

SECOND AMENDMENT
BALTIMORE PLACE
TAX INCREMENT FINANCING PLAN
KANSAS CITY, MISSOURI

TIF Commission Consideration:

N/A – submitted directly to City Council

Date **Resolution No.**

City Council Approval:

May 12, 2010 **100385**

Date **Ordinance No.**

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EXHIBITS

- Exhibit 1: B. Legal Description by Project Area
- Exhibit 4: A. Construction Information
- Exhibit 5: B: Estimated Redevelopment Schedule
- Exhibit 14: Redeveloper Affidavit and Application

I. INTRODUCTION

This Second Amendment to the Baltimore Properties Place Tax Increment Financing Plan (the "Second Amendment") shall change the Baltimore Properties Place Tax Increment Financing Plan (the "Plan") as approved by the Ordinance No 060010 on January 12, 2006 and 071344 on January 17, 2008 (referred to herein as the "Plan"). This Second Amendment would change the Redevelopment Schedule for Project 3 (Nelkin Building) and modify the Project Improvements within the Nelkin Building to be office space only. The intent and substance of the Baltimore Properties Place Tax Increment Financing Plan remains unchanged other than those revisions specifically mentioned herein.

II. SPECIFIC PLAN TEXT AMENDMENTS

In accordance with this Second Amendment, the Plan shall be amended as follows:

Amendment No. 1: Section III.C., Project Improvements.

Delete all paragraphs within Section III.C. of the Plan and replace with the following :

"Project Improvements"

The Project Improvements will consist of (1) the rehabilitation and restoration of the LaRue Building for approximately 21,000 gross square feet of office space; (2) renovation, restoration and rehabilitation of the Union Carbide Building for mixed use, including but not limited to, 18,000 square feet of office space and seven floors of residential loft condominiums; (3) renovation, restoration and rehabilitation of Nelkin Building for uses as office use space, including but not limited to, approximately 30,500 square feet of office space and the necessary improvements to the parking north of the building; (4) renovation, restoration and preservation of the Cosby Building for approximately 15,500 square feet of office space; (5) renovation, demolition, repair and construction of the John's Parking Garage; (6) facade enhancements within the Redevelopment Area; (7) construction of approximately 22,000 square feet of office space on top of Project 5; and (8) streetscape improvements, as well as all necessary appurtenances and utilities. The Project Improvements, as described above, will be undertaken within Project Areas and will be approved by ordinance in conformance with the Act.

III. PLAN EXHIBIT AMENDMENTS

Amendment No. 2: Delete "Legal Description by Project Area", Exhibit 1 B of the Plan and replace with the attached "Legal Description by Project Area" behind Exhibit 1 B to the Plan.

Amendment No. 3: Supplement "Construction Information", Exhibit 4 A of the Plan with the attached "Construction Information" for Project 3 to the Plan.

Amendment No. 4: Supplement "Developer Schedule", Exhibit 5 B of the Plan with the attached schedule for Project 3 to the Plan.

Amendment No. 5: Supplement "Developers Application", Exhibit 14 of the Plan with the attached documents.

EXHIBIT 1 B

Legal Description by Project Area

Legal Description by Project Area

PROJECT AREA 1 – LA RUE BUILDING

The South 15.5 feet of Lot 4 and all of Lot 5 Block 2, ASHBURN'S ADDITION, a subdivision in Kansas City, Jackson County, Missouri

PROJECT AREA 2 – UNION CARBIDE BUILDING

Lots 6 and 7, Block 2, ASHBURN ADDITION, an addition to the City of Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

PROJECT AREA 3 – NELKIN BUILDING

All of Lot 92, Block 13, HUBBARD'S ADDITION, a subdivision in Kansas City, Jackson County, Missouri, except the East part thereof in alley and except the West part thereof in Wyandotte Street;

Also all that part of Lots 90 and 91, Block 13, HUBBARD'S ADDITION, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof, described as follows: Beginning at the intersection of the South line of 8th Street and the East line of Wyandotte Street, as said streets are now established, thence South along said East line of Wyandotte Street 60.5 feet, more or less, to the North line of said Lot 92, HUBBARD'S ADDITION, thence East along said North line of said Lot 92, to the West line of an alley conveyed to Kansas City by Deed recorded in Book B-255, Page 547, thence North along said West line of said alley to the South line of 8th Street, thence West along said South line of 8th Street to the point of beginning.

