

**SECOND AMENDMENT TO THE  
BARRY TOWNE  
TAX INCREMENT FINANCING PLAN**

**TIF COMMISSION APPROVAL:**

**06-09-04**                      **6-12-04**  
DATE:                              RESOLUTION NO.

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**CITY COUNCIL APPROVAL:**

**08-12-04**                      **040807**  
DATE:                              ORDINANCE NO.

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**SECOND AMENDMENT  
TO THE  
BARRY TOWNE  
TAX INCREMENT FINANCING PLAN**

**I. Introduction**

The Second Amendment to the Barry Towne Tax Increment Financing Plan (hereinafter the “Second Amendment”) is intended to amend the Barry Towne Tax Increment Financing Plan, as approved by the City Council of Kansas City, Missouri by Ordinance No. 960307 and the First Amendment to the Barry Towne Tax Increment Financing Plan, as approved by Ordinance No. 011203 (collectively, the Barry Towne Tax Increment Financing Plan, as amended, shall hereinafter be referred to as the “Plan”).

The Second Amendment would provide for the change in the land use for Project Area VII, the addition of a detention basin in Project Area VII and other administrative changes. The current land use for Project Area VII is multi-family. The proposed land use is multi-family, office and retail. To better accommodate these changes Project Area VII would be subdivided into three areas: Project Area VII A – the office buildings, Project Area VII B – the multi-family residential and Project Area VII C – the retail/commercial building. The TIF revenues generated within the Redevelopment Area would continue to be used only for public infrastructure improvements. The intent of the Plan remains unchanged other than those changes 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 I., General Description**

Delete Paragraph A of Section I of the Plan, and insert the following in its stead:

Summary. The Barry Towne Tax Increment Financing Plan (the “Plan”) calls for the construction of approximately 1,872,467 square feet of commercial/retail space, 31,800 square feet of recreational space for an athletic facility (YMCA), 696 multi-family residential units, and 114,957 square feet of office space together with parking and appurtenances, as well as all necessary utilities and street improvements necessary to adequately address the conditions qualifying the Redevelopment Area as an Economic Development Area.

**Amendment No. 2: Section XI., Estimated Redevelopment Project Costs**

Revise Section II. Of the Plan, “Estimated Redevelopment Project Costs,” by deleting the second sentence of the first paragraph and replacing with the following:

The Plan proposes that ultimately, \$28,041,969 in Redevelopment Project Costs be reimbursed from the Special Allocation Fund.

**Amendment No. 3: Section XXI., Provisions for Amending the Tax Increment Plan**

Revise Section XXI. by deleting the first paragraph in its entirety and replacing with the following:

This Redevelopment Plan and Projects may be amended pursuant to the provisions of the Act except in the event that there are minor inaccuracies contained within this Redevelopment Plan or any Exhibit attached hereto, and such inaccuracies do not alter the substance of the Redevelopment Plan or a Redevelopment Project, the City Council of Kansas City, Missouri authorizes the Commission to approve and correct such inaccuracies and to execute any required instruments and to make and incorporate such amendment or change to this Redevelopment Plan or any Exhibit attached hereto.

**III. Plan Exhibit Amendments**

**Amendment No. 4:** Add the attached Exhibit 1BB entitled ‘Legal Description of Project Areas VII A, VII B and VII C’ as a supplement to Exhibit 1B.

**Amendment No. 5:** Delete Exhibit 2 of the Plan, entitled “Site Plan,” and insert Revised Exhibit 2, attached hereto, in its stead.

**Amendment No. 6:** Delete first schedule of Exhibit 4 of the Plan, entitled “Estimated Project Costs,” and insert Revised Exhibit 4 - Schedule 1 attached hereto, in its stead. The revised schedule corrects two typographical errors. Refer to Exhibit 16 – Developer’s Proposal for an explanation regarding the two schedules.

**Amendment No. 7:** Add the attached Exhibit 16 entitled “Developer’s Proposal”.

**AMENDMENT NO. 4**

**Exhibit 1BB: LEGAL DESCRIPTION OF  
PROJECT VII A, VII B AND VII C.**

**EXHIBIT 1BB**

**Legal Description of Redevelopment Projects  
Redevelopment Project VII-A**

A tract of land in the Fractional Northwest Quarter of Section 10, Township 51, Range 33, Kansas City, Clay County, Missouri, being bounded and described as follows: Commencing at the Southwest corner of the Fractional Northwest Quarter of said Section 10; thence North 0°30'58" East along the West line of said Fractional Northwest Quarter, 1232.25 feet to the True Point of Beginning of the tract to be herein described; thence continuing North 0°30'58" East along said West line, 1144.88 feet; thence South 89°28'54" East, 362.70 feet; thence South 0°31'06" West, 228.68 feet; thence South 23°32'41" West, 79.14 feet; thence South 0°31'06" West, 573.46 feet; thence South 28°59'45" East, 235.47 feet; thence South 02°15'57" East, 60.85 feet; thence South 42°44'03" West, 89.06 feet; thence South 87°44'03" West, 57.11 feet; thence North 47°15'57" West, 78.94 feet; thence North 77°24'55" West, 54.92 feet; thence North 89°28'54" West, 221.61 feet to the True Point of Beginning. Containing 9.54 acres, more or less.

