



ARMSTRONG TEASDALE LLP

ILLINOIS

KANSAS

MISSOURI

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SHANGHAI

ATTORNEYS AT LAW

December 22, 2009

VIA OVERNIGHT DELIVERY

Kay Brown, County Clerk
Christian County Courthouse
Second Floor, 100 West Church
Ozark, Missouri 65721

*Ozark Movie
Theater*

Re: **Town and Country Village Community Improvement District (the "District") Mail In Election - Tuesday, January 12, 2010**

Dear Kay:

Please find enclosed the ballot, mailing envelope, return envelope and security envelope for the election noted above. Since there are no registered voters in the District, the property owner is to receive the ballot. Please mail the ballot on or before December 28, 2009. If you have any questions, please call me at (314) 621-5070, extension 7464.

Thank you and your staff for all of the assistance provided.

Sincerely,

Linda K. AuBuchon
Paralegal

LKA

Enclosures

cc: Stephanie Grise w/o Enclosures
Lori Bockman w/o Enclosures

Sent 12/23/09

OFFICIAL BALLOT

Shall the Town and Country Village Community Improvement District (the "District") impose a community improvement district-wide sales and use tax at a rate of one percent (1%) for a period of not more than 40 years from the date such tax is first imposed for the purpose of providing revenue for the Project which generally consists of: (a) undertaking the following services with respect to the PlazaCorp Site: the promotion of business activity, development and retention, and the recruitment of developers and businesses within the PlazaCorp Site, including but not limited to providing economic development incentives; (b) constructing the Gunnett Project, which includes, but is not limited to, construction of roads, access roads, parking facilities and any similar or related improvements or infrastructure, together with related curb cuts, sidewalks, lighting, signalization, site utilities, and road and landscape improvements within and adjacent to the boundaries of the District along State Highway 14, North 25th Street and North 22nd Street; (c) constructing the PlazaCorp Project, which includes, but is not limited to, (i) the construction of roads, access roads, signing, a parking lot and any similar or related improvement or infrastructure together with erosion and sedimentation control; (ii) site grading (sub-grade & finish); (iii) construction of site utilities (storm sewer, sanitary sewer, electric, phone and cable); (iv) installation of site lighting; (v) construction of parking facilities (curb & gutter, paving and striping); (vi) installation of site landscaping; (vii) construction of sidewalks; (viii) construction of W. Diane Street; (ix) related professional and soft costs; (x) permits; (xi) connection fees and (xii) all other related costs; and (d) all costs necessary or incidental to plan, acquire, finance, develop, design and construct the Gunnett Project and the PlazaCorp Project, including without limitation: (i) costs of all estimates, studies, surveys, plans, drawings, reports, tests, specifications and other preliminary investigations of architects, appraisers, surveyors and engineers; (ii) all professional service costs, including without limitation architectural, engineering, legal, financial, planning, design, development, project or construction management or special services incurred; (iii) costs of acquisition, settlement and transfer of rights-of-way, easements, leases and other interests in real property; (iv) costs of demolition of buildings and improvements; the clearing, excavation, earthwork, backfill and grading of land; site preparation; utility relocation; erosion, drainage and storm water control; storm sewers; and waterproofing; (v) costs of relocation necessitated by the City's relocation plan; (vi) costs of financing, underwriters' fees and discounts, costs of printing any notes, bonds or other obligations and any official statements relating thereto, costs of credit enhancement, if any, interest, capitalized interest, debt service reserves and the fees of any rating agency, placement fees, costs of issuance; (vii) costs of insurance, performance bonds and guarantees; (viii) costs of pavement, curbs, striping, gutters, sidewalks, pavers, landscaping, planters, tree grates, irrigation and water features, bicycle racks, pedestrian benches, canopies, street lighting, retaining walls, shoring and piers, handrails, guardrails and other railing, including without limitation any architectural or decorative treatments related to such items; and (ix) costs of construction of any other public improvement described in Section 67.1461.1(16) of the Revised Statutes of Missouri, as amended, (the "Project")?

YES

NO

If you are in favor of the question, place an "X" in the box opposite "YES." If you are opposed to the question, place an "X" in the box opposite "NO."

Mailed to voter
12/23/09

NOTICE OF ELECTION

Notice is hereby given that the Town and Country Village Community Improvement District, generally located at the northwest corner of Missouri State Highway 14 and North 22nd Street, all within the city limits of Ozark, Missouri, will hold an election by mail on Tuesday, January 12, 2010.

The purpose of this election is to put forth to the qualified voters the proposal of a sales and use tax at a rate of one percent (1%) on the receipts from the sale at retail of all tangible personal property or taxable services at retail within the District, if such property and services are subject to taxation by the State of Missouri pursuant to Sections 144.010 to 144.525 RSMo., except sales of motor vehicles, trailers, boats or outboard motors and sales to public utilities (the "*CID Sales Tax*") for a period of not more than 40 years from the date such CID Sales Tax is first imposed by the District for the purpose of providing revenue for (a) undertaking the following services with respect to the PlazaCorp Site: the promotion of business activity, development and retention, and the recruitment of developers and businesses within the PlazaCorp Site, including but not limited to providing economic development incentives; (b) constructing the Gunnett Project, which includes, but is not limited to, construction of roads, access roads, parking facilities and any similar or related improvements or infrastructure, together with related curb cuts, sidewalks, lighting, signalization, site utilities, and road and landscape improvements within and adjacent to the boundaries of the District along State Highway 14, North 25th Street and North 22nd Street; (c) constructing the PlazaCorp Project, which includes, but is not limited to, (i) the construction of roads, access roads, signing, a parking lot and any similar or related improvement or infrastructure together with erosion and sedimentation control; (ii) site grading (sub-grade & finish); (iii) construction of site utilities (storm sewer, sanitary sewer, electric, phone and cable); (iv) installation of site lighting; (v) construction of parking facilities (curb & gutter, paving and striping); (vi) installation of site landscaping; (vii) construction of sidewalks; (viii) construction of W. Diane Street; (ix) related professional and soft costs; (x) permits; (xi) connection fees and (xii) all other related costs; and (d) all costs necessary or incidental to plan, acquire, finance, develop, design and construct the Gunnett Project and the PlazaCorp Project, including without limitation: (i) costs of all estimates, studies, surveys, plans, drawings, reports, tests, specifications and other preliminary investigations of architects, appraisers, surveyors and engineers; (ii) all professional service costs, including without limitation architectural, engineering, legal, financial, planning, design, development, project or construction management or special services incurred; (iii) costs of acquisition, settlement and transfer of rights-of-way, easements, leases and other interests in real property; (iv) costs of demolition of buildings and improvements; the clearing, excavation, earthwork, backfill and grading of land; site preparation; utility relocation; erosion, drainage and storm water control; storm sewers; and waterproofing; (v) costs of relocation necessitated by the City's relocation plan; (vi) costs of financing, underwriters' fees and discounts, costs of printing any notes, bonds or other obligations and any official statements relating thereto, costs of credit enhancement, if any, interest, capitalized interest, debt service reserves and the fees of any rating agency, placement fees, costs of issuance; (vii) costs of insurance, performance bonds and guarantees; (viii) costs of pavement, curbs, striping, gutters, sidewalks, pavers, landscaping, planters, tree grates, irrigation and water features, bicycle racks, pedestrian benches, canopies, street lighting, retaining walls, shoring and piers, handrails, guardrails and other railing, including without limitation any architectural or decorative treatments related to such items; and (ix) costs of construction of any other public improvement described in Section 67.1461.1(16) of the Revised Statutes of Missouri, as amended, (the "*Project*").

Qualified voters for this election will consist of:

- a. Such persons who reside within the District and who are qualified and registered to vote pursuant to Chapter 115 of the Revised Statutes of Missouri, as amended, pursuant to the records of the election authority as of the thirtieth day prior to the date of the applicable election; or
- b. If no registered voters reside in the District, the owners of one or more parcels of real property located within the District per the real property tax records of the county assessor as of the thirtieth day before the date of the applicable election.

In order to be a qualified voter for purposes of the election, persons residing in the District shall register to vote with the election authority or own real property within the District on or before December 14, 2009. The ballot must be returned to the Christian County Clerk, 100 West Church, Room 206, Ozark, MO 65721, in person, or by depositing the ballot in the United States mail addressed to the election authority's office and postmarked not later than the date of the election.

Ballots will be mailed to qualified voters on or before December 28, 2009. Any qualified voter that did not receive a ballot in the mail or lost the ballot received in the mail may pick up a mail-in ballot at the office of the Christian County Clerk, between the hours of 8:00 a.m. and 5:00 p.m. from December 29, 2009 to January 12, 2010.


Polling Place: Mail-in ballot to be returned to:

Christian County Clerk
100 West Church, Room 206
Ozark, MO 65721

SO ORDERED

Kay Brown,
County Clerk
Christian County, Missouri

Stephanie M. Grise
(314) 259-4726
(314) 552-4812 (Fax)
sgrise@armstrongteasdale.com


ARMSTRONG TEASDALE LLP

ILLINOIS

KANSAS

MISSOURI

NEVADA

SHANGHAI

ATTORNEYS AT LAW

October 7, 2009

VIA UPS NEXT DAY AIR

Kay Brown
County Clerk
Christian County
100 West Church, Room 206
Ozark, MO. 65721

**Re: Town and Country Village Community Improvement District (the
"District"); Mail-In Election Scheduled for January 12, 2010**

Dear Kay:

Pursuant to Section 115.125.1 of the Revised Statutes of Missouri, as amended, the above-referenced District hereby officially notifies you, as the Christian County election authority, of the District's passage of Resolution No. 09-003 authorizing a sales and use tax on all retail sales made within the geographical boundaries of the District that are subject to taxation pursuant to Sections 144.010 to 144.525 RSMo., (except sales of motor vehicles, trailers, boats or outboard motors and sales to public utilities) and calling for a mail-in election by the qualified voters of the District pursuant to Section 67.1545.1 of the Revised Statutes of Missouri, as amended (the "*CID Act*").

Pursuant to Section 115.125 of the Revised Statutes of Missouri, as amended, and for additional reference, enclosed please find the following:

The Notice of Election to be published, calling for a mail-in election on Tuesday, January 12, 2010, and a task schedule for the election;

A Sample Ballot in substantially the form required by Section 67.1545.2 of the CID Act;

A copy of Ordinance No. 09-035 of the City of Ozark, Missouri establishing the District, with a complete copy of the Petition for Creation of a Community Improvement District attached; and

A certified copy of Resolution No. 09-003 of the District authorizing a tax upon retail sales within the boundaries of the District.

ONE METROPOLITAN SQUARE | SUITE 2600 | ST. LOUIS, MISSOURI 63102-2740 | TEL: 314.621.5070 | FAX: 314.621.5065

www.armstrongteasdale.com

Kay Brown
October 7, 2009
Page 2

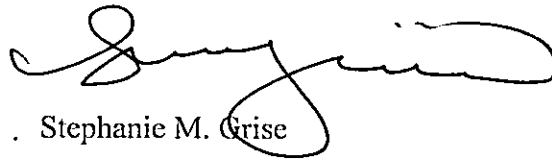


ARMSTRONG TEASDALE LLP

Pursuant to the discussions between you and Linda AuBuchon, Paralegal, of our firm, it is our understanding that our office will cause the legal notice of the election to be published in accordance with subsection 2 of Section 115.127 following your review thereof. It is our further understanding that, pursuant to Section 115.655.1, you will provide for the delivery of the official ballot to each qualified voter within the District on the date set forth in the enclosed notice.

Thank you in advance for your assistance with this matter. Should you have any questions, please contact Linda AuBuchon at (314) 621-5070, extension 7464.

Respectfully,



Stephanie M. Grise

SMG/lka
Enclosure

CERTIFICATION

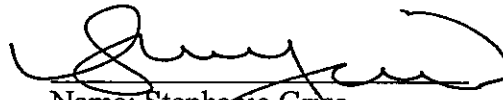
I, Stephanie Grise, Assistant Secretary of the Town and Country Village Community Improvement District, do hereby certify that Resolution 09-003,

A RESOLUTION OF THE TOWN AND COUNTRY VILLAGE COMMUNITY IMPROVEMENT DISTRICT AUTHORIZING A SALES AND USE TAX AT THE RATE OF ONE PERCENT (1%) UPON RETAIL SALES WITHIN THE BOUNDARIES OF THE DISTRICT; DIRECTING AN ELECTION THEREFOR; AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH

is a true and correct copy of that which appears in the records of the Town and Country Village Community Improvement District.

Dated: October 6, 2009

(SEAL)



Name: Stephanie Grise
Title: Assistant Secretary

RESOLUTION NO. 09-003

A RESOLUTION OF THE TOWN AND COUNTRY VILLAGE COMMUNITY IMPROVEMENT DISTRICT AUTHORIZING A SALES AND USE TAX AT THE RATE OF ONE PERCENT (1%) UPON RETAIL SALES WITHIN THE BOUNDARIES OF THE DISTRICT; DIRECTING AN ELECTION THEREFOR; AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH

WHEREAS, following receipt of a proper petition and conclusion of a duly noticed public hearing, the Town and Country Village Community Improvement District (the "*District*") was established as a political subdivision of the State of Missouri by the City of Ozark, Missouri pursuant to Ordinance No. 09-035 passed on September 8, 2009, all in accordance with the Community Improvement District Act, Sections 67.1401 through 67.1571 of the Revised Statutes of Missouri, as amended (the "*CID Act*"); and

WHEREAS, Section 67.1545.1 of the CID Act authorizes the District to impose, by resolution of its board of directors, a sales and use tax on all retail sales made within the District which are subject to taxation pursuant to Sections 144.010 to 144.525 of the Revised Statutes of Missouri, as amended, subject to prior approval of the majority of the qualified voters of the District at an election held in accordance with the CID Act; and

WHEREAS, the Board of Directors of the District has concluded that it is necessary and desirable to submit to the qualified voters of the District the question of whether to levy a sales and use tax at the rate of one percent (1%) on all retail sales made within the District as permitted under Section 67.1545.1 of the CID Act.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE TOWN AND COUNTRY VILLAGE COMMUNITY IMPROVEMENT DISTRICT, AS FOLLOWS:

Section 1. Imposition of Sales and Use Tax. Pursuant to Section 67.1545 of the CID Act, the Board of Directors of the District hereby imposes a sales and use tax at a rate of one percent (1%) on all retail sales made in the District which are subject to taxation pursuant to Sections 144.010 to 144.525 of the Revised Statutes of Missouri, as amended, except sales of motor vehicles, trailers, boats or outboard motors and sales to public utilities (the "*CID Sales Tax*") for a period of not more than 25 years from the date the CID Sales Tax is first imposed.

Section 2. Notice to Election Authority. The Board of Directors hereby directs the Assistant Secretary to provide written notice of this Resolution to the Christian County Board of Election Commissioners (the "*Election Authority*").

Section 3. Mail-In Election of the Qualified Voters; Form of Ballot. The Election Authority shall conduct an election for the CID Sales Tax by mail-in ballot of the qualified voters of the District, such mail-in ballot being in substantially the same form as Exhibit A, attached hereto and incorporated herein by reference (the "*Ballot*") and, to the extent that

Section 67.1545 of the CID Act does not provide a specific procedure for conducting the mail-in election, such mail-in election shall be conducted in accordance with The Mail Ballot Election Act, Sections 115.650 to 115.660 of the Revised Statues of Missouri, as amended.

Section 4. Execution of Resolution. The Chair of the Board of Directors of the District is hereby authorized and directed to execute this Resolution for and on behalf of and as the act and deed of the District. The Secretary or Assistant Secretary of the District is hereby authorized and directed to attest to the Resolution.

Section 5. Further Authority. All actions heretofore taken by the authorized representatives, agents and employees of the District in connection with the transaction contemplated by this Resolution are hereby ratified and confirmed, and the District shall, and the representatives, agents and employees of the District are hereby authorized and directed to, take such further action, and execute and deliver such other documents and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution.

Section 6. Severability. The sections, paragraphs, sentences, clauses and phrases of this Resolution shall be severable. In the event that any such section, paragraph, sentence, clause or phrase of this Resolution is found by a court of competent jurisdiction to be invalid, the remaining portions of this Resolution are valid, unless the court finds the valid portions of this Resolution are so essential to and inseparably connected with and dependent upon the void portion that it cannot be presumed that the District has enacted the valid portions without the void ones, or unless the court finds that the valid portions, standing alone, are incomplete and are incapable of being executed in accordance with the legislative intent.

Section 7. Governing Law. This Resolution shall be governed exclusively by and construed in accordance with the applicable laws of the State of Missouri.

Section 8. Effective Date. This Resolution shall take effect and be in full force upon its adoption by the Board of Directors of the District.

(The remainder of this page is intentionally left blank.)


Passed this 2nd day of October, 2009.

I, the undersigned, Chair of the Town and Country Village Community Improvement District, hereby certify that the foregoing Resolutions were duly adopted by the Board of Directors of the District at a meeting held, after proper notice, on October 2, 2009.

**TOWN AND COUNTRY VILLAGE
COMMUNITY IMPROVEMENT
DISTRICT**



Chair, Board of Directors

 [SEAL]
WITNESS my hand and official seal this 2nd day of October, 2009.

