

PLEADINGS IN RE FORMATION OF TRIANGLE TDD

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

IN RE THE FORMATION OF THE ARNOLD TRIANGLE)
TRANSPORTATION DEVELOPMENT DISTRICT,)

CITY OF ARNOLD, MISSOURI,)
a Missouri political subdivision,)

Petitioner,)

v.)

MISSOURI HIGHWAYS AND)
TRANSPORTATION COMMISSION,)

Respondent.)

Cause No. 06JE-CC00120

MEMORANDUM

COME NOW Petitioner, by and through its attorneys, and, with the consent of the parties, file its
Motion for Entry of Consent Judgment and Order.

Respectfully submitted,

GILMORE & BELL, P.C.

By:

Mark D. Grimm, #34660
Shannon W. Creighton #52465
One Metropolitan Square, Suite 2350
St. Louis, Missouri 63102
(314) 436-1000
(314) 436-1166 (Facsimile)

ROBERT SWEENEY, ESQ.

By:

Robert Sweeney, #38322
9806 Big Bend Road
Kirkwood, Missouri 63122
(314) 821-9882
(314) 436-1166 (Facsimile)

Attorneys for Petitioner
City of Arnold, Missouri

CERTIFICATE OF SERVICE

I hereby certify that a true, correct and complete copy of the above and foregoing was served via first-class mail on the _____ day of August, 2006, to:

**Bryce Gamblin
Regional Counsel's Office
Missouri Highways and Transportation Commission
1590 Woodlake Drive
Chesterfield, Missouri 63017-5712**

Shannon W. Creighton, #52465

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

IN RE THE FORMATION OF THE ARNOLD TRIANGLE)
TRANSPORTATION DEVELOPMENT DISTRICT,)

CITY OF ARNOLD, MISSOURI,)
a Missouri political subdivision,)

Petitioner,)

v.)

MISSOURI HIGHWAYS AND)
TRANSPORTATION COMMISSION,)

Respondent.)

Cause No. 06JE-CC00120

MOTION FOR ENTRY OF CONSENT JUDGMENT AND ORDER

COME NOW Petitioner, by and through its attorneys, and requests this Court to enter its Consent Judgment and Order (the "Consent Judgment and Order") (attached hereto) in response to its Petition for the Formation of a Transportation Development District (the "Petition"). In support of this motion, Petitioner states as follows:

1. Pursuant to Section 238.210 of the Revised Statutes of Missouri, as amended, if no objections to the Petition are timely filed, the Court may make the certifications required pursuant to the Missouri Transportation Development District Act, Sections 238.200 to 238.275 of the Revised Statutes of Missouri, as amended (the "Act"), based upon the pleadings before it without any hearing.

2. No objections to the Petition have been filed.

3. Respondent Missouri Highways and Transportation Commission is not opposed to the entry of the Consent Judgment and Order.

WHEREFORE, for all of the above reasons, Petitioners respectfully requests that this Court enter its Consent Judgment and Order.

Respectfully submitted,

GILMORE & BELL, P.C.

By:

Mark D. Grimm, #34660
Shannon W. Creighton #52465
One Metropolitan Square, Suite 2350
St. Louis, Missouri 63102
(314) 436-1000
(314) 436-1166 (Facsimile)

ROBERT SWEENEY, ESQ.

By:

Robert Sweeney, #38322
9806 Big Bend Road
Kirkwood, Missouri 63122
(314) 821-9882
(314) 436-1166 (Facsimile)

Attorneys for Petitioner
City of Arnold, Missouri

SO ORDERED:

Judge

_____, 2006.

CERTIFICATE OF SERVICE

I hereby certify that a true, correct and complete copy of the above and foregoing was served via first-class mail on the _____ day of August, 2006, to:

Bryce Gamblin
Regional Counsel's Office
Missouri Highways and Transportation Commission
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Shannon W. Creighton, #52465

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

IN RE THE FORMATION OF THE ARNOLD TRIANGLE)
TRANSPORTATION DEVELOPMENT DISTRICT,)

CITY OF ARNOLD, MISSOURI,)
a Missouri political subdivision,)

Petitioner,)

v.)

MISSOURI HIGHWAYS AND)
TRANSPORTATION COMMISSION,)

Respondent.)

Cause No. 06JE-CC00120

CONSENT JUDGMENT AND ORDER

On this ___ day of August, 2006, pursuant to the Petitioner's, Motion for Entry of Consent Judgment and Order, this Court takes up the matter of organizing the Arnold Triangle Transportation Development District (the "District") pursuant to the Petitioner's Petition for the Formation of a Transportation Development District (the "Petition"). Respondent, the Missouri Highways and Transportation Commission, has filed no objections to the Petition and is not opposed to entry of this order. This Court, in consideration of the pleadings before it, the facts and the law, hereby enters its Findings, Certifications and Conclusions and its Consent Judgment and Order as follows:

FINDINGS, CERTIFICATIONS AND CONCLUSIONS

1. The proposed District consists of land on which there are no residential structures; accordingly, there are no persons eligible to be registered voters residing within the proposed District. The Petitioner is currently the owner of record of all real property located within the District (the "Property") and as such has standing to present the Petition for forming the District.

2. The Petitioner, as the owner of record of the Property, constitutes the only "qualified voter" for purposes of the Transportation Development District Act, Sections 238.200 to 238.275 of the Revised Statutes of Missouri, as amended (the "Act").

3. The Petition is not legally defective and the Respondent has been duly served with process in this action, or otherwise properly appeared in this action.

4. No objections to the Petition, timely or otherwise, have been filed.

5. The District is neither illegal nor unconstitutional.

6. The District is composed of contiguous land pursuant to Section 238.207.3 of the Act and includes the property legally described in **Exhibit A**, and incorporated herein by reference, as depicted on the map attached as **Exhibit B**, and incorporated herein by reference.

