COUNTRY CLUB PLAZA
TAX INCREMENT FINANCING PLAN

As proposed by
J.C. Nichols Company

Approved and Recommended by
the Tax Increment Financing Commission
of Kansas City, Missouri

CERTIFICATION:

We hereby certify that this is a true and correct copy of the Plan approved by the Tax Increment Financing Commission of Kansas City, MO on March 12, 1997.

Chairperson

Executive Director

Date

Date
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1. **DEFINITIONS**

As used in this Redevelopment Plan, the following terms shall mean:

"City," the City of Kansas City, Missouri.

"Commission," the Tax Increment Financing Commission of Kansas City, Missouri.

"Conservation area," any improved area within the boundaries of a redevelopment area located within the territorial limits of a municipality in which fifty percent or more of the structures in the area have an age of thirty-five years or more. Such an area is not yet a blighted area but is detrimental to the public health, safety, morals, or welfare and may become a blighted area because of any one or more of the following factors: Dilapidation; obsolescence; deterioration; illegal use of individual structures; presence of structures below minimum code standards; abandonment; excessive vacancies; overcrowding of structures and community facilities; lack of ventilation, light or sanitary facilities; inadequate utilities; excessive land coverage; deleterious land use or layout; depreciation of physical maintenance; and lack of community planning.

"Economic Activity Taxes," fifty percent (50%) of the total additional revenue from taxes which are imposed by the municipality or other taxing districts, which are generated by economic activities within the Redevelopment Project Area, while tax increment financing remains in effect, excluding licenses, fees or special assessments, other than payments in lieu of taxes, until the designation is terminated pursuant to subsection 2 of Section 99.650 of the Act.


"Obligations," bonds, loans, debentures, notes, special certificates, or other evidences of indebtedness issued by a municipality to carry out a redevelopment project or to fund outstanding obligations.

"Ordinance," an ordinance enacted by the governing body of a city, town, or village or a county or an order of the governing body of a county whose governing body is not authorized to enact ordinances.

"Payment in Lieu of Taxes," those estimated revenues from real property in the area selected for a redevelopment project, which revenues according to the redevelopment project or plan are to be used for a private use, which taxing districts would have received had a Municipality not adopted Tax Increment Allocation Financing, and which would result from levies made after the time of the adoption of Tax Increment Allocation Financing during the time the current equalized value of real property in the project area exceeds the total initial
equalized value of real property in such area until the designation is terminated pursuant to subsection 2 of Section 99.850. Payments in lieu of taxes which are due and owing shall constitute a lien against the real estate of the Redevelopment Project from which they are derived, the lien of which may be foreclosed in the same manner as a special assessment lien as provided in Section 88.861 R.S.Mo.

"Project Improvements," those development activities undertaken within the Redevelopment Area which are intended to accomplish the objectives of the Redevelopment Plan.

"Redevelopment Agreement," the agreement between the City of Kansas City, Missouri, the Tax Increment Financing Commission and J.C. Nichols Company for the implementation of the Redevelopment Plan.

"Redevelopment Area," an area designated by a municipality, in respect to which the municipality has made a finding that there exist conditions which cause the area to be classified as a Blighted Area, an Economic Development Area, a Conservation Area or a combination thereof.

"Redevelopment Plan," the comprehensive program of a municipality for redevelopment intended by the payment of redevelopment costs to reduce or eliminate those conditions, the existence of which qualified the Redevelopment Project Area as an Economic Development Area, Conservation Area or Blighted Area, or combination thereof, and to thereby enhance the tax bases of the taxing districts which extend into the Redevelopment Area.

"Redevelopment Project," any development project in furtherance of the objectives of the Redevelopment Plan.

"Redevelopment Project Area," the area selected for a specific redevelopment project.

"Redevelopment Project Costs" include the sum total of all reasonable or necessary costs incurred or estimated to be incurred, any such costs incidental to a Redevelopment Plan and a Redevelopment Project. Such costs include, but are not limited to the following:

1. Costs of studies, surveys, plans and specifications;

2. Professional service costs, including, but not limited to, architectural, engineering, legal, marketing, financial planning or special services;
3. Property assembly costs, including but not limited to, acquisition of land and other property, real or personal, or rights or interests therein, demolition of buildings, and the clearing and grading of land;

4. Costs of rehabilitation, reconstruction, repair or remodeling of existing buildings and fixtures;

5. Cost of construction of public works or improvements;

6. Financing costs, including, but not limited to all necessary and incidental expenses related to the issuance of Obligations, and which may include payment of interest on any Obligations issued hereunder accruing during the estimated period of construction of any Redevelopment Project for which such Obligations are issued and for not more than eighteen months thereafter, and including reasonable reserves related thereto;

7. All or a portion of a taxing district's capital cost resulting from the Redevelopment Project necessarily incurred or to be incurred in furtherance of the objectives of the Redevelopment Plan and Project, to the extent the municipality by written agreement accepts and approves such costs;

8. Relocation costs to the extent that a Municipality determines that relocation costs shall be paid or are required to be paid by federal or state law;

9. Payments in lieu of taxes.

"Tax Increment Financing," tax increment allocation financing as provided pursuant to Chapter 99.800, et seq. RSMo.

"Taxing Districts," any political subdivision of this state having the power to levy taxes.

"Taxing Districts' Capital Costs," those costs of Taxing Districts for capital improvements that are found by the municipal governing bodies to be necessary and to directly result from the Redevelopment Project.

"Vacant Land," any parcel or combination of parcels of real property not used for industrial, commercial, or residential buildings.

II. TAX INCREMENT FINANCING

This Plan is adopted pursuant to the Real Property Tax Increment Allocation Redevelopment Act, Missouri Revised Statutes, Section 99.800 through 99.865 (the
"Act"). The Act enables municipalities to finance Redevelopment Project Costs with the revenue generated from Payments in Lieu of Taxes and Economic Activity Taxes. This Plan shall be filed of record against all properties in approved Redevelopment Project Areas.

III. GENERAL DESCRIPTION OF PLAN AND PROJECTS

A. The Plan. The Country Club Plaza Tax Increment Financing Plan ("the Plan") proposes the comprehensive redevelopment of portions of the Country Club Plaza. The proposed redevelopment will include approximately 780,000 square feet of new construction on the Plaza, 180,000 square feet of rehabilitation to existing structures in the Plaza, and 350 residential apartments in the Plaza area. Additionally, 3,965 new parking spaces will be constructed. The proposed redevelopment will also include a $5,000,000 public amenities package, that will build upon the Plaza's regional patronage with a well thought out master plan of signage, graphics, lighting, auditory, water elements and directional enhancements. During 1996 the retail businesses, hotels, restaurants and offices on the Plaza generated over $19,000,000 in property, sales and other taxes. When all Project Improvements are completed, the Plaza will generate about $32,000,000 annually in such taxes, an increase of $13,000,000 per year. Of that amount about $5,000,000 will be dedicated to reimbursing project costs under the Plan.

B. Redevelopment Area. The Redevelopment Area generally includes irregularly shaped noncontiguous areas described as: being generally bound by Summit Street and Pennsylvania Avenue on the west, by 46th Street on the north, by Broadway and Wyandotte Streets on the east, and by 48th Street, Nichols Road and Ward Parkway on the south; an area generally bound by Wornall Road on the west, by 46th Street on the north, by J.C. Nichols Parkway on the east, and by 46th Street Terrace on the south; and by Wornall Road on the west, 49th Street on the north, Main Street on the east, and by 50th Street on the south (the "Redevelopment Area") in Kansas City, Jackson County, Missouri (the "City") as described in Exhibit 1A.

C. Project Improvements. The Project Improvements will consist of construction of approximately 780,000 square feet of commercial space; rehabilitation of 180,000 square feet of commercial structures; rehabilitation and reuse of 350 residential apartments as hotel space; construction of 3,965 new parking spaces; implementation of a public amenities package including signage, graphics, lighting, auditory, water elements and directional enhancements; together with all necessary utilities and street improvements which will be constructed as shown on the site plan attached as Exhibit 2.

D. Redevelopment Projects. The Project Improvements and other redevelopment activities will be undertaken in a series of nine redevelopment projects (the "Redevelopment Projects"), each of which will be separately approved by ordinance in conformance with the Act. The Redevelopment Project Areas are described in
Exhibit 1B. Construction and employment information for each Redevelopment Project is set forth in Exhibit 4.

E. Estimated Date of Completion. As set forth in the Redevelopment Schedule attached as Exhibit 5, construction of all the Project Improvements are expected to be completed by 2006. The completion of all redevelopment projects and retirement of Obligations incurred to finance redevelopment costs will occur no later than twenty-three (23) years from the adoption of the ordinance approving the Redevelopment Project, provided that no ordinance approving a Redevelopment Project shall be adopted later than ten (10) years from the adoption of the ordinance approving this Redevelopment Plan.

F. Redevelopment Plan Objectives. The general objectives of the Redevelopment Plan are:

1. To eliminate adverse conditions which are detrimental to public health, safety, morals, or welfare in the Redevelopment Area and to eliminate and prevent the recurrence thereof;

2. To enhance the tax base of the City and the other Taxing Districts by developing the Redevelopment Area to its highest and best use, encouraging private investment in the surrounding area increasing employment opportunities and to discourage commerce, industry and manufacturing from moving their operations to another state;

3. To increase employment and housing opportunities in the City; and

4. To stimulate development which would not occur without Tax Increment Financing assistance.

Specific objectives of this Redevelopment Plan are set forth in Exhibit 3.

IV. FINANCING

A. Estimated Redevelopment Project Costs. Redevelopment Project Costs, excluding interest, are estimated to be approximately $240,427,597. No more than $53,700,000 of which, plus interest accruing thereon, will qualify as Reimbursable Project Costs. These amounts are set out in detail in Exhibit No. 6. Any change in Reimbursable Project Costs as set forth in Exhibit 6 will be subject to further Commission approval.

The Commission has determined that certain planning and special services expenses of the Commission which are not direct project costs are nonetheless reasonable and necessary for the operation of the Commission and are incidental costs to the project. These incidental costs will be recovered by the Commission
from the Special Allocation Fund in an amount not to exceed five percent (5%) of the Payments in Lieu of Taxes and Economic Activity Taxes paid annually into the fund.

B. Anticipated Sources of Funds. J.C. Nichols Company will construct all Project Improvements and will seek reimbursement of eligible Redevelopment Project Costs from the Special Allocation Fund as Payments in Lieu of Taxes and Economic Activity Taxes become available as set forth in Exhibit 7.

C. Payments in Lieu of Taxes. Calculations of expected proceeds of Payments in Lieu of Taxes are based on current real property assessment formulas and current property tax rates, both of which are subject to change due to many factors, including statewide reassessment, the effects of real property classification for real property tax purposes, and the rollback in tax levies resulting from reassessment or classification. Furthermore, it is assumed that assessed valuation will increase at a rate of 2% every other year, with no levy increases. The total Payments in Lieu of Taxes generated by the development over the duration of the Plan is approximately $104,225,974, as shown in detail on Exhibit 8.

The amount of Payments in Lieu of Taxes, if any, in excess of the funds deemed necessary by the Commission for implementation of this Plan, may be declared as surplus by the Commission. The declared surplus will be available for distribution to the various Taxing Districts in the Redevelopment Area in the manner provided by the Act.

D. Economic Activity Taxes. The estimated Economic Activity Taxes over the duration of the Plan are approximately $49,223,212, as shown on Exhibit 8. Fifty percent of these funds, an amount equal to approximately $24,611,606, will be made available upon annual appropriation to pay eligible Redevelopment Project Costs.

Anticipated Economic Activity Taxes will include 50% of the projected net earnings taxes paid by businesses and employees, 50% of the net corporate profits taxes, 50% of the food & beverage taxes and 50% of the utility taxes, as well as 50% of the City and County net new sales tax. It is assumed that net earnings and sales tax revenues will increase due to inflation at a rate of 1% a year in addition to the assumed increase due to job creation and business expansion.

The amount of Economic Activity Taxes in excess of the funds deemed necessary by the Commission for implementation of this Plan may be declared as surplus by the Commission. The declared surplus will be available for distribution to the various taxing districts in the Redevelopment Area in the manner provided by the Act.

It is necessary that all affected businesses and property owners be identified and the Commission be provided with documentation regarding payment of
Economic Activity Taxes by J.C. Nichols, its contractors, tenants and assigns. The Commission shall make this information available to the City. It shall be the obligation and intent of the City to determine the Economic Activity Taxes and to appropriate such funds into the Special Allocation Fund, no less frequently than yearly and no more frequently than quarterly, in accordance with the Act.

E. Anticipated Type and Terms of Obligations. In the event Obligations are issued, they must have a first call on the Payments in Lieu of Taxes and Economic Activity Taxes revenue stream. Additionally, it is estimated that available project revenues must equal 125% - 175% of the annual debt service payments required for the retirement of the Obligations. Revenues received in excess of 100% of funds necessary for the payment of principal and interest on the Obligations may be used for reserves, sinking funds, reimbursable project costs to call Obligations in advance of their maturities or declared surplus. Obligations may be sold in one or more series in order to implement this Plan. All Obligations shall be retired no later than 23 years after the adoption of the ordinance adopting tax increment financing for the redevelopment project, or projects which support such Obligations, the costs of which are to be paid from the proceeds thereof. No redevelopment project may be approved by ordinance adopted more than ten years from the adoption of the ordinance approving the redevelopment plan under which the project is authorized. The latest date of retirement of the Obligations will be 2030.

F. Evidence of Commitments to Finance. The proposal submitted by J.C. Nichols to implement this Plan includes its unequivocal commitment to finance the Redevelopment Project Costs necessary to complete the Improvements. See Section 5, of J.C. Nichol’s proposal included in Exhibit 11.

V. MOST RECENT EQUALIZED ASSESSED VALUATION

The total initial equalized assessed valuation of the Redevelopment Area according to records at the Jackson County Assessor’s Office is $5,311,160 on land and $3,680,390 on improvements. The current combined ad valorem property tax levy is projected to be $10.00 (including 1989 M & M replacement taxes) per $100 assessed valuation on land and $9.25 (including 1989 M & M replacement taxes) per $100 assessed valuation on improvements. The annual ad valorem tax revenue from the Redevelopment Area was $851,321 in 1996.

The Total Initial Equalized Assessed Valuation of an area selected for a redevelopment project will be determined when the individual Redevelopment Project is approved by ordinance. The municipality or the Commission may then issue tax increment bonds to finance redevelopment within the Redevelopment Project. Payments in Lieu of Taxes measured by subsequent increases in property tax revenue which would have resulted from increased valuation had Tax Increment Financing not been adopted, will be segregated from taxes resulting from the Total Initial Equalized Assessed Valuation as defined herein, and deposited in a special allocation fund.
VI. **ESTIMATED EQUALIZED ASSESSED VALUATION AFTER REDEVELOPMENT**

When the Project improvements have been completed, the total assessed valuation of the areas selected for Redevelopment Projects will be reassessed. The resulting increase in assessed valuation and the resulting Payments in Lieu of Taxes are shown on Exhibit 8. When complete and the Redevelopment Plan is terminated, the Redevelopment Area will annually initially yield the estimated real property taxes annually in the amounts shown on Exhibit 8.

VII. **GENERAL LAND USE**

The Site Plan, Exhibit 2, attached hereto and made part of this Redevelopment Plan, designates the intended predominant land use categories for which tracts in the area will be sold, leased, or otherwise conveyed. The individual Redevelopment Projects shall be subject to the applicable provisions of the City's Zoning Ordinance as well as other codes and ordinances as may be amended from time to time.

VIII. **CONFORMANCE TO THE COMPREHENSIVE PLAN**

The Plan is consistent and conforms with the City's Comprehensive Plan. The uses proposed for the Redevelopment Area are consistent with the Plaza Urban Design and Development Plan approved by City Council Resolution Number 63190 on June 1, 1989. In addition, the Board of Trade Project described in the Plan is consistent with the Board of Trade 353 Redevelopment project approved in 1981 and the Board of Trade Urban Renewal Plan originally approved in 1980.

IX. **EXISTING CONDITIONS IN THE REDEVELOPMENT AREA**

The Redevelopment Area generally consists of antiquated structures and surface parking lots. Most of the buildings within the Redevelopment Area are obsolete and outdated and are unable to function under current market demands and requirements. Eighty-four percent (84%) of the structures in the Redevelopment Area are older than 35 years of age. The physical conditions within the Redevelopment Area preclude any further private development. Such an area is not yet a blighted area but is detrimental to the public health, safety, morals, or welfare and may become a blighted area because of the conditions cited in the Conservation Study contained in Exhibit 12 of this Plan.

That portion of the Redevelopment Area generally bound by 49th, Main, 50th and Wyandotte Streets has previously been declared blighted pursuant to the Board of Trade 353 Redevelopment Project approval and that portion of the Redevelopment
Area generally bound by 49th, Baltimore, 50th and Wornall Streets has been previously declared blighted pursuant to the Kirkwood Circle 353 Redevelopment project approval. Since these determinations, the areas have continued to deteriorate. Attached as Exhibit 12 is a study setting forth the existing conditions in the Redevelopment Area.

X. "BUT FOR TIF"

As set forth in Exhibit 11, returns necessary to attract private investment depend to some extent on the nature of the specific investment. These include as it relates to real estate, the property sector or land use in question, the life cycle of the property, local market conditions, the overall risk associated with the property, inflation expectations, and other factors. Under current conditions in real estate capital markets, returns on real estate equities range from 8 to 12 percent for well-leased operating properties. In certain property types, such as hotels, investors will seek higher cash-on-cash returns of 13 to 14 percent. Threshold returns for development projects, because of the risk inherent in project development and leasing, will be even higher, typically on the order of 20 percent or more. Because of the Plaza's strong historical market position and operating history, an appropriate risk-adjusted return for the proposed projects, when considered in aggregate, would be between 15 and 20 percent.

As set forth on Table 1 of Exhibit 9, without the recapture of the tax increment revenues, the proposed Projects do not meet this rate of return standard. The estimated cash on cash return on equity over a ten year period after the Project Improvements are all completed is less than 1% annually, well short of the return required to attract capital. Where these returns are adjusted for the effects the completed projects on other Nichols owned property, the returns range from 3.3% to 5.5% annually. These returns are not sufficient to attract private investment capital.

However, as set forth also in Table 2 of Exhibit 9, with the TIF revenues requested, the estimated returns are in a range between 11.84% and 14.18%. When coupled with the salutary effect on other Nichols owned property in the Plaza area by the completion of the Project Improvements, the estimated returns to the Nichols Company are between 15.4% and 18.3% annually, sufficient for it to undertake the Project Improvements.

Substantial public participation in the financing of each of the projects is provided for herein to assist in the successful development of the sites. The level of such assistance is necessarily based upon estimates and pro forma projections which may or may not prove to be correct. Therefore, in order to ensure that the public assistance being provided does not subsidize an unreasonable level of earnings, any agreement for the implementation of the Plan shall provide in substance the following:

A reasonable level of earnings for the Projects is a cumulative annual rate of return on equity of 17.5%, calculated as set forth on Exhibit 9. Therefore, if at the end
of any three-year period, the total cash flow exceeds the cash flow necessary to
 generate said cumulative 17.5% annual return on equity for the current and all previous
calendar years, 23% (the ratio of public financing to total) of such excess shall be
contributed to the Commission for use as authorized by the Act.

In the event any Project Improvements are sold pursuant to a good faith, arms-
length transaction and the net proceeds of such sale (after retirement of all debt)
exceed that amount required to pay Redeveloper its equity investment in such Project
Improvements, plus such amount of cash as is required (if any), so that the total cash
flow during the period of operation is such that the cumulative annual return on equity
equals 17.5%, then 23% of any such excess shall be contributed to the Commission for
use as authorized by the Act.

After the sale, as described herein, of any Project Improvement to a third party in
a good faith, arms-length transaction, the provisions of this Section shall no longer be
applicable to such Project Improvements.

In the event of a refinancing by Redeveloper of any of the Projects, Commission
shall share in the distribution of the "Refinancing Proceeds" as follows:

**Step 1** The Refinancing Proceeds shall first be used to retire the existing debt
and to pay or reimburse Redeveloper for the reasonable and customary costs,
fees and expenses incurred by Redeveloper in achieving the refinancing;

**Step 2** Any balance of the Refinancing Proceeds after Step 1 shall be used to
make up any then existing deficit in Redeveloper achieving a cumulative annual
rate of return on equity from the Project(s) of at least 17.5% through the
refinancing date;

**Step 3** Any balance of the Refinancing Proceeds after Step 2 shall be used to
return to Redeveloper its cash equity investment in the project(s) as of the date
of refinancing; and

**Step 4** 23% of any balance of the Refinancing Proceeds after Step 3 shall be
contributed to the Commission for use as authorized by the Act.

If, as a result of a refinancing, Redeveloper has fully recovered 100% of its cash
equity investment in a project as computed in Step 3, thereafter, on annual basis, 23%
of all cash flow as calculated on Exhibit 9 and 23% of any net sale proceeds or
additional Refinancing Proceeds balance available after Step 1 shall be contributed to
the Commission for use as authorized the Act. If, as a result of a refinancing or
refinancings, Redeveloper has recovered part but not 100% of its cash equity
investment in a project as computed in Step 3, thereafter, for purposes of computing
Commission's potential share in annual cash flow or any sale proceeds or Refinancing
Proceeds, the amount of Redeveloper's cash equity investment in a project shall be
reduced by the amount of such investment that has been returned to Redeveloper under Step 3.

XI. ACQUISITION AND DISPOSITION

In order to achieve the redevelopment objectives of this Plan, property may be acquired by purchase, donation, lease or eminent domain in the manner provided for by corporations in Chapter 523, R.S.Mo, by the Commission. The property acquired by the Commission may be cleared, and either (1) sold or leased for private redevelopment or (2) sold, leased, or dedicated for construction of public improvements or facilities. The Commission may determine that to meet the redevelopment objectives of the Redevelopment Plan, other properties listed on said map and not scheduled for acquisition should be acquired or certain property currently listed for acquisition should not be acquired. No property for a redevelopment project shall be acquired by eminent domain later than five (5) years from adoption of the ordinance approving the project.

Individual structures may be exempted from acquisition if they are located so as not to interfere with the implementation of the objectives of the Redevelopment Plan or the projects implemented pursuant to the Redevelopment Plan and their owner(s) agree to rehabilitate or redevelop their property, if necessary, in accordance with the objectives of the Redevelopment Plan.

Clearance and demolition activities will, to the greatest extent possible, be timed to coincide with redevelopment activities so that tracts of land do not remain vacant for extended periods of time and so that the adverse effects of clearance activities may be minimized.

The Commission may devote property which it has acquired to temporary uses prior to such time as property is needed for redevelopment. Such uses may include, but are not limited to, project office facilities, parking or other uses the Commission may deem appropriate.

Land assemblage shall be conducted for (1) sale, lease or conveyance to private developers or (2) sale, lease, conveyance or dedication for the construction of public improvements or facilities. The terms of conveyance shall be incorporated in appropriate disposition agreements which may contain more specific planning and design controls than those stated in this Plan.

XII. RELOCATION ASSISTANCE PLAN

In order to achieve the redevelopment objectives of this Redevelopment Plan, it may be necessary to demolish existing structures within the project boundaries. Relocation assistance will be available to all eligible displaced occupants of businesses and residences in conformance with the Commission's Relocation Assistance Plan as
contained in Exhibit 13 or as may be required by other state or federal laws. Such relocation will be at the expense of J.C. Nichols Company. (See Section XVI.)

XIII. ENTERPRISE ZONE

In the event mandatory abatement is sought or received pursuant to Section 135.215, R.S.Mo., as amended, such abatement shall not serve to reduce payments in lieu of taxes that would otherwise have been available pursuant to Section 99.845, R.S.Mo. without Commission approval. Said designation shall not relieve the assessor or other responsible official from ascertaining the amount of equalized assessed valuation of all taxable property annually as required by Section 99.855, R.S.Mo.

XIV. PROVISION OF PUBLIC FACILITIES

Adequate public facilities and utilities will be assured to service each of the Redevelopment Project Areas.

XV. REDEVELOPER'S PROPOSAL

The Commission made a public request for proposals to which J.C. Nichols Company responded. A summary of the J.C. Nichols Company's Proposal, including evidence of commitments for financing, is attached hereto as Exhibit 11. Specific components of J.C. Nichols Company's Proposal have been integrated into and have become a part of the Plan. The accuracy of the information contained in the proposal and the reasonableness of the assumptions have been certified to by the J.C. Nichols Company.

XVI. REDEVELOPMENT AGREEMENT

Upon approval of this Plan, the Tax Increment Financing Commission and J.C. Nichols Company will enter into a Redevelopment Agreement which will include, among other things, provisions relative to the following matters:

1. implementation of the Plan;
2. reporting of Economic Activity Taxes;
3. the Commission's Affirmative Action Policy;
4. a design guideline review and approval process;
5. the Commission's Relocation Plan;
6. public participation in excess revenues;
7. determination of interest to be included as Redevelopment Project Costs;

8. establishment and operation of an Amenity Advisory Committee and an approved process for amenity expenditures;

9. performance review at five-year intervals.
EXHIBIT 1

LEGAL DESCRIPTIONS

A. REDEVELOPMENT AREA
All that part of the Northeast Quarter of the Southeast Quarter of Section 30, Township 49, Range 33, including part of Lots 1 and 16, PENN PARK, a subdivision, including part of the vacated alley, lying between said Lots 1 and 16 and including part of vacated Pennsylvania Avenue, all in Kansas City, Jackson County, Missouri, according to the recorded plat thereof, and all being more particularly described as follows: Commencing at the intersection of the South right-of-way line of 47th Street (as established by Ordinance No. 47976, approved August 8, 1924) with the West right-of-way line of Pennsylvania Avenue as established by deed recorded under Document No. A-440481, in Book B-2979 at Page 410 and accepted by Kansas City by Ordinance recorded under Document No. A-449482 in Book B-2979 at Page 411; run thence South along the West right-of-way of said Pennsylvania Avenue, 150 feet; run thence West at right angles to said West right-of-way line, 14 feet, more or less to the existing West right-of-way line of said Pennsylvania Avenue, as widened by deed recorded under Document No. A-644303 in Book B-3413, at Page 361 and accepted by Kansas City by Ordinance recorded under Document No. A-638263, in Book B-3406 at Page 386, being the True Point of Beginning of the tract herein described; thence continuing West and along the South line of a tract herein described; thence continuing West and along the South line of a tract of land conveyed to Skelly Oil Company by Document No. A-708238 recorded in Book B3549 at Page 313, a distance of 248.36 feet, more or less to the East right-of-way line of Jefferson Street, as now established; thence South along said East right-of-way line, 146.39 feet to the North right-of-way line of Nichols Road (formerly Alameda-Road) as widened by deed recorded under Document No. A-644303 in Book B-3413 at Page 361 and accepted by Kansas City by Ordinance recorded as Document No. A-638263 in Book B-3406 at Page 386; thence East along said North right-of-way line, 247.80 feet to the existing West right-of-way line of said Pennsylvania Avenue; thence North along said existing West right-of-way line, 146.02 feet to the Point of Beginning.

Also described as follows:
Beginning at the point of intersection of the West right-of-way line of Pennsylvania Avenue with the North right-of-way line of Nichols Road, as said avenue and road are now both established; thence West along said North right-of-way line, a distance of 247.73 feet, more or less to a point of intersection with the East right-of-way line of Jefferson Street, as now established; thence North along said East right-of-way line, a distance of 145.60 feet, more or less; thence East 248.36 feet, more or less to a point on the West right-of-way line of said Pennsylvania Avenue 145.29 feet, more or less North of the Point of Beginning; thence South along said West right-of-way line 145.29 feet to the Point of Beginning.
SEVILLE PARKING GARAGE

Part of the Northeast 1/4 of the Southeast 1/4 of Section 30, Township 49, Range 33, including part of Lots 13, 14, 15, 16 and 20 and all of Lots 21 thru 28, both inclusive, PENN PARK, a subdivision of land, and including part of vacated Jefferson Street, all in Kansas City, Jackson County, Missouri, according to the recorded plat thereof, and all being more particularly described as follows: Beginning at a point in the West line of said Lot 20, being a point in the East line of an alley in said PENN PARK and 120 feet South of the South line of 47th Street, as now established; thence Easterly and parallel with the South line of said 47th Street; 221.64 feet to a point in the West line of Jefferson Street, as now established; thence South along the West line of said Jefferson Street, 336.69 feet to a point in the Easterly prolongation of the North line of Lot 2, of said PENN PARK; thence West along the North line of said Lot 29 and its Easterly prolongation a distance of 167.53 feet to the Northwest corner of said Lot 29, said point being in the East line of the aforesaid alley, thence North along the East line of said alley 320.17 feet to the Point of Beginning, together with the East 1/2 of the vacated alley West of and adjacent to Lots 21 thru 28, both inclusive, PENN PARK. Also, all of Lot 35 thru 44, both inclusive, and Lot 45, except that part of said Lot 45 now in 47th Street, PENN PARK, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof, together with the West 1/2 of the vacated alley lying East of and adjacent to Lots 35 thru 42, both inclusive, PENN PARK.

Also including the overhead pedestrian bridge located between the Seville Building and the parking garage lying West of the West line of the above described parcel of land.

