

THE 3-TRAILS COMMUNITY IMPROVEMENT DISTRICT

CERTIFICATION OF MINUTES

CERTIFICATION OF MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON JULY 8, 2002. THE UNDERSIGNED CHAIRMAN AND SECRETARY OF THE 3-TRAILS COMMUNITY IMPROVEMENT DISTRICT, A POLITICAL SUBDIVISION OF THE STATE OF MISSOURI, CERTIFY THAT THE ATTACHED MINUTES OF THE ABOVE REFERENCED BOARD OF DIRECTORS MEETING ARE TRUE AND ACCURATE TO THE BEST OF OUR KNOWLEDGE.

MINUTES APPROVED AT DIRECTOR'S MEETING HELD ON AUGUST 5, 2003.



LOU AUSTIN, CHAIRMAN DATE

7/21/03

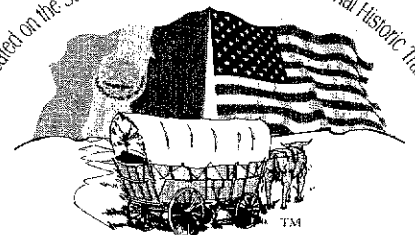


JANET LARIMER

7/21/03

DATE

Located on the Santa Fe, Oregon, and California National Historic Trails



3-Trails
Community Improvement District

NOTICE

THE 3-TRAILS COMMUNITY IMPROVEMENT DISTRICT MEETING OF THE BOARD OF DIRECTORS

PLEASE TAKE NOTICE that the Board of Directors of the 3-Trails Community Improvement District (the "District") will be held at 12:00 noon, on Monday, July 8, 2002, at the offices of the District, 5912 East Bannister Road, Kansas City, Jackson County, Missouri.

Matters to be addressed at this meeting include:

- A. Oath of Office
- B. Resolution 2002-01 -- Adoption of By-laws
- C. Resolution 2002-02 – Appointment of Officers
- D. Resolution 2002-03 – Ratify Organization of District and Past Actions, and Reimbursing the Economic Development Corporation of Kansas City, Missouri, the City of Kansas City, Missouri, and such other individuals and entities for reasonable and actual expenses incurred in furtherance of the formation of the District
- E. Resolution 2002-04 – Intent of the District to Engage Counsel and Authorize Execution of an Engagement Letter
- F. Resolution 2002-05 – Conformance with Missouri Sunshine Act
- G. Resolution 2002-06 – Levy of One-Eighth Percent (.125%) Sales and Use Tax
- H. Resolution 2002-07 – Levy of Special Assessments
- I. Resolution 2002-08 – Adopting a Fiscal Year and Corporate Seal

Notice was mailed to:

Lou Austin
Ben Benjamin
Bob Faulkner
Craig Fischman
Troy Marquis
Doug Webb

Notice was also posted at the offices of the District, 5912 East Bannister Road, Kansas City, Missouri.

AGENDA

First Meeting of the Board of Directors The 3-Trails Community Improvement District

Date: July 8, 2002
Time: 12:00 noon
Place: 5912 E. Bannister Road

AGENDA

I. CALL TO ORDER

II. NEW BUSINESS

- A. Oath of Office: Administering Oath of Office to newly elected members of the Board of Directors (the "Board"). The Missouri Constitution; Article 7, Section 11, requires new members of the Board to be sworn in.
- B. Resolution 2002-01 – Adoption of Bylaws: The 3-Trails Community Improvement District (the "District") desires to adopt by-laws to provide an efficient and effective structure for the governance of the affairs of the District.
- C. Resolution 2002-02 – Appointment of Officers: In accordance with the District's adopted bylaws, the Board shall appoint a Chairman, Vice-Chairman, Treasurer, Secretary and such other officers or employees the Board deems necessary.
- D. Resolution 2002-03 – Ratify Organization of District and Past Actions, and Reimbursing the Economic Development Corporation of Kansas City, Missouri, the City of Kansas City, Missouri, and Other Individuals and Entities for Reasonable and Actual Expenses Incurred in Furtherance of the Formation of the District: The District desires to ratify, acknowledge and accept all lawful actions taken by or on behalf of the District prior to the organization of the Board and appointment of the Officers. Furthermore, pursuant to Section 67.1461.2(3), RSMo, the District wishes to authorize the Chairman, on behalf of the District, to reimburse the Economic Development Corporation of Kansas City for reasonable and actual expenses incurred in the formation of the District, provided that the reimbursement does not exceed one and one-half percent (1½ %) of the revenues collected by the District. Finally, the District desires to provide for reimbursement of all other reasonable and actual fees and expenses for professional services rendered in furtherance of formation of the District as such funds are available.

- E. Resolution 2002-04 – Intent of the District to Engage Counsel and Authorizing Execution of Engagement Letter: The District desires to engage counsel to provide legal services. Pursuant to the engagement letter, King Hershey will represent the District as general counsel, and, in the event that the District issues bonds, bond counsel.
- F. Resolution 2002-05 – Conformance with Missouri Sunshine Act: The Board wishes to affirm the Board's conformance with the Missouri Sunshine Act as found in Section 610.010 through 610.200, RSMo, and to adopt policies and procedures reflecting the Board's conformance.
- G. Resolution 2002-06 – Levy of One-Eighth Percent (0.125%) Sales and Use Tax: Pursuant to Section 67.1545.1, RSMo, the Board requests to submit a proposal to the qualified voters of the District in order to authorize a one-eighth percent (0.125%) sales and use tax levy pursuant to the Missouri Community Improvement District Act.
- H. Resolution 2002-07 – Levy of Special Assessments: Pursuant to Section 67.1521, RSMo, the Board seeks to impose a special assessment in the amount of sixty-two cents (\$.62) per \$100 of assessed value upon the owners of real property within the District and benefited by the services to be performed by the District.
- I. Resolution 2002-08 – Adopting a Fiscal Year and Corporate Seal: The Board wishes to adopt a fiscal year pursuant to Section 67.1471, RSMo, and to adopt a corporate seal for the District.