7. The District is properly, duly and lawfully organized and is established as a political subdivision pursuant to and in accordance with the Act for the sole purpose of funding the Transportation Project (as defined in the Petition).

8. The proposed funding method and mechanism (*i.e.*, the imposition of a sales tax at a rate of up to one percent (1%) (the "Sales Tax") pursuant to Section 238.235 of the Act) is neither illegal nor unconstitutional and the question of imposing the Sales Tax is hereby certified for qualified voter approval pursuant to Section 238.210.2 of the Act and, upon submission of a unanimous petition approving the measure submitted to the Petitioner, as the qualified voter, pursuant to Section 238.216.1(3) of the Act and approval and adoption of a resolution by the board of directors of the District, the District may impose the Sales Tax for a period of forty years from the date such tax is first imposed.

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

10. A portion of the proposed Transportation Project described in the Petition is intended to be merged into the state highways and transportation system under the Respondent's jurisdiction (the "State Portion of the Transportation Project") and therefore, 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 specification, to the Respondent for its prior approval. Upon submission of the State Portion of the Transportation Project, if the Respondent by minute finds that the State Portion of the Transportation Project will improve or is necessary or desirable extension of

the state highways and transportation system, the Respondent may approve the State Portion of the Transportation Project subject to the District making any revisions in the plans and specifications required by the Respondent, and the District and the Respondent entering into a mutually satisfactory agreement regarding development and future maintenance of the State Portion of the Transportation Project.

11. The remaining portion of the Transportation Project described in the Petition is under the Petitioner's jurisdiction (the "City Portion of the Transportation Project") and therefore, the District shall submit the City Portion of the Transportation Project, together with the proposed plans and specifications, to the Petitioner for its prior approval which shall be subject to the District making any revisions in the plans and specifications required by the Petitioner and the District and the Petitioner entering into a mutually satisfactory agreement regarding development and future maintenance of the City Portion of the Transportation Project.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED, that:

A. The Petition is not legally defective and the Sales Tax is neither illegal nor unconstitutional.

B. The District is hereby established as a political subdivision pursuant to and in accordance with the Act for the sole purpose of funding the Transportation Project through the imposition of the Sales Tax and includes in its boundaries all the real property described in **Exhibit A** attached to this Judgment and Order.

C. The District shall have only those powers, rights and obligations set forth in the Petition and the Act, and such implied powers, rights and obligations as are necessary to the execution thereof and necessary and appropriate to its purpose described in the Petition and not inconsistent with the Act.

D. Upon approval and adoption of a resolution by the board of directors of the District and submission of a unanimous petition approving the measure submitted to them as voters pursuant to Section 238.216.1(3) of the Act, the District may impose a sales tax at a rate up to one percent (1%) pursuant to Section 238.235 of the Act for a period of forty years from the date such tax is first imposed for the sole purpose of funding the Transportation Project.

E. The Circuit Court Clerk is ordered to and shall give notice of and call a meeting of all owners of record of the Property pursuant to Section 238.220.2 of the Act, said meeting to be held at _____ .m., on August __, 2006 at the Arnold City Hall, 2101 Jeffco Boulevard, Arnold, Missouri, to elect the initial board of directors of the District (which shall consist of five (5) owners or representatives of owners of the Property) and a chairman and secretary of the meeting to conduct the election.

F. The board of directors of the District shall have its first meeting at _____ .m., on August __, 2006 at the Arnold City Hall, 2101 Jeffco Boulevard, Arnold, Missouri.

G. The Circuit Court Clerk is ordered to and shall verify the authenticity of all signatures submitted on a unanimous petition of the property owners within the District approving any measure submitted to them as voters in accordance with Section 238.216.1(3) of the Act by acknowledging and certifying that such signatures have been duly notarized in accordance with Missouri law.

H. The Petitioner and the District will enter into an agreement whereby the Petitioner shall construct or cause to be constructed the Transportation Project and the District shall remit to the Petitioner all revenues from the Sales Tax as reimbursement to the Petitioner for the costs incurred in constructing and implementing the Transportation Project.

I. 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 Respondent for its approval. If the Respondent 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 Respondent may approve the State Portion of the Transportation Project, subject to the District making any revisions in the plans and specifications required by the Respondent, and the District and the Respondent entering into a mutually satisfactory agreement regarding development and future maintenance of the State Portion of the Transportation Project.

J. The City Portion of the Transportation Project is subject to the approval of the Petitioner, subject to all necessary permitting requirements of the Respondent for connections of the City Portion of

the Transportation Project to the state highways and transportation system and subject to the District submitting the City Portion of the Transportation Project, together with the proposed plans and specifications, to the Petitioner, the District making any revisions in the plans and specifications required by the Petitioner and the District and the Petitioner entering into a mutually satisfactory agreement regarding development and future maintenance of the City Portion of the Transportation Project.

K. 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 District.

SO ORDERED, this ___ day of August, 2006.

Judge

CERTIFICATE OF SERVICE

I hereby certify that a true, correct and complete copy of the above and foregoing was served via first-class mail on the _____ day of August, 2006, to:

Bryce Gamblin
Regional Counsel's Office
Missouri Highways and Transportation Commission
1590 Woodlake Drive
Chesterfield, Missouri 63017-5712

Shannon W. Creighton, #52465

IN THE CIRCUIT COURT OF JEFFERSON COUNTY
STATE OF MISSOURI

IN RE THE FORMATION OF THE)	
ARNOLD TRIANGLE TRANSPORTATION)	
DEVELOPMENT DISTRICT)	
)	
CITY OF ARNOLD, MISSOURI,)	
)	
Petitioner)	Case No.: 06JE-CC00120
)	
vs.)	
)	Division No.:
MISSOURI HIGHWAYS AND)	
TRANSPORTATION COMMISSION,)	
)	
Respondent.)	