Less and except the following businesses:
Federal Express Corporation - 4710 Jefferson Street
Boatmen's First National Bank - 4720 Jefferson Street
Jules Seafood Restaurant - 4740 Jefferson Street

Also described as follows:
Beginning at the Southwest corner of Lot 35, PENN PARK, a subdivision, according to the recorded plat thereof, being also a point on the East right-of-way line of Summit Street, as now established; thence North along the West line of Lots 35 through 45 of said PENN PARK and along said East right-of-way line of said Summit Street, a distance of 433.69 feet, more or less to a point on the South right-of-way line of 47th Street, as now established; thence Northeasterly along said South right-of-way line, a distance of 135.16 feet to the Northeast corner of said Lot 45; thence South along the East line of said Lots 45, 44 and 43, 119.99 feet, more or less to a point; thence East, 15 feet to a point on the West line of Lot 21 of said PENN PARK, being also the East line of an alley; thence North along said East line and the West line of Lots 21 and 20 of said PENN PARK, 0.71 feet; thence Northeasterly, 221.52 feet, more or less to a point on the West right-of-way line of Jefferson Street, as now established, said point being 120 feet Southerly of the point of intersection of the South right-of-way line of said 47th Street with the West right-of-way line of said Jefferson Street; thence Southerly and Southwesterly along said West right-of-way line, 335.67 feet, more or less to
the Northeast corner of VANITY FAIR, a condominium subdivision in said City, County and State, according to the recorded plat thereof, thence West along the North line of said VANITY FAIR and along the North line of Lot 29 and its Westerly prolongation and along the North line of Lot 34 of said PENN PARK, a distance of 317.59 feet, more or less to the Point of Beginning.
All that part of the Southeast 1/4 of Section 30, Township 49, Range 33, in Kansas City, Jackson County, Missouri, which lies West of Broadway Street, East of Pennsylvania Avenue, South of 47th Street, and North of Nichols Road. Except that part thereof described as follows:

Beginning at the intersection of the West line of Broadway with the South line of 47th Street, as said streets are now established; thence South along said West line, 296.36 feet (296 feet, deed) to its intersection with the North line of Nichols Road, as now established; thence West along said North line, 462.21 feet (462 feet, deed) to its intersection with the West line of the East 6 feet of Pennsylvania Avenue, vacated by Ordinance No. 21101, passed January 14, 1957; thence North along said West line, 140.27 feet; thence East, deflecting 89 degrees 53 minutes 16 seconds to the right from the last described course, a distance of 207.88 feet; thence North, deflecting 89 degrees 54 minutes 30 seconds to the left from the last described course, 9.25 feet; thence East at right angles from the last described course, 90.16 feet; thence North at right angles from the last described course, 90.16 feet; thence North at right angles from the last described course, 1.90 feet; thence East at right angles from the last described course, 78.26 feet to a point on a line drawn 85.97 feet West of and parallel with said West line of Broadway; thence North along said parallel line, 144.55 feet to a point on the South line of said 47th Street; thence East along said South line, 85.97 feet to the Point of Beginning of said exception.

Also described as follows:

Beginning at the point of intersection of the West right-of-way line of Broadway with the South right-of-way line of 47th Street, as both streets are now established; thence South along said West right-of-way line, 296.36 feet to a point of intersection with the North right-of-way line of Nichols Road, as now established; thence West along said North right-of-way line, 462.21 feet to a point of intersection with the East right-of-way line of Pennsylvania Avenue, as now established; thence North along said East right-of-way line, 302.07 feet to a point of intersection with the South right-of-way line of said 47th Street; thence East along said South right-of-way line, 376.34 feet to a jog therein; thence South along said jog, 6 feet; thence East along said South right-of-way line, 85.97 feet to the Point of Beginning.

Also, including are rights for an overhead pedestrian bridge over Pennsylvania Avenue between the existing Seville and SAKS buildings.

Less and except the following businesses:

Brooks Brothers 424 Nichols Road
Polo/Ralph Lauren (KC Polo Partners, Inc.) 408-410 Nichols Road
Country Club Bank 414 Nichols Road
Panache Chocolatier, Inc. 418 Nichols Road
Heilberg Diamonds 400 Nichols Road
Ann Taylor, Inc. 4728 Broadway
Enzo Angiolini (Nine West Group, Inc.) 4720 Broadway
Elisabeth (LCI Holdings, Inc.) 4712 Broadway
The Nature Company 4710 Broadway
Overland Outfitters, Inc. 4704 Broadway
Bruce Smith Drugs, Inc. 4700-4702 Broadway
The West 10 feet of Lot 92, except the North 10 feet thereof and the West 10 feet of Lot 93, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lot 93, except the West 10 feet thereof, measured at right angles to the West line of said Lot, and the West 39 feet of Lot 94, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

The East 11 feet of Lot 94, all of Lot 95, and the West 12, feet of Lot 96, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

The East 38 feet of Lot 96, and the West 35 feet of Lot 97, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lot 99, except the East 5 feet thereof, all of Lot 98, and the East 15 feet of Lot 97, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

The East 5 feet of Lot 99, and all of Lot 100, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lots 102 and 103, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lots 104 and 105, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lot 106 and the East 1.5 feet of Lot 107, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lot 107, except the West 10 feet and the East 1-1/2 feet thereof, and the North 5 feet of the East 59.28 feet of the West 69.28 feet of Lot 108, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lot 108, except the West 10 feet thereof, measured at right angles to the West line thereof, and except the North 5 feet of the East 59.28 feet, of the West 69.28 feet, of said Lot, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lot 109, except the West 10 feet in Pennsylvania Avenue; and Lots 110, 111, 112 and 113, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

The South 66-2/3 feet of the North 250 feet of Lot 24, except the East 30 feet in Broadway, HOME PLACE, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Also described as follows:

Beginning at the Southeast corner of Lot 113 of LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof, being also a point on the North right-of-way line of 47th Street, as now established; thence West along the South line of Lots 113
through 109, inclusive and along said North right-of-way line, a distance of 338.75 feet, more or less to a point of intersection with the East right-of-way line of Pennsylvania Avenue, as now established; thence North along said East right-of-way line, a distance of 339.89 feet, more or less to a point on the North right-of-way line of 46th Terrace, as now established, being also a point on the South line of Lot 93 of said LA SOLANA; thence West along said South line and along said North right-of-way line, 10 feet, more or less to the Southwest corner of said Lot 93; thence North along the West line of said Lot 93 and along the East right-of-way line of said Pennsylvania Avenue, a distance of 121.22 feet, more or less to a point on the South line of said Lot 92; thence East along the South line of Lots 92 through 85, inclusive, a distance of 409.08 feet, more or less to the Southeast corner of said Lot 85, being also the Northeast corner of Lot 100 of said LA SOLANA; thence South along the East line of said Lot 100 and along the West line of Lot 24 of HOME PLACE, a subdivision, according to the recorded plat thereof, a distance of 63.55 feet, more or less to the Northwest corner of the South 66-2/3 feet of said Lot 24; thence East along the North line of said South 66-2/3 feet, a distance of 89.21 feet, more or less to a point on the East line of said Lot 24, being also a point on the West right-of-way line of Broadway, as now established; thence South along said East line and said West right-of-way line, a distance of 66.67 feet, more or less to the Southeast corner of said Lot 24; thence West along the South line of said Lot 24 and along the South line of Lots 100 and 99 and along the North right-of-way line of said 46th Terrace, a distance of 150 feet, more or less to a point of intersection with the Northerly prolongation of the West line of TOWNSEND PLACE CONDOMINIUM, a condominium subdivision, according to the recorded plat thereof; thence South along said Northerly prolongation, 50 feet to a point on the South right-of-way line of said 46th Terrace, being also the Northwest corner of said TOWNSEND PLACE CONDOMINIUM; thence South along the West line of said TOWNSEND PLACE CONDOMINIUM and along the East line of Lots 102 and 113 of said LA SOLANA, a distance of 282.62 feet, more or less to the Southeast corner of said Lot 113; thence West along the South line of Lots 113 to the Point of Beginning.
Date: March 6, 1997  
City: Kansas City  
County: Jackson  
Section: (29-49-33) 10  
General Area: SE Corner of Broadway & 47th St.  
Specific Purpose: Revised Central Parking Garage Expansion – Country Club Plaza TIF Plan

All that part of Lots 38 thru 44 and that part of Lots 57 thru 64, COUNTRY CLUB PLAZA, a subdivision of land, and parts of vacated streets adjoining, being all that part of the Northwest Quarter of the Southwest Quarter of Section 29, Township 49, Range 33, Kansas City, Jackson County, Missouri, bounded by the West right-of-way line of Central Street, as now established, on the East; by the North right-of-way line of Nichols Road, as now established, on the South; by the East right-of-way line of Wornall Road, as now established, on the West; and by the South right-of-way line of 47th Street, as now established, on the North,

Less and except the following businesses:

Classic Cup Sidewalk Cafe 301 W. 47th Street  
Sharper Image, Inc. 333 W. 47th Street  
KCET Store of Knowledge 4705 Broadway  
The Great Train Store 4725 Broadway  
Russell Stovers (vacant) 320 Broadway  
Plaza Shoe Shine 306 Nichols Road  
Emile’s Deli & Restaurant 302-310 Nichols Road  
The Pen Place 4706 Central Street

Also described as follows:

Beginning at the point of intersection of the East right-of-way line of Broadway with the Northwesternly right-of-way line of Nichols Road, as both roads are now established; thence North along said East right-of-way line, 267.23 feet; thence Northerly, Northeasterly and Easterly along a curve to the right and along said East right-of-way line; tangent to the last described course, having a radius of 30 feet and a central angle of 90°00'46", an arc distance of 47.13 feet to a point on the South right-of-way line of 47th Street, as now established; thence East along said South right-of-way line, a distance of 185.43 feet to a point of intersection with the Southwesterly right-of-way line of Central Street, as now established; thence Southeasterly along said Southwesterly right-of-way line, a distance of 187.62 feet; thence Southeasterly, Southerly and Southwesterly along a curve to the right, tangent to the last described course and along said Southwesterly right-of-way line, having a radius of 44 feet and a central angle of 89°59'36", an arc distance of 69.11 feet to a point on the Northwesternly right-of-way line of said Nichols Road; thence Southwesterly along said Northwesternly right-of-way line of, a distance of 240.74 feet to the Point of Beginning.

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COUNTRY CLUB PLAZA TAX INCREMENT FINANCING PLAN

Halls Block (Building & Parking) Project

Lot 79, COUNTRY CLUB PLAZA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Less and except the following businesses:

Country Club Bank's Walk-Up Facility- 4770 Wyandotte Street
Mail Boxes, Etc. (One Stop Business Cor.) 4741 Central Street
Omni Photo, Inc. 4777 Central Street
COUNTRY CLUB PLAZA TAX INCREMENT FINANCING PLAN

Park Lane Project

Lots 1 to 8, inclusive, REES TURPIN'S ADDITION, a subdivision in Kansas City, Jackson County, Missouri according to the recorded plat thereof.

Also, a tract of land being part of the Southwest Quarter of the Northwest Quarter of Section 29, Township 49, Range 33, including in that part of the North Half of vacated 46th Street, lying adjacent thereto in Kansas City, Jackson County, Missouri, being more particularly described as follows:

Beginning at the most East, Southeast corner of PARKWAY TOWERS CONDOMINIUM SUBDIVISION, a condominium subdivision in said City, County and State, according to the recorded plat thereof, being also a point on the Westerly right-of-way line of J.C. Nichols Parkway, as now established; thence Southeasterly along said Westerly right-of-way line, a distance of 122 feet, more or less to a point on the South line of the North Half of said vacated 46th Street Way; thence West along said South line, 106.5 feet, more or less; thence North along a straight line, perpendicular to the last described course, a distance of 10 feet to the South, Southeast corner of said PARKWAY TOWERS CONDOMINIUM SUBDIVISION; thence continuing North along the East line of said PARKWAY TOWERS CONDOMINIUM SUBDIVISION, a distance of 107 feet; thence East along a jog in the East line of said PARKWAY TOWERS CONDOMINIUM SUBDIVISION, a distance of 74.69 feet to the Point of Beginning.
Date: March 6, 1997
City: Kansas City
County: Jackson
Section: (29-49-33) 11
General Area: NE Corner of 50th St. & Wornall Road
Specific Purpose: Kirkwood Circle

All of Block E, except Lots 1, 2, 3, 4 and 5, all of Block F and all of Lots 1 through 12, Block G, BISMARCK PLACE, a subdivision, according to the recorded plat thereof, together with portions of 49th Street, 50th Street, Wornall Road, Central Street, Wyandotte Street as said streets and road are now established and other lands, all in the West Half of the Southwest Quarter of Section 29, Township 49, Range 33, in Kansas City, Jackson County, Missouri, being more particularly described as follows:

Beginning at the Southwest corner of Lot 5, Block E of said BISMARCK PLACE, being also a point on the East right-of-way line of Wornall Road, as now established; thence North 87°25'22" West, 30.00 feet to a point on the West line of Southwest Quarter of said Southwest Quarter; thence South 2°34'38" West along said West line, a distance of 373.72 feet to a point of intersection with the centerline of said 50th Street; thence South 87°04'13" East along said centerline, 661.04 feet to a jog in said centerline and a point on the centerline of said Wyandotte Street produced South; thence South 2°36'20" West along said centerline and along said jog, 21.43 feet (22.00 feet, plat); thence South 87°07'13" East along the centerline of said 50th Street, 165.92 feet to a point of intersection with the prolongation South of the East line of Lots 1 through 12 in said Block G; thence North 2°32'41" East along said prolongation and along the East line of said Lot 12, a distance of 30.00 feet to a point which is 5.00 feet North of the Southeast corner thereof, said point being also on the West line of Block 2, BOARD OF TRADE CENTER, a subdivision in said City, County and State, according to the recorded plat thereof, being also a point which is 0.12 feet North of the Southwest corner thereof; thence continuing North 2°32'41" East along said West line and along the East line of Lots 12 through 1 in said Block G, a distance of 543.02 feet, to a point which is 22.00 feet South of the North line of said Southwest Quarter, Quarter Section, being also the Northwest corner of said Block 2, BOARD OF TRADE; thence continuing North 2°32'41" East, 40.50 feet to a point on the centerline of 49th Street, as now established; thence the following courses and distances along said centerline; thence North 87°17'55" West, 133.65 feet; thence Northerly along a curve to the right, tangent to the last described course, having a radius of 649.90 feet and a central angle of 8°09'13", an arc distance of 92.49 feet; thence North 79°08'42" West, 182.99 feet; thence Westerly and Southwesterly along a curve to the left, tangent to the last described course, having a radius of 159.92 feet and a central angle of 22°14'49", an arc distance of 62.09 feet; thence South 78°36'29" West, tangent to the last described curve, 146.97 feet; thence Southwesterly along a curve to the right, tangent to the last described course, having a radius of 400 feet and a central angle of 7°77'40", an arc distance of 50.93 feet to a point of intersection with the Northerly prolongation of the East line of Lots 1-5, inclusive of said Block E; thence South 2°32'21" West along said prolongation, 27.85 feet to the Northeast corner of said Lot 1; thence continuing South 2°32'21" West along the East line of said Lots 1 through 5, Block E, a distance of 249.34 feet (250.00 feet, plat) to the Southeast corner of said Lot 5; thence North 87°17'06" West along the South line of said Lot 5, 135.52 feet to the point of beginning. Less and except Lots 11, 12, 23 and 24, Block E, BISMARCK PLACE and except that part of said Blocks that are now taken for right-of-way.
COUNTRY CLUB PLAZA TAX INCREMENT FINANCING PLAN

4900 Main (Phase II) Project

All that part of BLOCK 2, BOARD OF TRADE CENTER, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof, more particularly described as follows: Beginning at the Northwest corner of said BLOCK 2; thence South 2°32'41" West along the West line of said BLOCK 2, being also the East line of BLOCK G, BISMARCK PLACE, a subdivision in said City, County and State, according to the recorded plat thereof, a distance of 313.82 feet to the Point of Beginning of a tract of land to be herein described; thence South 87°17'55" East, 195.08 feet, more or less to a point on the East line of said BLOCK 2; thence South 2°32'41" West, along the East line of said BLOCK 2 a distance of 18.84 feet; thence North 87°27'19" West along a jog in the East line of said BLOCK 2, a distance of 24.00 feet; thence South 2°31'41" West along the East line of said BLOCK 2, a distance of 238.88 feet; thence South 87°27'19" East along a jog in the East line of said BLOCK 2, a distance of 12.50 feet; thence South 2°32'41" West along the East line of said BLOCK 2, a distance of 49.82 feet, to a point on the South line of said BLOCK 2, being also the North right-of-way line of 50th Street, as now established; thence North 87°07'13" West along the South line of said BLOCK 2 and said North right-of-way line, a distance of 183.59 feet, more or less to the Southwest corner of said BLOCK 2, being also a point on the East line of said BLOCK G; thence North 2°32'41" East along the West line of said BLOCK 2 and along the East line of said BLOCK G, a distance of 307.00 feet to the Point of Beginning.

Also, all of Block 3, BOARD OF TRADE CENTER, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.
EXHIBIT 1

LEGAL DESCRIPTIONS

B. REDEVELOPMENT PROJECT AREAS
SEVILLE BUILDING

All that part of the Northeast Quarter of the Southeast Quarter of Section 30, Township 49, Range 33, including part of Lots 1 and 16, PENNPARK, a subdivision, including part of the vacated alley, lying between said Lots 1 and 16 and including part of vacated Pennsylvania Avenue, all in Kansas City, Jackson County, Missouri, according to the recorded plat thereof, and all being more particularly described as follows: Confining at the intersection of the South right-of-way line of 47th Street (as established by Ordinance No. 47976, approved August 8, 1924) with the West right-of-way line of Pennsylvania Avenue as established by deed recorded under Document No. A-440481, in Book B-2979 at Page 410 and accepted by Kansas City by Ordinance recorded under Document No. A-449482 in Book B-2979 at Page 411; run thence South along the West right-of-way of said Pennsylvania Avenue, 150 feet; run thence West at right angles to said West right-of-way line, 14 feet, more or less to the existing West right-of-way line of said Pennsylvania Avenue, as widened by deed recorded under Document No. A-644303 in Book B-3413 at Page 361 and accepted by Kansas City by Ordinance recorded under Document No. A-638263, in Book B-3406 at Page 386, being the True Point of Beginning of the tract herein described; thence continuing West and along the South line of a tract herein described; thence continuing West and along the South line of a tract of land conveyed to Skelly Oil Company by Document No. A-708238 recorded in Book B3549 at Page 313, a distance of 248.36 feet, more or less to the East right-of-way line of Jefferson Street, as now established; thence South along said East right-of-way line, 146.39 feet to the North right-of-way line of Nichols Road (formerly Alameda Road) as widened by deed recorded under Document No. A-644303 in Book B-3413 at Page 361 and accepted by Kansas City by Ordinance recorded as Document No. A-638263 in Book B-3406 at Page 386; thence East along said North right-of-way line, 247.80 feet to the existing West right-of-way line of said Pennsylvania Avenue; thence North along said existing West right-of-way line, 146.02 feet to the Point of Beginning.

Also described as follows:
Beginning at the point of intersection of the West right-of-way line of Pennsylvania Avenue with the North right-of-way line of Nichols Road, as said avenue and road are now both established; thence West along said North right-of-way line, a distance of 247.73 feet, more or less to a point of intersection with the East right-of-way line of Jefferson Street, as now established; thence North along said East right-of-way line, a distance of 145.60 feet, more or less; thence East 248.36 feet, more or less to a point on the West right-of-way line of said Pennsylvania Avenue 145.29 feet, more or less North of the Point of Beginning; thence South along said West right-of-way line 145.29 feet to the Point of Beginning.
Part of the Northeast 1/4 of the Southeast 1/4 of Section 30, Township 49, Range 33, including part of Lots 13, 14, 15, 16 and 20 and all of Lots 21 thru 28, both inclusive, PENN PARK, a subdivision of land, and including part of vacated Jefferson Street, all in Kansas City, Jackson County, Missouri, according to the recorded plat thereof, and all being more particularly described as follows: Beginning at a point in the West line of said Lot 20, being a point in the East line of an alley in said PENN PARK and 120 feet South of the South line of 47th Street; as now established; thence Easterly and parallel with the South line of said 47th Street; 221.64 feet to a point in the West line of Jefferson Street, as now established; thence South along the West line of said Jefferson Street, 336.69 feet to a point in the Easterly prolongation of the North line of Lot 2, of said PENN PARK; thence West along the North line of said Lot 29 and its Easterly prolongation a distance of 167.53 feet to the Northwest corner of said Lot 29, said point being in the East line of the foresaid alley, thence North along the East line of said alley 320.17 feet to the Point of Beginning, together with the East 1/2 of the vacated alley West of and adjacent to Lots 21 thru 28, both inclusive, PENN PARK. Also, all of Lot 35 thru 44, both inclusive, and Lot 45; except that part of said Lot 45 now in 47th Street, PENN PARK, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof, together with the West 1/2 of the vacated alley lying East of and adjacent to Lots 35 thru 42, both inclusive, PENN PARK.

Also including the overhead pedestrian bridge located between the Seville Building and the parking garage lying West of the West line of the above described parcel of land.

Less and except the following businesses:

Federal Express Corporation - 4710 Jefferson Street
Boatmen's First National Bank - 4720 Jefferson Street
Jules Seafood Restaurant - 4740 Jefferson Street

Also described as follows:

Beginning at the Southwest corner of Lot 35, PENN PARK, a subdivision, according to the recorded plat thereof, being also a point on the East right-of-way line of Summit Street, as now established; thence North along the West line of Lots 35 through 45 of said PENN PARK and along said East right-of-way line of said Summit Street, a distance of 433.69 feet, more or less to a point on the South right-of-way line of 47th Street, as now established; thence Northeastly along said South right-of-way line, a distance of 135.16 feet to the Northeast corner of said Lot 45; thence South along the East line of said Lots 45, 44 and 43, 119.99 feet, more or less to a point; thence East, 15 feet to a point on the West line of Lot 21 of said PENN PARK, being also the East line of an alley; thence North along said East line and the West line of Lots 21 and 20 of said PENN PARK, 0.71 feet; thence Northeastly, 221.52 feet, more or less to a point on the West right-of-way line of Jefferson Street, as now established, said point being 120 feet Southerly of the point of intersection of the South right-of-way line of said 47th Street with the West right-of-way line of said Jefferson Street; thence Southerly and Southwesterly along said West right-of-way line, 335.67 feet, more or less to
the Northeast corner of VANITY FAIR, a condominium subdivision in said City, County and State, according to the recorded plat thereof, thence West along the North line of said VANITY FAIR and along the North line of Lot 29 and its Westerly prolongation and along the North line of Lot 34 of said PENN PARK, a distance of 317.59 feet, more or less to the Point of Beginning.
All that part of the Southeast 1/4 of Section 30, Township 49, Range 33, in Kansas City, Jackson County, Missouri, which lies West of Broaday Street, East of Pennsylvania Avenue, South of 47th Street, and North of Nichols Road. Except that part thereof described as follows:

Beginning at the intersection of the West line of Broadway with the South line of 47th Street, as said streets are now established; thence South along said West line, 296.36 feet (296 feet, deed) to its intersection with the North line of Nichols Road, as now established; thence West along said North line, 462.21 feet (462 feet, deed) to its intersection with the West line of the East 6 feet of Pennsylvania Avenue, vacated by Ordinance No. 21101, passed January 14, 1957; thence North along said West line, 140.27 feet; thence East, deflecting 89 degrees 53 minutes 16 seconds to the right from the last described course, a distance of 207.88 feet; thence North, deflecting 89 degrees 54 minutes 30 seconds to the left from the last described course, 9.25 feet; thence East at right angles from the last described course, 90.16 feet; thence North at right angles from the last described course, 90.16 feet; thence North at right angles from the last described course, 1.90 feet; thence East at right angles from the last described course, 78.26 feet to a point on a line drawn 85.97 feet West of and parallel with said West line of Broadway; thence North along said parallel line, 144.55 feet to a point on the South line of said 47th Street; thence East along said South line, 85.97 feet to the Point of Beginning of said exception.

Also described as follows:

Beginning at the point of intersection of the West right-of-way line of Broadway with the South right-of-way line of 47th Street, as both streets are now established; thence South along said West right-of-way line, 296.36 feet to a point of intersection with the North right-of-way line of Nichols Road, as now established; thence West along said North right-of-way line, 462.21 feet to a point of intersection with the East right-of-way line of Pennsylvania Avenue, as now established; thence North along said East right-of-way line, 302.07 feet to a point of intersection with the South right-of-way line of said 47th Street; thence East along said South right-of-way line, 376.34 feet to a jog therein; thence South along said jog, 6 feet; thence East along said South right-of-way line, 85.97 feet to the Point of Beginning. Also, including are rights for an overhead pedestrian bridge over Pennsylvania Avenue between the existing Seville and SAKS buildings.

Less and except the following businesses:
Brooks Brothers 424 Nichols Road
Polo/Ralph Lauren (KC Polo Partners, Inc.) 408-410 Nichols Road
Country Club Bank 414 Nichols Road
Panache Chocolatier, Inc. 418 Nichols Road
Helzberg Diamonds 400 Nichols Road
Ann Taylor, Inc. 4728 Broadway
Enzo Angiolini (Nine West Group, Inc.) 4720 Broadway
Elisabeth (LCI Holdings, Inc.) 4712 Broadway
The Nature Company 4710 Broadway
Overland Outfitters, Inc. 4704 Broadway
Bruce Smith Drugs, Inc. 4700-4702 Broadway
The West 10 feet of Lot 92, except the North 10 feet thereof and the West 10 feet of Lot 93, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lot 93, except the West 10 feet thereof, measured at right angles to the West line of said Lot, and the West 39 feet of Lot 94, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

The East 11 feet of Lot 94, all of Lot 95, and the West 12 feet of Lot 96, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

The East 38 feet of Lot 96, and the West 35 feet of Lot 97, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lot 99, except the East 5 feet thereof, all of Lot 98, and the East 15 feet of Lot 97, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

The East 5 feet of Lot 99, and all of Lot 100, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lots 102 and 103, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lots 104 and 105, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lot 106 and the East 1-1/2 feet of Lot 107, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lot 107, except the West 10 feet and the East 1-1/2 feet thereof, and the North 5 feet of the East 59.28 feet of the West 69.28 feet of Lot 108, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lot 108, except the West 10 feet thereof, measured at right angles to the West line thereof, and except the North 5 feet of the East 59.28 feet, of the West 69.28 feet, of said Lot, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lot 109, except the West 10 feet in Pennsylvania Avenue; and Lots 110, 111, 112 and 113, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

The South 66-2/3 feet of the North 250 feet of Lot 24, except the East 30 feet in Broadway, HOME PLACE, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Also described as follows:

Beginning at the Southeast corner of Lot 113 of LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof, being also a point on the North right-of-way line of 47th Street, as now established; thence West along the South line of Lots 113
through 109, inclusive and along said North right-of-way line, a distance of 338.75 feet, more or less to a point of intersection with the East right-of-way line of Pennsylvania Avenue, as now established, thence North along said East right-of-way line, a distance of 339.89 feet, more or less to a point on the North right-of-way line of 46th Terrace, as now established, being also a point on the South line of Lot 93 of said LA SOLANA; thence West along said South line and along said North right-of-way line, 10 feet, more or less to the Southwest corner of said Lot 93; thence North along the West line of said Lot 93 and along the East right-of-way line of said Pennsylvania Avenue, a distance of 121.22 feet, more or less to a point on the South line of said Lot 92; thence East along the South line of Lots 92 through 85, inclusive, a distance of 409.08 feet, more or less to the Southeast corner of said Lot 85, being also the Northeast corner of Lot 100 of said LA SOLANA; thence South along the East line of said Lot 100 and along the West line of Lot 24 of HOME PLACE, a subdivision, according to the recorded plat thereof, a distance of 63.55 feet, more or less to the Northwest corner of the South 66-2/3 feet of said Lot 24; thence East along the North line of said South 66-2/3 feet, a distance of 89.21 feet, more or less to a point on the East line of said Lot 24, being also a point on the West right-of-way line of Broadway, as now established; thence South along said East line and said West right-of-way line, a distance of 66.67 feet, more or less to the Southeast corner of said Lot 24; thence West along the South line of said Lot 24 and along the South line of Lots 100 and 99 and along the North right-of-way line of said 46th Terrace, a distance of 150 feet, more or less to a point of intersection with the Northerly prolongation of the West line of TOWNSEND PLACE CONDOMINIUM, a condominium subdivision, according to the recorded plat thereof; thence South along said Northerly prolongation, 50 feet to a point on the South right-of-way line of said 46th Terrace, being also the Northwest corner of said TOWNSEND PLACE CONDOMINIUM; thence South along the West line of said TOWNSEND PLACE CONDOMINIUM and along the East line of Lots 102 and 113 of said LA SOLANA, a distance of 282.62 feet, more or less to the Southeast corner of said Lot 113; thence West along the South line of Lots 113 to the Point of Beginning.
Date: March 6, 1997
City: Kansas City
County: Jackson
Section: (29-49-33) 10
General Area: SE Corner of Broadway & 47th St.
Specific Purpose: Revised Central Parking Garage Expansion - Country Club Plaza TIF Plan

All that part of Lots 38 thru 44 and that part of Lots 57 thru 64, COUNTRY CLUB PLAZA, a subdivision of land, and parts of vacated streets adjoining, being all that part of the Northwest Quarter of the Southwest Quarter of Section 29, Township 49, Range 33, Kansas City, Jackson County, Missouri, bounded by the West right-of-way line of Central Street, as now established, on the East; by the North right-of-way line of Nichols Road, as now established, on the South; by the East right-of-way line of Wornall Road, as now established, on the West; and by the South right-of-way line of 47th Street, as now established, on the North.

