

AN ORDINANCE OF THE CITY OF EUREKA, MISSOURI, APPROVING A PETITION REQUESTING THE CREATION OF THE ARBORS OF ROCKWOOD COMMUNITY IMPROVEMENT DISTRICT; ESTABLISHING THE DISTRICT AS A POLITICAL SUBDIVISION OF THE STATE OF MISSOURI; DIRECTING THE CITY CLERK TO NOTIFY THE MISSOURI DEPARTMENT OF ECONOMIC DEVELOPMENT OF THE CREATION OF THE DISTRICT; APPROVING A DEVELOPMENT AGREEMENT AMONG THE CITY, THE DISTRICT AND BREWSTER ROAD, LLC; AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH; AND CONTAINING A SEVERABILITY CLAUSE

WHEREAS, the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the “**Act**”), authorizes the governing body of any municipality, upon a proper petition requesting the formation and after a public hearing, to adopt an ordinance establishing a community improvement district; and

WHEREAS, on or about September 23, 2016, Brewster Road, LLC (the “**Developer**”) filed a Petition for Creation of a Community Improvement District, which was amended by that Amended Petition for Creation of a Community Improvement District filed by Developer on or about October 13, 2016 in accordance with Section 67.1421.5.1 of the Act (the “**Petition**”), a copy of which is set forth as **Exhibit A**, attached hereto and incorporated herein by reference, with the City Clerk of the City of Eureka, Missouri (the “**City**”) pursuant to the Act, which proposed the formation of The Arbors of Rockwood Community Improvement District (the “**District**”) to pay for certain costs associated with the construction and installation of the following public improvements: lawns, trees, and other landscape, sidewalks, streets, traffic signs and signals, utilities, drainage, water, storm and sewer systems, and other site improvements, streetscape, and lighting within the District, and undertaking the construction of any other useful, necessary, or desired improvements within the proposed District (collectively, the “**District Project**”); and

WHEREAS, the City Clerk has verified that the Petition complied with the Act and set a public hearing with all proper notice being given in accordance with the Act; and

WHEREAS, on October 18, 2016, the City’s Board of Aldermen held a public hearing at which notice of the contents of the Petition were given in accordance with Section 67.1421.5.1 of the Act, all persons interested in the formation of the District were allowed an opportunity to speak and at which time the City’s Board of Aldermen heard all protests and received all endorsements; and

WHEREAS, the City’s Board of Aldermen finds that notice of the establishment of the District has been duly given and the public hearing thereon has been held in which all reasonable protests, objections and endorsements have been heard, all in accordance with Section 67.1431 of the Act; and

WHEREAS, the City’s Board of Aldermen further finds that the Petition to establish the District is proper in that it meets all of the requirements of Section 67.1421 of the Act; and

WHEREAS, in conjunction with the creation of the District, the Developer anticipates that it will undertake the District Project and advance all costs related to the District Project, subject to reimbursement by the District; and

WHEREAS, the City’s Board of Aldermen finds it necessary and desirable to enter into a Development Agreement (the “**Agreement**”) with the District and the Developer in substantially the form of **Exhibit B**, attached hereto and incorporated herein by reference, to memorialize the terms of agreement regarding the implementation of the District Project.

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF ALDERMEN OF THE CITY OF EUREKA, MISSOURI, AS FOLLOWS:

SECTION 1. Establishment of District. There is hereby created within the City, The Arbors of Rockwood Community Improvement District as a political subdivision of the State of Missouri, having the powers and purposes set forth in the Petition. The District shall include the contiguous tract of real estate described in the Petition, shall be governed by a board of directors consisting of five (5) members appointed by the Mayor of the City with the consent of the City’s Board of Aldermen and shall have authority to impose a special assessment at the maximum rates and in the methods of assessment as set forth in the Petition, and in accordance with the Act. The City hereby appoints the initial Board of Directors of the District to initial terms of office, as set forth directly below.

Kevin Coffey	4 year term
Craig Sabo	4 year term
Ralph Lindsey	2 year term
Jeremy Roth	2 year term
Jeffrey Lewis	2 year term

SECTION 2. Term. The District shall be in existence for a maximum of 32 years from the effective date of this Ordinance as provided in Section 67.1481.1 of the Act.