**ANSWER OF MISSOURI HIGHWAYS AND TRANSPORTATION COMMISSION
TO PETITION FOR THE CREATION OF A TRANSPORTATION
DEVELOPMENT DISTRICT**

COMES NOW Respondent Missouri Highways and Transportation Commission (the "**Commission**") and for its *Answer* to the Petition for the Formation of a Transportation Development District (the "**Petition**") pursuant to the provisions of the Missouri Transportation Development District Act, Sections 238.200 to 238.275 of the Revised Statutes of Missouri, as amended, (the "**TDD Act**"), states as follows:

1. The Commission lacks sufficient knowledge with which to form a belief as to the truth or falsity of the allegations contained in Paragraphs 1, 3-14, 16-26 of the Petition and, therefore, denies same.

2. The Commission admits the allegation contained in Paragraphs 2 and 15 of the Petition.

FURTHER RESPONSE

3. In further response to the Petition, the Commission states that, provided Petitioner can prove the allegations contained in the Petition, it knows of no legal or other reasons that the Petition is defective.

4. In further response to the Petition, the Commission states that, provided Petitioner can prove the allegations contained in the Petition, it knows of no legal or other reasons why the proposed Transportation Development District (the "**District**") would be either illegal or unconstitutional.

5. The Commission states that provided Petitioner can prove the allegations contained in the Petition, it knows of no legal or other reasons why the proposed method of funding the District would be either illegal or unconstitutional.

6. In further response to the Petition and pursuant to Section 238.225 RSMo, the Commission affirmatively states that it has a direct interest in a portion of the proposed Transportation Project described in the Petition and that portion 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 that, therefore, 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 prior approval.

7. In further response to the Petition and pursuant to Section 238.225.1 RSMo, the Commission affirmatively states that, upon submission of the State Portion of the Transportation Project, 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

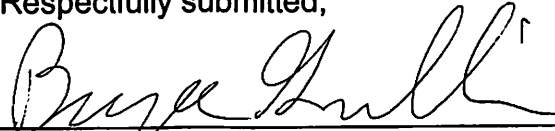
to the District making any revisions in the plans and specifications required by the Commission, and the District and the Commission entering into a mutually satisfactory cooperative agreement regarding development and future maintenance of the State Portion of the Transportation Project.

8. In further response to the Petition and pursuant to Section 238.225.3 RSMo, the Commission affirmatively states that it is not opposed to the creation of this TDD.

9. The filing of this answer by the Commission should not be construed as a commitment by the Commission to funding any portion of the proposed Transportation Project.

WHEREFORE, Respondent, Missouri Highways and Transportation Commission, respectfully prays that upon proof to the satisfaction of the Court that the allegations contained in the Petition are true: (A) that the Court find that the Commission has jurisdiction over the State Portion of the Transportation Project; (B) that the Court enter its order that, 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 prior approval and that, upon submission of the State Portion of the Transportation Project, 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

Respectfully submitted,



Bryce Gamblin #45730
Senior Administrative Counsel

Rich Tiemeyer #23284
Chief Counsel

Missouri Highways and Transportation Commission
Chief Counsel's Office
P.O. Box 270
105 W. Capitol
Jefferson City, MO 65102
Phone No. (573) 751-7450
Fax No. (573) 526-4408

ATTORNEYS FOR RESPONDENT
MISSOURI HIGHWAYS AND
TRANSPORTATION COMMISSION


CERTIFICATE OF SERVICE

I hereby certify that a true, correct and complete copy of the above Answer was mailed by United States mail, postage prepaid, this 6th day of July, 2006, to the following:

Robert Sweeney, Esq.
9506 Big Bend Road
Kirkwood, MO 63122

Mark Grimm/Shannon Creighton
Gillmore & Bell, P.C.
One Metropolitan Square, Suite 2350
St. Louis, MO 63102

Attorneys for Petitioner City of Arnold


Bryce D. Gamblin

FILING INFORMATION SHEET

FILED

JUN 09 2006

INSTRUCTIONS:

- ✓ Complete this form for all parties known at the time of filing.
- ✓ If additional space is needed, complete additional Filing Information Sheets.

NOTE: SSN is *required* if the party is a person; exception can only be granted if the information is not reasonably available.

HOWARD WAGNER
CIRCUIT CLERK

Filing Date: June 9, 2006 County: Jefferson County

Style of Case: In Re The Formation of the Arnold Triangle Transportation Development District
(i.e., In the Estate of; In the Matter of; Petitioner v. Respondent.) City of Arnold, Missouri v. Missouri Highways and Transportation Commission

Case Type Code: X1 Case Type Description: Other Miscellaneous Action
Provide the most appropriate two-letter Case Type code & description.
(Found on the Case Types List at www.courts.mo.gov on the Court Forms/Filing Information page.)

NOTE TO FILING COURT: Filing information sheets are *confidential records*. File in case number sequence and store separately from the case file, or destroy upon entry of the information or when no longer needed.

Party Type Code: PET Party Type Description: Petitioner
Provide the appropriate Party Type Code and description.
(Found on the Party Types List at www.courts.mo.gov on the Court Forms/Filing Information page.)

Last Name: City of Arnold, Missouri First Name: _____

Middle Name: _____ Address: 2101 Jeffco Boulevard

City: Arnold State: MO Zip: 63010

DOB/DOD: N/A SSN/Bar ID: N/A
Bar ID required if attorney

Party Type Code: RES Party Type Description: Respondent
Provide the appropriate Party Type Code and description.
(Found on the Party Types List at www.courts.mo.gov on the Court Forms/Filing Information page.)

Last Name: Missouri Highways and Transportation Commission First Name: _____

Middle Name: _____ Address: 105 West Capitol Avenue

City: Jefferson City State: MO Zip: 65101

DOB/DOD: N/A SSN/Bar ID: N/A
Bar ID required if attorney

Party Type Code: _____ Party Type Description: _____
Provide the appropriate Party Type Code and description.
(Found on the Party Types List at www.courts.mo.gov on the Court Forms/Filing Information page.)

