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#### CITY OF CAPE GIRARDEAU, MISSOURI

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# PLAN FOR AN INDUSTRIAL DEVELOPMENT PROJECT AND COST/BENEFIT ANALYSIS CHIEF PROPERTY DEVELOPMENT, LLC

### I. PURPOSE OF THIS PLAN

The City of Cape Girardeau, Missouri (the "City"), intends to issue taxable industrial revenue bonds in a principal amount not to exceed \$10,000,000 (the "Bonds") to finance the costs of an industrial development project (the "Project") for the benefit of Chief Property Development, LLC (the "Company"). The Bonds will be issued pursuant to the provisions of the City Charter, Sections 100.010 to 100.200 of the Revised Statutes of Missouri ("Chapter 100") and Article VI, Section 27(b) of the Missouri Constitution (collectively with Chapter 100, the "Act"). The Bonds will initially be owned by the Company, and cannot be transferred, other than to the Company's affiliates and lenders, without the City's prior approval.

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

#### II. DESCRIPTION OF CHAPTER 100 FINANCINGS

General. Chapter 100 authorizes cities, counties, towns and villages to issue industrial development revenue bonds to finance the purchase, construction, extension and improvement of warehouses, distribution facilities, research and development facilities, office industries, agricultural processing industries, service facilities that provide interstate commerce, industrial plants, including the real estate either within or without the limits of such municipalities, buildings, fixtures and machinery. In addition, Article VI, Section 27(b) of the Missouri Constitution authorizes cities, counties, towns and villages to issue revenue bonds for the purpose of paying all or part of the cost of purchasing, constructing, extending or improving any facility for manufacturing, commercial, warehousing and industrial development purposes, including the real estate, buildings, fixtures and machinery.

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

Concurrently with the closing of the bonds, the company will lease the site on which the industrial development project will be located to the municipality. The municipality will immediately lease the project site and the improvements thereon back to the benefited company pursuant to a lease agreement. The lease agreement will require the company, acting on behalf of the municipality, to use the bond proceeds to purchase and construct the project. Once construction is complete, the company will convey title to the project to the municipality. (The municipality must be the legal owner of the property while the bonds are outstanding for the property to be eligible for tax abatement, as further described below.)

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

**Property Tax Abatement.** Under Article X, Section 6 of the Missouri Constitution and Section 137.100 of the Revised Statutes of Missouri, all property of any political subdivision is exempt from taxation. In a typical Chapter 100 transaction, the municipality holds fee title to the project and leases the project to the benefited company. Although the Missouri Supreme Court has held that the leasehold interest is taxable, it is taxable only to the extent that the economic value of the lease is less than the actual market value of the lease. See *Iron County v. State Tax Commission*, 437 S.W.2d 665 (Mo. 1968)(*en banc*) and *St. Louis County v. State Tax Commission*, 406 S.W.2d 644 (Mo. 1966)(*en banc*). If the rental payments under the lease agreement equal the actual debt service payments on the bonds, the leasehold interest should have no "bonus value" and the bond-financed property should be exempt from ad valorem taxation while the bonds are outstanding.

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

**Sales Tax Exemption.** In addition to property tax abatement, qualified building materials can be exempt from sales tax if approved by the municipality. The sales tax exemption is evidenced by a project exemption certificate issued by the municipality.

#### III. DESCRIPTION OF THE PARTIES

**Chief Property Development, LLC.** The Company is a limited liability company organized and existing under the laws of the State of Missouri (the "State") for the purpose of, among other things, purchasing, developing and maintaining real estate.

City of Cape Girardeau, Missouri. The City is a home rule charter city and political subdivision of the State. The City is authorized and empowered pursuant to the provisions of the City Charter and the Act to purchase, construct, extend and improve certain projects (as defined in the Act) and to issue industrial development revenue bonds for the purpose of providing funds to pay the costs of such projects and to lease or otherwise dispose of such projects to private persons or corporations for manufacturing, commercial, warehousing and industrial development purposes upon such terms and conditions as the City deems advisable.