## EXHIBIT 1BB

### **Legal Description of Redevelopment Projects Redevelopment Project VII-B**

A tract of land in the Fractional Southwest Quarter of Section 3 and the Fractional Northwest Quarter of Section 10, both in Township 51, Range 33, Kansas City, Clay County, Missouri, being bounded and described as follows: Commencing at the Southwest corner of the Fractional Northwest Quarter of said Section 10; thence North  $00^{\circ}30'58''$  East, along the West line of said Fractional Northwest Quarter, 512.05 feet to the True Point of Beginning of the tract to be herein described; thence continuing North  $0^{\circ}30'58''$  East along said West line, 720.21 feet; thence South  $89^{\circ}28'54''$  East, 221.61 feet; thence South  $77^{\circ}24'55''$  East, 54.92 feet; thence South  $47^{\circ}15'57''$  East, 78.94 feet; thence North  $87^{\circ}44'03''$  East, 57.11 feet; thence North  $42^{\circ}44'03''$  East, 89.06 feet; thence North  $02^{\circ}15'57''$  West, 60.85 feet; thence North  $28^{\circ}59'45''$  West, 235.47 feet; thence North  $0^{\circ}31'06''$  East, 573.46 feet; thence North  $23^{\circ}32'41''$  East, 79.14 feet; thence North  $0^{\circ}31'06''$  East, 228.68 feet; thence South  $89^{\circ}28'54''$  East, 98.76 feet; thence Easterly on a curve to the left, tangent to the last described course, having a radius of 1494.00 feet, an arc distance of 631.99 feet; thence North  $66^{\circ}16'52''$  East, 84.08 feet; thence Easterly on a curve to the right, tangent to the last described course, having a radius of 1506.00 feet, an arc distance of 402.17 feet; thence South  $51^{\circ}51'07''$  West, 461.47 feet; thence Southwesterly, along a curve to the right, tangent to the last described course, having a radius of 450.00 feet, an arc distance of 162.86 feet; thence South  $16^{\circ}15'34''$  East, 290.17 feet; thence South  $00^{\circ}09'54''$  West, 731.81 feet; thence South  $75^{\circ}22'40''$  East, 78.18 feet; thence South  $15^{\circ}04'53''$  West, 297.28 feet; thence South  $00^{\circ}38'25''$  East, 393.16 feet; thence South  $15^{\circ}23'22''$  East, 31.66 feet; thence South  $82^{\circ}45'55''$  West, 300.75 feet; thence South  $00^{\circ}31'02''$  West, 512.14 feet to a point on the South line of said Fractional Northwest Quarter; thence North  $89^{\circ}29'15''$  West, along said South line, 610.79 feet; thence North  $0^{\circ}30'34''$  East, 512.07 feet; thence North  $89^{\circ}29'39''$  West, 229.83 feet to the True Point of Beginning. Containing 47.30 acres, more or less.

## **EXHIBIT 1BB**

### **Legal Description of Redevelopment Projects Redevelopment Project VII-C**

A tract of land in the Fractional Northwest Quarter of Section 10, Township 51, Range 33, Kansas City, Clay County, Missouri, being bounded and described as follows: Beginning at the Southwest corner of the Fractional Northwest Quarter of said Section 10; thence North  $00^{\circ}30'58''$  East, along the West line of said Fractional Northwest Quarter, 512.05 feet; thence South  $89^{\circ}29'39''$  East, 229.83 feet; thence South  $0^{\circ}30'34''$  West, 512.07 feet to a point on the South line of said Fractional Northwest Quarter; thence North  $89^{\circ}29'15''$  West, along said South line, 229.89 feet to the Point of Beginning. Containing 2.70 acres, more or less.

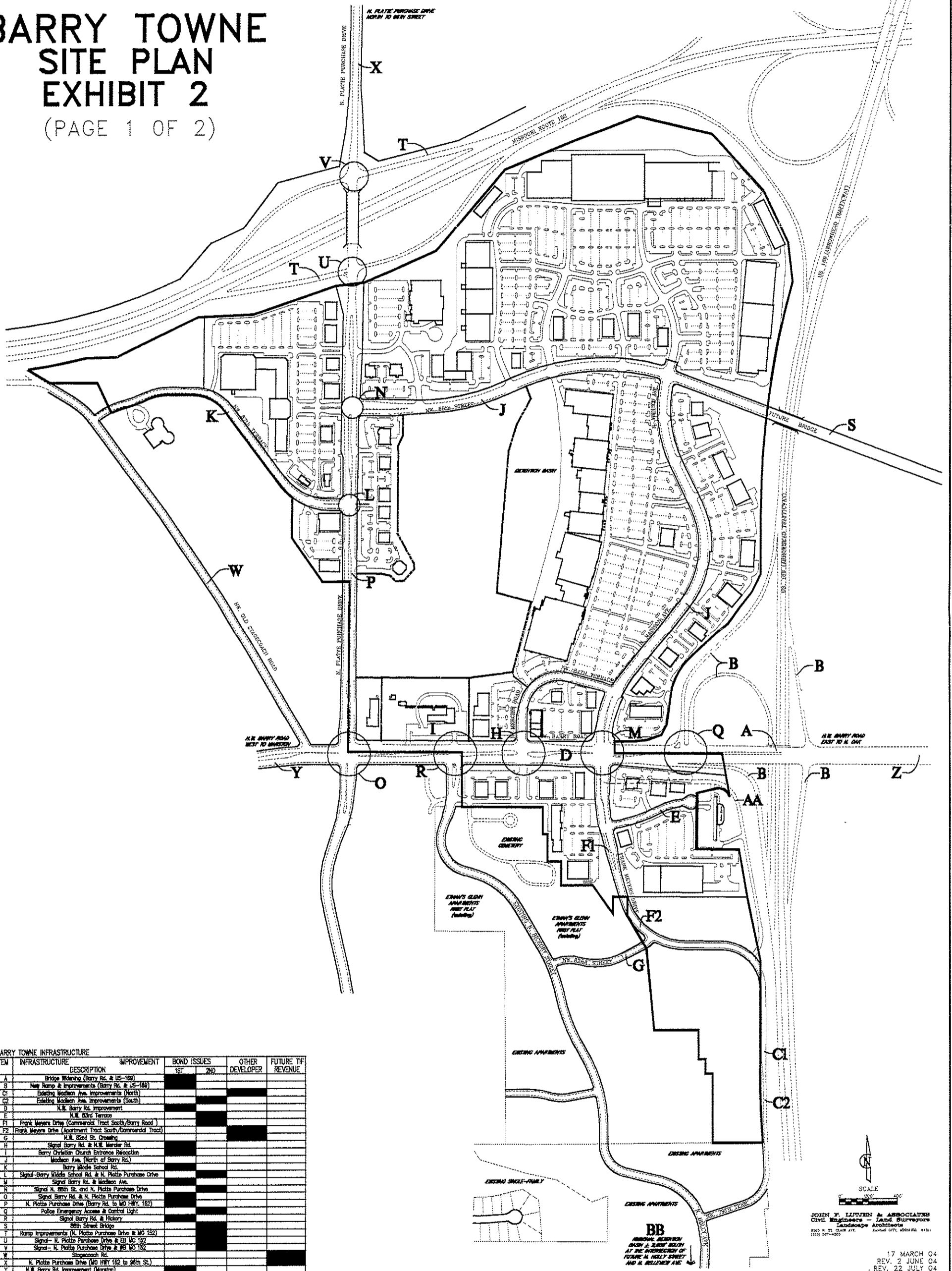
AMENDMENT NO. 5

EXHIBIT 2: SITE PLAN



# BARRY TOWNE SITE PLAN EXHIBIT 2

(PAGE 1 OF 2)



