

EXHIBIT A
NOTICE & AGENDA

**SPECIAL MEETING OF THE BOARD OF DIRECTORS (“BOARD”) OF
THE 3-TRAILS VILLAGE COMMUNITY IMPROVEMENT DISTRICT (“DISTRICT”)**

Date: Thursday, June 26, 2008

Time: 9:30 a.m.

**Place: Via Teleconference, which may be joined by dialing 1-877-336-1828 and entering
Participant Access Code 3431355**

**Public Observation Location: 5912 East Bannister Road
 Kansas City, Jackson County, Missouri 64134**

1. **CALL TO ORDER**

 Roll Call/Determination of Quorum

 Certification of Meeting Notice

 Board Members:

 Lou Austin

 Mike Graf

 Owen Buckley

 Jim Allen

 David Ficklin

 Robb Heineman

 Nathan Vanice

2. **NEW BUSINESS**

Oath of Office: Administering Oath of Office to newly appointed members of the Board. The Missouri Constitution; Article 7, Section 11, requires new members of the Board to be sworn in.

Resolution 2008-05: Approve hiring of Tyler Prochnow as special counsel & authorizing Mr. Prochnow to enter into negotiations with Ongol for the construction and management of the soccer stadium.

3. **PUBLIC COMMENTS**

4. **ADJOURNMENT**

I certify that a copy of this agenda and notice of special meeting of the Board of Directors of the 3-Trails Village Community Improvement District was posted on the front door of the District's office at 5912 East Bannister Road, Kansas City, Missouri 64134 at _____ AM/PM on _____, 2008 in accordance with the District's By-laws.

By: _____
Name Printed: Lou Austin

NOTICE TO THE PUBLIC:

At the end of each Board Meeting members of the public shall have the opportunity to share their opinions and communications with the CID Board of Directors. Comments are limited to two minutes per person. Speakers may comment (not debate or argue) on agenda items or other issues reasonably relating to economic development and revitalization within the District and surrounding community. Comments should address the Board of Directors as a whole, and not individual members. No complaints will be allowed that are directed at any individual connected with the District. Comments will not be allowed that are defamatory, abusive or vulgar.

**THE 3-TRAILS VILLAGE
COMMUNITY IMPROVEMENT DISTRICT
BOARD OF DIRECTORS OATH/AFFIRMATION**

I, Owen Buckley, being a registered voter and at least 18 years of age, do solemnly swear (or affirm), that I will faithfully execute my duties as a member of the Board of Directors of the 3-Trails Village Community Improvement District, and will uphold the Constitution of the United States and the State of Missouri and will, to the best of my ability, faithfully perform all of the duties thereof in conformance with the law.

Director

**THE 3-TRAILS VILLAGE
COMMUNITY IMPROVEMENT DISTRICT
BOARD OF DIRECTORS OATH/AFFIRMATION**

I, Jim Allen, being a registered voter and at least 18 years of age, do solemnly swear (or affirm), that I will faithfully execute my duties as a member of the Board of Directors of the 3-Trails Village Community Improvement District, and will uphold the Constitution of the United States and the State of Missouri and will, to the best of my ability, faithfully perform all of the duties thereof in conformance with the law.

Director

**THE 3-TRAILS VILLAGE
COMMUNITY IMPROVEMENT DISTRICT
BOARD OF DIRECTORS OATH/AFFIRMATION**

I, David Ficklin, being a registered voter and at least 18 years of age, do solemnly swear (or affirm), that I will faithfully execute my duties as a member of the Board of Directors of the 3-Trails Village Community Improvement District, and will uphold the Constitution of the United States and the State of Missouri and will, to the best of my ability, faithfully perform all of the duties thereof in conformance with the law.

Director

**THE 3-TRAILS VILLAGE
COMMUNITY IMPROVEMENT DISTRICT
BOARD OF DIRECTORS OATH/AFFIRMATION**

I, Robb Heineman, being a registered voter and at least 18 years of age, do solemnly swear (or affirm), that I will faithfully execute my duties as a member of the Board of Directors of the 3-Trails Village Community Improvement District, and will uphold the Constitution of the United States and the State of Missouri and will, to the best of my ability, faithfully perform all of the duties thereof in conformance with the law.

Director

**THE 3-TRAILS VILLAGE
COMMUNITY IMPROVEMENT DISTRICT
BOARD OF DIRECTORS OATH/AFFIRMATION**

I, Nathan Vanice, being a registered voter and at least 18 years of age, do solemnly swear (or affirm), that I will faithfully execute my duties as a member of the Board of Directors of the 3-Trails Village Community Improvement District, and will uphold the Constitution of the United States and the State of Missouri and will, to the best of my ability, faithfully perform all of the duties thereof in conformance with the law.