SECTION 3. Missouri Department of Economic Development Report. The City Clerk is hereby directed to prepare and file with the Missouri Department of Economic Development the report specified in Section 67.1421.6 of the Act.

SECTION 4. Agreement. The City’s Board of Aldermen hereby approves the Agreement in substantially the form of **Exhibit B**, attached hereto and incorporated herein by reference, with such changes therein as shall be approved by the officials and officers of the City executing the Agreement, such officials and officers signatures thereon being conclusive evidence of their approval and the City’s Board of Aldermen’s approval thereof. The Mayor of the City is hereby authorized and directed to execute the Agreement on behalf of the City and the City Clerk is hereby authorized and directed to attest to the Agreement and to affix seal of the City thereto.

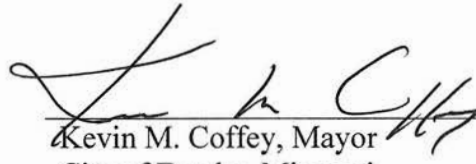
SECTION 5. Further Actions Authorized. The officials, officers and agents of the City are hereby authorized and directed, to take such further action, and execute such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance.

SECTION 6. Severability Clause. It is hereby declared to be the intention of the City's Board of Aldermen that each and every part, section and subsection of this Ordinance shall be separate and severable from each and every other part, section and subsection hereof and that the City's Board of Aldermen intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part of this Ordinance shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect.

SECTION 7. Effective Date. This ordinance shall be in full force and effect both from and after its passage by the City's Board of Aldermen.

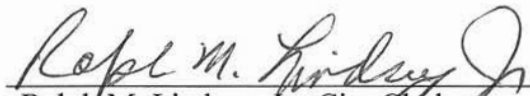
PASSED THIS 18TH DAY OF OCTOBER, 2016.

APPROVED THIS 18TH DAY OF OCTOBER, 2016.



Kevin M. Coffey, Mayor
City of Eureka, Missouri

Attest:



Ralph M. Lindsey, Jr., City Clerk

EXHIBIT A

PETITION

(Attached hereto.)

EXHIBIT B
FORM OF AGREEMENT
(Attached hereto.)

**AMENDED PETITION FOR CREATION
OF A
COMMUNITY IMPROVEMENT DISTRICT
UNDER THE COMMUNITY IMPROVEMENT DISTRICT ACT,
SECTIONS 67.1401 TO 67.1571 OF THE REVISED STATUTES OF
MISSOURI, AS AMENDED**

PETITION SUBMITTED TO: City of Eureka, Missouri

DATE OF PETITION: October 13, 2016

NAME OF THE PROPOSED DISTRICT: The Arbors of Rockwood Community Improvement District (the "District")

Comes now the undersigned property owner representing more than fifty percent (50%) by assessed value of all real property within the boundaries of the proposed District and more than fifty percent (50%) per capita of all owners of real property within the boundaries of the proposed District (the "Petitioner") requesting the establishment of a community improvement district as allowed under the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "Act").

The Petitioner requests that the City Clerk of the City of Eureka, Missouri (the "City") review this Amended Petition for Creation of a Community Improvement District (that amends that certain Petition for Creation of a Community Improvement District submitted to the City on September 23, 2016) (the "Petition") to certify that it complies with the requirements of Section 67.1421.2 of the Act and contains all required information.

The Petitioner requests that the City's Board of Aldermen (the "Board of Aldermen") hold a public hearing in accordance with Section 67.1431 of the Act to receive public comments concerning the Petition.

The Petitioner requests that upon the conclusion of the required public hearing that an ordinance be adopted establishing the proposed District as a political subdivision granting it the powers as provided under the Act and other such powers as stated and requested within the Petition.

1. DESCRIPTION OF THE PROPOSED DISTRICT

A. Name of Proposed District

The name of the proposed District shall be the **“The Arbors of Rockwood Community Improvement District”**.

B. Legal Description

The proposed District includes all of the real property (the “District Property”) legally described on Exhibit A, attached hereto and incorporated herein by reference. All District Property is contiguous as required under Section 67.1411 of the Act.

C. Boundary Map

A map illustrating the boundaries of the proposed District is set forth on Exhibit B, attached hereto and incorporated herein by reference (the “District Boundary Map”).