ATTEST:



Secretary, Board of Directors

EXHIBIT A

FORM OF BALLOT

Shall the Town and Country Village Community Improvement District (the "*District*") impose a community improvement district-wide sales and use tax at a rate of one percent (1%) for a period of not more than 40 years from the date such tax is first imposed for the purpose of providing revenue for the Project which generally consists of: undertaking the following services with respect to the PlazaCorp Site: the promotion of business activity, development and retention, and the recruitment of developers and businesses within the PlazaCorp Site, including but not limited to providing economic development incentives; making the following improvements within its boundaries: Gunnett Project – construction of roads, access roads, parking facilities and any similar or related improvements or infrastructure, together with related curb cuts, sidewalks, lighting, signalization, site utilities, and road and landscape improvements within and adjacent to the boundaries of the District along State Highway 14, North 25th Street and North 22nd Street. PlazaCorp Project – (i) the construction of roads, access roads, signing, a parking lot and any similar or related improvement or infrastructure together with erosion and sedimentation control; (ii) site grading (sub-grade & finish); (iii) construction of site utilities (storm sewer, sanitary sewer, electric, phone and cable); (iv) installation of site lighting; (v) construction of parking facilities (curb & gutter, paving and striping); (vi) installation of site landscaping; (vii) construction of sidewalks; (viii) construction of W. Diane Street; (ix) related professional and soft costs; (x) permits; (xi) connection fees and (xii) all other related costs; necessary and Incidental Improvements – all costs necessary or incidental to plan, acquire, finance, develop, design and construct the Gunnett Project and the PlazaCorp Project, including without limitation: (i) costs of all estimates, studies, surveys, plans, drawings, reports, tests, specifications and other preliminary investigations of architects, appraisers, surveyors and engineers; (ii) all professional service costs, including without limitation architectural, engineering, legal, financial, planning, design, development, project or construction management or special services incurred; (iii) costs of acquisition, settlement and transfer of rights-of-way, easements, leases and other interests in real property; (iv) costs of demolition of buildings and improvements; the clearing, excavation, earthwork, backfill and grading of land; site preparation; utility relocation; erosion, drainage and storm water control; storm sewers; and waterproofing; (v) costs of relocation necessitated by the City's relocation plan; (vi) costs of financing, underwriters' fees and discounts, costs of printing any notes, bonds or other obligations and any official statements relating thereto, costs of credit enhancement, if any, interest, capitalized interest, debt service reserves and the fees of any rating agency, placement fees, costs of issuance; (vii) costs of insurance, performance bonds and guarantees; (viii) costs of pavement, curbs, striping, gutters, sidewalks, pavers, landscaping, planters, tree grates, irrigation and water features, bicycle racks, pedestrian benches, canopies, street lighting, retaining walls, shoring and piers, handrails, guardrails and other railing, including without limitation any architectural or decorative treatments related to such items; and (ix) costs of construction of any other public improvement described in Section 67.1461.1(16) of the Revised Statutes of Missouri, as amended?

YES

NO

If you are in favor of the question, place an "X" in the box opposite "YES." If you are opposed to the question, place an "X" in the box opposite "NO."

NOTICE OF ELECTION

Notice is hereby given that the Town and Country Village Community Improvement District, generally located at the northwest corner of Missouri State Highway 14 and North 22nd Street, all within the city limits of Ozark, Missouri, will hold an election by mail on Tuesday, September 29, 2009.

The purpose of this election is to put forth to the qualified voters the proposal of a sales and use tax at a rate of one percent (1%) on the receipts from the sale at retail of all tangible personal property or taxable services at retail within the District, if such property and services are subject to taxation by the State of Missouri pursuant to Sections 144.010 to 144.525 RSMo., except sales of motor vehicles, trailers, boats or outboard motors and sales to public utilities (the "*CID Sales Tax*") for a period of not more than 40 years from the date such CID Sales Tax is first imposed by the District for the purpose of providing revenue for undertaking the following services with respect to the PlazaCorp Site: the promotion of business activity, development and retention, and the recruitment of developers and businesses within the PlazaCorp Site, including but not limited to providing economic development incentives; making the following improvements within its boundaries: Gunnett Project – construction of roads, access roads, parking facilities and any similar or related improvements or infrastructure, together with related curb cuts, sidewalks, lighting, signalization, site utilities, and road and landscape improvements within and adjacent to the boundaries of the District along State Highway 14, North 25th Street and North 22nd Street. PlazaCorp Project – (i) the construction of roads, access roads, signing, a parking lot and any similar or related improvement or infrastructure together with erosion and sedimentation control; (ii) site grading (sub-grade & finish); (iii) construction of site utilities (storm sewer, sanitary sewer, electric, phone and cable); (iv) installation of site lighting; (v) construction of parking facilities (curb & gutter, paving and striping); (vi) installation of site landscaping; (vii) construction of sidewalks; (viii) construction of W. Diane Street; (ix) related professional and soft costs; (x) permits; (xi) connection fees and (xii) all other related costs; necessary and Incidental Improvements – all costs necessary or incidental to plan, acquire, finance, develop, design and construct the Gunnett Project and the PlazaCorp Project, including without limitation: (i) costs of all estimates, studies, surveys, plans, drawings, reports, tests, specifications and other preliminary investigations of architects, appraisers, surveyors and engineers; (ii) all professional service costs, including without limitation architectural, engineering, legal, financial, planning, design, development, project or construction management or special services incurred; (iii) costs of acquisition, settlement and transfer of rights-of-way, easements, leases and other interests in real property; (iv) costs of demolition of buildings and improvements; the clearing, excavation, earthwork, backfill and grading of land; site preparation; utility relocation; erosion, drainage and storm water control; storm sewers; and waterproofing; (v) costs of relocation necessitated by the City's relocation plan; (vi) costs of financing, underwriters' fees and discounts, costs of printing any notes, bonds or other obligations and any official statements relating thereto, costs of credit enhancement, if any, interest, capitalized interest, debt service reserves and the fees of any rating agency, placement fees, costs of issuance; (vii) costs of insurance, performance bonds and guarantees; (viii) costs of pavement, curbs, striping, gutters, sidewalks, pavers, landscaping, planters, tree grates, irrigation and water features, bicycle racks, pedestrian benches, canopies, street lighting, retaining walls, shoring and piers, handrails, guardrails and other railing, including without limitation any architectural or decorative treatments related to such items; and (ix) costs of construction of any other public improvement described in Section 67.1461.1(16) of the Revised Statutes of Missouri, as amended, (the "*Project*").

Qualified voters for this election will consist of:

- a. Such persons who reside within the District and who are qualified and registered to vote pursuant to Chapter 115 of the Revised Statutes of Missouri, as amended, pursuant to the records of the election authority as of the thirtieth day prior to the date of the applicable election; or
- b. If no registered voters reside in the District, the owners of one or more parcels of real property located within the District per the real property tax records of the county assessor as of the thirtieth day before the date of the applicable election.

SAMPLE MAIL-IN BALLOT

Shall the Town and Country Village Community Improvement District (the "*District*") impose a community improvement district-wide sales and use tax at a rate of one percent (1%) for a period of not more than 40 years from the date such tax is first imposed for the purpose of providing revenue for the Project which generally consists of: undertaking the following services with respect to the PlazaCorp Site: the promotion of business activity, development and retention, and the recruitment of developers and businesses within the PlazaCorp Site, including but not limited to providing economic development incentives; making the following improvements within its boundaries: Gunnett Project – construction of roads, access roads, parking facilities and any similar or related improvements or infrastructure, together with related curb cuts, sidewalks, lighting, signalization, site utilities, and road and landscape improvements within and adjacent to the boundaries of the District along State Highway 14, North 25th Street and North 22nd Street. PlazaCorp Project – (i) the construction of roads, access roads, signing, a parking lot and any similar or related improvement or infrastructure together with erosion and sedimentation control; (ii) site grading (sub-grade & finish); (iii) construction of site utilities (storm sewer, sanitary sewer, electric, phone and cable); (iv) installation of site lighting; (v) construction of parking facilities (curb & gutter, paving and striping); (vi) installation of site landscaping; (vii) construction of sidewalks; (viii) construction of W. Diane Street; (ix) related professional and soft costs; (x) permits; (xi) connection fees and (xii) all other related costs; necessary and Incidental Improvements – all costs necessary or incidental to plan, acquire, finance, develop, design and construct the Gunnett Project and the PlazaCorp Project, including without limitation: (i) costs of all estimates, studies, surveys, plans, drawings, reports, tests, specifications and other preliminary investigations of architects, appraisers, surveyors and engineers; (ii) all professional service costs, including without limitation architectural, engineering, legal, financial, planning, design, development, project or construction management or special services incurred; (iii) costs of acquisition, settlement and transfer of rights-of-way, easements, leases and other interests in real property; (iv) costs of demolition of buildings and improvements; the clearing, excavation, earthwork, backfill and grading of land; site preparation; utility relocation; erosion, drainage and storm water control; storm sewers; and waterproofing; (v) costs of relocation necessitated by the City's relocation plan; (vi) costs of financing, underwriters' fees and discounts, costs of printing any notes, bonds or other obligations and any official statements relating thereto, costs of credit enhancement, if any, interest, capitalized interest, debt service reserves and the fees of any rating agency, placement fees, costs of issuance; (vii) costs of insurance, performance bonds and guarantees; (viii) costs of pavement, curbs, striping, gutters, sidewalks, pavers, landscaping, planters, tree grates, irrigation and water features, bicycle racks, pedestrian benches, canopies, street lighting, retaining walls, shoring and piers, handrails, guardrails and other railing, including without limitation any architectural or decorative treatments related to such items; and (ix) costs of construction of any other public improvement described in Section 67.1461.1(16) of the Revised Statutes of Missouri, as amended?

YES

NO

If you are in favor of the question, place an "X" in the box opposite "YES." If you are opposed to the question, place an "X" in the box opposite "NO."

RESOLUTION NO. 10-001

A RESOLUTION OF THE TOWN AND COUNTRY VILLAGE COMMUNITY IMPROVEMENT DISTRICT AUTHORIZING A SALES AND USE TAX AT THE RATE OF ONE PERCENT (1%) UPON RETAIL SALES WITHIN THE BOUNDARIES OF THE DISTRICT; DIRECTING AN ELECTION THEREFOR; AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH

WHEREAS, following receipt of a proper petition and conclusion of a duly noticed public hearing, the Town and Country Village Community Improvement District (the "*District*") was established as a political subdivision of the State of Missouri by the City of Ozark, Missouri pursuant to Ordinance No. 09-035 passed on September 8, 2009, all in accordance with the Community Improvement District Act, Sections 67.1401 through 67.1571 of the Revised Statutes of Missouri, as amended (the "*CID Act*"); and

WHEREAS, Section 67.1545.1 of the CID Act authorizes the District to impose, by resolution of its board of directors, a sales and use tax on all retail sales made within the District which are subject to taxation pursuant to Sections 144.010 to 144.525 of the Revised Statutes of Missouri, as amended, subject to prior approval of the majority of the qualified voters of the District at an election held in accordance with the CID Act; and

WHEREAS, on October 2, 2009, the board of directors of the District adopted Resolution No. 09-003 authorizing a sales and use tax at the rate of one percent (1%) upon retail sales within the boundaries of the District and directing an election therefore (the "*Initial CID Sales Tax Resolution*"); and

WHEREAS, on January 12, 2010 a mail-in election was held pursuant to the Initial CID Sales Tax Resolution (the "*Initial CID Sales Tax Election*"); and

WHEREAS, there were no ballots cast in the Initial CID Sales Tax Election; and

WHEREAS, the Board of Directors of the District has concluded that it is necessary and desirable to resubmit to the qualified voters of the District the question of whether to levy a sales and use tax at the rate of one percent (1%) on all retail sales made within the District as permitted under Section 67.1545.1 of the CID Act.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE TOWN AND COUNTRY VILLAGE COMMUNITY IMPROVEMENT DISTRICT, AS FOLLOWS:

Section 1. Imposition of Sales and Use Tax. Pursuant to Section 67.1545 of the CID Act and Resolution No. 09-003, the Board of Directors of the District hereby confirms its imposition of a sales and use tax at a rate of one percent (1%) on all retail sales made in the District which are subject to taxation pursuant to Sections 144.010 to 144.525 of the Revised Statutes of Missouri, as amended, except sales of motor vehicles, trailers, boats or outboard

motors and sales to public utilities (the "*CID Sales Tax*") for a period of not more than 40 years from the date the CID Sales Tax is first imposed.

Section 2. Notice to Election Authority. The Board of Directors hereby directs the Assistant Secretary to provide written notice of this Resolution to the Christian County Board of Election Commissioners (the "*Election Authority*").

Section 3. Mail-In Election of the Qualified Voters; Form of Ballot. The Election Authority shall conduct an election for the CID Sales Tax by mail-in ballot of the qualified voters of the District, such mail-in ballot being in substantially the same form as **Exhibit A**, attached hereto and incorporated herein by reference (the "*Ballot*") and, to the extent that Section 67.1545 of the CID Act does not provide a specific procedure for conducting the mail-in election, such mail-in election shall be conducted in accordance with The Mail Ballot Election Act, Sections 115.650 to 115.660 of the Revised Statutes of Missouri, as amended.

Section 4. Execution of Resolution. The Chair of the Board of Directors of the District is hereby authorized and directed to execute this Resolution for and on behalf of and as the act and deed of the District. The Secretary or Assistant Secretary of the District is hereby authorized and directed to attest to the Resolution.

Section 5. Further Authority. All actions heretofore taken by the authorized representatives, agents and employees of the District in connection with the transaction contemplated by this Resolution are hereby ratified and confirmed, and the District shall, and the representatives, agents and employees of the District are hereby authorized and directed to, take such further action, and execute and deliver such other documents and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution.

Section 6. Severability. The sections, paragraphs, sentences, clauses and phrases of this Resolution shall be severable. In the event that any such section, paragraph, sentence, clause or phrase of this Resolution is found by a court of competent jurisdiction to be invalid, the remaining portions of this Resolution are valid, unless the court finds the valid portions of this Resolution are so essential to and inseparably connected with and dependent upon the void portion that it cannot be presumed that the District has enacted the valid portions without the void ones, or unless the court finds that the valid portions, standing alone, are incomplete and are incapable of being executed in accordance with the legislative intent.

Section 7. Governing Law. This Resolution shall be governed exclusively by and construed in accordance with the applicable laws of the State of Missouri.

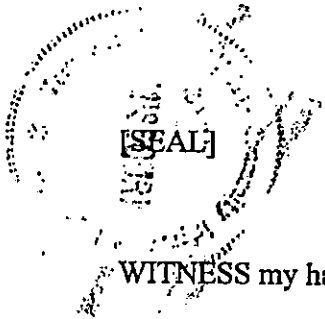
Section 8. Effective Date. This Resolution shall take effect and be in full force upon its adoption by the Board of Directors of the District.

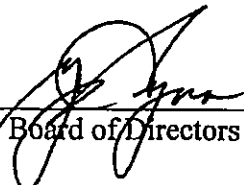
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Passed this 9th day of February, 2010.

I, the undersigned, Chair of the Town and Country Village Community Improvement District, hereby certify that the foregoing Resolutions were duly adopted by the Board of Directors of the District at a meeting held, after proper notice, on February 9th, 2010.

**TOWN AND COUNTRY VILLAGE
COMMUNITY IMPROVEMENT
DISTRICT**

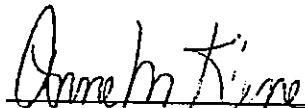




Chair, Board of Directors

WITNESS my hand and official seal this 9th day of February, 2010.

ATTEST:



Secretary, Board of Directors

EXHIBIT A

FORM OF BALLOT

Shall the Town and Country Village Community Improvement District (the "*District*") impose a community improvement district-wide sales and use tax at a rate of one percent (1%) for a period of not more than 40 years from the date such tax is first imposed for the purpose of providing revenue for the Project which generally consists of: (a) undertaking the following services with respect to the PlazaCorp Site: the promotion of business activity, development and retention, and the recruitment of developers and businesses within the PlazaCorp Site, including but not limited to providing economic development incentives; (b) constructing the Gunnett Project, which includes, but is not limited to, construction of roads, access roads, parking facilities and any similar or related improvements or infrastructure, together with related curb cuts, sidewalks, lighting, signalization, site utilities, and road and landscape improvements within and adjacent to the boundaries of the District along State Highway 14, North 25th Street and North 22nd Street; (c) constructing the PlazaCorp Project, which includes, but is not limited to, (i) the construction of roads, access roads, signing, a parking lot and any similar or related improvement or infrastructure together with erosion and sedimentation control; (ii) site grading (sub-grade & finish); (iii) construction of site utilities (storm sewer, sanitary sewer, electric, phone and cable); (iv) installation of site lighting; (v) construction of parking facilities (curb & gutter, paving and striping); (vi) installation of site landscaping; (vii) construction of sidewalks; (viii) construction of W. Diane Street; (ix) related professional and soft costs; (x) permits; (xi) connection fees and (xii) all other related costs; and (d) all costs necessary or incidental to plan, acquire, finance, develop, design and construct the Gunnett Project and the PlazaCorp Project, including without limitation: (i) costs of all estimates, studies, surveys, plans, drawings, reports, tests, specifications and other preliminary investigations of architects, appraisers, surveyors and engineers; (ii) all professional service costs, including without limitation architectural, engineering, legal, financial, planning, design, development, project or construction management or special services incurred; (iii) costs of acquisition, settlement and transfer of rights-of-way, easements, leases and other interests in real property; (iv) costs of demolition of buildings and improvements; the clearing, excavation, earthwork, backfill and grading of land; site preparation; utility relocation; erosion, drainage and storm water control; storm sewers; and waterproofing; (v) costs of relocation necessitated by the City's relocation plan; (vi) costs of financing, underwriters' fees and discounts, costs of printing any notes, bonds or other obligations and any official statements relating thereto, costs of credit enhancement, if any, interest, capitalized interest, debt service reserves and the fees of any rating agency, placement fees, costs of issuance; (vii) costs of insurance, performance bonds and guarantees; (viii) costs of pavement, curbs, striping, gutters, sidewalks, pavers, landscaping, planters, tree grates, irrigation and water features, bicycle racks, pedestrian benches, canopies, street lighting, retaining walls, shoring and piers, handrails, guardrails and other railing, including without limitation any architectural or decorative treatments related to such items; and (ix) costs of construction of any other public improvement described in Section 67.1461.1(16) of the Revised Statutes of Missouri, as amended, (the "*Project*")?

