

IN THE CIRCUIT COURT OF THE COUNTY OF JEFFERSON,
STATE OF MISSOURI

FILED

DEC 07 2007

DIVISION TWO

IN RE THE FORMATION OF THE ARNOLD)
RETAIL CORRIDOR TRANSPORTATION)
DEVELOPMENT DISTRICT,)
)
CITY OF ARNOLD, MISSOURI, *et al.*)
)
Petitioners,)
)
v.)
)
MISSOURI HIGHWAYS AND TRANSPORTATION)
COMMISSION,)
)
Respondent.)

Cause No. 07JE-CC01005

JUDGMENT AND ORDER

On this 7 day of December, 2007, pursuant to the Petitioners' Motion for Entry of Judgment and Order, this Court takes up the matter of forming the Arnold Retail Corridor Transportation Development District (the "District") pursuant to the Petitioners' Petition for the Creation of a Transportation Development District (the "Petition"). Respondent, Missouri Highways and Transportation Commission (the "Commission"), has filed no objections to the Petition and is not opposed to entry of this Judgment and Order. This Court, in consideration of the pleadings before it, the facts and the law, hereby enters its Findings, Certifications and Conclusions and its Judgment and Order as follows:

FINDINGS, CERTIFICATIONS AND CONCLUSIONS

1. The Petition is not legally defective and the Commission has been duly served with process in this action or otherwise properly appeared in this action.
2. On October 11, 2007, the Court issued an Order of Publication calling for the *Countian*, a newspaper of general circulation in Jefferson County, to publish notice of the Petition once a week for four consecutive weeks beginning October 12, 2007. All necessary publications relating to the Petition have occurred.
3. No objections to the Petition, timely or otherwise, have been filed.

4. The proposed transportation development district (the “District”) is composed of contiguous land pursuant to Section 238.207.5(2) of the Missouri Transportation Development District Act, Sections 238.200 to 238.275 of the Revised Statutes of Missouri, as amended (the “Act”) and includes the property described in Exhibit I and depicted on the map attached as Exhibit II, both exhibits incorporated herein by reference.

5. The District is neither illegal nor unconstitutional and the question of the District’s formation is hereby certified for qualified voter approval.

6. The District is being created to undertake certain transportation related projects (collectively, the “Transportation Project”). A general description of the Transportation Project proposed to be undertaken by the District, including a description of the approximate location of the Transportation Project, is attached as Exhibit III and incorporated herein by reference.

7. A portion of the proposed Transportation Project is intended to be merged into the state highways and transportation system and therefore is under the Commission’s jurisdiction (the “State Portion of the Transportation Project”). The remaining portion of the Transportation Project is not intended to be so merged (the “Local Portion of the Transportation Project”). Approval authority for the Local Portion of the Transportation Project vests with Petitioners subject to all necessary permitting requirements of the Commission for connections of the Local Portion of the Transportation Project to the state highways and transportation system. The Commission has no direct interest in the Local Portion of the Transportation Project.

8. The proposed funding method and mechanism (*i.e.*, the imposition of a sales tax at a rate not to exceed one percent (1%) (the “TDD Sales Tax”) pursuant to Section 238.235 of the Act) is neither illegal nor unconstitutional and the question of imposing the TDD Sales Tax is hereby certified for qualified voter approval.

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

10. There are no registered voters residing in the boundaries of the District.

11. Section 238.216.1(1) of the Act states that in order for the question regarding the creation of the District, the development of the Transportation Project and the imposition of the TDD Sales Tax to appear on the ballot “the circuit court shall, if the election is to be a mail-in election, specify a date on which ballots for the election shall be mailed, which date shall be a Tuesday, and shall be not earlier than the eighth Tuesday from the issuance of the order, and shall not be on the same day as an election conducted under the provisions of Chapter 115 of the Revised Statutes of Missouri, as amended.”

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. A mail-in election shall be held within the boundaries of the District for the qualified voters to consider the question regarding the creation of the District, the development of the Transportation Project and the imposition of the TDD Sales Tax. The Official Ballot (the “Ballot”) shall be in substantially the form attached hereto as Exhibit IV and incorporated herein by reference.

2. Pursuant to Section 238.202.2(2) of the Act, the “qualified voters” are the owners of real property within the District.

