

IN THE CIRCUIT COURT OF JACKSON COUNTY, MISSOURI

IN THE MATTER OF:)

STREETS OF WEST PRYOR)
TRANSPORTATION)
DEVELOPMENT DISTRICT)

CITY OF LEE'S SUMMIT)
220 SE GREEN STREET)
LEE'S SUMMIT, MISSOURI 64063)

and)

BONNIE ERICKSON)
12505 S HARRIS RD)
LEE'S SUMMIT, MISSOURI 64086)

Case No. _____

and)

RED CAPITAL HOLDINGS)
OF LEES SUMMIT, LLC)
7200 W. 110TH STREET, SUITE 200)
OVERLAND PARK, KANSAS 66210)

and)

WEST PRYOR VILLAGE, LLC)
12701 METCALF AVE STE 100)
OVERLAND PARK, KANSAS 66213,)

Petitioners,)

v.)

MISSOURI HIGHWAYS AND)
TRANSPORTATION COMMISSION)
105 WEST CAPITOL AVENUE)
JEFFERSON CITY, MISSOURI 65101)

SERVE:)
 Pamela J. Harlan)
[CONFIRM WITH BRYCE GAMBLIN])
 Secretary to the Commission)
 105 West Capitol Avenue)
 Jefferson City, Missouri 65102,)
 Respondent.)

**PETITION FOR THE FORMATION OF A TRANSPORTATION
 DEVELOPMENT DISTRICT**

COME NOW Petitioners, for their Petition, pursuant to the Missouri Transportation Development District Act (the “Act”), Sections 238.200 to 238.275, as amended, of the Revised Statutes of Missouri (“RSMo”), respectfully petition the Court for the purpose of forming the Streets of West Pryor Transportation Development District (the “District”) and state as follows:

I. THE PARTIES

1. Petitioner West Pryor Village, LLC is a Missouri limited liability company whose principal place of business is located at 12701 Metcalf Ave Ste. 100, Overland Park, Kansas 66213.

2. Petitioner Bonnie Erickson is an individual who resides at 12505 S. Harris Rd, Lee’s Summit, Missouri 64086.

3. Petitioner RED Capital Holdings of Lee’s Summit, LLC, is a Missouri limited liability company whose principal place of business is located at 7200 W. 110th Street, Suite 200, Overland Park, Kansas 66210.

4. Petitioner City of Lee’s Summit (the “City”) is a municipal corporation of the State of Missouri, located at 220 SE Green Street, Lee’s Summit, Missouri 64063, acting in its capacity as property owner. The City is an “affected local transportation authority” as defined in the Act, but does not need to be named as a respondent in this action pursuant to Section 238.207.4(2), RSMo (“Respondents must include the commission and each affected local

transportation authority within the proposed district, except a petitioning local transportation authority....”).

5. There are no persons eligible to be registered voters residing within the boundaries of the proposed District.

6. Petitioners are all of the owners of record of all real property located within the proposed District.

7. Respondent State of Missouri Highways and Transportation Commission (the “Commission”) is the state agency constitutionally responsible for constructing and maintaining the Missouri highway system, with its principal place of business at 105 West Capitol Avenue, Jefferson City, Missouri 65102. The Commission is a required Respondent to this Petition pursuant to Section 238.207.4(2) of the Act.

II. Jurisdiction and Venue

8. Jurisdiction is proper in this Court pursuant to Section 238.207.1 of the Act.

9. Venue is proper in this Court pursuant to Section 238.207.1 of the Act, in that the District lies entirely within Jackson County, Missouri.

III. Petition Requirements

10. A specific description of the proposed District’s boundaries, and a map illustrating such boundaries, are attached hereto as **Exhibit A-1** and **Exhibit A-2**, respectively, and incorporated herein by reference.

11. The area of the District is contiguous within the meaning of the Act.

12. A general description of the project (the “Project”) proposed to be undertaken by the proposed District is set forth in **Exhibit B** hereto and incorporated herein by reference.

13. The estimated costs of the Project are approximately One Million Thirty-Two Thousand One Hundred Seventy Dollars (\$1,032,170) and the estimated details of the estimated costs are as shown on Exhibit C hereto and incorporated herein by reference.

14. It is not anticipated that there will be revenues collected from the Project.

15. The name of the proposed District will be the “Streets of West Pryor Transportation Development District”.

16. The Board of Directors of the District (the “Board of Directors”) will be comprised of five (5) members to be elected in accordance with the Act.

17. The terms of office of initial board members shall be staggered in approximately equal numbers to expire in one, two or three years as provided by the Act.