Director

THE 3-TRAILS VILLAGE COMMUNITY IMPROVEMENT DISTRICT

BOARD OF DIRECTORS' RESOLUTION NO. 2008-05

A RESOLUTION APPROVING THE HIRING OF SPECIAL COUNSEL AND AUTHORIZING SPECIAL COUNSEL TO ENTER INTO NEGOTIATIONS WITH ONGOAL FOR CONSTRUCTION AND MANAGEMENT OF SOCCER STADIUM

WHEREAS, having duly published notice of a special meeting of the Board of Directors meeting in accordance with Section 610.020 RSMo, the Board of Directors of The 3-Trails Village Community Improvement District (the "District") met on June 26, 2008 to approve various matters relating to the administration of the District; and

WHEREAS, the District is a public body created under the authority of the "Missouri Community Improvement District Act," Section 67.1410, et seq., RSMo., as amended (the "Act") and is transacting business and exercising powers granted by the Act; and

WHEREAS, pursuant to Section 67.1461 of the Act, the District may employ or contract for legal or other assistance as it deems advisable;

WHEREAS, pursuant to the District Procurement Policies and Procedures, adopted on December 2, 2002, by Resolution 2002-18, the District has determined to employ, contract or otherwise hire Tyler Prochnow as special counsel and to authorize special counsel to enter into negotiations with OnGoal for the construction and management of a soccer stadium; and

WHEREAS, Tyler Prochnow represented the City of Kansas City, Missouri with respect to the construction and management of the Sprint Center and is thus familiar with Missouri law as it pertains to local government and its involvement in projects owned by political subdivisions and managed by private entities.

NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE 3-TRAILS VILLAGE COMMUNITY IMPROVEMENT DISTRICT, AS FOLLOWS:

THAT, the District hereby approves the hiring of Tyler Prochnow to act as special counsel on behalf of the District;

AND FURTHER, THAT said special counsel for the District is hereby authorized and directed to negotiate with OnGoal for the construction and management of a soccer stadium;

AND FURTHER, THAT the Chairman of the District be, and hereby is, authorized and directed to enter into and execute such other documents as may be necessary and appropriate to carry out the above resolution.

PASSED by the Board of Directors of The 3-Trails Village Community District this __ day of _____, 2008.

Lou Austin, Chairman

ATTEST:

Charles Renner, Acting Secretary

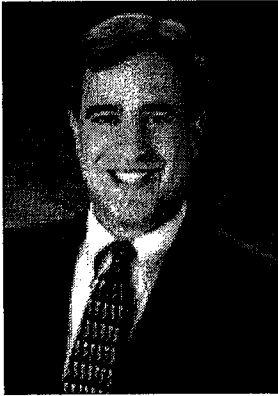
APPROVED AS TO FORM:

Counsel to the District

KAMLET | SHEPHERD
ATTORNEYS AT LAW

A Powerful Advantage <<

C. TYLER PROCHNOW: SPECIAL COUNSEL, KANSAS CITY



C. Tyler Prochnow
Special Counsel, Kansas City
(816) 448-3146
tprochnow@ksrlaw.com
2300 Main Street, 9th Floor
Kansas City, Missouri 64108

Area of Focus

Mr. Prochnow is Special Counsel to the Denver based law firm Kamlet Shepherd & Reichert, and specializes in corporate and regulatory matters related to the telecommunications and direct marketing industries. Mr. Prochnow's practice comprises handling clients business transactions and serving as general counsel to companies without in-house counsel. He possesses a broad range of expertise involving corporate and general business matters, including start-up companies, new business formations, stock and asset acquisitions and dispositions; international telecommunications matters, including interconnect and revenue sharing agreements between international carriers; and banking law, including regulatory matters and electronic funds transactions.

He served as general counsel to the American Teleservices Association (ATA), a Washington, DC based trade association for over eight years. With more than 2,000 member companies in the US and 13 other countries, the ATA is the largest trade association in the world dedicated solely to non point-of-sale marketing. As counsel to the ATA, Mr. Prochnow often was called to testify as an expert before congressional committees, federal agencies, state legislatures and in private litigation. Mr. Prochnow is also a frequent lecturer to national groups on marketing issues and a guest columnist for several trade publications.

Prior to attending law school, Mr. Prochnow held positions in the White House during the presidency of the Honorable George H. W. Bush, and various other governmental and campaign offices around the country. In addition to his work on the national level, Mr. Prochnow also served as an assistant with the Appropriations Committee of the Colorado House of Representatives while in law school. Mr. Prochnow was also a member of the national finance committee for President George W. Bush's 2000 presidential campaign.

Admissions & Professional Affiliations

- Admitted in Colorado and Missouri

Education

- J.D., University of Denver
- B.A., Oglethorpe University

Publications & Speeches

- Speaker, *Legal Issues Affecting E-Commerce*
- Speaker, *Mergers & Acquisitions in the Call Center Industry*
- Speaker, *Privacy & The Use of Private Information*

- Speaker, American Teleservices Association - National and Legislative Conferences
- Expert Witness, testified regarding marketing practices in U.S. v. Zandstra
- Expert Witness, testified before U.S. Congress and Federal Trade Commission and state legislative committees and regulatory commissions in California, Colorado, Georgia, Kansas, Missouri, Ohio, Texas and Washington

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