3. Pursuant to Section 238.216.2 of the Act, application for a Ballot shall be conducted as follows:

(a) Only qualified voters shall be entitled to apply for a Ballot;

(b) Each voter shall apply for a Ballot with the Circuit Court Clerk of Jefferson County;

(c) Each voter applying for a Ballot shall provide: (i) the property owner’s name, address, mailing address (if different), and phone number; (ii) if the property owner is not an individual, the name and phone number of the individual who is authorized to vote on behalf of the entity; (iii) if the property owner is not an individual, the authorized individual’s basis of legal authority to vote on behalf of the entity (which shall be determined by the entity’s articles of incorporation, articles of organization, articles of partnership, bylaws, or other document which sets forth an appropriate mechanism for the determination of the entity’s vote; provided that, if the entity has no such mechanism, the

entity's vote shall be cast as determined by a majority of the persons who run its day-to-day affairs); (iv) an authorized signature; and (v) evidence that such property owner is entitled to vote, which shall consist of a tax receipt, deed or other document which evidences ownership of real property within the District, and identifies the real property by location; and

(d) No voter shall apply for a Ballot later than January 2, 2008.

4. The Circuit Court Clerk of Jefferson County shall cause to be published a Notice of Election and Procedures for Application to Obtain Ballot in substantially the form attached hereto as Exhibit V. The publication shall occur in the *Countian*, a newspaper of general circulation in Jefferson County, Missouri, once a week for two consecutive weeks beginning December 21, 2007, and ending December 28, 2007.

5. The Circuit Court Clerk of Jefferson County shall mail a Ballot to each qualified voter who applied for a Ballot pursuant to Section 238.216.2 of the Act along with a return addressed envelope directed to the office of the Circuit Court Clerk of Jefferson County with a sworn affidavit on the reverse side of such envelope for the voter's signature. Such affidavit shall be in the following form:

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 which is entitled to vote, in this election.

Authorized signature

Printed name

If voter not an individual, printed name of entity

Address of voter

Mailing address of voter (if different)

Subscribed and sworn to before me this _____ day of _____, 2008.

Signature of Notary or other officer
authorized to administer oaths

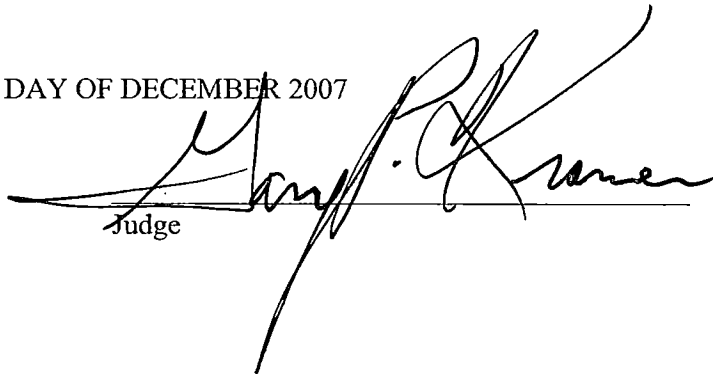
6. The Ballot for the election shall be mailed on January 29, 2008.
7. Each qualified voter shall have one vote per acre of real property owned within the District. Fractional voting shall be permitted.
8. The voted Ballots shall be returned to the office of the Circuit Court Clerk of Jefferson County by mail or hand delivery no later than 5:00 p.m. on March 11, 2008.
9. Upon the earlier of the return of all voted Ballots or March 11, 2008, the Circuit Court Clerk of Jefferson County shall transmit all voted Ballots to a team of judges of not less than four, with an equal number from each of the two major political parties, selected by this Court from a list compiled by the Clerk of Jefferson County. The team of judges shall verify the authenticity of the Ballots, canvass the votes, certify the results, and immediately transmit said certification to this Court.
10. Pursuant to Section 238.216.6 of the Act, the results of the election shall be entered upon the records of this Court and a certified copy of the results of the election shall be filed by the Petitioners with the Clerk of Jefferson County, who shall cause the same to be spread upon the records of the Jefferson County Commission.
11. Before construction or funding of 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 approval. If the Commission by minute finds that the State Portion of the Transportation Project will improve or is a necessary or desirable extension of the state highways and transportation system, the Commission may approve the State Portion of the Transportation Project, subject to the District making any revisions in the plans and specifications required by the

Commission, and the District and the Commission entering into a mutually satisfactory agreement regarding development and future maintenance of the State Portion of the Transportation Project.