III. OTHER BUSINESS

IV. MEETING ADJOURNED

**THE 3-TRAILS COMMUNITY IMPROVEMENT DISTRICT
MINUTES OF THE INITIAL MEETING OF
THE BOARD OF DIRECTORS OF THE DISTRICT
July 8, 2002**

I. CALL TO ORDER

The initial meeting was called to order at 12:00 p.m. at 5912 East Bannister Road, Kansas City, Jackson County, Missouri

Members of the Board of Directors ("Board") for the 3-Trails Community Improvement District (the "District") were present as follows:

Board Members:

Lou Austin, Chairman, District Manager
Doug Webb, Vice Chairman
Craig Fischman, Secretary
Troy Marquis, Treasurer
Ben Benjamin
Bob Faulkner

Others present:

Charles Eddy, City Councilman, 6TH District
Barbara Engel, South Kansas City Chamber of Commerce
Gary Sage, Economic Development Corporation of Kansas City, Missouri
Terry Guido, Economic Development Corporation of Kansas City, Missouri
Roxsen E. Koch, King Hershey
Charles G. Renner, King Hershey
Chuck Oglesby, Copaken White and Blitt

II. NEW BUSINESS

- A. Oath of Office: Charles Renner provided a review of the oath of office required by the Missouri Constitution Article 7, Section 11, mandating new members of the Board to be sworn in. Each attending Board member reviewed the oath and was sworn in.
- B. Resolution 2002-01 – Adoption of Bylaws: District bylaws ("Bylaws") for the management and regulation of the District's affairs were discussed, and a motion was made to amend certain provisions of the proposed Bylaws. The motion was seconded, a vote was held, the motion unanimously carried and the proposed Bylaws were amended. Subsequently, a motion was made to adopt Resolution 2002-01, approving the proposed Bylaws as amended, and the motion was seconded. A vote was held, the motion unanimously carried and Resolution 2002-01 was adopted.

- C. Resolution 2002-02 – Appointment of Officers: In accordance with the District's adopted Bylaws, the Board discussed the appointment of a Chairman, Vice-Chairman, Treasurer, Secretary and District Manager. A motion was made naming Lou Austin as Chairman and District Manager, Doug Webb as Vice-Chairman, Craig Fischman as Secretary, and Troy Marquis as Treasurer. The motion was seconded, a vote was held, the motion unanimously carried, and Resolution 2002-02 was adopted.
- D. Resolution 2002-03 – Ratify Organization of District and Past Actions, and Reimbursing the Economic Development Corporation of Kansas City, Missouri, the City of Kansas City, Missouri, and Other Individuals and Entities for Reasonable and Actual Expenses Incurred in Furtherance of the Formation of the District: The Board discussed past actions taken in furtherance of the formation of the District, and particularly, fees and expenses incurred related to such activity. A motion was made to adopt Resolution 2002-03, ratifying all past actions taken in formation of the District, and reimbursing the Economic Development Corporation of Kansas City, Missouri; the City of Kansas City, Missouri; and other individuals and entities for reasonable and actual expenses incurred in furtherance of the formation of the District. The motion was seconded, a vote was held, the motion unanimously carried, and Resolution 2002-03 was adopted.
- E. Resolution 2002-04 – Intent of the District to Engage Counsel and Authorizing Execution of Engagement Letter: The Board discussed its desire to engage legal counsel and a proposed engagement letter was provided by the King Hershey law firm. A motion was made to adopt Resolution 2002-04, engaging counsel and authorizing the execution of an approved engagement letter. The motion was seconded, a vote was held, the motion unanimously carried, and Resolution 2002-04 was adopted.
- F. Resolution 2002-05 – Conformance with Missouri Sunshine Act: The Board then discussed Resolution 2002-05 adopting policies and procedures in conformance with the Missouri Sunshine Act. A motion was made to adopt Resolution 2002-05. The motion was seconded, a vote was held, the motion unanimously carried, and Resolution 2002-05 was adopted.
- G. Resolution 2002-06 – Levy of One-Eighth Percent (0.125%) Sales and Use Tax: The Board discussed Resolution 2002-06 seeking to impose a one-eighth percent sales and use tax. A motion was made to adopt Resolution 2002-06. The motion was seconded, a vote was held, the motion unanimously carried, and Resolution 2002-06 was adopted.

H. Resolution 2002-07 – Levy of Special Assessments: The Board then discussed Resolution 2002-07 levying a special assessment in the amount of \$0.62 per \$100 of assessed value. A motion was made to adopt Resolution 2002-07. The motion was seconded, a vote was held, the motion unanimously carried, and Resolution 2002-07 was adopted.

I. Resolution 2002-08 – Adopting a Fiscal Year and Corporate Seal: The Board then discussed Resolution 2002-08 adopting a fiscal year and corporate seal. A motion was made to adopt Resolution 2002-08. The motion was seconded, a vote was held, the motion unanimously carried, and Resolution 2002-08 was adopted.

III. OTHER BUSINESS

The Board agreed to hold a regular meeting on August 5, 2002, commencing at 1:00 p.m., at 5912 East Bannister Road, Kansas City, Jackson County, Missouri.

IV. MEETING ADJOURNED

There being no other business to come before the meeting, Chairman Austin made a motion to adjourn the meeting. The motion was seconded, a vote was held, the motion carried and the meeting was adjourned.

Respectfully submitted,

Craig Fischman, Secretary