18. Petitioners propose that the Project be funded from the proceeds resulting from the imposition of a transportation development district sales tax, not in excess of one percent (1%), and for a period no longer than forty (40) years from the date such sales tax is first collected, on all retail sales made in the District that are subject to taxation by the State of Missouri pursuant to the provisions of Sections 144.010 through 144.525, RSMo, except such transportation development district sales tax shall not apply to the sale or use of motor vehicles, trailers, boats or outboard motors nor to all sales of electricity or electrical current, water and gas, natural or artificial, nor to sales of service to telephone subscribers, either local or long distance (the “District Sales Tax”).

19. The Petitioners desire to seek qualified voter approval of the imposition of the District Sales Tax at a rate of one-half percent (.5%) on all transactions subject to sales taxes imposed by the District pursuant to Sections 238.235 of the Act to (i) pay costs of the Project; (ii) reimburse the Petitioners for the costs of filing and defending this Petition authorized by

Section 238.217 of the Act; and (iii) pay the principal of, premium, if any and interest on bonds notes or other obligations issued in connection with the Project that are permitted to be repaid using revenues from the District Sales Tax under the Act (the “**TDD Obligations**”); (iv) to fund the costs of financing or refinancing the Project; and (v) to fund the operating costs and administrative costs of the District.

20. The District Sales Tax is the only funding method that is planned for the District.

21. No portion of the proposed Project is intended to be merged with the state highways and transportation system and therefore the Project is not intended to be under the Commission’s jurisdiction. Consequently, approval authority for the Project pursuant to Section 238.225 of the Act will vest with the City and shall be subject to all necessary permitting requirements of the City. The District and the City shall enter into a cooperative agreement to arrange for the construction and dedication of the Project improvements.

22. Details of the budgeted expenditures for the Project, including estimated expenditures for real physical improvements, estimated land acquisition expenses, if any, estimated expenses for professional services and estimated interest charges are set forth on **Exhibit C**.

23. The proposed District will not be an undue burden on any owner of property within the District and is not unjust or unreasonable.

IV. Dissolution of the District and Repeal of the District Sales Tax

24. The District shall be dissolved only in compliance with Section 238.275 of the Act. In no event shall the District Sales Tax be repealed, in whole or in part, nor shall the District be dissolved, until payment in full and satisfaction of all obligations, except in accordance with the Act.

WHEREFORE, Petitioners respectfully request that the Court enter a judgment declaring, decreeing and:

(a) finding and certifying that this Petition is not legally defective, that the proposed District is not illegal or unconstitutional and that the Respondents have been duly served with process in this action;

(b) finding and certifying that the proposed funding methods and mechanisms are neither illegal nor unconstitutional;

(c) finding and certifying that the proposed District is not an undue burden on any owner of real property within the District and is not unjust or unreasonable;

(d) finding and certifying that the District is contiguous pursuant to Section 238.207.5(2) of the Act;

(e) finding and certifying that the Streets of West Pryor Transportation Development District is properly, duly and lawfully organized;

(f) finding and certifying that the Project is an authorized “project” within the meaning of Section 238.202.1(5) of the Act;

(g) finding and certifying that the Circuit Court Clerk provided notice of the public hearing required by Section 238.212.2 of the Act by causing one or more newspapers of general circulation serving Jackson County to publish once a week for four consecutive weeks a notice of the public hearing required by Section 238.212.2 of the Act;

(h) certifying the proposed District Sales Tax for approval by the “Qualified Voters” in the District (as defined in the Act) pursuant to Section 238.210.2 of the Act;

(i) calling for an election of the Board of Directors of the District, to be held at a place, date and time to be specified in the Court’s Order; and

(j) for such other and further additional findings, orders and judgments that the Court deems necessary and proper.

Respectfully submitted,

/s/ _____
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Ralph E. Bellar, Jr. MO# _____
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/s/ _____
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*Attorney for Petitioner
City of Lee's Summit*