12. The Local Portion of the Transportation Project is subject to the approval of the Petitioners, subject to all necessary permitting requirements of the Commission for connections of the Local Portion of the Transportation Project to the state highways and transportation system and subject to the District and the Petitioners developing the Local Portion of the Transportation Project in a manner compatible with the future development of the state highway system.

13. The costs of filing and defending the Petition and all publication and incidental costs incurred in obtaining this Court's certification of the Petition for voter approval shall be paid by the Petitioners.

SO ORDERED THIS 7 DAY OF DECEMBER 2007



Judge

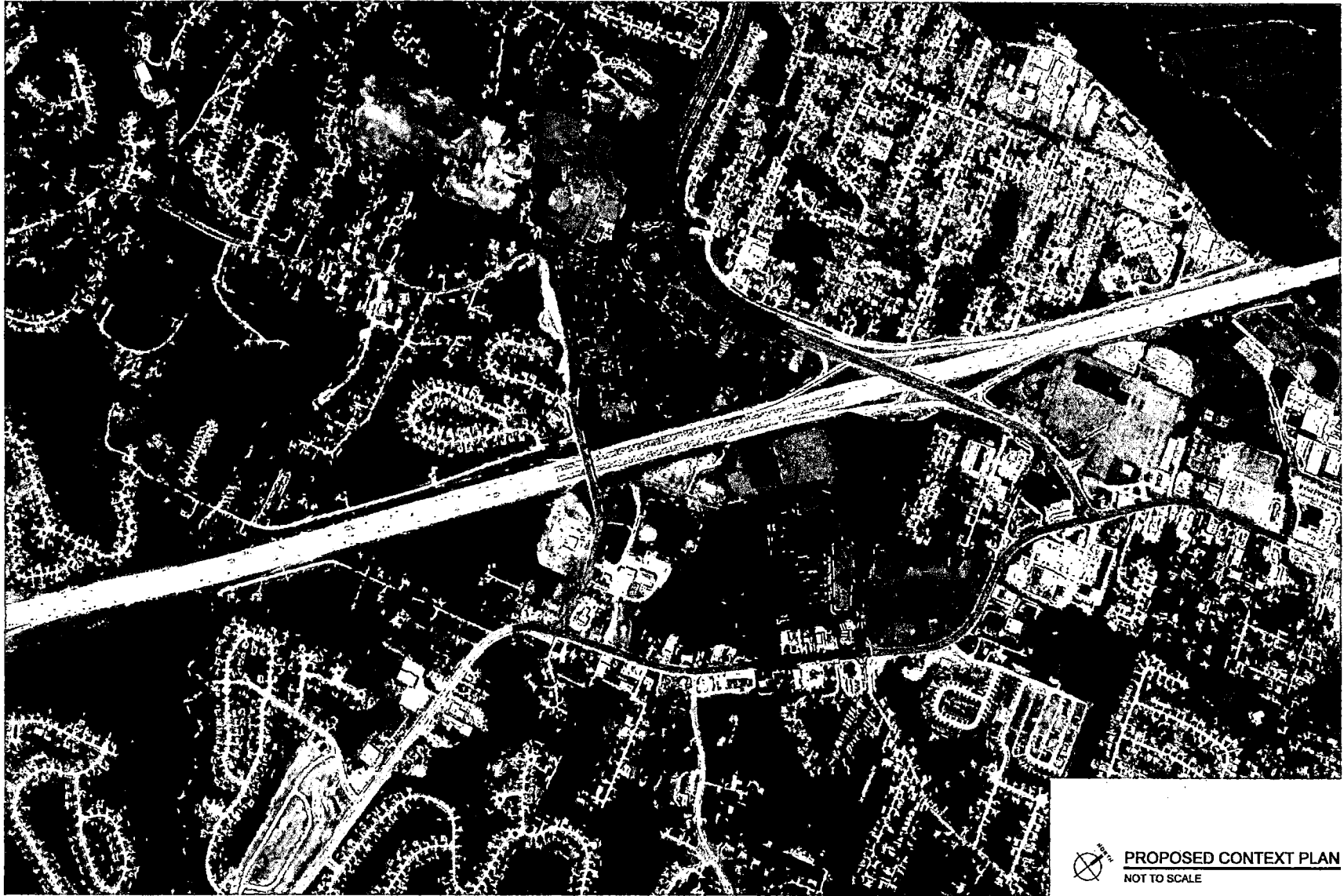
EXHIBIT I

DESCRIPTION OF THE PROPERTY

The Transportation Development District consists of the following property:

PROPERTY OWNER	PARCEL NUMBER	PROPERTY ADDRESS	CITY	STATE	ZIP CODE
JEFFCO ESTATE CORP	014.020.03001003.01	215 ARNOLD CROSSROADS	ARNOLD	MO	63010
FIRST BAPTIST CHURCH ARNOLD	019.030.02001026	2012 MISSOURI STATE RD	ARNOLD	MO	63010
FIRST BAPTIST CHURCH ARNOLD	019.030.01001035	2012 MISSOURI STATE RD	ARNOLD	MO	63010
FIRST BAPTIST CHURCH ARNOLD	019.030.01003026.01	2063 STECKEL	ARNOLD	MO	63010
FIRST BAPTIST CHURCH ARNOLD	019.030.01001037	2012 MISSOURI STATE RD	ARNOLD	MO	63010
DRURY INN	014.020.03001007.A	1201 DRURY LN	ARNOLD	MO	63010
DRURY PETROLEUM INC	014.020.03001010	1155 BIG BILL RD	ARNOLD	MO	63010
DENNYS	014.020.03001007.B	1203 DRURY LANE	ARNOLD	MO	63010
WALMART REAL EST BUS TRUST 555	019.029.02002001.01	2201 MICHIGAN AVE	ARNOLD	MO	63010
WATER TOWER LLC	019.029.02002001.07A	1201-1261 WATER TOWER PLAC	ARNOLD	MO	63010
WATER TOWER DEV & VALCOUR DEV	019.029.02002001.06				
WATER TOWER DEV & VALCOUR DEV	019.029.02002001.03				
WATER TOWER LLC	019.029.02002001.07B	1233 JEFFCO	ARNOLD	MO	63010
KOHL'S DEPARTMENT STORES INC	019.029.02002001.04	2150 MICHIGAN AVE	ARNOLD	MO	63010
WESTERN OIL INC	014.020.03001009	1205 BIG BILL RD	ARNOLD	MO	63010
GLOSS	019.030.01001028.01	1623 BIG BILL RD	ARNOLD	MO	63010
MCDONALDS CORP (24-635)	014.020.03001005	130 ARNOLD CROSSROADS	ARNOLD	MO	63010
	014.020.03003016.S	1200 BIG BILL RD	ARNOLD	MO	63010
CNL NET LEASE FUNDING 2001 LP	014.020.03003031	1220 BIG BILL RD	ARNOLD	MO	63010
JACK IN THE BOX	019.029.02002001.A	1247 JEFFCO	ARNOLD	MO	63010
LONG JOHN SILVERS	019.029.02002001.B	1275 JEFFCO	ARNOLD	MO	63010
CROMER DONNA M	019.029.02002035	1175 JEFFCO	ARNOLD	MO	63010
HALE WILLIAM S & PAMELA	019.029.02002035.01	1163 JEFFCO	ARNOLD	MO	63010
STEAK N SHAKE INC	014.020.03001006	3064 CROSSROAD	ARNOLD	MO	63010
ARNOLD CHURCH OF CHRIST	019.029.02002047	2267 SCOTT DR	ARNOLD	MO	63010
WATER TOWER DEVELOPMENT LLC	019.029.02002054	2340 ARNOLD DR	ARNOLD	MO	63010
WATER TOWER DEVELOPMENT LLC	019.029.02002053	2348 ARNOLD DR	ARNOLD	MO	63010
TOJA LTD INC	019.029.02002052	2354 ARNOLD DR	ARNOLD	MO	63010
WATER TOWER DEVELOPMENT LLC	019.029.02002049	2364 ARNOLD DR	ARNOLD	MO	63010
WATER TOWER DEVELOPMENT LLC	019.029.02002048	2376 ARNOLD DR	ARNOLD	MO	63010
WATER TOWER DEVELOPMENT LLC	019.029.02002048.01	2382 ARNOLD DR	ARNOLD	MO	63010
WATER TOWER DEVELOPMENT LLC	019.029.02002057	2355 ARNOLD DR	ARNOLD	MO	63010
WATER TOWER DEVELOPMENT LLC	019.029.02002058	2377 ARNOLD DR	ARNOLD	MO	63010
WATER TOWER DEVELOPMENT LLC	019.029.02002055	EMPTY LOT			
PROPERTY OWNER	PROPERTY DESCRIPTION				
THE ARNOLD TRIANGLE DEVELOPMENT, L.L.C.	Lots 1 through 7, Lots 10 through 14, 17, 18, 19, 21 and that portion of Lot 15 north of the right-in-right-out access to State Highway 141; all of such lots being lots in Arnold Commons Plat Two				
DIERBERGS ARNOLD, LLC	Lots 8 and 9 of Arnold Commons Plat One; recorded in plat book 242 pages 16 and 17				
MOSS ENTERPRISE, INC.	Lot 16 of Arnold Commons Plat Two				

