

**MEETING
OLIVE/GRAESER TRANSPORTATION DEVELOPMENT DISTRICT
BOARD OF DIRECTORS**

**Creve Coeur Government Center
300 North New Ballas Road, Creve Coeur, Missouri 63141**

**Thursday, April 8, 2010
4:00 p.m.**

MINUTES OF MEETING

*The audio of this meeting will be posted on the website of the City of Creve Coeur:
www.creve-coeur.org.*

1. OPENING AND CALL TO ORDER.

Based upon a determination that eight out of nine voting directors were present, constituting a quorum, Natalie J. Nichols, legal counsel to the District, called to order a meeting of the board of directors of the Olive/Graeser Transportation Development District (the "District") at approximately 4:05 p.m.

2. ROLL CALL.

Directors present: Steve Heitz
Denise Chomicki
Rick Matejka
Carole Jamison
Joe Beaudean
Rocky Adkins
Les Steinberg
David Hutkin

Directors absent: Stacy Manolakas

Advisory directors present: Dan Smith
Mel Klearman
Mark Perkins

Advisory directors absent: Karen Yeomans

Others present: Natalie J. Nichols, Jenkins & Kling, P.C., District legal counsel

3. PUBLIC COMMENTS.

Mel Klearman asked for discussion of Pace's request to the Creve Coeur City Council for an amendment to the City-Pace agreement for mutual support of road realignment, which

amendment would allow Pace to complete the Graeser/Dautel alignment no later than twelve months after approval of its plans by MoDOT. The current deadline in the agreement is January 1, 2011. Steve Heitz explained Pace has requested this change because the construction timing depends on the timing of MoDOT's approvals. Mr. Heitz distributed Pace's April 1, 2010, letter to the Creve Coeur Mayor and City Council Members, which details the reasons for the request and which is attached hereto as Exhibit "A" and incorporated herein by reference.

4. REVIEW AND APPROVAL OF MINUTES OF BOARD OF DIRECTORS MEETING HELD ON MARCH 9, 2010.

Mr. Heitz moved to approve the minutes of the Board of Directors meeting held on March 9, 2010. Ms. Jamison seconded the motion, which carried 8-0.

5. OLD BUSINESS.

- a. Project status update.

Mr. Heitz stated that Pace is expecting to receive MoDOT's comments to its resubmitted plans this week. Pace hopes to receive final approval from MoDOT this month and begin work in May.

- b. Status update: Amending TDD Order to include Stern shopping center owned by Gershman trust.

Ms. Nichols stated that the District must obtain a title examination of the Gershman property in order to get the correct legal description before a motion can be filed to add to the property to the District. Ms. Nichols clarified that Ms. Gershman is still willing to add her property to the District, but that this will slow down the process a bit more.

6. NEW BUSINESS.

- a. **Resolution No. 10-005: A resolution of the Olive/Graeser Transportation Development District approving selection of bond counsel with respect to issuance of transportation development district sales tax revenue bonds**

Mr. Klearman asked whether Armstrong Teasdale would review the sufficiency of sales tax revenues. Ms. Nichols and Mr. Smith stated that such review is not within the purview of bond counsel.

Mr. Heitz moved to approve Resolution No. 10-005 as presented. Mr. Hutkin seconded the motion, which carried 8-0.

7. REMINDER RE: NEXT MEETING.

The next meeting will be held on Thursday, May 13, 2010, at 4:00 p.m.

8. ADJOURNMENT.

There being no further business, Mr. Heitz moved to adjourn the meeting. Mr. Adkins seconded the motion, which carried 8-0.

The meeting was adjourned at approximately 4:15 p.m.