**BARRY TOWNE INFRASTRUCTURE**

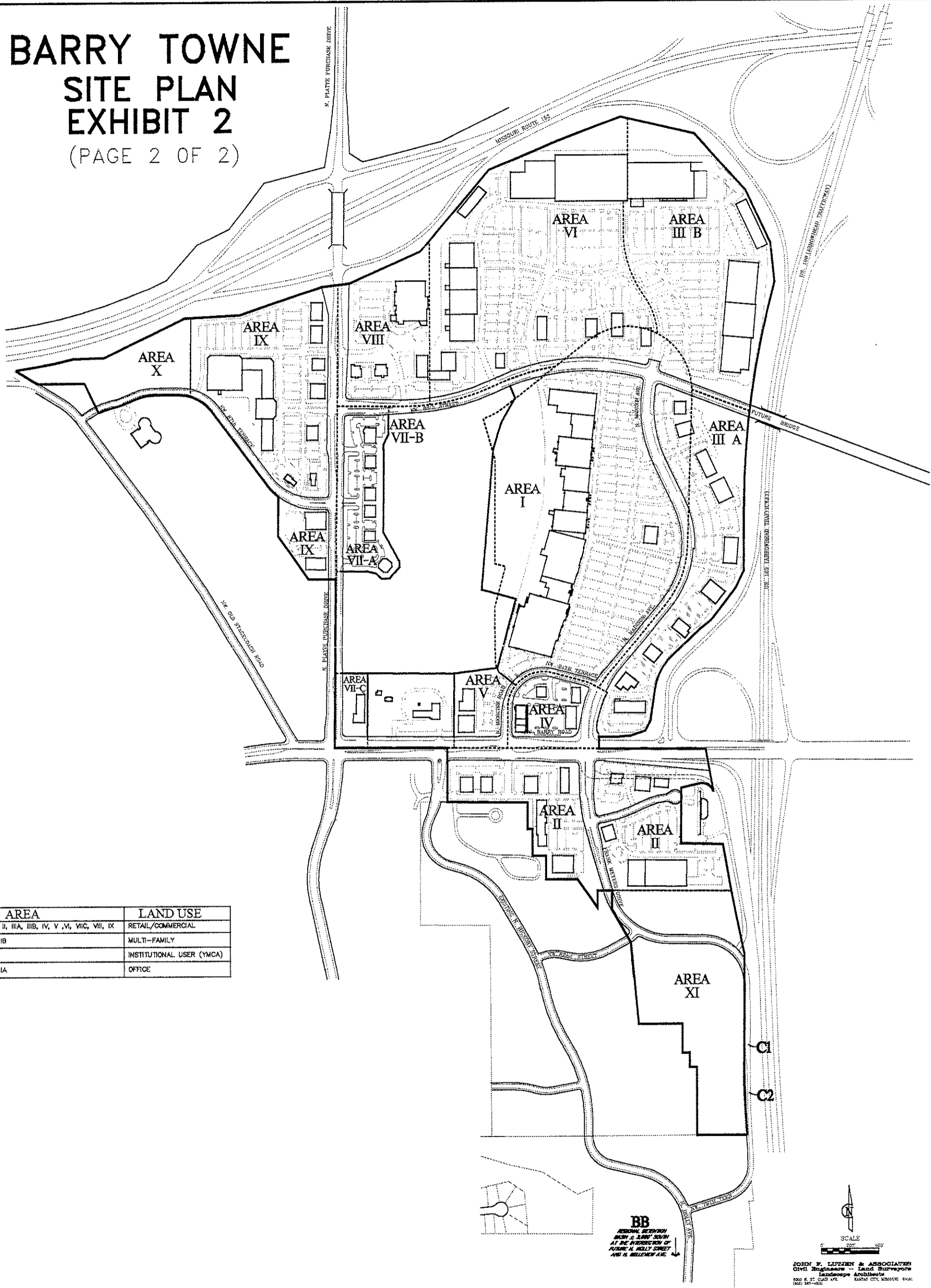
ITEM	INFRASTRUCTURE DESCRIPTION	IMPROVEMENT	BOND ISSUES		OTHER DEVELOPER	FUTURE TRF REVENUE
			1ST	2ND		
A	Bridge Widening (Barry Rd. & US-169)					
B	New Ramp & Improvements (Barry Rd. & US-169)					
C1	Edging Madison Ave. Improvements (North)					
C2	Edging Madison Ave. Improvements (South)					
D	N.W. Barry Rd. Improvement					
E	N.W. 83rd Terrace					
F1	Frank Meyers Drive (Commercial Tract South/Barry Road)					
F2	Frank Meyers Drive (Academy Tract South/Commercial Tract)					
G	N.W. 82nd St. Crossing					
H	Signal Barry Rd. & N.W. Merder Rd.					
I	Barry Christian Church Entrance Relocation					
J	Madison Ave. (North of Barry Rd.)					
K	Barry Middle School Rd.					
L	Signal-Barry Middle School Rd. & N. Platte Purchase Drive					
U	Signal Barry Rd. & Madison Ave.					
N	Signal N. 88th St. and N. Platte Purchase Drive					
O	Signal Barry Rd. & N. Platte Purchase Drive					
P	N. Platte Purchase Drive (Barry Rd. to MO HWY 162)					
Q	Police Emergency Access & Control Light					
R	Signal Barry Rd. & History					
S	88th Street Bridge					
T	Ramp Improvements (N. Platte Purchase Drive & MO 162)					
U	Signal- N. Platte Purchase Drive & US 162					
V	Signal- N. Platte Purchase Drive & MO 162					
W	Stagescoach Rd.					
X	N. Platte Purchase Drive (MO HWY 162 to 90th St.)					
Y	N.W. Barry Rd. Improvement (Marston)					
Z	N.W. Barry Rd. Improvement (US 169 to N. Oak)					
AA	Madison Ave. Paraded (Abandoned Section)					
BB	Regional Detention Basin					

JOHN J. LUTHERN & ASSOCIATES  
Civil Engineers - Land Surveyors  
Landscape Architects  
8202 N. St. Clair Ave. Kansas City, MO 64114  
(816) 997-4200

17 MARCH 04  
REV. 2 JUNE 04  
REV. 22 JULY 04

# BARRY TOWNE SITE PLAN EXHIBIT 2

(PAGE 2 OF 2)



AREA	LAND USE
I, II, IIIA, IIIB, IV, V, VI, VIIc, VIII, IX	RETAIL/COMMERCIAL
VIIb	MULTI-FAMILY
X	INSTITUTIONAL USER (YMCA)
VIIa	OFFICE

BB  
RESIDENTIAL SETBACK  
MIN. 5' 2.000' SOUTH  
AT THE INTERSECTION OF  
N. 1st & HOLLY STREET  
AND N. BELLEVUE AVE.