2. FIVE -YEAR PLAN

The five-year plan for the proposed District shall include, but is not necessarily limited to, the following:

A. Purposes of the Proposed District

The primary purpose of the proposed District is to provide a source of revenue to expend pursuant to a contract with a private property owner (the “Developer”) to undertake a project on behalf of the proposed District (the “Project”), which Project is expected to include the construction and installation of the following public improvements: lawns, trees, and other landscape, sidewalks, streets, traffic signs and signals, utilities, drainage, water, storm and sewer systems, and other site improvements, streetscape, and lighting within the proposed District, and undertaking the construction of any other useful, necessary, or desired improvements within the proposed District. The Project may be completed in one or more phases.

Additionally, other purposes of the proposed District are to:

- (a) Pledge its revenues (the “CID Revenues”) to one or more notes, bonds, or other obligations, which may be issued by the proposed District or another public body (collectively, the “District Obligations”), the proceeds of said District Obligations to be used toward the payment of costs and fees of the Project, the costs of issuing the District Obligations, and to refund prior District Obligations;
- (b) Enter into contracts or other agreements in order to complete or cause completion of the Project and other purposes of the proposed District;

- (c) Implement the Project;
- (d) Impose a special assessment in accordance with the Act (the “Special Assessment”); and
- (e) Exercise any authorized purpose of the proposed District pursuant to and in accordance with the Act.

B. Estimate of Costs of Improvements

The estimated costs of the Project’s improvements, to be incurred by or on behalf of the proposed District within five (5) years from the date of adoption of an ordinance creating the proposed District, are approximately \$3,413,574, which excludes the costs of issuance related to the issuance of any District Obligations. CID Revenues may also be used to finance professional fees and administrative expenses, underwriting, and issuance costs related to the District Obligations as set forth in the Act.

C. Powers

The proposed District shall have the powers provided for in the Act, subject to the limitations set forth herein.

D. Annual Benchmarks for the Five-Year Plan

The following annual benchmarks represent the anticipated schedule of the proposed District and are subject to change.

2016

- Approval of ordinance establishing the proposed District.
- Effective date of the ordinance establishing the proposed District and appointment of its Board of Directors.
- Imposition of Special Assessment.
- Project commences.

2017

- Project continues.
- Collect and administer the Special Assessment.
- Issuance of District Obligations to the extent of completion of an applicable phase.
- Repayment of District Obligations.
- To the extent necessary, provide support for the Project.

2018

- Project continues.
- Collect and administer the Special Assessment.
- Issuance of District Obligations to the extent of completion of an applicable phase.
- Repayment of District Obligations.
- To the extent necessary, provide support for the Project.

2019

- Project continues.
- Collect and administer Special Assessment.
- Issuance of District Obligations to the extent of completion of an applicable phase.
- Repayment of District Obligations.
- To the extent necessary, provide support for the Project.

2020

- Project continues.
- Collect and administer Special Assessment.
- Issuance of District Obligations to the extent of completion of an applicable phase.
- Repayment of District Obligations.
- To the extent necessary, provide support for the Project.

3. GOVERNANCE OF THE PROPOSED DISTRICT

A. Type of Proposed District

The proposed District shall be a political subdivision governed by a board of directors (“Board”) and shall have all of the powers authorized and/or granted by the Act.

B. Board of Directors

1. Number

The proposed District shall be governed by the Board, consisting of five (5) directors (the “Directors” and each a “Director”). The number of persons constituting the Board shall not be increased without the consent of both the Petitioner and the City. In accordance with Section 67.1451 of the Act, if there are fewer than five (5) owners of real property located within the proposed District, the Board may be comprised of up to five (5)

legally authorized representatives of any of the owners of real property located within the proposed District.

2. Qualifications

Each Director, during his or her term, shall meet the following requirements:

- (a) be a citizen of the United States of America;
- (b) be a Missouri resident for at least one year prior to appointment to the Board;
- (c) be at least 18 years of age; and
- (d) be an owner as defined in Section 67.1401.2(11) of the Act of District Property (or a legally authorized representative thereof).