EXHIBIT II
MAP OF THE DISTRICT



PROPOSED CONTEXT PLAN
NOT TO SCALE

**ARNOLD CENTRAL RETAIL/COMMERCIAL AREA
REGIONAL TRANSPORTATION DEVELOPMENT DISTRICT PLAN**

ARNOLD,
05.019

MISSOURI
08.13.07

EXHIBIT III

DESCRIPTION OF THE TRANSPORTATION PROJECT

The Transportation Project consists of the design and construction of the following road improvements in and adjacent to the District: (1) a new connection road between Missouri Highway 141 and Michigan Avenue, (2) relocation of Church Road, (3) a new intersection at Church Road, Missouri State Road and Old Lemay Ferry Road, (4) a new intersection at Church Road and Arnold Commons Drive (formerly known as Big Bill Road), (5) acceleration and de-acceleration lanes along the south side of Missouri Highway 141, (6) relocation of Arnold Commons Drive (formerly known as Big Bill Road), (7) landscaping and beautification of the intersection at Missouri Highway 141 and Interstate 55 and (8) improvements to Jeffco Boulevard, Missouri Highway 141 and other publicly accessible roadways, parking facilities and transportation-related improvements within the District.

The Transportation Project shall also include: (1) the costs associated with the development of a master road and transportation plan for the area in and adjacent to the District; (2) the costs associated with the operation and maintenance of the Transportation Project; (3) costs of right-of-way and other land acquisition, settlement and transfer, including relocation costs, taxes, surveys and other professional fees; (4) costs for demolition, earth work, erosion control, including paving, sanitary sewers, storm drainage, water systems and retention basins, provisions for the construction and/or relocation of utilities, including electric, gas, telephone, fiber optic cable, as well as landscaping, street lighting and environmental engineering and abatement; (5) costs for replacement of existing roadway surfaces, curbs and gutters, replacement or installation of sidewalks, traffic/pedestrian signalization, signage, street lighting and landscaping; (6) costs for legal and engineer's fees, construction cost financing, placement fees, interest, builder's risk insurance, design, engineering, development, project management, architect and contractor fees, as well as all other professional costs associated with the Transportation Project, including accounting and appraisal fees; and (7) the administrative, legal and accounting costs associated with the creation, administration and existence of the District and costs associated with the collection and enforcement of the TDD Sales Tax.

EXHIBIT IV

OFFICIAL BALLOT

OFFICIAL BALLOT

SPECIAL ELECTION

PROPOSITION TDD

(Mail-In Election)

Shall the Arnold Retail Corridor Transportation Development District (the "TDD") be organized within a portion of the City of Arnold, Missouri (as more specifically described on Exhibit A attached hereto) for the purpose of funding the design and construction of the following road improvements in and adjacent to the District: a new connection road between Missouri Highway 141 and Michigan Avenue, relocation of Church Road, a new intersection at Church Road, Missouri State Road and Old Lemay Ferry Road, a new intersection at Church Road and Arnold Commons Drive (formerly known as Big Bill Road), acceleration and de-acceleration lanes along the south side of Missouri Highway 141, relocation of Arnold Commons Drive (formerly known as Big Bill Road); landscaping and beautification of the intersection at Missouri Highway 141 and Interstate 55; improvements to Jeffco Boulevard, Missouri Highway 141 and other publicly-accessible roadways, parking facilities and transportation-related improvements benefitting the District; and other administrative and maintenance costs of the District and be authorized to impose a district-wide sales tax at the rate of up to one percent (1%) for a period not to exceed forty (40) years for the purpose of funding the transportation project?

YES

NO

INSTRUCTIONS TO VOTERS: If you are in favor of this proposition, place an X in the box opposite "YES." If you are opposed to this proposition, place an X in the box opposite "NO."

Please return your ballot in the enclosed self-addressed envelope to the office of the Circuit Court Clerk of Jefferson County by mail or hand delivery no later than 5:00 p.m. on March 11, 2008.