SCALE  
0 200' 400'

JOHN F. LEUTZEN & ASSOCIATES  
Civil Engineers - Land Surveyors  
Landscape Architects  
800 E. ST. LOUIS AVE. KANSAS CITY, MISSOURI 64101  
(816) 581-4500

AMENDMENT NO. 6

EXHIBIT 4: ESTIMATED PROJECT COSTS

**EXHIBIT 4- SCHEDULE 1  
ESTIMATED PROJECT COSTS**

	Estimated Project Costs	Public Funding (TIF or Other) <sup>1</sup>	Developer Equity or Private Financing <sup>2</sup>
<b>A. COMMISSION EXPENSES</b>			
1. Estimated Reimbursable Costs for Plan Implementation			
A. Legal	\$ 50,000	\$ 50,000	-
B. Agenda	2,000	2,000	-
C. Staff Time	40,000	40,000	-
D. Miscellaneous	4,000	4,000	-
2. Final Development Plan Approval Fees (\$.05 per square foot @ 1,854,157 s.f & \$50 per dwelling unit @ 825 units)			
	133,958	133,958	-
3. Plan and Project Administration and Developer/Consultant/TIF Commission Expenses (including expenses for affirmative action administration)			
	330,000	330,000	-
<b>TOTAL</b>			
	\$ 559,958	\$ 559,958	-
<b>B. LAND ACQUISITION</b>			
346.83 Acres Mixed Use Multi-Family Commercial Center			
	\$ 16,000,000	\$ -	\$ 16,000,000
<b>TOTAL</b>			
	\$ 16,000,000	\$ -	\$ 16,000,000
<b>C. PUBLIC WORKS IMPROVEMENTS</b> (includes engineering, design and construction management costs)			
A. Bridge Widening (Barry Road and US 169)			
	\$ 1,261,266	\$ 1,261,266	\$ -
B. Ramp Improvements and Construction (Barry Rd and US 169)			
	3,738,572	3,364,715	373,857
C1. Existing Madison Avenue Improvements (North)			
	460,000	230,000	230,000
C. Existing Madison Avenue Improvements(South)			
	250,000	125,000	125,000
D. NW Barry Road Improvements(Baughman to 169 Bridge)			
	3,003,388	540,610	2,462,778
E. NW 83rd Terrace			
	268,465	-	268,465
F. Madison Avenue (Associated Improvements South/Barry Road)			
	4,052,813	202,641	3,850,172
G. NW 82nd St Crossing			
	520,000	520,000	-
H. Signal - Barry Rd and NW Mercer			
	99,950	-	99,950
I. Barry Christian Church Improvements (Barry and Baughman)			
	74,249	-	74,249

	Estimated Project Costs	Public Funding (TIF or Other) <sup>1</sup>	Developer Equity or Private Financing <sup>2</sup>
J. Madison Avenue Loop Road	2,222,346	-	2,222,346
K. Barry Middle School Road (Associated Improvements)	614,758	245,903	368,855
L. Signal -Barry Middle School Rd and Baughman	156,250	156,250	-
M. Signal - Barry Rd and Madison	102,350	-	102,350
N. Signal - Madison and Baughman	156,250	117,188	39,063
O. Signal Improvement/Barry and Baughman	116,770	-	116,770
P. Baughman Road (Barry Road to MO 152)	1,649,308	973,092	676,216
Q. Police Emergency Access & Control Light	231,250	231,250	-
R. Signal Barry Road & Hickory	91,150	72,920	18,230
S. 85th Terrace Bridge	5,123,750	5,123,750	-
T. Ramp Improvements (Baughman Rd. & MO 152)	825,000	742,500	82,500
U. Signal - Baughman Rd & EB MO 152	168,750	151,875	16,875
V. Signal - Baughman Rd & WB MO 152	168,750	151,875	16,875
W. Stagecoach Rd	692,956	692,956	-
X. Baughman Rd (MO 152 to 96th St)	2,021,870	2,021,870	-
Y. NW Barry Rd Improvement (Baughman to Marston)	231,225	231,225	-
Z. NW Barry Rd Improvement (US 169 to N. Oak)	3,110,569	3,110,569	-
AA. Madison Ave. Removal (Abandoned Section)	62,500	-	62,500
BB. Regional Detention Basin	6,514,556	6,514,556	-
<b>TOTAL</b>	<b>\$ 37,989,061</b>	<b>\$ 26,782,011</b>	<b>\$ 11,207,051</b>
<b>D. PROJECTS PRIVATE DEVELOPMENT</b>			
I, III A., III B., IV & V - Barry Towne (136.7 acres)	\$ 59,286,000	\$ -	\$ 59,286,000
II - Barry Towne South (30.71 acres)	19,360,267	-	19,360,267
VIII - N.E Corner Barry Towne (14.04 acres)	5,600,000	-	5,600,000
IX - S.W Corner of MO 152/Baughman Rd (34.06 acres)	16,575,805	-	16,575,805
VI - Barry Towne R-3 ( 44.05 acres)	52,894,720	-	52,894,720
VII - Barry Towne R-3 (50.48 acres)	56,000,000	-	56,000,000
X - Barry Towne R2B (5.07 acres)	5,000,000	-	5,000,000
XI - Barry Towne R-3 (23.26 acres)	22,000,000	-	22,000,000
<b>TOTAL</b>	<b>\$ 236,716,792</b>	<b>\$ -</b>	<b>\$ 236,716,792</b>
<b>E. SOFT COSTS</b>			
Contingency and legal fees	\$ 700,000	\$ 700,000	-
<b>TOTAL</b>	<b>\$ 700,000</b>	<b>\$ 700,000</b>	<b>-</b>
<b>TOTAL COST</b>	<b>\$ 291,965,811</b>	<b>\$ 28,041,969</b>	<b>\$ 263,923,843</b>

<sup>1</sup> This column represents the estimated amount of TIF revenues ultimately expected to be reimbursed eligible project costs. It is anticipated that an additional \$6,597,267 of TIF revenues will initially be used to pay for eligible project costs and that the developer shall reimburse to the Special Allocation fund approximately \$6,597,267 in accordance with a schedule referenced in Exhibit 14 attached hereto, and said schedule to be contained in an agreement to be entered into by the developer, the TIF Commission and the City.

