provide clear and accurate information on the applicant's background and development experience and financial ability to successfully complete the project. Applicant shall disclose any threatened or pending litigation or unresolved claims; the nature of which would need to be disclosed if the applicant were applying for or participating in a transaction using public debt financing or which might be considered a regulated securities transaction.

FUNDING AGREEMENT

This FUNDING AGREEMENT ("Agreement") is entered into this ___day of ____, 20__, (the "Effective Date") between the CITY OF OSAGE BEACH, MISSOURI (the "City"), and ________________________the "Developer").

RECITALS

WHEREAS, the City is a fourth-class city incorporated and exercising governmental functions and powers pursuant to the Constitution and the Revised Statutes of the State of Missouri; and

WHEREAS, the Developer is a Missouri limited liability company and is authorized to conduct business in the State of Missouri; and

WHEREAS, the Developer has requested that the City consider the approval of: (i) the ________________________________Tax Increment Financing Plan (the "Plan") in accordance with Sections 99.800 to 99.865, Revised Statutes of Missouri ("RSMo"), as amended (the "TIF Act"), said Plan proposing reimbursement to Developer for Redevelopment Project Costs (the "Redevelopment Project Costs"); and (ii) a community improvement district ("CID") in accordance with Sections 67.1401 to 67.1571, RSMo as amended (the "CID Act"), said CID proposing reimbursment to Developer to provide assistance to or to construct, reconstruct, install, repair, maintain, and equip any of the improvements eligible for reimbursment under the CID Act. For purposes of this Agreement, the Plan and the CID as proposed by Developer shall be referred to collectively as the "Application".

WHEREAS, if the Application is approved by the City, the City may be requested to provide such other services and assistance as may be required to implement and administer the Plan and the CID through completion; and

WHEREAS, it is the City's policy that a developer who desires assistance from the City in a public-private partnership or through the use of economic incentive tools shall demonstrate the financial ability to allow for the full and fair evaluation by the City of all development proposals and requests for economic incentives from the City; and

WHEREAS, in order for the City to fully consider and evaluate the Application, the TIF Policy adopted by the City (the "TIF Policy"), and the CID Policy adopted by the City (the "CID Policy"), require the Developer to deposit funds with the City to be used by the City to pay expenses necessary to perform a full evaluation of the Plan and the CID, respectively, and engage consultants as needed for such evaluation.

NOW THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. City and Developer Services.

A. The City shall provide the following City Services ("City Services"):

i. Prepare or consult with the Developer on the preparation and consideration of the Plan and the CID in accordance with the provisions of the TIF Act and the TIF Policy, and the CID Act and the CID Policy, respectively, and other applicable laws, and give all notices, make all publications and hold all hearings as required by the TIF Act and the CID Act and other applicable laws;

ii. Provide necessary staff, legal, financial, and planning assistance to review and evaluate the Plan and the CID for the City, and prepare and present required ordinances to the Board of Aldermen of the City and other applicable governmental authorities;

iii. Provide the necessary staff and legal, financial and planning assistance to prepare and negotiate a definitive agreement between the Developer and the City for implementation of the proposed Plan and the proposed CID (the "Development Agreement"); and

iv. If a Development Agreement is entered into, provide the necessary staff, legal, financial and planning assistance to administer the Development Agreement.

B. The Developer shall:

i. Assist and cooperate with the City in providing the City Services;

ii. Provide to the City, upon request, a copy of surveys, planning documents, economic projections, engineering work, environmental studies and other information obtained or to be obtained by the Developer containing information that the City will reasonably need or would otherwise be required for the consideration of the Application for approval by the City pursuant to the TIF Act and the CID Act (the "Development Information").

2. Initial Deposit.

The City acknowledges receipt of Thirty Thousand Thousand Dollars ($30,000.00) (the "Deposit") from the Developer. The City shall disburse the Deposit as set forth in Section 4 and shall notify the Developer when necessary to re-establish the Deposit in accordance with Section 3 hereof, from which additional disbursements may be made as needed.

