Bogey Hills Plaza
Community Improvement District

Basic Financial Statements

For The Year Ended December 31, 2024

Bogey Hills Plaza Community Improvement District
Table of Contents
December 31, 2024

Wade Stables P.C.
CERTIFIED PUBLIC ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Bogey Hills Plaza Community Improvement District
St. Charles, Missouri

Opinions

We have audited the accompanying financial statements of the governmental activities and major fund of Bogey Hills Plaza Community Improvement District, as of and for the year ended December 31, 2024, and the related notes to the financial statements, which collectively comprise the Bogey Hills Plaza Community Improvement District's basic financial statements as listed in the table of contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective cash basis financial position of the governmental activities and major fund of the Bogey Hills Plaza Community Improvement District, as of December 31, 2024, and the respective changes in cash basis financial position for the year then ended in accordance with the cash basis of accounting described in Note 1.

Basis for Opinions

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Bogey Hills Plaza Community Improvement District, and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Emphasis of Matter—Basis of Accounting

We draw attention to Note 1 of the financial statements, which describes the basis of accounting. The financial statements are prepared on the cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinions are not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the cash basis of accounting described in Note 1, and for determining that the cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Bogey Hills Plaza Community Improvement District's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Bogey Hills Plaza Community Improvement District's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matters

Other Information

Management is responsible for the other information included in the annual report. The other information comprises the budgetary comparison schedule but does not include the basic financial statements and our auditor's report thereon. Our opinions on the basic financial statements do not cover the other information, and we do not express an opinion or any form of assurance thereon.

In connection with our audit of the basic financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the basic financial statements, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

Wade Stables P.C.

Wade Stables P.C.
Certified Public Accountants

June 4, 2025
Troy, Missouri

Bogey Hills Plaza Community Improvement District

Governmental Funds Balance Sheet and
Statement of Net Position - Cash Basis
December 31, 2024

	General Fund	Total Funds	Adjustments	Statement of Net Position
Assets				
Cash and equivalents	$ 174,521	$ 174,521	$ -	$ 174,521
Total Assets	$ 174,521	$ 174,521	$ -	$ 174,521
Liabilities and Fund Balances / Net Position				
Fund Balance				
Restricted for:				
Debt Service	$ -	$ -	$ -	$ -
Capital Projects	-	-	-	-
Unassigned	174,521	174,521	(174,521)	-
Total Liabilities and Fund Balances	$ 174,521	$ 174,521	$ (174,521)	$ -
Net Position				
Restricted for:				
Debt Service			$ -	$ -
Capital Projects			-	-
Unrestricted			174,521	174,521
Total Net Position			$ 174,521	$ 174,521

The accompanying notes to financial statements are an integral part of this statement.

Bogey Hills Plaza Community Improvement District

Governmental Fund Revenues, Expenditures, and Changes in Fund Balances and
Statement of Activities - Cash Basis
For the Year Ended December 31, 2024

	General Fund	Total Funds	Adjustments	Statement of Activities
Expenditures/Expenses				
Administrative expenses	$ 6,000	$ 6,000	$ -	$ 6,000
Insurance expense	794	794	-	794
Audit fees	2,700	2,700	-	2,700
Legal Fees	1,284	1,284	-	1,284
Interest expense	110,815	110,815	-	110,815
Loan principal repayment	527,940	527,940	-	527,940
Total Expenditures/Expenses	$ 649,533	$ 649,533	$ -	$ 649,533
General Revenues				
CID sales tax revenues	$ 649,348	$ 649,348	$ -	$ 649,348
Total General Revenues	$ 649,348	$ 649,348	$ -	$ 649,348
Net Change in Fund Balance	$ (185)	$ (185)	$ 185	$ -
Change in net position			(185)	(185)
Fund balance/net position:				
Beginning of Year	174,706	174,706	-	174,706
End of Year	$ 174,521	$ 174,521	$ -	$ 174,521

The accompanying notes to financial statements are an integral part of this statement.