YES

NO

If you are in favor of the question, place an "X" in the box opposite "YES." If you are opposed to the question, place an "X" in the box opposite "NO."

**NOTICE OF PUBLIC HEARING
TOWN AND COUNTRY VILLAGE COMMUNITY IMPROVEMENT DISTRICT**

September 8, 2009
7:00 P.M.
City Hall
Ozark, Missouri

The Board of Aldermen of the City of Ozark, Missouri will conduct a public hearing on the Petition to Establish the Town and Country Village Community Improvement District at 7:00 P.M., September 8, 2009, at City Hall, Ozark, Missouri.

A petition for the establishment of the Town and Country Village Community Improvement District has been filed with the City Clerk of the City of Ozark, Missouri. The September 8, 2009 action by the Board of Aldermen will include a public hearing prior to any vote on the petition itself. A copy of the petition is available for review at the office of the City Clerk, P.O. Box 295, Ozark, Missouri, between 8:00 A.M. and 5:00 P.M. weekdays.

The boundaries of the proposed Town and Country Village Community Improvement District are generally described as:

TRACT I:

ALL OF LOTS ONE (1) AND TWO (2) OF THE FINAL PLAT OF TOWN & COUNTRY VILLAGE PHASE I, AND LOT FOUR-B (4B) OF THE REPLAT OF LOT 4 OF TOWN & COUNTRY VILLAGE PHASE, A SUBDIVISION IN THE CITY OF OZARK, CHRISTIAN COUNTY, MISSOURI.

TRACT II:

A TRACT OF LAND SITUATED IN PART OF THE NORTHEAST QUARTER (NE1/4) OF THE SOUTHWEST QUARTER (SW1/4), AND A PART OF THE NORTHWEST QUARTER (NW1/4) OF THE SOUTHEAST QUARTER (SE1/4) OF SECTION TWENTY-ONE (21), TOWNSHIP TWENTY-SEVEN (27), RANGE TWENTY-ONE (21), IN THE CITY OF OZARK, CHRISTIAN COUNTY, MISSOURI, AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF THE NORTHEAST QUARTER (NE1/4) OF THE SOUTHWEST QUARTER (SW1/4) OF SECTION TWENTY-ONE (21); THENCE SOUTH 89°05'41" EAST A DISTANCE OF 30.00 FEET FOR A POINT OF BEGINNING; THENCE SOUTH 89°05'41" EAST A DISTANCE OF 1298.52 FEET; THENCE SOUTH 88°17'53" EAST, A DISTANCE OF 445.26 FEET; THENCE SOUTH 00°11'01" EAST, A DISTANCE OF 74.63 FEET; THENCE ALONG A CURVE TO THE

RIGHT HAVING A RADIUS OF 220 FEET, A DELTA OF 60°11'01", AN ARC LENGTH OF 231.09 FEET, AND A CHORD BEARING NORTH 29°54'29"EAST FOR A DISTANCE OF 220.61 FEET; THENCE SOUTH 60°00'00"WEST A DISTANCE OF 151.60 FEET; THENCE ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 230 FEET, A DELTA OF 48°06'01", AN ARC LENGTH OF 193.09 FEET, AND A CHORD BEARING SOUTH 35°56'59"WEST FOR A DISTANCE OF 187.47 FEET; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 15 FEET, A DELTA OF 79°41'34", AN ARC LENGTH OF 20.86 FEET, AND A CHORD BEARING SOUTH 51°44'46"WEST FOR A DISTANCE OF 19.22 FEET; THENCE NORTH 88°24'27"WEST, A DISTANCE OF 539.20 FEET ALONG THE NORTH RIGHT-OF-WAY LINE OF W. DIANE STREET; THENCE NORTH 14°33'05"EAST, A DISTANCE OF 42.17 FEET; THENCE NORTH 04°55'10"WEST, A DISTANCE OF 131.99 FEET; THENCE SOUTH 89°38'44"WEST, A DISTANCE OF 814.12 FEET; THENCE NORTH 00°21'16"WEST, A DISTANCE OF 356.80 FEET TO THE POINT OF BEGINNING, SUBJECT TO ALL EASEMENTS OR RESTRICTIONS OF RECORD.

All interested parties will be given an opportunity to speak at the public hearing. For additional information, call LANA WILSON, City Clerk, at (417) 581-2407.

NOW THEREFORE, BE IT ORDAINED BY THE BOARD OF ALDERMEN OF THE CITY OF OZARK, MISSOURI, AS FOLLOWS:

1. Pursuant to Section 67.1411.3 of the CID Act and subject to the terms of the Petition, the Town and Country Village Community Improvement District is hereby formed as a political subdivision of the State of Missouri.

2. The District shall not terminate sooner than one year from the date of this Ordinance.

3. Pursuant to Section 67.1451.5 of the CID Act, the Mayor hereby appoints and the Board of Aldermen of the City hereby approves the initial appointment of the District's Board of Directors as follows:

<u>Name</u>	<u>Initial Term</u>
Michael J. Hejna	4 years from date of appointment
Dean Burns	4 years from date of appointment
Gordon Gundaker	2 years from date of appointment
Mary Mercurio	2 years from date of appointment
Ann Klenc	2 years from date of appointment

The date of appointment for each of the initial Board of Directors shall be the date of passage of this Ordinance. No further action by the Mayor or Board of Aldermen of the City for appointment of the Board of Directors is necessary.

4. The Board of Directors of the District shall have its initial meeting on such date and at such time when a quorum of Board of Directors is available.

5. Pursuant to Section 67.1421.6 of the CID Act, the City Clerk shall notify in writing the Missouri Department of Economic Development of the District's creation.

6. The City shall, and the officers, agents and employees of the City are hereby authorized and directed to take such further action and execute such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance.

7. This Ordinance shall take effect and be in full force immediately after its adoption by the City.

READ TWO TIMES AND PASSED THIS 8TH DAY OF SEPTEMBER 2009.

AYE

NAY

ABSENT/ABSTAIN

ALDERMAN MELISSA WAGNER

ALDERMAN DENNIS SPARROW

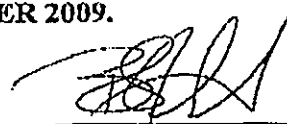
ALDERMAN CHRIS SNYDER

ALDERMAN MARK SPINABELLA

ALDERMAN RICK GARDNER

ALDERMAN MIKE ESTERL

APPROVED THIS 8TH DAY OF SEPTEMBER 2009.



BRADLEY A. JACKSON, MAYOR

(SEAL)

ATTEST:


Lata Wilson, City Clerk

2014

**TOWN AND COUNTY
VILLAGE COMMUNITY IMPROVEMENT DISTRICT
MAIL-IN ELECTION BALLOT**

Shall the Town and Country Village Improvement District (the "District") impose a community improvement district wide sales and use tax at a rate of one percent (1%) for a period of not more than 40 years from the date such tax is first imposed for the purpose of providing revenue for the Project which generally consists of: a) undertaking the following services with respect to the PlazaCorp Site: the promotion of business activity, development and retention, and the recruitment of developers and businesses within the PlazaCorp Site, including but not limited to providing economic development incentives; (b) constructing the Gunnett Project, which includes, but is not limited to, construction of roads, access roads, parking facilities and any similar or related improvements or infrastructure, together with related curb cuts, sidewalks, lighting, signalization, site utilities, and road and landscape improvements within and adjacent to the boundaries of the District along State Highway 14, North 25th Street and North 22nd Street; (c) constructing the PlazaCorp Project, which includes, but is not limited to, (i) the construction of roads, access roads, signing, a parking lot and any similar or related improvement or infrastructure together with erosion and sedimentation control; (ii) site grading (sub-grade & finish); (iii) construction of site utilities (storm sewer, sanitary sewer, electric, phone and cable); (iv) installation of site lighting; (v) construction of parking facilities (curb & gutter, paving and striping); (vi) installation of site landscaping; (vii) construction of sidewalks; (viii) construction of W. Diane Street; (ix) related professional and soft costs; (x) permits; (xi) connection fees and (xii) all other related costs; and (d) all costs necessary or incidental to plan, acquire, finance, develop, design and construct the Gunnett Project and the PlazaCorp Project, including without limitation: (i) costs of all estimates, studies, surveys, plans, drawings, reports, tests, specifications and other preliminary investigations of architects, appraisers, surveyors and engineers; (ii) all professional service costs, including without limitation architectural, engineering, legal, financial, planning, design, development, project or construction management or special services incurred; (iii) costs of acquisition, settlement and transfer of rights-of-way, easements, leases and other interests in real property; (iv) costs of demolition of buildings and improvements; the clearing, excavation, earthwork, backfill and grading of land; site preparation; utility relocation; erosion, drainage and storm water control; storm sewers; and waterproofing; (v) costs of relocation necessitated by the City's relocation plan; (vi) costs of financing, underwriters' fees and discounts, costs of printing any notes, bonds or other obligations and any official statements relating thereto, costs of credit enhancement, if any, interest, capitalized interest, debt service reserves and the fees of any rating agency, placement fees, costs of issuance; (vii) costs of insurance, performance bonds and guarantees; (viii) costs of pavement, curbs, striping, gutters, sidewalks, pavers, landscaping, planters, tree grates, irrigation and water features, bicycle racks, pedestrian benches, canopies, street lighting, retaining walls, shoring and piers, handrails, guardrails and other railing, including without limitation any architectural or decorative treatments related to such items; and (ix) costs of construction of any other public improvement described in Section 67.1461.1(16) of the Revised Statutes of Missouri, as amended, (the "*Project*").

YES

NO

BILL NO. 2471ORDINANCE NO. 09-035

**AN ORDINANCE ESTABLISHING THE TOWN AND COUNTRY
VILLAGE COMMUNITY IMPROVEMENT DISTRICT AND
APPROVING THE APPOINTMENT OF THE INITIAL BOARD OF
DIRECTORS THERETO.**

WHEREAS, the City of Ozark, Missouri (the "*City*") is authorized and empowered pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "*CID Act*"), to establish a community improvement district as proposed by a verified petition; and

WHEREAS, on July 30, 2009, a Petition for Creation of a Community Improvement District (the "*Petition*") was filed with the Clerk of the City; and

WHEREAS, on August 3, 2009, the Board of Aldermen acknowledged verification of the Petition by the City Clerk by resolution and directed that a public hearing be held regarding the Petition pursuant to Section 67.1431.1 of the CID Act; and

WHEREAS, after notice of the public hearing by publication and individually to each property owner within the proposed Town and Country Village Community Improvement District (the "*District*") via registered or certified United States mail with a return receipt, a public hearing was held on September 8, 2009, regarding creation of the District at the Ozark City Hall, 205 North First Street, Ozark, Missouri (the "*Public Hearing*"); and

WHEREAS, subject to and in accordance with the CID Act and the Petition, and upon the approval of the qualified voters of the District, the District intends to impose sales tax in an amount not to exceed one percent (1%) ("*Sales Tax*") on the receipts from the sales at retail of all tangible personal property or taxable services at retail within the District, if such property and services are subject to taxation by the State of Missouri pursuant to the provisions of Sections 144.010 to 144.525 of the Revised Statutes of Missouri, as amended, except such Sales Tax shall not apply to the sale or use of motor vehicles, trailers, boats, or outbound motors, not to public utilities; and

WHEREAS, the Petition provides that the proposed members of the initial Board of Directors of the District be appointed by the Mayor with the consent of the Board of Aldermen pursuant to Section 67.1451.5 of the CID Act; and

WHEREAS, the District proposes to apply the Sales Tax revenues to the payment of costs related to the services and improvements described in the Petition; and

WHEREAS, following closure of the Public Hearing and upon due consideration of the comments received, the Board of Aldermen has determined that it is necessary and in the interest of the public health, safety, morals and general welfare of the people of the City to create the District;

IN THE CIRCUIT COURT OF THE COUNTY OF CHRISTIAN
STATE OF MISSOURI
38TH JUDICIAL CIRCUIT

IN RE: THE CREATION OF THE)
TOWN AND COUNTRY VILLAGE)
TRANSPORTATION DEVELOPMENT)
DISTRICT,)
)
GUNNETT, L.L.C.,)
)
Petitioner,)
)
v.)
)
CITY OF OZARK, MISSOURI, et al,)
)
Respondents.)

Cause No: 09CT-CV00857
Division No. 1

FILED
RICHARD D. LAMB
OCT 02 2009
CIRCUIT CLERK
CHRISTIAN COUNTY, MO

JUDGMENT AND ORDER CREATING A TRANSPORTATION
DEVELOPMENT DISTRICT

On this 2nd day of October, 2009, by motion, Petitioner Gunnett, L.L.C. (the "Petitioner") appeared by and through counsel before the Court for a hearing on the Petition for the Creation of a Transportation Development District (the "Petition") that was called and heard by this Court in accordance with the Missouri Transportation Development District Act, Sections 238.200 to 238.280 of the Revised Statutes of Missouri, as amended (the "TDD Act"). Respondent City of Ozark, Missouri (the "City") and Respondent Missouri Highways and Transportation Commission (the "Commission") failed to appear but have affirmed that they have no objections to the proposed process for the establishment of the transportation development district as described herein. After being fully advised in the premises, this Court, in consideration of the facts and law, and hearing no objections, hereby enters its Findings, Certifications and Conclusions and its final Judgment and Order as follows:

FINDINGS, CERTIFICATIONS AND CONCLUSIONS

- (a) There are no persons eligible to be registered voters residing within the proposed Town and Country Village Transportation Development District (the "District").
- (b) Petitioner is a Missouri limited liability company and is the fee owner of certain real property located within the proposed District identified on Exhibit A hereto, as evidenced by the Owner's Affidavit attached hereto as Exhibit D, and incorporated herein by reference.
- (c) Petitioner, as the owner of record of all real property located within the District, has standing to present the Petition.
- (d) Petitioner, as the owner of record of all real property located within the District, constitutes the only "qualified voter" for purposes of the TDD Act.
- (e) The Petition is not legally defective and the Respondents have been duly served with process and have otherwise properly appeared in this action.
- (f) The District is neither illegal nor unconstitutional.
- (g) All of the real property within the boundaries of the District (the "Property") is contiguous and the legal description of the Property is set forth in Exhibit A, attached hereto and incorporated herein by reference. A map illustrating the boundaries of the District is set forth as Exhibit B-1, attached hereto and incorporated herein by reference. A map depicting the location of the PlazaCorp Project (the "PlazaCorp Site") is set forth as Exhibit B-2, attached hereto and incorporated herein by reference. The remainder of the real property located within the boundaries of the proposed District, less the PlazaCorp Site, is herein referred to as the "Gunnett Site".
- (h) The District is properly, duly and lawfully organized.
- (i) The District is established as a political subdivision pursuant to and in accordance with the TDD Act for the sole purpose of funding, promoting, planning, designing, constructing,

improving, maintaining, and operating one or more projects within the meaning of Section 238.202.1(5) of the TDD Act as generally described in Exhibit C hereto and incorporated herein by reference (the "**Transportation Project**"), initially through the imposition of a transportation development district sales tax pursuant to Section 238.235 of the TDD Act (the "**Sales Tax**").

(j) The proposed funding method and mechanism is neither illegal nor unconstitutional.

(k) The Sales Tax shall be certified for qualified voter approval pursuant to Section 238.210.2 and 238.216 of the TDD Act. The Circuit Clerk shall verify the authenticity of any signatures on any petition submitted pursuant to Section 238.216.1(3) of the TDD Act approving the imposition of the Sales Tax.

(l) The District is not an undue burden on any owner of real property within the District and is not unjust or unreasonable.

(m) A portion of the proposed Transportation Project is intended to be merged into the state highways and transportation system under the Commission's jurisdiction (the "**State Portion of the Transportation Project**") and therefore, before constructing or funding the State Portion of the Transportation Project, the District shall submit the State Portion of the Transportation Project, together with the proposed plans and specifications, to the Commission for its prior approval in accordance with the applicable provisions of the TDD Act.

(n) A portion of the proposed Transportation Project is not intended to be merged into the state highways and transportation system under the Commission's jurisdiction (the "**Local Portion of the Transportation Project**") and which the Local Portion of the Transportation Project, together with the proposed plans and specifications, shall be submitted to the City for prior approval. The City shall be referred to herein as the "Local Transportation Authority".

JUDGMENT AND ORDER

IT IS HEREBY ORDERED, ADJUDGED AND DECREED, that:

1. The Town and Country Village Transportation Development District is hereby organized and shall be established as a political subdivision pursuant to and in accordance with the TDD Act for the sole purpose of funding the Transportation Project and certain administrative costs of the District, initially through the imposition of the Sales Tax at such times, in such amounts, and under such conditions as set forth in the Petition and as provided for in the TDD Act.
2. Upon the approval and adoption of a resolution by the board of directors of the District imposing the Sales Tax, the Sales Tax shall be certified for qualified voter approval at an election held in accordance with Section 238.216 of the TDD Act, at which election the qualified voters of the District will consider whether to authorize the board of directors of the District to impose the Sales Tax.
3. The Property is described in the attached Exhibit A, which legal description is incorporated herein by this reference. A map illustrating the District's boundaries is also attached as Exhibit B-1 to this Judgment and Order, which map is incorporated herein by this reference. A general description of the Transportation Project is set forth in Exhibit C, attached to this Judgment and Order and incorporated herein by this reference.
4. A meeting of the owners of record of all real property located within the District shall be held in the manner provided by Section 238.220.2 of the TDD Act, to be held on October 2, 2009, at immediately following the meeting of the Town and Country Village Community Improvement District scheduled to begin at 11:00 a.m. at the Christian County Courthouse, Second Floor, 100 West Church, Ozark, Missouri, for the purpose of electing an

initial board of directors of the District, to be composed of five (5) members, each as the Petitioner's legally authorized representatives, and a chairman and secretary of the meeting to conduct such election.