EXHIBIT A-1

SPECIFIC DESCRIPTION OF PROPOSED DISTRICT BOUNDARIES

A PORTION OF LOT 1, PRYOR ACRES RECORDED IN BOOK I47 PAGE 36, AND ALL OF CORLEW'S ESTATES RECORDED IN BOOK 35, PAGE 54, AND A PORTION OF ERICKSON ACRES, 1ST PLAT, RECORDED AS DOCUMENT 2001I0086408, ALL OF LOT 17, TRACT C AND TRACT D, AND A PORTION OF LOT 18 CHIPMAN-HWY 50 RECORDED IN BOOK I68, PAGE 62, AND A PORTION OF NW LOWENSTEIN DRIVE RIGHT-OF-WAY, AND UN-PLATTED LAND IN THE SOUTH HALF OF SECTION 35, TOWNSHIP 48, RANGE 32, CITY OF LEE'S SUMMIT, COUNTY OF JACKSON, STATE OF MISSOURI, BEING DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF THE SOUTHEAST QUARTER OF SAID SECTION 35; THENCE ON THE WEST LINE OF SAID SOUTHEAST QUARTER, ON AN ASSUMED BEARING OF S 02°27'18" W 332.72 FEET; THENCE N 31°23'08" E 362.27 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF INTERSTATE 470; THENCE ON SAID SOUTHERLY RIGHT-OF-WAY LINE, S 85°14'51" E 359.55 FEET TO THE NORTHWEST CORNER OF GERBER HEIGHTS RECORDED IN BOOK I51, PAGE 74; THENCE ON THE WESTERLY LINE OF SAID GERBER HEIGHTS, S 24°49'45" E 579.75 FEET TO THE SOUTHWEST CORNER OF SAID GERBER HEIGHTS; THENCE ON THE SOUTH LINE OF SAID GERBER HEIGHTS, S 85°07'20" E 511.36 FEET TO THE SOUTHEAST CORNER OF SAID GERBER HEIGHTS, BEING THE POINT OF BEGINNING; THENCE ON THE EAST LINE OF SAID GERBER HEIGHTS, N 02°27'18" E 417.29 FEET TO SAID SOUTHERLY RIGHT-OF-WAY LINE OF INTERSTATE HIGHWAY 470; THENCE ON SAID SOUTHERLY RIGHT-OF-WAY LINE, S 77°50'38" E 148.55 FEET; THENCE ON SAID SOUTHERLY RIGHT-OF-WAY LINE, S 46°58'04" E 317.20 FEET; THENCE ON SAID SOUTHERLY RIGHT-OF-WAY LINE, S 74°45'44" E 322.94 FEET; THENCE ON SAID SOUTHERLY RIGHT-OF-WAY LINE, S 87°42'21" E 182.05 FEET; THENCE ON SAID SOUTHERLY RIGHT-OF-WAY LINE, S 64°40'25" E 144.66 FEET TO THE INTERSECTION OF SAID SOUTHERLY RIGHT-OF-WAY LINE WITH THE WESTERLY RIGHT-OF-WAY LINE OF NW PRYOR ROAD BEING THE BEGINNING OF A NON-TANGENT CURVE TO THE RIGHT; THENCE ON SAID WESTERLY RIGHT-OF-WAY LINE, SOUTHWESTERLY ON THE ARC OF SAID CURVE HAVING A RADIUS OF 1140.00 FEET, AN ARC LENGTH OF 444.52 FEET, AND WHOSE CHORD BEARS S 14°41'33" W 441.71 FEET TO THE BEGINNING OF A REVERSE CURVE TO THE LEFT; THENCE CONTINUING ON SAID WESTERLY RIGHT-OF-WAY LINE, SOUTHERLY AND SOUTHEASTERLY ON THE ARC OF SAID CURVE HAVING A RADIUS OF 1260.00 FEET, AN ARC LENGTH OF 1040.64 FEET, AND WHOSE CHORD BEARS S 02°12'10" W 1011.31 FEET TO THE BEGINNING OF A REVERSE CURVE TO THE RIGHT; THENCE ON SAID WESTERLY RIGHT-OF-WAY LINE, SOUTHERLY ON THE ARC OF SAID CURVE HAVING A RADIUS OF 1140.00 FEET, AN ARC LENGTH OF 485.50 FEET, AND WHOSE CHORD BEARS S 09°15'26" E 481.84 FEET; THENCE CONTINUING ON SAID WESTERLY RIGHT-OF-WAY LINE, S 02°56'36" W 154.04 FEET TO THE INTERSECTION OF SAID WESTERLY RIGHT-OF-WAY LINE WITH THE SOUTHERLY RIGHT-OF-WAY LINE OF NW LOWENSTEIN DRIVE; THENCE ON SAID