Natalie N McIntosh
Natalie N. McIntosh, Assistant Secretary of the
Olive/Graeser Transportation Development District

Date approved: June 24, 2010



EXHIBIT A

April 1, 2010

Mayor and City Council Members
City of Creve Coeur
300 N. New Ballas Road
Creve Coeur, Missouri 63141

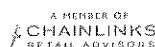
Re: Pace Properties-Olive & Graeser Project

Dear Mayor and City Council Members:

We are sending this letter to you for a couple of reasons. First of all, we want to update the City on the status of the Walgreen development and related road improvements to Olive Boulevard. We are very close to receiving final approval of our plans from the City as it relates to the construction of the Walgreen store, which includes the relocated Dautel Lane and seem to be very close to receiving final approval from MoDOT as it relates to approval of the Olive Boulevard improvements. The key for Pace to begin construction is obtaining the final approval from MoDOT. Section 2.II.D of Ordinance No. 5052 provides that "no City of Creve Coeur permits of any kind will be approved prior to Missouri Department of Transportation approval of any related work within the Olive Boulevard right-of way". In addition, Pace would like to have MoDOT's final approval before commencing construction.

We re-submitted our plans to MoDOT on March 5, 2010 and as of the date of this letter have only received a couple of comments but not MoDOT's collective comments. We hope to have MoDOT's comments soon. Once we receive final MoDOT approval and permits we will begin construction on the Walgreen development. We will remove the asbestos from the buildings, demo the buildings and clear and grade the site. This portion of the work will take 6-8 weeks depending upon primarily the timing of completing the asbestos removal and approval of the asbestos removal from St. Louis County ("Walgreen Prep Work"). Once we have completed the Walgreen Prep Work we will be able to create a staging area for the contractor who will complete the Olive improvements. The Olive improvements will be completed in 3-4 months, including the installation of the traffic signals. The Walgreen development will be completed within approximately 6 months from completion of the Walgreen Prep Work. Therefore, assuming we are able to obtain final approval and permits from MoDOT by April 30, 2010 we could complete construction of the Olive Road improvements by November 1, 2010 and the Walgreen development by December 31, 2010. This schedule is obviously subject to weather conditions and other matters outside of Pace's control.

Secondly, and this relates to the timing of construction as set forth above, our lender and Pace have concerns about the January 1, 2011 deadline set forth in the Agreement for Mutual Support of Road Realignment between the City, St. Louis County and Pace ("Road Realignment Agreement"). As you may recall, the Road Realignment Agreement provides that the City and County will reimburse Pace \$200,000 each provided that the Pace completes the realignment of



Dautel and dedicates Dautel to the public on or before January 1, 2011. Based upon the schedule above, if the construction goes reasonably well, we could complete the Walgreen development, which includes Dautel by December 31, 2010. Keep in mind that the final paving of Walgreen's parking lot and Dautel will occur towards the end of the construction so that construction activities including construction equipment will not damage these areas. In addition, completing a final paving in December is a bit dicey as we will need the temperature to be 40 degrees and rising in order to complete the paving. Therefore, we are pushing up against the January 1, 2011 deadline with our construction alone and this does not take into account completing the dedication of Dautel to the City and/or County which will require the City and/or the County to accept the improvements and the dedication thereof once construction is completed. The bottom line is that we would like to change the deadline in the Road Realignment Agreement to a date that is based upon when we receive the final permits from MoDOT. Although, the construction will take approximately 8 months to complete, due to the additional time needed for dedication to the City and/or County and the possibility of weather delays, we would like the deadline to be 12 months from receipt of the MoDOT permit. The 12 months will allow us time to complete the construction, even if we can not pave in December or January and to obtain the final approval from the City and/or County of the improvements to Dautel and dedication thereof.

I also want the City to understand that we are very anxious to begin and complete construction of the Walgreen development and the related Olive Boulevard improvements. For every month we are delayed it costs us over \$20,000 in interest carry. This Monthly amount will grow as we spend more money on construction.

We understand that our request will be placed on the City Council April 8th agenda. Should you have any questions prior to that meeting please do not hesitate to call me. Thanks for your consideration.

Sincerely,

PACE PROPERTIES INCORPORATED



Steven F. Heitz
Vice President-Development

Cc: Mark Perkins (Via E-Mail)
Paul Langdon (Via E-mail)
Carl Lumley Esq. (Via E-mail)
Deborah Ryan (Via E-Mail)