5. A meeting of the District's board of directors shall be held in the manner provided by Section 238.222 of the TDD Act, on the same date and at the same location as and immediately following the adjournment of the meeting of the owners of record of all real property located within the District.

6. In accordance with Section 238.225.2 of the TDD Act, the District shall submit the Transportation Project and proposed plans and specifications to the Commission and the Local Transportation Authority, as applicable. In accordance with Section 238.225 of the TDD Act, approval of the Transportation Project shall vest with the Commission and the Local Transportation Authority, as applicable, subject to the District making any revisions in the plans and specifications required by the Commission and the Local Transportation Authority, as applicable, and further subject to the District, the Commission and the Local Transportation Authority, entering into a mutually satisfactory agreements regarding development and future maintenance of the Transportation Project and collection of the Sales Tax.

7. The District may incur indebtedness and issue obligations pursuant to Sections 238.240 and 238.242 of the TDD Act, subject to the limitations set forth in the Petition.

8. The District shall have all powers, rights and obligations set forth in the Petition and this Judgment and Order, and such implied powers, rights and obligations as are necessary or convenient to the purposes thereof, and other such powers, rights and obligations as set forth in the TDD Act except as expressly limited by the Petition.

9. This Court shall retain jurisdiction for the purpose of enforcing any provisions of

this Judgment and Order. Retaining jurisdiction for such purpose does not affect the finality of this Judgment and Order.

SO ORDERED THIS 2ND DAY OF OCTOBER, 2009.


Honorable Mark Orr, Circuit Judge

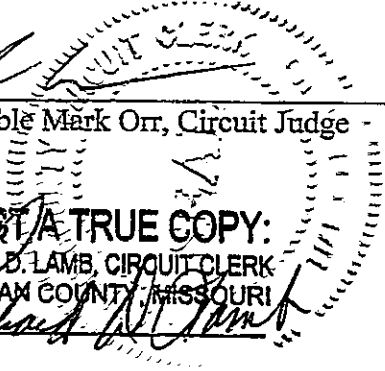
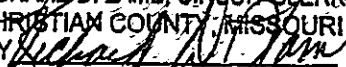

ATTEST A TRUE COPY:
RICHARD D. LAMB, CIRCUIT CLERK
CHRISTIAN COUNTY, MISSOURI
BY 

EXHIBIT A
LEGAL DESCRIPTION

TRACT I:

ALL OF LOTS ONE (1) AND TWO (2) OF THE FINAL PLAT OF TOWN & COUNTRY VILLAGE PHASE I, AND LOT FOUR-B (4B) OF THE REPLAT OF LOT 4 OF TOWN & COUNTRY VILLAGE PHASE, A SUBDIVISION IN THE CITY OF OZARK, CHRISTIAN COUNTY, MISSOURI.

TRACT II:

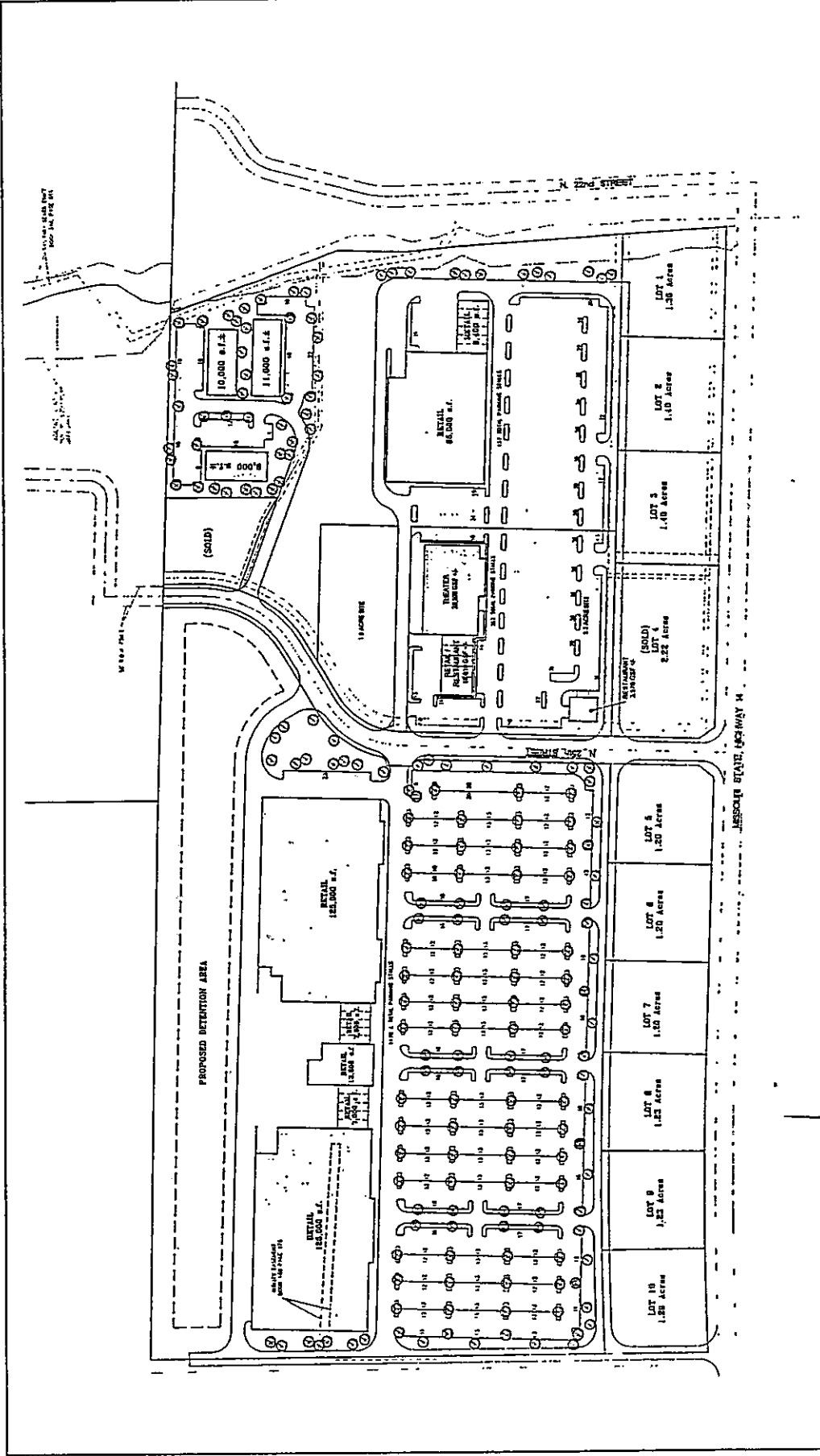
A TRACT OF LAND SITUATED IN PART OF THE NORTHEAST QUARTER (NE1/4) OF THE SOUTHWEST QUARTER (SW1/4), AND A PART OF THE NORTHWEST QUARTER (NW1/4) OF THE SOUTHEAST QUARTER (SE1/4) OF SECTION TWENTY-ONE (21), TOWNSHIP TWENTY-SEVEN (27), RANGE TWENTY-ONE (21), IN THE CITY OF OZARK, CHRISTIAN COUNTY, MISSOURI, AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF THE NORTHEAST QUARTER (NE1/4) OF THE SOUTHWEST QUARTER (SW1/4) OF SECTION TWENTY-ONE (21); THENCE SOUTH 89°05'41" EAST A DISTANCE OF 30.00 FEET FOR A POINT OF BEGINNING; THENCE SOUTH 89°05'41" EAST A DISTANCE OF 1298.52 FEET; THENCE SOUTH 88°17'53" EAST, A DISTANCE OF 445.26 FEET; THENCE SOUTH 00°11'01" EAST, A DISTANCE OF 74.63 FEET; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 220 FEET, A DELTA OF 60°11'01", AN ARC LENGTH OF 231.09 FEET, AND A CHORD BEARING NORTH 29°54'29" EAST FOR A DISTANCE OF 220.61 FEET; THENCE SOUTH 60°00'00" WEST A DISTANCE OF 151.60 FEET; THENCE ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 230 FEET, A DELTA OF

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EXHIBIT B-1
BOUNDARY MAP OF DISTRICT

EXHIBIT B-2
BOUNDARY MAP OF PLAZACORP SITE



TOWN AND COUNTRY VILLAGE PHASE I
 MISSOURI STATE HIGHWAY 14
 CITY OF DZARIC, CHRISTIAN COUNTY, MISSOURI
 PRELIMINARY DEVELOPMENT PLAN
STOCK & ASSOCIATES
 Consulting Engineers, Inc.
 251 Chester Hill Business Park Loop
 St. Louis, Missouri 63117
 P.O. BOX 5310
 ST. LOUIS, MISSOURI 63108
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EXHIBIT C
TRANSPORTATION PROJECT

A general description of the Transportation Project is as follows: (a) the "PlazaCorp Project", which includes (i) the construction of roads, access roads, signing, a parking lot and any similar or related improvement or infrastructure together with erosion and sedimentation control; (ii) site grading (sub-grade & finish); (iii) construction of site utilities (storm sewer, sanitary sewer, electric, phone and cable); (iv) installation of site lighting; (v) construction of parking facilities (curb & gutter, paving and striping); (vi) installation of site landscaping; (vii) construction of sidewalks; (viii) construction of W. Diane Street; (ix) related professional and soft costs; (x) permits; (xi) connection fees and (xii) all other related costs; (b) the "Gunnett Project", which includes (i) construction of roads, access roads, parking facilities and any similar or related improvements or infrastructure, together with related curb cuts, sidewalks, lighting, signalization, site utilities, and road and landscape improvements within and adjacent to the boundaries of the District along State Highway 14, North 25th Street and North 22nd Street; (c) all costs necessary or incidental to plan, acquire, finance, develop, design and construct items (a) and (b) above, including without limitation: (i) costs of all estimates, studies, surveys, plans, drawings, reports, tests, specifications and other preliminary investigations of architects, appraisers, surveyors and engineers; (ii) all professional service costs, including without limitation architectural, engineering, legal, financial, planning, design, development, project or construction management or special services incurred; (iii) costs of acquisition, settlement and transfer of rights-of-way, easements, leases and other interests in real property; (iv) costs of demolition of buildings and improvements; the clearing, excavation, earthwork, backfill and grading of land; site preparation; utility relocation; erosion, drainage and storm water control; storm sewers; and waterproofing; (v) costs of relocation necessitated by the City's relocation

plan; (vi) costs of financing, underwriters' fees and discounts, costs of printing any notes, bonds or other obligations and any official statements relating thereto, costs of credit enhancement, if any, interest, capitalized interest, debt service reserves and the fees of any rating agency, placement fees, costs of issuance; (vii) costs of insurance, performance bonds and guarantees; (viii) costs of pavement, curbs, striping, gutters, sidewalks, pavers, landscaping, planters, tree grates, irrigation and water features, bicycle racks, pedestrian benches, canopies, street lighting, retaining walls, shoring and piers, handrails, guardrails and other railing, including without limitation any architectural or decorative treatments related to such items; and (ix) costs of construction of any bridge, street, road, highway, access road, interchange, intersection, signing, signalization and optimization thereof, parking lot, bus stop, station, garage, terminal, hangar, shelter, rest area, dock, wharf, lake or river port, airport, light rail or other mass transit and any similar or related improvement or infrastructure. The approximate location of the Transportation Project is as follows: the intersection of Missouri State Highway 14 and North 22nd Street and certain additional real property at the northeast corner thereof within the boundaries of the City of Ozark, Missouri.

The estimated cost of the Transportation Project totals approximately Eight Million Nine Hundred Thirty Thousand and No/100 dollars (\$8,930,000.00) (excluding costs of financing, underwriters' fees and discounts, costs of printing any notes, bonds or other obligations and any official statements relating thereto, costs of credit enhancement, if any, interest, capitalized interest, debt service reserves and the fees of any rating agency, placement fees, or other costs of issuance of any obligations issued by the proposed District), of which approximately Nine Hundred Thirty Thousand and No/100 dollars (\$930,000) is attributable to the PlazaCorp Project. The anticipated revenues to be collected by the District total approximately Eleven Million and

No/100 dollars (\$11,000,000.00); however, the PlazaCorp Project will be funded solely from revenues generated within the PlazaCorp Site and the Gunnett Project will be funded solely from revenues generated within the Gunnett Site.

STATE OF MISSOURI)
) SS
COUNTY OF ST. LOUIS)

AFFIDAVIT OF GUNNETT, L.L.C.

I, the undersigned, am over the age of 18 years and have personal knowledge of the matters stated herein.

1. I am an authorized representative of Gunnett, L.L.C. (“**Gunnett**”) and in such capacity I am familiar with the operations and affairs and am authorized to take such actions and execute such instruments necessary for carrying on certain of the operations and affairs of Gunnett.
2. I am familiar with the Petition for the Creation of the Town and Country Village Transportation Development District (the “**District**”) filed *In re: the Creation of the Town and Country Village Transportation Development District*, Gunnett, L.L.C., Petitioner, versus City of Ozark, Missouri, et al., Respondents, Christian County Circuit Court Cause No. 09CT-CV00857 (the “**Petition**”).
3. Gunnett is the owner of record of approximately 68.8 acres of real property within the proposed District (the “**Property**”) and which is included in the description of the proposed District in Exhibit A to the Petition.
4. There are no persons eligible to be registered voters residing within the boundaries of the proposed District.
5. The name and address of each owner of record of the Property located within the proposed District is:

 Gunnett, L.L.C.
 100 Chesterfield Business Parkway, Suite 300
 St. Louis, Missouri 63005
 Attn: Michael J. Hejna, Managing Member .
6. To the best of my knowledge and belief, the proposed District is contiguous.
7. To the best of my knowledge and belief, the legal description of the Property is accurately set forth and included in Exhibit A to the Petition.
8. Gunnett desires to create the proposed District for the sole purpose of funding, promoting, planning, designing, constructing, improving, maintaining, and operating the Transportation Project identified in the Petition through the imposition of a transportation development district sales tax (the “**Sales Tax**”).
9. To the best of my knowledge and belief, the proceeds of the Sales Tax will be deposited into a special trust.

10. A general description of the Transportation Project is as follows: (a) the "PlazaCorp Project", which includes (i) the construction of roads, access roads, signing, a parking lot and any similar or related improvement or infrastructure together with erosion and sedimentation control; (ii) site grading (sub-grade & finish); (iii) construction of site utilities (storm sewer, sanitary sewer, electric, phone and cable); (iv) installation of site lighting; (v) construction of parking facilities (curb & gutter, paving and striping); (vi) installation of site landscaping; (vii) construction of sidewalks; (viii) construction of W. Diane Street; (ix) related professional and soft costs; (x) permits; (xi) connection fees and (xii) all other related costs; (b) the "Gunnett Project", which includes (i) construction of roads, access roads, parking facilities and any similar or related improvements or infrastructure, together with related curb cuts, sidewalks, lighting, signalization, site utilities, and road and landscape improvements within and adjacent to the boundaries of the District along State Highway 14, North 25th Street and North 22nd Street; (c) all costs necessary or incidental to plan, acquire, finance, develop, design and construct items (a) and (b) above, including without limitation: (i) costs of all estimates, studies, surveys, plans, drawings, reports, tests, specifications and other preliminary investigations of architects, appraisers, surveyors and engineers; (ii) all professional service costs, including without limitation architectural, engineering, legal, financial, planning, design, development, project or construction management or special services incurred; (iii) costs of acquisition, settlement and transfer of rights-of-way, easements, leases and other interests in real property; (iv) costs of demolition of buildings and improvements; the clearing, excavation, earthwork, backfill and grading of land; site preparation; utility relocation; erosion, drainage and storm water control; storm sewers; and waterproofing; (v) costs of relocation necessitated by the City's relocation plan; (vi) costs of financing, underwriters' fees and discounts, costs of printing any notes, bonds or other obligations and any official statements relating thereto, costs of credit enhancement, if any, interest, capitalized interest, debt service reserves and the fees of any rating agency, placement fees, costs of issuance; (vii) costs of insurance, performance bonds and guarantees; (viii) costs of pavement, curbs, striping, gutters, sidewalks, pavers, landscaping, planters, tree grates, irrigation and water features, bicycle racks, pedestrian benches, canopies, street lighting, retaining walls, shoring and piers, handrails, guardrails and other railing, including without limitation any architectural or decorative treatments related to such items; and (ix) costs of construction of any bridge, street, road, highway, access road, interchange, intersection, signing, signalization and optimization thereof, parking lot, bus stop, station, garage, terminal, hangar, shelter, rest area, dock, wharf, lake or river port, airport, light rail or other mass transit and any similar or related improvement or infrastructure. The approximate location of the Transportation Project is as follows: the intersection of Missouri State Highway 14 and North 22nd Street and certain additional real property at the northeast corner thereof within the boundaries of the City of Ozark, Missouri.
11. The estimated cost of the Transportation Project totals approximately Eight Million Nine Hundred Thirty Thousand and No/100 dollars (\$8,930,000.00) (excluding costs of financing, underwriters' fees and discounts, costs of printing any notes, bonds or other obligations and any official statements relating thereto, costs of credit enhancement, if any, interest, capitalized interest, debt service reserves and the fees of any rating agency, placement fees, or other costs of issuance of any obligations issued by the proposed

District), of which approximately Nine Hundred Thirty Thousand and No/100 dollars (\$930,000) is attributable to the PlazaCorp Project. The anticipated revenues to be collected by the District total approximately Eleven Million and No/100 dollars (\$11,000,000.00); however, the PlazaCorp Project will be funded solely from revenues generated within the PlazaCorp Site and the Gunnett Project will be funded solely from revenues generated within the Gunnett Site.

- 12. To the best of my knowledge and belief, Exhibit B-1 to the Petition accurately illustrates the proposed District's boundaries, which includes the area described in Exhibit A to the Petition.
- 13. To the best of my knowledge and belief, the proposed District will not be an undue burden on any owner of property within the District and is not unjust or unreasonable.
- 14. I know of no legal or other reasons that the Petition is defective.
- 15. I know of no legal or other reasons why the proposed District would be either illegal or unconstitutional.
- 16. I know of no legal or other reasons why the proposed method of funding the District would be either illegal or unconstitutional.