3. Additional Funding.

A. When it appears to the City that fifty percent (50%) of the Deposit has been drawn or will be disbursed, the City may submit to Developer an invoice for an additional funds necessary to bring the deposit full and to perform the City's obligations hereunder or for any additional obligations or expenditures reasonably estimated to be incurred by the City in connection with this Agreement. The Developer shall pay the City the amount set forth on such invoice (the "Additional Funds") within thirty (30) days of receipt thereof. If such funds are not so received the City shall be relieved of any and all obligations hereunder until paid or may terminate this Agreement pursuant to Section 8.

B. The City and the Developer agree that the Developer shall reimburse the City for its actual expenses necessary to perform the City's obligations hereunder, using special legal counsel, a financial advisor and/or other consultants as approved according to this paragraph. The City shall advise the Developer in advance if it intends to utilize the services of any other consultants, other than special legal counsel, to perform its obligations under the terms of this Agreement.

C. Both the City and the Developer acknowledge that expenses incurred by the City will likely exceed the initial deposit. Notwithstanding the foregoing or anything in this Agreement to the contrary, the Developer may, at any time, determine not to pay Additional Funds by providing the City with written notice that the Developer will no longer pay any expenses in excess of the total expenses incurred on the date the City reveives notice of the Developer's decision not to proceed. The Developer shall pay all such expenses incurred before the Developer's notice to the City of the decision not to proceed. The City may treat such election by Developer not to pay Additional Funds as Developer's election to withdraw its application for consideration of the Plan and the CID, and terminate this Agreement pursuant to Section 8.

4. Disbursement of Funds.

The City shall timely disburse the Deposit and Additional Funds for reimbursement of costs to the City, and for consulting fees and the payment of all out-of-pocket expenses incurred by the City in connection with the performance of its obligations under this Agreement as payment for such expenses as they become due. The City shall send to the Developer a copy of the record for each disbursement made pursuant to this Agreement.

5. Reimbursement from TIF and CID.

If the Plan is approved and the Developer is selected to implement the Plan, the Developer shall be entitled to reimbursement from tax increment financing revenues from the redevelopment area that are collected in the special allocation fund established pursuant to the Plan and the TIF Act or the proceeds of any notes or bonds issued pursuant to the Plan (the "TIF Bonds") for such actual costs expended under the terms of this Agreement which are also considered to be reimbursable project costs under the Plan. If the CID is approved, the Developer shall be entitled to reimbursement from CID sales tax revenues generated within the CID that are collected in the special allocation fund established pursuant to the Development Agreement and the CID Act or the proceeds of any notes or bonds issued pursuant to the the CID Act and the Development Agreement (the "CID Bonds") for such actual costs expended under the terms of this Agreement which are eligible for reimbursment under the CID Act and the Development Agreement. The Developer shall provide invoices for such costs and shall be reimbursed in accordance with the Development Agreement.

6. Application Administration.

In addition to the services set forth in Section 1, the City may be required to provide services from time to time for the continuing administration of the Application, if approved by the

Developer. Upon appropriate itemization, the City shall be reimbursed by the Developer for actual meeting expenses and other third-party expenses that are reasonable or incidental to the general operations of the City with respect to administration of the Application and any development that results from the Application, but specifically excluding any amount attributable to the time of any salaried staff member of the City. The provisions of this section shall apply until such time as the City and the Developer agree to and execute a Development Agreement between the Developer and the City.

7. Legal Representation.

The Developer understands and acknowledges that this arrangement is an accommodation to the Developer in which the City's special legal counsel is not providing legal representation to the Developer and that no attorney-client relationship between the Developer and the City's special legal counsel shall exist by any reason including, but not limited to, the Developer's payment of the City's legal expenses. Developer further understands that legal counsel paid pursuant to this agreement is legal counsel for the City and acknowledges the duties of said counsel to the City of confidentiality and loyalty.

8. Termination.

A. In the event the Developer fails to perform any of its obligations herein, the City may terminate this Agreement, at its sole discretion if the Developer fails to cure the default within ten (10) days after written notice to the Developer of the default. Upon such termination, the City shall retain the Deposit and Additional Funds, if any, necessary to reimburse the City for all expenses incurred under this Agreement to the date of termination.