1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity

Pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statues of Missouri, as amended (the "CID Act"), the Bogey Hills Plaza Community Improvement District (the "CID") was formed by Ordinance No. 19-173 (the "Ordinance") of the City of Saint Charles, Missouri (the "City") on September 3, 2019. The Ordinance provided that the CID be established in accordance with the CID Act for the purpose of undertaking various CID project improvements identified in the Ordinance (the "Project") and financing the Project by providing revenues to repay eligible Project costs.

On September 3, 2019, the District entered into a Development Agreement (the "Development Agreement") among the City of St. Charles, Missouri ("City"), Caplaco Fourteen, Inc. and Dierbergs Zumbehl, Inc. (together, the "Developer") to provide (i) the process by which the District will reimburse the Developer for Reimbursable Project Costs, (ii) the payment of Operating costs, (iii) the payment of debt service on the District Obligations, and (iv) assurances to the City regarding the implementation of the District Project. The City Council of the City finds and determines that the action to be taken pursuant to the Development Agreement is reasonably anticipated to remediate the blighting conditions within the District and will serve a public purpose, and the District Project is necessary and advisable and will be in the best interest of the City and of its inhabitants in order to promote the public interest.

On September 6, 2019, in accordance with the CID Act and the Petition, the Board of Directors of the District authorized the District to impose a one percent (1%) (the "CID Sales Tax") upon approval by the qualified voters of the District, on receipts from the sale at retail of all tangible personal property or taxable services at retail with the District, if such property and services are subject to taxation by the State of Missouri pursuant to the provisions of Sections 144.010 to 144.525 of the Revised Statutes of Missouri, as amended, except such Sales Tax shall not apply to the sale or use of motor vehicles, trailers, boats or outboard motors nor to public utilities. The qualified voters of the District approved the CID Sales Tax at a mail-in election held on September 6, 2019, pursuant to Section 67.1545.1 of the CID Act.

On March 31, 2021, the District entered a loan agreement with First Bank in order to pay and finance reimbursable project costs of the District in a maximum amount not to exceed $5,500,000 (the "Loan").

The location of the project is a tract of land in part of Lot 9, Block 2 of Evans Survey of the Commons of St. Charles, in Township 47 North, Range 4 East, City of St. Charles, Missouri. A general description of the project is as follows: construction, demolition, removal and replacement, clean-up and enhancement, installation, reconstruction, repair and maintenance of all improvements permitted by the CID Act, initially involving, but not restricted to demolition, earth work, erosion control, paving, drainage systems and retention, and improvements to storefronts and building facades, walls, parking lots, pedestrians walkways, awnings, canopies, columns, piers, pilasters, marquees, trelliswork, trash receptacles, planters, islands, landscaping, fences, barriers, retaining walls, drives, sidewalks, patios, signage and other fixtures, and associated or other traffic or parking improvements, crosswalks, utilities, lighting and landscaping, and pavement and sidewalk extensions and connections onto adjacent streets and/or public right-of-way.

A reporting entity is comprised of the primary government, component units, and other organizations that are included to ensure that the financial statements of the District are not misleading. The primary government consists of all funds, departments, boards and agencies that are not legally separate from the District.

Component units are legally separate organizations for which the District is financially accountable. The District is financially accountable for an organization if the District appoints a voting majority of the organization's governing board and (1) the District is able to significantly influence the programs or services performed or provided by the organization; or (2) the District is legally entitled to or can otherwise access the organization's resources; the District is legally obligated or has otherwise assumed the responsibility to finance the deficits of, or provide financial support to, the organization; or the District is obligated for the debt of the organization. Component units

1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

may also include organizations that are fiscally dependent on the District in that the District approves the budget, the issuance of debt, or the levying of taxes. The District has no component units.

The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. The most significant of the District's accounting policies are described below.

A) BASIS OF PRESENTATION

Special-purpose governments engaged in a single governmental program and having no component units may present financial statements as combining fund financial statements with government-wide statements. This is illustrated on the Governmental Funds Balance Sheet and Statement of Net Position – Cash Basis and the Governmental Fund Revenues, Expenditures, and Changes in Fund Balances and Statement of Activities - Cash Basis.