Further Affiant Sayeth Not.

GUNNETT, L.L.C.

By: Michael J. Hejna, Managing Member

STATE OF MISSOURI)
) SS
 COUNTY OF ST. LOUIS)

On this ___ day of _____, 2009, before me appeared Michael J. Hejna, to me personally known, who, being by me duly sworn, did say that he is the managing member of Gunnett, L.L.C., a Missouri limited liability company, and that said instrument was signed on behalf of said limited liability company by authority of its members, and said affiant acknowledged said instrument to be the free act and deed of said limited liability company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at my office in the County and State aforesaid, the day and year first above written.

Notary Public

My Commission Expires:

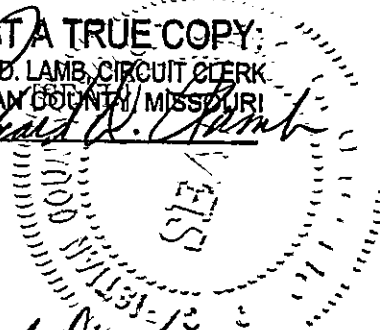
**CERTIFICATION OF UNANIMOUS PETITION
TOWN AND COUNTRY VILLAGE TRANSPORTATION DEVELOPMENT DISTRICT
CHRISTIAN COUNTY, MISSOURI**

TRANSPORTATION DEVELOPMENT DISTRICT SALES TAX

I, the Circuit Clerk of Christian County, Missouri, acting pursuant to Section 238.216.1(3) of the Revised Statutes of Missouri, as amended, hereby certify that the attached unanimous petition is a true and correct copy of the petition of all property owners within the Town and Country Village Transportation Development District. I further certify that I have verified that the signatures of the property owners on said petition have been notarized. The attached unanimous petition has been entered upon the records of the Christian County Circuit Court.

Dated this 2nd day of October, 2009

ATTEST A TRUE COPY:
RICHARD D. LAMB, CIRCUIT CLERK
CHRISTIAN COUNTY, MISSOURI
BY Richard D. Lamb



Richard D. Lamb
Circuit Clerk, Christian County, Missouri

IN THE CIRCUIT COURT OF THE COUNTY OF CHRISTIAN
STATE OF MISSOURI
38th JUDICIAL CIRCUIT

IN RE: THE CREATION OF THE TOWN)
AND COUNTRY VILLAGE)
TRANSPORTATION DEVELOPMENT)
DISTRICT,)
)
GUNNETT, L.L.C.,)
)
Petitioner,)
v.)
)
CITY OF OZARK, MISSOURI, et al.,)
)
Respondents.)

Cause No.: 09CT-CV00857

Division: 1

FILED
RICHARD D. LAMB

OCT 02 2009

CIRCUIT CLERK
CHRISTIAN COUNTY, MO

ORDER FOR ELECTION BY UNANIMOUS PETITION

On this 2nd day of October, 2009, the Town and Country Village Transportation Development District (the "*District*") appeared by and through counsel and, pursuant to the Missouri Transportation Development District Act, Sections 238.200 to 238.280 of the Revised Statutes of Missouri, as amended (the "*TDD Act*"), submitted its proposal for an election by unanimous petition to authorize the District to impose a transportation development district sales tax (the "*TDD Sales Tax*") at the rate of one percent (1%) on all taxable sales within the District pursuant to Section 238.235 of the TDD Act. Petitioner appeared by and through its counsel. Respondents City of Ozark, Missouri, and Missouri Highways and Transportation Commission failed to appear. After hearing on this matter, the Court, in consideration of the facts and law, hereby enters the following:

FINDINGS AND CONCLUSIONS

1. The District was established pursuant to a Judgment and Order Creating a Transportation Development District entered by this Court on October 2, 2009 (the "*Order*").
2. The Order provides that the District be established for the sole purpose of funding the Transportation Project, as defined in the Order, initially through the imposition of the TDD Sales

Tax, pending approval by the qualified voters of the District at an election held in conformance with Section 238.216 of the TDD Act.

3. On October 2, 2009, in accordance with Section 238.220.2 of the TDD Act, a meeting of the owners of record of all real property located within the District was held for the purpose of electing the District's initial board of directors (the "*Board of Directors*"). A copy of the minutes of said property owners' meeting is set forth as **Exhibit A**, attached hereto and incorporated herein by reference.

4. On October 2, 2009, in accordance with Section 238.222.2 of the TDD Act, the Board of Directors held its first meeting. A copy of the minutes of said meeting is set forth as **Exhibit B**, attached hereto and incorporated herein by reference.

5. On October 2, 2009, pursuant to Section 238.235 of the TDD Act, the Board of Directors adopted Resolution No. 09-002 (the "*Resolution*") authorizing imposition of the TDD Sales Tax at the rate of one percent (1%) on all retail sales subject to taxation pursuant to the provisions of Sections 144.010 to 144.525 of the Revised Statutes of Missouri; provided that the TDD 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.

6. The Resolution further provided that the TDD Sales Tax shall become effective pursuant to Section 238.235.1(3) of the TDD Act on the first day of the second calendar quarter after the Missouri Department of Revenue receives notification of the TDD Sales Tax following adoption of the TDD Sales Tax by the qualified voters of the District upon submission of a ballot by unanimous verified petition (the "*Unanimous Petition*") in substantially the same form as provided for in the Resolution. A copy of the Resolution is set forth as **Exhibit C**, attached hereto and incorporated herein by reference.

7. In the Order, this Court found that there are no persons eligible to be registered voters

residing within the District and, as such, that the owners of record of real property located within the District are the qualified voters of the District pursuant to Section 238.202.2(2) of the TDD Act. Each qualified voter shall have one vote for each acre of real property owned by such voter within the District. Fractional votes shall be allowed.

8. Petitioner Gunnett, L.L.C., is the owner of record of all real property located within the District. The name and address of each owner of record of real property located within the District is as follows:

- a. Gunnett, L.L.C.
100 Chesterfield Business Parkway, Suite 300
Chesterfield, Missouri 63005

9. All owners of record of real property within the District joined in the petition for creation of the District and therefore, pursuant to Section 238.216.1(3), may cast their respective ballots by unanimous verified petition, the filing of which shall be deemed an election pursuant to the TDD Act.

IT IS HEREBY ORDERED THAT:

A. An election by unanimous petition shall be held to consider whether to authorize the Board of Directors to impose the TDD Sales Tax.

B. The Unanimous Petition for the election shall be in substantially the form provided in the Resolution.

C. Each qualified voter shall have one vote for each acre of real property owned by such voter within the District. Fractional votes shall be allowed.

D. The Unanimous Petition containing the voted ballot(s) shall be submitted to the office of the Circuit Court Clerk of Christian County, Missouri (the "*Court Clerk*").

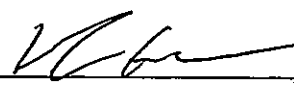
E. Upon submission of the Unanimous Petition containing the voted ballot(s) to the Court Clerk, the Court Clerk shall verify the authenticity of all ballot signatures thereon by acknowledging and certifying that each signature has been duly notarized.

F. The filing of the Unanimous Petition containing the voted ballot(s) with the Court Clerk shall constitute an election pursuant to the TDD Act.

G. The results of the election by Unanimous Petition shall be entered upon the records of the Court and a certified copy of the Unanimous Petition shall be filed with the Clerk of Christian County, who shall cause the same to be spread upon the records of the County Commission.

H. The District shall provide copies of this Judgment and Order for Election by Unanimous Petition to the qualified voters of the District.

SO ORDERED THIS 2ND DAY OF OCTOBER, 2009.



Honorable Mark Orr, Circuit Judge

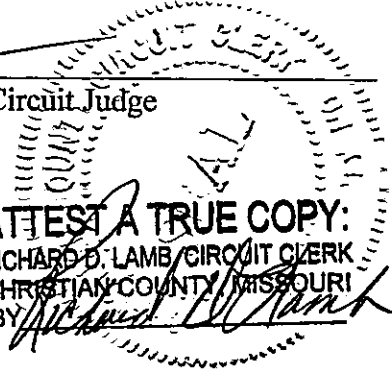


ATTEST A TRUE COPY:
RICHARD D. LAMB, CIRCUIT CLERK
CHRISTIAN COUNTY, MISSOURI
BY 

EXHIBIT A

Minutes of TDD Property Owners Meeting Held October 2, 2009

(Attached hereto.)

Town and Country Village Transportation Development District
Property Owners
Meeting Minutes
October 2, 2009

DRAFT

immediately following the meeting of the Town and Country Village Community Improvement District scheduled to begin at 11:00 a.m. at the Christian County Court House, Second Floor, 100 West Church, City of Ozark, State of Missouri

A meeting of the owners of record of real property located within the Town and Country Village Transportation Development District (the "*District*") was held immediately following the meeting of the Town and Country Village Community Improvement District scheduled to begin at 11:00 a.m. on Friday, October 2, 2009 at the Christian County Court House.

Those property owners present included: Mike Hejna, representing by proxy Gunnett, L.L.C., owner of record of approximately 68.8 acres of real property within the District.

Those property owners absent included: None.

District Advisors present: None.

District Advisors absent: Representatives of Missouri Department of Transportation ("*MoDOT*"); City of Ozark, Missouri; and Christian County Department of Highways (the "*County*")

Others present included: Stephanie Grise of Armstrong Teasdale, LLP; Dean Burns and Anne Klene of Gundaker Commercial Group, Inc. and members of the general public.

1. OPENING

The meeting was called to order at 11⁰⁵ a.m. by Stephanie Grise.

Ms. Grise advised those present that the meeting of the District's property owners had been duly noticed in accordance with the requirements of the Missouri Transportation Development District Act, Sections 238.200 to 238.280 of the Revised Statutes of Missouri, as amended (the "*TDD Act*"). Ms. Grise then stated that the purpose of the meeting was to elect a chairman and secretary for the meeting, review the share ledger, and conduct an election of directors to the District's board of directors.

2. ELECTION OF CHAIRMAN AND SECRETARY OF THE MEETING

A motion was made by Mr. Hejna to nominate and to elect himself to serve as Chairman of the meeting and Stephanie Grise as Secretary of the meeting. There being no further nominations, said motion was approved with Mr. Hejna casting all of Gunnett, L.L.C.'s 68.8 votes in favor. The motion was approved unanimously.

3. REVIEW AND APPROVAL OF SHARE LEDGER

A motion was made by Mr. Hejna to approve the Share Ledger of the District as presented. Said motion was approved unanimously with Mr. Hejna casting all of Gunnett, L.L.C.'s 68.8 votes in favor.

DRAFT

4. **ELECTION OF BOARD OF DIRECTORS**

A motion was made by Mr. Hejna to nominate and elect to the District's Board of Directors the following:

Gordon Gundaker	One-Year Term, Expires September 2, 2010
Mary Mercurio Steve Stinnett	Two-Year Term, Expires September 2, 2011
Anne Klene	Two-Year Term, Expires September 2, 2011
Dean Burns	Three-Year Term, Expires September 2, 2012
Michael J. Hejna	Three-Year Term, Expires September 2, 2012

Said motion was approved unanimously with Mr. Hejna casting all of Gunnett, L.L.C.'s 68.8 votes in favor.

5. **ADJOURNMENT**

There being no further business to conduct Mr. Hejna made a motion to adjourn the meeting of the owners of record of real property within the District. Said motion was approved unanimously with Mr. Hejna casting all of Gunnett, L.L.C.'s 68.8 votes in favor. The meeting was adjourned.

MEETING ADJOURNED AT 11:07 A.M.

DRAFT

Secretary
Property Owners of the Town and Country Village
Transportation Development District

EXHIBIT B

Minutes of TDD Board of Directors Meeting Held October 2, 2009

(Attached hereto.)

**TOWN AND COUNTRY VILLAGE
TRANSPORTATION DEVELOPMENT DISTRICT
MEETING OF THE BOARD OF DIRECTORS
October 2, 2009**

DRAFT

A meeting of the Board of Directors of the Town and Country Village Transportation Development District (the "*District*") was held immediately following the meeting of the Town and Country Village Community Improvement District and the meeting of the owners of record of real property located within the District scheduled to begin at 11:00 a.m. on Friday, October 2, 2009, at the Christian County Court House, Second Floor, 100 West Church, City of Ozark, State of Missouri.

Directors present in person: Mike Hejna, Dean Burns and Anne Klene, *and Steve Stinnett*

Directors present via teleconference: None.

Directors absent: ~~Mary Mercurio~~ and Gordon Gundaker

Advisors present in person: None

Advisors present via teleconference: None

Advisors absent: Representatives of Missouri Department of Transportation ("*MoDOT*"); Representatives of City of Ozark and Christian County Department of Highways (the "*County*")

Others present included: Stephanie Grise of Armstrong Teasdale, LLP; and members of the general public.

1. OPENING

Stephanie Grise called the meeting to order at 11⁰⁸ a.m.

2. ELECTION OF CHAIR

A motion was made by Dean Burns and seconded by Steve Stinnett to nominate and elect Michael J. Hejna as Chair of the District's Board of Directors. There being no further nominations, said motion was approved unanimously with a vote of 4 - 0 in favor.

3. ACCEPTANCE OF ELECTION RESULTS FROM MEETING OF THE DISTRICT'S PROPERTY OWNERS HELD OCTOBER 2, 2009

A motion was made by Dean Burns and seconded by Mike Hejna to accept the election results from the meeting of the District's property owners held on October 2, 2009, at which meeting the following Directors were elected:

Gordon Gundaker One-Year Term, Expires October 2, 2010
Mary Mercurio ~~Stav~~ Stinnett Two-Year Term, Expires October 2, 2011
Anne Klene Two-Year Term, Expires October 2, 2011
Dean Burns Three-Year Term, Expires October 2, 2012
Michael J. Hejna Three-Year Term, Expires October 2, 2012

DRAFT

Said motion passed unanimously with a vote of 4 -0 in favor.

4. NEW BUSINESS

A. RESOLUTION NO. 09-001; A RESOLUTION AUTHORIZING THE FIRST ACTIONS OF THE BOARD OF DIRECTORS OF THE TOWN AND COUNTRY VILLAGE TRANSPORTATION DEVELOPMENT DISTRICT AS REQUIRED BY SECTION 238.220 OF THE MISSOURI TRANSPORTATION DEVELOPMENT DISTRICT ACT; AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH

A motion was made by Anne Klene and seconded by Dean Burns to appoint the following officers/agents:

Dean Burns as Vice Chair/President; Anne Klene as Secretary; Mary Mercurio as Treasurer; Anne Klene as Assistant Treasurer; Stephanie Grise as Assistant Secretary; and Lori Bockman as Executive Director

There being no further appointments, said motion was approved unanimously with a vote of 4 - 0 in favor.

A motion was made by Anne Klene and seconded by Dean Burns to approve the resolution with the following insertions:

Chair: Michael J. Hejna
Executive Director: Lori Bockman
General Counsel: Armstrong Teasdale LLP
Treasurer: Mary Mercurio
Secretary: Anne Klene
Assistant Treasurer: Anne Klene
Assistant Secretary: Stephanie Grise

The motion was approved unanimously with a vote of 4 -0 in favor.

- B. RESOLUTION NO. 09-002; A RESOLUTION AUTHORIZING THE TOWN AND COUNTRY VILLAGE TRANSPORTATION DEVELOPMENT DISTRICT TO IMPOSE A TRANSPORTATION DEVELOPMENT DISTRICT SALES TAX AT A RATE OF ONE PERCENT (1%) ON RETAIL SALES WITHIN THE DISTRICT FOR A PERIOD OF NOT LONGER THAN FORTY (40) YEARS FROM THE DATE SUCH SALES TAX IS FIRST IMPOSED; AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH

A motion made was by Mike Hejna and seconded by Dean Burns to approve the resolution as presented. The motion was approved unanimously with a vote of 4-0 in favor.

- C. RESOLUTION NO. 09-003; A RESOLUTION OF THE TOWN AND COUNTRY VILLAGE TRANSPORTATION DEVELOPMENT DISTRICT APPOINTING CUSTODIAN OF RECORDS AND STATING INTENT OF COMPLIANCE WITH CHAPTER 610 OF THE REVISED STATUTES OF MISSOURI, AS AMENDED; AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH

A motion made was by Mike Hejna and seconded by Anne Kline to approve the resolution with the Assistant Secretary, currently Stephanie Grise, as Custodian of Records. The motion was approved unanimously with a vote of 4-0 in favor.

- D. RESOLUTION NO. 09-004; A RESOLUTION OF THE TOWN AND COUNTRY VILLAGE TRANSPORTATION DEVELOPMENT DISTRICT APPROVING THE DISTRICT'S BIDDING AND CONTRACTING GUIDELINES IN ACCORDANCE WITH MISSOURI LAW, INCLUDING WITHOUT LIMITATION THE MISSOURI TRANSPORTATION DEVELOPMENT DISTRICT ACT; AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH

A motion made was by Dean Burns and seconded by Mike Hejna to approve the resolution as presented. The motion was approved unanimously with a vote of 4-0 in favor.

- E. RESOLUTION NO. 09-006; A RESOLUTION OF THE TOWN AND COUNTRY VILLAGE TRANSPORTATION DEVELOPMENT DISTRICT APPROVING A COMPLIANCE REPORTING POLICY; AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH

A motion made was by Dean Burns and seconded by Anne Kline to approve the resolution as presented. The motion was approved unanimously with a vote of 4-0 in favor.

- F. RESOLUTION NO. 09-007; A RESOLUTION OF THE TOWN AND COUNTRY VILLAGE TRANSPORTATION DEVELOPMENT DISTRICT APPROVING THE BUDGETS FOR THE FISCAL YEARS ENDING DECEMBER 31, 2009 AND DECEMBER 31, 2010; AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH

A motion made was by Mike Hejna and seconded by Anne Kline to approve the resolution as presented. The motion was approved unanimously with a vote of 4-0 in favor.