SOUTHERLY RIGHT-OF-WAY LINE, N 63°21'08" W 614.37 FEET; THENCE CONTINUING ON SAID SOUTHERLY RIGHT-OF-WAY LINE, N 46°56'08" W 671.14 FEET; THENCE N 43°03'52" E 99.28 FEET TO THE BEGINNING OF A NON-TANGENT CURVE TO THE LEFT; THENCE ON THE ARC OF SAID CURVE HAVING A RADIUS OF 300.00 FEET, AN ARC LENGTH OF 315.86 FEET, AND WHOSE CHORD BEARS N 13°57'34" E 301.47 FEET; THENCE N 73°47'49" E 42.44 FEET TO THE BEGINNING OF A TANGENT CURVE TO THE RIGHT; THENCE ON THE ARC OF SAID CURVE HAVING A RADIUS OF 250.00 FEET, AN ARC LENGTH OF 81.41 FEET, AND WHOSE CHORD BEARS N 83°07'33" E 81.05 FEET; THENCE S 87°32'44" E 17.38 FEET; THENCE N 02°27'16" E 161.89 FEET; THENCE S 87°32'44" E 112.00 FEET; THENCE N 02°27'16" E 284.17 FEET; THENCE N 87°32'44" W 112.00 FEET; THENCE N 02°27'16" E 174.93 FEET; THENCE N 87°32'44" W 217.33 FEET; THENCE N 02°27'18" E 302.94 FEET TO THE POINT OF BEGINNING.

LESS AND EXCEPT

COMMENCING AT THE NORTHWEST CORNER OF THE SOUTHEAST QUARTER OF SAID SECTION 35; THENCE ON THE WEST LINE OF SAID SOUTHEAST QUARTER, ON AN ASSUMED BEARING OF S 02°27'18" W 332.72 FEET TO THE POINT OF BEGINNING; THENCE N 31°23'08" E 362.27 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF INTERSTATE 470; THENCE ON SAID SOUTHERLY RIGHT-OF-WAY LINE, S 85°14'51" E 359.55 FEET TO THE NORTHWEST CORNER OF GERBER HEIGHTS RECORDED IN BOOK I51, PAGE 74; THENCE ON THE WESTERLY LINE OF SAID GERBER HEIGHTS, S 24°49'45" E 579.75 FEET TO THE SOUTHWEST CORNER OF SAID GERBER HEIGHTS; THENCE ON THE SOUTH LINE OF SAID GERBER HEIGHTS, S 85°07'20" E 511.36 FEET TO THE SOUTHEAST CORNER OF SAID GERBER HEIGHTS; THENCE S 02°27'16" W 950.82 FEET; THENCE S 87°32'44" E 181.86 FEET TO THE POINT OF BEGINNING; THENCE S 87°32'44" E 208.67 FEET; THENCE S 02°27'16" W 68.78 FEET; THENCE S 87°32'44" E 18.00 FEET; THENCE S 02°27'16" W 154.51 FEET; THENCE N 87°32'44" W 18.00 FEET; THENCE S 02°27'16" W 25.27 FEET; THENCE S 42°32'44" E 29.77 FEET; THENCE S 47°27'16" W 16.00 FEET; THENCE S 42°32'44" E 20.00 FEET; THENCE S 47°27'16" W 38.00 FEET; THENCE N 42°32'44" W 13.87 FEET; THENCE N 87°32'44" W 211.11 FEET; THENCE N 02°27'16" E 172.42 FEET; THENCE N 87°32'44" W 38.79 FEET; THENCE N 02°27'16" E 63.87 FEET; THENCE S 87°32'44" E 54.03 FEET; THENCE N 02°27'16" E 75.82 FEET TO THE POINT OF BEGINNING.

CONTAINS 1,520,167 SQUARE FEET, 34.90 ACRES MORE OR LESS.

