

**FIFTH AMENDMENT
CIVIC MALL
TAX INCREMENT FINANCING PLAN
KANSAS CITY, MISSOURI**

TIF Commission Consideration:

7/11/2012 7-8-12
Date Resolution No.

City Council Approval:

8/2/2012 120695
Date Ordinance No.

Attached herewith is a true and correct copy of the TIF Plan that was approved by the Tax Increment Financing Commission of Kansas City, Missouri by Resolution No. 7-8-12 on 7/11/2012

Chairman

**FIFTH AMENDMENT
TO THE
CIVIC MALL
TAX INCREMENT FINANCING PLAN**

I. Introduction

The Fifth Amendment to the Civic Mall Tax Increment Financing Plan (the "Fourth Amendment") shall amend the Civic Mall Tax Increment Financing Plan as approved by Ordinance No. 941589 (referred to herein as the "Plan") and subsequently amended by Ordinance No. 970236 (referred to herein as the "First Amendment"), Ordinance No. 980654 (referred to herein as the "Second Amendment"), Ordinance No. 040706 (referred to herein as the "Third Amendment"), and Ordinance No. 120659 (referred to herein as the "Fourth Amendment").

The Fifth Amendment provides (a) for the removal of Redevelopment Project Area 66, which is an area bounded by East 9th Street on the North, Charlotte Street on the East, East 10th Street on the South and Holmes Street on the West, and the elimination of all improvements contemplated by or funded with tax increment financing generated by Redevelopment Project Area 66, (b) for certain other modifications to conform with existing Commission policies and procedures.

II. Specific Amendments

The Civic Mall Tax Increment Financing Plan shall be amended as follows:

Amendment No. 1:

Delete Exhibit 1. of the Plan in its entirety, and insert the revised Exhibit 1, "Location and Legal Description of the Redevelopment Area" as attached hereto.

Amendment No. 2: Delete Exhibit 2 of the Plan in its entirety, and insert the revised Exhibit 2, "Site Plan", as attached hereto.

Amendment No. 3: Delete Exhibit 6 of the Plan in its entirety and insert the revised Exhibit 6, "Estimated Redevelopment Project Costs", as attached hereto.

Amendment No. 4: Delete Exhibit 11 of the Plan in its entirety and insert the revised Exhibit 11, "Land Acquisition and Disposition Map", as attached hereto.

Amendment No. 1

Exhibit 1: Legal Description

A. LEGAL DESCRIPTION OF THE REDEVELOPMENT AREA

The proposed Redevelopment Area has an irregular boundary generally encompassed by Interstate 35/70 on the north, Interstate 70 (also known as the Midtown Freeway) on the east, 13th Streets on the south and McGee Street on the west.

Beginning at the point of the intersection of the center line of 13th Street and the center line of McGee Street, thence north along the center line of McGee Street to the center line of 11th Street; thence east along the center line of 11th Street to the center line of Oak Street; thence north along the center line of Oak Street to the center line of 10th Street; thence west along the center line of 10th Street to the center line of McGee Street; thence north along the center line of McGee Street to the center line 8th Street; thence east along the center line of 8th Street to the center line of Oak Street; thence northeasterly along the center line of Oak Street to the south right-of-way of Interstate 35/70; thence easterly along the south right-of-way of Interstate 35/70 to the west right-of-way line of Interstate 70; thence south along the west right-of-way of Interstate 70 to the center line of 11th Street; thence west along the center line of 11th Street to the center line of Charlotte Street; thence south along the center line of Charlotte Street to the center line of 12th Street; thence west along the center line of Cherry Street to the center line of 11th Street; thence west along the center line of 11th Street to the center line of Oak Street; thence south along the center line of Oak Street to the center line of 13th Street; thence west along the center line of 13th Street to the Point of Beginning, now all included in a part of the City of Kansas City, Jackson County, Missouri.