<sup>2</sup> This column represents the estimated amount of project costs to be ultimately financed through developer equity and/or private financing. The amounts shown above include the amount to be reimbursed by the developer to the Special Allocation Fund totaling approximately \$6,597,267, pursuant to the agreement to be entered into between the developer, the TIF Commission and the City.

AMENDMENT NO. 7

EXHIBIT 16: DEVELOPER'S PROPOSAL

**LEWIS, RICE & FINGERSH, L.C.**

One Petticoat Lane  
1010 Walnut, Suite 500  
Kansas City, Missouri 64106

Phone (816) 421 - 2500  
Fax (816) 472 - 2500

**MEMORANDUM**

**TO: Manish Patel**

**FROM: Ralph E. Bellar  
Andrea Bough**

**RE: Second Amendment to Barry Towne TIF**

**DATE: March 22, 2004**

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**I. Summary of Proposed Changes to Barry Towne TIF Plan.**

As we discussed in our meeting of March 18, 2004, we are proposing an amendment to the Barry Towne TIF Plan, specifically to Project Area VII. This amendment changes the land use for this Project Area, but does not change its boundaries. Attached is a proposed site plan (the "Site Plan") that identifies the proposed uses for Project Area VII (proposed to be Project Areas VIIA, VIIB, and VIIC).

Currently, the Barry Towne TIF Plan contemplates the construction of 540 multi-family residential units in Phases 68 and 69, Project Area VII. The proposed amendment would reduce the number of residential units to 408, a loss of 132 units. It would also add 114,957 square feet of office space (six separate buildings) on the west portion of the project area fronting N. Platte Purchase Drive and add 12,500 square feet of retail/commercial space in the southern tip of the Project Area at the corner of N. Platte Purchase Drive and N.W. Barry Road. A large detention basin is also proposed in this area as shown on the Site Plan.

To better accommodate these changes and to provide for activation of the projects in separate phases, the Project Area would be broken down into three areas: Project Area VII-A – the office buildings; Project Area VII-B – the multi-family residential units; and Project Area VII-C – the retail/commercial building. Separate legal descriptions will be provided for each of these three Project Areas.

With respect to the TIF Plan as a whole, these changes would result in 1,872,467 square feet of retail/commercial space; 31,800 square feet of recreational space (YMCA); 696 multi-family residential units; and 114,957 square feet of office space. This represents a net gain of 18,310 square feet of retail/commercial space and 114,957 square feet of office space, and a net loss of 132 multi-family residential units.



**II. Public Improvements**

The Phase I Public Improvements were completed in 2001 and include the following:

**Item Infrastructure Improvement Description**

- A. Bridge Widening (Barry Road and US 169)
- B. Ramp Improvements and Construction (Barry Road and US 169)
- D. N.W. Barry Road Improvements (N. Platte Purchase Drive to 169 Bridge)
- H. Signal – Barry Road and N.W. Mercier
- I. Barry Christian Church Entrance Relocation
- K. Barry Middle School Road
- M. Signal – Barry Road and Madison
- O. Signal Improvements/Barry and N. Platte Purchase Drive
- P. N. Platte Purchase Drive (Barry Road to MO 152)
- R. Signal Barry Road and Hickory
- Y. N.W. Barry Road Improvement (N. Platte Purchase Drive to Marston)

**III. Private Development**

To date, the Barry Towne TIF has produced approximately 385,900 square feet of retail space, in addition to certain public improvement—construction of N. Madison/N.W. 88<sup>th</sup> Street and N. Mercier. The following stores have opened or are projected to open soon.

• Target	123,000 SF	Open (1996)
• Kohl's	80,700 SF	Open (1999)
• Circuit City	25,600 SF	Open (1999)
• Michaels	23,900 SF	Open (2000)
• Linens 'N Things	34,200 SF	Open (2000)
• Babies 'R Us	30,500 SF	Open (2000)
• Dick's Sporting Goods	48,100 SF	Open (2000)
• Famous Footwear	10,000 SF	Open (2001)
• The Mattress Firm	3,800 SF	Open (2001)
• Verizon Wireless	3,800 SF	Open (2001)
• Men's Clothing Store	3,600 SF	Projected opening 2004

**IV. Property Owners in the TIF Plan**

We will contact Michaela Hunter to get an up to date ownership and address list of property owners.

# LEWIS, RICE & FINGERSH

A LIMITED LIABILITY COMPANY

ONE PETTICOAT LANE  
1010 WALNUT, SUITE 500  
KANSAS CITY, MISSOURI 64106

ATTORNEYS AT LAW

PHONE (816) 421-2500  
FAX (816) 472-2500

December 17, 2003

## VIA HAND DELIVERY

Manish Patel  
Tax Increment Financing Commission  
One Petticoat Lane  
1010 Walnut, Suite 250  
Kansas City, Missouri 64106-2103

Re: Barry Towne Tax Increment Financing Project

Dear Manish:

This firm represents M D Management, Inc., the developer ("Developer") of the Barry Towne TIF Project. The purpose of this letter is to provide you with a brief explanation of why Exhibit 4 to the Barry Towne TIF Plan is comprised of two separate schedules in an effort to avoid confusion in the future for TIF Commission staff and others reviewing the Barry Towne file who were not involved in the Barry Towne project when it was approved in 1996. As you know, Exhibit 4 to the TIF Plan identifies the estimated project costs and is comprised of two schedules. The first schedule, the schedule with three columns (referred to hereafter as "Schedule 1"), identifies the estimated project costs and the estimated costs to be funded with TIF revenues. The second schedule, the schedule with six columns (referred to hereafter as "Schedule 2") provides a little more detail than Schedule 1 and identifies not only the estimated project costs, but also the estimated project costs initially funded from TIF revenues and those costs initially funded from TIF revenues that are to be reimbursed by the Developer pursuant to a contribution agreement between the Developer and the City.

The Barry Towne TIF project was structured so that the TIF revenues generated can only be used to fund public infrastructure improvements. During the TIF Plan approval process, and after lengthy negotiations with the City and TIF Commission, the Developer agreed to be responsible for a share of the costs associated with the public improvements being constructed as part of the Barry Towne TIF project. Developer's percentage share of the various public improvements are set forth in Exhibit 14 of the TIF Plan. As you can see, Developer's percentage share for each public improvement is dependent upon the nature of the public improvement, with Developer sharing in a larger portion of the costs of those improvements that primarily benefit the Barry Towne project. Schedule 1 of Exhibit 4 identifies the estimated project costs of all of the public improvements and identifies those costs that will be paid for from TIF revenues and those costs that will be paid for by the developer (based on the agreed upon percentages set forth in Exhibit 14).