Less and except the following businesses:

Classic Cup Sidewalk Cafe 301 W. 47th Street
Sharper Image, Inc. 333 W. 47th Street
KCET Store of Knowledge 4705 Broadway
The Great Train Store 4725 Broadway
Russell Stovers (vacant) 320 Broadway
Plaza Shoe Shine 306 Nichols Road
Emile's Deli & Restaurant 302-310 Nichols Road
The Pen Place 4705 Central Street

Also described as follows:
Beginning at the point of intersection of the East right-of-way line of Broadway with the Northwesterly right-of-way line of Nichols Road, as both roads are now established; thence North along said East right-of-way line, 267.23 feet; thence Northerly, Northeasterly and Easterly along a curve to the right and along said East right-of-way line, tangent to the last described course, having a radius of 30 feet and a central angle of 90°00'46", an arc distance of 47.13 feet to a point on the South right-of-way line of 47th Street, as now established; thence East along said South right-of-way line, a distance of 185.43 feet to a point of intersection with the Southwesterly right-of-way line of Central Street, as now established; thence Southeasterly along said Southwesterly right-of-way line, a distance of 187.62 feet; thence Southeasterly, Southerly and Southwesterly along a curve to the right, tangent to the last described course and along said Southwesterly right-of-way line, having a radius of 44 feet and a central angle of 89°59'36", an arc distance of 69.11 feet to a point on the Northwesterly right-of-way line of said Nichols Road; thence Southwesterly along said Northwesterly right-of-way line of, a distance of 240.74 feet to the Point of Beginning.
COUNTRY CLUB PLAZA TAX INCREMENT FINANCING PLAN

Halls Block (Building & Parking) Project

Lot 79, COUNTRY CLUB PLAZA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Less and except the following businesses:

Country Club Bank's Walk-Up Facility- 4770 Wyandotte Street
Mail Boxes, Etc. (One Stop Business Cor.) 4741 Central Street
Omni Photo, Inc. 4777 Central Street
COUNTRY CLUB PLAZA TAX INCENTIVE FINANCING PLAN

Park Lane Project

Lots 1 to 8, inclusive, REES TURPIN'S ADDITION, a subdivision in Kansas City, Jackson County, Missouri according to the recorded plat thereof.

Also, a tract of land being part of the Southwest Quarter of the Northwest Quarter of Section 29, Township 49, Range 33, including in that part of the North Half of vacated 46th Street, lying adjacent thereto in Kansas City, Jackson County, Missouri, being more particularly described as follows:

Beginning at the most East, Southeast corner of PARKWAY TOWERS CONDOMINIUM SUBDIVISION, a condominium subdivision in said City, County and State, according to the recorded plat thereof, being also a point on the Westerly right-of-way line of J.C. Nichols Parkway, as now established; thence Southeasterly along said Westerly right-of-way line, a distance of 122 feet, more or less, to a point on the South line of the North Half of said vacated 46th Street; thence West along said South line, 106.5 feet, more or less; thence North along a straight line, perpendicular to the last described course, a distance of 10 feet to the South, Southeast corner of said PARKWAY TOWERS CONDOMINIUM SUBDIVISION; thence continuing North along the East line of said PARKWAY TOWERS CONDOMINIUM SUBDIVISION, a distance of 107 feet; thence East along a jog in the East line of said PARKWAY TOWERS CONDOMINIUM SUBDIVISION, a distance of 74.69 feet to the Point of Beginning.
Date: March 6, 1997  
City: Kansas City  
County: Jackson  
Section: (29-49-33) 11  
General Area: NE Corner of 50th St. & Wornall Road  
Specific Purpose: Kirkwood Circle

All of Block E, except Lots 1, 2, 3, 4 and 5, all of Block F and all of Lots 1 through 12, Block G, BISMARCK PLACE, a subdivision, according to the recorded plat thereof, together with portions of 49th Street, 50th Street, Wornall Road, Central Street, Wyandotte Street as said streets and road are now established and other lands, all in the West Half of the Southwest Quarter of Section 29, Township 49, Range 33, in Kansas City, Jackson County, Missouri, being more particularly described as follows:

Beginning at the Southwest corner of Lot 5, Block E of said BISMARCK PLACE, being also a point on the East right-of-way line of Wornall Road, as now established; thence North 87°25'22" West, 30.00 feet to a point on the West line of Southwest Quarter of said Southwest Quarter; thence South 2°34'38" West along said West line, a distance of 373.72 feet to a point of intersection with the centerline of said 50th Street; thence South 87°04'13" East along said centerline, 661.04 feet to a jog in said centerline and a point on the centerline of said Wyandotte Street produced South; thence South 2°36'20" West along said centerline and along said jog, 21.43 feet (22.00 feet, plat); thence South 87°07'13" East along the centerline of said 50th Street, 165.92 feet to a point of intersection with the prolongation South of the East line of Lots 1 through 12 in said Block G; thence North 2°32'41" East along said prolongation and along the East line of said Lot 12, a distance of 30.90 feet to a point which is 5.00 feet North of the Southeast corner thereof; said point being also on the West line of Block 2, BOARD OF TRADE CENTER, a subdivision in said City, County and State, according to the recorded plat thereof, being also a point which is 0.12 feet North of the Southwest corner thereof; thence continuing North 2°32'41" East along said West line and along the East line of Lots 12 through 1 in said Block G, a distance of 543.02 feet, to a point which is 22.00 feet South of the North line of said Southwest Quarter, Quarter Section, being also the Northwest corner of said Block 2, BOARD OF TRADE; thence continuing North 2°32'41" East, 40.50 feet to a point on the centerline of 49th Street, as now established; thence the following courses and distances along said centerline; thence North 87°17'55" West, 133.65 feet; thence Northwesterly along a curve to the right, tangent to the last described course, having a radius of 649.90 feet and a central angle of 8°09'13", an arc distance of 92.49 feet; thence North 79°08'42" West, 182.99 feet; thence Westerly and Southwesterly along a curve to the left, tangent to the last described course, having a radius of 159.92 feet and a central angle of 22°14'49", an arc distance of 62.09 feet; thence South 78°36'29" West, tangent to the last described curve, 146.97 feet; thence Southwesterly along a curve to the right, tangent to the last described course, having a radius of 400 feet and a central angle of 7°57'40", an arc distance of 50.93 feet to a point of intersection with the Northerly prolongation of the East line of Lots 1-5, inclusive of said Block E; thence South 2°32'21" West along said prolongation, 27.85 feet to the Northeast corner of said Lot 1; thence continuing South 2°32'21" West along the East line of said Lots 1 through 5, Block E, a distance of 249.34 feet (250.00 feet, plat) to the Southeast corner of said Lot 5; thence North 87°17'06" West along the South line of said Lot 5, 135.52 feet to the point of beginning. Less and except Lots 11, 12, 23 and 24, Block E, BISMARCK PLACE and except that part of said Blocks that are now taken for right-of-way.
COUNTRY CLUB PLAZA TAX INCREMENT FINANCING PLAN

4900 Main (Phase II) Project

All that part of BLOCK 2, BOARD OF TRADE CENTER, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof, more particularly described as follows: Beginning at the Northwest corner of said BLOCK 2; thence South 2°32'41" West along the West line of said BLOCK 2, being also the East line of BLOCK G, BISMARK PLACE, a subdivision in said City, County and State, according to the recorded plat thereof, a distance of 313.82 feet to the Point of Beginning of a tract of land to be herein described; thence South 87°17'55" East, 195.08 feet, more or less to a point on the East line of said BLOCK 2; thence South 2°32'41" West, along the East line of said BLOCK 2 a distance of 18.84 feet; thence North 87°27'19" West along a jog in the East line of said BLOCK 2, a distance of 24.00 feet; thence South 2°31'41" West along the East line of said BLOCK 2, a distance of 238.88 feet; thence South 87°27'19" East along a jog in the East line of said BLOCK 2, a distance of 12.50 feet; thence South 2°32'41" West along the East line of said BLOCK 2, a distance of 49.82 feet, to a point on the South line of said BLOCK 2, being also the North right-of-way line of 50th Street, as now established; thence North 87°07'13" West along the South line of said BLOCK 2 and said North right-of-way line, a distance of 183.59 feet, more or less to the Southwest corner of said BLOCK 2, being also a point on the East line of said BLOCK G; thence North 2°32'41" East along the West line of said BLOCK 2 and along the East line of said BLOCK G, a distance of 307.00 feet to the Point of Beginning.

Also, all of Block 3, BOARD OF TRADE CENTER, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.
EXHIBIT 2

SITE PLAN
Fountain Square
47th & Pennsylvania
December 20, 1996
EXHIBIT 3

SPECIFIC OBJECTIVES

1. To eliminate adverse conditions which are detrimental to public health, safety, morals, or welfare and to eliminate and prevent the recurrence thereof.

2. To construct approximately 780,000 square feet of new construction of which 150,000 square feet will consist of new retail space.

3. To rehabilitate 180,000 square feet of existing structures of which 90,000 square feet will consist of improved retail space.

4. To construct 350 new residential apartment units.

5. To construct 3,965 new parking spaces.

6. To convert the Park Lane apartments for use as an 88-room hotel.

7. To implement a public amenities package, to include directional signage graphics, lighting, auditory, water elements and statuary.

8. To install, repair, construct, reconstruct and relocate streets, utilities, sidewalk improvements, essential to the preparation of the areas selected for redevelopment projects.

9. To construct, upgrade and refurbish utilities, and other infrastructure facilities serving the areas selected for redevelopment projects as well as other areas contiguous thereto.

10. To vacate any existing public rights-of-way inconsistent with the Plan and to make them a part of the Redevelopment Area.

11. To replat the land into parcels suitable for redevelopment in accordance with this Redevelopment Plan in accordance with City requirements.

12. To enhance the tax base and economy by inducing development of the Redevelopment Area to its highest and best use, and to encourage private investment in surrounding areas.

13. To promote the health, safety, order, convenience, prosperity and the general welfare, as well as efficiency and economy in the process of development.

14. To provide development/business opportunities in the areas selected for redevelopment projects and the surrounding areas.

15. To stimulate construction employment opportunities and increased demand for secondary and support services for the surrounding commercial area.
16. To assist in retaining the special character of the Country Club Plaza as a unique outdoor shopping area which attracts local residents and visitors.

17. To encourage the physical and economic welfare of the surrounding neighborhood.
EXHIBIT 4

CONSTRUCTION AND EMPLOYMENT INFORMATION

A. CONSTRUCTION TOTALS BY PROJECT AREA
CONSTRUCTION TOTALS BY PROJECT AREA: Project Area 1 (Seville)

Please complete the following chart for each Project Area. Reproduce this chart for each Project Area.

<table>
<thead>
<tr>
<th></th>
<th>NEW CONSTRUCTION</th>
<th>Existing Structure to Remain as Is</th>
<th>Existing Structure to be Rehabilitated</th>
<th>Total</th>
<th>Existing Structures to be DEMOLISHED*</th>
</tr>
</thead>
<tbody>
<tr>
<td>Square feet of OFFICE</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of RETAIL</td>
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<td>0</td>
<td>86,882</td>
<td>86,882</td>
<td>All</td>
</tr>
<tr>
<td>Square feet of RESTAURANT</td>
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<td>0</td>
<td>0</td>
<td>0</td>
<td>All</td>
</tr>
<tr>
<td>Square feet of HOTEL</td>
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<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of RESIDENTIAL</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of GARAGE</td>
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<td>0</td>
<td>119,000</td>
<td>119,000</td>
<td>All</td>
</tr>
<tr>
<td>TOTAL S.F.</td>
<td>0</td>
<td>0</td>
<td>205,882</td>
<td>205,882</td>
<td>All</td>
</tr>
</tbody>
</table>

|                      | N/A              | N/A                                | N/A                                    | N/A   | N/A                                  |
| Number of DWELLING UNITS| N/A            | N/A                                | N/A                                    | N/A   | N/A                                  |
| Number of HOTEL ROOMS | N/A              | N/A                                | N/A                                    | N/A   | N/A                                  |
| Number of PARKING SPACES| 350            | 0                                  | 0                                      | 350   | All                                  |

*The interior of all existing space within the Project Area is scheduled to be demolished.
CONSTRUCTION TOTALS BY PROJECT AREA: Project Area 2 (Saks Block)

Please complete the following chart for each Project Area. Reproduce this chart for each Project Area.

<table>
<thead>
<tr>
<th></th>
<th>NEW CONSTRUCTION</th>
<th>Existing Structure to remain as is</th>
<th>Existing Structure to be rehabilitated</th>
<th>Total</th>
<th>Existing Structures to be demolished</th>
</tr>
</thead>
<tbody>
<tr>
<td>Square feet of OFFICE</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of RETAIL</td>
<td>30,000</td>
<td>0</td>
<td>0</td>
<td>30,000</td>
<td>None</td>
</tr>
<tr>
<td>Square feet of RESTAURANT</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of HOTEL</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of RESIDENTIAL</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
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<tr>
<td>Square feet of GARAGE</td>
<td>126,820</td>
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<td>126,820</td>
<td>All</td>
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<tr>
<td>TOTAL S.F.</td>
<td>156,820</td>
<td>0</td>
<td>0</td>
<td>156,820</td>
<td></td>
</tr>
</tbody>
</table>

|                              | N/A              | N/A                               | N/A                                    | N/A   | N/A                                 |
| Number of DWELLING UNITS     |                  |                                   |                                        |       |                                     |
| Number of HOTEL ROOMS        | N/A              | N/A                               | N/A                                    | N/A   | N/A                                 |
| Number of PARKING SPACES     | 0                | 0                                 | 357                                    | 357   | All                                 |
CONSTRUCTION TOTALS BY PROJECT AREA: Project Area 3 (47th & Penn)

Please complete the following chart for each Project Area. Reproduce this chart for each Project Area.

<table>
<thead>
<tr>
<th>Square feet of Office</th>
<th>New Construction</th>
<th>Existing Structure to Remain as Is</th>
<th>Existing Structure to be Rehabilitated</th>
<th>Total</th>
<th>Existing Structures to be Demolished</th>
</tr>
</thead>
<tbody>
<tr>
<td>266,000</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>266,000</td>
<td>None</td>
</tr>
</tbody>
</table>

| Square feet of Retail | 69,000           | 0                                  | 0                                      | 69,000 | None                                 |

| Square feet of Restaurant | 0                  | 0                                  | 0                                      | 0      | None                                 |

| Square feet of Hotel     | 0                  | 0                                  | 0                                      | 0      | None                                 |

| Square feet of Residential | N/A               | N/A                                | N/A                                    | N/A    | N/A                                  |

| Square feet of Garage    | 593,300           | 0                                  | 0                                      | 593,300 | None                                 |

| Total S.F.               | 928,300           | 0                                  | 0                                      | 928,300 | None                                 |

| Number of Dwelling Units | N/A               | N/A                                | N/A                                    | N/A    | N/A                                  |

| Number of Hotel Rooms    | N/A               | N/A                                | N/A                                    | N/A    | None                                 |

| Number of Parking Spaces | 1745              | 0                                  | 0                                      | 1745   | None                                 |
CONSTRUCTION TOTALS BY PROJECT AREA: Project Area 4 (Hotel)
Please complete the following chart for each Project Area. Reproduce this chart for each Project Area.

<table>
<thead>
<tr>
<th></th>
<th>NEW CONSTRUCTION</th>
<th>Existing Structure to REMAIN AS IS</th>
<th>Existing Structure to be REHABILITATED</th>
<th>Total</th>
<th>Existing Structures to be DEMOLISHED</th>
</tr>
</thead>
<tbody>
<tr>
<td>Square feet of OFFICE</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>None</td>
</tr>
<tr>
<td>Square feet of RETAIL</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>None</td>
</tr>
<tr>
<td>Square feet of RESTAURANT</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>None</td>
</tr>
<tr>
<td>Square feet of HOTEL</td>
<td>189,000</td>
<td>0</td>
<td>0</td>
<td>189,000</td>
<td>None</td>
</tr>
<tr>
<td>Square feet of RESIDENTIAL</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of GARAGE</td>
<td>153,000</td>
<td>0</td>
<td>0</td>
<td>153,000</td>
<td>None</td>
</tr>
<tr>
<td>TOTAL S.F.</td>
<td>342,000</td>
<td>0</td>
<td>0</td>
<td>342,000</td>
<td>None</td>
</tr>
</tbody>
</table>

| Number of DWELLING UNITS    | N/A              | N/A                                | N/A                                  | N/A   | N/A                                 |
| Number of HOTEL ROOMS       | 300              | 0                                  | 0                                    | 0     | None                                |
| Number of PARKING SPACES    | 450              | 0                                  | 0                                    | 450   | None                                |
CONSTRUCTION TOTALS BY PROJECT AREA: Project Area 5 (Central Parking)

Please complete the following chart for each Project Area. Reproduce this chart for each Project Area.

<table>
<thead>
<tr>
<th></th>
<th>NEW CONSTRUCTION</th>
<th>Existing Structure to Remain AS IS</th>
<th>Existing Structure to be REHABILITATED</th>
<th>Total</th>
<th>Existing Structures to be DEMOLISHED*</th>
</tr>
</thead>
<tbody>
<tr>
<td>Square feet of OFFICE</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of RETAIL</td>
<td>23,160</td>
<td>0</td>
<td>0</td>
<td>23,160</td>
<td>All</td>
</tr>
<tr>
<td>Square feet of RESTAURANT</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>All</td>
</tr>
<tr>
<td>Square feet of HOTEL</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of RESIDENTIAL</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of GARAGE</td>
<td>0</td>
<td>0</td>
<td>25,500</td>
<td>25,500</td>
<td>None</td>
</tr>
<tr>
<td>TOTAL S.F.</td>
<td>23,160</td>
<td>0</td>
<td>25,500</td>
<td>48,660</td>
<td></td>
</tr>
</tbody>
</table>

Number of DWELLING UNITS

|                         | N/A              | N/A                               | N/A                                    | N/A   | N/A                                   |

Number of HOTEL ROOMS

|                         | N/A              | N/A                               | N/A                                    | N/A   | N/A                                   |

Number of PARKING SPACES

|                         | 0                | 0                                 | 75                                     | 75    | 0                                     |
CONSTRUCTION TOTALS BY PROJECT AREA: Project Area 6 (Halls Block)

Please complete the following chart for each Project Area. Reproduce this chart for each Project Area.

<table>
<thead>
<tr>
<th></th>
<th>NEW CONSTRUCTION</th>
<th>Existing Structure to Remain AS IS</th>
<th>Existing Structure to be REHABILITATED</th>
<th>Total</th>
<th>Existing Structures to be DEMOLISHED</th>
</tr>
</thead>
<tbody>
<tr>
<td>Square feet of OFFICE</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of RETAIL</td>
<td>21,361</td>
<td>0</td>
<td>0</td>
<td>21,361</td>
<td>None</td>
</tr>
<tr>
<td>Square feet of RESTAURANT</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of HOTEL</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of RESIDENTIAL</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of GARAGE</td>
<td>68,000</td>
<td>0</td>
<td>0</td>
<td>68,000</td>
<td>None</td>
</tr>
<tr>
<td>TOTAL S.F.</td>
<td>89,361</td>
<td>0</td>
<td>0</td>
<td>89,361</td>
<td>None</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th>Number of DWELLING UNITS</th>
<th>Number of HOTEL ROOMS</th>
<th>Number of PARKING SPACES</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>N/A</td>
<td>N/A</td>
<td>200</td>
</tr>
</tbody>
</table>

KC1-219216.1
CONSTRUCTION TOTALS BY PROJECT AREA: Project Area 7 (Park Lane)

Please complete the following chart for each Project Area. Reproduce this chart for each Project Area.

<table>
<thead>
<tr>
<th></th>
<th>NEW CONSTRUCTION</th>
<th>Existing Structure to REMAIN AS IS</th>
<th>Existing Structure to be REHABILITATED</th>
<th>Total</th>
<th>Existing Structures to be DEMOLISHED</th>
</tr>
</thead>
<tbody>
<tr>
<td>Square feet of OFFICE</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of RETAIL</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of RESTAURANT</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of HOTEL</td>
<td>0</td>
<td>0</td>
<td>90,000</td>
<td>90,000</td>
<td>None</td>
</tr>
<tr>
<td>Square feet of RESIDENTIAL</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of GARAGE</td>
<td>85,000</td>
<td>0</td>
<td>0</td>
<td>85,000</td>
<td>None</td>
</tr>
<tr>
<td>TOTAL S.F.</td>
<td>85,000</td>
<td>0</td>
<td>90,000</td>
<td>175,000</td>
<td>None</td>
</tr>
</tbody>
</table>

|                          | N/A              | N/A                                | N/A                                    | N/A   | N/A                                  |
| Number of DWELLING UNITS |                  |                                    |                                        |       |                                      |
| Number of HOTEL ROOMS   | 0                | 0                                  | 88                                      | 88    | None                                 |
| Number of PARKING SPACES| 280              | 0                                  | 0                                       | 280   | None                                 |
CONSTRUCTION TOTALS BY PROJECT AREA: Project Area 8 (Kirkwood)

Please complete the following chart for each Project Area. Reproduce this chart for each Project Area.

<table>
<thead>
<tr>
<th></th>
<th>NEW CONSTRUCTION</th>
<th>Existing Structure to REMAIN AS IS</th>
<th>Existing Structure to be REHABILITATED</th>
<th>Total</th>
<th>Existing Structures to be DEMOLISHED</th>
</tr>
</thead>
<tbody>
<tr>
<td>Square feet of OFFICE</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of RETAIL</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of RESTAURANT</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of HOTEL</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of RESIDENTIAL</td>
<td>430,183</td>
<td>0</td>
<td>0</td>
<td>430,183</td>
<td>All</td>
</tr>
<tr>
<td>Square feet of GARAGE</td>
<td>139,400</td>
<td>0</td>
<td>0</td>
<td>139,400</td>
<td>All</td>
</tr>
<tr>
<td>TOTAL S.F.</td>
<td>535,000</td>
<td>0</td>
<td>0</td>
<td>535,000</td>
<td>All</td>
</tr>
</tbody>
</table>

<p>| | | | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Number of DWELLING UNITS</td>
<td>352</td>
<td>0</td>
<td>0</td>
<td>352</td>
<td>All</td>
</tr>
<tr>
<td>Number of HOTEL ROOMS</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Number of PARKING SPACES</td>
<td>410</td>
<td>0</td>
<td>0</td>
<td>410</td>
<td>All</td>
</tr>
</tbody>
</table>
CONSTRUCTION TOTALS BY PROJECT AREA: Project Area 9 (4900 Main Phase II)

Please complete the following chart for each Project Area. Reproduce this chart for each Project Area.

<table>
<thead>
<tr>
<th>Square feet of OFFICE</th>
<th>NEW CONSTRUCTION</th>
<th>Existing Structure to REMAIN AS IS</th>
<th>Existing Structure to be REHABILITATED</th>
<th>Total</th>
<th>Existing Structures to be DEMOLISHED</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>201,471</td>
<td>0</td>
<td>0</td>
<td>201,471</td>
<td>None</td>
</tr>
<tr>
<td>Square feet of RETAIL</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of RESTAURANT</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of HOTEL</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of RESIDENTIAL</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Square feet of GARAGE</td>
<td>180,200</td>
<td>0</td>
<td>0</td>
<td>180,200</td>
<td>None</td>
</tr>
<tr>
<td>TOTAL S.F.</td>
<td>381,671</td>
<td>0</td>
<td>0</td>
<td>381,671</td>
<td>None</td>
</tr>
</tbody>
</table>

| Number of DWELLING UNITS | N/A | N/A | N/A | N/A | N/A |
| Number of HOTEL ROOMS    | N/A | N/A | N/A | N/A | N/A |
| Number of PARKING SPACES | 530 | 0   | 0   | 530 | None |
### Employment Information: Project Area 1 (Seville)

Please provide employment information for each Project Area. Reproduce this chart for each Project Area.*

<table>
<thead>
<tr>
<th>Workforce Activity</th>
<th>Estimate</th>
</tr>
</thead>
<tbody>
<tr>
<td>Permanent jobs to be CREATED IN Kansas City</td>
<td>140-145</td>
</tr>
<tr>
<td>Permanent jobs to be RELOCATED TO Kansas City</td>
<td>0</td>
</tr>
<tr>
<td>Permanent jobs to be RETAINED IN Kansas City</td>
<td>0</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>140-145</strong></td>
</tr>
<tr>
<td>Anticipated Annual Payroll</td>
<td>$2,520,000 - $2,610,000</td>
</tr>
<tr>
<td>Estimated number of construction workers to be hired during construction phase</td>
<td>172</td>
</tr>
</tbody>
</table>

*The figures set forth in Section 7.1 - 7.8 are estimates which were derived from the TIF Commissions Rules-of-Thumb for each Project Area.
Employment Information: Project Area 2 (Saks Block)

Please provide employment information for each Project Area. Reproduce this chart for each Project Area.

<table>
<thead>
<tr>
<th>Description</th>
<th>Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>Permanent jobs to be CREATED IN Kansas City</td>
<td>70-75</td>
</tr>
<tr>
<td>Permanent jobs to be RELOCATED TO Kansas City</td>
<td>0</td>
</tr>
<tr>
<td>Permanent jobs to be RETAINED IN Kansas City</td>
<td>190-195</td>
</tr>
<tr>
<td>TOTAL</td>
<td>260-280</td>
</tr>
<tr>
<td>Anticipated Annual Payroll</td>
<td>$2,880,000 - $3,240,000</td>
</tr>
<tr>
<td>Estimated number of construction workers to be hired during construction phase</td>
<td>117</td>
</tr>
</tbody>
</table>
Employment Information: Project Area 3 (47th & Penn)

Please provide employment information for each Project Area. Reproduce this chart for each Project Area.

<table>
<thead>
<tr>
<th>Permanent jobs to be CREATED IN Kansas City</th>
<th>160-175</th>
</tr>
</thead>
<tbody>
<tr>
<td>Permanent jobs to be RELOCATED TO Kansas City</td>
<td>900-1000</td>
</tr>
<tr>
<td>Permanent jobs to be RETAINED IN Kansas City</td>
<td>0</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>1,060-1,175</strong></td>
</tr>
<tr>
<td>Anticipated Annual Payroll</td>
<td>$20,880,000 - $23,150,000</td>
</tr>
<tr>
<td>Estimated number of construction workers to be hired during construction phase</td>
<td>719</td>
</tr>
</tbody>
</table>
Employment Information: Project Area 4 (Hotel)

Please provide employment information for each Project Area. Reproduce this chart for each Project Area.

<table>
<thead>
<tr>
<th>Permanent jobs to be CREATED IN Kansas City</th>
<th>425-450</th>
</tr>
</thead>
<tbody>
<tr>
<td>Permanent jobs to be RELOCATED TO Kansas City</td>
<td>0</td>
</tr>
<tr>
<td>Permanent jobs to be RETAINED IN Kansas City</td>
<td>0</td>
</tr>
<tr>
<td>TOTAL</td>
<td>425-450</td>
</tr>
<tr>
<td>Anticipated Annual Payroll</td>
<td>$7,650,000 - $8,100,000</td>
</tr>
<tr>
<td>Estimated number of construction workers to be hired during construction phase</td>
<td>356</td>
</tr>
</tbody>
</table>
Employment Information: Project Area 5 (Central Parking)

Please provide employment information for each Project Area. Reproduce this chart for each Project Area.

<table>
<thead>
<tr>
<th>Description</th>
<th>Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>Permanent jobs to be CREATED IN Kansas City</td>
<td></td>
</tr>
<tr>
<td></td>
<td>50-55</td>
</tr>
<tr>
<td>Permanent jobs to be RELOCATED TO Kansas City</td>
<td></td>
</tr>
<tr>
<td></td>
<td>0</td>
</tr>
<tr>
<td>Permanent jobs to be RETAINED IN Kansas City</td>
<td></td>
</tr>
<tr>
<td></td>
<td>0</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>50-55</strong></td>
</tr>
<tr>
<td>Anticipated Annual Payroll</td>
<td></td>
</tr>
<tr>
<td></td>
<td>$900,000 - $990,000</td>
</tr>
<tr>
<td>Estimated number of construction workers to be hired during construction phase</td>
<td>70</td>
</tr>
</tbody>
</table>
Employment Information: Project Area 6 (Halls Block)

Please provide employment information for each Project Area. Reproduce this chart for each Project Area.

<table>
<thead>
<tr>
<th>Permanent jobs to be CREATED IN Kansas City</th>
<th>50-55</th>
</tr>
</thead>
<tbody>
<tr>
<td>Permanent jobs to be RELOCATED TO Kansas City</td>
<td>0</td>
</tr>
<tr>
<td>Permanent jobs to be RETAINED IN Kansas City</td>
<td>130-135</td>
</tr>
<tr>
<td>TOTAL</td>
<td>180-180</td>
</tr>
<tr>
<td>Anticipated Annual Payroll</td>
<td>$3,240,000 - $3,420,000</td>
</tr>
<tr>
<td>Estimated number of construction workers to be hired during construction phase</td>
<td>75</td>
</tr>
</tbody>
</table>
Employment Information: Project Area 7 (Park Lane)

Please provide employment information for each Project Area. Reproduce this chart for each Project Area.

<table>
<thead>
<tr>
<th>Description</th>
<th>Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>Permanent jobs to be CREATED IN Kansas City</td>
<td>210-225</td>
</tr>
<tr>
<td>Permanent jobs to be RELOCATED TO Kansas City</td>
<td>0</td>
</tr>
<tr>
<td>Permanent jobs to be RETAINED IN Kansas City</td>
<td>0</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td>210-225</td>
</tr>
<tr>
<td>Anticipated Annual Payroll</td>
<td>$3,700,000 - $4,050,000</td>
</tr>
<tr>
<td>Estimated number of construction workers to be hired during construction phase</td>
<td>99</td>
</tr>
</tbody>
</table>
Employment Information: Project Area 8 (Kirkwood)

Please provide employment information for each Project Area. Reproduce this chart for each Project Area.

<table>
<thead>
<tr>
<th>Permanent jobs to be CREATED IN Kansas City</th>
<th>N/A</th>
</tr>
</thead>
<tbody>
<tr>
<td>Permanent jobs to be RELOCATED TO Kansas City</td>
<td>N/A</td>
</tr>
<tr>
<td>Permanent jobs to be RETAINED IN Kansas City</td>
<td>N/A</td>
</tr>
<tr>
<td>TOTAL</td>
<td>N/A</td>
</tr>
<tr>
<td>Anticipated Annual Payroll</td>
<td>N/A</td>
</tr>
<tr>
<td>Estimated number of construction workers to be hired during construction phase</td>
<td>500</td>
</tr>
</tbody>
</table>
Employment Information: Project Area 9 (4900 Main Phase II)

Please provide employment information for each Project Area. Reproduce this chart for each Project Area.