B. LEGAL DESCRIPTION OF THE REDEVELOPMENT PROJECT AREAS

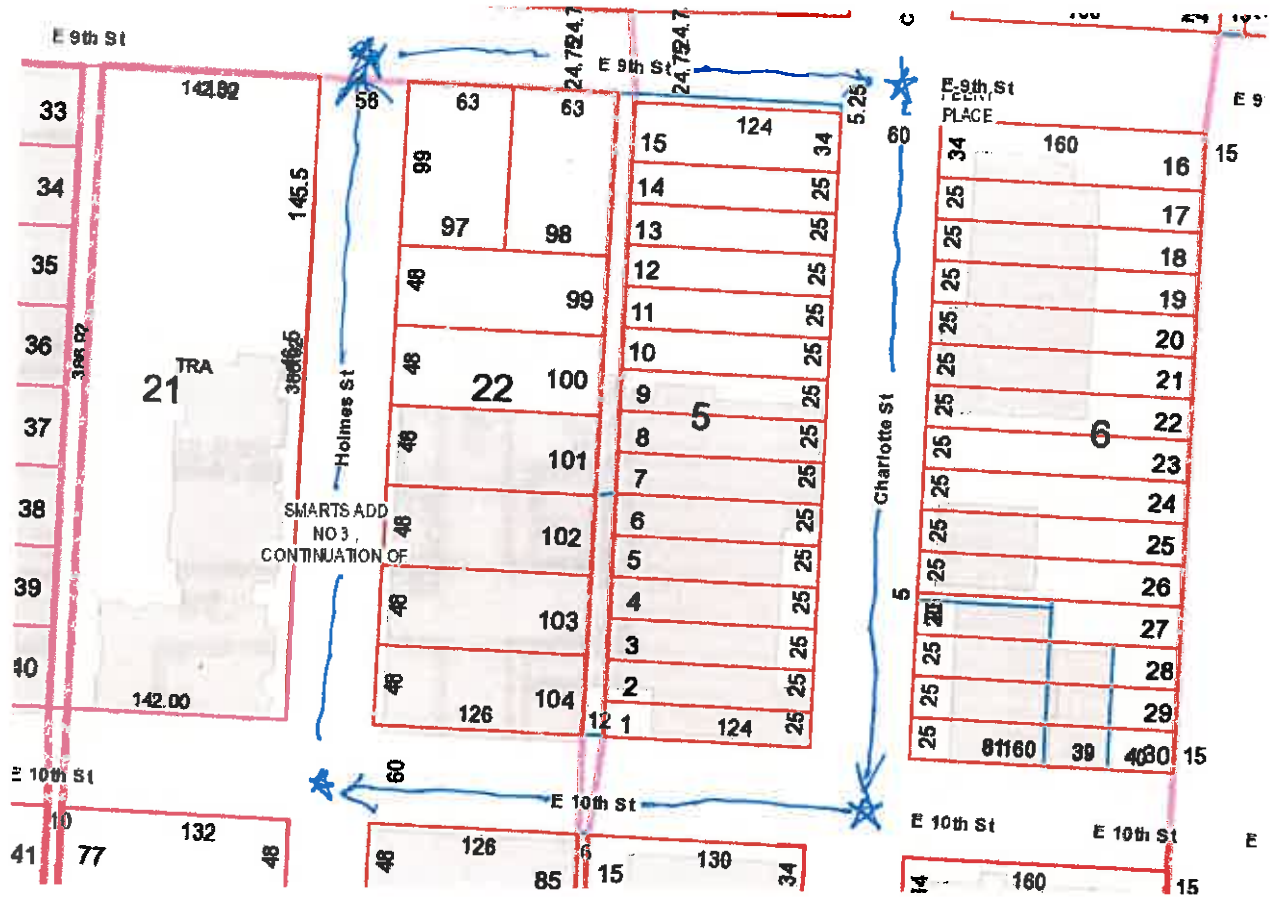
Legal Description of Redevelopment Project Areas to be Terminated by the Fifth Amendment

Redevelopment Project Area 66

That city block legally described as beginning at the intersection of the center line of E. 10th Street and the centerline of Holmes Street; thence north along the centerline of Holmes Street to the center line of E. 9th Street; thence east along the center line of E. 9th Street to the center line of Charlotte Street; thence south along the center line of Charlotte Street to the center line of E. 10th Street; thence west along the center line of E. 10th Street to the Point of Beginning, all included in and a part of Kansas City, Jackson County, Missouri.

Amendment No. 2

Exhibit 2: Site Plan



BLOCK 66

That city block legally described as beginning at the intersection of the center line of 10th Street and the center line of Holmes Street; thence north along the center line of Holmes

Street to the center line of 9th Street; thence east along the center line of 9th Street to the center line of Charlotte Street; thence south along the center line of Charlotte Street to the center line of 10th Street; thence west along the center line of 10th Street to the Point of Beginning, all included in and a part of Kansas City, Jackson County, Missouri.