DATED: _____, 2008.

Authorized signature

Printed name

If voter not an individual, printed name of entity

Address of voter

Mailing address of voter (if different)

EXHIBIT A TO OFFICIAL BALLOT

[Insert Description and Map of District Boundaries]

EXHIBIT V

**NOTICE OF ELECTION AND PROCEDURES
FOR APPLICATION TO OBTAIN BALLOT**

NOTICE OF SPECIAL ELECTION

Notice is hereby given that ballots will be mailed on Tuesday, January 29, 2008, to any qualified voter who applies for a ballot pursuant to the procedures below, on the proposition contained in the following sample ballot:

SAMPLE BALLOT

SPECIAL ELECTION

PROPOSITION TDD

(Mail-In Election)

Shall the Arnold Retail Corridor Transportation Development District (the "TDD") be organized within a portion of the City of Arnold, Missouri (as more specifically described on Exhibit A attached hereto) for the purpose of funding the design and construction of the following road improvements in and adjacent to the District: a new connection road between Missouri Highway 141 and Michigan Avenue, relocation of Church Road, a new intersection at Church Road, Missouri State Road and Old Lemay Ferry Road, a new intersection at Church Road and Arnold Commons Drive (formerly known as Big Bill Road), acceleration and de-acceleration lanes along the south side of Missouri Highway 141, relocation of Arnold Commons Drive (formerly known as Big Bill Road); landscaping and beautification of the intersection at Missouri Highway 141 and Interstate 55; improvements to Jeffco Boulevard, Missouri Highway 141 and other publicly-accessible roadways, parking facilities and transportation-related improvements benefitting the District; and other administrative and maintenance costs of the District and be authorized to impose a district-wide sales tax at the rate of up to one percent (1%) for a period not to exceed forty (40) years for the purpose of funding the transportation project?

YES

NO

INSTRUCTIONS TO VOTERS: If you are in favor of this proposition, place an X in the box opposite "YES." If you are opposed to this proposition, place an X in the box opposite "NO."

Please return your ballot in the enclosed self-addressed envelope to the office of the Circuit Court Clerk of Jefferson County by mail or hand delivery no later than 5:00 p.m. on March 11, 2008.

PROCEDURES FOR APPLICATION TO OBTAIN BALLOT

Pursuant to Section 238.216.2 of the Missouri Transportation Development District Act, Sections 238.200 to 238.275 of the Revised Statutes of Missouri, as amended, application for a ballot shall be conducted as follows:

- (a) Only qualified voters shall be entitled to apply for a Ballot.
- (b) Each voter shall apply for a Ballot with the Circuit Court Clerk of Jefferson County.
- (c) Each voter applying for a Ballot shall provide:
 - (i) the property owner's name, address, mailing address, and phone number;
 - (ii) if the property owner is not an individual, the name and phone number of the individual who is authorized to vote on behalf of the entity;

(iii) if the property owner is not an individual, the authorized individual's basis of legal authority to vote on behalf of the entity (which shall be determined by the entity's articles of incorporation, articles of organization, articles of partnership, bylaws, or other document which sets forth an appropriate mechanism for the determination of the entity's vote; provided that, if the entity has no such mechanism, the entity's vote shall be cast as determined by a majority of the persons who run its day-to-day affairs);

(iv) an authorized signature; and

(v) evidence that such property owner is entitled to vote, which shall consist of a tax receipt, deed or other document which evidences ownership, and identifies the real property by location.

(d) **No voter shall apply for a Ballot later than January 2, 2008.**

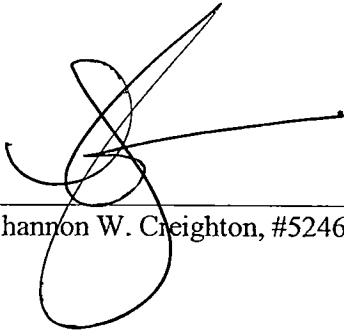
DATED: _____, 2007.

Circuit Court Clerk of Jefferson County

CERTIFICATE OF SERVICE

I hereby certify that a true, correct and complete copy of the above and foregoing was served via facsimile on the 11 day of December 2007, to:

Bryce Gamblin
Senior Administrative Counsel
Office of Chief Counsel
Missouri Department of Transportation
P.O. Box 270
Jefferson City, Missouri 65102
(573) 526-3651



Shannon W. Creighton, #52465