3. Initial Board of Directors

The initial Directors shall be appointed by the Mayor with the consent of the Board of Aldermen to serve the following staggered terms, all in accordance with Section 67.1451.5 of the Act:

Director:	Term:
Kevin Coffey	Four (4) Years
Craig Sabo	Four (4) Years
Ralph Lindsey	Two (2) Years
Jeremy Roth	Two (2) Years
Jeff Lewis	Two (2) Years

Except as stated herein, upon expiration of the terms of the initial Directors, successive Directors shall be appointed by the Mayor, from a slate approved by the Directors, with the consent of the Board of Aldermen pursuant to the Act and this Petition.

4. Board Representation

In addition to the foregoing qualifications set forth in this Section 3, in order to ensure fair representation of the proposed District, the Board representation shall meet the following requirements:

- (A) For so long as the Petitioner, or one of its affiliates, or the City is an owner as defined in Section 67.1401.2(11) of the Act of District Property, the City shall have three (3) representatives on the Board. To the extent the Petitioner, or one of its affiliates, is an owner, but

the City is not an owner, the Petitioner, or one of its affiliates, shall designate the City's three (3) representatives as its legally authorized representatives with respect to the Board.

- (B) For so long as the Petitioner, or one of its affiliates, is an owner as defined in Section 67.1401.2(11) of the Act of District Property, the Petitioner shall have two (2) representatives on the Board.
- (C) In the event the Petitioner no longer is an owner as defined in Section 67.1401.2(11) of the Act of District Property, then the homeowner's association established within the proposed District and which acquired real property from the Petitioner shall have two (2) representatives on the Board.

5. Successor Directors

Successor Directors shall serve four (4) year terms on the Board and shall be appointed by the Mayor with the consent of the Board of Aldermen according to a slate submitted by the Mayor to the Board of Aldermen.

4. REAL PROPERTY TAXES

The proposed District shall have no power to levy a real property tax upon District Property pursuant to Section 67.1531 of the Act; as such, the maximum rate of real property taxes within the proposed District is zero.

5. SPECIAL ASSESSMENTS

In accordance with Section 67.1521 of the Act, the proposed District shall have the power to levy a Special Assessment upon District Property as follows:

A. Maximum Rates and Methods

The maximum rate of the Special Assessment and the method of assessment that may be proposed by petition are set out in the special assessment petition attached to this Petition as Exhibit C (the "Special Assessment Petition"), attached hereto and incorporated herein by reference. By execution of this Petition the Petitioners have executed the Special Assessment Petition and authorized the Special Assessment set out in the Special Assessment Petition.

Upon the City's adoption of an ordinance establishing the proposed District according to the Act and as provided in this Petition, the Petitioners shall present the Special Assessment Petition to the Board for its approval.

B. Levy of Assessments

The proposed District will establish four (4) classes of real property within the proposed District for purposes of the Special Assessment, which classes will be distinguished by the width of each dwelling unit constructed on the residential tax parcels located within the proposed District, to be distinguished as the "Villas", the "Baysides", the "Oakwoods", and the "Timberwoods". The width of each dwelling unit shall be conclusively established by measuring the original front building line footings as of the first day after construction of the dwelling unit is completed, the width of each dwelling unit to be measured by the Developer (or its authorized representative) and written notice of the width to be provided to the proposed District.

The "Villas" class shall consist of all tax parcels within the proposed District that have a dwelling unit with a structure width ranging from 0 – 35.99 feet (the "Villas Class"). The "Baysides" class shall consist of all tax parcels within the proposed District that have a dwelling unit with a structure width ranging from 36.00 – 45.99 feet (the "Bayside Class"). The "Oakwoods" class shall consist of all tax parcels within the proposed District that have a dwelling unit with a structure width ranging from 46.00 – 51.99 feet (the "Oakwood Class"). The "Timberwoods" class shall consists of all tax parcels within the proposed District that have a dwelling unit with a structure width of 52.00 feet or larger (the "Timberwood Class", along with the Villas Class, the Bayside Class, and the Oakwood Class, each individually, a "Class", and, collectively, the "Classes"). The Board shall adopt rules and regulations that set forth additional qualifications or documentation necessary for the Board to classify the tax parcels located within the District Property.

