SIXTH AMENDMENT
TO THE
BRIARCLIFF WEST
TAX INCREMENT FINANCING PLAN
KANSAS CITY, MISSOURI

THF Commission Approval:
Date January 12, 2005
Resolution No. 1-23-05

City Council Approval:
Date February 10, 2005
Ordinance No. 05-1093

Attached herewith is a true and correct copy of the
Briarcliff - Sixth Amendment TIF Plan that was approved by the Tax Increment
Financing Commission of Kansas City, Missouri, by Resolution No. 1-23-05, at a public hearing
that was duly noticed and held on 1-12-05.

[signature]
Chairman
SIXTH AMENDMENT
TO THE
BRIARCLIFF WEST
TAX INCREMENT FINANCING PLAN

I. Introduction

The purpose of the Sixth Amendment to the Briarcliff West Tax Increment Financing Plan (hereinafter the "Sixth Amendment") is to change the Briarcliff West Tax Increment Financing Plan as adopted by the City Council of Kansas City, Missouri by way of Ordinance No. 65497 (hereinafter the "Plan") and subsequently amended by Ordinance No. 911387 (hereinafter the "First Amendment"), Ordinance No. 941342 (hereinafter the "Second Amendment"), Ordinance No. 970713 (hereinafter the "Third Amendment"), Ordinance No. 001595 (hereinafter the "Fourth Amendment") and Ordinance No. 040806 (hereinafter the "Fifth Amendment"). The Sixth Amendment provides for revision of the budget items for Land, Demolition and Financing Cost keeping the total budget unchanged. The intent of the Plan remains unchanged other than those changes specifically mentioned herein.

II. Specific Amendments

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

Amendment No. 1: Delete Exhibit 7 of the Plan, entitled "Estimated Redevelopment Project Costs," and insert Revised Exhibit 7, attached hereto, in its stead.

Amendment No. 2: Insert the attached letter from the developer as a supplement to Exhibit 10 of the Plan, entitled "Project 37 - Developer's Proposal".
AMENDMENT NO. 1

EXHIBIT 7: ESTIMATED REDEVELOPMENT PROJECT COSTS
**EXHIBIT 7: ESTIMATED REDEVELOPMENT PROJECT COSTS**

**BRIARCLIFF DEVELOPMENT COMPANY**

**SUMMARY OF COST CERTIFICATIONS**

Updated by SB 6/22/04 - summary of each application made

<table>
<thead>
<tr>
<th>TIF PUBLIC IMPROVEMENT PHASES</th>
<th>TOTAL APPROVED PROJECT COSTS</th>
<th>Total Cost</th>
<th>Revised Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>Land Acquisition</td>
<td>40,000</td>
<td>0</td>
<td>1,500,000</td>
</tr>
<tr>
<td>Demolition</td>
<td>225,000</td>
<td>0</td>
<td>100,000</td>
</tr>
<tr>
<td>Construction</td>
<td>447,555,175</td>
<td>29,206,802</td>
<td>0</td>
</tr>
<tr>
<td>Mine Stabilization</td>
<td>8,636,920</td>
<td>9,636,920</td>
<td>0</td>
</tr>
<tr>
<td>Land Reclamation</td>
<td>6,612,500</td>
<td>6,451,236</td>
<td>0</td>
</tr>
<tr>
<td>Legal/Financial Fees &amp; Project Contingencies (1)</td>
<td>1,700,000</td>
<td>1,700,000</td>
<td>0</td>
</tr>
<tr>
<td>Construction Contingencies (1)</td>
<td>13,914,138</td>
<td>1,358,849</td>
<td>0</td>
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<tr>
<td>TIF Bond Interest (Estimate)</td>
<td>35,835,000</td>
<td>35,835,000</td>
<td>0</td>
</tr>
<tr>
<td>Developer Bond and Financing Costs (Est.)</td>
<td>32,376,231</td>
<td>32,376,231</td>
<td>(1,700,000)</td>
</tr>
</tbody>
</table>

**TOTAL PROJECT COSTS**

547,896,984  

116,567,038  

0  

116,567,038

**RECAPITULATION OF REIMBURSABLE COSTS**

<table>
<thead>
<tr>
<th>LAND</th>
<th>TOTAL LAND</th>
<th>DEMOLITION</th>
<th>TOTAL DEMOLITION</th>
</tr>
</thead>
<tbody>
<tr>
<td>0</td>
<td>1,600,000</td>
<td>0</td>
<td>1,600,000</td>
</tr>
<tr>
<td>0</td>
<td>1,600,000</td>
<td>0</td>
<td>1,600,000</td>
</tr>
</tbody>
</table>

