

THE 3-TRAILS COMMUNITY IMPROVEMENT DISTRICT

RESOLUTION OF THE 3-TRAILS COMMUNITY IMPROVEMENT DISTRICT ("DISTRICT") EXPRESSING THE DISTRICT'S INTENT TO TERMINATE ENGAGEMENT OF COUNSEL 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, by way of resolution 2002-04 engaged the law firm of King Hershey to serve as legal counsel.

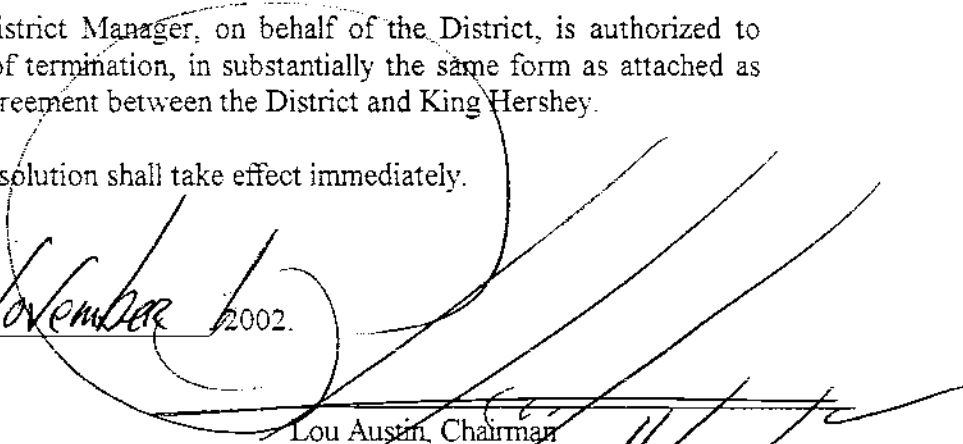
WHEREAS, the District now desires to terminate its agreement with King Hershey.

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 deliver a letter of termination, in substantially the same form as attached as Exhibit A, to terminate the agreement between the District and King Hershey.

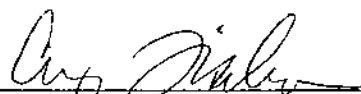
Section 2. This resolution shall take effect immediately.

Adopted this 4 day of November 2002.


Lou Austin, Chairman

11/4/02

ATTEST:


Craig Fischman, Secretary

October 28, 2002

Marvin Clark
King Hershey Law Firm
2345 Grand Avenue, Ste. 2100
Kansas City, MO 64108

Re: The 3-Trails Community Improvement District

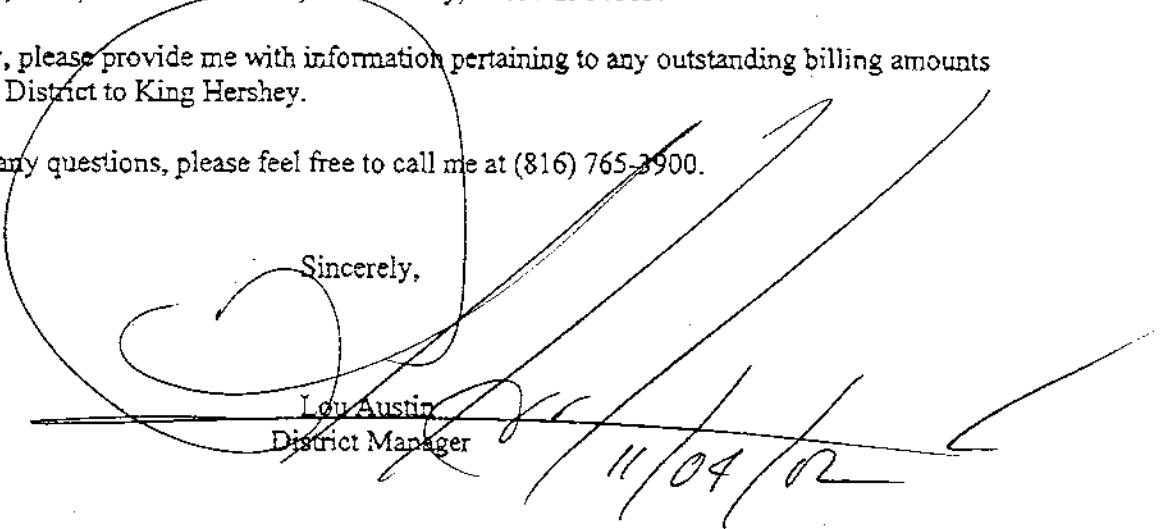
Dear Mr. Clark:

This letter is to inform you that The 3 -Trails Community Improvement District (the "District") is hereby terminating its engagement with King Hershey as legal counsel for the District. Please forward all files pertaining to the above referenced matter to Charles G. Renner at: Husch & Eppenberger, LLC, 1200 Main Street, Kansas City, Missouri 64105.

Additionally, please provide me with information pertaining to any outstanding billing amounts owed by the District to King Hershey.

If you have any questions, please feel free to call me at (816) 765-3900.

Sincerely,


Lou Austin
District Manager

11/04/02