In accordance with the Act, the levy rate for each residential tax parcel of property may vary. The method of imposing such Special Assessment on each residential tax parcel within the proposed District shall be based upon the determination of (i) the type of Class and (ii) the initial issuance of an occupancy permit after completion of a dwelling unit (or equivalent documentation indicating a dwelling unit is ready for occupancy) on such residential tax parcel (the "Initial Certificate of Occupancy"). The yearly rates of the Special Assessment for the Classes are as follows:

Class	Prior to issuance of Initial Certificate of Occupancy	After issuance of Initial Certificate of Occupancy

Villas Class	\$0	\$500
Bayside Class	\$0	\$600
Oakwood Class	\$0	\$700
Timberwood Class	\$0	\$800

The Board shall notify the assessor of the County of St. Louis, Missouri (the "Assessor") of the Special Assessment rates for each residential tax parcel located within the proposed District, as determined by its Class.

6. ASSESSED VALUE

As of the date of this Petition, the Petitioner owns all of the District Property which consists of: (a) three tax parcels (Parcel Locator Nos. 28W330055, 29W630026, and 29W420113) in their entirety; (b) a portion of a fourth tax parcel (Parcel Locator No. 28W140030) that has been legally subdivided, but for which the Assessor has not yet assigned a separate Parcel Locator Number or created a separate assessed value for the portion of the fourth tax parcel within the proposed District; (c) a fifth tax parcel (Parcel Locator Nos. 29W510391) that was legally subdivided from an existing tax parcel (Parcel Locator No. 29W510335), but for which the Assessor has not yet created a separate assessed value; and (d) a sixth tax parcel (Parcel Locator Nos. 29W510379) that was legally subdivided from an existing tax parcel (Parcel Locator No. 29W510094), but for which the Assessor has not yet created a separate assessed value. Therefore, it is not possible to state the total assessed value of the District Property with absolute certainty.

For purposes of calculating the assessed value of the District Property for this Petition, (1) for the portion of the fourth tax parcel referenced in (b) above, the most recent assessed land value available for the fourth tax parcel is allocated to reflect the percentage of the acreage of the fourth tax parcel within the proposed District, which does not include the most recent assessed improvement value available for the fourth tax parcel as none of the improvements located thereon are within the proposed District; (2) for the fifth tax parcel referenced in (c) above, the most recent assessed land value available for the entire undivided existing tax parcel (Parcel Locator Nos. 29W510335) from which it was legally subdivided is allocated to reflect the percentage of the acreage of the fifth tax parcel within the proposed District; and (3) for the sixth tax parcel referenced in (d) above, the most recent assessed land value available for the entire undivided existing tax parcel (Parcel Locator Nos. 29W510094) from which it was legally subdivided is allocated to reflect the percentage of the acreage of the sixth tax parcel within the proposed District, which does not include the most recent assessed improvement value available for Parcel Locator Nos. 29W510094 as none of the improvements located thereon are within the proposed District. The total assessed value of the District Property is approximately \$1,040,882.38 according to the records of the Assessor's Office.

7. SALES AND USE TAX

The proposed District shall have no power to submit a sales and use tax to the qualified voters of the proposed District for approval; as such, the maximum rate of sales and use tax imposed by the proposed District within the proposed District is zero.

8. BLIGHT DETERMINATION

This Petition does not include a request for a determination of blight for any real property within the proposed District, including the District Property.

9. LIFE OF PROPOSED DISTRICT

Petitioner requests that the proposed District exist for a maximum of thirty-two (32) years from the effective date of the ordinance approving this Petition as provided in Section 67.1481.1 of the Act.

10. NOTICE TO PETITIONER

The signature of the undersigned may not be withdrawn later than seven (7) days after this Petition is filed with the City Clerk of the City.

11. LIMITATIONS ON BORROWING CAPACITY AND REVENUE OF DISTRICT

The proposed District shall have all powers and authority provided in the Act to borrow revenue in order to complete the Project, and to and complete such improvements as are necessary and desirable to the proposed District. The proposed District shall have the authority, as set forth above, to levy the Special Assessment in accordance with the Act in order to generate revenue for the proposed District. Petitioner does not seek to limit the borrowing capacity or type of revenue generation of the District, except as may otherwise be provided in this Petition. Petitioner anticipates the pledge of CID Revenues to District Obligations issued to fund the Project or other purposes of the proposed District as set forth in this Petition.

12. PROPOSED DISTRICT POWERS.

Except as limited by this Petition, there shall be no limitations on the proposed District's powers and the proposed District shall have all powers granted under the Act.