Last Name: _____ First Name: _____

Middle Name: _____ Address: _____

City: _____ State: _____ Zip: _____

DOB/DOD: _____ SSN/Bar ID: _____
Bar ID required if attorney

Submitted by: Shannon W. Creighton Bar ID: 52465
required (if attorney)

Phone: (314) 436-1000

Party Representing: Petitioner

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

FILED

JUN 09 2006

**HOWARD WAGNER
CIRCUIT CLERK**

IN RE THE FORMATION OF THE ARNOLD TRIANGLE)
TRANSPORTATION DEVELOPMENT DISTRICT,)

CITY OF ARNOLD, MISSOURI,)
a Missouri political subdivision,)

Petitioner,)

v.)

MISSOURI HIGHWAYS AND)
TRANSPORTATION COMMISSION)

105 West Capitol Avenue)

Jefferson City, Missouri 65101)

SERVE: Mari Ann Winters)

Secretary to the Commission)

105 West Capitol Avenue)

Jefferson City, Missouri 65101,)

Respondent.)

Cause No. _____

PETITION FOR THE FORMATION OF
A TRANSPORTATION DEVELOPMENT DISTRICT

COME NOW Petitioner, by and through its attorneys, and pursuant to the Missouri Transportation Development District Act, Sections 238.200 to 238.275 of the Revised Statutes of Missouri, as amended (the "TDD Act"), petitions the Court for the purpose of forming a transportation development district (the "District"), and in support states as follows:

THE PARTIES

1. Petitioner City of Arnold, Missouri (the "City"), is an incorporated political subdivision of the State of Missouri and is the owner of record of all of the real property located within the proposed District. Petitioner is also a "local transportation authority" within the meaning of Section 238.202.1(4) of the TDD Act and an "affected local transportation authority" under Section 238.207.4(2) of the TDD Act.

2. Respondent Missouri Highways and Transportation Commission (the "Commission") is the constitutional authority responsible for constructing and maintaining the Missouri highway system and is a necessary party under Section 238.207.4(2) of the TDD Act.

BACKGROUND

3. On November 20, 2003, the City Council of the City adopted Ordinance No. 8.184, creating the Tax Increment Financing Commission of the City of Arnold, Missouri (the "TIF Commission") and empowered the TIF Commission to transact business and exercise its powers authorized by the Real Property Tax Increment Allocation Redevelopment Act, Sections 99.800 to 99.865 of the Revised Statutes of Missouri, as amended (the "TIF Act").

4. On March 1, 2004, the City published in the *St. Louis Post-Dispatch*, a newspaper of general circulation within the City, a notice soliciting proposals for the redevelopment of the property generally located in the southwest quadrant of the intersection of Interstate 55 and U.S. Highway 141 in the City (the "Original Redevelopment Area"). In response to a solicitation of proposals by the City, THF Arnold Triangle Development, L.L.C. (the "Developer") submitted a proposal (the "Redevelopment Proposal") for redevelopment of the Redevelopment Area to the City.

5. Following a public hearing held on January 19, 2005, in accordance with the TIF Act, the TIF Commission recommended that the City: (a) approve the Redevelopment Plan for the Arnold Triangle Redevelopment Area (the "Original Redevelopment Plan"), (b) approve and designate the Original Redevelopment Area as a "redevelopment area" as provided in the TIF Act, (c) approve the redevelopment projects described in the Redevelopment Plan (the "Original Redevelopment Project") and (4) adopt tax increment financing with respect to the Original Redevelopment Project.

6. On September 15, 2005, after due consideration of the TIF Commission's recommendations, the City Council adopted (1) Ordinance No. 14.376 approving the Original Redevelopment Plan, designating the Original Redevelopment Area as a "redevelopment area" as provided in the TIF Act, approving the Original Redevelopment Project and adopting tax increment financing within the Original Redevelopment Area, and (2) Ordinance No. 14.377 designating the Developer as the developer and authorizing the City to enter into a Redevelopment Agreement with the Developer and a District Development Agreement with the Developer, and, following their formation and

ratification of the District Project Agreement, the Arnold Triangle Community Improvement District and the District.

7. The City Council determined that, upon the advice of the City's staff and consultants and the Developer, it would be desirable to amend the Original Redevelopment Plan and the Original Redevelopment Project to enlarge the boundaries of the Original Redevelopment Area.

8. Following a public hearing held on March 8, 2006, continued to and concluded on March 22, 2006, in accordance with the TIF Act, the TIF Commission recommended that the City: (a) approve the 2006 Amendment, Arnold Triangle Redevelopment Area, Tax Increment Financing Redevelopment Plan & Project (the "2006 Amendment" and, collectively with the Original Redevelopment Plan, the "Redevelopment Plan"), (b) approve and designate the amended redevelopment area as a "redevelopment area" as provided in the TIF Act (as amended, the "Redevelopment Area"), (c) approve the redevelopment projects described in the Redevelopment Plan (as amended, the "Redevelopment Project") and (4) adopt tax increment financing with respect to the Redevelopment Project.

9. The Redevelopment Area is generally bounded by Interstate 55 on the east, State Highway 141 on the north and Church Road on the west, but will also incorporate 15 parcels on the western side of Church Road and four (4) parcels northwest of the intersection of Big Bill Boulevard and Church Road.

10. On May 4, 2006, after due consideration of the TIF Commission's recommendations, the City Council adopted (1) Ordinance No. 14.377 approving the Redevelopment Plan, designating the Redevelopment Area as a "redevelopment area" as provided in the TIF Act and approving the Redevelopment Project, and (2) Ordinance No. 14.387 authorizing the City to enter into an Amended and Restated Redevelopment Agreement (the "Redevelopment Agreement") with the Development and Arnold Triangle Project, Inc., and an Amended and Restated District Development Agreement (the "District Project Agreement") with the Developer, and, following their formation and ratification of the District Project Agreement, the Arnold Triangle Community Improvement District and the District.