**PUBLIC WORKS PROJECTS**

**CITY**

Briarcliff West Parkway (East)  
Briarcliff West Utilies (Under 189 Hwy)  
Briarcliff West Parkway (West)  
Briarcliff West Utilities Relocations (Within ROW)  
Utilities Relocation in Other Road Ways  
Mulberry South  
Mulberry North  
N. Flatt Road (Hwy 9)  
Vivion Road (1/2 of street improvement Cost)  
Vivion Road (Apartment)  
North Drainage Ditch  
Pavement Repair (in median)  
Permits (7% of City Work - New Interchange, $7,821,283)  
Roadways, Commercial, Retail, Industrial  
Riverfront-Wetland Mitigation & Wetland Construction  
Riverfront-Fill Material, Compaction & Testing  

**STATE**

Briarcliff West Interchange  
Southbound Missouri Highway 9 Off Ramp to Briarcliff Pkwy  
I-29/2/9 Vivion Road Ramp (1/2 Project Cost)  

**TOTAL CONSTRUCTION (PUBLIC WORKS PROJECTS)**

29,206,802  

0  

29,206,802

**UNDERGROUND REPAIRS**

In Public ROW  
In Other Underground Areas  

**TOTAL MINE STABILIZATION (UNDERGROUND REPAIRS)**

9,036,920  

0  

9,036,920

**LAND RECLAMATION**

| Land Reclamation | 3,024,418 | 3,024,418 |
| Slope Stabilization | 1,683,670 | 1,683,670 |
| Storm Water Detention | 838,000 | 838,000 |

**TOTAL LAND RECLAMATION**

9,545,266  

0  

9,545,266

**LEGAL, FINANCIAL FEES**

| 1,700,000 | 1,700,000 |
| 1,700,000 | 1,700,000 |

**TOTAL LEGAL, FINANCIAL FEES**

1,700,000  

0  

1,700,000

**CONTINGENCIES**

Contingencies - Approximately 3% of Construction Costs  

**TOTAL CONSTRUCTION CONTINGENCIES**

1,358,849  

0  

1,358,849

**DEVELOPER BOND EXPENSE & FINANCING COSTS**

Developer Bond Expense & Financing Costs  
TIF Administrative Fees  

**TOTAL DEVELOPER BOND EXPENSE**

32,376,231  

(1,700,000)  

30,676,231

**TIF BOND INTEREST**

35,835,000  

35,835,000

**TOTAL TIF BOND INTEREST**

35,835,000  

0  

35,835,000

**TOTAL REIMBURSABLE COSTS**

116,567,038  

0  

116,567,038

(1) In the original budget these totals were spread throughout with the construction, mine stabilization and land reclamation costs
(2) This is a revised application for FY 2000 Certification Cost
AMENDMENT NO. 2

EXHIBIT 10 SUPPLEMENT: LETTER
December 1, 2004

Manish Patel
Senior Planner
Economic Development Corp. of Kansas City
10 Petticoat Lane, Suite 250
Kansas City, MO 64106-2103

Re: Administrative Change of Briarcliff TIF Budget

Dear Manish,

Pursuant to our discussion, Briarcliff Development Company is making a formal request to change several of our TIF budget items. Our recent cost certification efforts have necessitated these changes, which are primarily a result of the Province of Briarcliff Apartment Homes construction (Phases 32 & 37).

Our specific changes include the following:

<table>
<thead>
<tr>
<th>Item</th>
<th>Change</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Land</td>
<td>+</td>
<td>$1,600,000.00</td>
</tr>
<tr>
<td>Demolition</td>
<td>+</td>
<td>$100,000.00</td>
</tr>
<tr>
<td>Developer Bond Expense</td>
<td>-</td>
<td>$1,700,000.00</td>
</tr>
<tr>
<td>Financing Costs</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Net Change</td>
<td>=</td>
<td>$1,000,000.00</td>
</tr>
</tbody>
</table>

Manish, as you can see, there zero net change to our total budget, only changes in our budget line items.

Thank you for your assistance and we look forward to working with you on this project.

Sincerely,

[Signature]

Nathaniel Hagedorn
Project Manager