G. DISCUSSION REGARDING THIRD PARTY ADMINISTRATOR

DRAFT

Discussion held regarding obtaining a third party administrator for the District. The consensus of those board members present:

No.

H. DISCUSSION REGARDING DIRECTORS'/OFFICERS' LIABILITY INSURANCE

Discussion held regarding obtaining Directors'/Officers' liability insurance. The consensus of those board members present:

Select D/O Insurance

I. REVIEW AND APPROVAL OF APPLICATION FOR MISSOURI SALES TAX EXEMPTION CERTIFICATE

A motion made was by Steve Stinnett and seconded by Ann Klenc to approve and submit the form of the application for a Missouri Sales Tax Exempt Certificate. The motion was approved unanimously with a vote of 4 -0 in favor.

5. OTHER NEW BUSINESS - None

6. ADJOURNMENT

There being no further business to conduct, Dean Burns made a motion to adjourn, which was seconded by Mike Starnett. The motion was approved unanimously with a vote of 4 -0 in favor. The meeting was adjourned at 11:30 am.

DRAFT

Secretary of the Town and Country Village
Transportation Development District

EXHIBIT C

Resolution 09-002 Approving TDD Sales Tax

(Attached hereto.)

RESOLUTION NO. 09-002

A RESOLUTION AUTHORIZING THE TOWN AND COUNTRY VILLAGE TRANSPORTATION DEVELOPMENT DISTRICT TO IMPOSE A TRANSPORTATION DEVELOPMENT DISTRICT SALES TAX AT A RATE OF ONE PERCENT (1%) ON TAXABLE SALES WITHIN THE DISTRICT FOR A PERIOD OF NOT LONGER THAN FORTY (40) YEARS FROM THE DATE SUCH SALES TAX IS FIRST IMPOSED; AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH

WHEREAS, on October 2, 2009, the Circuit Court of the County of Christian, Missouri (the "*Court*") entered a Judgment and Order Organizing a Transportation Development District (the "*Order*") which established the Town and Country Village Transportation Development District (the "*District*") as a political subdivision pursuant to and in accordance with the Missouri Transportation Development District Act, Sections 238.200 to 238.280 of the Revised Statutes of Missouri, as amended (the "*TDD Act*"); and

WHEREAS, the Order provided that the District be established for the sole purpose of funding the Transportation Project, as defined in the Order, initially through the imposition of a transportation development district sales tax (the "*TDD Sales Tax*"); and

WHEREAS, the Order found that there are no persons eligible to be registered voters residing within the proposed District and further found that Petitioner Gunnett, L.L.C., is the owner of record of all real property within the District, constituting the "qualified voters" for purposes of the TDD Act; and

WHEREAS, subject to and in accordance with the TDD Act and the Order, the District intends to impose the TDD Sales Tax on all retail sales made in the District which are subject to taxation pursuant to the provisions of Sections 144.010 to 144.525 of the Revised Statutes of Missouri, except such TDD Sales Tax shall not apply to the sale or use of motor vehicles, trailers, boats or outboard motors, to sales of electricity or electrical current, water and gas, natural or artificial, or to sales of service to telephone subscribers, either local or long distance; and

WHEREAS, pursuant to Section 238.235 of the TDD Act, this Resolution shall not be effective unless and until the Board of Directors of the District submits to the qualified voters of the District, at an election held in accordance with Section 238.216 of the TDD Act, a proposal to authorize the Board of Directors of the District to impose the TDD Sales Tax.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE TOWN AND COUNTRY VILLAGE TRANSPORTATION DEVELOPMENT DISTRICT, AS FOLLOWS:

Section 1. Imposition of TDD Sales Tax. The Board of Directors of the District hereby imposes a TDD Sales Tax at the rate of one percent (1%) on all retail sales made in the District which are subject to taxation pursuant to the provisions of Sections 144.010 to 144.525 of the Revised Statutes of Missouri, except such TDD Sales Tax shall not apply to the sale or use of motor vehicles, trailers, boats or outboard motors, to sales of electricity or electrical current, water and gas, natural or artificial, or to sales of service to telephone subscribers, either local or long distance.

Section 2. Effective Date of TDD Sales Tax. The TDD Sales Tax shall become effective on the first day of the second calendar quarter after the Missouri Department of Revenue receives notification of the TDD Sales Tax following adoption of the TDD Sales Tax by the qualified voters upon submission of a ballot by unanimous petition (the "*Unanimous Petition*") in substantially the form of Exhibit A, attached hereto and incorporated herein by reference.

Section 3. Submittal of TDD Sales Tax Proposition. The Unanimous Petition shall be submitted to the qualified voters at an election held in accordance with Section 238.216.1(3) of the TDD Act.

Section 4. Use of TDD Sales Tax. The TDD Sales Tax shall be deposited in a special trust fund and used solely for such designated purpose as identified in the Unanimous Petition.

Section 5. Further Authority. All actions heretofore taken by the authorized representatives, agents and employees of the District in connection with the transaction contemplated by this Resolution are hereby ratified and confirmed, and the District shall, and the representatives, agents and employees of the District are hereby authorized and directed to, take such further action, and execute and deliver such other documents and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution.

Section 6. Severability. The sections, paragraphs, sentences, clauses and phrases of this Resolution shall be severable. In the event that any such section, paragraph, sentence, clause or phrase of this Resolution is found by a court of competent jurisdiction to be invalid, the remaining portions of this Resolution are valid, unless the court finds the valid portions of this Resolution are so essential to and inseparably connected with and dependent upon the void portion that it cannot be presumed that the District has enacted the valid portions without the void ones, or unless the court finds that the valid portions, standing alone, are incomplete and are incapable of being executed in accordance with the legislative intent.

Section 7. Governing Law. This Resolution shall be governed exclusively by and construed in accordance with the applicable laws of the State of Missouri.

Section 8. Effective Date. This Resolution shall take effect and be in full force upon its passage by the District.

(The remainder of this page is intentionally left blank.)

Passed this ____ day of October, 2009.

I, the undersigned, Chair of the Town and Country Village Transportation Development District, hereby certify that the foregoing Resolution was duly adopted by the Board of Directors of the District at a meeting held, after proper notice, on October ____, 2009.

**TOWN AND COUNTRY VILLAGE
TRANSPORTATION DEVELOPMENT
DISTRICT**

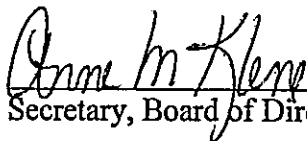
[SEAL]



Chair, Board of Directors

WITNESS my hand and official seal this ____ day of October, 2009.

ATTEST:



Secretary, Board of Directors

**PETITION FOR THE CREATION OF A
COMMUNITY IMPROVEMENT DISTRICT**

To the City of Ozark, Missouri:

The undersigned is the owner or representative of the owners of record of more than fifty percent (50%) (a) by assessed value of all real property within the hereinafter described community improvement district, and (b) per capita of all owners of real property within the hereinafter described community improvement district (the "*Petitioner*"). Petitioner hereby petitions and requests that the City of Ozark, Missouri (the "*City*"), create a community improvement district as described herein, to be known as **TOWN AND COUNTRY VILLAGE COMMUNITY IMPROVEMENT DISTRICT** (the "*District*"), pursuant to the authority of Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "*CID Act*").

1. The proposed District is contiguous and located entirely within the City.
2. A legal description of the proposed District is set forth as **Exhibit A**, attached hereto and incorporated herein by reference. A boundary map of the proposed District is set forth as **Exhibit B-1**, attached hereto and incorporated herein by reference.
3. The name of the proposed District will be the Town and Country Village Community Improvement District.
4. The proposed District consists of all or part of two parcels and public right of way, as more particularly described in **Exhibit A** and **Exhibit B-1**, attached hereto and incorporated by reference herein.
5. The Petitioner owns 100% of the real property located within the boundaries of the District.
6. The total current assessed value of all real property located within the proposed District, and therefore owned by the Petitioner, is \$30,100.00, as more particularly described in the signature block of the Petitioner.
7. Petitioner does not seek a determination of blight for the proposed District.
8. The proposed District shall be formed as a political subdivision, the Board of Directors of which shall be composed of five (5) members appointed by the Mayor of the City, with the consent of the City's Board of Aldermen. Four (4) of which shall represent the Petitioner and one (1) of which shall represent Ozark Acquisitions, LLC, as the developer of the PlazaCorp Project referenced in Paragraph 16 below. Each director shall, during his or her term, meet the qualifications of Section of Section 67.1451.2(1)-(2) of the CID Act. Successor directors shall be appointed in the same manner. Successor Directors shall serve for a term of 4 years.
9. Petitioner does not seek limitation on the borrowing capacity of the District.

10. Petitioner does not seek limitation on the revenue generation of the District, except as otherwise stated in this Petition.
11. The District shall not have the power of eminent domain.
12. The District shall have all powers provided in the CID Act, except as otherwise provided in this Petition.
13. The proposed District may, upon approval by the qualified voters of the District, impose ~~sales and use tax at a rate not to exceed one percent (1%)~~ (the "*CID Sales Tax*") on all retail sales made in the proposed District in accordance with Section 67.1545 of the CID Act.
14. The proposed District does not intend to impose real property taxes or special assessments on the real property located in the proposed District and therefore the maximum rates of real property taxes or special assessments proposed in this Petition are zero.
15. A five-year plan stating a description of the purposes of the proposed district, the services it will provide, the improvements it will make and an estimate of costs of these services and improvements to be incurred (the "*Project*"), is set forth in Exhibit C, attached hereto and incorporated herein by reference. It is anticipated that the District will finance its improvements and services through issuance of obligations secured by the CID Sales Tax (the "*Obligations*").
16. The estimated cost of the Project is \$8,930,000 (excluding costs of financing, underwriters' fees and discounts, costs of printing any notes, bonds or other obligations and any official statements relating thereto, costs of credit enhancement, if any, interest, capitalized interest, debt service reserves and the fees of any rating agency, placement fees, or other costs of issuance of any obligations issued by the proposed District), of which approximately Nine Hundred Thirty Thousand and No/100 dollars (\$930,000) is attributable to the PlazaCorp Project (as depicted on Exhibit B-2 and as further defined in Exhibit C).
17. The term of the District shall be for a period not to exceed 25 years from the date the CID Sales Tax is first imposed by the District.
18. The signatures of the signers to this Petition may not be withdrawn later than seven days after this Petition is filed with the City Clerk.
19. Petitioner respectfully requests that the proposed District be established pursuant to the Community Improvement District Act.

Dated this 30th day of July, 2009.

PETITIONER:

NAME OF OWNER: Gunnett, L.I.C.
 TELEPHONE NUMBER: (636) 728-5101
 MAILING ADDRESS: 100 Chesterfield Business Parkway, Suite 300
 Chesterfield, MO 63005

NAME OF SIGNER: Michael J. Hejna
 BASIS OF LEGAL AUTHORITY TO SIGN: Managing Member
 SIGNER'S TELEPHONE NUMBER: (636) 728-5101
 SIGNER'S MAILING ADDRESS: 100 Chesterfield Business Parkway, Suite 300
 Chesterfield, MO 63005

TYPE OF ENTITY: Missouri limited liability company

MAP/PARCEL #: 11-0.5-21-000-000-2.000 (26.51 acres)
 11-0.5-21-000-000-2.002 (42.29 acres)

ASSESSED VALUE: \$30,100.00 (as of January 1, 2009)

By executing this Petition on this 30th day of JULY, 2009, the undersigned represents and warrants that he or she is authorized to execute this Petition on behalf of the property owner named immediately above.

GUNNETT, L.L.C.,
a Missouri limited liability company

By: 
Michael J. Hejna, Managing Member

STATE OF MISSOURI)
)
COUNTY OF ST. LOUIS) ss.

Before me personally appeared Michael J. Hejna, to me personally known to be the individual described in and who executed the foregoing instrument.

WITNESS my hand and official seal this 30 day of July, 2009.

Maria A. Winsborough
Notary Public
My Commission Expires: 12-12-2011

MARIA A. WINSBOROUGH
Notary Public, Notary Seal
State of Missouri
St. Louis County
Commission # 07411553
My Commission Expires December 12, 2011

EXHIBIT A

Legal Description of Community Improvement District

(Attached hereto)

Hogan Land Title

Agent for:

FIRST AMERICAN TITLE INSURANCE COMPANY

1 First American Way, Santa Ana, Ca. 92702

SCHEDULE A

Commitment No.: 0808108

- 1. Effective date: **August 4, 2008 at 08:00 AM**
- 2. Policy or Policies to be issued: Policy Amount
 - Owner's Policy (ALTA Own. Policy (06/17/06))
 - Proposed Insured:

 - Loan Policy (ALTA Loan Policy (06/17/06)) \$ 8,500,000.00
 - Proposed Insured:
 - TO BE DETERMINED, it's successors and/or assigns as their interests may appear**

3. The estate or interest in the land described or referred to in this Commitment is Fee Simple.

4. Title to the Fee Simple estate or interest in the land is at the Effective Date vested in:

GUNNETT, LLC.

5. The land referred to in this Commitment is situated in the County of CHRISTIAN, State of Missouri, and is described as follows:

TRACT I:

ALL OF LOTS ONE (1) AND TWO (2) OF THE FINAL PLAT OF TOWN & COUNTRY VILLAGE PHASE I, AND LOT FOUR-B (4B) OF THE REPLAT OF LOT 4 OF TOWN & COUNTRY VILLAGE PHASE, A SUBDIVISION IN THE CITY OF OZARK, CHRISTIAN COUNTY, MISSOURI.

TRACT II:

A TRACT OF LAND SITUATED IN PART OF THE NORTHEAST QUARTER (NE1/4) OF THE SOUTHWEST QUARTER (SW1/4), AND A PART OF THE NORTHWEST QUARTER (NW1/4) OF THE SOUTHEAST QUARTER (SE1/4) OF SECTION TWENTY-ONE (21), TOWNSHIP TWENTY-SEVEN (27), RANGE TWENTY-ONE (21), IN THE CITY OF OZARK, CHRISTIAN COUNTY, MISSOURI, AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF THE NORTHEAST QUARTER (NE1/4) OF THE SOUTHWEST QUARTER (SW1/4) OF SECTION TWENTY-ONE (21); THENCE SOUTH 89°05'41"EAST A DISTANCE OF 30.00 FEET FOR A POINT OF BEGINNING; THENCE SOUTH 89°05'41"EAST A DISTANCE OF 1298.52 FEET; THENCE SOUTH 88°17'53"EAST, A DISTANCE OF 445.26 FEET; THENCE SOUTH 00°11'01"EAST, A DISTANCE OF 74.63 FEET; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 220 FEET, A DELTA OF 60°11'01", AN ARC LENGTH OF 231.09 FEET, AND A CHORD BEARING NORTH 29°54'29"EAST FOR A DISTANCE OF 220.61 FEET; THENCE SOUTH 60°00'00"WEST A DISTANCE OF 151.60 FEET; THENCE ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 230 FEET,

Exhibit A

A DELTA OF 48°06'01", AN ARC LENGTH OF 193.09 FEET, AND A CHORD BEARING SOUTH 35°56'59"WEST FOR A DISTANCE OF 187.47 FEET; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 15 FEET, A DELTA OF 79°41'34", AN ARC LENGTH OF 20.86 FEET, AND A CHORD BEARING SOUTH 51°44'46"WEST FOR A DISTANCE OF 19.22 FEET; THENCE NORTH 88°24'27"WEST, A DISTANCE OF 539.20 FEET ALONG THE NORTH RIGHT-OF-WAY LINE OF W. DIANE STREET; THENCE NORTH 14°33'05"EAST, A DISTANCE OF 42.17 FEET; THENCE NORTH 04°55'10"WEST, A DISTANCE OF 131.99 FEET; THENCE SOUTH 89°38'44"WEST, A DISTANCE OF 814.12 FEET; THENCE NORTH 00°21'16"WEST, A DISTANCE OF 356.80 FEET TO THE POINT OF BEGINNING, SUBJECT TO ALL EASEMENTS OR RESTRICTIONS OF RECORD. ..