PROJECT AREA 4 – COSBY BUILDING

All of Lots 1, 2 and 3 and 4, in Block 2 of ASHBURN'S ADDITION, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof, described as follows: Beginning at the Northeast corner of said Lot 1; thence West along the North line of said Lot 1, 80.90 feet to a point 62 feet East of the West line of said Lot 1; thence South along a line 62 feet East of and parallel with the West line of said Lot 1 and of said Lots 2, 3 and 4, 83.12 feet to a point 40 ½ feet North of the South line of lot 5 in said Block 2 of ASHBURN'S ADDITION; thence East along said line parallel with and 40 1/2 feet North of the South line of said Lot 5 a distance of 80.90 feet to the East line of said Lot 4; thence North along the East line of said Lots 4, 3, 2 and 1, a distance of 83.30 feet to the point of beginning; together with an easement for light and air and for a private alley and passageway appurtenant to the aforesaid premises over, along and upon a strip of land eight feet in width extending across Lot 4, Block 2, ASHBURN'S ADDITION, from Baltimore Avenue

westward to the public alley next West of said avenue and lying four feet in width on either side of the center line thereof, which center line is 40 ½ feet North of and parallel with the South line of lot 5, Block 2, ASHBURN'S ADDITION, as described and created in the instrument dated January 29, 1903, in Book B-836, Page 365, Document 436854, in the office of the Recorder of Deeds for Jackson County, Missouri, at Kansas City.

PROJECT AREA 5 – JOHN'S GARAGE

Lot 19 except the South 0.66 feet, and all of Lots 20 thru 22 inclusive, Block 2 of ASHBURN'S ADDITION, a subdivision in Kansas City, Jackson County, Missouri.

And

Lots 17 and 18 and the south .66 feet of Lot 19, Block 2, ASHBURN'S ADDITION, a subdivision in Kansas City, Jackson County, Missouri.

PROJECT AREA 6

Part of the Northwest ¼ of the Northwest ¼ of Section 5, Township 49, Range 33, in Kansas City, Jackson County, Missouri. Beginning at a point of intersection of the North line of 9th Street and the West line of Baltimore Avenue, as said streets are now established; thence West along the North line of 9th Street 29.45 feet; thence North 125 feet, more or less, to a point in the South line of an alley; thence East along the South line of said alley to a point in the West line of Baltimore Avenue; thence South along said West line of Baltimore Avenue 125 feet to the point of beginning.

Part of the Northwest ¼ of the Northwest ¼ of Section 5, Township 49, Range 33, in Kansas City, Jackson County, Missouri, beginning at a point on the North line of 9th Street 29.45 feet West of the West line of Baltimore Avenue, as said streets are now established; thence North 125 feet, more or less, to a point in the South line of an alley, thence West along the South line of said alley 62 feet; thence South 125 feet to the North line of 9th Street; thence East along the North line of 9th Street 62 feet to the point of beginning.

(commonly knows as 100-106 West 9th Street – Stillwell/Bunker Buildings)

And

That part of the Northwest ¼ of Section 5, Township 49, Range 33, Jackson County, Missouri described as follows: Beginning at the Southwest corner of Eighth and Wall Streets (now Baltimore Avenue) in Kansas City, Missouri, thence south along the west line of Baltimore Avenue 134.5 feet to an alley, thence west along the north line of alley 51.77 feet, thence north 134.5 feet to the south line of Eighth Street, thence east along the south line of Eighth Street 51.77 feet to place of beginning.

(commonly known as 810 Baltimore – Wenzel Building)

And

All that part of the Northwest $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ of Section 5, Township 49, Range 33, Kansas City, Jackson County, Missouri, described as follows: Beginning at a point in the South line of 8th Street, 51.77 feet West of the West line of Baltimore Avenue in said Kansas City; thence South along a line 51.77 feet West of and parallel to West line of said Baltimore Avenue 134.50 feet to the North line of an alley; thence West along the north line of said alley 49.61 feet to a point 30 feet East of the East line of Hubbard's Addition to the City of Kansas City; thence North along a line 30 feet East of and parallel with the East line of said Hubbard's Addition 134.50 feet to the South line of said 8th Street; thence, East long the South line of said 8th Street, 49.60 feet to the point of beginning; together with the North half of the vacated alley South of and adjacent to the above-described tract.

Beginning at a point on the South line of 8th Street in Kansas City, Missouri, 30 feet East of the East line of Hubbard's Addition; thence South and parallel with the said East line of Hubbard's Addition to a point on the North line of an alley, which was deeded to Kansas City by deed dated July 18, 1887, recorded in Book B-255 at Page 547; thence West on the North line of said alley 21 feet; thence West 45 degrees North 4-1/2 feet to the East line of the North and South alley described in the aforesaid deed; thence North along the East line of said alley to a point on the South line of 8th Street; thence, East on the South line of 8th Street 24 feet to the point of beginning; together with the North half of the vacated alley South of and adjacent to the above-described tract.