## IV. REQUIREMENTS OF THE ACT

**Description of the Project.** The Project consists of constructing three art buildings on an approximately 1.1-acre parcel of land located at 340 S. Frederick Street in the City (together with the existing structures thereon, the "Project Site"). The Project will be completed in two phases. The first

phase ("Phase 1") consists of constructing two buildings, one approximately 10,000 square feet and the other approximately 5,000 square feet. Phase 1 is expected to be complete in the summer of 2021. The second phase ("Phase 2") consists of constructing an 18,000 square foot building. Phase 2 is expected to be complete by the end of 2022.

- **B.** Estimate of the Costs of the Project. The Company expects the construction of the Project to cost approximately \$9,000,000. The Bonds are being issued in the maximum principal amount of \$10,000,000 to provide for contingencies.
- C. Sources of Funds to be Expended for the Project. The sources of funds to be expended for the Project will be the proceeds of the Bonds in the maximum principal amount of \$10,000,000 and other available funds of the Company. The Bonds will be payable solely from the revenues derived by the City from the lease or other disposition of the Project (as further described below). The Bonds will not be an indebtedness or general obligation, debt or liability of the City or the State. No tax revenues will be used to repay the Bonds.
- **D.** Statement of the Terms Upon Which the Project is to be Leased or Otherwise Disposed of by the City. During the construction period, the Company will lease the Project Site to the City. After construction of each phase is complete, the Company will convey fee title to that portion of the completed Project to the City. The City will lease the Project Site and the Project back to the Company for lease payments equal to the principal of and interest on the Bonds, plus certain payments in lieu of taxes. Under the terms of the lease agreement with the City, the Company will have the option to purchase the Project at the termination of the lease. The lease between the City and the Company will terminate on December 31 of the fifteenth year after Phase 2 is complete, unless terminated sooner pursuant to the terms of the lease.
- E. Affected School District, Community College District, Emergency Service Providers, County and City. The Cape Girardeau School District No. 63 is the school district affected by the Project. There are no affected community college districts or emergency service providers affected by the Project. Cape Girardeau County, Missouri, is the county affected by the Project. The City of Cape Girardeau, Missouri, is the city affected by the Project. The Cost/Benefit Analysis attached hereto identifies all other taxing districts affected by the Project (other than those taxing entities solely affected by the Project with respect to receipt of tax revenues from the commercial surcharge tax).
- **F.** Current Assessed Valuation. The most recent equalized assessed valuation of the real property at the Project Site is \$128,260. The Company estimates the total equalized assessed valuation of the real property included in the Project after construction of the Project will be approximately \$2,592,000, which was calculated as follows:

Estimated Costs of the Project = \$9,000,000

Estimated Appraised Value of the Project = \$9,000,000 \* 90% = \$8,100,000 Estimated Assessed Value of the Project = \$8,100,000 \* 32% = \$2,592,000

If the Company's actual investment is more or less than anticipated, the assessed valuation will likely be greater or lower. The Cape Girardeau County Assessor will make the final determination of the assessed value.

**G. Payments in Lieu of Taxes.** If this Plan is approved by the City, the City intends to issue the Bonds, take possession of the Project and extend tax abatement on the Project to the Company. During the tax abatement period, the Company will pay 100% of the ad valorem real property taxes due on the Project Site.

Pursuant to Section 100.050 of the Act, certain emergency service districts may elect to be reimbursed up to 100% of the taxes they would have received, but for the tax abatement. No such emergency service districts currently exist in the City. The Company will make PILOTs required to satisfy the obligations to any applicable emergency service districts that may exist in the future, as required by the Act.