11. Pursuant to the Redevelopment Agreement and the District Project Agreement, the City and the Developer agreed that the District shall be created for the purpose of providing tax revenues to fund the construction and implementation of certain projects related to the Redevelopment Project which constitute a “project” within the meaning of the TDD Act (the “Transportation Project”).

12. The City desires to create the District under the TDD Act for the sole purpose of funding the Transportation Project through the imposition of a transportation development district sales tax (the “Sales Tax”) pursuant to Section 238.235 of the TDD Act. The proceeds of the Sales Tax will be deposited into a special trust fund and used for the sole purpose of funding the Transportation Project.

PETITION REQUIREMENTS

13. There are no persons eligible to be registered voters residing within the proposed District.

14. The name and address of the owner of record of all real property located within the proposed District is as follows:

City of Arnold, Missouri
2101 Jeffco Boulevard
Arnold, Missouri 63010

15. The name and address of each Respondent is as follows:

Missouri Highways and Transportation Commission
105 West Capitol Avenue
Jefferson City, Missouri 65102

16. The proposed District is contiguous.

17. A legal description of the property to be included in the proposed District is contained in **Exhibit A** and shown on the map that is contained in **Exhibit B**, copies of which are attached hereto and incorporated herein.

18. Petitioner proposes that certain transportation-related improvements be undertaken by the District (collectively, the “Transportation Project”). A general description and location of the Transportation Project is contained in **Exhibit C** attached hereto and incorporated herein.

19. The name of the proposed District will be the “Arnold Triangle Transportation Development District.”

20. The board of directors of the District will be composed of five (5) members.

21. The terms of office of the initial members of the board of directors of the District will be staggered, the two (2) members receiving the highest number of votes will have an initial three-year term, the two (2) members receiving the next highest number of votes will have an initial two-year term, and the one (1) member receiving the fewest votes will have an initial one-year term. After the initial terms, all members of the board of directors of the District will be elected for three-year terms. The City and the Commission shall each appoint one advisor to the board of directors of the District as provided in Sections 238.220.4 and 238.220.5 of the TDD Act.

22. The Transportation Project will be funded from the proceeds of a sales tax imposed by the District upon approval of the qualified voters of the proposed District pursuant to the TDD Act (the "Sales Tax"). Pursuant to the TDD Act, the Sales Tax may be imposed at a rate of one-eighth of one percent up to a maximum of one percent 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 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 outboard motors nor to public utilities. Pursuant to the Redevelopment Agreement and the District Project Agreement, the board of directors of the proposed District will adopt a resolution imposing the Sales Tax at a rate of up to one percent (1%) and will request that the Sales Tax be submitted to the qualified voters for approval. Pursuant to the TDD Act, all proceeds of the Sales Tax shall be applied for the sole purpose of funding the Transportation Project; provided that the District may deduct from such Sales Tax revenues the District's reasonable and actual cost of administering, collecting, enforcing the Sales Tax and costs of operating the District in the reasonable exercise of its discretion and the costs of filing and defending this Petition pursuant to Section 238.217 of the TDD Act.

23. Pursuant to Section 238.250 of the TDD Act, the Redevelopment Agreement and the District Project Agreement, the District will ratify the terms of the District Project Agreement whereby the District shall designate the City and the Developer as its agents for the purpose of constructing the

Transportation Project and the District shall issue TDD Obligations (as defined in the District Project Agreement) to the City and the Developer as reimbursement for the costs incurred in constructing and implementing the Transportation Project. The District shall pledge, subject to appropriation, the available revenues generated from the Sales Tax to the repayment of the TDD Obligations.

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

DISSOLUTION OF THE DISTRICT AND REPEAL OF THE SALES TAX

25. The Petitioner, as the owner of record of all real property located within the proposed District, may file a petition with the Circuit Court seeking to dissolve the District prior to the meeting at which the board of directors of the District will be elected. After election of the board of directors of the District, the District shall be dissolved only in compliance with Section 238.275 of the TDD Act.

26. In no event shall the Sales Tax be repealed, in whole or in part, nor shall the District be dissolved, unless such repeal or dissolution does not impair the payment of any notes, bonds or other obligations (which may include tax increment revenue notes or bonds that are payable in part from the Sales Tax).

WHEREFORE, the Petitioner requests that the Court enter a judgment and decree pursuant to the TDD Act:

1. Finding and certifying that the Petition is not legally defective and that the Respondent has been duly served with process in this action;
2. Finding and certifying that the proposed District is contiguous;
3. Finding and certifying that the proposed District is neither illegal nor unconstitutional;
4. Finding and certifying that the proposed District is properly, duly and lawfully organized;
5. Finding and certifying that the proposed District is established as a political subdivision pursuant to and in accordance with the TDD Act for the sole purpose of funding the Transportation Project through the imposition of the Sales Tax;

6. Finding and certifying that the proposed funding method and mechanism is neither illegal nor unconstitutional and is certified for qualified voter approval pursuant to Section 238.210.2 of the TDD Act;

7. Finding and certifying that the proposed District is not an undue burden on any owner of property within the District and is not unjust or unreasonable;

8. Finding that there are no persons eligible to be registered voters residing within the District and that the owners of record of the real property located within the District are the “qualified voters” pursuant to the TDD Act;

9. Ordering the Circuit Court Clerk of Jefferson County to give notice of and to call a meeting of the owners of record of real property within the District at a specified day and hour in a public place in Jefferson County, Missouri, for the purpose of electing the initial board of directors of the District and a chairman and secretary of the meeting to conduct the election;

10. Ordering the Circuit Court Clerk of Jefferson County to give notice of and to call a meeting of the board of directors of the District at a specified day and hour in a public place in Jefferson County, Missouri;

11. Ordering that, upon approval and adoption of a resolution by the board of directors of the District imposing the Sales Tax, an election be held in conformance with the requirements of Section 238.216 of the TDD Act, at which election the qualified voters of the District will consider whether to impose the Sales Tax;

12. Ordering that, upon submission of any ballot by unanimous petition submitted pursuant to Section 238.216.1(3) of the TDD Act, the Circuit Court Clerk of Jefferson County, Missouri, shall verify the authenticity of all signatures thereon, pursuant to Section 238.216 of the TDD Act, by certifying all signatures have been duly notarized; and

13. Petitioner further requests the Court make any additional findings and orders and grant such other further relief which the Court deems necessary and proper.