Hogan Land Title Company
1605 E. Sunshine
Springfield, MO 65804
Tel 417 882-3000
www.hogantitle.com

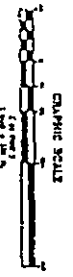
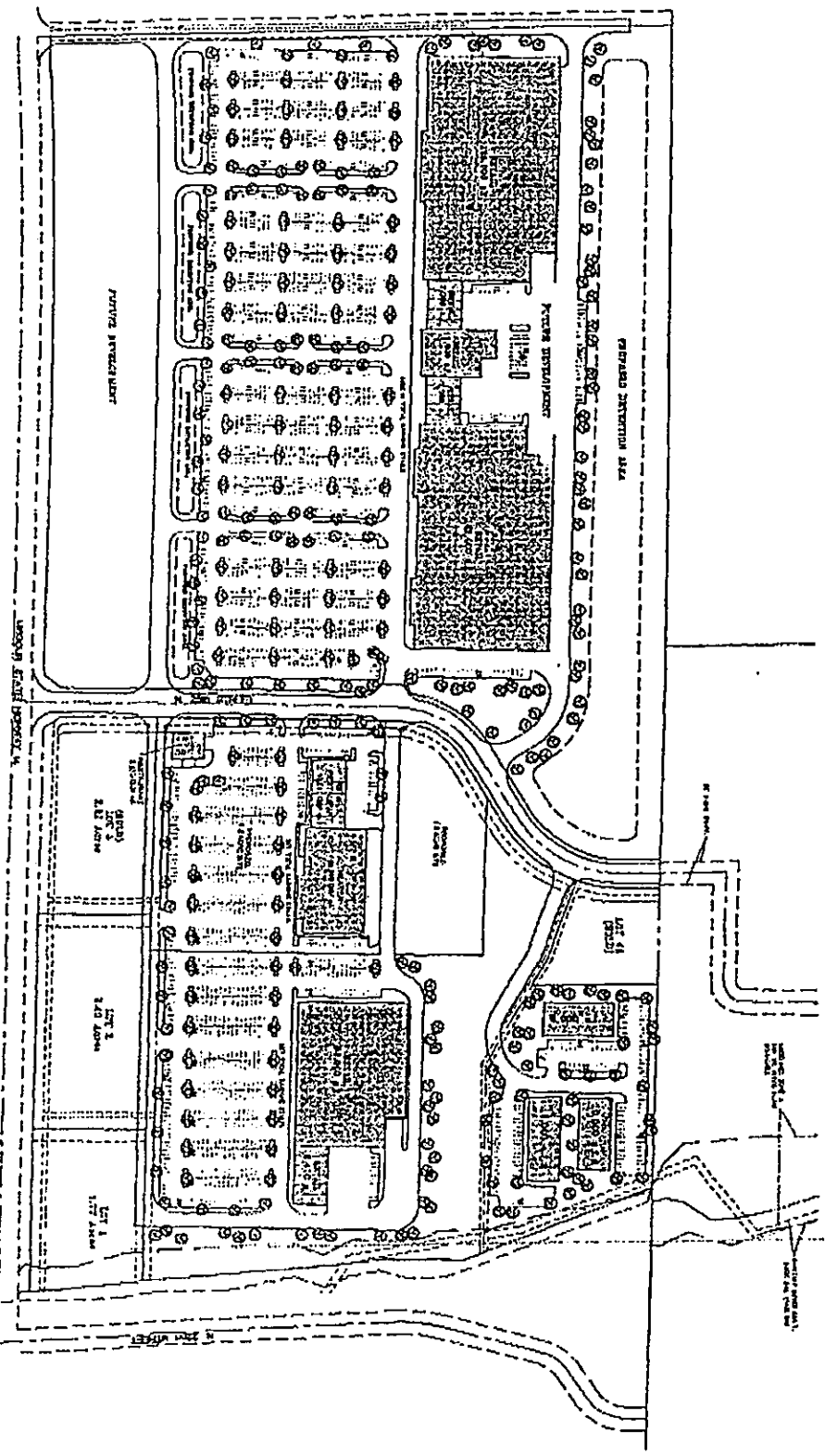
(0806106.pfd/0806106/13)
ALTA Commitment - 2006
Valid Only if Schedule B and
Cover are Attached

EXHIBIT B-1

Boundary Map of the Proposed District

(Attached hereto)

B-1



GENERAL NOTES

1. Refer to all sheets of this project for a complete description of the site.
2. All dimensions are in feet and inches.
3. All areas are in acres.
4. All areas are to be landscaped.
5. All areas are to be paved.
6. All areas are to be finished.
7. All areas are to be maintained.
8. All areas are to be protected.
9. All areas are to be secured.
10. All areas are to be monitored.
11. All areas are to be reported.
12. All areas are to be documented.
13. All areas are to be reviewed.
14. All areas are to be approved.
15. All areas are to be implemented.
16. All areas are to be completed.
17. All areas are to be accepted.
18. All areas are to be closed.
19. All areas are to be opened.
20. All areas are to be finished.

TOWN AND COUNTRY VILLAGE PHASE I
 SITE OF STARK COUNTY, MISSOURI
 PRELIMINARY DEVELOPMENT PLAN

STOCK & ASSOCIATES
 CONSULTING ENGINEERS, INC.

201 Central Expressway
 St. Louis, Missouri 63103
 (314) 437-1000
 FAX (314) 437-1001
 www.stockand.com

DATE: 07/20/09
 SHEET: 227/211
 225-3356
 1 of 1

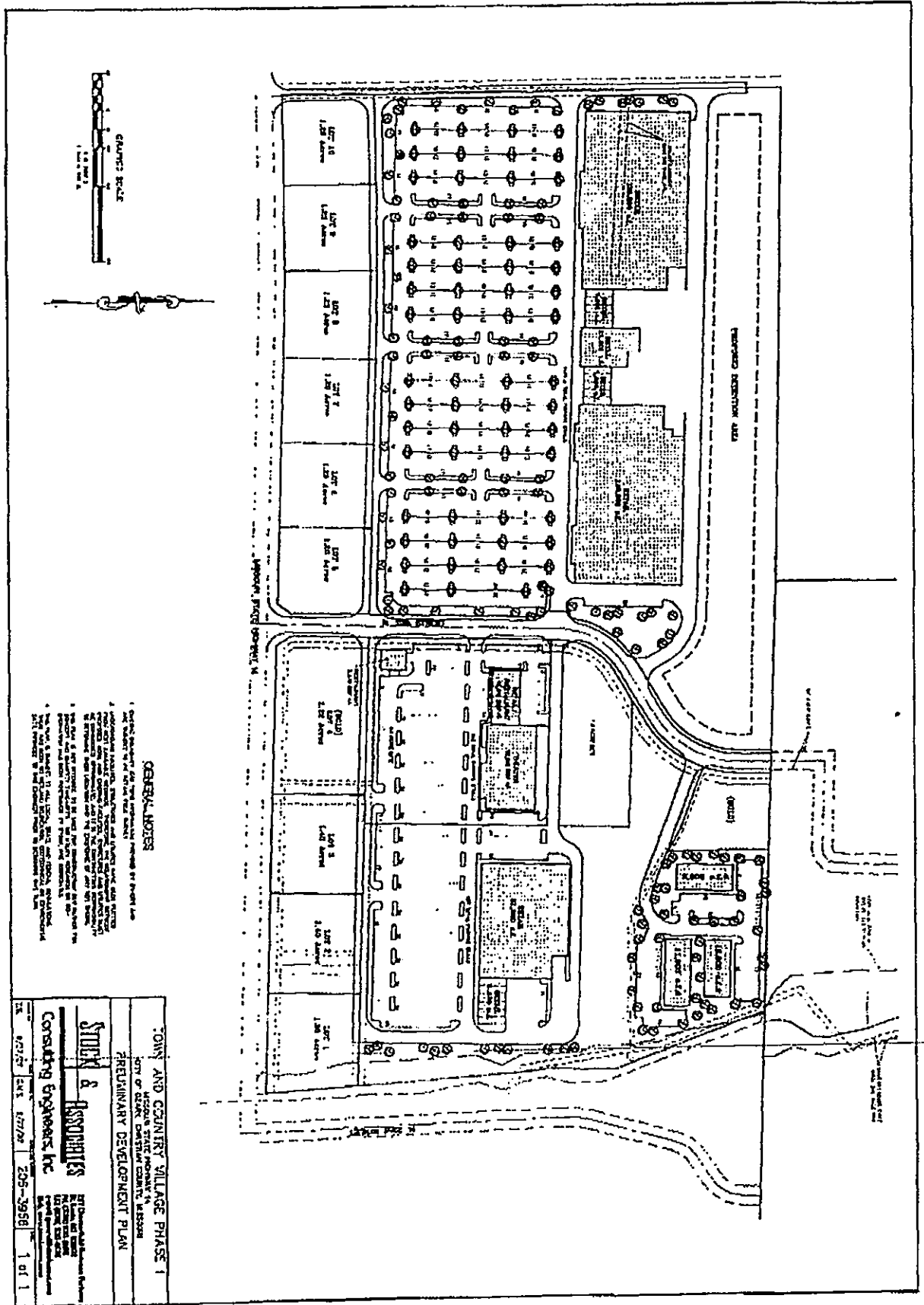
EXHIBIT B-2

Boundary Map of the PlazaCorp Project

(Attached hereto)

Site Plan

B-2



GENERAL NOTES

1. SEE ALL NOTES ON SHEETS 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000.

TOWN AND COUNTRY VILLAGE PHASE 1			
CITY OF HOUSTON, TEXAS			
PRELIMINARY DEVELOPMENT PLAN			
STUECK & ASSOCIATES Consulting Engineers, Inc. 2700 West Loop West Suite 1000 Houston, Texas 77027 Tel: 713/865-1111 Fax: 713/865-1112			
DATE	SCALE	SHEET NO.	TOTAL SHEETS
04/27/07	1/8" = 1'-0"	205-3938	1 of 1

EXHIBIT C

Five-Year Plan

(Attached hereto)

**FIVE YEAR PLAN
TOWN AND COUNTRY VILLAGE COMMUNITY IMPROVEMENT DISTRICT**

DATED: JULY 31, 2009

To: City of Ozark, Missouri

From: Gunnett, L.L.C., a Missouri limited liability company and owner of record of more than fifty percent (50%) (a) by assessed value of all real property within the hereinafter described community improvement district, and (b) per capita of all owners of real property within the proposed Town and Country Village Community Improvement District

Pursuant to Section 67.1421.2 of the Revised Statutes of Missouri, as amended, the following is a five-year plan for the proposed town and Country Village Community Improvement District, City of Ozark, Missouri (the "*District*"), which contains the following: (a) a description of the purposes of the proposed District; (b) a summary of the services it will provide; (c) a description of the improvements it will make and (d) an estimate of costs of these services and improvements to be incurred. This five-year plan is an integral and composite part of the Petition for the Creation of a Community Improvement District to which it is attached.

I. DESCRIPTION OF PURPOSE OF DISTRICT

The purpose of the proposed District is to provide assistance to or to construct, reconstruct, install, repair, maintain, and equip certain public improvements within its boundaries, as further authorized by Section 67.1461 of the Revised Statutes of Missouri, as amended, and supporting business activity and economic development in the District including, but not limited to, the promotion of business activity, development and retention, and the recruitment of developers and businesses, and providing services and activities as allowed under Section 67.1461 of the Revised Statutes of Missouri, as amended. The proposed District also promotes development of an unimproved area, induces economic development for the City of Ozark, Missouri, and enhances property values by developing and promoting coordinated project infrastructure improvements benefiting the property owners and business operators within the District. The District will also impose certain funding mechanisms to finance and administer these improvements as provided under Sections 67.1401 et seq. of the Revised Statutes of Missouri, as amended (the "*CID Act*").

In general, the District intends to construct or aid in the construction of certain public improvements ancillary to and provide economic development incentives in support of a retail center at the northwest corner of Missouri State Highway 14 and North 22nd Street (the "*Project*"). The Project has two components. The "Gunnett Project" consists of the development of approximately 63.8 acres of real property into a retail strip center and related public improvements as further depicted on Attachment A-1 (the "Gunnett Site"), as well as the Gunnett Improvements described below. The "PlazaCorp Project" consists of the development of approximately five acres of real property into a theater, retail building and restaurant pad as

further depicted on Attachment A-2 (the "PlazaCorp Site"), as well as the PlazaCorp Services and PlazaCorp Improvements described below. The Gunnett Project will be funded from District revenues generated within the Gunnett property, and the PlazaCorp Project will be funded from District revenues generated within the PlazaCorp property. It is expected that construction on the Gunnett Project will commence in 2010, with substantial completion by the end of 2013. It is further expected that the construction of the PlazaCorp project will commence in fall 2009, with substantial completion by the end of 2011; however, the timing of the construction of the restaurant pad will depend upon the ultimate user.

II. SUMMARY OF SERVICES TO BE PROVIDED

The District anticipates undertaking the following services:

PlazaCorp Services – the promotion of business activity, development and retention, and the recruitment of developers and businesses within the PlazaCorp Site, including but not limited to providing economic development incentives.

Currently it is not anticipated that the District will provide other services within the boundaries of the District.

III. DESCRIPTION OF IMPROVEMENTS TO BE MADE

The District anticipates making the following improvements within its boundaries:

Gunnett Improvements – construction of roads, access roads, parking facilities and any similar or related improvements or infrastructure, together with related curb cuts, sidewalks, lighting, signalization, site utilities, and road and landscape improvements within and adjacent to the boundaries of the District along State Highway 14, North 25th Street and North 22nd Street.

PlazaCorp Improvements – (i) the construction of roads, access roads, signing, a parking lot and any similar or related improvement or infrastructure together with erosion and sedimentation control; (ii) site grading (sub-grade & finish); (iii) construction of site utilities (storm sewer, sanitary sewer, electric, phone and cable); (iv) installation of site lighting; (v) construction of parking facilities (curb & gutter, paving and striping); (vi) installation of site landscaping; (vii) construction of sidewalks; (viii) construction of W. Diane Street; (ix) related professional and soft costs; (x) permits; (xi) connection fees and (xii) all other related costs.

Necessary and Incidental Improvements – all costs necessary or incidental to plan, acquire, finance, develop, design and construct the Gunnett Project and the PlazaCorp Project, including without limitation: (i) costs of all estimates, studies, surveys, plans, drawings, reports, tests, specifications and other preliminary investigations of architects, appraisers, surveyors and engineers; (ii) all professional service costs, including without limitation architectural, engineering, legal, financial, planning, design, development, project or construction management or special services incurred; (iii) costs of acquisition, settlement and transfer of rights-of-way, easements, leases and other interests in real property; (iv) costs of demolition of buildings and improvements; the clearing, excavation, earthwork, backfill and grading of land; site preparation; utility relocation; erosion, drainage and storm water control; storm sewers; and waterproofing; (v) costs of relocation necessitated by the City's relocation plan; (vi) costs of financing,

underwriters' fees and discounts, costs of printing any notes, bonds or other obligations and any official statements relating thereto, costs of credit enhancement, if any, interest, capitalized interest, debt service reserves and the fees of any rating agency, placement fees, costs of issuance; (vii) costs of insurance, performance bonds and guarantees; (viii) costs of pavement, curbs, striping, gutters, sidewalks, pavers, landscaping, planters, tree grates, irrigation and water features, bicycle racks, pedestrian benches, canopies, street lighting, retaining walls, shoring and piers, handrails, guardrails and other railing, including without limitation any architectural or decorative treatments related to such items; and (ix) costs of construction of any other public improvement described in Section 67.1461.1(16) of the Revised Statutes of Missouri, as amended.

IV. ESTIMATE OF COSTS OF SERVICES AND IMPROVEMENTS

The estimated cost of the Project totals approximately Eight Million Nine Hundred Thirty Thousand and No/100 dollars (\$8,930,000.00) (excluding costs of financing, underwriters' fees and discounts, costs of printing any notes, bonds or other obligations and any official statements relating thereto, costs of credit enhancement, if any, interest, capitalized interest, debt service reserves and the fees of any rating agency, placement fees, or other costs of issuance of any obligations issued by the proposed District), of which approximately Nine Hundred Thirty Thousand and No/100 dollars (\$930,000) is attributable to the PlazaCorp Project. The anticipated revenues to be collected by the District total approximately Eleven Million and No/100 dollars (\$11,000,000.00); however, the PlazaCorp Project will be funded solely from revenues generated within the PlazaCorp Site and the Gunnett Project will be funded solely from revenues generated within the Gunnett Site.

<u>Year</u>	<u>Activities</u>
2009	<ul style="list-style-type: none"> • Finalize engineering design drawings and gather appropriate approvals, where applicable, to proceed with the construction of the PlazaCorp Project and Gunnett Project, as applicable. • Commence PlazaCorp Project; review business support requests and work with potential business relating to providing support, marketing and development • Impose District sales tax • Provide for ongoing administration and oversight of District funds, including, but not limited to, registering new tenants for the collection of the sales tax imposed, administering board activity, monitoring District revenues, performing state compliance filings and managing the audit process

<u>Year</u>	<u>Activities</u>
2010	<ul style="list-style-type: none">• Monitor progress of the PlazaCorp Project and continued marketing, development and support of businesses and development within the District• Commencement of construction on Gunnett Project
2011	<ul style="list-style-type: none">• Monitor progress of the PlazaCorp Project and continued marketing, development and support of businesses and development within the District• Monitor status of the construction of the Gunnett Project and continued marketing and development of businesses within the District• Monitor revenue generation and satisfaction of payment obligations; collect District revenues and apply them towards its reimbursement obligations
2012	<ul style="list-style-type: none">• Monitor progress of the PlazaCorp Project and continued marketing, development and support of businesses and development within the District• Monitor status of the construction of the Gunnett Project and continued marketing and development of businesses within the District• Monitor revenue generation and satisfaction of payment obligations; collect District revenues and apply them towards its reimbursement obligations
2013	<ul style="list-style-type: none">• Substantial completion of Gunnett Project• Monitor revenue generation and satisfaction of payment obligations; collect District revenues and apply them towards its reimbursement obligations

CERTIFICATION

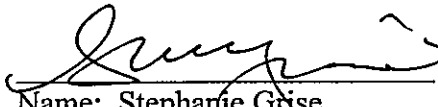
I, Stephanie Grise, Assistant Secretary of the Town and Country Village Transportation Development District, do hereby certify that Resolution 10-001,

A RESOLUTION OF THE TOWN AND COUNTRY VILLAGE COMMUNITY IMPROVEMENT DISTRICT AUTHORIZING A SALES AND USE TAX AT THE RATE OF ONE PERCENT (1%) UPON RETAIL SALES WITHIN THE BOUNDARIES OF THE DISTRICT; DIRECTING AN ELECTION THEREFOR; AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH

is a true and correct copy of that which appears in the records of the Town and Country Village Transportation Development District.

Dated: 02/24/10




Name: Stephanie Grise
Title: Assistant Secretary

Kay Brown

From: Kay Brown [kaybrown@christiancountymo.gov]
Sent: Friday, November 06, 2009 12:11 PM
To: 'Linda Aubuchon'
Subject: address 27014 West Jackson, Ozark, MO. 65721

Hi Linda,
I checked the address of 27014 West Jackson, Ozark, MO. 65721, for the Town and Country Village Community Improvement District and there are no registered voters at that address.