- **H.** Sales Tax Exemption. Qualified building materials purchased for the construction of the Project are expected to be exempt from sales tax pursuant to the provisions of Section 144.062 of the Revised Statutes of Missouri and the Bond documents upon delivery of a project exemption certificate by the City to the Company. If this Plan is approved by the City, the City intends to deliver a project exemption certificate.
- I. Cost/Benefit Analysis and Discussion of Exhibits. In compliance with Section 100.050.2(3) of the Act, this Plan has been prepared to show the costs and benefits to the City and to other taxing jurisdictions affected by the tax abatements and exemptions of the Project. The projections in the Cost/Benefit Analysis are estimates based on numerous assumptions set forth in Attachment A hereto. Therefore, the actual revenues generated from the Project may be significantly different from those shown in the Cost/Benefit Analysis. The following is a summary of the exhibits attached to this Plan that show the direct tax impact the Project is expected to have on each taxing jurisdiction and key ancillary benefits expected to be derived from the Project. This Plan does not attempt to quantify the overall economic impact of the Project.

Summary of Property Tax Abatement. **Exhibit 1** provides a summary for each affected taxing district of (1) the total estimated tax revenues that will be generated on the Project Site if the Project is not built, (2) the total estimated tax revenues that will be generated on the Project Site if the Project is built and the Project does not receive tax abatement and (3) the total estimated value of the abatement to the Company.

Real Property Tax Revenues. Exhibit 2 provides the projected real property tax revenues that will be generated from the Project Site if the Project is not built. Exhibit 3 provides the projected real property tax revenues that will be generated from the Project Site if the Project is built but the Project does not receive tax abatement.

Refer to **Attachment A** for the assumptions related to the determination of the assessed values and the tax formulas.

Sales and Use Tax Exemption. The City will grant a sales and use tax exemption on the qualified building materials necessary to construct the Project. For purposes of determining the impact of the sales tax exemption on the qualified building materials on the affected taxing jurisdictions granted by the City, it was assumed that:

- \$3,600,000 of the total costs of the Project will be allocated to construction material costs;
- the applicable sales tax rate is 8.475%, of which 4.225% is allocated to the State, 1.500% is allocated to Cape Girardeau County and 2.750% is allocated to the City;
- the applicable use tax rate is 5.725%, of which 4.225% is allocated to the State and 1.500% is allocated to Cape Girardeau County;

- 80% of the qualified construction materials will be subject to the State's sales tax and 20% will be subject to the State's use tax;
- 20% of the qualified construction materials will be subject to the County's sales and use taxes; and
- 5% of the qualified construction materials will be subject to the City's sales tax. Please note that any variance in these assumptions will alter the net fiscal impact of the sales tax exemption on the affected taxing jurisdictions.

Based on the assumptions set forth above, the net fiscal impact of the sales and use tax exemption on the qualified building materials granted by the City is approximately \$178,650, allocated as follows:

		Sales Tax	<u>Use Tax</u>	<u>Total</u>
State		\$121,680	\$30,420	\$152,100
County		10,800	10,800	21,600
City		4,950	0	4,950
	Total	\$137,430	\$41,220	\$178,650

Ancillary Project Benefits. The City believes that the Company's investment in the Project will create construction jobs during the construction period and spur additional investment in the City. Construction of the Project will enhance the aesthetics and vibrancy of the Project Site and surrounding area. The Project will be subleased to Southeast Missouri State University, expanding the presence of the River Campus and enabling the Department of Art & Design to provide expanded opportunities for students. None of these ancillary impacts were measured for purposes of this Plan.

#### V. ASSUMPTIONS AND BASIS OF PLAN

This Plan includes assumptions that impact the amount of the abatement and exemptions proposed for the Project. See **Attachment A** for a summary of these assumptions.

In addition to the foregoing, in order to complete this Plan, Gilmore & Bell, P.C. has generally reviewed and relied upon information furnished by, and has participated in conferences with, representatives of the City and its counsel, representatives of the Company, and other persons as the firm has deemed appropriate. Gilmore & Bell, P.C. does not assume any responsibility for the accuracy, completeness or fairness of any of the information provided and has not independently verified the accuracy, completeness or fairness of such information.