EXHIBIT A-2

MAP ILLUSTRATING PROPOSED DISTRICT BOUNDARIES

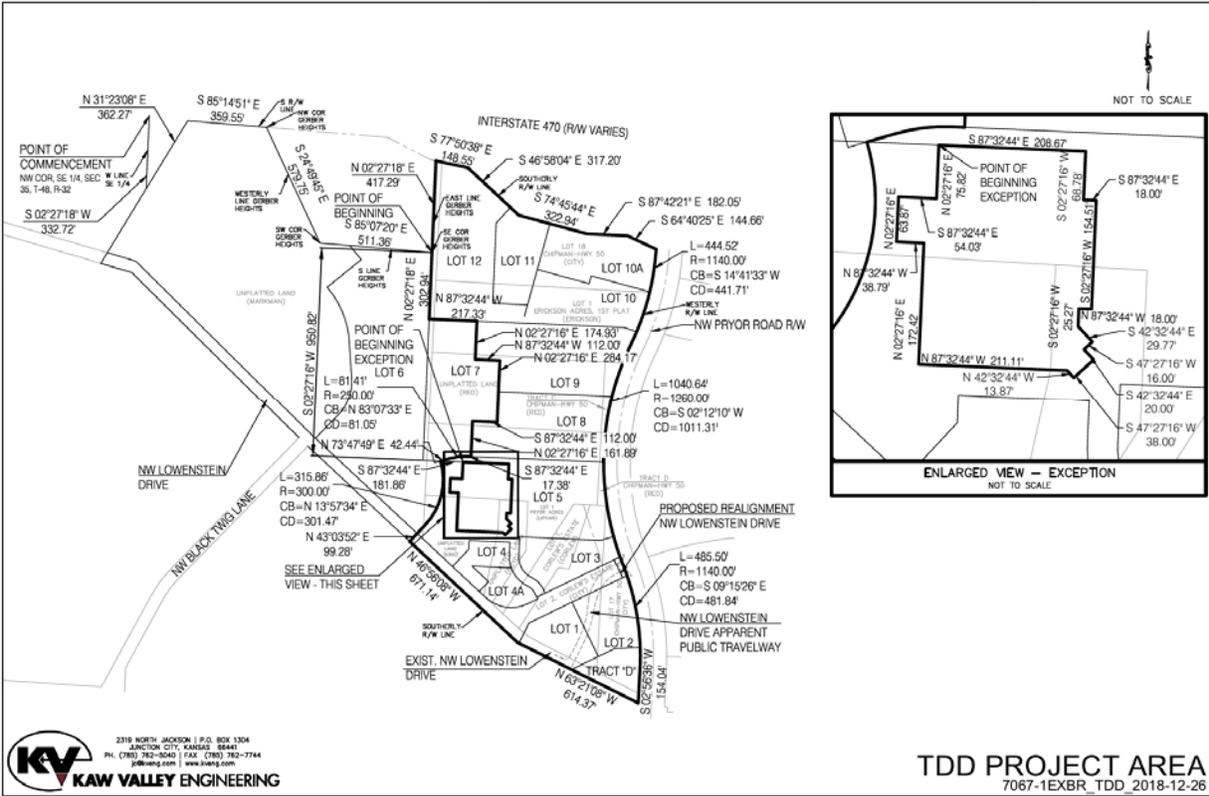


EXHIBIT B

DESCRIPTION OF PROJECT

The Project will be constructed on property generally located between Interstate 470 on the north, NW Chipman Road on the south, NW Pryor Road on the east, and NW Lowenstein Drive & Black Twig Lane on the west in the City of Lee's Summit, Missouri. The Project generally consists of portions of improvements to NW Pryor Road (between NW Chipman Road and the north boundary of the District south of Interstate 470), NW Lowenstein Drive (between NW Pryor Road and Black Twig Lane), Black Twig Lane (between NW Lowenstein Drive and NW Chipman Road), and may include but shall not be limited to (a) the construction, reconstruction, installation, repair and maintenance of public street improvements, access roads, pedestrian walkways and crossings, signalization, interchanges, intersections, signage, parking, and any similar or related improvements or infrastructure; and (b) land acquisition, landscaping, public utilities, streetlights, professional fees, engineering costs, consultant costs, financing costs and interest costs associated with the improvements.

EXHIBIT C

ESTIMATED COSTS

Roads, Streets and related public infrastructure improvements	\$961,126
Professional Services (Eng / Arch / Consult / Legal / PM / Development Fees / Other)	\$40,193
Financing Costs (Interest Carry / Closing / Fees / Other)	\$30,851
Total Estimated Costs	\$1,032,170

NOTES:

1. Approximately one-half of the revenues generated by the District’s sales tax will be captured as economic activities taxes (“EATS”) pursuant to Missouri’s Real Property Tax Increment Allocation Redevelopment Act set forth in Sections 99.800 to 99.865 RSMo. The District’s revenues captured as EATS will not be used to fund the estimated costs of the Project and will instead be used in accordance with the Streets of West Pryor Tax Increment Financing Plan approved by the City of Lee’s Summit, Missouri.
2. Actual District revenues from the District Sales Tax will be higher than the estimated costs above. The amounts set forth above totaling approximately \$1.03 million are net estimated project cost reimbursements and do not include (other than certain limited interest and financing costs during the construction and ramp-up period to stabilization) interest expenses, financing expenses, fees, or costs of issuance for bonds or any other financing instrument, all of which are additional eligible costs associated with the Project.
3. The cost estimates set forth above are estimates at the time of filing of this Petition and such estimates are subject to change. The amounts set forth above are not caps or limitations on reimbursement. Any such limitation shall only be subject to statutory restrictions imposed by the Act and as provided in any development or cooperative agreement between the District and the City of Lee’s Summit, Missouri.