

**Second Amendment
of the
Pershing Road
Tax Increment Financing
Plan**

I. Introduction

The Second Amendment to the Pershing Road Tax Increment Financing Plan (the "Second Amendment") shall amend the Pershing Road Plan as approved by the Ordinance No. 030401 on April 3, 2003 (referred to herein as the "Plan"). The Second Amendment shall provide for the revision of the construction timing for Projects Nos. 6-8, revision of the amount and type of fees that the Commission shall receive as a part of this Plan, a revised Exhibit 5 – "Estimated Redevelopment Project Costs" to provide a line item for reimbursable financing interest, clarification on how the Base Year is established for Projects Nos. 1 and 3, and revision to the Developer's responsibility to relocate utility lines as a part of Projects Nos. 1-5. The intent of the Plan remains unchanged other than those changes specifically mentioned herein.

II. Specific Plan Text Amendments

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

Amendment No. 1: Delete the second sentence of Section III.E. of the Plan and insert the following in lieu thereof:

Project 1 shall be completed in 48 months of commencement, Project 2 shall be completed in 24 months, Project 3 shall be completed in 28 months, Project 4 shall be completed in 48 months from commencement, Project 5 shall be completed in 26 months; Project 6 shall be completed in 84 months from commencement; Project 7 shall be completed 84 months from commencement, Project 8 shall be completed 48 months

Amendment No. 2: Delete the second sentence of Section IV.A., as revised in the Amendment, and insert the following, in lieu thereof:

The Plan proposes that approximately \$125,412,071 in Redevelopment Project Costs be reimbursable from the Special Allocation Fund for rehabilitation and construction costs associated with Projects 1 through 5.

Amendment No. 3: Delete the second paragraph in Section IV.A., as revised in the Amendment, and insert the following, in lieu thereof:

The Commission shall only be entitled to receive such amounts identified in that certain Cooperative Agreement, dated May, 2004, by and among the City of Kansas City Missouri, the Tax Increment Financing Commission of Kansas City, Pershing Road Development Company, LLC and Commerce Bank, N.A., attached the Plan as Exhibit _____, for administrative fees and expenses incurred by the Commission with respect to Projects 1-5 of this Plan.

Amendment No. 4: Delete the specific objectives listed in Nos. 4 and 5 on Exhibit 3 of the Plan and insert the following, in lieu thereof:

4. To work in partnership with the City of Kansas City, Missouri, its Department of Public Works, and all utility companies with utility lines located in the Redevelopment Area to repair, reconstruct, and relocate streets and sidewalk improvements essential to the preparation of the areas selected for redevelopment projects.

5. To work in partnership with the City of Kansas City, Missouri, its Department of Public Works, and the utility companies to allocate the cost responsibility of upgrading and relocating utility lines and other infrastructure facilities serving the areas selected for redevelopment projects as well as other areas contiguous thereto

Amendment No. 5: Delete Exhibit 5, entitled "Estimated Redevelopment Costs and Schedule" and insert in lieu thereof the attached Exhibit 5, entitled "Revised Estimated Redevelopment Costs and Schedule." Note: The only change to Exhibit 5 is the addition of a line item listing the TIF Reimbursable Financing Interest Costs.

Amendment No. 6: Add to the end of the second paragraph of Section IV.D.:
The estimated economic activity taxes generated from Project 3 of this Plan shall be calculated by establishing as a base year the amount of sales taxes, utility taxes and earnings taxes generated within Project 1 of the Plan the year prior to the activation of Project 3 (the "Base Amount") and declaring any incremental increase above such Base Amount as economic activity taxes available for such purposes identified in the Act and this Plan.

Amendment No. 7: Add paragraph below to Section II:

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

Exhibit 5
Revised Estimated Redevelopment Project Costs

Description	Total Costs	Reimbursable Costs
Land Acquisitions	\$ 10,600,000	\$ -
Street Improvements, Utilities Relocation and Demolition	14,534,058	14,534,058
Sitework	7,524,352	7,524,352
Building & Parking Structures		
Building Structures	165,507,819	-
Tenant Improvements	36,049,113	-
215 W. Pershing Garage	6,404,445	6,404,445
IRS Underground Garage - 3,801 parking spaces	62,855,895	62,855,895
Union Station Garage - 1,717 parking spaces	22,178,794	22,178,794
Union Station Pedestrian Bridge	6,433,161	6,433,161
Freight District Infrastructure	1,286,632	1,286,632
Total Building & Parking Structures	300,715,859	99,158,927
Professional Services & Other Soft Costs		
Architect & Engineering Fees	12,320,307	3,894,734
Bond Issuance Costs	12,627,596	-
Total Professional Services & Other Soft Costs	24,947,903	3,894,734
TIF Commission Estimated Fees and Expenses	300,000	300,000
TIF Reimbursable Financing Interest Costs	189,022,528	189,022,528
TOTAL	\$ 547,644,700	\$ 314,434,599
Percentage of reimbursable costs to total costs		57.4%

Note 1 : The foregoing hard cost estimates have been prepared after consultation with JE Dunn Construction Company.

Note 2 : Assumes the issuance of \$334.3 million in taxable bonds at 5.85%, with a 20 year amortization and term.