\* \* \*

#### ATTACHMENT A

#### **SUMMARY OF KEY ASSUMPTIONS**

- 1. The Company will invest \$9,000,000 in the Project.
- 2. Construction of Phase 1 will be complete by the end of 2021, and construction of Phase 2 will be complete by the end of 2022.
- 3. Following the respective construction period of each phase, that portion of the completed Project will be owned by the City and leased to the Company with an option to purchase. As long as the Project is owned by the City, it will be exempt from ad valorem property taxes.
- 4. Phase 1 will be excluded from the calculation of ad valorem real property tax from 2022 through 2036. Phase 2 will be excluded from the calculation of ad valorem real property tax from 2023 through 2037.
- 5. During the tax abatement period, the Company will pay 100% of the ad valorem real property taxes due on the Project Site.
- 6. The Company will not make any PILOTs while the Project is subject to ad valorem real property tax exemption.
  - 7. Real property taxes are calculated using the following formula:

(Assessed Value \* Tax Rate)/100

8. The Company estimates the total equalized assessed valuation of real property included in the Project after construction of the Project will be approximately \$2,592,000, which was calculated as follows:

Estimated Costs of the Project = \$9,000,000

Estimated Appraised Value of the Project = \$9,000,000 \* 90% = \$8,100,000 Estimated Assessed Value of the Project = \$8,100,000 \* 32% = \$2,592,000

- 10. Each phase will be assessed in the first full year after construction is complete. Each phase will be reassessed every odd-numbered year thereafter. An estimated growth rate of 2% on the Project has been assumed for each reassessment.
- 11. The tax rates used in this Plan reflect the rates in effect for the tax year 2020. The tax rates were held constant through the 2037 tax year.

\* \* \*

The Cost/Benefit Analysis has been prepared on the basis of factual information and assumptions provided to Gilmore & Bell, P.C. by, or on behalf of, the City and the Company. This information is provided in conjunction with our legal representation of the City, as its bond counsel, for this transaction. It is not intended as financial advice or a financial recommendation to the City, the Company or any other taxing jurisdiction that may be affected by the Project. Gilmore & Bell, P.C. is not a financial advisor or a "municipal advisor" as defined in the Securities Exchange Act of 1934.

EXHIBIT 1
SUMMARY OF PROPERTY TAX ABATEMENT

Taxing Jurisdiction	Commercial Tax Rate	Projected Real Property Tax Revenues if Project is Not Built	Projected Real Property Tax Revenues if Project is Built (Without Abatement)	Projected Real Property PILOTs if Project is Built	Projected Tax Abatement if Project is Built
State of Missouri	0.0300	\$ 667	\$ 12,911	\$ -	\$ 12,506
County of Cape Girardeau - General Revenue	0.0750	1,668	32,278	-	31,266
County of Cape Girardeau - Mental Health	0.0772	1,717	33,225	-	32,183
County of Cape Girardeau - Public Health	0.0960	2,135	41,316	-	40,021
County of Cape Girardeau - Senior Services	0.0478	1,063	20,572	-	19,927
County of Cape Girardeau - Developmentally Disabled	0.0553	1,230	23,800	-	23,053
City of Cape Girardeau - General	0.3044	6,769	131,007	-	126,898
City of Cape Girardeau - Health	0.0570	1,268	24,532	-	23,762
Cape Girardeau School District	4.1567	92,433	1,788,950	-	1,732,845
Cape Girardeau Public Library	0.3152	7,009	135,655	-	131,401
Commercial Surtax	0.3690	8,206	158,809	-	153,829
	5.5836	\$ 124,164	\$ 2,403,056	\$ -	\$ 2,327,691