Amendment No. 3

Exhibit 6: Estimated Redevelopment Project Costs

Civic Mall TIF - Fifth Amendment - Exhibit V - Budget

	Fourth Amendment		Fifth Amendment	
	Project Costs	TIFC Reimbursable	Project Costs	TIFC Reimbursable
Redevelopment Project Costs				
Commission Expenses				
Estimated Reimbursable Costs for Plan Implementation	\$ 330,000	\$ 330,000	\$ 330,000	\$ 330,000
Block 30 - Open Space				
Acquisition, Demolition & Relocation	\$ -	\$ -	\$ -	\$ -
Construction	750,000	750,000	750,000	750,000
Subtotal Block 30	\$ 750,000	\$ 750,000	\$ 750,000	\$ 750,000
Block 46 - Federal Court House Parking				
Acquisition, Demolition & Relocation	\$ 2,143,000	\$ -	\$ 2,143,000	\$ -
Construction	1,080,000	-	1,080,000	-
Subtotal Block 46	\$ 3,223,000	\$ -	\$ 3,223,000	\$ -
Block 47 - New Federal Court House				
Acquisition, Demolition & Relocation	\$ 1,966,000	\$ -	\$ 1,966,000	\$ -
Construction	60,000,000	-	60,000,000	-
Subtotal Block 47	\$ 61,966,000	\$ -	\$ 61,966,000	\$ -
Block 49 - Open Space				
Acquisition, Demolition & Relocation	\$ 1,370,000	\$ 1,370,000	\$ 1,370,000	\$ 1,370,000
Construction	840,000	840,000	840,000	840,000
Subtotal Block 49	\$ 2,210,000	\$ 2,210,000	\$ 2,210,000	\$ 2,210,000
Block 50 - Construction of Commercial Space				
Block 62 - Rehabilitation &/or Construction of Commercial Space				
Block 63 & 80 - Civic Mall				
Acquisition, Demolition & Relocation, Other related	\$ 8,050,000	\$ 8,050,000	\$ 8,050,000	\$ 8,050,000
Construction	3,000,000	3,000,000	3,000,000	3,000,000
Subtotal Block 63 & 80	\$ 11,050,000	\$ 11,050,000	\$ 11,050,000	\$ 11,050,000
Block 64A - Construction of Governmental Office or Commercial Parking				
- Construction of Governmental Office and Parking (2nd Amendment)				
Acquisition, Demolition & Relocation	\$ 2,050,000	\$ 2,050,000	\$ 2,050,000	\$ 2,050,000
Construction	10,400,000	2,000,000	10,400,000	2,000,000
Subtotal Block 64A	\$ 12,450,000	\$ 4,050,000	\$ 12,450,000	\$ 4,050,000
Block 64B - Construction of Governmental Office or Commercial Parking				
- Construction of Governmental Office and Parking (2nd Amendment)				
Acquisition, Demolition & Relocation				
Construction				
Subtotal Block 64B			Terminated by Fourth Amendment	Terminated by Fourth Amendment
Block 65A - Construction of Office/Commercial Space & Parking				
- Construction of Office (2nd Amendment)				
Acquisition, Demolition & Relocation				
Construction				
Subtotal Block 65A			Terminated by Fourth Amendment	Terminated by Fourth Amendment
Block 65B - Construction of 800 Car Parking Garage				
Acquisition, Demolition & Relocation				
Construction				
Subtotal Block 65B			Terminated by Fourth Amendment	Terminated by Fourth Amendment
Block 66 - Rehabilitation/Construction of Office/Commercial Space				
- Expansion of Existing Use (2nd Amendment)				
Acquisition, Demolition & Relocation	\$ 2,646,000	\$ -		Terminated by Fifth Amendment
Construction	2,000,000	1,154,500		
Subtotal Block 66	\$ 4,646,000	\$ 1,154,500		
Block 67 - Construction of Commercial Space				
Block 79 - Rehabilitation &/or Construction of Commercial Space				
Block 81A - Construction of Governmental/Public Office or Commercial Space & Parking				
- Construction of Governmental/Public Office & Parking (2nd Amendment)				
Acquisition, Demolition & Relocation	\$ 3,700,000	\$ 3,700,000	\$ 3,700,000	\$ 3,700,000
Construction	10,400,000	2,000,000	10,400,000	2,000,000
Subtotal Block 81A	\$ 14,100,000	\$ 5,700,000	\$ 14,100,000	\$ 5,700,000
Block 81B - Construction of Governmental/Public Office or Commercial Space & Parking				
- Construction of Governmental/Public Office & Parking (2nd Amendment)				
Acquisition, Demolition & Relocation	\$ 3,700,000	\$ 3,700,000	\$ 3,700,000	\$ 3,700,000
Construction	10,400,000	2,000,000	10,400,000	2,000,000
Subtotal Block 81B	\$ 14,100,000	\$ 5,700,000	\$ 14,100,000	\$ 5,700,000
Block 82A - Construction of 800 Car Parking Garage				
Acquisition, Demolition & Relocation	\$ 1,319,500	\$ 1,319,500	\$ 1,319,500	\$ 1,319,500
Construction	8,000,000	8,000,000	8,000,000	8,000,000
Subtotal Block 82A	\$ 9,319,500	\$ 9,319,500	\$ 9,319,500	\$ 9,319,500
Block 82B - Construction of Governmental or Commercial Office				
Acquisition, Demolition & Relocation	\$ 1,319,500	\$ -	\$ 1,319,500	\$ -