<table>
<thead>
<tr>
<th>Employment Type</th>
<th>Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>Permanent jobs to be CREATED IN Kansas City</td>
<td>650-680</td>
</tr>
<tr>
<td>Permanent jobs to be RELOCATED TO Kansas City</td>
<td>0</td>
</tr>
<tr>
<td>Permanent jobs to be RETAINED IN Kansas City</td>
<td>0</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>650-680</strong></td>
</tr>
<tr>
<td>Anticipated Annual Payroll</td>
<td>$13,000,000 - $13,600,000</td>
</tr>
<tr>
<td>Estimated number of construction workers to be hired during construction phase</td>
<td>255</td>
</tr>
</tbody>
</table>
EXHIBIT 5

ESTIMATED REDEVELOPMENT SCHEDULE
<table>
<thead>
<tr>
<th>Project</th>
<th>Acquisition</th>
<th>Demolition*</th>
<th>Renovation</th>
<th>Construction</th>
<th>Complete</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project 1</td>
<td>N/A</td>
<td>7/97-7/98</td>
<td>10/97-12/99</td>
<td>10/97-12/99</td>
<td>12/97-12/99</td>
</tr>
<tr>
<td>Project 3</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>9/97-12/01</td>
<td>6/99-12/02</td>
</tr>
<tr>
<td>Project 4</td>
<td>N/A</td>
<td>7/97-7/99</td>
<td>N/A</td>
<td>9/97-12/01</td>
<td>6/99-12/02</td>
</tr>
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*"Demolition" as used herein includes the demolition of interior space. Exterior demolition will only occur on the Hotel Project (Project 4) and the Kirkwood Project (Project 8).

Note: J.C. Nichols reserves the right to modify the size, phasing and sequence of the proposed Projects.
EXHIBIT 6

ESTIMATED REDEVELOPMENT PROJECT COSTS
## ESTIMATED REDEVELOPMENT COSTS

<table>
<thead>
<tr>
<th>Estimated Project Costs</th>
<th>TIF Reimbursable Project Costs</th>
<th>Developer Equity or Private Financing</th>
</tr>
</thead>
</table>

### A. COMMISSION EXPENSES

1. Estimated Reimbursable Costs for Plan Implementation
   - (a) Legal: 50,000
   - (b) Agenda: 2,000
   - (c) Staff Time: 20,000
   - (d) Miscellaneous: 10,000

2. Final Development Plan Approval Fees ($0.05/s.f. - $50/dwelling unit)
   - Total s.f.: 64,466
   - Total Units: 64,466
   - Total: 0

3. Plan and Project Administration and Developer/Consultant/TIF
   - Commission Expenses (including expenses for affirmative action administration): 330,000
   - Total Commission Expenses: 476,466

### B. REDEVELOPMENT COSTS

1. Land Acquisition: 0
   - (including title work): 0
   - Total: 0
2. Office Construction: 63,020,000
3. Retail/Restaurant Construction/Rehabilitation: 36,030,456
4. Residential Construction: 45,516,173
5. Garage Construction: 53,345,500
   - 48,500,000
   - 4,845,500
6. Amenities Package: 5,000,000
7. Hotel: 37,040,000

### TOTAL REDEVELOPMENT COSTS

- 239,951,131
- 53,223,534
- 186,727,597

### TOTAL EXPENSES AND COSTS

- 240,427,597
- 53,700,000
- 186,727,597

---

*Developer requests that all statutory PILOTS and EATS be committed and used to retire TIF reimbursable project costs. The present value of such PILOTS and EATS, using a 9% discount rate, is approximately $53,700,000.*

---

Blackwell Sanders Matheny Weary & Lombardi  L.C.
**EXHIBIT 7**

**SOURCES OF FUNDS**

1. Estimated Amount of Reimbursable Costs from PILOTS and Operation and Activity Taxes within proposed Redevelopment Project Areas  
   $53,700,000

2. Estimated Private Investment and other Sources within proposed Redevelopment Project Areas  
   $186,727,597

**TOTAL**  
$240,427,597
EXHIBIT 8

ESTIMATED ANNUAL INCREASES IN ASSESSED VALUE AND
RESULTING PAYMENTS IN LIEU OF TAXES AND
PROJECTED ECONOMIC ACTIVITY TAXES
<table>
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<tr>
<th>Rent Rate</th>
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<th>1998</th>
<th>1999</th>
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<tr>
<td>1.00%</td>
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</table>

Inflation Rate: 1.00%

Jack, Co Tax Rate: 0.75%

City Tax Rate: 1.00%

Sales: 1.30%
Policies: 1.00%
Food and Drinks: 1.10%
Hotel Receipts (Sub-TIF only): 5.50%
Utilities: 0.80%

<table>
<thead>
<tr>
<th>Assessed Value (Base Year)</th>
<th>Projected Assessed Value</th>
<th>Differential Assessment</th>
<th>Projected PILOTS</th>
<th>Total PILOTS Recaptured</th>
<th>Base Year</th>
<th>EATS</th>
<th>Differential</th>
<th>EATS Recaptured Super TIF</th>
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</table>

Total PILOTS and EATS Recaptured (Super TIF): $435,341

Total PILOTS and EATS Recaptured (Non-Differential): $435,341

model assumes that the project is completed in the same year as the ordinance is enacted.

assumes the project is in KCMO in the KCND.

1 Residential

1 100% City Taxes and 50% County Taxes. The incremental increase over the base year is 50%, i.e., the developer recovers all EATS generated by the property.

2 Assessed values are based on the following appraised values:

1996 Comm. & Retail: $350,000
1997 Comm. & Retail: $350,000
1997 Residential: $350,000

3 1998 Comm. & Retail: $350,000
1999 Comm. & Retail: $350,000
1999 Residential: $350,000

4 The City does not have a rule of thumb for determining utilities for residences. They will generally use the developer’s figures. If the residences are apartments, the city will use $1.95/look foot, i.e., the same as commercial.

Blackwell Sanders Matheny Weary & Lombardi L.C.
<table>
<thead>
<tr>
<th>Assessed Value</th>
<th>Projected Assessed Value</th>
<th>Differential Assessment</th>
<th>Projected Eats</th>
<th>Projected Eats Recaptured</th>
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<th>Projected EATS</th>
<th>Differential EATS</th>
<th>EATS Recaptured (Super Tip)</th>
<th>EATS Recaptured (Statutory)</th>
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</tbody>
</table>

* model assumes that the project is completed in the same year as the ordinance is enacted.
* Levy rates assume the project is in Kansas City, KS, and the market is within Kansas City limits.
* City does not have a rule to determine utilities for residential. They will generally use the developer's figures, if the residences are apartments, the city will use $1,684 per apartment, the same as commerce.

Blackwell Sanders Matheny Weary & Lombardi L.C.
<table>
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<th>No.</th>
<th>Projected Assessed Value (Land)</th>
<th>Differential Assessed Value</th>
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**Total:** $384,147

---

* Assumptions:
  - The project is assumed to be completed in the same year as the ordinance is enacted.
  - The annual increase in the assessed value is assumed to be 5%.
  - The developer is assumed to receive all EATS generated by the property.
  - The incremental increase over the base year is ignored, i.e., the developer recaptures all EATS generated by the property.

* Notes:
  - TIF = 100% City TIF and 50% County TIF.
  - The incremental increase over the base year is ignored, i.e., the developer recaptures all EATS generated by the property.
  - The incremental increase over the base year is ignored, i.e., the developer recaptures all EATS generated by the property.

---

Blackwell Sanders Matheny Weary & Lombardi L.C.
## Exhibit 8(d)

### Projections Worksheet - Hotel

#### Assumptions:
- **Assessed Value:**
  - Initial Assessed Value: $323,830
  - Initial Assessed Value: $89,188
- **Land Value:**
  - 1997: $704,000
  - 1998: $540,000
  - Improvement: 5.1%
- **Sales:**
  - 1997: $2,250,000
  - 1998: $1,050,000
- **Expenses:**
  - 1997: $704,000
  - 1998: $540,000
- **Income:**
  - 1997: $1,246,000
  - 1998: $404,000
- **Taxes:**
  - 1997: 0.75%
  - 1998: 0.75%
- **Utilities:**
  - 1997: $50
  - 1998: $125
- **Miscellaneous:**
  - 1997: $50
  - 1998: $250

#### Tables:

<table>
<thead>
<tr>
<th>Projected Assessed Value</th>
<th>Differential Assessed Value</th>
<th>Projected P-value</th>
<th>Total P-value</th>
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<th>Projected EATS</th>
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<th>EATS Recaptured (Statutory)</th>
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</tbody>
</table>

#### Notes:
1. The model assumes that the project is completed in the same year as the ordinance is enacted.
2. The tables assume the property is in Class 1 for the MCD.
3. If Residential:
4. Super TIF = 100% City Taxes and 50% County Taxes. The incremental increase over the base year is ignored, i.e., the developer recaptures all EATS generated by the property.
5. **Construction Costs**
   - Commercial: $2,000,000
   - Residential: $1,000,000
6. The data used for the calculations are based on the following assumptions:
   - 1997 Comm. & Res.: $323,830
   - 1998 Comm. & Res.: $89,188
   - Land Value: $704,000
   - Improvement: 5.1%

---

Blackwell Sanders Matheny Weary & Lombardi L.C.
<table>
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<th>Differential Assessment</th>
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<td>$457,970</td>
</tr>
<tr>
<td>$457,970</td>
<td>$0</td>
<td>$0</td>
<td>$457,970</td>
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<td>$457,970</td>
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<td>$457,970</td>
<td>$457,970</td>
<td>$457,970</td>
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</tr>
<tr>
<td>$457,970</td>
<td>$0</td>
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<td>$457,970</td>
<td>$457,970</td>
<td>$457,970</td>
<td>$0</td>
<td>$457,970</td>
<td>$457,970</td>
<td>$457,970</td>
<td>$457,970</td>
</tr>
</tbody>
</table>

(1) The City does not have a rule of thumb for determining unlike for residences. They will generally use the developer's figures. In the absence of appraisals, the City will use $1,350 per foot, i.e., the same as commercial or

Blackwell Sanders Matheny Weary & Lombardi L.C.
<table>
<thead>
<tr>
<th>Year</th>
<th>City Assessed Value</th>
<th>Improvement Assessed</th>
<th>Combined Assessed Value</th>
<th>Market Value</th>
<th>Rate</th>
<th>EAVs</th>
</tr>
</thead>
<tbody>
<tr>
<td>1997</td>
<td>$120,000</td>
<td>$15,000</td>
<td>$135,000</td>
<td></td>
<td>1%</td>
<td>$135</td>
</tr>
<tr>
<td>1998</td>
<td>$125,000</td>
<td>$16,250</td>
<td>$141,250</td>
<td></td>
<td>1.5%</td>
<td>$142</td>
</tr>
<tr>
<td>1999</td>
<td>$130,000</td>
<td>$17,500</td>
<td>$147,500</td>
<td></td>
<td>2%</td>
<td>$149</td>
</tr>
<tr>
<td>2000</td>
<td>$135,000</td>
<td>$18,750</td>
<td>$153,750</td>
<td></td>
<td>2.5%</td>
<td>$156</td>
</tr>
<tr>
<td>2001</td>
<td>$140,000</td>
<td>$20,000</td>
<td>$160,000</td>
<td></td>
<td>3%</td>
<td>$163</td>
</tr>
<tr>
<td>2002</td>
<td>$145,000</td>
<td>$21,250</td>
<td>$166,250</td>
<td></td>
<td>3.5%</td>
<td>$169</td>
</tr>
</tbody>
</table>

Note: EAVs = Estimated Assessed Value
# E J N U E P R O J E C T I O N W O R K S H E E T - 4900 M A I N P H A S E II (P r i v a t e G a r a g e)

**EXHIBIT 8(i)**

<table>
<thead>
<tr>
<th>Year</th>
<th>Assessed Equalized Value</th>
<th>Projected Equalized Value</th>
<th>Improvement</th>
<th>Assessed Value</th>
<th>Projected Value</th>
<th>Differential Value</th>
<th>EATS Recaptured</th>
<th>EATS Recaptured (Statutory)</th>
<th>Total Value</th>
<th>Total Value (Statutory)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1995</td>
<td>$1,250,000</td>
<td>$1,300,000</td>
<td>$50,000</td>
<td>$1,250,000</td>
<td>$1,300,000</td>
<td>$50,000</td>
<td>$50,000</td>
<td></td>
<td>$2,550,000</td>
<td>$2,550,000</td>
</tr>
<tr>
<td>1996</td>
<td>$1,300,000</td>
<td>$1,300,000</td>
<td>$0</td>
<td>$1,300,000</td>
<td>$1,300,000</td>
<td>$0</td>
<td>$0</td>
<td></td>
<td>$2,600,000</td>
<td>$2,600,000</td>
</tr>
<tr>
<td>1997</td>
<td>$1,300,000</td>
<td>$1,300,000</td>
<td>$0</td>
<td>$1,300,000</td>
<td>$1,300,000</td>
<td>$0</td>
<td>$0</td>
<td></td>
<td>$2,600,000</td>
<td>$2,600,000</td>
</tr>
</tbody>
</table>

**Notes:**
- The document assumes the project is completed in the same year as the assessment year.
- The City does not have a rule of thumb for assessing values for residences. They will generally use the developer's figures, if the residences are apartments, the City will use the zero percent, i.e., the same as commercial.

Blackwell Sanders Matheny Weary & Lombardi L.C.
EXHIBIT 9

EVIDENCE OF "BUT FOR"
TABLE 1
CONSOLIDATED 10-YEAR PROFORMA
COUNTRY CLUB PLAZA
NON-TIF SCENARIO

<table>
<thead>
<tr>
<th>Cash Flow Analysis</th>
<th>Year</th>
<th>1</th>
<th>2</th>
<th>3</th>
<th>4</th>
<th>5</th>
<th>6</th>
<th>7</th>
<th>8</th>
<th>9</th>
<th>10</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Revenue Growth Factor</td>
<td>1.0%</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Cost Growth Factor</td>
<td>3.0%</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Operating Costs</td>
<td>11,419,281</td>
<td>11,781,686</td>
<td>12,144,716</td>
<td>12,528,157</td>
<td>12,952,501</td>
<td>13,338,078</td>
<td>13,765,219</td>
<td>14,224,275</td>
<td>14,735,324</td>
<td>15,299,572</td>
<td>$15,912,702</td>
</tr>
<tr>
<td>5 Net Operating Income</td>
<td>19,915,693</td>
<td>19,988,008</td>
<td>19,137,925</td>
<td>18,874,156</td>
<td>18,834,044</td>
<td>18,857,059</td>
<td>18,924,079</td>
<td>19,461,504</td>
<td>19,136,755</td>
<td>18,691,841</td>
<td>$18,978,617</td>
</tr>
<tr>
<td>7 Net Cash Flow</td>
<td>Equity Investment ($47,060,225)</td>
<td>$230,618</td>
<td>$343,081</td>
<td>$452,650</td>
<td>$557,382</td>
<td>$688,842</td>
<td>$759,208</td>
<td>$819,252</td>
<td>$977,735</td>
<td>$1,021,403</td>
<td>$1,100,317</td>
</tr>
</tbody>
</table>

Returns Analysis

A. Direct Cash Flow from Redevelopment Projects

8 Annual Return on Equity

| Year | 0.48% | 0.91% | 0.69% | 0.71% | 0.72% | 0.70% | 0.67% | 0.63% | 0.56% | 0.53% |

B. Returns with Direct and Indirect Cash Flow

9 Indirect Cash Flow from other Plaza Property

|$1,335,000 | $1,365,025 | $1,378,350 | $1,385,881 | $1,419,020 | $1,439,174 | $1,460,747 | $1,471,045 | $1,503,089 | $1,526,420 |

10 Adjusted Total Cash Flow

| Equity Investment ($47,060,225) | $1,988,810 | $2,018,083 | $2,047,401 | $2,053,243 | $2,075,702 | $2,104,383 | $2,338,069 | $2,410,378 | $2,525,278 | $2,925,442 |

11 Annual Return on Equity

| 3.3% | 3.5% | 3.6% | 4.1% | 4.3% | 4.6% | 4.8% | 5.0% | 5.3% | 5.5% |

Table 1 Technical Notes

Line No. | Description
--- | ---
1 | Revenue growth factors are based on information provided by Kansas City regional brokers and developers, as well as on the experience of the Nichols company at Country Club Plaza.
2 | Cost growth factors of 3 percent per year are from the same source as Line 1.
3 | Gross rental revenue is calculated for each project as shown in the project pro formas, Tables 6 through 14.
4 | Operating costs are calculated for each project in Tables 6 through 14.
5 | Net operating income is Line 3 minus Line 4.
6 | Debt Service is calculated for each project in Table 6 through 14. All private financing assumes a loan to value ratio of 80 percent, a term of 30 years, and an interest rate of 9.0 percent.
7 | The Equity Investment for each project is shown in Tables 6 through 14 and summarized in Table 5.
8 | The Annual Return on Equity is Line 7 divided by the Equity Investment.
9 | The Indirect Cash Flow is shown in Line 4 of Table 4. For this analysis, we assumed the "5%" scenario (see Table 3).
10 | The Adjusted Total Cash Flow is the sum of Lines 7 and 9.
11 | The Adjusted Return on Equity is Line 10 divided by the Equity Investment.
<table>
<thead>
<tr>
<th>Cash Flow Analysis</th>
<th>Year</th>
<th>1</th>
<th>2</th>
<th>3</th>
<th>4</th>
<th>5</th>
<th>6</th>
<th>7</th>
<th>8</th>
<th>9</th>
<th>10</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Revenue Growth Factor</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>1.6%</td>
</tr>
<tr>
<td>2 Cost Growth Factor</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>3.0%</td>
</tr>
<tr>
<td>3 Gross Rental Revenue</td>
<td></td>
<td>$30,334,874</td>
<td>$30,789,694</td>
<td>$31,261,440</td>
<td>$31,730,313</td>
<td>$32,206,116</td>
<td>$32,687,659</td>
<td>$33,173,624</td>
<td>$33,666,784</td>
<td>$34,171,266</td>
<td>$34,684,363</td>
</tr>
<tr>
<td>4 Operating Costs</td>
<td></td>
<td>$14,419,281</td>
<td>$14,726,880</td>
<td>$15,054,719</td>
<td>$15,390,557</td>
<td>$15,735,511</td>
<td>$16,095,818</td>
<td>$16,460,671</td>
<td>$16,833,297</td>
<td>$17,213,699</td>
<td>$17,601,872</td>
</tr>
<tr>
<td>5 Net Operating Income</td>
<td></td>
<td>$15,915,593</td>
<td>$16,062,814</td>
<td>$16,206,721</td>
<td>$16,339,756</td>
<td>$16,530,605</td>
<td>$16,691,841</td>
<td>$17,203,953</td>
<td>$17,833,487</td>
<td>$18,457,567</td>
<td>$18,882,491</td>
</tr>
<tr>
<td>6 Debt Service</td>
<td></td>
<td>$14,603,243</td>
<td>$14,603,243</td>
<td>$14,603,243</td>
<td>$14,603,243</td>
<td>$14,603,243</td>
<td>$14,603,243</td>
<td>$14,603,243</td>
<td>$14,603,243</td>
<td>$14,603,243</td>
<td>$14,603,243</td>
</tr>
<tr>
<td>7 Net Cash Flow</td>
<td></td>
<td>$4,412,349</td>
<td>$5,460,570</td>
<td>$7,603,478</td>
<td>$11,736,513</td>
<td>$11,930,362</td>
<td>$12,091,600</td>
<td>$12,600,710</td>
<td>$13,230,240</td>
<td>$13,854,320</td>
<td>$14,279,254</td>
</tr>
</tbody>
</table>

Returns Analysis

A. Direct Cash Flow from Redevelopment Projects

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 8 Annual Return on Equity | | 11.4% | 12.10% | 12.44% | 12.72% | 12.99% | 13.26% | 13.51% | 13.74% | 13.97% | 14.10% |

B. Returns with Direct and Indirect Cash Flow

<p>| | | | | | | | | | |</p>
<table>
<thead>
<tr>
<th></th>
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<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>9 Indirect Cash Flow from other Plaza Property</td>
<td></td>
<td>$1,335,600</td>
<td>$1,335,600</td>
<td>$1,335,600</td>
<td>$1,335,600</td>
<td>$1,335,600</td>
<td>$1,335,600</td>
<td>$1,335,600</td>
<td>$1,335,600</td>
</tr>
<tr>
<td>10 Indirect Cash Flow from Equity Investment</td>
<td></td>
<td>$8,747,410</td>
<td>$8,747,410</td>
<td>$8,747,410</td>
<td>$8,747,410</td>
<td>$8,747,410</td>
<td>$8,747,410</td>
<td>$8,747,410</td>
<td>$8,747,410</td>
</tr>
<tr>
<td>11 Adjusted Total Cash Flow</td>
<td></td>
<td>$10,083,010</td>
<td>$10,083,010</td>
<td>$10,083,010</td>
<td>$10,083,010</td>
<td>$10,083,010</td>
<td>$10,083,010</td>
<td>$10,083,010</td>
<td>$10,083,010</td>
</tr>
<tr>
<td>12 Annual Return on Equity</td>
<td></td>
<td>16.4%</td>
<td>16.8%</td>
<td>16.9%</td>
<td>16.8%</td>
<td>16.8%</td>
<td>17.1%</td>
<td>17.4%</td>
<td>17.7%</td>
</tr>
</tbody>
</table>

Table 2 Technical Notes

1. Revenue growth factors are based on information provided by Kansas City regional brokers and developers, as well as on the experience of the Nichols company at Country Club Plaza.
2. Cost growth factors of 3 percent per year are from the same source as Line 1.
3. Gross rental revenue is calculated for each project as shown in the project pro formas, Tables 6 through 14.
4. Operating costs are calculated for each project in Tables 6 through 14.
5. Net operating income is Line 3 minus Line 4.
6. Debt Service is calculated in Lines 5 and 7 of Table 3.
7. The Equity Investment for each project is shown in Tables 6 through 14 and summarized in Table 5.
8. The Annual Return on Equity is Line 7 divided by the Equity Investment.
9. The Indirect Cash Flow is shown in Line 4 of Table 4. For this analysis, we assumed the "5%" scenario (see Table 3).
10. The Adjusted Total Cash Flow is the sum of Lines 7 and 9.
11. The Adjusted Return on Equity is Line 10 divided by the Equity Investment.
March 5, 1997

Tax Increment Financing Commission  
of Kansas City, Missouri  
10 Petticoat Lane, Suite 250  
Kansas City, MO 64106

On behalf of Economics Research Associates, I have prepared the attached documentation in connection with the Country Club Plaza Tax Increment Financing Plan. Based upon information provided to me by the J.C. Nichols Company, and on an independent verification of such data by my firm where necessary, it is my opinion that the information contained in the attached documentation is true, the assumptions relied upon herein are reasonable, and the financial information and pro forma exhibits presented are true and accurate to the best of my knowledge, information, and belief.

ECONOMICS RESEARCH ASSOCIATES

By:  
Patrick L. Phillips, Senior Vice President
EXHIBIT 10

PROPERTY ACQUISITION AND DISPOSITION
10. **LAND ACQUISITION**

(a) For each project area, please provide the following:

(i) A map showing all parcels to be acquired:

See Exhibit 10(a).

(ii) Addresses of all parcels to be acquired:

4909 Wyandotte
Kansas City, Missouri

(iii) Current owners of all parcels to be acquired:

Robert and Rebecca Newman

(b) Is the use of eminent domain anticipated?

No.
EXHIBIT 11

SUMMARY OF DEVELOPER'S PROPOSAL

As submitted on December 20, 1996
PROPOSAL OF

J.C. NICHOLS COMPANY

FOR THE

COUNTRY CLUB PLAZA

TAX INCREMENT FINANCING PLAN

DECEMBER 20, 1996
EXECUTIVE SUMMARY
OF THE
PROPOSAL OF
J.C. NICHOLS COMPANY
FOR THE
COUNTRY CLUB PLAZA
TAX INCREMENT FINANCING PLAN
DECEMBER 20, 1996

The J.C. Nichols Company will undertake a comprehensive $240,000,000.00 redevelopment of portions of the Country Club Plaza and surrounding areas pursuant to the Country Club Plaza Tax Increment Financing Plan. Of the total project costs, J.C. Nichols Company will contribute in equity or private financing approximately 77% of the total project costs and is requesting tax increment financing assistance for the remaining 23%.

The initiative consists of the following:

- 780,000 square feet of new construction/150,000 square feet will consist of new retail space
- 180,000 square feet of rehabilitation to existing structures/90,000 square feet will consist of improved retail space
- 350 new residential apartment units
- 3,965 new parking spaces
- $5 million public amenities package, to include directional signage graphics, lighting, auditory, water elements, and statuary
- Goal of more than 5,000 new jobs created with approximately 22% minority-women owned contracts
- $185 million investment of J.C. Nichols Company
- $29 million of LCRA or TIF bonds not requiring the full faith and credit of the City

The summarized projects are as follows:

- SEVILLE SQUARE

  A $17 million total rehabilitation of the existing structure. The project will include approximately 10,000 square feet of restaurant space and 76,000 square feet of retail space. The existing parking structure will be expanded and rehabilitated. (Anticipated completion - Dec. 1997 to Dec. 1999).

- SAKS FIFTH AVENUE BLOCK

  An $11 million development consisting of an additional 30,000 square feet of retail and improvements to the existing parking structure. (Anticipated completion - June 1999 to June 2000).

- FOUNTAIN SQUARE - 47th and Pennsylvania Avenue

  A $73 million mixed-use development which includes 265,000 square feet of office space, 60,000 square feet of retail and 10,000 square feet of restaurant space. The project will also include the construction of 1,745 new parking spaces. (Anticipated completion - June 1999 to Dec. 2002).

- HOTEL DEVELOPMENT - 47th and Pennsylvania Avenue

  A $36 million hotel consisting of approximately 300 rooms and 450 new parking spaces. (Anticipated completion - June 1999 to Dec. 2002).

- CENTRAL PARKING
A $7 million improvement to the existing Central Plaza Parking area. This project will also incorporate approximately 25,000 square feet of new retail space and public space, and function as a community gathering place. (Anticipated completion - Jan. 2000 to Dec. 2002).

* **HALLS BLOCK**

A $7.5 million addition to the existing retail and parking structure. This development will include new retail space and 200 new parking spaces. (Anticipated completion - Jan. 1999 to Dec. 2001).

* **PARK LANE**

A $10 million conversion of the existing Park Lane apartments to an 88-room hotel. The project also includes 280 parking spaces. (Anticipated completion - Dec. 1998 to Dec. 2000).

* **KIRKWOOD**


* **4900 MAIN STREET**


* **PUBLIC AMENITIES**

A $5 million public amenities package to include directional signage graphics, lighting, auditory, water elements and statuary.

The statutory findings have been satisfied as follows:

* **Evidence of “Conservation”**

The Redevelopment Area, taken as a whole, is composed largely of structures over 35 years old. Structures within the area are either substantially deteriorated or are functionally obsolete or economically underutilized. Deteriorating single family dwellings, a dilapidated apartment tower, surface parking and a large vacant lot occupy valuable hotel and residential sites. Prime retail space is taken up by an obsolete retail center, surface parking and substandard parking structures. Further, that portion of the Redevelopment Area referred to as Kirkwood and 4900 Main Phase II, which is bounded generally on the north by 49th Street, on the east by Main Street, on the south by 50th Street and on the west by Wornall Street, was previously declared blighted in Kansas City Ordinances No. 53519 (adopted December 23, 1981), No. 53414 (adopted October 29, 1981) and No. 53518 (adopted December 23, 1981).

* **Evidence of “But For”**

Acceptable returns to real estate investors depend on the nature of the specific investment: the property sector or land use in question, the life cycle of the property, local market conditions, the overall risk associated with the property, inflation expectations, and other factors. Under current conditions in real estate capital markets, returns on real estate equities range from 8 to 12 percent for well-leased operating properties. In certain property types, such as hotels, investors will seek higher cash-on-cash returns of 13 to 14 percent. Threshold returns for development projects, because of the risk inherent in project development and leasing, will be even higher, typically on
the order of 20 percent or more. Because of the Plaza's strong historical market position and operating history, an appropriate risk-adjusted return for the proposed projects, when considered in aggregate, would be consistent with this 15 to 20 percent range.

Without the recapture of the tax-increment revenues, the proposed projects do not meet this rate-of-return standard. The aggregate return to equity for the stabilized year, including all of the projects, is .48 percent. This is due primarily to the high cost of structured parking. If these high capital costs can be supported by the TIF revenue stream, as is requested, the aggregate return to equity rises to 13.14 percent. In other words, but for the TIF contribution to the parking costs, the projects would not be attractive to private investors.
1. **APPLICANT INFORMATION**

(a) Applicant Name:

J.C. Nichols Company, a Missouri corporation

(b) Contact Person:

David A. Fenley, Esq.

Business Phone: (816) 274-6824   Fax: (816) 274-6914

(c) Business Address:

Blackwell Sanders Matheny Weary & Lombardi, L.C.
2300 Main Street, Suite 1100
Kansas City, Missouri 64108

(d) Representative authorized to sign/execute document:

Barrett Brady, President

Edward A. deAvila, Senior Vice-President

(e) Address:

J.C. Nichols Company
310 Ward Parkway
Kansas City, Missouri 64112

Phone: (816) 561-3456   Fax: (816) 561-2256

(f) General Contractor:

(A) general contractor(s) has not been selected. Given the scope of the projects, it is possible that J.C. Nichols Company will use multiple contractors.