Respectfully submitted,

GILMORE & BELL, P.C.

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ROBERT SWEENEY, ESQ.

By: 

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Attorneys for Petitioner
City of Arnold, Missouri

EXHIBIT A

LEGAL DESCRIPTION OF DISTRICT BOUNDARIES

A tract of land located in Lot 17 of U.S. Survey No. 2991, Township 43 North, Ranges 5 and 6 East and being composed of the Southeast part of a tract of 0.77 of an acre conveyed by Joseph Zipp and wife to Charles J. Siedler by deed dated June 30, 1908 and recorded in book 66, page 578 of the records in the Recorder's Office within and for Jefferson County, Missouri; also 0.23 of an acre conveyed by Hubert Becker and wife to Charles J. Siedler by deed dated December 3, 1908 and recorded in book 67 at page 171; also the Northwest part of a tract of 0.96 of an acre conveyed to Charles J. Siedler by James A. Gray and wife by deed dated February 17, 1916 and recorded in book 81 at page 501; also Lots 1 and 2 of Hubert Becker's Addition recorded in plat book 3, page 30, said entire tract so composed being described by metes and bounds as follows: Beginning at the most Southern corner of a tract of 0.47 of an acre conveyed by Charles J. Siedler and wife to Peter Frederitzi by deed dated December 3, 1908 and recorded in book 67 at page 172 and running thence South 39 degrees 15 minutes East 99.5 feet to the most Western corner of the tract of 0.23 of an acre conveyed by Hubert Becker and with to Charles J. Siedler as above recited; thence South 28 degrees 01 minute West 173.1 feet to a stone marking the most Western corner of the tract of 0.96 of an acre conveyed by James A. Gray and wife to Charles J. Siedler as above recited; thence South 39 degrees 40 minutes East 33.8 feet; thence North 51 degrees 01 minute East 389 feet to the most Eastern corner of Lot 2 of Hubert Becker's Addition; thence North 39 degrees 40 minutes West 100 feet to the most Northern corner of Lot 1 of said Addition and the most Eastern corner of the 0.23 of an acre above recited; thence North 43 degrees 30 minutes West 119.46 feet; thence South 46 degrees 25 minutes West 220.44 feet to the place of beginning.

All of Lot 3 of HUBERT BECKER'S ADDITION TO THE TOWN OF MAXVILLE, a subdivision as shown by plat on file in the Recorder's Office of Jefferson County, Missouri, in plat book 3, page 30.

ALSO, a parcel of land in Lot 17 of U.S. Survey 2991, Township 43, Ranges 5 and 6 East, described as follows, to wit: Beginning at the southeast corner of Lot 3 described above, thence South 51 degrees 01 minute West 157 feet to a stake for a corner; thence North 39 degrees 40 minutes West 50 feet; thence north 51 degrees 01 minute East, 157 feet to the Southwest corner of said Lot 3; then South 39 degrees 40 minutes East 50 feet to the place of beginning.

Located within the city limits of Arnold, Missouri
Being Parcel No. 01-9.0-30.0-1-003-005.

Lot 4 of Hubert Becker's Addition to the Town of Maxville, as shown by plat on file in the Recorder's Office of Jefferson County, Missouri, in plat book 3, page 30.

All that part of Lot 5 of Hubert Becker's Addition to the Town of Maxville, being a part of Lot 17 of Subdivision of U.S. Survey No. 2991, Township 43, Ranges 5 and 6 East, as shown by plat recorded in the Recorder's Office of Jefferson County, Missouri described as follows: Beginning at a point on the most Northerly line of said Lot 5, 10 feet, North 39 degrees 40 minutes West from the most Easterly corner of said Lot 5; thence continuing along said lot line, North 39 degrees 40 minutes West 40 feet to the most Northerly corner thereof; thence South 51 degrees 1 minutes West 232 feet to the most Westerly corner of said Lot 5; thence South 39 degrees 40 minutes East along the most Southerly line of said Lot 5, 40 feet; thence North 51 degrees 1 minute East 232 feet to the place of beginning.

A part of Lot 5 and 6 of HUBERT BECKER'S ADDITION to the Town of Maxville, as shown by plat recorded in Plat Book 3 at Page 30 of the Jefferson County Records more particularly described as follows:

Beginning at the most Eastern corner of Lot 6 of said Hubert Becker's Addition; thence South 51 degrees 01 minutes 00 seconds West, along the Southeasterly line of said Lot 6, a distance of 64.01 feet; thence North 40 degrees 05 minutes 05 seconds West a distance of 60.01 feet to a point on the Northwesterly line of the Southerly 10 feet of Lot 5; thence North 51 degrees 01 minutes 00 seconds East, along said Northwesterly line of the Southerly 10 feet of Lot 5, a distance of 64.45 feet to a point on the existing Southwesterly right of way line of Church Avenue and the Northeasterly line of said Lot 5; thence South 39 degrees 40 minutes 00 seconds East, along said right of way line, being also the Northeasterly line of said Lot 5 and the Northeasterly line of Lot 6, a distance of 60.00 feet to the Point of Beginning, containing 0.09 acres, more or less.