Notwithstanding the Developer's responsibility to share in the costs of the public improvements, the Developer, TIF Commission and City agreed that (i) all of the costs associated with the public improvements (except for items C1, C2, F2 and G which are treated differently for the reasons discussed below) would be initially funded with TIF revenues generated by the Project and (ii) Developer would then reimburse the City for the portion of the costs initially funded by TIF revenues that were the responsibility of Developer, such reimbursement to be accomplished through the contribution agreement. The purpose

Manish Patel  
December 17, 2003  
Page 2

of Schedule 2 of Exhibit 4 is to provide more detail than Schedule 1 and identify the estimated project costs initially funded with TIF revenues and the costs being reimbursed by Developer pursuant to the contribution agreement.

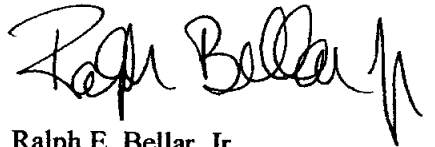
The only confusing aspect of the two Schedules is the apparent discrepancy between the two Schedules regarding Items C1, C2, F2 and G (the "Pedcor Public Improvements"). As you know, Developer assigned its obligation to construct the Pedcor Public Improvements to Pedcor Investments, LLC ("Pedcor"), the developer of Project Area XI, pursuant to a Partial Assignment and Assumption Agreement that was approved by the TIF Commission. Pedcor's right to receive reimbursement for the Pedcor Public Improvements is set forth in more detail in the Assignment Agreement. Schedule 1 of Exhibit 4 accurately reflects that the developer, (in this case Pedcor) is entitled to be reimbursed out of the TIF revenue for 50% of the costs of items C1 and C2, 5% of Item F2 and 100% of Item G (subject to the terms of the Assignment Agreement). The confusion arises as a result of Schedule 2 which shows \$0 in the column titled "Project Costs Initially Paid from TIF Revenues or other Public Funds and Not Reimbursed by Developer" for Items C1, F2 and G. However, the reason Schedule 2 shows \$0 is that the costs of those improvements were not initially funded with TIF revenue. Those costs were paid directly by Pedcor when it constructed those public improvements. As discussed above, the fact that Schedule 2 shows \$0 does not mean that Pedcor is not entitled to be reimbursed for those costs (Pedcor can seek reimbursement as reflected in Schedule 1), only that the costs of those improvements were not initially paid for with TIF revenues.

In reviewing Schedule 1 of Exhibit 4, you correctly noted that there were two typographical errors resulting from mathematical mistakes. Attached to this letter is revised Schedule 1 of Exhibit 4 correcting the mathematical mistakes (this is the revised Schedule you prepared). The two changes that were made are as follows: The "Total" amount for the column titled "Public Funding (TIF or Other)" under Section C - Public Works Improvements has been changed from \$26,482,010 to \$26,782,011. The "Total Costs" amount at the end of that Schedule for the same column was also changed from \$27,741,968 to \$28,041,969. Please substitute the corrected Schedule 1 of Exhibit 4 in the TIF Commission's copies of the TIF Plan and I will do the same for my client's copy of the TIF Plan.

If you have any questions, please call.

Very truly yours,

LEWIS, RICE & FINGERSH, L.C.



Ralph E. Bellar, Jr.

REB:njs  
Enclosure

cc: Tom Morgan (w/enc.)(via messenger)  
Wesley Fields (w/enc)(via messenger)

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**EXHIBIT 4  
ESTIMATED PROJECT COSTS**

	Estimated Project Costs	Public Funding (TIF or Other) <sup>1</sup>	Developer Equity or Private Financing <sup>2</sup>
<b>A. COMMISSION EXPENSES</b>			
1. Estimated Reimbursable Costs for Plan Implementation			
A. Legal	\$ 50,000	\$ 50,000	-
B. Agenda	2,000	2,000	-
C. Staff Time	40,000	40,000	-
D. Miscellaneous	4,000	4,000	-
2. Final Development Plan Approval Fees (\$0.05 per square foot @ 1,854,157 s.f & \$50 per dwelling unit @ 825 units)	133,958	133,958	-
3. Plan and Project Administration and Developer/Consultant/TIF Commission Expenses (including expenses for affirmative action administration)	330,000	330,000	-
<b>TOTAL</b>	<b>\$ 559,958</b>	<b>\$ 559,958</b>	<b>-</b>
<b>B. LAND ACQUISITION</b>			
346.83 Acres Mixed Use Multi-Family Commercial Center			
	\$ 16,000,000	\$ -	\$ 16,000,000
<b>TOTAL</b>	<b>\$ 16,000,000</b>	<b>\$ -</b>	<b>\$ 16,000,000</b>
<b>C. PUBLIC WORKS IMPROVEMENTS</b>			
(includes engineering, design and construction management costs)			
A. Bridge Widening (Barry Road and US 169)	\$ 1,261,266	\$ 1,261,266	\$ -
B. Ramp Improvements and Construction (Barry Rd and US 169)	3,738,572	3,364,715	373,857
C1. Existing Madison Avenue Improvements (North)	460,000	230,000	230,000
C. Existing Madison Avenue Improvements(South)	250,000	125,000	125,000
D. NW Barry Road Improvements(Baughman to 169 Bridge)	3,003,388	540,610	2,462,778
E. NW 83rd Terrace	268,465	-	268,465
F. Madison Avenue (Associated Improvements South/Barry Road)	4,052,813	202,641	3,850,172
G. NW 82nd St Crossing	520,000	520,000	-
H. Signal - Barry Rd and NW Mercer	99,950	-	99,950
I. Barry Christian Church Improvements (Barry and Baughman)	74,249	-	74,249