(g) Previous Development Projects or Experience of the Organization

See Exhibit 1(g) for a detailed description of J.C. Nichols Company's previous projects and experience.
J.C. Nichols is one of the most experienced and well respected real estate firms in the entire midwest. As developer of the proposed projects, the Company can draw upon over 90 years of development experience in and around Kansas City.

Since 1905, the Company has been developing renowned real estate projects of remarkable character. Common to each development - residential neighborhoods, shopping centers, hotels, office buildings, apartments and industrial parks - is the Company's commitment to excellence.

The Company is best known for its development, ownership and management of the crown jewel of Kansas City, The Country Club Plaza, a prestigious shopping, entertainment, and office district of Spanish Architecture containing approximately 1,100,000 square feet of retail space and approximately 1,100,000 square feet of office space. The Company currently owns and manages 33 office buildings, 18 shopping centers, 2,000 apartment units and 3 industrial parks in the metropolitan Kansas City area. In addition, the Company is currently developing 3 major residential subdivisions in Johnson County, Kansas.

The Company also owns an equity interest in 12 active real estate partnerships. The largest of these holdings is the Company's approximately 50% interest in 6 partnerships in Des Moines, Iowa. These partnerships currently own a total of 9 buildings containing approximately 600,000 square feet of offices, 200,000 square feet of industrial space and 110 acres of prime real estate being held for future development. In addition, one of the Company's 12 partnership interests is a 40% interest in J.C. Nichols Real Estate, Kansas City's second largest residential sales and brokerage firm.
3. **DESCRIPTIVE SUMMARY OF PLAN AND PROJECTS**

J.C. Nichols Company will undertake a comprehensive redevelopment of portions of the Country Club Plaza pursuant to the Country Club Plaza Tax Increment Financing Plan. The proposed redevelopment will include approximately 780,000 square feet of new construction on the Plaza, 180,000 square feet of rehabilitation to existing structures in the Plaza, and 350 residential apartments in the Plaza area. Additionally, 3,965 new parking spaces will be constructed. The proposed redevelopment will also include a $5,000,000 public amenities package, that will build upon the Plaza’s regional patronage with a well thought out master plan of signage, graphics, lighting, auditory, water elements and directional enhancements.
Exhibit 5(c)

Amount and Source of Equity to be Provided

Attached hereto as Exhibit 5(c)(1) is the Developer’s proposed total budget for each of the proposed Projects (the “Budget”). Developer proposes to use the Budget as Exhibit 4 to the Country Club Tax Increment Financing Plan.

The Budget anticipates that approximately 77% of the total cost will be privately funded and approximately 23% will be funded using revenues generated from Tax Increment Financing. The anticipated amount of Developer equity and private financing will be approximately $185,000,000. The precise debt to equity ratio is not known at this time.

Attached as Exhibit 5(c)(2) is a letter from Charter American Mortgage Co. indicating that the private debt and equity necessary to complete the individual Projects can be obtained. In addition, the letter from George K. Baum & Co. attached as Exhibit 5(c)(3) demonstrates that the income stream generated by the Projects will be sufficient to support the sale of LCRA or TIF bonds.
December 13, 1996

Mr. Barry Brady  
President  
J. C. Nichols Company  
310 Ward Parkway  
Kansas City, Missouri 64112

Re: Plaza Redevelopment Plan

Dear Barry:

Thank you for the opportunity to examine and review the redevelopment plans that J. C. Nichols has created for the Plaza. These are truly exciting projects and seem to be laid out, designed and conceived on a very high quality and progressive basis.

Charter American Mortgage Company is very enthusiastic about sourcing debt for your redevelopment projects, as well as possibly private equity, should you desire it. Our meetings have been quite positive in that regard, and your development team has been very helpful in providing us with good preliminary numbers to enable us to analyze the possibilities. Subject to completion of the final design of these projects, marketing strategies and our final due diligence review, Charter American is confident of its ability to raise debt and/or equity for the various projects along the lines we’ve discussed.

Sincerely,

[Signature]

Thomas J. Turner, III  
President

TJT/clh
Mr. John Crawford  
Executive Director  
Tax Increment Financing Board  
10 Petticoat Lane, Suite 250  
Kansas City, Missouri 64106

Dear Mr. Crawford:

This letter will serve as a confirmation that our firm has examined and discussed the redevelopment plan for the plaza with the J.C. Nichols Company. Our discussions have included definitive outlines of the proposed improvements planned by the J.C. Nichols Company for the plaza. Furthermore, we have analyzed their financing plan and made recommendations in the structuring of this important ingredient in the overall plan for this redevelopment.

It is our opinion that these projects will generate sufficient revenues to support any considered financing and our firm has agreed to underwrite the J.C. Nichols Company's tax-exempt debt that might be authorized by your Commission. The final financing will be subject to the approval of the final structure of the financing, including any security provisions, legal documentation and other related terms to be mutually agreed upon by ourselves and the J.C. Nichols Company.

If you have any questions regarding the aforementioned commitment, please feel free to contact me at your convenience. Thank you very much for your assistance.

Sincerely,

Russell L. Brown  
Executive Vice President

RLB:dw
9. CONTROL OF PROPERTY

(a) If the Applicant owns the project site, indicate:

The following information/document will be made available to the TIF Commission and Staff, as needed.

(i) Date of purchase:
(ii) Mortgage(s):
(iii) Balance of existing Mortgage(s):
(iii) Submit copies of promissory note(s), deed(s) of trust and deed(s) for each mortgage:

(b) If the Applicant has a contract or option to purchase the project site, indicate:

(i) Date purchase/option contract signed: N/A
(ii) Closing/expiration date: N/A
(iii) Submit a copy of purchase/option contract(s): N/A

(c) If the Applicant will lease the project site, indicate:

(i) Legal Name of Owner: N/A
(ii) Owner's Address: N/A

(d) Owner of land upon completion of the Project:

J.C. Nichols Company
13. **CONTINGENCIES**

This Proposal is contingent upon the following:

(a) Approval of the Country Club Plaza Tax Increment Financing Plan, and the selection of the J.C. Nichols Company as the developer to implement the Plan.

(b) Approval by the City of Kansas City, Missouri of any necessary applications to rezone and replat the project areas, the vacation of all streets, alleys and air rights necessary for construction of the projects, the approval of development plans and construction plans as necessary and the issuance of building permits related thereto.

(c) The negotiation of a redevelopment contract in form and substance satisfactory to the J.C. Nichols Company with the Tax Increment Financing Commission of Kansas City, Missouri.

(d) The City of Kansas City, Missouri's approval of a neighborhood improvement district, the issuance of LCRA or TIF Bonds to be retired with TIF revenue in an amount sufficient to fund the TIF Reimbursable Project Costs for the 47th & Penn and Hotel garages and the Park Lane garage in an aggregate amount of $29,140,000, such issuance to be secured by an assessment lien created by the Missouri Neighborhood Improvement District Act.

(e) The obtaining of conventional financing and equity financing by the J.C. Nichols Company on a basis such that each redevelopment project is economically feasible.

(f) Market demand sufficient to make the proposed projects economically feasible.
Memorandum

DATE: February 18, 1997
TO: John Crawford, KCEDC
FROM: Patrick Phillips
RE: Preliminary Analysis for TIF Commission Response

I have enclosed a series of tables that reflect an analysis completed by ERA in response to the TIF Commission’s comments and questions raised during the hearing last week. These also reflect the approach I discussed with Dick Smith, counsel to the Commission.

The Issues

The Commission raised two major issues related to the “but for” analysis:

1. The return calculated under the TIF scenario omitted all parking and amenity costs, rather than only those costs that would be covered by the incremental tax revenues. The incremental revenues are about $5 million less than the cost of parking and amenities. The impact of this is that JCN pays this difference, and returns to equity decrease.

2. The “but for” analysis omitted the impact of incremental additional sales (and other potential economic gains) on the other Plaza properties owned by JCN. If these “indirect” benefits are figured into the analysis, returns to equity increase.

Implicit in these comments is the question of the reasonableness of the returns if these two adjustments are made. We have previously stated that a return of between 15 to 20 percent would represent a typical target for this kind of investment. Presumably, a higher rate of return could be seen as excessive.

1. Adjusting the Return in the TIF Scenario

Our preliminary response is shown on the attached pages. Table 1 first adjusts the calculation of the costs, revenues, and returns under the TIF scenario. As shown, the
present value of the increment, as documented in the worksheets prepared by Blackwell Sanders, is $53.7 million. This compares to the costs of parking and amenities previously estimated at $58.35 million. The net cost of the projects therefore increases by the difference between these amounts, to $186.25 million. From this net cost, we have calculated a new amount of privately financed costs, or debt, and a new amount of required equity. The new debt service requirement is calculated based on this debt principal amount. Financing assumptions are the same as in the original application.

Net operating income is the same. Cash flow, however, goes down because of the higher debt service required. The new cash flow is then divided by the new equity requirement to give us the adjusted return to equity. As shown in Table 1, the return to equity falls to 11.8 percent as a result.

2. Capturing the Effects of “Indirect” Revenue

The second adjustment is intended to show the impact of capturing the indirect benefits of redevelopment. In our view, the most reasonable way to estimate this is as follows: let’s first assume that the new activity created through redevelopment will produce new, incremental sales to the existing retail square footage at the Plaza. Many current leases do not allow for percentage rents, and numerous existing tenants do not pay percentage rents because of performance. However, some portion of these net new sales will in fact fall to the bottom line. If we can estimate this new, “indirect” cash flow and include it in the return-on-equity calculation, this will accurately reflect the company’s effective total return on the redevelopment projects.

The Plaza will produce total sales estimated at about $186 million this year. Without any redevelopment, this is projected to grow at about two percent per year (this is of course consistent with the application calculations, but may not occur without redevelopment). The adjusted base case for year 2006 is therefore $224.6 million.

For the purposes of the fiscal analysis, we have previously estimated that the redevelopment projects will result in total Plaza-wide sales of $297 million. About $45.7 million of these new sales are a result of the new square footage in the redevelopment projects. The amount of this increase that is expected to occur in the existing Plaza, therefore, is as follows: $297 million less the $224.6 million in projected sales in existing space less the $45.7 million in sales in the new projects themselves. The result of this calculation is $26.7 million. In other words, the redevelopment boosts sales in existing space by $26.7 million.

The next step is to translate this increment into additional cash flow for the purposes of calculating returns on the redevelopment projects. To do so, we examined the company’s
record of operating performance for the Plaza over the last five years. These data show that pretax cash flow before debt service runs between 3.1 and 4.2 percent of gross sales. This relationship is a function of the lease structure, the operating costs on the Plaza, and the degree to which operating costs are recovered from tenants. Over time, as the number of leases incorporating percentage-rent provisions and triple-net structures increase as a proportion of total leases, this ratio should improve.

As a benchmark, we also examined data collected by the Urban Land Institute for regional-scale shopping centers in the Midwestern United States. This survey, which is the industry’s most complete and reliable database of shopping center operations, shows a median ratio of net operating income to gross sales of 5.2 percent.

To recognize the variability in this factor, for the purposes of calculating this “indirect” additional cash flow we examined three levels of performance: cash flow at four percent, five percent, and six percent of gross sales. This analysis is summarized in Table 2. As shown, with the additional sales pegged at $26.7 million, the additional, “indirect” cash flow ranges from a low of $1.07 million to a high of $1.6 million. Adding this to the cash flow of the redevelopment projects, $4.41 million, gives us a total cash flow of $5.48 to $6.01 million. Dividing this number by the amount of equity required to build the redevelopment projects, $37.25 million, shows a cash-on-cash return to equity, including both direct and indirect revenue, of 14.7 percent for the low case, 15.43 percent for the moderate case, and 16.15 percent for the high case.
<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
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<tbody>
<tr>
<td>Total Development Costs, Including Parking and Amenities</td>
<td>$239,951,631</td>
</tr>
<tr>
<td>Projected Tax-Revenue Increment</td>
<td>$53,700,000</td>
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<tr>
<td>Net Development Cost</td>
<td>$186,251,631</td>
</tr>
<tr>
<td>Equity @ 20%</td>
<td>$37,250,326</td>
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<tr>
<td>Privately Financed Costs</td>
<td>$149,001,305</td>
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<tr>
<td>Direct Net Operating Income from Redevelopment Projects</td>
<td>$18,915,393</td>
</tr>
<tr>
<td>Debt Service</td>
<td>($14,503,243)</td>
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<td>Cash Flow from Redevelopment Projects</td>
<td>$4,412,150</td>
</tr>
<tr>
<td>Return on Equity</td>
<td>11.8%</td>
</tr>
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</table>

Source: Economics Research Associates
<table>
<thead>
<tr>
<th></th>
<th>4.00%</th>
<th>5.00%</th>
<th>6.00%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Direct Cash Flow from Redevelopment Projects</td>
<td>$4,412,150</td>
<td></td>
<td></td>
</tr>
<tr>
<td>New Sales in the Existing Plaza Retail Space</td>
<td></td>
<td>$26,700,000</td>
<td></td>
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<tr>
<td><strong>Net Operating Income as a Percentage of Sales</strong></td>
<td><strong>4.00%</strong></td>
<td><strong>5.00%</strong></td>
<td><strong>6.00%</strong></td>
</tr>
<tr>
<td>New, &quot;Indirect&quot; Cash Flow</td>
<td>$1,068,000</td>
<td>$1,335,000</td>
<td>$1,502,000</td>
</tr>
<tr>
<td>Total Cash Flow</td>
<td>$5,480,160</td>
<td>$5,747,150</td>
<td>$6,014,160</td>
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<tr>
<td>Total Equity</td>
<td>$37,260,326</td>
<td>$37,260,326</td>
<td>$37,260,326</td>
</tr>
<tr>
<td>Adjusted Return on Equity</td>
<td>14.71%</td>
<td>15.43%</td>
<td>16.15%</td>
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</table>

Source: Economics Research Associates
<table>
<thead>
<tr>
<th></th>
<th></th>
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<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Plaza Retail</td>
<td>$4,660,712</td>
<td>$5,562,269</td>
<td>$6,490,609</td>
<td>$7,625,351</td>
<td>$8,600,966</td>
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<tr>
<td>Seville Square</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Plaza Retail</td>
<td>$163,455,600</td>
<td>$153,203,080</td>
<td>$159,584,440</td>
<td>$167,760,724</td>
<td>$169,076,868</td>
<td>$172,511,068</td>
</tr>
<tr>
<td>Seville Square</td>
<td>$13,090,278</td>
<td>$12,784,211</td>
<td>$12,946,628</td>
<td>$13,299,212</td>
<td>$11,208,081</td>
<td>$121,056,838</td>
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<tr>
<td>NOI / Gross Sales Volume</td>
<td>3.77%</td>
<td>3.35%</td>
<td>3.76%</td>
<td>4.21%</td>
<td>3.10%</td>
<td></td>
</tr>
</tbody>
</table>
Memorandum

DATE: February 27, 1997

TO: John Crawford, KCEDC

FROM: Patrick Phillips

RE: ULI Data Regarding Shopping Center Performance

CC: Barry Brady, J.C. Nichols; Dave Fenley; Blackwell Sanders

I have enclosed the most recent edition of the Urban Land Institute’s benchmark study of shopping centers, the Dollars and Cents of Shopping Centers, 1995. As you may know, this is the definitive industry study of retail real estate operations and performance data. ULI itself, the nation’s leading real estate and land use research and education organization, is described on page ii of the book. If additional information regarding the study or its sponsor is needed, please call me.

This study formed the basis for one of the calculations we discussed last week, the relationship between gross tenant sales and net operating income. The data that we relied upon are shown in Table 4-4 on page 79 of the study. This summarizes operations for regional shopping centers in the Midwestern United States. As stated in our memorandum discussed last week, the data indicate that for the median-performing center, net operating income represents 5.2 percent of mall tenant sales.

You had also requested that I supplement our earlier response to question 5 of your letter of February 18. To measure the effect of changes to key performance and financial variables in the redevelopment projects, ERA conducted a sensitivity analysis. Laura Whitener of the KCEDC staff assisted in defining three alternative scenarios that adjusted performance up and down and that isolated the impact of changes in financing variables. The conclusion of the sensitivity analysis, as documented in our submission of January 20, 1997, is that while these adjustments increase or decrease the investment returns, none of the scenarios analyzed presented a change in the essential “but for” finding. The answer—that the redevelopment projects are not sustainable without TIF assistance—remained constant.

Please feel free to call me if you have questions regarding the study, the ULI, or our interpretation of the data.
<table>
<thead>
<tr>
<th>Category</th>
<th>Average</th>
<th>Median</th>
<th>Lower Decile</th>
<th>Upper Decile</th>
<th>Number Reporting</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gross leasable space (GLA and all other floor area)</td>
<td>604,065</td>
<td>379,439</td>
<td>279,194</td>
<td>398,714</td>
<td>18</td>
</tr>
<tr>
<td>Ground area</td>
<td>500,646</td>
<td>281,411</td>
<td>173,201</td>
<td>315,261</td>
<td>19</td>
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<tr>
<td>Useable space</td>
<td>54,017</td>
<td>95,589</td>
<td>261,501</td>
<td>261,501</td>
<td>18</td>
</tr>
<tr>
<td>Interior gross (formed and unformed area)</td>
<td>271,120</td>
<td>250,747</td>
<td>106,300</td>
<td>460,458</td>
<td>20</td>
</tr>
<tr>
<td>Total gross (GLA)</td>
<td>274,243</td>
<td>273,486</td>
<td>177,299</td>
<td>426,244</td>
<td>20</td>
</tr>
<tr>
<td>Gross leasable area (dollars per square foot of mall GLA)</td>
<td>176.59</td>
<td>179.24</td>
<td>125.50</td>
<td>229.57</td>
<td>20</td>
</tr>
<tr>
<td>Total square footage</td>
<td>151.49</td>
<td>147.16</td>
<td>85.54</td>
<td>220.27</td>
<td>17</td>
</tr>
<tr>
<td>Percent of total receipts</td>
<td>$18,735</td>
<td>$15,754</td>
<td>$7,758</td>
<td>$23,388</td>
<td>100.00%</td>
</tr>
<tr>
<td>Operating Expenses</td>
<td>$7,479</td>
<td>$5,641</td>
<td>$3,164</td>
<td>$22,048</td>
<td>55.60%</td>
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<tr>
<td>Maintenence and housekeeping</td>
<td>3.82</td>
<td>3.15</td>
<td>1.46</td>
<td>7.09</td>
<td>20.34</td>
</tr>
<tr>
<td>Janitorial &amp; other common areas</td>
<td>2.57</td>
<td>2.57</td>
<td>1.00</td>
<td>4.34</td>
<td>13.19</td>
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<td>Parking lot</td>
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<td>0.06</td>
<td>0.00</td>
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<td>0.31</td>
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<td>Utilities</td>
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<td>0.43</td>
<td>0.00</td>
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<td>1.72</td>
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<td>Security</td>
<td>0.37</td>
<td>0.37</td>
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<td>0.44</td>
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<tr>
<td>Snow removal</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td>0.10</td>
<td>0.10</td>
</tr>
<tr>
<td>Trash removal</td>
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<td>0.00</td>
<td>0.00</td>
<td>0.10</td>
<td>0.10</td>
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<tr>
<td>Landscaping</td>
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<td>0.00</td>
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<td>0.25</td>
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<tr>
<td>Snow maintenance</td>
<td>0.03</td>
<td>0.02</td>
<td>0.00</td>
<td>0.14</td>
<td>0.14</td>
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<tr>
<td>Fixtures</td>
<td>0.02</td>
<td>0.02</td>
<td>0.00</td>
<td>0.14</td>
<td>0.14</td>
</tr>
<tr>
<td>Other</td>
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<td>0.00</td>
<td>0.00</td>
<td>0.13</td>
<td>0.13</td>
</tr>
<tr>
<td>Heating and air-conditioning</td>
<td>1.26</td>
<td>1.02</td>
<td>0.00</td>
<td>8.65</td>
<td>8.65</td>
</tr>
<tr>
<td>Sanitation and custodial services</td>
<td>0.25</td>
<td>0.25</td>
<td>0.00</td>
<td>0.25</td>
<td>0.25</td>
</tr>
<tr>
<td>Advertising and promotion</td>
<td>0.11</td>
<td>0.06</td>
<td>0.00</td>
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<td>0.12</td>
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<tr>
<td>Donations</td>
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<td>0.00</td>
</tr>
<tr>
<td>Promotional/special events</td>
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<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Miscellaneous</td>
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<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Total</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Total operating costs</td>
<td>229,570</td>
<td>229,570</td>
<td>229,570</td>
<td>229,570</td>
<td>100.00%</td>
</tr>
<tr>
<td>General and administrative</td>
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<td>1.17</td>
<td>0.71</td>
<td>4.29</td>
<td>13.02</td>
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<td>Management agent fees</td>
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<td>0.35</td>
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<td>0.91</td>
<td>4.07</td>
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<td>0.12</td>
<td>0.04</td>
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<td>0.25</td>
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<td>Leasing agent fees</td>
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<td>0.12</td>
<td>0.04</td>
<td>0.25</td>
<td>0.25</td>
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<td>Rent debt allowances</td>
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<td>0.08</td>
<td>0.04</td>
<td>0.20</td>
<td>0.20</td>
</tr>
<tr>
<td>Other payroll and benefits</td>
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<td>0.08</td>
<td>0.04</td>
<td>0.20</td>
<td>0.20</td>
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<tr>
<td>Professional services</td>
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<td>0.08</td>
<td>0.04</td>
<td>0.20</td>
<td>0.20</td>
</tr>
<tr>
<td>Other</td>
<td>0.09</td>
<td>0.08</td>
<td>0.04</td>
<td>0.20</td>
<td>0.20</td>
</tr>
<tr>
<td>Operating Balance</td>
<td>$1,232</td>
<td>$1,232</td>
<td>$1,232</td>
<td>$1,232</td>
<td>100.00%</td>
</tr>
</tbody>
</table>

* Due to rounding, some values may not add up to 100.00%.*

---

**Note:** Because data are means, medians, and deciles, detailed amounts do not add to totals. No median figures are shown if fewer than five values were reported for any item or expense category, and no lower and upper decile amounts are shown if fewer than 10 values were reported.
What in the opinion of the Nichols Company, are the key variables that will drive the future performance of the Country Club Plaza as income property?

The Plaza must re-establish itself as the preeminent destination for shopping and dining within its key core trade areas. With approximately forty percent of its business coming from outside the Kansas City metro area, there has been more reliance in recent years on the visitor serving audience. As the local market continues to grow fastest away from the Plaza, the Plaza is losing its advantage of proximity to its core trading area. In addition, with the direct competitive threat of suburban development, the Plaza more than ever needs to strengthen its tenant mix with current prototypes and more contemporary formats to compete.

The Plaza can no longer count on continuing repeat business throughout its core trading area without attracting (exclusive to the region) retail and restaurant tenants. By bringing new "signature" type of activity generators to the Plaza, we can infuse it with the necessary excitement, broadening its appeal and reinforcing its long standing position as a distinctive and diversified destination. This will increase consumer traffic that will in turn provide an uptick in sales and demand for parking.

The other key variable that will drive the future performance will be the Plaza’s ability to compete for major office tenants that might otherwise locate in the suburbs. Urban Land Institute reports that each employee on average spends approximately $1,900 per year in retail, restaurant and service establishments.

Another key variable to the Plaza’s success is its ability to attract the regional and business visitor to the Plaza. The Plaza has proven consistently to have one of the highest occupancy rates and average daily room rates in the city. As alternatives grow in the region for shopping, dining, entertainment and hospitality, we must strengthen lodging opportunities for it to remain competitive. These visitors represent the biggest per cap spenders when visiting Kansas City.

An expanding residential market surrounding the Plaza is vital to the Plaza’s long term performance. Demographers say there is plenty of evidence that supports an urban renaissance where people from empty nesters to professional baby boomers are seeking the convenient and cosmopolitan lifestyle. Like all great pedestrian districts in the country, the Plaza needs to develop and maintain a critical mass of high-quality housing.
#6 Why does the Nichols Company seek assistance for all nine projects at this time; can these be phased-in? Which projects are felt to be the most important by rank order? Is it possible to approve the entire Plan, but provide for separate “phased-in” authorization of individual projects?

JCN seeks assistance for all of our projects because they are all interrelated and key to the plan to position the Plaza for the next 75 years. Each project responds to different market demands. Hotels accommodate that 40% of the market that extends beyond the metropolitan area. The office and residential components are necessary to promote the local market. Maintaining and expanding quality retail is, in turn, necessary for all markets. No single project is adequate to sustain the Plaza’s viability.

Furthermore, as demonstrated in ERA’s financial analysis, not all projects generate an adequate investment return on their individual merits. They must be considered in their entirety to develop an acceptable return to the developer.

Finally, the projects do not lend themselves to prioritization. Each will be market driven. In today’s fast-paced, dynamic market, the Nichols Company must be able to respond immediately. Phased-in authorization precludes a developer’s ability to specifically quote economic terms and delivery dates.
EXHIBIT 12

CONSERVATION STUDY
CONSERVATION AREA STUDY
FOR THE
COUNTRY CLUB PLAZA
TAX INCREMENT FINANCING PLAN

PREPARED FOR:
J. C. NICHOLS COMPANY
310 WARD PARKWAY
KANSAS CITY, MISSOURI  64112

EFFECTIVE STUDY DATE:
JANUARY 10, 1997
NUNNINK FILE NO. 87-0502
January 14, 1997

Mr. Barrett Brady
President and Chief Executive Officer
J.C. Nichols Company
310 Ward Parkway
Kansas City, Missouri 64112

Dear Mr. Brady:

Pursuant to your authorization, I have completed the Conservation Area Study for the Tax Increment Financing Plan for the Country Club Plaza in Kansas City, Missouri. After completing an inspection of the Redevelopment Area and careful consideration of pertinent factors, I am of the opinion that the redevelopment area fulfills the definition of a “conservation area” as defined in Section 99.805(2) R.S. Mo. of Missouri’s Tax Increment Financing (TIF) statute.

This consulting service was performed in accordance with the Code of Professional Ethics and Standard of Professional Appraisal Practice of the Appraisal Institute and the Uniform Standards of Professional Appraisal Practice of the Appraisal Foundation. The Conservation Area Study comprises 50 pages and Addendum A.

Should you have any questions after considering the report, or if I may be of further service, please contact me at your convenience.

Thanking you for the opportunity to be of service, I remain

Very truly yours,

Kevin K. Nunnink, MAI
State of Missouri Certified General
Real Estate Appraiser (RA001895)

KKN/am
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ADDITIONAL MATERIALS - REDEVELOPMENT AREA DATA
INTRODUCTION

The Redevelopment Area comprises deteriorating and obsolete portions of the Country Club Plaza and its periphery, as identified by the map on the following page.

The Country Club Plaza represents a watershed in the history of retail development, because it is noted as the first suburban shopping district to recognize, and incorporate by design, the important changes that the automobile brought to shopping habits. The primary site was assembled between 1906 and 1910, with the majority of construction completed during 1920-1930. Refurbishment and additions to the Country Club Plaza have been completed from that time to the present. The unique architecture, statuary, greenbelts and fountains, as well as the high standards of subsequent maintenance, have contributed to the Country Club Plaza’s status as a cultural and architectural asset of the Kansas City community. The Country Club Plaza has graced the cover of *The Saturday Evening Post* and has been the recipient of the Urban Land Institute’s Heritage Award (1993), and continues to be recognized as a development of national merit.

The subject Redevelopment Area does not include the entire Country Club Plaza, but portions of the Country Club Plaza and its periphery that suffer from deteriorating or functionally obsolete building improvements. These improvements represent a physical or economic underutilization of the site, with extensive physical deterioration, as illustrated in the preceding photographs. The dated design and layout of these improvements make them functionally obsolete by today’s standards, impairing their continued economic viability, particularly noting increased maintenance costs to sustain ongoing habitability.

Present Improvements of the Redevelopment Area

A map in the following pages illustrates the location of projects in the Redevelopment Area.

Seville Project

Seville Square was constructed in 1945 for utilization as a department store. The building has subsequently been converted to multi-tenant usage, consisting of a “honeycomb” of retail spaces, a basement movie theater and an upper level food court. The vertical (multi-story) layout and the floor design result in a poor conversion usage. Elevators and elevators are located at the rear of the building and are difficult to find. Further, patrons have no visual orientation of stores as they ascend the escalator. A central atrium is required to provide natural lighting for store fronts, but limits the efficiency of the building layout. Further, the building is commonly heated with two gas fired boilers, the majority of the building is cooled by a common water cooling system. The building is linked via skywalk to an adjacent parking structure. The Seville Square building exterior, as a department store design, provides no identity to interior tenants. The site is one of the premier retail sites of the Country Club Plaza and the improvements represent an economic underutilization of the site.

Saks Block Project

The Saks department store is not owned by the J.C. Nichols Company, although the J.C. Nichols Company owns the underlying site and contiguous parking garage. The parking garage was one of the first structures completed at the Country Club Plaza in 1920. The parking structure features extensive lineal frontage to 47th Street, as well as Pennsylvania Avenue and constitutes an underutilization of the site. The Saks Fifth Avenue building
suffers from functional obsolescence in that department store size preferences have changed since its construction. Both Saks and Hall’s are undersized by contemporary standards. If either occupant vacated, single tenants would be difficult to find for such buildings due to the size and layout. Further, such buildings would prove poor multi-tenant conversions due to similar problems experienced at Seville Square.

47th & Pennsylvania

The 47th & Pennsylvania project is presently improved with a lower and upper surface parking lot, again occupying significant frontage and unimpeded visibility of the Plaza and, therefore constituting an economic underutilization of the site. The site is presently improved with five older low-rise apartment buildings, four of which were constructed in 1918, as well as a single family residence. The brick apartment structures are hampered by construction characteristics of the pre-1920s, including highly combustible interior components, smaller interior hallways, absence of central air conditioning, older mechanical and electrical equipment, etc. Although a low-rise design, these buildings feature smaller yard setbacks, resulting in narrow passage between buildings that are not a deterrent to crime and pose emergency accessibility problems for fire and police services.