In the fund financial statements, financial transactions and accounts of the District are organized on the basis of funds. The operation of each fund is considered to be an independent fiscal and separate accounting entity, with a self-balancing set of accounts recording cash and/or other financial resources together with all related liabilities and residual equities or balances, and changes therein, which are segregated for the purpose of carrying on specific activities or attaining certain objectives in accordance with special regulations, restrictions or limitations. The fund statements are also presented on a cash basis of accounting. Major individual governmental funds are reported as separate columns in the fund financial statements.

The District reports the following major governmental funds:

Governmental Funds

General Fund – The District maintains two funds that makes up the General Fund, as follows:

Sales Tax Trust Fund - The Sales Tax Trust Fund is the fund that the Missouri Department of Revenue deposits sales tax revenues into. Revenues are derived primarily from sales taxes.

Operating Fund – The Operating Fund shall be funded from District Sales Tax Revenues on deposit in the Trust Fund in an amount equal to the Annual Operating Fund Deposit, plus such additional amount as, from time to time, may be required and may be authorized by the District to pay extraordinary and/or non-recurring Operating Costs in excess of the Annual Operating Fund Deposit, including but not limited to litigation costs relating to the indemnities under Section 8.2 of the Development Agreement and other litigation costs, provided such additional amount shall be eligible for payment or reimbursement under the CID Act. Money in the Operating Fund shall be used to pay Operating Costs, to pay the principal of or interest on District Obligations or for any other lawful purpose of the District, as determined by the Board of Directors.

B) BASIS OF ACCOUNTING

Basis of accounting refers to when revenues and expenditures or expenses are recognized in the accounts and reported in the financial statements. Basis of accounting relates to the timing of the measurements made, regardless of the measurement focus applied. Government-wide financial statements and Fund Financial Statements are prepared using the cash basis of accounting, a special purpose framework. Under the cash basis, revenues are recognized when received rather when earned and expenditures are recognized when cash is disbursed rather when the obligation is incurred.

1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

C) BUDGETS AND BUDGETARY ACCOUNTING

The District follows these procedures in establishing the budgetary data reflected in the financial statements:

1) In accordance with Section 67 of the Missouri Revised Statutes, the budget officer, as designated by the District, prepares and adopts an annual budget which represents the complete financial plan for the ensuing budget year. The budget includes at least the following information:

   a) A budget message describing the important features of the budget and major changes from the preceding year;

   b) Estimated revenues to be collected from all sources for the budget year, with a comparative statement of actual or estimated revenues for the two years next preceding, itemized by year, fund, activity and object;

   c) The amount required for the payment of interest, amortization, and redemption charges on the debt of the District;

   d) A general budget summary.

2) In no event shall the total proposed expenditures from any fund exceed the estimated revenues to be received plus any unencumbered balance or less any deficit estimated for the beginning of the budget year.

3) The District may revise, alter, increase or decrease the items in the proposed budget, subject to such limitations as may be provided by law provided, that in no event, shall the total authorized expenditures from any fund exceed the estimated revenues to be received plus any unencumbered balance or less any deficit estimated for the beginning of the budget year.

4) The District shall, before the beginning of the fiscal year, approve the budget and approve or adopt such orders, motions, resolutions or ordinances as may be required to authorize the budgeted expenditures and produce the revenues in the budget.

5) After the District has approved the budget and approved or adopted the orders, motions, resolutions or ordinances required to authorize the expenditures proposed in the budget, the District shall not increase the total amount authorized for expenditure from any fund, unless the District Board adopts a resolution setting forth the facts and reasons making the increase necessary and approves or adopts an order, motion resolution or ordinance to authorize the expenditures.

The 2024 budget was approved at the regularly scheduled Board of Directors' meeting. Annual budgets are prepared and adopted by fund on a basis consistent with the cash basis of accounting for the individual governmental funds. All annual appropriations lapse at fiscal year end.