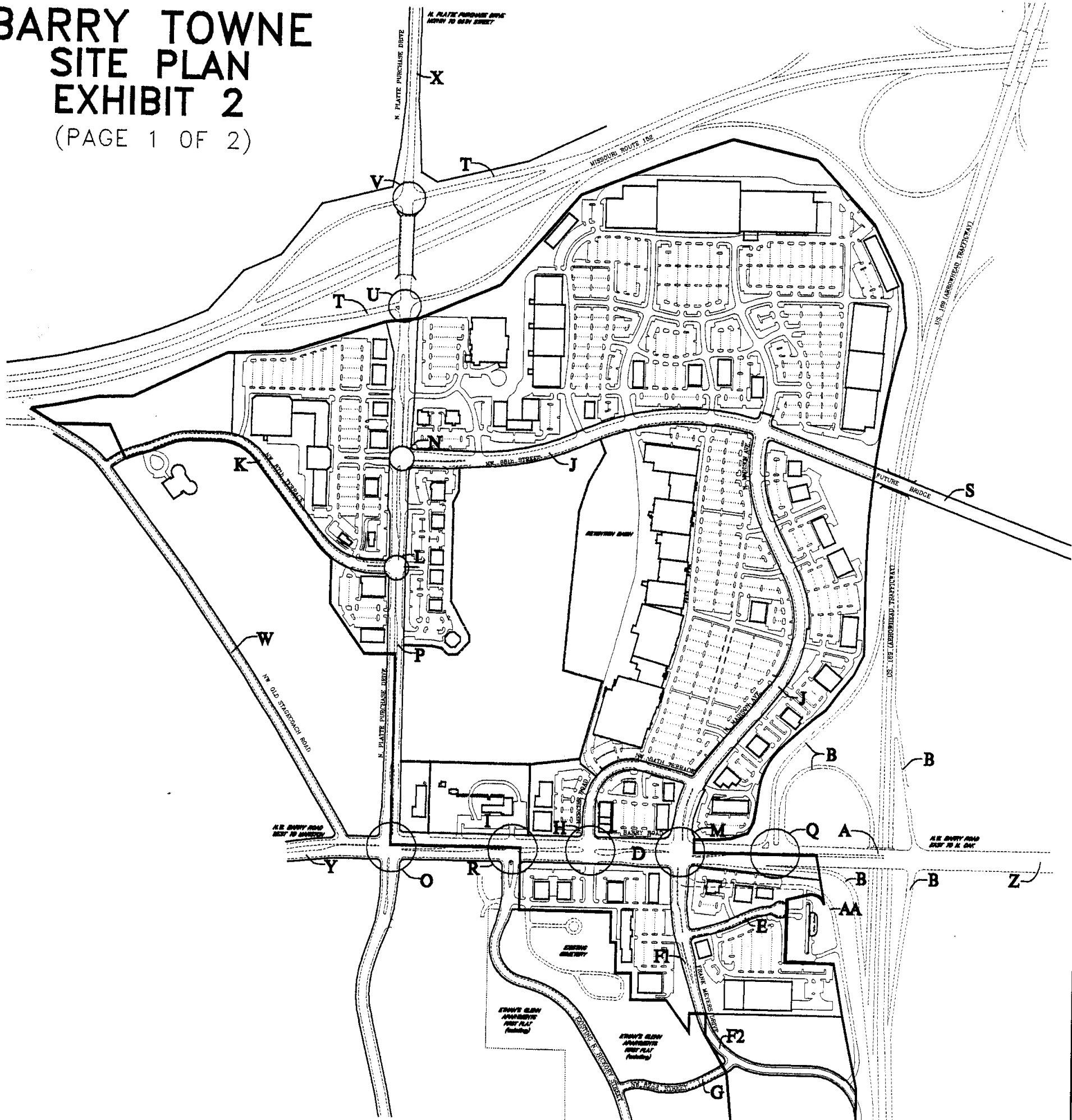
	Estimated Project Costs	Public Funding (TIF or Other) <sup>1</sup>	Developer Equity or Private Financing <sup>2</sup>
J. Madison Avenue Loop Road	2,222,346	-	2,222,346
K. Barry Middle School Road (Associated Improvements)	614,758	245,903	368,855
L. Signal -Barry Middle School Rd and Baughman	156,250	156,250	-
M. Signal - Barry Rd and Madison	102,350	-	102,350
N. Signal - Madison and Baughman	156,250	117,188	39,063
O. Signal Improvement/Barry and Baughman	116,770	-	116,770
P. Baughman Road (Barry Road to MO 152)	1,649,308	973,092	676,216
Q. Police Emergency Access & Control Light	231,250	231,250	-
R. Signal Barry Road & Hickory	91,150	72,920	18,230
S. 85th Terrace Bridge	5,123,750	5,123,750	-
T. Ramp Improvements (Baughman Rd. & MO 152)	825,000	742,500	82,500
U. Signal - Baughman Rd & EB MO 152	168,750	151,875	16,875
V. Signal - Baughman Rd & WB MO 152	168,750	151,875	16,875
W. Stagecoach Rd	692,956	692,956	-
X. Baughman Rd (MO 152 to 96th St)	2,021,870	2,021,870	-
Y. NW Barry Rd Improvement (Baughman to Marston)	231,225	231,225	-
Z. NW Barry Rd Improvement (US 169 to N. Oak)	3,110,569	3,110,569	-
AA. Madison Ave. Removal (Abandoned Section)	62,500	-	62,500
BB. Regional Detention Basin	6,514,556	6,514,556	-
<b>TOTAL</b>	<b>\$ 37,989,061</b>	<b>\$ 26,782,011</b>	<b>\$ 11,207,051</b>
<b>D. PROJECTS PRIVATE DEVELOPMENT</b>			
I, III A., III B., IV & V - Barry Towne (136.7 acres)	\$ 59,286,000	\$ -	\$ 59,286,000
II - Barry Towne South (30.71 acres)	19,360,267	-	19,360,267
VIII - N.E Corner Barry Towne (14.04 acres)	5,600,000	-	5,600,000
IX - S.W Corner of MO 152/Baughman Rd (34.06 acres)	16,575,805	-	16,575,805
VI - Barry Towne R-3 ( 44.05 acres)	52,894,720	-	52,894,720
VII - Barry Towne R-3 (50.48 acres)	56,000,000	-	56,000,000
X - Barry Towne R2B (5.07 acres)	5,000,000	-	5,000,000
XI - Barry Towne R-3 (23.26 acres)	22,000,000	-	22,000,000
<b>TOTAL</b>	<b>\$ 236,716,792</b>	<b>\$ -</b>	<b>\$ 236,716,792</b>
<b>E. SOFT COSTS</b>			
Contingency and legal fees	\$ 700,000	\$ 700,000	-
<b>TOTAL</b>	<b>\$ 700,000</b>	<b>\$ 700,000</b>	<b>-</b>
<b>TOTAL COST</b>	<b>\$ 291,965,811</b>	<b>\$ 28,041,969</b>	<b>\$ 263,923,843</b>

<sup>1</sup> This column represents the estimated amount of TIF revenues ultimately expected to be reimbursed eligible project costs. It is anticipated that an additional \$6,597,267 of TIF revenues will initially be used to pay for eligible project costs and that the developer shall reimburse to the Special Allocation fund approximately \$6,597,267 in accordance with a schedule referenced in Exhibit 14 attached hereto, and said schedule to be contained in an agreement to be entered into by the developer, the TIF Commission and the City.