The preceding photographs illustrated the aged boilers that are typical of these apartments, as well as the radiators, narrow stairwells, and undersized kitchens. The bedroom photograph illustrated building subsidence, with the north corner of the bedroom several inches below the south corner, a distance of approximately 10 feet. An exterior balcony photograph evidenced deterioration of the decking. It is also reported that the Biscayne Tower is in need of a new roof cover and third floor tenants have suffered from roof leakage.

Park Lane Project

The Park Lane apartment building was constructed in 1924 and comprises a mid-rise masonry exterior structure. The Park Lane construction characteristics include narrow hallways, outdated plumbing, electrical and elevator service. The drive entry is narrow, wide enough for only one car. The dated age and design of the structure, coupled with the condition of the interior, will require extensive modernizing and refurbishment to regain a market standard of competitiveness for ongoing future utilization. In its present status, the structure represents an economic underutilization of the site.

Hall’s Block Project

The Hall’s project consists of a two-story department store and parking garage. The Hall’s store is the smallest department store in the Redevelopment Area, comprising less than 60,000 square feet, or 50% of the low end of the preferred size range for department stores. The department store features two gas fired boilers, which are increasingly expensive to maintain as they age. The reinforced concrete structure features little exterior ornamentation. Like the Saks building, if the tenant vacated, a new tenant would be difficult to find due to the small size of the building. Like Seville Square, the Hall’s building would be difficult to convert to multi-tenant usage due to its size and layout.

Central Parking Project

Central Parking comprises a four level below grade parking structure. Like the other parking structures, construction occurred prior to widespread use of sodium as an ice deterrent. Accordingly, construction characteristics did not include effective moisture barriers. As cars have entered the garage with slush and sodium-laced ice, the residue permeates the concrete and rusts the underlying steel, requiring periodic patching and replacement.
Current parking structure standards coat structural steel and provide an integrated moisture barrier, rather than a surface sealant. Additionally, current standards include post-tension construction which compacts the concrete and repels water. As these parking structures continue to age, deterioration occurs more rapidly, requiring greater maintenance costs. With a typical life expectancy of 45 years, all of the parking structures require high on-going maintenance costs.

Kirkwood Project

The Kirkwood project is improved with approximately 34 residential structures, some dating back to the 1920s. The residences exhibit varying degrees of deterioration of building components and require significant periodic maintenance to remain habitable. The residences are buffered by high-rise apartments/condominiums to the north, west and south, with commercial development to the east. Thus, Kirkwood is an island of older, deteriorating residences that represent an economic underutilization for the area. Unified redevelopment of the parcel would permit greater economic utilization of the overall site, and provide for greater landscaping, security and parking than is present in the current fractionalized development.

The Kirkwood Project was previously declared blighted, as was the adjoining 4900 Main Phase II Project, in an area bounded generally on the north by 49th Street, on the east by Main Street, on the south by 50th Street, and on the east by Wornall, pursuant to Kansas City Ordinances No. 53519 adopted December 23, 1981, No. 53414 (adopted October 29, 1981) and No. 53519 (adopted December 23, 1981).

4900 Main Phase II Project

This project represents Phase II of the 4900 Main building and currently consists only of paved parking and a small branch bank facility. The 4900 Main Building, Board of Trade and other commercial development exists to the north, with Main Street retail existing to the east and southeast of this site. As such, the existing improvements constitute an economic underutilization of the area. Redevelopment in a commercial fashion could provide additional commercial development and complementary parking.

The 4900 Main Phase II Project was previously declared blighted, as was the adjoining Kirkwood Project, in an area bounded generally on the north by 49th Street, on the east by Main Street, on the south by 50th Street, and on the east by Wornall, pursuant to Kansas City Ordinances No. 53519 adopted December 23, 1981, No. 53414 (adopted October 29, 1981) and No. 53519 (adopted December 23, 1981).
Real Estate Taxes

The assessed valuations and real estate taxes generated by the properties within the Redevelopment Area are summarized below.

| Redevelopment | Project  | Land | Improvements | Combined Assessed Valuation | Land Tax | Improv. Tax | Combined Tax
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Seville Project</td>
<td>Garage</td>
<td>$2,720,500</td>
<td>$423,200</td>
<td>$3,143,700</td>
<td>$370,560</td>
<td>$138,224</td>
<td>$508,784</td>
</tr>
<tr>
<td>Salk Block</td>
<td>Garage</td>
<td>$2,238,015</td>
<td>$4,131,650</td>
<td>$6,369,665</td>
<td>$731,813</td>
<td>$1,322,128</td>
<td>$2,053,941</td>
</tr>
<tr>
<td>47 &amp; Pennsylvania</td>
<td>Parking</td>
<td>$1,231,685</td>
<td>$10,415</td>
<td>$1,242,090</td>
<td>$134,107</td>
<td>$33,333</td>
<td>$167,440</td>
</tr>
<tr>
<td>Hotel</td>
<td>Residential</td>
<td>$1,757,520</td>
<td>$1,757,520</td>
<td>$3,515,040</td>
<td>$333,029</td>
<td>$89,168</td>
<td>$422,197</td>
</tr>
<tr>
<td>Central Parking</td>
<td>Parking</td>
<td>$1,572,500</td>
<td>$22,125</td>
<td>$1,594,625</td>
<td>$503,200</td>
<td>$7,080</td>
<td>$510,280</td>
</tr>
<tr>
<td>Halls Block</td>
<td>Garage</td>
<td>$1,518,656</td>
<td>$2,432,244</td>
<td>$3,950,900</td>
<td>$488,570</td>
<td>$778,350</td>
<td>$1,266,920</td>
</tr>
<tr>
<td>Park Lane</td>
<td>Residential</td>
<td>$1,193,684</td>
<td>$108,684</td>
<td>$1,302,368</td>
<td>$226,800</td>
<td>$20,650</td>
<td>$247,450</td>
</tr>
<tr>
<td>Kirkwood</td>
<td>Residential</td>
<td>$2,401,848</td>
<td>$1,419,054</td>
<td>$3,820,902</td>
<td>$456,351</td>
<td>$269,620</td>
<td>$725,971</td>
</tr>
</tbody>
</table>

Zoning

Much development on the Country Club Plaza is underutilized with respect to zoning. For example, the prime Plaza retail core is primarily single-story but is zoned C3a2 where an FAR of 6:1 is permitted. Similarly, many of the area's single-family houses reside in R-4-0 zoning, Low Apartments, Administrative Office Buildings which allows an FAR of 1:1 and three-story height. The large surge of redevelopment projects and speculative assemblage activity has caused city officials to be concerned about uncontrolled growth in underutilized zoning. Therefore, the City has undertaken a study of the Plaza ("The Plaza Urban Design and Development Plan") purposed to ensure that "new development will contribute to the existing environment in a positive manner." The plan was officially approved by the City Council on June 1, 1989. The basic redevelopment position of the plan is to preserve the "bowl" concept and to target new projects for the periphery of the neighborhood.

South of Brush Creek the city's goal is to create a reverse bowl affect where building heights decrease (the rim of the bowl) moving to the south. The decreasing densities are as follows:

<table>
<thead>
<tr>
<th>Street</th>
<th>Zoning</th>
<th>Density</th>
</tr>
</thead>
<tbody>
<tr>
<td>48th Street</td>
<td>R5, R6</td>
<td>100 units per acre</td>
</tr>
<tr>
<td>49th Street</td>
<td>R5, R6</td>
<td>62 units per acre</td>
</tr>
<tr>
<td>50th Street</td>
<td>R4</td>
<td>29 units per acre</td>
</tr>
<tr>
<td>51st Street</td>
<td>R2</td>
<td>8.7 units per acre</td>
</tr>
<tr>
<td>52nd Street</td>
<td>R1</td>
<td>7.28 units per acre</td>
</tr>
</tbody>
</table>
Four new zoning categories were recommended as follows:

1. **R-1bb** - minimum lot size of 12,000 square feet; width of 85 feet; intended to prevent lot splits
2. **R-5a** - maximum height of 10 stories or 100 feet; lot area minimum of 750 square feet per unit; maximum FAR of 2:1
3. **C3a2 - PLAZA** - maximum FAR of 3:1 with design bonuses for an additional 0.6:1; maximum height of 12 stories or 158 feet
4. **O-5** - minimum lot area of 15,000 square feet; maximum height of 5 stories or 75 feet.

In addition, urban design guidelines have been established for new projects as summarized below:

1. **Entire Plaza Area** - considers building form and placement, open space and parking
2. **Infill Housing** - considers building form and placement, parking, streetscape/landscape, and signage

**Specific Areas** - for specific portions of the Plaza area where development may occur in the future; organized by the study area and prepared for 11 area, e.g. The Madison/Belleview Corridor. (The subject is located within the Area C defined as Ward Parkway to 47th, Jarboe to Jefferson.) The urban design guidelines also discuss materials of construction with particular regard to project aesthetics. A strict reading of the current plan document indicates all projects, even if permissible with existing underutilized zoning, must be subjected to the new urban design guidelines. The new criteria could therefore be viewed as down-zoning. However, some city officials classify the guidelines as voluntary for existing zoning.

Specifics of the zoning districts pertaining to the redevelopment area are illustrated by the zoning map on the facing page.
Kansas City Metropolitan Area Data

The Kansas City metropolitan area contains approximately 5,022 square miles. This bi-state community encompasses 10 counties and 135 cities in northwestern Missouri and northeastern Kansas. An excellent highway network includes three interstate highways, two auxiliary interstate routes and eight federal highways. This highway network, the nucleus of which is the central business district, provides Kansas City with exceptional interstate and intrastate travel.

Population

The Kansas City metropolitan statistical area (MSA) has experienced steady growth. Population figures from the 1980 census were 1,449,376, while 1990 census population figures were 1,582,875, a 9.2% increase for the decade. The 1995 population estimate of 1,658,117 showed a 4.8% increase over the 1990 figure, indicating recent growth of just under 1% per year. This trend is expected to continue at a steady rate, with a projected 2000 population of 1,730,871, a 4.4% increase over the 1995 estimate.

Additionally, the number of households in the Kansas City metropolitan area was 534,566 in 1980 and 608,459 in 1990, representing a 13.8% increase. This represents an average annual change of approximately 1.4%. This rate of increase has remained fairly constant since 1980, with the number of households in 1995 estimated to be 640,648, a 5.3% increase over the 1990 figure, equating to an annual increase of just over 1.0%. This steady increase is also expected to continue in the future, with 674,036 households projected for 2000. This projected increase represents a 5.2% change over five years, or just over 1.0% per year.

Nearly two-thirds of the Kansas City SMSA population is located within Jackson County, Missouri (population of 635,071) and Johnson County, Kansas (population of 355,044), with 40% of the total population within Jackson County. Clay and Wyandotte Counties each add an additional 10% to the total population, with the remaining six counties contributing less than 17% to the SMSA total when combined.

1980 Population
KC SMSA by County

- Jackson: 40%
- Clay: 10%
- Wyandotte: 10%
- Leavenworth: 4%
- Miami: 1%
- Cass: 4%
- Platte: 4%
- Ray: 1%
- Lafayette: 2%

Source: U.S. Census Bureau
While Jackson County is the largest county in the SMSA, it experienced virtually no population growth in the last decade. As indicated in the following chart, Jackson County experienced a population decline between 1970 and 1980 and grew by only 1% in the past decade. This level of growth is well below the growth rate for the metropolitan area as a whole. Jackson County includes much of Kansas City, Missouri. It's lack of growth is reflective of the national trend toward migration from the intercity to the suburban areas. Efforts to reverse these trends include legislation such as tax increment financing districts encouraging redevelopment in areas such as the Country Club Plaza. This trend also impacted Wyandotte County, which experienced a decline in population for each of the past two decades. Suburban areas that have experienced rapid growth include Platte County, Cass County, and Johnson County. Because of its relative size, the growth of Johnson County is most significant. Between 1980 and 1990, nearly 66% of the metropolitan area's population growth was concentrated in Johnson County.

![Percent Change in Population Diagram]

The median household income in the Kansas City metropolitan area in 1989 was $31,610. This represented a 67.9% increase over the 1979 figure of $18,825. This increase continued into 1995, though at a slower rate. The 1995 estimated median household income for the Kansas City metropolitan area was $37,690, a 19.2% increase over six years. Additionally, the projected median household income for 2000 is $42,236, representing an increase of 12.1% over the five year projection period.

**Employment**

The national economy is currently experiencing moderate growth. This follows a short recessionary period during the early 1990s, and an extended period of growth through the middle and late 1980s. The unemployment rate has remained relatively consistent with this trend over the past ten to 12 years. Historically, Kansas City has averaged 1 percent to 2 percent below the national average in unemployment. Over the course of the past four years, unemployment in the metropolitan area has generally ranged from 4.0% to 6.0%, but declined to as low as 3.0% in late 1995. The most recent figures for the Kansas City area are through the end of November, 1995. At that time, the unemployment rate was reported at 3.5%. This compared to a national unemployment rate of 5.0%, and a Missouri rate of 4.0%.
The Kansas City area has a reasonably diverse economic base. No major employment sector accounts for more than 27% of the labor force. As is common among cities in the United States, the economy is becoming increasingly service oriented. Over the past few years, the numbers of jobs in the manufacturing sector have declined, while jobs in the service industries have continued to grow in number. This trend is also likely to continue.

The Kansas City area has a reasonably well diversified economic base. Historic employment by sector is summarized in the following table.

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</tr>
</thead>
<tbody>
<tr>
<td>Mfg</td>
<td>112,200</td>
<td>117,100</td>
<td>114,000</td>
<td>104,400</td>
<td>104,800</td>
<td>106,600</td>
<td>108,500</td>
<td>107,300</td>
</tr>
<tr>
<td>Constr &amp; Mining</td>
<td>23,300</td>
<td>29,800</td>
<td>34,000</td>
<td>31,100</td>
<td>32,500</td>
<td>34,700</td>
<td>40,300</td>
<td>41,700</td>
</tr>
<tr>
<td>Trans. &amp; Pub. Util.</td>
<td>50,000</td>
<td>63,500</td>
<td>63,000</td>
<td>63,600</td>
<td>63,400</td>
<td>64,900</td>
<td>66,100</td>
<td>68,300</td>
</tr>
<tr>
<td>Trade</td>
<td>164,800</td>
<td>193,300</td>
<td>200,000</td>
<td>198,200</td>
<td>197,300</td>
<td>204,600</td>
<td>209,500</td>
<td>218,600</td>
</tr>
<tr>
<td>Fire</td>
<td>47,900</td>
<td>52,500</td>
<td>58,000</td>
<td>60,000</td>
<td>60,600</td>
<td>62,700</td>
<td>63,300</td>
<td>63,100</td>
</tr>
<tr>
<td>Services</td>
<td>140,000</td>
<td>155,800</td>
<td>186,000</td>
<td>200,000</td>
<td>208,200</td>
<td>220,200</td>
<td>227,900</td>
<td>246,600</td>
</tr>
<tr>
<td>Government</td>
<td>98,100</td>
<td>105,500</td>
<td>118,000</td>
<td>123,100</td>
<td>123,900</td>
<td>125,400</td>
<td>131,500</td>
<td>132,100</td>
</tr>
<tr>
<td>Total</td>
<td>637,300</td>
<td>707,500</td>
<td>770,000</td>
<td>780,400</td>
<td>790,700</td>
<td>818,100</td>
<td>847,100</td>
<td>877,700</td>
</tr>
</tbody>
</table>

As of December 1995, total nonagricultural wage and salary employment for the Kansas City MSA was 877,700. This represents a 3.6% (30,600 employee) increase over the December 1994 figure and represents the second straight year with growth of 3.5% or higher. Employment for the metropolitan area has grown at an average annual compounded rate of 2.7% over the past twelve years. The majority of this growth has been in the service sector. When finance, insurance and real estate (FIRE), services and government are combined, they account for 65% of the employment growth over the past decade. This enabled this sector to grow from 45% to 50% of the total employment base during this period. This movement toward a more service-based economy is common throughout the nation.
While employment growth has continued throughout the last ten years, the rate of growth moderated in the early 1990s. The rate of growth has increased substantially, however over the past two years. This is depicted in the following chart. The growth trend over this period coincides with economic growth for the nation as a whole over this same period. Thus, future employment and economic growth in the area is likely to follow national trends.

Within the individual major sectors, Government is the Kansas City area's largest employer, followed by health care. Other significant industries in the area include agriculture, business and food, telecommunications, banking and finance, engineering, transportation and manufacturing. Eight organizations recently reported employing over 5,000 people each. These are: AT&T, the federal government, Hallmark Cards, Inc., Health Midwest, Kansas City Southern Industries, Sprint, TransWorld Airlines, and the University of Kansas Medical Center.

**General Information**

Kansas City has consistently been a leader in river traffic, railroads, highways and air transportation. The Kansas City metropolitan area is the second leading rail center in the nation, based on the number of railroad car movements. Kansas City has about 300 freight movements and six Amtrak movements per day. Overall, there are eleven on-line railroads which provide daily service to the Kansas City area. Due to its spacious railroad and intermodal system, which provide efficient interchange services between main line rail carriers, Kansas City enjoys the nation's most flexible storage and transit combinations.

The Kansas City International Airport, which opened in 1972, established Kansas City as a center of the nation's transportation network, but the unique passenger friendly design is inefficient for today's airline hub operation market. In addition, the airport has suffered from unprofitable companies selecting the city for hub operations subsequent to deregulation. Today, the airport does not serve as a hub for any airline. A total of 16 passenger airlines serve KCI with more than 230 flights daily. Southwest Airlines leads
the way in volume with an approximate 23% market share. Following the bankruptcy of Braniff in April 1989, passenger traffic declined significantly. However, traffic has trended upward since 1992.

In addition to KCI, the Kansas City metropolitan area has 21 public and 73 private general aviation airports. Some of the larger air fields which serve executive aircraft include the East Kansas City Airport, Independence Memorial Airport, Johnson County Executive Airport, Johnson County Industrial Airport, Kansas City Downtown Airport, Lee’s Summit Memorial Airport and Richards-Gebaur Airport.

Kansas City’s extensive highway network is considered a significant asset. The city is located at the junction of three interstate highways (Interstates 29, 35 and 70), which are interconnected by four interstate linkages (Interstates 435, 470, 870 and 635). In addition, eight federal highways and 49 state roads round out the efficient highway system which has contributed to Kansas City’s rank among the top ten trucking centers in the nation. The metropolitan area is served by 313 motor freight carriers, several of which are headquartered here. The Kansas City Area Transportation Authority provides the largest public transportation system, while Johnson County Transit connects suburban Johnson County areas with selected business centers in Kansas City. In addition, Kansas City is currently reviewing the possibility of a light rail system, which would link the central business district with major residential and business centers throughout the metropolitan area.

Due to Kansas City’s location at the confluence of the Missouri and Kansas Rivers, river barge traffic offers an affordable alternative in transporting goods. The Kansas City metropolitan area has eight grain and bulk terminals and two full-service terminals with high capacity cranes to handle a wide range of cargo loads. Currently, the area is served by six regulated barge lines and containerized shipping continues to expand.

Some of the nation’s best public and private elementary high schools are located in the Kansas City metropolitan area. At last count, the city contained a total of 346 public elementary schools, 78 public junior high/middle schools and 97 public high schools. These schools employ a total of 17,576 teachers, with total enrollment of approximately 254,520 students. The Kansas City metropolitan area reports that 80.1% of people over the age of 25 are high school graduates. This compares favorably to the U.S. average of 75.2%. Kansas City is also served with a variety of options for higher education, including two major universities, more than a dozen colleges, several community colleges, three medical schools, a law school, a conservatory of music and a nationally recognized art college. Approximately 20.4% of Kansas City area residents have had four or more years of college. This is comparable to the national average of 20.3%.

Community services found in the Kansas City metropolitan area consist of approximately 50 hospitals and 234 nursing homes. As stated previously, the health care industry is the area’s second largest employer. The city is also served with 59 public libraries and several university libraries. Kansas City is also the home to the Linda Hall Library of Science and Technology, the largest privately endowed scientific and technological library in the country. Cultural and social activities in the Kansas City metropolitan area include the American Royal Museum, the NCAA Visitors Center, the Woodlands Race Track and Worlds of Fun and Oceans of Fun. Kansas City also is home to a professional football team, a professional baseball team, a professional indoor soccer team, a semi-pro hockey team and a professional tennis team. In addition, four riverboat gambling casinos have opened along the Missouri River on the State of Missouri side with the opening of additional casinos pending. Other recreational
amenities that the metropolitan area has to offer include 57 private, municipal and daily
fee golf courses, 109 tennis facilities, 22 country clubs and 600 parks, including Swope
Park, the nation's second largest urban park. There are also 24 public lakes, more than
20 art galleries and more than 40 museums and centers. Shopping centers of note
include the nationally recognized Country Club Plaza and Crown Center, the newly
constructed Leawood Town Center as well as three leading enclosed malls.

All public utilities are available in adequate supply in the Kansas City metropolitan area.
Water service is provided by each city in Missouri and by special districts in Kansas.
Kansas created special benefit districts so the boundaries of the service districts could
be coterminous with the boundaries of the water shed. Sewer service is provided to
most of the metropolitan area by the City of Kansas City, Missouri. Only Johnson
County, Kansas has special sewer districts with boundaries coterminous to the
respective watersheds. The City of Olathe is the only full service public utility in the
Kansas City metropolitan area. Electrical service is provided to various sections of the
metropolitan area by four power and light companies. The largest is the Kansas City
Power and Light Company. Kansas City Power and Light owns 47% of the Wolf Creek
Nuclear Power Plant. Electricity rates are comparable for all four utilities and all cities in
the Kansas City metropolitan area. Natural gas was formerly supplied to the entire
Kansas City area by the Gas Service Company. However, in early 1994, the Gas
Service Company split into two separate companies. The one serving Missouri users is
now called Missouri Gas Energy, which is a subsidiary of Southern Union Company.
The one serving Kansas customers is now called KPL, a division of Western Resources.

Individual Property Types

Office

As of December 1995, the OFFICE vacancy rate of the Kansas City metropolitan
statistical area (MSA) was 13% compared with 15% in 1994 and 16% in 1993. Post
1980 vacancy rates in major submarkets such as the Plaza, College Boulevard, Ward
Parkway, and Downtown have ranged from 5%-12%. The Northland which includes
office properties near the airport as well as the Rock Creek development had a vacancy
rate of approximately 12%, down from 15% in 1994. In general, vacancy rates have
continued to decline due to the lack of speculative construction in the MSA.

In 1995, purchase prices of Class A and Class B office space approach 50% to 70% of
replacement cost in the College Boulevard corridor, the city's most active marketplace.
Sales prices range from 30% to 60% of replacement cost in other areas of the MSA. In
general, prices have strengthened and the strongest submarkets have experienced a
return of investors to the marketplace rather than reporting transactions only involving
user buyers. During 1995 the strength of the office market for large users was apparent.
A 100,000 square foot space in the Plaza was leased immediately upon vacancy by the
Sprint Corporation, one of the city's largest employers and also a 200,000 square foot
space remaining in a building recently purchased on Ward Parkway was leased almost
immediately by Twentieth Century Investors. The lack of large contiguous Class A
spaces in the premier office markets has forced some users to locating Class B
buildings. The recent announcement that Sprint will start its campus project in Johnson
County is growing to create a tenant's market throughout the city. The addition of
4,000,000 square feet of owner occupied office space will create a very competitive
office market throughout Kansas City. Thus, without incentives, little new construction is
expected unless is spurred by tax abatement or tax increment financing.
Retail

The view of RETAIL of the Kansas City metropolitan area in 1985 was quite enthusiastic. Evidence of this is the increase in the supply of retail space by approximately 1,100,000 square feet. In fact, 1985 posted the second largest increase in the retail supply since 1987. Absorption totaled over 600,000 square feet for the past year and several new projects were announced. Construction has begun on the Mall of the Great Plains in Olathe and the sites necessary for the construction of the Merriam Town Center Mall have been acquired and construction is expected to begin soon. Development completed in 1995 was dominated by big box retailers such as Kohl's, Wal-Mart, and any of the three largest supermarket chains in the area. 1995 saw the near completion of the Town Center Plaza Shopping Center located on 119th Street in Leawood. Phase I of this facility totals 450,000 square feet and leased rapidly. It is anchored by J. C. Penney's department store. At this point in 1996, it appears that the Country Club Plaza and south Johnson County community shopping centers have squared off to battle over each other's existing tenants and any potential upscale retailers looking to enter the Kansas City market. The malls seem to remain essentially unchanged with the exception of the approval by the City of Overland Park for the addition of a Nordstrom's department store to the Oak Park Mall. Additionally, a major power center is under construction approximately five miles west of the Country Club Plaza at 60th Street and Interstate 35.

The expansion of retail is somewhat restricted by the limited number of premium sites. Also, the national perception among large institutional investors and Wall Street is that retail, having emerged from the recession more rapidly than office, is in danger of becoming oversupplied once again. Any new development will further exacerbate the problems for unanchored or poorly located centers which will continue to lose ground to newer or better located developments. An example of this can be found in the urban centers. Retail growth in part has occurred in the suburbs at the expense of urban centers. The trend continues toward larger individual store sizes. Urban retail owners and managers continue to report falling occupancy rates. Any new construction in the urban core is likely to require tax abatement which Kansas City, Missouri has been willing to offer. The Glover Plan, Watts Mill and Wagner Plaza are examples of redevelopment made possible through governmental subsidy.

With limited and selective new construction, anchor tenants are expected to remain attracted to the metropolitan area due to the increasing household income and population. Market rents are expected to firm throughout the metropolitan area and increase in growing areas. Vacancies in anchored centers will improve. However, there is currently approximately 4.1 million square feet of vacant and new construction occurring. Many retail sites in secondary locations may be faced with high permanent vacancies.

Industrial

The Kansas City metropolitan area INDUSTRIAL market remained fairly stable in the 1980s and into the 1990s, avoiding the more dramatic swings in growth and decline that other property types experienced. Kansas City's central location, low labor costs, transportation facilities and large inventory of underground storage space make it an attractive industrial hub. In the central city, vacancy rates have dropped from around 6% a few years ago to less than 5% in 1995, according to the Society of Industrial and Office REALTORS (SIOR). In the suburbs, vacancy rates held steady between 6% and 8%. The citywide average industrial vacancy rate is slightly more than 4%, down from about 7% in the latter part of the 1980s. However, visual observation and internal Nunnink survey information suggests the overall vacancy rates range from 5% to 15%, including
available subleases, depending on the submarket. During the past decade, the city's total supply of industrial space grew at an annual rate of 1.2% to an estimated 167,000,000 square feet in 1992. Most construction has been on a build-to-suit basis. Suburban space was absorbed at approximately 500,000 square feet per year from 1988 through 1992. The central city absorbed from 1,000,000 to 2,000,000 square feet annually in the same time period, indicating that this is a desirable location for industrial facilities. Growth has continued through 1995 and is likely to continue in the Kansas City industrial market. However, this growth will remain focused on owner-occupied and pre-leased facilities with only limited to speculative development.

Apartments

The metropolitan Kansas City APARTMENT markets' most significant characteristics are the amount of new construction currently underway and expectations for additional supply throughout 1997. The current overall Kansas City market occupancy rate was reported at 95±%. However, approximately 2,500 units have recently been completed or are under construction. Concessions, including free rent and lower deposits, are already noted in the marketplace. This comprises 64% of the total for the MSA of 2,337 units. In 1995 1,160 units were constructed in south Johnson County and currently there are just over 1,900 units under construction and or nearing construction in the Johnson County market. Combined with the other projects being considered, the new supply could increase by 5,000 units in the next two to three years. There was little sales activity in multi-family properties recently, however a flurry of activity in the early 1990s was dominated by REITs, pension funds, and life insurance companies. Most investors anticipate that now is not the time to inquire new product in light of the current and anticipated construction as well as the rental increases realized in the last two to three years.
COUNTRY CLUB PLAZA AREA DATA

The Country Club Plaza was developed by the J. C. Nichols Company during the 1920s as the first suburban shopping center in the United States. The Country Club Plaza has remained a highly desirable retail location since its inception and ownership has remained with the J. C. Nichols Company. The Country Club Plaza currently contains 1200,000 square feet of retail space, which is occupied by approximately 185 retail and service shops, including Saks Fifth Avenue, Hall's Department Store, Brooks Brothers, Barnes & Noble, art galleries, and some of the metropolitan area's finest restaurants. The Country Club Plaza includes a complement of 150,000 usable square feet of office space above the retail components, as well as millions of square feet of office space in free-standing buildings contiguous to the Country Club Plaza, occupied by medical, legal, and investment brokerage tenants. The Country Club Plaza is served by 14 off-street parking areas, which all offer free parking. In total, more than 5,000 cars may be accommodated.

The Spanish architecture of the Country Club Plaza incorporates tiled roofs, ornamental iron grill work and brilliant tile plaques. The Country Club Plaza roofline is accentuated with ten colorful towers of Spanish and Moorish design. The tallest is the "Time Tower", which stands 105 feet above street level, with four clock faces fronting in each direction. Each face, along with a rounded dome on top, is ornately decorated with thousands of pieces of inlaid tile. Tree-lined sidewalks are wide and the center is enhanced by more than 50 separate objects of art and fountains along the pedestrian ways at intersections, parklets and in building lobbies and corridors.