D) CAPITAL ASSETS AND LONG-TERM LIABILITIES

In accordance with the cash basis of accounting, the government-wide and fund financial statements report capital asset additions as expenditures when cash is expended and debt proceeds are shown as other financing sources when cash is received. Debt principal payments are shown as expenditures when payments are made. Capital assets and long term liabilities are not maintained on these financial statements but long term debt is disclosed later in these notes to the financial statements.

1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONCLUDED)

E) REVENUE RECOGNITION – SALES TAX

Sales tax revenues are collected monthly and remitted to the Missouri Department of Revenue. The District receives the sales tax revenue the month after it is collected by the Missouri Department of Revenue.

Sales tax revenues are recognized when they are received by the District.

F) FUND BALANCE AND NET POSITION

Net Position represents the difference between assets and liabilities. Net Position is reported as restricted when there are limitations imposed on their use either through the enabling legislation adopted by the District or through external restrictions imposed by laws or regulations of the government. All other net position that does not meet the definition of "restricted" are reported as unrestricted net position. It is the District's policy to expend restricted resources first if the restrictions are met.

Fund balances are classified as follows:

Nonspendable- This classification includes amounts that cannot be spent because they are either (a) not in spendable form or (b) are legally or contractually required to be maintained intact. The District did not have any nonspendable fund balance as of December 31, 2024.

Restricted- This classification includes amounts for which constraints have been placed on the use of the resources either (a) externally imposed by creditors (such as through a debt covenant), grantors, contributors, or law or regulations of other governments, or (b) imposed by law through constitutional provisions or enabling legislation. The District did not have any restricted fund balance as of December 31, 2024.

Committed- This classification includes amounts that can be used only for specific purposes pursuant to constraints imposed by formal action of the District's Board. These amounts cannot be used for any other purpose unless the Board removes or changes the specified use by taking the same type of action (ordinance or resolution) that was employed when the funds were initially committed. This classification also includes contractual obligations to the extent that existing resources have been specifically committed for use in satisfying those contractual requirements. The District had no committed resources as of December 31, 2024.

Assigned- This classification includes amounts that are constrained by the District's intent to be used for a specific purpose but are neither restricted nor committed. This intent can be expressed by the District Board through budgetary process. The District had no assigned resources as of December 31, 2024.

Unassigned- All amounts not included in other spendable classifications.

The District would typically use Restricted fund balances first, followed by Committed resources, and then Assigned resources, as appropriate opportunities arise, but reserves the right to selectively spend Unassigned resources first to defer the use of these other classified funds.

2) CASH AND CASH EQUIVALENTS

The District complies with various regulations on deposits and investments, which are imposed by the state statutes as follows:

Deposits - All deposits with financial institutions must be collateralized in an amount at least equal to uninsured deposits.

2) CASH AND CASH EQUIVALENTS (CONCLUDED)

Investments - The District may invest in bonds of the State of Missouri or any wholly owned corporation of the United States; or in other short-term obligations of the United States.

Cash of the District at December 31, 2024, is as follows:

Deposits

At December 31, 2024, the carrying amount of the District's deposits was $174,521 and the bank balance was $174,086. The bank balance in the Sales Tax Trust Fund and Operating (Collateral) Fund was $174,086 at year end. Any balance maintained in this account would be covered by federal depository insurance up to $250,000.

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty (e.g., broker-dealer) to a transaction, a government will not be able to recover the value of its investment or collateral securities that are in the possession of another party. State statutes require repurchase agreements to be fully collateralized by bonds or securities issued or guaranteed by the federal government or its instrumentalities. The District does not have an additional custodial credit risk policy.

Investments

There were no investments at December 31, 2024.

3) COMMITMENTS

On September 3, 2019, the District entered into a Development Agreement (the "Development Agreement") among the City of St. Charles, Missouri ("City"), Caplaco Fourteen, Inc. and Dierbergs Zumbehl, Inc. (together, the "Developer") to provide (i) the process by which the District will reimburse the Developer for Reimbursable Project Costs, (ii) the payment of Operating costs, (iii) the payment of debt service on the District Obligations, and (iv) assurances to the City regarding the implementation of the District Project. The City Council of the City finds and determines that the action to be taken pursuant to the Development Agreement is reasonably anticipated to remediate the blighting conditions within the District and will serve a public purpose, and the District Project is necessary and advisable and will be in the best interest of the City and of its inhabitants in order to promote the public interest.