EXHIBIT 2
PROJECTED REAL PROPERTY TAX REVENUES IF PROJECT IS NOT BUILT

Estimated Assessed Value of Project Site		\$	128,260	\$	130,825	\$	130,825	\$	133,442	\$	133,442	\$	136,111	\$	136,111	\$	138,833	
Taxing Jurisdiction	Tax Rate per \$100		2022		2023		2024		2025		2026		2027		2028		2029	
State of Missouri	0.0300	s	38	s	39	s	39	s	40	\$	40	s	41	s	41	s	42	
County of Cape Girardeau - General Revenue	0.0750		96		98		98		100		100		102		102		104	
County of Cape Girardeau - Mental Health	0.0772		99		101		101		103		103		105		105		107	
County of Cape Girardeau - Public Health	0.0960		123		126		126		128		128		131		131		133	
County of Cape Girardeau - Senior Services	0.0478		61		63		63		64		64		65		65		66	
County of Cape Girardeau - Developmentally Disabled	0.0553		71		72		72		74		74		75		75		77	
City of Cape Girardeau - General	0.3044		390		398		398		406		406		414		414		423	
City of Cape Girardeau - Health	0.0570		73		75		75		76		76		78		78		79	
Cape Girardeau School District	4.1567		5,331		5,438		5,438		5,547		5,547		5,658		5,658		5,771	
Cape Girardeau Public Library	0.3152		404		412		412		421		421		429		429		438	
Commercial Surtax	0.3690		473		483		483		492		492		502		502		512	
	5.5836	\$	7,162	\$	7,305	\$	7,305	\$	7,451	\$	7,451	\$	7,600	\$	7,600	\$	7,752	
Estimated Assessed Value of Project Site		S	138,833	S	141,609	S	141,609	s	144,442	s	144,442	s	147,330	s	147,330	s	150,277	
	Tax Rate																	
Taxing Jurisdiction	per \$100		2030		2031		2032		2033		2034		2035		2036		2037	Total
State of Missouri	0.0300	\$	42	\$	42	\$	42	\$	43	\$	43	\$	44	\$	44	\$	45	\$ 667
County of Cape Girardeau - General Revenue	0.0750		104		106		106		108		108		111		111		113	1,668
County of Cape Girardeau - Mental Health	0.0772		107		109		109		112		112		114		114		116	1,717
County of Cape Girardeau - Public Health	0.0960		133		136		136		139		139		141		141		144	2,135
County of Cape Girardeau - Senior Services	0.0478		66		68		68		69		69		70		70		72	1,063
County of Cape Girardeau - Developmentally Disabled	0.0553		77		78		78		80		80		81		81		83	1,230
City of Cape Girardeau - General	0.3044		423		431		431		440		440		448		448		457	6,769
City of Cape Girardeau - Health	0.0570		79		81		81		82		82		84		84		86	1,268
Cape Girardeau School District	4.1567		5,771		5,886		5,886		6,004		6,004		6,124		6,124		6,247	92,433
Cape Girardeau Public Library	0.3152		438		446		446		455		455		464		464		474	7,009
Commercial Surtax	0.3690		512		523		523		533		533		544		544		555	8,206
	5.5836	\$	7,752	\$	7,907	\$	7,907	\$	8,065	\$	8,065	\$	8,226	\$	8,226	\$	8,391	\$ 124,164

