

THE 3-TRAILS COMMUNITY IMPROVEMENT DISTRICT

RESOLUTION OF THE 3-TRAILS COMMUNITY IMPROVEMENT DISTRICT ("DISTRICT") EXPRESSING THE DISTRICT'S INTENT TO ENGAGE COUNSEL AND AUTHORIZING THE EXECUTION OF THE ENGAGEMENT LETTER BETWEEN THE DISTRICT AND KING HERSHEY.

WHEREAS, the District, which was formed July 7, 2002, by ordinance number 020753 adopted by the City of Kansas City, Missouri, City Council, is a public body created under the authority of the "Missouri Community Improvement District Act," Sections 67.140, *et seq.*, RSMo, as amended (the "Act"), and is transacting business and exercising the powers granted by the Act;

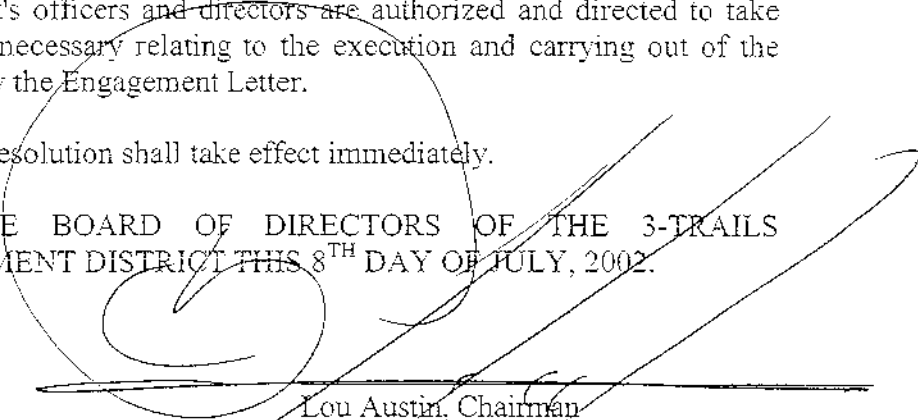
WHEREAS, the District desires to engage, pursuant to the engagement letter (the "Engagement Letter"), the law firm of King Hershey, a Professional Corporation ("King Hershey"), as counsel for legal services.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the 3-Trails Community Improvement District:

Section 1. The District Manager, on behalf of the District, is authorized to execute and to enter into an Engagement Letter, in substantially the same form as attached as Exhibit A, to engage the services of King Hershey as general counsel, and, in the event the District issues bonds, as bond counsel in addition to King Hershey's general representation. The District's officers and directors are authorized and directed to take such further actions as are necessary relating to the execution and carrying out of the transactions contemplated by the Engagement Letter.

Section 2. This resolution shall take effect immediately.

PASSED BY THE BOARD OF DIRECTORS OF THE 3-TRAILS COMMUNITY IMPROVEMENT DISTRICT THIS 8<sup>TH</sup> DAY OF JULY, 2002.



Lou Austin, Chairman

ATTEST:



Craig Fischman, Secretary

# King Hershey

ATTORNEYS AT LAW

ROXSEN E. KOCH

KING HERSHEY  
COLEMAN KOCH & STONE  
A PROFESSIONAL CORPORATION  
SUITE 2100  
2343 GRAND BOULEVARD  
KANSAS CITY, MISSOURI 64108  
816 842 2636  
816 842 2414 FAX  
E-MAIL: rkoch@kinghershey.com

## EXHIBIT A

August 5, 2002

3-Trails Community Improvement District  
5912 East Bannister  
Kansas City, Missouri 64134

Gentlemen:

This letter will confirm our engagement to represent the 3-Trails Community Improvement District (the "District") with respect to general administrative matters and, should the District issue bonds to finance its purposes, we will serve as bond counsel. We are pleased to have an opportunity to be of service to you.

The District acknowledges that King Hershey has, in furtherance of formation of the District, provided professional services resulting in reasonable and actual fees and expenses due King Hershey. The outstanding balance due King Hershey for such services rendered, as of May 31, 2002, are \$12,583.30, and are in addition to fees and expenses for subsequent services provided through the date of execution of this engagement letter. The District agrees to pay King Hershey for such services rendered.

We will bill for professional time at rates of \$95.00 per hour for law clerks, and \$125.00 to \$325.00 per hour for attorneys. We will provide monthly statements indicating the work performed by each professional and the time involved in performing such work. Expenses which we incur in conjunction with our representation will be billed to you based on actual costs. Statements are rendered on a monthly basis with the work performed by each professional employee of our office identified on the statement, and will be payable within 30 days of receipt. Balances carried more than 30 days following the District's collection of special assessment revenue or sales tax revenue, whichever shall first occur, will accrue interest at the rate of 1½ percent per month.

We review our hourly rates on an annual basis at the first of each calendar year. We reserve the right to change rates at that time. We also reserve the right to discontinue services in the event our bills are not paid in a timely fashion.

3-Trails Community Improvement District  
August 5, 2002  
Page 2

We take pride in providing efficient and creative services for our clients and are looking forward to working with you on this matter. If you have any questions or comments concerning our billing process, please contact me at your convenience.

If the terms of this engagement are acceptable, please so indicate by signing the duplicate original of this letter which is enclosed and returning it to us.

Very truly yours,

KING HERSHEY  
A Professional Corporation

Roxsen E. Koch

REK:rac

ACCEPTED this 5 day of AUGUST, 2002:

3-TRAILS COMMUNITY IMPROVEMENT DISTRICT

By: 

Name: Roxsen E. Koch

Title: CHAIRMAN