During the Christmas holiday season, the exterior of all Country Club Plaza buildings and roof lines are strung with Christmas lights, requiring more than 200,000 lights and 75 miles of wiring. The annual lighting ceremony occurs on Thanksgiving night and the "Season of Lights" extends through mid-January. The 67th annual lighting ceremony on Thanksgiving night 1996 attracted 250,000 persons to the Country Club Plaza. The "Season of Lights" allows the hotels on the Country Club Plaza to enjoy strong occupancy levels during an approximate 45 day period of traditionally slow business travel, when seasonal occupancies fall dramatically in the general lodging industry.

The Country Club Plaza area is considered to be very accessible, given its location near the center of the city, particularly with the recent completion of the Bruce R. Watkins Drive to the Brush Creek area, conveniently linking the Country Club Plaza to Highway 71 and the metropolitan suburbs to the east-southeast. The Country Club Plaza can also be easily reached by major thoroughfares from any other direction. From the north, either of two four-lane traffic arteries can be used, Main Street or the Madison-Bellevue arteries of Southwest Trafficway. To the south, either Ward Parkway, a divided four-lane artery extending to 95th Street, or Wornall Road, a street of varying widths leading to the far southern areas of Kansas City. Highway 56 (Johnson Drive), the major four-lane east-west traffic artery, easily reaches into the Missouri suburbs of Raytown and Lee's Summit on the east and suburban Johnson County. On the west, Southwest Trafficway and Shawnee Mission Parkway provide quick access to the interstate highway system (Interstate 35 and Interstate 70).

The topography of the Country Club Plaza is that of a "bowl", with higher terrain to the north, south and west. Brush Creek, a focal characteristic of the Country Club Plaza, traverses the center of the valley. The neighborhood is in a 100 year to 500 year flood plain. Of special note is that the Country Club Plaza flooded September 12, 1977 due to an extremely heavy rain. It should be stated, however, that the entire Kansas City area experienced difficulty due to the rainfall and several areas of the city were flooded that were not in denoted flood plains. Since that time, the U.S. Corps of Engineers and the City
of Kansas City have undertaken a beautification and flood control project, widening and lining Brush Creek. Bridges have been reconstructed in period design, and fountains and pedestrian walkways have been added to Brush Creek. The project has upgraded Brush Creek to yet another Plaza amenity, creating an ambiance analogous to Chicago’s "magnificent mile" retail district along Michigan Avenue and the Chicago River.

The Country Club Plaza is surrounded by long-established and high-valued residential areas, another legacy of early-day development by the J. C. Nichols Company. Many supportive and aesthetic land uses have developed around The Country Club Plaza, including the Board of Trade of Kansas City, Missouri, with its trading floor and many member companies housed in a building on the south perimeter of The Country Club Plaza, the Country Club Plaza Library, and located a few blocks farther east is the Kansas City Art Institute, The Kansas City Conservatory of Music (now a part of the University of Missouri at Kansas City), the Nelson Gallery and Atkins Museum of Fine Arts, and the Frank A. Theis Mall, formerly named the Cultural Mall.

The Frank A. Theis Mall is a Kansas City Park Department property covering 14 acres, two blocks wide extending from the Nelson Gallery on the north to Volker Boulevard on the south. Near the south end is the beautiful William Volker Fountain, the last major work of the late Carl Milles, eminent Swedish sculptor. The Mall was named in honor of the late Frank A. Theis, a prominent civic leader who had served as president and long-time member of the Board of Park Commissioners. On the west end of the Country Club Plaza, very near the subject redevelopment site, the Richard & Annette Bloch Cancer Survivors Park, honoring those who fight cancer.

Also nearby is the Linda Hall Library, one of the outstanding libraries of science and technology in America. The Linda Hall Library, with an endowment of nearly $25,000,000, is the second largest in size in America for privately endowed scientific libraries.

There are also more than 100 apartment buildings with approximately 4,000 apartment units, all within a short walk of The Country Club Plaza and the unparalleled features of this unique business district become even more apparent by their presence. From the very beginning, The Country Club Plaza has attracted apartment development around its perimeter. This was a part of the early planning. Today it is estimated that 15,000 to 20,000 residents live in apartments that literally ring The Country Club Plaza. These residents represent important potential walk-in customers for every kind of business or service office on The Country Club Plaza.

The Country Club Plaza has also attracted a significant complement of medical offices, which is further bolstered by the proximity of the St. Luke’s Hospital medical complex, located immediately north of The Country Club Plaza. From The Country Club Plaza’s inception, the Nichols Company encouraged medical occupancy as a service to the surrounding apartments and residential development, recognizing that such a service would also prove to generate demand for the Country Club Plaza’s general retail tenants. Customized medical office finish and convenient, free patient parking were provided to serve the medical offices on the Country Club Plaza.

The Country Club Plaza, which has graced the cover of The Saturday Evening Post and won many awards, including the Urban Land Institute’s Heritage Award (1993), continues to be recognized as a development of national merit. As the first suburban shopping district whose developer recognized the important changes that the automobile would bring to shopping habits, the Country Club Plaza represents a watershed in the history of retail development. The Country Club Plaza site was acquired with consideration of developing residential patterns, but the developer also added an apartment “ring” around the Country Club Plaza, encouraged medical tenancy, and later added hotel rooms to bolster support and visitation of the Country Club Plaza retail. The unique architecture, statuary,
greenbelts and fountains, as well as the high standards of subsequent maintenance, have resulted in a retail and office district that has proved a continual success since its development.

The success of the Country Club Plaza has also influenced area redevelopment. Since 1985, the J.C. Nichols Company and other developers have constructed approximately 1,300,000 square feet of office space in what once was exclusively a retail and service district. These office buildings include:

- One Main Plaza, containing 170,000 square feet, and the 296-unit Marriott, now the Holiday Inn Crowne Plaza;
- 4900 Main Board of Trade, containing 182,000 square feet;
- Plaza West, containing the 279,000 square feet;
- Twentieth Century I and II (formerly Fountainview), containing 242,000 and 234,000 square feet, respectively;
- Brush Creek/Park Central, containing 131,000 square feet;
- Plaza Steppes, with 186,000 square feet, and the 265-unit Marriott Suites, now the Sheraton Suites.

The success of the Country Club Plaza has created demand for a complement of first-class development surrounding The Country Club Plaza. However, the high cost of site assemblage and the necessity of structured parking has required tax abatement for feasible development of such projects. Each of the office projects cited above received 353 Tax Abatement status, as noted in Progress Report: 353 Urban Redevelopment Projects, Kansas City, Missouri, which was completed in March 1989 for the City Plan Commission by the Kansas City Planning and Development Department. It is also noted that 353 tax abatement assisted the following hotel redevelopment in the area:

- Sheraton Suites, formerly the Marriott Suites, 285 units;
- Wyndham Garden Hotel, formerly the Plaza Hilton Inn, 240 units;
- Holiday Inn Crowne Plaza, formerly the Marriott Hotel, 296 units;

A summary of these and other Plaza area, recently constructed or proposed, are noted on the following page:
COMPLETED SINCE 1985

<table>
<thead>
<tr>
<th>Project</th>
<th>Developer</th>
<th>Use</th>
<th>Size (NRA)</th>
</tr>
</thead>
<tbody>
<tr>
<td>One Main Plaza</td>
<td>Linclay</td>
<td>Office</td>
<td>170,000 SF</td>
</tr>
<tr>
<td>Plaza View</td>
<td>Santa Fe Investors</td>
<td>Office</td>
<td>27,000 SF</td>
</tr>
<tr>
<td>Belletower</td>
<td>William Haas Group</td>
<td>Office</td>
<td>75,000 SF</td>
</tr>
<tr>
<td>Board of Trade</td>
<td>J. C. Nichols</td>
<td>Office</td>
<td>182,000 SF</td>
</tr>
<tr>
<td>Plaza West</td>
<td>Kroh Brothers</td>
<td>Office</td>
<td>279,000 SF</td>
</tr>
<tr>
<td>Twentieth Century I</td>
<td>Property Company of America</td>
<td>Office</td>
<td>242,000 SF</td>
</tr>
<tr>
<td>Twentieth Century II</td>
<td>Twentieth Century</td>
<td>Office</td>
<td>234,000 SF</td>
</tr>
<tr>
<td>Brush Creek I and II/</td>
<td>R.H. Sailors</td>
<td>Office</td>
<td>131,000 SF</td>
</tr>
<tr>
<td>Park Central</td>
<td>Executive Hills</td>
<td>Office</td>
<td>86,000 SF</td>
</tr>
<tr>
<td>The Plaza Steppes</td>
<td></td>
<td></td>
<td>1,203,000 SF</td>
</tr>
<tr>
<td>The Boardwalk</td>
<td>Hartman &amp; Tichen</td>
<td>Condos</td>
<td>15 Units</td>
</tr>
<tr>
<td>The Neptune</td>
<td>J.C. Nichols</td>
<td>Apartments</td>
<td>96 Units</td>
</tr>
<tr>
<td>The Montreux</td>
<td>Hilltop</td>
<td>Apartments</td>
<td>103 Units</td>
</tr>
<tr>
<td>433 Ward Parkway</td>
<td>Saul Ellis</td>
<td>Condos</td>
<td>24 Units</td>
</tr>
<tr>
<td>The Townsend</td>
<td>Price Brothers</td>
<td>Condos</td>
<td>45 Units</td>
</tr>
<tr>
<td>Alameda Tower</td>
<td>J. C. Nichols</td>
<td>Condos</td>
<td>58 Units</td>
</tr>
<tr>
<td>The Plaza Steppes</td>
<td>Executive Hills</td>
<td>Retail</td>
<td>42,000 SF</td>
</tr>
<tr>
<td>Sheraton Suites</td>
<td>Marriott Corp.</td>
<td>Hotel</td>
<td>265 Rooms</td>
</tr>
<tr>
<td>Wyndham Gardens</td>
<td>redevelopment of</td>
<td>Hotel</td>
<td>240 Rooms</td>
</tr>
<tr>
<td></td>
<td>Hilton Plaza Inn</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

PROPOSED

<table>
<thead>
<tr>
<th>Project</th>
<th>Use</th>
<th>Size (NRA)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Plaza West II</td>
<td>Office</td>
<td>208,000 SF</td>
</tr>
<tr>
<td>One Main Plaza II</td>
<td>Office</td>
<td>185,000 SF</td>
</tr>
<tr>
<td>JPI Companies</td>
<td>Apartments</td>
<td>400 units</td>
</tr>
<tr>
<td>Board of Trade (Phase II, III &amp; IV)</td>
<td>Office</td>
<td>various</td>
</tr>
<tr>
<td>Brush Creek Plaza (VT)</td>
<td>Office/Retail/Apts.</td>
<td>various</td>
</tr>
<tr>
<td>Homestead Village</td>
<td>Hotel</td>
<td>99 rooms</td>
</tr>
<tr>
<td>Hampton Inn</td>
<td>Hotel</td>
<td>180 Rooms</td>
</tr>
</tbody>
</table>

Conclusion:

The Country Club Plaza remains a cultural and architectural asset of the Kansas City community, generating significant economic activity daily, including demand for retail and office space, as well as lodging rooms. The Country Club Plaza's owner, the J.C. Nichols Company, announced a long-range commitment in 1996 of enhancing the Country Club Plaza's appeal as a pedestrian retail, dining and entertainment district. Such a trend will increase the effectiveness of the Country Club Plaza as an office address and lodging destination, as well as metropolitan Kansas City as a convention destination. However, due to the 1930s design, structured parking is required to continue development. Tenants and customers, however, will not accept pay parking, thus, any development must provide free parking similar to the suburbs.
Conservation Area Analysis

Conservation Area Defined

Section 99.805(2) R.S. Mo. of Missouri's Tax Increment Financing Statute defines a "Conservation Area" as follows:

Any improved area within the boundaries of a redevelopment area located within the territorial limits of a municipality in which fifty percent or more of the structures in the area have an age of thirty-five years or more. Such an area is not yet a blighted area but is detrimental to the public health, safety, morals or welfare and may become blighted because of any one or more of the following factors: Dilapidation; obsolescence; deterioration; illegal use of individual structures; presence of structures below minimum code standards; abandonment; excessive vacancies; overcrowding of structures and community facilities; lack of ventilation, light or sanitary facilities; inadequate utilities; excessive land coverage; deleterious land use or layout; depreciation of physical maintenance; and lack of community planning.

The elements of the TIF statute provide the basis for determining whether the Redevelopment Area constitutes a Conservation Area. The definition is comprised of two primary issues: 1) the 35 year age threshold for 50% or more of the structures within the Redevelopment Area, and 2) the area's detriment to the public health, safety, morals, or welfare due its potential for blight, as exhibited by one or more of 14 factors.

Constitutional
Public Health
Public Safety
Public Morals
Public Welfare
Issue 1: Improvement Age

The redevelopment area is located within the territorial limits of the municipality of Kansas City, Missouri, and more than 50% of the structures in the redevelopment area have an age of 35 years or more:

<table>
<thead>
<tr>
<th>Structure</th>
<th>Year Built</th>
<th>Age</th>
</tr>
</thead>
<tbody>
<tr>
<td>Seville Square Building</td>
<td>1945</td>
<td>52</td>
</tr>
<tr>
<td>Seville Parking</td>
<td>1962</td>
<td>35</td>
</tr>
<tr>
<td>Saks Building</td>
<td>1981</td>
<td>16</td>
</tr>
<tr>
<td>Saks Parking</td>
<td>1920</td>
<td>77</td>
</tr>
<tr>
<td>47th &amp; Penn:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Biscayne Apartments</td>
<td>1918</td>
<td>79</td>
</tr>
<tr>
<td>Alta Loma Apartments</td>
<td>1918</td>
<td>79</td>
</tr>
<tr>
<td>La Solana Apartments</td>
<td>1918</td>
<td>79</td>
</tr>
<tr>
<td>Valencia Apartments</td>
<td>1918</td>
<td>79</td>
</tr>
<tr>
<td>Santa Ana Apartments</td>
<td>1960</td>
<td>37</td>
</tr>
<tr>
<td>SFR Residence</td>
<td>1958</td>
<td>39</td>
</tr>
<tr>
<td>Central Parking</td>
<td>1920 (e)</td>
<td>77</td>
</tr>
<tr>
<td>Halis Building</td>
<td>1984</td>
<td>33</td>
</tr>
<tr>
<td>Halis Parking</td>
<td>1964</td>
<td>33</td>
</tr>
<tr>
<td>Park Lane Building</td>
<td>1924</td>
<td>77</td>
</tr>
<tr>
<td>Kirkwood Residences (34 Structures)</td>
<td>1920’s-1930’s</td>
<td>85-75</td>
</tr>
<tr>
<td>4900 Main Street II: Branch bank facility</td>
<td>1985</td>
<td>11</td>
</tr>
</tbody>
</table>

As shown, more than 50% of the structures in the Redevelopment Area have an age of 35 years or more. Forty-five (45) of the 49 structures exceed the 35-year threshold. This equates to 92% of the structures, and those that are the exception are fast approaching the age threshold. Further, many of the building improvements have surpassed the projected economic life expectancy noted by the Marshall Valuation Service, published by Marshall & Swift, a national cost estimating service:

<table>
<thead>
<tr>
<th></th>
<th>Typical Building Lives</th>
</tr>
</thead>
<tbody>
<tr>
<td>Apartment</td>
<td>60 years</td>
</tr>
<tr>
<td>Parking Structure</td>
<td>45 years</td>
</tr>
<tr>
<td>Department Store</td>
<td>45-55 years</td>
</tr>
<tr>
<td>Single Family Residence</td>
<td>55-60 years</td>
</tr>
</tbody>
</table>

Life expectancy may be prolonged by rehabilitation or shortened by changing functional standards attributed to changing technology, changing preferences of tenants, residents, or other patrons of the improvements, as well as changes mandated by legislation, particularly those pertaining to life-safety issues and general accessibility for the physically-challenged. In this instance, almost all building improvements surpass the 35 year threshold, and the majority exceed the typical life expectancy noted by Marshall & Swift.
Issue 2: Potential Blight Factors

The Conservation Area is intended to preempt the deterioration of an area into blight by citing a "potential" of blight that may be exhibited by any one of 14 factors. To this end, the consultants note that the portion of the Redevelopment Area referred to as Kirkwood and 4900 Main Phase II, generally bounded on the north by 49th street, on the east by Main Street, on the south by 50th Street, and on the west by Womail Street, was previously declared blighted in Kansas City Ordinances No. 53519 (adopted December 23, 1981), No. 53414 (adopted October 29, 1981) and No. 53518 (adopted December 23, 1981). The 14 factors of potential blight are as follows:

Factor 1: Dilapidation - The advanced age of all improvements raises considerations of ongoing structural soundness. The preceding photographs of structures within the redevelopment area illustrate the condition of the improvements in the redevelopment area. Improvements of advanced age exhibit signs of dilapidation, such as peeling paint and sagging gutters, among the residences in the Kirkwood project and the 1920s vintage apartment buildings, but the J.C. Nichols Company has traditionally set high standards of maintenance. Sustaining high standards of maintenance becomes more costly as a property ages.

Almost every structure in the Redevelopment Area exceeds the 35 year statutory threshold of age, and most structures have surpassed their typical building life expectancy, as noted by the Marshall & Swift cost estimating service. The age factor, as well as the combustibility of pre-World War II construction indicates on-going deterioration.

Factor 2: Obsolescence - Obsolescence typically represents an impairment of utility or desirability of improvements attributed to changes in construction, design or layout standards, or changes in preference by patrons of the premises, whether they be residents, tenants or customers.

Both Hall's and Saks department store buildings reflect dated construction and are considered significantly undersized by today's standards. Current department store construction reflects building sizes of 120,000 to 150,000 square feet. The effectiveness of these buildings for their existing occupants is limited by the size of the building. Finding replacement tenants would prove difficult due to each building's size. The effectiveness of converting from single-occupant usage to multi-tenant usage is also compromised by the building's design as reflected in the Seville Square project. Seville Square was constructed in 1945 to be utilized as a Sears department store. The building layout and multi-story design has resulted in a poor multi-tenant conversion for a building situated on a premier retail site. An atrium is required to provide internal lighting and visual orientation by visitors. Yet, the escalators and elevators are difficult to find and the escalators do not provide a visitor with visual orientation of tenants.

Other factors of obsolescence relate to age and construction components. Seville Square still utilizes a boiler for heat, which is inefficient and costly to maintain. The parking structures were constructed at a time preceding sodium usage as a deterrent to ice on streets. In recent years, automobiles have carried sodium-laced slush into all levels of the parking garage where it permeates the concrete and rusts underlying steel. Current construction standards allow protective coating of steel elements within the concrete, not as a temporary surface sealant. Similarly, post-tension construction characteristics of today also protect parking structures from moisture-related maintenance. Mature parking structures remain a significant on-going maintenance expense. Further, structured parking is required due to the Country Club Plaza's location. Yet, parking must remain free to the public in order to compete with suburban malls.

Older apartment buildings typically lack competitive standards of closet space, kitchen space, and narrow stairwells. Poor energy efficiency by today's standards are present in radiator heat, dated boilers, and the absence of central air conditioning. Handicap accessible/ADA issues influence all buildings open to public visitation, particularly retail.
Factor 3: Deterioration - Again, the J.C. Nichols Company has high maintenance standards and incurs increasing annual expense levels to remedy deterioration. With advancing age of the improvements, maintenance expenses continue to escalate and we note:

- The actual age of the majority of these structures exceeds their life expectancy.
- The improvements exhibit curable and incurable physical deterioration.
- Functionally obsolete items exist within all the structures on the site.
- There is a lack of adequate on-site parking for residential structures.
- Costs of maintaining plumbing and electrical service escalates.
- Appliances and plumbing fixtures are dated/obsolete.
- Older properties typically reflect escalating maintenance expense vis-à-vis lower rent growth rate.

Factor 4: Illegal Use of Individual Structure - The improvements within the redevelopment area appear to be legally utilized in accordance with their general intended use.

Factor 5: Presence of Structures Below Minimum Code Standards - The construction design and standards of the improvements predate the current building code of Kansas City, Missouri. While the structures were constructed pursuant to the Uniform building Code, due to their age and subsequent changes ratified in the Code, many of the structures no longer meet "current" code requirements.

Factor 6: Abandonment - The improvements in the redevelopment area are currently occupied.

Factor 7: Excessive Vacancies - Improvements within the Redevelopment Area remain occupied by virtue of their proximity to the more vibrant portion of the Country Club Plaza, as well as the comparatively high maintenance standards implemented by the J.C. Nichols Company. While vacancies may not be excessive, the cost of maintenance to sustain existing levels of occupancy is excessive by market standards.

Factor 8: Overcrowding of Structures and Community Facilities - The older apartment buildings of the 47th and Pennsylvania project exhibit narrow side yard setbacks. The narrow alley-like side yards between buildings are not an effective crime deterrent and may restrict accessibility of emergency medical, fire and police services.

Factor 9: Lack of Ventilation, Light or Sanitary Facilities - The age of the improvements results in an absence of central air conditioning in the apartments and residential buildings, and the older parking structures lack current ventilation standards in lower levels. Additionally, the age of the improvements suggest a probable presence of:

- Underground Storage Tanks
- Asbestos
- Lead Paint

Factor 10: Inadequate Utilities - The redevelopment area is supplied with water and sewer service, electricity and natural gas, as well as the availability of trash hauling.

Factor 11: Excessive Land Coverage - The redevelopment area does not appear to be threatened by excessive land coverage. Although the floor area ratio of building improvements may not be excessive by zoning allowances, the low-rise nature of construction results in significant lot coverage by the residences and apartment buildings. Redevelopment with current standards of design would incorporate landscaped and open areas, by redeveloping many small lots as a single, larger planned complementary parcel.
March 5, 1997

Tax Increment Financing Commission
of Kansas City, Missouri
10 Petticoat Lane, Suite 250
Kansas City, MO 64106

On behalf of Economics Research Associates, I have prepared the attached documentation in connection with the Country Club Plaza Tax Increment Financing Plan. Based upon information provided to me by the J.C. Nichols Company, and on an independent verification of such data by my firm where necessary, it is my opinion that the information contained in the attached documentation is true, the assumptions relied upon herein are reasonable, and the financial information and pro forma exhibits presented are true and accurate to the best of my knowledge, information, and belief.

ECONOMICS RESEARCH ASSOCIATES

By: [Signature]
Patrick L. Phillips, Senior Vice President
Factor 12: Deleterious Land Use or Layout - Many of the existing improvements within the redevelopment area may have a harmful effect if not redeveloped. Previously cited factors pertaining to limited yard setbacks of low-rise structures on many independent lots could be favorably amended if redeveloped as a larger parcel. Similarly, older improvements on small lots represent an economic underutilization for the area.

Factor 13: Depreciation of Physical Maintenance - As the improvements age, the cost of maintaining an acceptable standard of condition and occupancy increases, while income rental potential may remain flat or decrease, thus representing a "wasting" asset with limited remaining economic life.

Factor 14: Lack of Community Planning - The community of Kansas City, Missouri has recognized the evolving nature of the Country Club Plaza, having commissioned "The Plaza Plan" in 1989. The existing improvements within the redevelopment area represent an underutilization of the Country Club Plaza, pursuant to current community planning.

Conclusion

The two broad issues of the statutory definition of "conservation area" include:

- 50% or more of the structures in the area have an age of 35 years or more; and,
- the presence of one or more of 14 factors indicating potential blight.

The redevelopment area, taken as a whole, is 82% comprised of structures over 35 years old. Structures within the Redevelopment Area exhibit substantial deterioration, functional obsolescence, or a combination of both. These factors result in the improvements constituting an economic underutilization of the Redevelopment Area. Existing improvements of the Redevelopment Area include deteriorating single family dwellings, aged low-rise and a dilapidated mid-rise apartment, deteriorating parking structures, a former vertical department store serving as an ineffective multi-tenant conversion. Similarly, the two existing department stores are undersized by current tenant preferences and, if vacated, new department store tenants would be difficult to acquire without significant building amendments. Additionally, the building box size and layout would make difficult a conversion to multi-tenant usage, as already exhibited by Seville Square.

The preceding analysis concludes that the redevelopment area meets the definition of a "conservation area" as defined by the Missouri Tax Increment Financing (TIF) statute, Section 99.605(2) R.S. Mo.
CERTIFICATION OF CONSULTING SERVICES

The consultants certify that, to the best of their knowledge and belief:

1. The statements of fact contained in this report are true and correct.

2. The reported analyses, opinions and conclusions are limited only by the reported assumptions and limiting conditions, and are the appraisers' personal, unbiased professional analyses, opinions and conclusions.

3. The consultants have no present or prospective interest in the property that is the subject of this report, and the appraisers have no personal interest or bias with respect to the parties involved.

4. The consultants' compensation is not contingent on an action or event resulting from the analyses, opinions, or conclusions in, or the use of, this report.

5. The consultants' analyses, opinions and conclusions were developed, and this report has been prepared, in conformity with the Uniform Standards of Professional Appraisal Practice.


7. James C. Askew, Senior Appraiser, provided significant professional assistance to the person signing this report.

Kevin K. Nunnink, MAI
State of Missouri Certified General
Real Estate Appraiser (RA 001895)
ASSUMPTIONS AND LIMITING CONDITIONS

This report is subject to the following assumptions and limiting conditions:

1. No responsibility for legal matters is assumed.

2. All sketches in this report are intended to be visual aids and should not be construed as surveys or engineering reports.

3. All information in this report has been obtained from reliable sources.

4. This opinion of value applies to land, improvements, furniture, fixtures and equipment typically utilized in the operation of an apartment complex and included in the sale or transfer of the property.

5. Possession of this report, or a copy thereof, does not imply the right of publication or use for any purpose by any other than the addressee, without the written consent of the consultants.

6. The consultants are not required to give testimony or attendance in court by reason of this report, unless prior agreements have been made in writing.

7. The consultants have inspected, as far as possible, by observation, the land and the improvements thereon; however it was not possible to personally observe conditions beneath the soil or hidden structural components within the improvements, therefore, no representations are made herein as to these matters and unless specifically considered in the report.

8. Neither all nor any part of the contents of this report shall be conveyed to the public through advertising, public relations, news, sales or other media, without the written consent and approval of the authors, particularly as to valuation conclusions, the identity of the consultants or firm with which they are connected or any reference to the Appraisal Institute.