EXHIBIT 3

PROJECTED REAL PROPERTY TAX REVENUES IF PROJECT IS BUILT BUT WITHOUT ABATEMENT

Estimated Assessed Value of Phase 1		\$	1,152,000		1,175,040		1,175,040		1,198,541		1,198,541		1,222,512		1,222,512		1,246,962		
Estimated Assessed Value of Phase 2		\$		\$	1,440,000		1,440,000		1,468,800		1,468,800		1,498,176		1,498,176		1,528,140		
Estimated Assessed Value of Project (Both Phases)		\$	1,152,000	\$	2,615,040	\$	2,615,040	S	2,667,341	\$	2,667,341	\$	2,720,688	\$	2,720,688	\$	2,775,101		
	Tax Rate																		
Taxing Jurisdiction	per \$100		2022		2023		2024		2025		2026		2027		2028		2029		
State of Missouri	0.0300	\$	346	\$	785	\$	785	\$	800	\$	800	\$	816	\$	816	\$	833		
County of Cape Girardeau - General Revenue	0.0750		864		1,961		1,961		2,001		2,001		2,041		2,041		2,081		
County of Cape Girardeau - Mental Health	0.0772		889		2,019		2,019		2,059		2,059		2,100		2,100		2,142		
County of Cape Girardeau - Public Health	0.0960		1,106		2,510		2,510		2,561		2,561		2,612		2,612		2,664		
County of Cape Girardeau - Senior Services	0.0478		551		1,250		1,250		1,275		1,275		1,300		1,300		1,327		
County of Cape Girardeau - Developmentally Disabled	0.0553		637		1,446		1,446		1,475		1,475		1,505		1,505		1,535		
City of Cape Girardeau - General	0.3044		3,507		7,960		7,960		8,119		8,119		8,282		8,282		8,447		
City of Cape Girardeau - Health	0.0570		657		1,491		1,491		1,520		1,520		1,551		1,551		1,582		
Cape Girardeau School District	4.1567		47,885		108,699		108,699		110,873		110,873		113,091		113,091		115,353		
Cape Girardeau Public Library	0.3152		3,631		8,243		8,243		8,407		8,407		8,576		8,576		8,747		
Commercial Surtax	0.3690		4,251		9,650		9,650		9,842		9,842		10,039		10,039		10,240		
	5.5836	\$	64,323	\$	146,013	\$	146,013	\$	148,934	\$	148,934	\$	151,912	\$	151,912	\$	154,951		
Estimated Assessed Value of Phase 1		s	1.246.962	,	1.271.901	,	1,271,901	,	1,297,339	,	1,297,339	•	1.323.286	,	1,323,286	,	1,349,752		
Estimated Assessed Value of Phase 2		S	1,528,140			S	1,558,702		1,589,876		1,589,876		1,621,674		1,621,674		1,654,107		
Estimated Assessed Value of Project (Both Phases)		S	2,775,101		2,830,603		2,830,603		2,887,215		2,887,215		2,944,960		2,944,960		3,003,859		
Estiliated Assessed value of Froject (Both Friases)	Tax Rate	,	2,773,101	J	2,030,003	J	2,030,003	3	2,007,213	J	2,007,213	3	2,544,500	J	2,544,500	J	3,003,639		
Taxing Jurisdiction	per \$100		2030		2031		2032		2033		2034		2035		2036		2037		Total
State of Missouri	0.0300	s	833	s	849	s	849	s	866	s	866	s	883	s	883	s	901	s	12,911
County of Cape Girardeau - General Revenue	0.0750		2,081		2,123		2,123		2,165		2,165		2,209		2,209		2,253		32,278
County of Cape Girardeau - Mental Health	0.0772		2,142		2,185		2,185		2,229		2,229		2,274		2,274		2,319		33,225
County of Cape Girardeau - Public Health	0.0960		2,664		2,717		2,717		2,772		2,772		2,827		2,827		2,884		41,316
County of Cape Girardeau - Senior Services	0.0478		1,327		1,353		1,353		1,380		1,380		1,408		1,408		1,436		20,572
County of Cape Girardeau - Developmentally Disabled	0.0553		1,535		1,565		1,565		1,597		1,597		1,629		1,629		1,661		23,800
City of Cape Girardeau - General	0.3044		8,447		8,616		8,616		8,789		8,789		8,964		8,964		9,144		131,007
City of Cape Girardeau - Health	0.0570		1,582		1,613		1,613		1,646		1,646		1,679		1,679		1,712		24,532
Cape Girardeau School District	4.1567		115,353		117,660		117,660		120,013		120,013		122,413		122,413		124,861		1,788,950
Cape Girardeau Public Library	0.3152		8,747		8,922		8,922		9,101		9,101		9,283		9,283		9,468		135,655
-	0.3690		10,240		10,445		10,445		10,654		10,654		10,867		10,867		11,084		158,809
Commercial Surtax	0.3090		10,240		10,443		10,443		10,054		10,054		10,007		10,007		,		-