Construction	8,400,000	-	8,400,000	-
Subtotal Block 82B	\$ 9,719,500	\$ -	\$ 9,719,500	\$ -
Block 83A & B - Construction of Governmental or Commercial Uses				
Block 83 - Construction of Commercial Uses				
Block 84A & B - Construction of Governmental or Commercial Space				
Block 84 - Construction of Commercial Space				
Block 96A - Rehabilitation &/or Construction of Commercial Space				
Block 96B - Construction of 600 Car Parking Garage				
Acquisition, Demolition & Relocation	\$ 1,263,000	\$ 1,263,000	\$ 1,263,000	\$ 1,263,000
Construction	6,000,000	6,000,000	6,000,000	6,000,000
Subtotal Block 96B	\$ 7,263,000	\$ 7,263,000	\$ 7,263,000	\$ 7,263,000
Block 99 - Construction of 1000 Car Parking Garage				
Acquisition, Demolition & Relocation	\$ 658,900	\$ 658,900	\$ 658,900	\$ 658,900
Construction	10,000,000	10,000,000	10,000,000	10,000,000
Subtotal Block 99	\$ 10,658,900	\$ 10,658,900	\$ 10,658,900	\$ 10,658,900
Block 100 - Rehabilitation of Existing Building				
Block 113 - Rehabilitation of Existing Building				
Acquisition, Demolition & Relocation	\$ 2,554,000	\$ -	\$ 2,554,000	\$ -
Construction	9,000,000	-	9,000,000	-
Subtotal Block 113	\$ 11,554,000	\$ -	\$ 11,554,000	\$ -
Streetscape/Public Improvements	\$ 1,800,600	\$ 1,800,600	\$ 1,800,600	\$ 1,800,600
Block 14 - Construction of Commercial Space				
Block 15A				
Acquisition, Demolition & Relocation	\$ 3,900,000	\$ 3,900,000	\$ 3,900,000	\$ 3,900,000
Construction	22,432,000	5,447,500	22,432,000	5,447,500
Civic Mall Area Improvements	500,000	500,000	500,000	500,000
Subtotal Block 15A	\$ 26,832,000	\$ 9,847,500	\$ 26,832,000	\$ 9,847,500
Block 15B - Construction of Commercial Space				
Block 16 - Construction of Commercial Space				
Block 17 - Construction of Commercial Space				
Block 31 - Construction of Commercial Space				
Block 32 - Construction of Commercial Space				
Block 33 - Construction of Commercial Space				
422 Admiral Project				
Approval Fees (\$.05 per square foot space @ 28,500)	\$ 1,425	\$ -	\$ 1,425	\$ -
TIF Commission Expense	\$ 1,425	\$ -	\$ 1,425	\$ -
Project Acquisition, Demolition & Remediation	\$ 509,000	\$ 200,000	\$ 509,000	\$ 200,000
Shell Renovation	1,167,962	383,373	1,167,962	383,373
Tenant Improvements	292,792	-	292,792	-
Construction Contingency	73,038	-	73,038	-
Design Contingency	76,690	-	76,690	-
Voice/Data/Systems for Building	13,750	-	13,750	-
Parking Lot Renovations	330,000	330,000	330,000	330,000
Developer Fee	-	-	-	-
Project Management	-	-	-	-
Market Analysis and Appraisal	-	-	-	-
Entitlement Procurement (TIF) including consultant	35,000	35,000	35,000	35,000
Code Consultation	11,560	-	11,560	-
Survey, Appraisal	9,870	-	9,870	-
Structural Engineer	14,500	14,500	14,500	14,500
Special Inspections	2,500	-	2,500	-
Loan Fees	4,500	-	4,500	-
Interest Cost (over 20 yr term of loan)	2,040,000	2,040,000	2,040,000	2,040,000
Legal Fees	8,000	-	8,000	-
Closing Fees	15,000	-	15,000	-
Architectural Fee	58,000	-	58,000	-
Environmental Report Phase 1, Phase 2	6,900	-	6,900	-
Misc. Soft Cost, Inspection Fees	8,000	-	8,000	-
422 Admiral - TOTAL PROJECT COSTS	\$ 4,678,487	\$ 3,002,873	\$ 4,678,487	\$ 3,002,873
Civic Mall TIF - Total Project Costs	\$ 206,650,987	\$ 72,836,873	\$ 202,004,987	\$ 71,682,373

Amendment No. 4

Exhibit 11: Land Acquisition and Disposition Map