B. The parties hereto acknowledge that the Developer may determine to abandon the Application at any time. Upon written notice of abandonment by the Developer, this Agreement shall terminate and the City shall retain the Deposit and Additional Funds, if any, necessary to reimburse the City for all expenses incurred under this Agreement up to the date of termination.

C. Upon termination of this Agreement, in the event the Deposit and Additional Funds are insufficient to reimburse the City for the outstanding expenses of the City payable hereunder, the Developer shall reimburse the City as set forth in Section 3. After termination of this Agreement, any amounts remaining from the Deposit and the Additional Funds after all amounts have either been paid as directed by, or reimbursed to, the City shall be returned to the Developer within ten (10) days of the termination date.

D. This Agreement may be terminated by mutual agreement of the City and the Developer pursuant to a Development Agreement that is executed by the City and the Developer.

9. Subsequent Developers.

In the event the City selects another developer pursuant to a request for proposals to carry out the Plan or any Project described therein, the City shall require the subsequent developer to assume all obligations of the Developer under this Agreement as of the date it is designated as the Developer and to reimburse the Developer for its expenditures under this Agreement, which must first be submitted to and approved by the City.

10. City Requirements and Prior Approval.

The Developer agrees to comply with all applicable laws and City ordinances, including, but not limited to, the City's zoning ordinances, subdivision regulations and all planning or infrastructure requirements related to the development of Developer's property. The parties agree that execution of this Agreement in no way constitutes a waiver of any requirements of applicable City ordinances or policies and does not in any way constitute prior approval of any future proposal for development, including the Application. The parties understand that the City may not lawfully contract away its police powers and that approval of the Application and any zoning, subdivision and similar development applications cannot be contractually guaranteed. This Agreement does not alter or diminish the City's ability to exercise its legislative discretion to consider the Application in accordance with the TIF Act, the CID Act (as the case may be) and all applicable laws with respect to development of the property.

Before a vote by the Board of Aldermen for approval or disapproval of the TIF Plan, the Development Agreement with the Developer, the CID, or any other measure associated with the foregoing, the Developer shall deposit with the City, upon notice from the City, sufficient funds to pay all outstanding expenses incurred hereunder.

11. Notice.

Any notice, approval, request or consent required by or asked to be given under this Agreement shall be in writing and deemed to have been given or made (a) three (3) business days after deposit with the United States Postal Service as registered or certified mail, postage prepaid, (b) upon delivery if delivered by hand, or (c) one (1) business day after presented to a recognized overnight courier service (such as Federal Express), fee prepaid, for next day delivery, and in each case addressed as follows:

To the City:

Jeana Woods
City Administrator
City of Osage Beach
1000 City Parkway
Osage Beach, Missouri 65065

with a copy to:

Edward Rucker
City Attorney
City of Osage Beach
1000 City Parkway
Osage Beach, Missouri 65065

To the Developer:

with a copy to:

The City or Developer (each a "Party") may specify that notice be addressed to any other person or address by giving to the other Party ten (10) days written notice of such change.

12. Miscellaneous.

A. Governing Law, Counterparts. This Agreement shall be governed by Missouri law and may be executed in counterparts.

B. Severability. If any provision of this Agreement shall be unenforceable, the remainder of this Agreement shall be enforced as if such provision were not contained in this Agreement.

C. No Waiver. Failure of any Party to this Agreement to enforce its rights pursuant to this Agreement shall not be deemed a waiver of any such rights.

D. Successors and Assigns. This Agreement may not be assigned by any Party without the prior written consent of all Parties. No assignment, unless specifically provided for in such consent, shall relieve the assigning Party of any liability pursuant to this Agreement. This Agreement shall be binding upon the Parties and their successors and permitted assigns.

[remainder of page left intentionally blank]

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the Effective Date.

CITY OF OSAGE BEACH, MISSOURI

By: ______________________________
Michael Harmison, Mayor

Attest: ______________________________ Approved as to form:

______________________________ ______________________________
City Clerk: Tara Berreth City Attorney: Edward Rucker

______________________________(Developer)

____

By: ______________________________

Name: ______________________________

Title: ______________________________