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Signature Page for Amended Petition for Creation of a Community Improvement District

The undersigned requests that the Board of Aldermen of the City establish and authorize the creation of the proposed District pursuant to the preceding Petition.

Name of Owner:	Brewster Road, LLC
Owner's Telephone Number:	636-537-2000
Owner's Mailing Address	16091 Swingley Ridge Road, Suite 300, Chesterfield, MO 63017
Owner Entity Type:	Missouri limited liability company
Name of Signer:	Jeannie Aumiller
Basis of Legal Authority to Sign:	Authorized Agent
Signer's Telephone Number:	636-537-2000
Signer's Mailing Address	16091 Swingley Ridge Road, Suite 300, Chesterfield, MO 63017

The map (see Exhibit B), tax parcel identification numbers and assessed value of the tax parcels owned:

Tax Parcel	Address	Assessed Value		
		Land	Imp.	Total
28W330055	765 Brewster Rd Eureka, MO 63025	\$98,340	\$0	\$98,340
29W630026	764 Brewster Rd Eureka, MO 63025	\$75,580	\$0	\$75,580
29W420113	501 Brewster Rd Eureka, MO 63025	\$30,850	\$0	\$30,850
28W140030*	4900 Six Flags Rd., Eureka, MO 63025	\$829,703.41	\$0	\$829,703.41
29W510391**	547 Brewster Rd Eureka, MO 63025	\$6,358.32	\$0	\$6,358.32
29W510379***	551 Brewster Rd Eureka, MO 63025	\$50.65	\$0	\$50.65

*NOTE: A portion of this fourth tax parcel, which has been legally subdivided, is within the proposed District, but the Assessor has not yet assigned a separate Parcel Identification Number or created a separate assessed value for the portion of this fourth parcel within the proposed District. The approximate assessed value of the portion of the fourth tax parcel within the proposed District is calculated based on the most recent assessed land value available for the fourth tax parcel, which was allocated to reflect the percentage of the acreage of the fourth tax parcel within the proposed District, which does not include the most recent assessed improvement value available for the fourth tax parcel as none of the improvements located thereon are within the proposed District. Here, for purposes of this calculation, the fourth tax parcel was approximately 487.32 acres and approximately 178.425 acres thereof constitute the portion of the fourth parcel within the proposed District.

**NOTE: This fifth tax parcel was created by legally subdividing an existing tax parcel (Parcel Locator No. 29W510335), but Assessor has not yet created a separate assessed value. The approximate assessed value of the fifth tax parcel within the proposed District is calculated based on the most recent assessed land value available for the entire undivided existing tax parcel (Parcel Locator Nos. 29W510335) from which it was legally subdivided, allocated to reflect the percentage of the acreage thereof constituting the fifth tax parcel within the proposed District. Here, for purposes of this calculation, the parcel assigned Parcel Locator No. 29W510335 was approximately 1.77 acres and approximately .1520 acres thereof constitute the fifth tax parcel within the proposed District.

***NOTE: This sixth tax parcel was created by legally subdividing an existing tax parcel (Parcel Locator No. 29W510094), but Assessor has not yet created a separate assessed value. The approximate assessed value of the sixth tax parcel within the proposed District is calculated based on the most recent assessed land value available for the entire undivided existing tax parcel (Parcel Locator Nos. 29W510094) from which it was legally subdivided, allocated to reflect the percentage of the acreage thereof constituting the sixth tax parcel within the proposed District, which does not include the most recent assessed improvement value available for Parcel Locator Nos. 29W510094 as none of the improvements located thereon are within the proposed District. Here, for purposes of this calculation, the parcel assigned Parcel Locator No. 29W510094 was approximately 4.3 acres and approximately .4033 acres thereof constitute the sixth tax parcel within the proposed District.

By executing this Petition, the undersigned represents and warrants that she is authorized to execute this Petition on behalf of the property owner named immediately above. The undersigned also represents and warrants that she has received a copy of this Petition and its exhibits, has read this Petition and its exhibits, and authorizes this signature page to be attached to the original of this Petition to be filed in the Office of the City Clerk.