All that part of Lot 17 of U.S. Survey 2991 in Township 43, Ranges 5 and 6 East, described as follows: Beginning at the Easterly corner of Lot 6 of Hubert Becker's Addition to the Town of Maxville and running thence South 51 degrees 1 minute West 389 feet to a stone from which a post oak 14 inches in diameter bears North 60 degrees West 16 ½ feet distant and a post oak 4 inches in diameter bears South 49 degrees 30 minutes East 9.7 feet distant; thence South 39 degrees 40 minutes East 112 feet to a lime stone 2 x 3 x 16 inches from which a post oak 8 inches in diameter bears North 8 degrees 15 minutes East 5.4 feet distant a post oak 5 inches in diameter bears South 56 degrees East 10.9 feet distant; thence North 51 degrees 1 minute East 389 feet to the Southwest side of Church Avenue or County Road North 39 degrees 40 minutes West 112 feet to the place of beginning, and being the same tract of land acquired by deed dated the 25th of April, 1914, from Hubert Becker and Anne E. Becker, his wife to Henry Marx, Sr. and recorded at Hillsboro, Jefferson County, Missouri, in record book 75, page 453.

All that part of Lot 17 of U.S. Survey 2991, Township 43 North, Range 6 East, Jefferson County, Missouri, described as follows: Beginning on the South side of Church Avenue and on the Northeast corner of land owned by Henry Marx, Sr., land and along said Marx land in a Southwesterly direction 232 feet; thence in a Southeasterly direction 100 feet; then East to Church Avenue 232 feet; thence along side Church Avenue (being a county road) 100 feet to the place of beginning.

All that part of Lot 17 of U.S. Survey No. 2991, described as follows: Beginning at a point on the West side of Church Avenue at the most Eastern corner of a tract of land conveyed by Hubert Becker and wife to August Meyer by Warranty Deed dated July 2, 1912, and recorded in book 72, page 377 of the Jefferson County Land Records, from which point the most Eastern corner of Lot 6 of Hubert Becker's Addition bears North 39 degrees 40 minutes West 212 feet distant; thence South 51 degrees 01 minute West along the Southeastern line of said Meyer tract 232 feet to the most Southern corner of said tract; thence South 39 degrees 40 minutes East parallel to Church Avenue 100 feet to a point; thence North 51 degrees 01 minute East 232 to a point in the Western line of Church Avenue; thence North 39 degrees 40 minutes West along said line 100 feet to the place of beginning, being the same real estate conveyed by Hubert Becker and Anna E. Becker, his wife to Barney K. Puers by Warranty Deed dated July 2, 1912 and recorded in book 72, page 378.

LESS and EXCEPTING therefrom that portion conveyed to State of Missouri, according to instrument recorded in book 323, page 106.

All that part of Lot 17 of U.S. Survey No 2991, described as follows:

Beginning at a point on the West line of the county road at the North corner of a tract conveyed by Anna Becker, et al, to Katie Arnold and husband, by deed recorded in book 100, page 177; thence South 41 degrees 40 minutes East along the West side of said road 107.6 feet; thence South 50 degrees West 404.7 feet; thence North 41 degrees 40 minutes West 107.6; thence North 50 degrees 404.7 feet to the place of beginning.

Less and excepting therefrom that part of said real estate conveyed to Gustave Vogel and wife, by deed dated February 6, 1960, recorded in book 294, page 616 of the Jefferson County Land Records.

Also, less and excepting therefrom that part of said real estate conveyed by John S. Becker and wife to State of Missouri, by instrument dated September 2, 1961 and recorded in book 318, page 621 of the Jefferson County Land Records.

Lot 26 of STARDUST ACRES, a subdivision as shown by plat on file in the Recorder's Office of Jefferson County, Missouri, in plat book 21, page 26.

LESS and EXCEPTING therefrom that portion conveyed to the State of Missouri, according to instrument recorded in book 367, page 72.