Thanks,
Kay

*Kay Brown
Christian County Clerk
100 West Church, Room 206, Ozark, Mo. 65721
phone: 417-581-6360 fax: 417-581-8331*

Kay Brown

From: Linda Aubuchon [laubuchon@ArmstrongTeasdale.com]
Sent: Tuesday, October 06, 2009 10:48 AM
To: kaybrown@christiancountymo.gov
Cc: Stephanie Grise
Subject: Town and Country Village Community Improvement District (the "District") [IWOV-IDOC.S.FID1713769]
Kay,

Thanks so much for your help yesterday! I have a request to make in order to verify the ballot mailing for the mail-in election to be held tentatively on January 12.

Would your office be able to please run an address to check to see if there are any registered voters on the property for me? Per the statute, a check is to be made thirty days prior to the election, but every since I had someone in Cape County use a Mail Boxes Etc. at the mall as their home address, I try to avoid any surprises and ask for a preliminary check.

The only address that 911 has for the property in the District is: 27014 West Jackson, Ozark

If you have any questions, please let me know and I really, really appreciate all of your help.

Linda AuBuchon
Paralegal
Armstrong Teasdale LLP
One Metropolitan Square, Suite 2600
St. Louis, Missouri 63102

Phone: 314-621-5070
Extension: 7464
Fax: 314-552-4864
Email: laubuchon@armstrongteasdale.com

(Email is not necessarily secure and confidential.)

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11/6/09
Checked the address of 27014 West Jackson, Ozark,
65721 - No voters at
that address

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Oct 2, 2009

Kay Brown, County Clerk
Christian County Courthouse
Second Floor, 100 West Church
Ozark, Missouri 65721

Re: Town and Country Village Transportation Development District ("District")

Dear Ms. Brown:

On October 2, 2009, an Order for Election by Unanimous Petition was entered by the Christian County Circuit Court (the "Order") and certified by the Circuit Clerk of Christian County. Such Order authorized the District to hold an election by unanimous petition to impose a one-cent sales and use tax on eligible retail sales within the District. This procedure is authorized by Section 238.216.1(3) of the Missouri Transportation Development District Act, Sections 238.200 to 238.280 of the Revised Statutes of Missouri, as amended.

Please find enclosed certified copies of (1) the Order; (2) the Unanimous Petition, certified by the Circuit Clerk and filed and entered upon the records of the Circuit Court of Christian County on 10-2-, 2009, and (3) a copy of Section 238.216 of the Missouri Transportation Development District Act.

Pursuant to Section 238.216.6 of the Missouri Transportation Development District Act, please file this certified copy of the Unanimous Petition and cause it to be put on the next County Commission agenda to spread it upon the records of Christian County.

Thank you for your prompt attention to this matter. Should you have any questions, or if I may be of assistance, please let me know.

Very truly yours,


Circuit Clerk

Enclosures

cc: Stephanie M. Grise
Armstrong Teasdale LLP
One Metropolitan Square, Suite 2600
St. Louis, Missouri 63102

**TOWN AND COUNTRY VILLAGE COMMUNITY IMPROVEMENT DISTRICT
SCHEDULE OF EVENTS**

The ONLY Address *TENTATIVE*

ACTION ITEM 27014 West Jackson, Ozark, Mo. **DATE**

- ① Hold CID Board of Directors meeting to conduct initial business and adopt resolution authorizing sales tax (including notice of election and form ballot) 10/2/09 ✓
- ② Deliver notice requesting mail-in election for CID sales tax to Board of Election Commissioners..... 10/12/09 ✓
 ⇒ *Includes copy of Notice of Election and Form of Sample Ballot, along with copy of City ordinance establishing the District and certified copy of resolution approving sales tax by 5:00 pm*
3. Qualified voters as of 30th day prior to date of election..... 12/14/09
4. Delivery of mail-in ballot to qualified voters 12/28/09
 ⇒ *Not less than 10 days prior to election*
5. Publication of first notice of CID sales tax election by election authority
 ⇒ *Must occur in the second week prior to the election*
- The Daily Events – Wednesday12/30/09*
Christian County Headlines – Wednesday12/30/09
6. Mail-in ballot available for pick-up at offices of election authority (if ballot lost, destroyed or never received)..... 12/29/09 – 1/12/10
 ⇒ *14 days prior to election date*
7. Publication of second notice of CID sales tax election by election authority
 ⇒ *Must occur within one week prior to the election*
- The Daily Events – Wednesday.....1/6/10*
Christian County Headlines – Wednesday.....1/6/10
8. Conduct mail-in election; ballots must be received at the office of the election authority not later than 7:00 p.m. 1/12/10
9. Notify Missouri Department of Revenue of election results 1/20/10
 ⇒ *Within 10 days of election (sent via overnight delivery)*

10. Sales tax effective date..... 7/1/10
⇒ *First day of second calendar quarter after director of Missouri Department of Revenue receives notice of the adoption of the tax*

The Daily Events; published Wednesdays and Fridays (417) 866-1401; fax (417) 866-1491

Deadline: 2 days prior to the publication date

Email: legalnotices@thedailyevents.com

The Christian County Headlines; published Wednesdays (417) 581-3541; fax (417) 581-3577

Deadline: Thursday @ 5:00 p.m. of the week before the publication date

Email: kimb@ccheadliner.com

09CT-CV00857

STATE OF MISSOURI)
) SS
COUNTY OF ST. LOUIS)

FILED
RICHARD D. LAMB

OCT 02 2009

CIRCUIT CLERK
CHRISTIAN COUNTY MO

AFFIDAVIT OF GUNNETT, L.L.C.

I, the undersigned, am over the age of 18 years and have personal knowledge of the matters stated herein.

1. I am an authorized representative of Gunnett, L.L.C. ("Gunnett") and in such capacity I am familiar with the operations and affairs and am authorized to take such actions and execute such instruments necessary for carrying on certain of the operations and affairs of Gunnett.
2. I am familiar with the Petition for the Creation of the Town and Country Village Transportation Development District (the "District") filed *In re: the Creation of the Town and Country Village Transportation Development District*, Gunnett, L.L.C., Petitioner, versus City of Ozark, Missouri, et al., Respondents, Christian County Circuit Court Cause No. 09CT-CV00857 (the "Petition").
3. Gunnett is the owner of record of approximately 68.8 acres of real property within the proposed District (the "Property") and which is included in the description of the proposed District in Exhibit A to the Petition.
4. There are no persons eligible to be registered voters residing within the boundaries of the proposed District.
5. The name and address of each owner of record of the Property located within the proposed District is:

Gunnett, L.L.C.
 100 Chesterfield Business Parkway, Suite 300
 St. Louis, Missouri 63005
 Attn: Michael J. Hejna, Managing Member
6. To the best of my knowledge and belief, the proposed District is contiguous.
7. To the best of my knowledge and belief, the legal description of the Property is accurately set forth and included in Exhibit A to the Petition.
8. Gunnett desires to create the proposed District for the sole purpose of funding, promoting, planning, designing, constructing, improving, maintaining, and operating the Transportation Project identified in the Petition through the imposition of a transportation development district sales tax (the "Sales Tax").
9. To the best of my knowledge and belief, the proceeds of the Sales Tax will be deposited into a special trust.

10. A general description of the Transportation Project is as follows: (a) the "PlazaCorp Project", which includes (i) the construction of roads, access roads, signing, a parking lot and any similar or related improvement or infrastructure together with erosion and sedimentation control; (ii) site grading (sub-grade & finish); (iii) construction of site utilities (storm sewer, sanitary sewer, electric, phone and cable); (iv) installation of site lighting; (v) construction of parking facilities (curb & gutter, paving and striping); (vi) installation of site landscaping; (vii) construction of sidewalks; (viii) construction of W. Diane Street; (ix) related professional and soft costs; (x) permits; (xi) connection fees and (xii) all other related costs; (b) the "Gunnett Project", which includes (i) construction of roads, access roads, parking facilities and any similar or related improvements or infrastructure, together with related curb cuts, sidewalks, lighting, signalization, site utilities, and road and landscape improvements within and adjacent to the boundaries of the District along State Highway 14, North 25th Street and North 22nd Street; (c) all costs necessary or incidental to plan, acquire, finance, develop, design and construct items (a) and (b) above, including without limitation: (i) costs of all estimates, studies, surveys, plans, drawings, reports, tests, specifications and other preliminary investigations of architects, appraisers, surveyors and engineers; (ii) all professional service costs, including without limitation architectural, engineering, legal, financial, planning, design, development, project or construction management or special services incurred; (iii) costs of acquisition, settlement and transfer of rights-of-way, easements, leases and other interests in real property; (iv) costs of demolition of buildings and improvements; the clearing, excavation, earthwork, backfill and grading of land; site preparation; utility relocation; erosion, drainage and storm water control; storm sewers; and waterproofing; (v) costs of relocation necessitated by the City's relocation plan; (vi) costs of financing, underwriters' fees and discounts, costs of printing any notes, bonds or other obligations and any official statements relating thereto, costs of credit enhancement, if any, interest, capitalized interest, debt service reserves and the fees of any rating agency, placement fees, costs of issuance; (vii) costs of insurance, performance bonds and guarantees; (viii) costs of pavement, curbs, striping, gutters, sidewalks, pavers, landscaping, planters, tree grates, irrigation and water features, bicycle racks, pedestrian benches, canopies, street lighting, retaining walls, shoring and piers, handrails, guardrails and other railing, including without limitation any architectural or decorative treatments related to such items; and (ix) costs of construction of any bridge, street, road, highway, access road, interchange, intersection, signing, signalization and optimization thereof, parking lot, bus stop, station, garage, terminal, hangar, shelter, rest area, dock, wharf, lake or river port, airport, light rail or other mass transit and any similar or related improvement or infrastructure. The approximate location of the Transportation Project is as follows: the intersection of Missouri State Highway 14 and North 22nd Street and certain additional real property at the northeast corner thereof within the boundaries of the City of Ozark, Missouri.

11. The estimated cost of the Transportation Project totals approximately Eight Million Nine Hundred Thirty Thousand and No/100 dollars (\$8,930,000.00) (excluding costs of financing, underwriters' fees and discounts, costs of printing any notes, bonds or other obligations and any official statements relating thereto, costs of credit enhancement, if any, interest, capitalized interest, debt service reserves and the fees of any rating agency, placement fees, or other costs of issuance of any obligations issued by the proposed

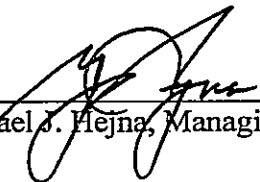
District), of which approximately Nine Hundred Thirty Thousand and No/100 dollars (\$930,000) is attributable to the PlazaCorp Project. The anticipated revenues to be collected by the District total approximately Eleven Million and No/100 dollars (\$11,000,000.00); however, the PlazaCorp Project will be funded solely from revenues generated within the PlazaCorp Site and the Gunnett Project will be funded solely from revenues generated within the Gunnett Site.

12. To the best of my knowledge and belief, Exhibit B-1 to the Petition accurately illustrates the proposed District's boundaries, which includes the area described in Exhibit A to the Petition.
13. To the best of my knowledge and belief, the proposed District will not be an undue burden on any owner of property within the District and is not unjust or unreasonable.
14. I know of no legal or other reasons that the Petition is defective.
15. I know of no legal or other reasons why the proposed District would be either illegal or unconstitutional.
16. I know of no legal or other reasons why the proposed method of funding the District would be either illegal or unconstitutional.

Further Affiant Sayeth Not.

GUNNETT, L.L.C.

By:

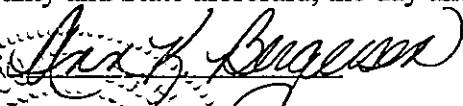

Michael J. Hejna, Managing Member

STATE OF MISSOURI)
) SS
COUNTY OF ST. LOUIS)

On this 2nd day of October, 2009, before me appeared Michael J. Hejna, to me personally known, who, being by me duly sworn, did say that he is the managing member of Gunnett, L.L.C., a Missouri limited liability company, and that said instrument was signed on behalf of said limited liability company by authority of its members, and said affiant acknowledged said instrument to be the free act and deed of said limited liability company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at my office in the County and State aforesaid, the day and year first above written.

Notary Public:



My Commission Expires: 4/13/13

ANN K. BERGERSEN
Notary Public, Notary Seal
State of Missouri
St. Louis County
Commission # 09695793
My Commission Expires April 13, 2013


ATTEST A TRUE COPY:
RICHARD D. LAMB, CIRCUIT CLERK
CHRISTIAN COUNTY, MISSOURI
BY 

EXHIBIT A

FORM OF BALLOT BY UNANIMOUS PETITION

(Attached hereto.)

UNANIMOUS PETITION OF THE OWNERS OF RECORD OF REAL PROPERTY LOCATED WITHIN THE TOWN AND COUNTRY VILLAGE TRANSPORTATION DEVELOPMENT DISTRICT TO AUTHORIZE A TRANSPORTATION DEVELOPMENT DISTRICT SALES TAX AT THE RATE OF ONE PERCENT (1%) FOR A PERIOD OF NOT LONGER THAN FORTY (40) YEARS FROM THE DATE SUCH SALES TAX IS FIRST IMPOSED

The undersigned, as the owners of record of all real property located within the Town and Country Village Transportation Development District, hereby execute this ballot by unanimous petition to authorize the following measure:

The Town and Country Village Transportation Development District shall be authorized to impose a transportation development district-wide sales tax at the rate of one percent (1%) on all retail sales made in the District which are subject to taxation pursuant to the provisions of Sections 144.010 to 144.525 of the Revised Statutes of Missouri and Section 238.235 of the Missouri Transportation Development District Act, Section 238.200 to 238.275 of the Revised Statutes of Missouri, for a period of not longer than forty (40) years from the date on which such tax is first imposed for the designated purpose of funding the Transportation Project, which is generally described below:

(a) the "PlazaCorp Project", which includes (i) the construction of roads, access roads, signing, a parking lot and any similar or related improvement or infrastructure together with erosion and sedimentation control; (ii) site grading (sub-grade & finish); (iii) construction of site utilities (storm sewer, sanitary sewer, electric, phone and cable); (iv) installation of site lighting; (v) construction of parking facilities (curb & gutter, paving and striping); (vi) installation of site landscaping; (vii) construction of sidewalks; (viii) construction of W. Diane Street; (ix) related professional and soft costs; (x) permits; (xi) connection fees and (xii) all other related costs; (b) the "Gunnett Project", which includes (i) construction of roads, access roads, parking facilities and any similar or related improvements or infrastructure, together with related curb cuts, sidewalks, lighting, signalization, site utilities, and road and landscape improvements within and adjacent to the boundaries of the District along State Highway 14, North 25th Street and North 22nd Street; (c) all costs necessary or incidental to plan, acquire, finance, develop, design and construct items (a) and (b) above, including without limitation: (i) costs of all estimates, studies, surveys, plans, drawings, reports, tests, specifications and other preliminary investigations of architects, appraisers, surveyors and engineers; (ii) all professional service costs, including without limitation architectural, engineering, legal, financial, planning, design, development, project or construction management or special services incurred; (iii) costs of acquisition, settlement and transfer of rights-of-way, easements, leases and other interests in real property; (iv) costs of demolition of buildings and improvements; the clearing, excavation, earthwork, backfill and grading of land; site preparation; utility relocation; erosion, drainage and storm water control; storm sewers; and waterproofing; (v) costs of relocation necessitated by the City's relocation plan; (vi) costs of financing, underwriters' fees and discounts, costs of printing any notes, bonds or other obligations and any official statements relating thereto, costs of credit enhancement, if any, interest, capitalized interest, debt service reserves and the fees of any rating agency, placement fees, costs of issuance; (vii) costs of insurance, performance bonds and guarantees; (viii) costs of pavement, curbs, striping, gutters, sidewalks, pavers, landscaping, planters, tree grates, irrigation and water features, bicycle racks, pedestrian benches, canopies, street lighting, retaining walls, shoring and piers, handrails, guardrails and other railing, including without limitation any architectural or decorative treatments related to such items; and (ix) costs of construction of any bridge, street, road, highway, access road, interchange, intersection, signing, signalization and optimization thereof, parking lot, bus stop, station, garage, terminal, hangar, shelter, rest area, dock, wharf, lake or river port, airport, light rail or other mass transit and any similar or related improvement or infrastructure.

ATTEST A TRUE COPY:

RICHARD D. LAMB, CIRCUIT CLERK
CHRISTIAN COUNTY, MISSOURI
BY *Richard D. Lamb*

FILED
RICHARD D. LAMB

OCT 02 2009

CIRCUIT CLERK
CHRISTIAN COUNTY, MO

Owners of Record/Qualified Voters:

Name: Gunnett, L.L.C.
Address: 100 Chesterfield Business Parkway
Suite 300
Chesterfield, MO 63005

I hereby declare under penalties of perjury that I am qualified to vote, or to affix my authorized signature in the name of an entity that is entitled to vote in this election. I hereby certify that Gunnett, L.L.C. is the owner of record of all acreage within the District. The undersigned hereby votes all acres owned by Gunnett, L.L.C. within the District in favor of the imposition of the TDD Sales Tax as provided herein.

Gunnett, L.L.C.

Acres Voted:
Approximately 68.80

By: [Signature]

STATE OF MISSOURI)
) SS
COUNTY OF ST. LOUIS)

On this 2nd day of October, 2009, before me appeared Michael J Hoja to me known to be the person described in and who, being by me duly sworn, did say that he is the managing member of GUNNETT, L.L.C. organized under the laws of the State of Missouri, and acknowledged that he executed the foregoing instrument as the free act and deed of said trust and is acting for and on behalf of and as member of said .GUNNETT, L.L.C.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid on the 2nd day of October, 2009.

[Signature]
Printed Name: _____
Notary Public in and for said State

My Commission Expires:

JULIA E. MAPLES Notary Public - Notary Seal STATE OF MISSOURI Christian County -- Comm.#05524347 My Commission Expires Oct. 21, 2009
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please affix seal firmly and clearly in this box