BREWSTER ROAD, LLC, a Missouri limited liability company

By: *JM*
Name: JEANNIE M. AUMILLER
Title: ASSOCIATE GENERAL COUNSEL

STATE OF MISSOURI)
) SS.
COUNTY OF ST. LOUIS)

Before me personally appeared Jeannie Aumiller, an authorized representative of Brewster Road, LLC, to me personally known to be the individual described in and who executed the foregoing instrument on behalf of said limited liability company and acknowledged to me that she executed the same for the purposes therein stated.

WITNESS my hand and official seal this 13th day of OCTOBER, 2016 in the County and State aforesaid, the day and year first above written.

Donna L. Knese
Notary Public
Printed Name: DONNA L. KNESE

My Commission Expires:
12/6/19



DONNA L. KNESE
My Commission Expires
December 6, 2019
St. Charles County
Commission #11510086

EXHIBIT A

DISTRICT LEGAL DESCRIPTION

A tract of land being part of Lot 5 and all of Lots 8 and 9 of "Calvin M. Christy's Subdivision" a subdivision according to the plat thereof recorded in Plat Book 4 Page 31 of the St. Louis County, Missouri Records in U.S. Survey 2010 and part of the Northeast Quarter of Fractional Section 34 and Part of the West Half of Fractional Section 35, Township 44 North, Range 3 East, City of Eureka, St. Louis County, Missouri and being more particularly described as follows:

Beginning at an Old Stone found at the intersection of Sections 26, 27, 34 and 35, Township 44 North, Range 3 East; thence along the north line of said Section 35, South 89°30'00" East, 122.64 feet to the northwest line of above said U.S. Survey 2010; thence along said northwest line of U.S. Survey 2010, North 59°19'53" East, 237.07 feet to an Old Stone found for the northernmost corner of said U.S. Survey 2010; thence leaving said northwest line and along the northeast line of said U.S. Survey 2010, South 28°04'26" East, 139.72 feet to a point on the north line of Fractional Section 35; thence leaving said northeast line and said north line of Fractional Section 35, South 89°30'00" East, 2294.02 feet to an Old Stone found on the west line of U.S. Survey 3206, last said Stone also being the northwest corner of Lot 29 of Louis Courtois Tract; thence leaving said north line and along said west line of said U.S. Survey 3206, South 00°17'24" West, 1345.17 feet to an Old Stone found at the southwest corner of said Lot 29, said corner also being the northwest corner of Lot 38 of said Louis Courtois Tract; thence continuing along said west line of U.S. Survey 3206, South 00°26'21" West, 2613.87 feet to an Old Stone found at the intersection of said west line of U.S. Survey 3206 and the northeast line of said U.S. Survey 2010; thence leaving said west line and along said northeast line of U.S. Survey 2010, North 29°38'43" West, 1031.53 feet to an Old Stone found at the southeast corner of above said Lot 5, said corner also being the easternmost corner of a tract of land conveyed to Thomas J. Rosemann, Trustee, by instrument recorded in Deed Book 17761, Page 4109 of above said records; thence leaving last said northeast line and along the northeast line of said Rosemann tract, North 46°25'52" West, 284.99 feet; thence continuing along last said northeast line and its prolongation, being the northeast line of a tract of land conveyed to Kenneth M. Rice and Sandra A. Rice, Husband and Wife, by deed recorded in Deed book 16873, Page 1495 of said records, North 52°46'56" West, 678.40 feet; thence continuing along said northeast line of Rice tract the following courses and distances: North 42°01'15" West, 383.09 feet; and North 25°08'51" West, 301.26 feet to a point on the centerline of Brewster Road, 40 feet wide; thence leaving last said northeast line, North 01°54'02" East, 20.00 feet to a point on the north right-of-way line of said Brewster Road; thence along said north right-of-way line of Brewster Road the following courses and distances: North 88°05'58" West, 355.59 feet; South 53°00'36" West, 345.53 feet; South 00°10'17" West, 1172.85 feet; and South 49°27'44" West, 879.61 feet to an iron pipe found on the southwest line of above said Lot 9, said pipe also being the southeast corner of a tract of land conveyed to Eden Community Church by instrument recorded in Deed Book 18822, Page 1107 of said records; thence leaving said north right-of-way line and along said southwest line of Lot 9 and its prolongation, North 29°33'44" West, 4520.32 feet to a point in the north line of said Fractional Section 34, from which an iron rod with aluminum cap marking the North Quarter Corner of said Fractional Section 34 bears North 87°57'52" West, 123.09 feet; thence leaving last said southwest line and along said north line of Fractional Section 34, South 87°57'52" East, 2516.51 feet to the Point of Beginning and contains 12,683,668 square feet, or

291.176 acres, more or less according to a survey by The Sterling Company during the month of July, 2015 under project number 14-08-284.