<sup>2</sup> This column represents the estimated amount of project costs to be ultimately financed through developer equity and/or private financing. The amounts shown above include the amount to be reimbursed by the developer to the Special Allocation Fund totaling approximately \$6,597,267, pursuant to the agreement to be entered into between the developer, the TIF Commission and the City.

# BARRY TOWNE SITE PLAN EXHIBIT 2

(PAGE 1 OF 2)



BARRY TOWNE INFRASTRUCTURE						
ITEM	INFRASTRUCTURE	IMPROVEMENT	BOND ISSUES		OTHER	FUTURE TIF
	DESCRIPTION		1ST	2ND	DEVELOPER	REVENUE
A	Missouri Route 156 (US-156)					
B	Missouri Route 156 (US-156)					
C	Missouri Route 156 (US-156)					
D	Missouri Route 156 (US-156)					
E	Missouri Route 156 (US-156)					
F	Missouri Route 156 (US-156)					
G	Missouri Route 156 (US-156)					
H	Missouri Route 156 (US-156)					
I	Missouri Route 156 (US-156)					
J	Missouri Route 156 (US-156)					
K	Missouri Route 156 (US-156)					
L	Missouri Route 156 (US-156)					
M	Missouri Route 156 (US-156)					
N	Missouri Route 156 (US-156)					
O	Missouri Route 156 (US-156)					
P	Missouri Route 156 (US-156)					
Q	Missouri Route 156 (US-156)					
R	Missouri Route 156 (US-156)					
S	Missouri Route 156 (US-156)					
T	Missouri Route 156 (US-156)					
U	Missouri Route 156 (US-156)					
V	Missouri Route 156 (US-156)					
W	Missouri Route 156 (US-156)					
X	Missouri Route 156 (US-156)					
Y	Missouri Route 156 (US-156)					
Z	Missouri Route 156 (US-156)					
AA	Missouri Route 156 (US-156)					
BB	Missouri Route 156 (US-156)					

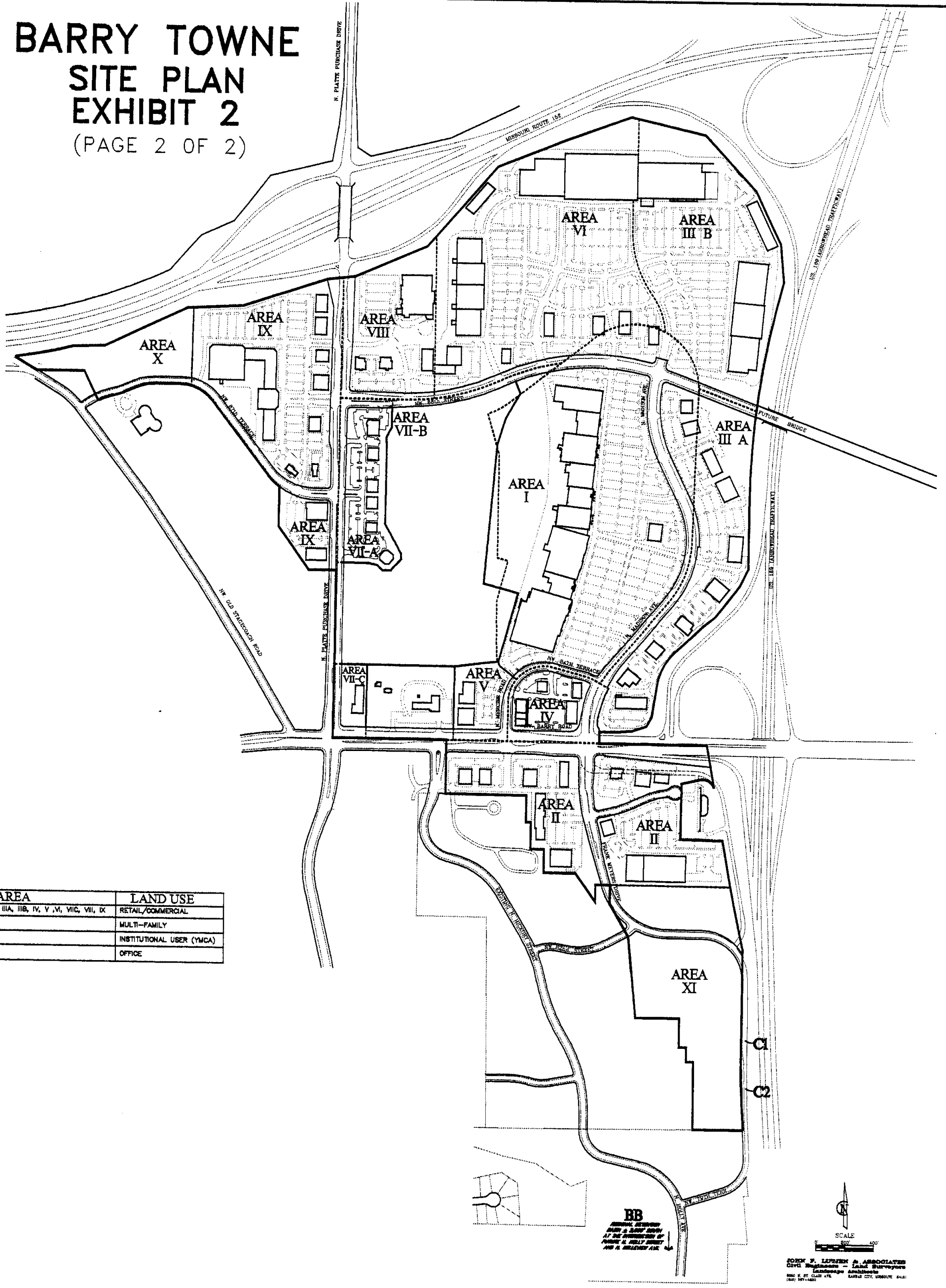
SCALE  
0 100 200 400

JOHN F. LUTYEN & ASSOCIATES  
Civil Engineers - Land Surveyors  
Landscape Architects  
880 N. ST. CLAIR AVE. SUITE 1000 ST. LOUIS, MO 63105  
(314) 437-1800

17 MARCH 04  
REV. 2 JUNE 04  
REV. 22 JULY 04

# BARRY TOWNE SITE PLAN EXHIBIT 2

(PAGE 2 OF 2)



SCALE  
1" = 40'

JOHN P. LUTTEN & ASSOCIATES  
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(816) 877-1200