(commonly known as 119-123 West 8th Street – Baltimore Parking)

EXHIBIT 4 A

Construction Information

Project 3

Project Area 3

	New Construction	Existing Structures to REMAIN AS-IS	Existing Structures to be REHABBED	Total	Existing Structures to be DEMOLISHED
Square feet of OFFICE space	0	0	30,500	30,500	0
Square feet of RETAIL space	0	0	0	0	0
Square feet of INSTITUTIONAL space	0	0	0	0	0
Square feet of INDUSTRIAL space	0	0	0	0	0
Total Square Feet	0	0	30,500	30,500	0

Number of Dwelling Units	0	0	0	0	0
Number of Motel Rooms	0	0	0	0	0
Number of Parking Spaces	0	0	0	0	0

EXHIBIT 5 B

Estimated Redevelopment Schedule

Project 3

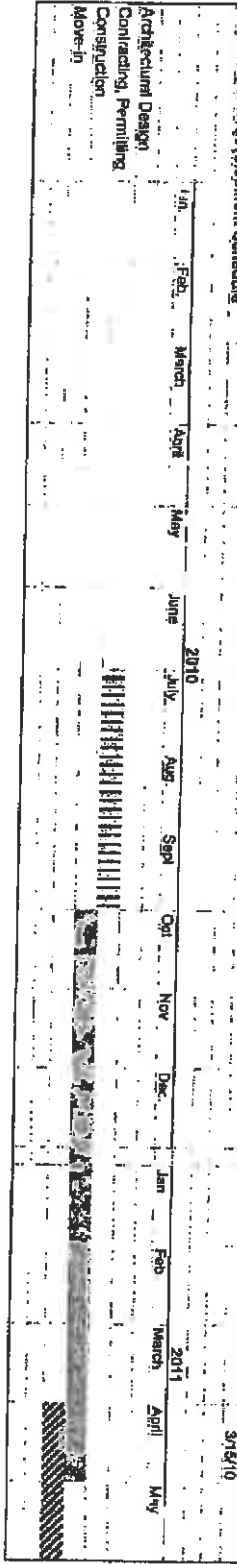
EXHIBIT 14

Developer Application

Project Area 3

	New Construction	Existing Structures to REMAIN AS-IS	Existing Structures to be REHABBED	Total	Existing Structures to be DEMOLISHED
Square feet of OFFICE space	0	0	30,500	30,500	0
Square feet of RETAIL space	0	0	0	0	0
Square feet of INSTITUTIONAL space	0	0	0	0	0
Square feet of INDUSTRIAL space	0	0	0	0	0
Total Square Feet	0	0	30,500	30,500	0
Number of Dwelling Units	0	0	0	0	0
Number of Motel Rooms	0	0	0	0	0
Number of Parking Spaces	0	0	0	0	0

Exhibit G
 Najib-Filzer Redevelopment Schedule



3/16/10

AFFIDAVIT

STATE OF MISSOURI)
) SS
COUNTY OF JACKSON)

COMES NOW, Angelo Trozzolo, and being first duly sworn, on his oath states:

1. I am over the age of eighteen (18) and competent to testify to the following matters of my own knowledge and belief and am duly authorized to testify on behalf of Gee Whiz Development, Inc., a Missouri corporation.
2. Any capitalized term used but not defined in this Affidavit has the meaning ascribed to such term in the Baltimore Place Properties Tax Increment Financing Plan, as amended ("TIF Plan").
3. I am ^{Vice} president of Gee Whiz Development, Inc., and am providing this Affidavit on behalf of Gee Whiz Development, Inc.
4. Gee Whiz Development, Inc. is the proposed developer for Redevelopment Project 3 under the TIF Plan, which Redevelopment Project 3 relates to the rehabilitation and redevelopment of the Nelkin Building at the southeast corner of 8th & Wyandotte Streets in Kansas City, Missouri. The conditions that qualify the Redevelopment Area as a blighted area are detailed in the TIF Plan.
5. The Redevelopment Area would not reasonably be anticipated to be redeveloped without the adoption of tax increment financing due to the substantial cost to ameliorate the conditions that make the Redevelopment Area a blighted area.
6. Gee Whiz Development, Inc. will not and could not reasonably be expected to develop Redevelopment Project Area 3 without the assistance provided by the TIF Plan due to the extraordinary costs to ameliorate the blighted conditions of Redevelopment Area 3.

GEE WHIZ DEVELOPMENT, INC.

By: [Signature]
Name: Angelo Trozzolo
Title: Vice President

Subscribed and sworn to before me, a Notary Public, in and for said County and State this 27 day of APRIL, 2010.

My Commission Expires: 12-1-12
SEAL

[Signature]



MARY L. DAVIDSON
My Commission Expires:
December 1, 2012
Jackson County
Commission # 108892487