4) RELATED PARTIES

The Assistant Secretary on the Board of Directors of the District is also the owner of Development Dynamics, LLC, an administrative company that performs bookkeeping services for the District. During the year ending December 31, 2024, the District paid Development Dynamics, LLC $6,000.

5) LITIGATION

At December 31, 2024 there were no claims or lawsuits pending against the District.

6) TAXES

On September 6, 2019, in accordance with the CID Act and the Petition, the Board of Directors of the District authorized the District to impose a one percent (1%) (the "CID Sales Tax") upon approval by the qualified voters of the District, on receipts from the sale at retail of all tangible personal property or taxable services at retail with the District, if such property and services are subject to taxation by the State of Missouri pursuant to the provisions of Sections 144.010 to 144.525 of the Revised Statutes of Missouri, as amended, except such Sales Tax shall not

6) TAXES (CONCLUDED)

apply to the sale or use of motor vehicles, trailers, boats or outboard motors nor to public utilities. The qualified voters of the District approved the CID Sales Tax at a mail-in election held on September 6, 2019, pursuant to Section 67.1545.1 of the CID Act.

7) LONG-TERM DEBT

On March 31, 2021, the District borrowed $5,300,000 from First Bank amortized over a period of 240 months. The loan bears interest at a rate equal to 3.0% per annum and will mature on March 1, 2041. At the year ended December 31, 2024, the balance of loan was $3,371,289.

In 2024, the District paid $110,815 in interest expense and $527,940 in principal payments.

Balance at January 1, 2024	$	3,899,229
Loan issued		-
Loan repaid		(527,940)
Balance at December 31, 2024	$	3,371,289

The loan amortization schedule is as follows:

Year	Principal	Interest	Total
2025	$ 234,203	$ 121,029	$ 355,232
2026	241,327	113,905	355,232
2027	248,667	106,565	355,232
2028	256,230	99,002	355,232
2029	264,024	91,208	355,232
2030-2034	1,445,576	330,583	1,776,159
2035-2038	681,262	124,887	806,149
	$ 3,371,289	$ 987,179	$ 4,358,468

8) PROJECT COSTS

The District spent $0 in project costs during the year ending December 31, 2024.

9) INTERFUND TRANSFERS

During the fiscal year ended December 31, 2024, the District did not have any interfund transfers.

10) SUBSEQUENT EVENTS

These financial statements considered subsequent events through June 4, 2025, the date the financial statements were available to be issued.

Other Information

Bogey Hills Plaza Community Improvement District

Statement of Revenues Collected and Expenditures Paid -
General Fund - Budget and Actual - Cash Basis
For the Year Ended December 31, 2024

	Budgeted Amount Original	Budgeted Amount Final	Actual	Variance - Favorable (Unfavorable)
Revenues				
CID sales tax revenues	$ 600,000	$ 650,000	$ 649,348	$ (652)
Total Revenues	$ 600,000	$ 650,000	$ 649,348	$ (652)
Expenditures				
Bank fees	$ 100	$ 100	$ -	$ 100
Administrative expenses	6,000	6,000	6,000	-
Insurance expenses	1,559	1,559	794	765
Audit fees	2,700	2,700	2,700	-
Legal and professional fees	8,650	8,650	1,284	7,366
Interest expense	110,000	100,000	110,815	(10,815)
Loan principal repayment	490,000	530,991	527,940	3,051
Total Expenditures	$ 619,009	$ 650,000	$ 649,533	$ 467
Net Change in Fund Balance	$ (19,009)	$ -	$ (185)	$ (185)
Fund Balance - Beginning of the year		174,706	174,706	
Fund Balance - End of the year		$ 174,706	$ 174,521	