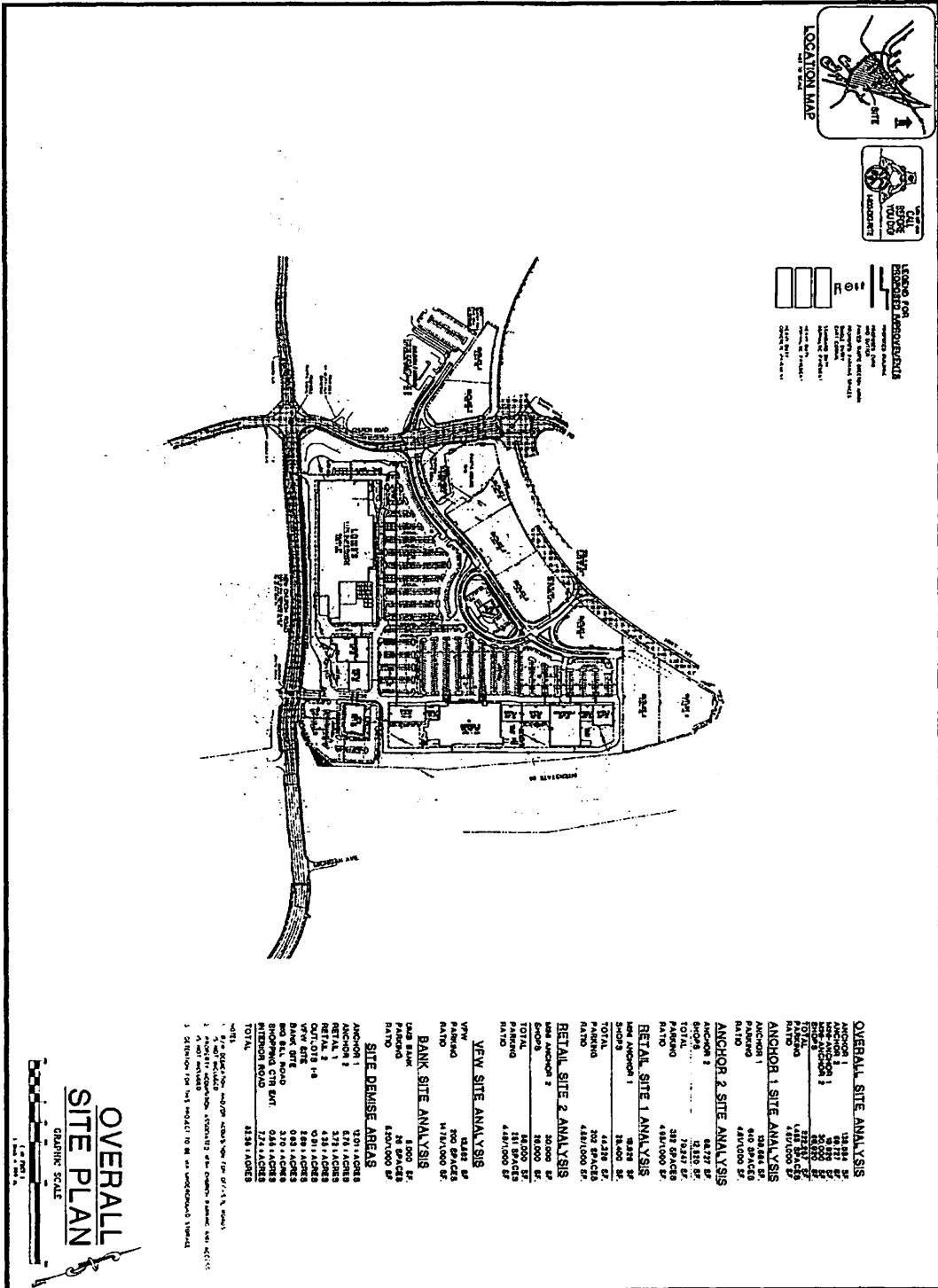
EXHIBIT C

DESCRIPTION OF TRANSPORTATION PROJECT

The Transportation Project consists of the construction of various road improvements in and around the District, including but not limited to, the construction of a relocated Church Road, the construction of a new intersection of Church Road, Missouri State Road and Old Lemay Ferry Road, the construction of a new intersection of Church Road and Big Bill Road, acceleration and de-acceleration lanes along the south side of Highway 141, the construction of a relocated Big Bill Road and the construction of internal roads, all as depicted on Exhibits C-1 and C-2 attached hereto.

The Transportation Project shall also include the following costs, to the extent related to the above improvements: (1) costs for demolition, earth work, utility construction and relocation; (2) right-of-way and other land acquisition costs required for the above improvements; (3) the costs associated with the operation and maintenance of the Transportation Project; (4) costs for replacement of existing roadway surfaces, curbs and gutters or replacement or installation of sidewalks, traffic/pedestrian signalization, signage, street lighting and landscaping; (5) costs for professional fees, financing costs and insurance; and (6) the administrative, legal and accounting costs associated with the creation and continuation of the District.

EXHIBIT C-2



LEGEND FOR PROPOSED DEVELOPMENTS

- Proposed Anchor
- Proposed Parking
- Proposed Landscaping
- Proposed Street
- Proposed Utility
- Proposed Other

LEGEND FOR EXISTING DEVELOPMENTS

- Existing Anchor
- Existing Parking
- Existing Landscaping
- Existing Street
- Existing Utility
- Existing Other

OVERALL SITE ANALYSIS

ANCHOR 1	100,000 SF
ANCHOR 2	100,000 SF
ANCHOR 3	100,000 SF
TOTAL	300,000 SF
PARKING	1,000 SPACES
TOTAL	1,300,000 SF

ANCHOR 1 SITE ANALYSIS

ANCHOR 1	100,000 SF
TOTAL	100,000 SF
PARKING	333 SPACES
TOTAL	133,333 SF

ANCHOR 2 SITE ANALYSIS

ANCHOR 2	100,000 SF
TOTAL	100,000 SF
PARKING	333 SPACES
TOTAL	133,333 SF

ANCHOR 3 SITE ANALYSIS

ANCHOR 3	100,000 SF
TOTAL	100,000 SF
PARKING	333 SPACES
TOTAL	133,333 SF

RETAIL SITE 1 ANALYSIS

RETAIL SITE 1	100,000 SF
TOTAL	100,000 SF
PARKING	333 SPACES
TOTAL	133,333 SF

RETAIL SITE 2 ANALYSIS

RETAIL SITE 2	100,000 SF
TOTAL	100,000 SF
PARKING	333 SPACES
TOTAL	133,333 SF

BANK SITE ANALYSIS

BANK SITE	100,000 SF
TOTAL	100,000 SF
PARKING	333 SPACES
TOTAL	133,333 SF

SITE DEMISE AREAS

ANCHOR 1	100,000 SF
ANCHOR 2	100,000 SF
ANCHOR 3	100,000 SF
RETAIL 1	100,000 SF
RETAIL 2	100,000 SF
RETAIL 3	100,000 SF
RETAIL 4	100,000 SF
RETAIL 5	100,000 SF
RETAIL 6	100,000 SF
RETAIL 7	100,000 SF
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RETAIL 97	100,000 SF
RETAIL 98	100,000 SF
RETAIL 99	100,000 SF
RETAIL 100	100,000 SF

OVERALL SITE PLAN
GRAPHIC SCALE

Project Title
**PROPOSED COMMERCIAL DEVELOPMENT
ARNOLD, MO.
BY: THE ARNOLD DEVELOPMENT, L.L.C.
ST. LOUIS, MO.**

Wolverton & Associates
Consulting Engineers - Land Surveyors
4645 Superior Avenue - Suite 400 - St. Louis, Missouri 63110
Phone: (314) 433-8800 - Fax: (314) 433-8801
www.wolverton-associates.com

DATE: 11/11/11