9. The appraisers are not considered experts with regard to compliance with the Americans with Disabilities Act (ADA) of 1991.
QUALIFICATIONS OF APPRAISER

KEVIN K. NUNNINK
Kansas Certified General Real Property Appraiser (G-72)
Missouri Certified General Real Estate Appraiser (RA 001595)

Arkansas Certified General Real Estate Appraiser (30551)
Arkansas State Certified General Appraiser (CSS20011)
California Certified General Appraiser (AG012349)
Colorado Certified General Appraiser (CG01317074)
Connecticut Certified Appraiser (00004920)
Delaware Certified General Real Estate Appraiser (K1-0000112)
District of Columbia Certified General Real Property Appraiser (G00010108)
Georgia Certified Real Estate Appraiser (GC002831)
Illinois State Certified Real Estate Appraiser (143-000368)
Indiana Certified General Appraiser (CG00201276)
Iowa Certified General Real Property Appraiser (1A4547245)
Kentucky General Real Property Appraiser (0000311)
Maryland Certified General Real Estate Appraiser (10126)
Massachusetts Certified General Real Estate Appraiser (368)
Michigan State Certified Real Estate Appraiser (120102242)
Minnesota Licensed Certified General Real Property Appraiser (4003042)
Mississippi Licensed Certified General Real Estate Appraiser (GA-279)
Montana General Certified Appraiser (172)
Nebraska Certified General Appraiser (CG005141)
Nevada Certified General Appraiser (G013383)
New Mexico Real Estate Appraiser (000732-G)
New York Certified General Real Estate Appraiser (46000010140)
Ohio Certified General Real Estate Appraiser (415404)
Oklahoma Certified Appraiser (1013)
Oregon State Certified Appraiser (C0004143)
Tennessee State Certified General Real Estate Appraiser (CG-1086)
Texas Certified General Real Estate Appraiser (TX-1326816-G)
Utah Certified General Appraiser (CG00042206)
Vermont Certified General Real Estate Appraiser (60-0000100)
Virginia Real Estate Appraiser Board Business Registration (4003 005023)
Washington Certified Real Estate Appraiser - General (270-11 NU-NN-08-K465DN)

1. EDUCATION

Bachelor of Science in Geography, University of Kansas (1970-74)
Bachelor of Science in Political Science, University of Kansas (1970-74), summa cum laude
Institute for Mediterranean Studies, Rome, Italy, (International Economics and Political Science -1972), University of Kansas only representative
Master of Public Administration, University of Kansas (1974-75)

American Institute of Real Estate Appraisers (AIREA):

Course I - Income Properties, Rockhurst College
Course VIII - Single Family Residential, University of Colorado
Course II - Advanced Income Properties, University of Colorado
Course IV - Litigation Valuation, University of Indiana

Society of Real Estate Appraisers:

Course 101 - Introduction to Appraising, Rockhurst College

Passed Single Family Residential Demonstration Report (1979)
Comprehensive Examination (AIREA) - 1981
FHLCBM R 41b Seminar (November, 1985)
Federal Income Tax and Real Estate Seminar (1985)
Ethics Seminar, "Standards of Professional Practice"
Contemporary Real Estate Seminar, 1984/1985
"Tax Reform Preview for Real Estate and Federal Home Loan Bank R-41c" (11/86)
Using Electronic Spreadsheet Seminar (10/87)
Urban Honolulu Real Estate and Valuation Considerations; Resort Hotel Development and Valuation Under FHLBB Regulations; An Update (11/87)
Standards of Professional Practice Update (11/88; 04/91; 04/93)
Professional Standards Seminar (04/99)
Broker Pre-License (02/90)
Valuation/Evaluation of Congregate Care Facility for the Elderly (04/89)
Pro-Test Training Seminar (06/90)
Advanced Applications on Pro-Test (11/90)
Semi-Annual Convention Education Session (02/91)
Condemnation Process and Appraising and Mock Trial (05/92)
Real Estate Valuation Issues (02/93)
Evaluation Guidelines Workshop (07/93)
Current Standards of Professional Practice Issues (07/93)
Mayer, Hoffman, McCann's 8th Annual Real Estate Seminar (11/93)
Appraisal Office of the Future (02/94)

REAL ESTATE APPRAISERS, CONSULTANTS & ASSET MANAGERS

Individual Membership Valuation Network Inc.
Respond To Office Indicated:

☐ CHICAGO OFFICE
300 S. Wacker Drive, Suite 3925  •  Chicago, Illinois 60606-6610
312/922-8500  •  FAX 312/922-8501
Internet E-Mail: nunnink@realworks.com

☐ GREATER KANSAS CITY OFFICE
1901 W. 47th Place, Suite 300  •  Westwood, Kansas 66205-1834
913/236-4700  •  FAX 913/236-4307  •  Res. Dept. FAX 913/236-7644
Internet E-Mail: nunnink@realworks.com
2. PUBLICATIONS
"Appraising Golf Courses for Ad Valorem Purposes", The Appraisal Journal, October 1993 (Page 611)
Author and Editor, Kansas City Real Estate Market, "A Decade in Review and Forecast 1994", Vol. 1, No. 1, Fall, 1993
Author and Editor, Kansas City Highlights, "Annual Review & Forecast 1995", Winter 1994
Author and Editor, Viewpoint 1994, February, 1994
Author and Editor, Viewpoint 1995, February, 1995
"The Demographics of Demand", Mortgage Banking, June 1995 (Page 38)

3. EXPERIENCE
Appraised over 12,000 single family residences in the metropolitan Kansas City area on various formats, including the old and revised FHLMC and FNMA forms and ERC forms
Associate Appraiser with Jack Forbes (MAI) Appraisals, Inc. 3/75 to 12/78
Director of Community Development, City of Olathe, Kansas 12/75 to 3/76

4. DESIGNATIONS
Member of the Appraisal Institute, MAI (as confirmed by the American Institute of Real Estate Appraisers), SRPA and SRA (as confirmed by the Society of Real Estate Appraisers)

5. ASSOCIATE MEMBERSHIPS - PROFESSIONAL
Member, Metropolitan Kansas City Board of Realtors
Member, International Right of Way Association
Member, Valuation Network, Inc.
Member, Home Builders Association
Member, Mortgage Bankers Association
Affiliate Member, National Council of Real Estate Investment Fiduciaries (NCREIF)
Real Estate Broker - State of Kansas (License No. EB00039336)
Registered Environmental Assessor (REA), State of California

6. ASSOCIATION MEMBERSHIPS - SOCIAL
Member, Kansas University Alumni organization, Kansas University KUCIMAT and Kansas University Williams Fund
Past President, Kansas City Sigma Chi Alumni Chapter

7. SPECIAL APPRAISAL ASSIGNMENTS
Proposed Medical Office Building, Olathe, Kansas
Presidential Tower, Chicago, Illinois
Halbrook Farms
One Kansas City Place
Congregate care, nursing home facilities throughout continental United States
Kansas City Country Club, Mission Hills, Indian Hills, Shadow Glen, Hallbrook, Milburn, Brookridge, Meadowbrook Golf Courses
Lighton Tower, Overland Park, Kansas
County Club Plaza Financial Projections and Absorption Study
Net Lease of 236 Circle K Stores throughout the southeast and 250 Circle K Stores throughout the continental United States
McCurg Apartment Building, Chicago
Regional Malls in Arkansas, Florida, Indiana, Kansas, Kentucky, Missouri, Nevada, Ohio, South Carolina, Tennessee, and Texas

8. REAL ESTATE APPRAISING RELATED EXPERIENCE
Expert Witness, Johnson County District Court, Wyandotte & Leavenworth Counties
District Court, Kansas; Federal Bankruptcy Court, Jackson County, Missouri; and Arapahoe County Court, Denver; Colorado metropolitan area
Residential house builder
Developer, single family residential subdivisions
Member of the Board of Directors, First National Bank, Olathe, Kansas
Principal, CMN Capital Corporation, real estate syndication corporation
Former Chairman of the Board, Meyendorf Title Company, exclusive agent for Stewart Title Insurance Agency in the Kansas City area
Former Chairman of the Board, Professional Escrow Corporation
NASSO Series 22 Examination - Agent to sell real estate, oil and gas, etc. syndications

9. AREAS SERVED
The firm has provided appraisal and/or counseling in 43 of 50 states.
ADDENDUM "A"

REDEVELOPMENT AREA DATA
COUNTRY CLUB PLAZA TAX INCREMENT FINANCING PLAN

Seville (Building & Garage) Project

Building Tract

All that part of the Northeast Quarter of the Southeast Quarter of Section 30, Township 49, Range 33, including part of Lots 1 and 16, PENN PARK, a subdivision, including part of the vacated alley, lying between said Lots 1 and 16 and including part of vacated Pennsylvania Avenue, all in Kansas City, Jackson County, Missouri, according to the recorded plat thereof, and all being more particularly described as follows: Commencing at the intersection of the South right-of-way line of 47th Street (as established by Ordinance No. 47976, approved August 8, 1924) with the West right-of-way line of Pennsylvania Avenue as established by deed recorded under Document No. A-440481, in Book B-2979 at Page 410 and accepted by Kansas City by Ordinance recorded under Document No. A-449482 in Book B-2979 at Page 411; run thence South along the West right-of-way of said Pennsylvania Avenue, 150 feet; run thence West at right angles to said West right-of-way line, 14 feet, more or less to the existing West right-of-way line of said Pennsylvania Avenue, as widened by deed recorded under Document No. A-644303 in Book B-3413, at Page 361 and accepted by Kansas City by Ordinance recorded under Document No. A-638263, in Book B-3406 at Page 386, being the True Point of Beginning of the tract herein described; thence continuing West and along the South line of a tract herein described; thence continuing West and along the South line of a tract of land conveyed to Skelly Oil Company by Document No. A-708238 recorded in Book B3549 at Page 313, a distance of 248.36 feet, more or less to the East right-of-way line of Jefferson Street, as now established; thence South along said East right-of-way line, 146.39 feet to the North right-of-way line of Nichols Road (formerly Alameda Road) as widened by deed recorded under Document No. A-644303 in Book B-3413 at Page 361 and accepted by Kansas City by Ordinance recorded as Document No. A-638263 in Book B-3406 at Page 386; thence East along said North right-of-way line, 247.80 feet to the existing West right-of-way line of said Pennsylvania Avenue; thence North along said existing West right-of-way line, 146.02 feet to the Point of Beginning.

Garage Tract

Part of the Northeast 1/4 of the Southeast 1/4 of Section 30, Township 49, Range 33, including part of Lots 13, 14, 15, 16 and 20 and all of Lots 21 thru 28, both inclusive, PENN PARK, a subdivision of land, and including part of vacated Jefferson Street, all in Kansas City, Jackson County, Missouri, according to the recorded plat thereof, and all being more particularly described as follows: Beginning at a point in the West line of said Lot 20, being a point in the East line of an alley in said PENN PARK and 120 feet South of the South line of 47th Street; as now established; thence Easterly and parallel with the South line of said 47th Street; 221.64 feet to a point in the West line of Jefferson Street, as now established; thence South along the West line of said Jefferson Street, 336.69 feet to a point in the Easterly prolongation of the North line of Lot 2, of said PENN PARK; thence West along the North line of said Lot 29 and its Easterly prolongation a distance of 167.53 feet to the Northwest corner of said Lot 29, said point being in the East line of the aforesaid alley, thence North along the East line of said alley 320.17 feet
to the Point of Beginning, together with the East 1/2 of the vacated alley West of and adjacent to Lots 21 thru 28, both inclusive, PENN PARK. Also, all of Lot 35 thru 44, both inclusive, and Lot 45, except that part of said Lot 45 now in 47th Street, PENN PARK, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof, together with the West 1/2 of the vacated alley lying East of and adjacent to Lots 35 thru 42, both inclusive, PENN PARK.

Also including the overhead pedestrian bridge located between the Seville Building and the parking garage lying West of the West line of the above described parcel of land.

Less and except the following businesses:

Federal Express Corporation - 4710 Jefferson Street
Boaumen's First National Bank - 4720 Jefferson Street
Jules Seafood Restaurant - 4740 Jefferson Street
Exhibit 4(b)(2)

COUNTRY CLUB PLAZA TAX INCREMENT FINANCING PLAN

Saks Block (Building and Garage) Project

All that part of the Southeast 1/4 of Section 30, Township 49, Range 33, in Kansas City, Jackson County, Missouri, which lies West of Broadway Street, East of Pennsylvania Avenue, South of 47th Street, and North of Nichols Road. Except that part thereof described as follows:

Beginning at the intersection of the West line of Broadway with the South line of 47th Street, as said streets are now established; thence South along said West line, 296.36 feet (296 feet, deed) to its intersection with the North line of Nichols Road, as now established; thence West along said North line, 462.21 feet (462 feet, deed) to its intersection with the West line of the East 6 feet of Pennsylvania Avenue, vacated by Ordinance No. 21101, passed January 14, 1957; thence North along said West line, 140.27 feet; thence East, deflecting 89 degrees 53 minutes 16 seconds to the right from the last described course, a distance of 207.88 feet; thence North, deflecting 89 degrees 54 minutes 30 seconds to the left from the last described course, 9.25 feet; thence East at right angles from the last described course, 90.16 feet; thence North at right angles from the last described course, 90.16 feet; thence North at right angles from the last described course, 1.90 feet; thence East at right angles from the last described course, 78.26 feet to a point on a line drawn 85.97 feet West of and parallel with said West line of Broadway; thence North along said parallel line, 144.55 feet to a point on the South line of said 47th Street; thence East along said South line, 85.97 feet to the Point of Beginning of said exception.

Also, beginning at the intersection of the West line of Broadway with the South line of 47th Street, as said streets are now established; thence South along said West line, 296.36 feet (296 feet, deed) to its intersection with the North line of Nichols Road, as now established; thence West along said North line, 462.21 feet (461 feet, deed) to its intersection with the West line of the East 6 feet of Pennsylvania Avenue, vacated by Ordinance No. 21101, passed January 14, 1957; thence North along said West line, 140.27 feet; thence East, deflecting 89 degrees 53 minutes 16 seconds to the right from the last described course, a distance of 207.88 feet; thence North, deflecting 89 degrees 54 minutes 30 seconds to the left, from the last described course, 9.25 feet; thence East at right angles from the last described course, 90.16 feet; thence North at right angles from the last described course, 1.90 feet; thence East at right angles from the last described course, 78.26 feet to a point on a line drawn 85.97 feet West of and parallel with said West line of Broadway; thence North along said parallel line, 144.55 feet to a point on the South line of said 47th Street; thence East along said South line, 85.97 feet to the Point of Beginning. Also, including are rights for an overhead pedestrian bridge over Pennsylvania Avenue between the existing Seville and SAKS buildings.

Less and except the following businesses:

Brooks Brothers 424 Nichols Road
Polo/Ralph Lauren (KC Polo Partners, Inc.) 408-410 Nichols Road
Country Club Bank 414 Nichols Road
Panache Chocolatier, Inc. 418 Nichols Road
Helzberg Diamonds 400 Nichols Road
Ann Taylor, Inc. 4728 Broadway
Enzo Angiolini (Nine West Group, Inc.) 4720 Broadway
Elisabeth (LCI Holdings, Inc.) 4712 Broadway
The Nature Company 4710 Broadway
Overland Outfitters, Inc. 4704 Broadway
Bruce Smith Drugs, Inc. 4700-4702 Broadway
Exhibit 4(b)(3)

COUNTRY CLUB PLAZA TAX INCREMENT FINANCING PLAN

47th & Penn Project

The West 10 feet of Lot 92, except the North 10 feet thereof and the West 10 feet of Lot 93, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lot 93, except the West 10 feet thereof, measured at right angles to the West line of said Lot, and the West 39 feet of Lot 94, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

The East 11 feet of Lot 94, all of Lot 95, and the West 12 feet of Lot 96, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

The East 38 feet of Lot 96, and the West 35 feet of Lot 97, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lot 99, except the East 5 feet thereof, all of Lot 98, and the East 15 feet of Lot 97, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

The East 5 feet of Lot 99, and all of Lot 100, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lots 102 and 103, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lots 104 and 105, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lot 106 and the East 1.5 feet of Lot 107, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lot 107, except the West 10 feet and the East 1-1/2 feet thereof, and the North 5 feet of the East 59.28 feet of the West 69.28 feet of Lot 108, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lot 108, except the West 10 feet thereof, measured at right angles to the West line thereof, and except the North 5 feet of the East 59.28 feet, of the West 69.28 feet, of said Lot, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.
Lot 109, except the West 10 feet in Pennsylvania Avenue; and Lots 110, 111, 112 and 113, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

The South 66-2/3 feet of the North 250 feet of Lot 24, except the East 30 feet in Broadway, HOME PLACE, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.
Exhibit 4(b)(4)

COUNTRY CLUB PLAZA TAX INCREMENT FINANCING PLAN

Hotel Project

All of Lot 92 except the West 10 feet and except the North 10 feet thereof of Lots 93 through 85 inclusive, except the North 10 feet thereof, LA SOLANA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Lot 24, except the East 30 feet in Broadway, and except the South 66-2/3 feet thereof, HOME PLACE, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.
Exhibit 4(b)(5)

COUNTRY CLUB PLAZA TAX INCREMENT FINANCING PLAN

Central Parking Project

All that part of Lots 38 thru 44 and 57 thru 54, COUNTRY CLUB PLAZA, a subdivision of land, and parts of vacated streets adjoining, being all that part of the Northwest Quarter of the Southwest Quarter of Section 29, Township 49, Range 33, Kansas City, Jackson County, Missouri, bounded by the West right-of-way line of Central Street, as now established, on the East; by the North right-of-way line of Nichols Road, as now established, on the South; by the East right-of-way line of Wornall Road, as now established, on the West; and by the South right-of-way line of 47th Street, as now established, on the North.

Less and except the following businesses:

Classic Cup Sidewalk Cafe 301 W. 47th Street
Sharper Image, Inc. 333 W. 47th Street
KCET Store of Knowledge 4705 Broadway
The Great Train Store 4725 Broadway
Plaza Shoe Shine 306 Nichols Road
Emile’s Deli & Restaurant 302-310 Nichols Road
The Pen Place 4706 Central Street
Exhibit 4(b)(6)

COUNTRY CLUB PLAZA TAX INCREMENT FINANCING PLAN

Halls Block (Building & Parking) Project

Lot 79, COUNTRY CLUB PLAZA, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Less and except the following businesses:

Country Club Bank's Walk-Up Facility- 4770 Wyandotte Street
Mail Boxes, Etc. (One Stop Business Cor.) 4741 Central Street
Omni Photo, Inc. 4777 Central Street
Exhibit 4(b)(7)

COUNTRY CLUB PLAZA TAX INCREMENT FINANCING PLAN

Park Lane Project

Lots 1 to 8, inclusive, REES TURPIN'S ADDITION, a subdivision in Kansas City, Jackson County, Missouri according to the recorded plat thereof.

Also, a tract of land being part of the Southwest Quarter of the Northwest Quarter of Section 29, Township 49, Range 33, including in that part of the North Half of vacated 46th Street, lying adjacent thereto in Kansas City, Jackson County, Missouri, being more particularly described as follows:

Beginning at the most East, Southeast corner of PARKWAY TOWERS CONDOMINIUM SUBDIVISION, a condominium subdivision in said City, County and State, according to the recorded plat thereof, being also a point on the Westerly right-of-way line of J.C. Nichols Parkway, as now established; thence Southeasterly along said Westerly right-of-way line, a distance of 122 feet, more or less to a point on the South line of the North Half of said vacated 46th. Street Way; thence West along said South line, 106.5 feet, more or less; thence North along a straight line, perpendicular to the last described course, a distance of 10 feet to the South, Southeast corner of said PARKWAY TOWERS CONDOMINIUM SUBDIVISION; thence continuing North along the East line of said PARKWAY TOWERS CONDOMINIUM SUBDIVISION, a distance of 107 feet; thence East along a jog in the East line of said PARKWAY TOWERS CONDOMINIUM SUBDIVISION, a distance of 74.69 feet to the Point of Beginning.
All of Lots 6 through 11, both inclusive parts of Lots 12 and 24 and all of Lots 13 through 23, both inclusive, Block E; all of Lots 1 through 11, both inclusive, parts of Lots 12 and 24 and all of Lots 13 through 23, both inclusive and the North 30 feet of Lot 2 and the South 25 feet of Lot 3, Block G, BISMARCK PLACE, a subdivision, according to the recorded plat, together with portions of 49th Street, 50th Street, Wornall Road, Central Street, Wyandotte Street as said streets and road are now established and other lands, all in the West Half of the Southwest Quarter of Section 29, Township 49, Range 33, in Kansas City, Jackson County, Missouri, being more particularly described as follows:

Beginning at the Southwest corner of Lot 5, Block E of said BISMARCK PLACE, being also a point on the East right-of-way line of Wornall Road, as now established; thence North 87°25'22" West, 30.00 feet to a point on the West line of Southwest Quarter of said Southwest Quarter; thence South 2°34'38" West along said West line, a distance of 373.72 feet to a point of intersection with the centerline of said 50th Street; thence South 87°04'13" East along said centerline, 661.04 feet to a jog in said centerline and a point on the centerline of said Wyandotte Street produced South; thence South 2°36'20" West along said centerline and along said jog, 21.43 feet (22.00 feet, plat); thence South 87°07'13" East along the centerline of said 50th Street, 165.92 feet to a point of intersection with the prolongation South of the East line of Lots 1 through 12 in said Block G; thence North 2°32'41" East along said prolongation and along the East line of said Lot 12, a distance of 30.00 feet to a point which is 5.00 feet North of the Southwest corner thereof, said point being also on the West line of Block 2, BOARD OF TRADE CENTER, a subdivision in said City, County and State, according to the recorded plat thereof, being also a point which is 0.12 feet North of the Southwest corner thereof; thence continuing North 2°32'41" East along said West line and along the East line of Lots 12 through 1 in said Block G, a distance of 543.02 feet, to a point which is 22.00 feet South of the North line of said Southwest Quarter, Quarter Section, being also the Northwest corner of said Block 2, BOARD OF TRADE; thence continuing North 2°32'41" East, 40.50 feet to a point on the centerline of 49th Street, as now established; thence the following courses and distances along said centerline; thence North 87°17'55" West, 133.65 feet; thence Northwesterly along a curve to the right, tangent to the last described course, having a radius of 649.90 feet and a central angle of 8°09'13"., an arc distance of 92.49 feet; thence North 79°08'42" West, 182.99 feet; thence Westerly and Southwesterly along a curve to the left, tangent to the last described course, having a radius of 159.92 feet and a central angle of 22°14'49", an arc distance of 62.09 feet; thence South 78°36'29" West, tangent to the last described curve, 146.97 feet; thence Southwesterly along a curve to the right, tangent to the last described course, having a radius of 400 feet and a central angle of 7°77'40", an arc distance of 50.93 feet to a point of intersection with the Northerly prolongation of the East line of Lots 1-5, inclusive of said Block E; thence South 2°32'21" West along said prolongation, 27.85 feet to the Northeast corner of said Lot 1; thence continuing South 2°32'21" West along the East line of said Lots 1 through 5, Block E, a distance of 249.34 feet (250.00 feet, plat) to the Southeast corner of said Lot 5; thence North 87°17'06".
West along the South line of said Lot 5, 135.52 feet to the point of beginning. Less and except Lots 11, 12, 23 and 24, Block E, BISMARK PLACE.
Exhibit 4(b)(9)

COUNTRY CLUB PLAZA TAX INCREMENT FINANCING PLAN

4900 Main (Phase II) Project

All that part of BLOCK 2, BOARD OF TRADE CENTER, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof, more particularly described as follows: Beginning at the Northwest corner of said BLOCK 2; thence South 2°32'41" West along the West line of said BLOCK 2, being also the East line of BLOCK G, BISMARK PLACE, a subdivision in said City, County and State, according to the recorded plat thereof, a distance of 313.82 feet to the Point of Beginning of a tract of land to be herein described; thence South 87°17'55" East, 195.08 feet, more or less to a point on the East line of said BLOCK 2; thence South 2°32'41" West, along the East line of said BLOCK 2 a distance of 18.84 feet; thence North 87°27'19" West along a jog in the East line of said BLOCK 2, a distance of 24.00 feet; thence South 2°31'41" West along the East line of said BLOCK 2, a distance of 238.88 feet; thence South 87°27'19" East along a jog in the East line of said BLOCK 2, a distance of 12.50 feet; thence South 2°32'41" West along the East line of said BLOCK 2, a distance of 49.82 feet, to a point on the South line of said BLOCK 2, being also the North right-of-way line of 50th Street, as now established; thence North 87°07'13" West along the South line of said BLOCK 2 and said North right-of-way line, a distance of 183.59 feet, more or less to the Southwest corner of said BLOCK 2, being also a point on the East line of said BLOCK G; thence North 2°32'41" East along the West line of said BLOCK 2 and along the East line of said BLOCK G, a distance of 307.00 feet to the Point of Beginning.

Also, all of Block 3, BOARD OF TRADE CENTER, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.
EXHIBIT 13

RELOCATION ASSISTANCE PLAN

(a) Definitions. The following terms, whenever used or referred to herein, shall have the following meanings:

(i) Designated Occupants. "Designated Occupants" shall mean handicapped displaced occupants and those displaced occupants who are 65 years of age or older at the time of the notice to vacate or who have an income less than the average median income for the metropolitan area as certified annually by the Director of City Development based upon standards established by the Department of Housing and Community Development of Kansas City, Missouri.

(ii) Displaced Business. "Displaced Business" shall mean any business that moves from real property within the development area as a result of the acquisition of such property, or as a result of written notice to vacate such property, or in conjunction with the demolition, alteration or repair of said property, by the Tax Increment Financing Commission pursuant to RSMo. 99.800 et. seq., as amended.

(iii) Displaced Occupant. "Displaced Occupant" shall mean any occupant who moves from real property within the development area as a result of the acquisition of such property, or as a result of written notice to vacate such property, or in connection with the demolition, alteration or repair of said property, by the Tax Increment Financing Commission pursuant to RSMo. 99.800 et. seq., as amended.

(iv) Handicapped Occupant. "Handicapped Occupant" shall mean any occupant who is deaf, legally blind, or orthopedically disabled to the extent that acquisition of other residence presents a greater burden than other occupants would encounter or that modification to the residence would be necessary.

(v) Occupant. "Occupant" shall mean a residential occupant of a building having lawful possession thereof, and further shall include any person in lawful possession, whether related by blood or marriage to any other occupant.

(vi) Person. "Person" shall mean any individual, firm, partnership, joint venture, association, corporation and any life insurance company, organized under the laws of, or admitted to do business in the State of Missouri, undertaking a redevelopment project in a urban renewal area, whether organized for profit or not, estate, trust, business trust, receiver or trustee appointed by any state or federal court, syndicate, or any other group or combination acting as a unit, and shall include the male as well as the female gender and the plural as well as the singular number.

(b) Plan Requirement. Every person approved by the Commission as a developer of property subject to be acquired by the Tax Increment Financing Commission if furtherance of a Tax Increment Financing plan shall submit to
the Commission a relocation plan as part of the developer's redevelopment plan.

(c) **Contents of Plan.** The relocation plan shall provide for the following:

(i) Payments to all displaced occupants and displaced businesses in occupancy at least ninety (90) days prior to the date said displaced occupant or said displaced business is required to vacate the premises by the developer, its assigns or any person seeking acquisition powers under the Tax Increment Financing plan pursuant to RSMo. 99.800 et. seq., as amended; and

(ii) Program for identifying needs of displaced occupants and displaced businesses with special consideration given to income, age, size of family, nature of business, availability of suitable replacement facilities, and vacancy rates of affordable facilities; and

(iii) Program for referrals of displaced occupants and displaced businesses with provisions for a minimum of three (3) suitable referral sites, a minimum of ninety (90) days notice of referral sites for handicapped displaced occupants and sixty (60) days notice of referral sites for all other displaced occupants and displaced businesses, prior to the date such displaced occupant or displaced business is required to vacate the premises; and arrangements for transportation to inspect referral sites to be provided to designated occupants.

(iv) Every displaced occupant and every displaced business shall be given a ninety (90) day notice to vacate; provided, however, that the developer may elect to reduce the notice time to sixty (60) days if the developer extends the relocation payments and benefits set forth in subsections (d), (e) and (f) below to any displaced occupant or displaced business affected by said reduction in time.

(d) **Payments to Occupants.** All displaced occupants eligible for payments under subsection (c)(i) hereof shall be provided with relocation payments based upon one of the following, at the option of the occupant:

(i) A $500.00 payment to be paid at least thirty (30) days prior to the date the occupant is required to vacate the premises; or

(ii) Actual reasonable costs of relocation including actual moving costs, utility deposits, key deposits, storage or personal property up to one month, utility transfer and connection fees, and other initial rehousing deposits including first and last month's rent and security deposit.

(e) **Handicapped Displaced Occupant Allowance.** In addition to the payments provided in subsection (d) hereof, an additional relocation payment shall be provided to handicapped displaced occupants which shall equal the amount, if any, necessary to adapt a replacement dwelling to substantially conform with the accessibility and usability of such occupant’s prior residence, such amount not to exceed Four Hundred Dollars ($400.00).
(f) **Payment to Businesses.** All displaced businesses eligible for payments under subsection (c)(i) hereof shall be provided with relocation payments based upon the following, at the option of the business:

(i) A $1,500.00 payment to be paid at least thirty (30) days prior to the date the business is required to vacate the premises; or

(ii) Actual costs of moving including costs for packing, crating, disconnecting, dismantling, reassembling and installing all personal equipment and costs for relettering signs and replacement stationery.

(g) **Waiver of Payments.** Any occupant who is also the owner of premises and any business may waive their relocation payments set out above as part of the negotiations for acquisition of the interest held by said occupant or business. Said waiver shall be in writing and filed with the Commission.

(h) **Notice of Relocation Benefits.** All occupants and businesses eligible for relocation benefits hereunder shall be notified in writing of the availability of such relocation payments and assistance, such notice to be given concurrent with the notice of referral sites required by subsection (c)(iii) hereof.

(i) **Persons Bound by the Plan.** Any developer, its assigns or transferees, provided assistance in land acquisition by the Tax Increment Financing Commission, is required to comply with the Executive Director of the Commission. Such certification shall include, among other things, the addresses of all occupied residential buildings and structures within the redevelopment plan area and the names and addresses of occupants and businesses displaced by the developer and specific relocation benefits provided to each occupant and business, as well as a sample notice provided each occupant and business.

(j) **Minimum Requirements.** The requirements set out herein shall be considered minimum standards. In reviewing any proposed redevelopment plan, the Commission shall determine the adequacy of the proposal and may require additional elements to be provided therein.
Section 99.810 of the Act sets forth nine minimum requirements for information that must be included in any tax increment financing plan. The following is a list of those requirements, followed by citations to the sections of the Plan containing information in compliance with each:

1. A general description of the program to be undertaken to accomplish the objectives of the Plan. Section III.

2. The estimated Redevelopment Project costs. Section IV, Exhibit 6.

3. The anticipated sources of funds to pay the costs. Section IV, Exhibit 7, Exhibit 11.

4. Evidence of the commitments to finance the project costs. Section IV, Exhibit 11.

5. Anticipated type and term of the sources of funds to pay costs. Section IV, Exhibit 7, Exhibit 11.

6. Anticipated type and terms of the obligations to be issued. Section IV.

7. The most recent equalized assessed valuation of the property within the Redevelopment Area which is to be subjected to payments in lieu of taxes and economic activity taxes. Section IV, Exhibit 8.

8. The estimated equalized assessed valuation after redevelopment is completed. Section VI, Exhibit 8.

9. The general land uses to apply in the Redevelopment Area. Section III, Section VII, Exhibit 2, Exhibit 11.

In addition, Section 99.810 sets forth certain findings that must be made by the city as a prerequisite to adoption of the Plan. Those required findings are set forth below, along with the sections of the Plan whereby information can be found to support such findings:

1. The redevelopment area on the whole is a blighted area, a conservation area, or an economic development area, and has not been subject to growth and development through investment by private enterprise and would not
reasonably be anticipated to be developed without the adoption of the redevelopment plan. Section XI, Exhibit 12.

2. The redevelopment plan conforms to the comprehensive plan for the development of the municipality as a whole. Section VIII.

3. The estimated dates, which shall not be more than twenty-three years from the adoption of the ordinance approving a redevelopment project within a redevelopment area, of completion of any redevelopment project and retirement of obligations incurred to finance redevelopment project costs have been stated. Section IV.

4. A plan has been developed for relocation assistance for businesses and residences. Section XII, Exhibit 13.
AFFIDAVIT

STATE OF MISSOURI                     )
COUNTY OF JACKSON                      ) ss:

I, Barrett Brady, President and Chief Executive Officer of J.C. Nichols Company, being first duly sworn, state and depose upon oath as follows:

1. That the information contained in the application filed by the J.C. Nichols Company to the Tax Increment Financing Commission on December 20, 1996, and subsequent information furnished to the Commission is true and the financial information presented therein represents true and accurate assessments to the best of my knowledge, information and belief.

2. That all costs reflected in connection with the proposed projects or in connection with information therein given as to the Country Club Plaza holdings owned by the J.C. Nichols Company are direct property costs and there are no indirect, general administrative expenses allocated or apportioned to the costs as described in the financial information presented.

J.C. NICHOLS COMPANY

By: ________________________________
    Barrett Brady
    President and Chief Executive Officer

Subscribed in my presence and sworn to before me this 5th day of March, A.D., 1997.

______________________________
Notary Public

My Commission Expires:  
Sep 3, 2000