Excepting therefrom, a tract of land being Proposed Out Lot B of the Arbors of Rockwood Plat One being a part of lots 8 and 9 of "Calvin M. Christy's Subdivision" a subdivision according to the plat thereof recorded in Plat Book 4 Page 31 of said records in U.S. Survey 2010, Township 44 North, Range 3 East, City of Eureka, St. Louis County, Missouri and being more particularly described as follows:

Commencing at an old stone found at the intersection of Sections 26, 27, 34 and 35, Township 44 North, Range 3 East; thence along the north line of said Fractional Section 35, South $89^{\circ}30'00''$ East, 122.64 feet to the northwest line of above said U.S. Survey 2010; thence leaving said north line and along said northwest line of U.S. Survey 2010, North $59^{\circ}19'53''$ East, 237.07 feet to an old stone found for the northernmost corner of said U.S. Survey 2010; thence leaving said northwest line and along the northeast line of said U.S. Survey 2010, South $28^{\circ}04'26''$ East, 139.72 feet to a point on said north line of Fractional Section 35; thence continuing along said northeast line, South $29^{\circ}40'53''$ East, 2183.63 feet to a point in the centerline of Brewster road, 40 feet wide; thence leaving said northeast line and along said centerline of Brewster Road, South $42^{\circ}47'37''$ West, 48.11 feet to a point; thence continuing along said centerline, North $88^{\circ}05'58''$ West, 423.15 feet to a point being the northeast corner of a tract of land conveyed to Kenneth M. Rice and Sandra A. Rice, husband and wife, by deed recorded in Deed Book 16873, Page 1495 of the St. Louis County, Missouri records; thence leaving said centerline, North $01^{\circ}54'02''$ East, 20.00 feet to a point on the north right-of-way line of said Brewster Road; thence along said north right-of-way line of Brewster Road the following courses and distances: North $88^{\circ}05'58''$ West, 355.59 feet; South $53^{\circ}00'36''$ West, 345.53 feet; South $00^{\circ}10'17''$ West, 421.81 feet to the Point of Beginning; thence continuing along the west right-of-way line of Brewster Road South $00^{\circ}10'17''$ West, 728.28 feet to a point of curvature; thence leaving said right of way and proceeding the following courses, distances, and curves: along an arc to the right with a radius of 20.00 feet, an arc length of 33.32 feet, the chord of which bears South $47^{\circ}53'59''$ West, 29.60 feet to a point of reverse curvature; thence along an arc to the left with a radius of 120.00 feet, an arc length of 151.80 feet, the chord of which bears South $59^{\circ}23'16''$ West, 141.88 feet to a point of reverse curvature; thence along an arc to the right with a radius of 80.00 feet, an arc length of 105.79 feet, the chord of which bears South $61^{\circ}01'55''$ West, 98.25 feet to a point of compound curvature; thence along an arc to the right, with a radius of 20.00 feet, an arc length of 28.09 feet, the chord of which bears North $40^{\circ}51'02''$ West, 25.84 feet to a point of reverse curvature; thence along an arc to the left with a radius of 325.00 feet, an arc length of 164.14 feet; the chord of which bears North $15^{\circ}05'09''$ West, 162.40 feet to a point of tangency; North $29^{\circ}33'14''$ West, 873.37 feet to a point of curvature, along an arc to the right with a radius of 250.00 feet, an arc length of 495.95 feet, the chord of which bears North $27^{\circ}16'41''$ East, 418.53 feet; thence along a non-radial line, South $53^{\circ}28'11''$ East, 434.30 feet; South $44^{\circ}57'43''$ East, 256.65 feet to the Point of Beginning, containing 571,723 square feet (13.125 acres more or less) according to calculations performed by The Sterling Company on January 20, 2016, under order number 14-08-284.

AND

Lot 2 of Six Flags – Brewster Lot Split Plat, per the plat recorded in Plat Book 363, Page 603 of the St. Louis County Records;

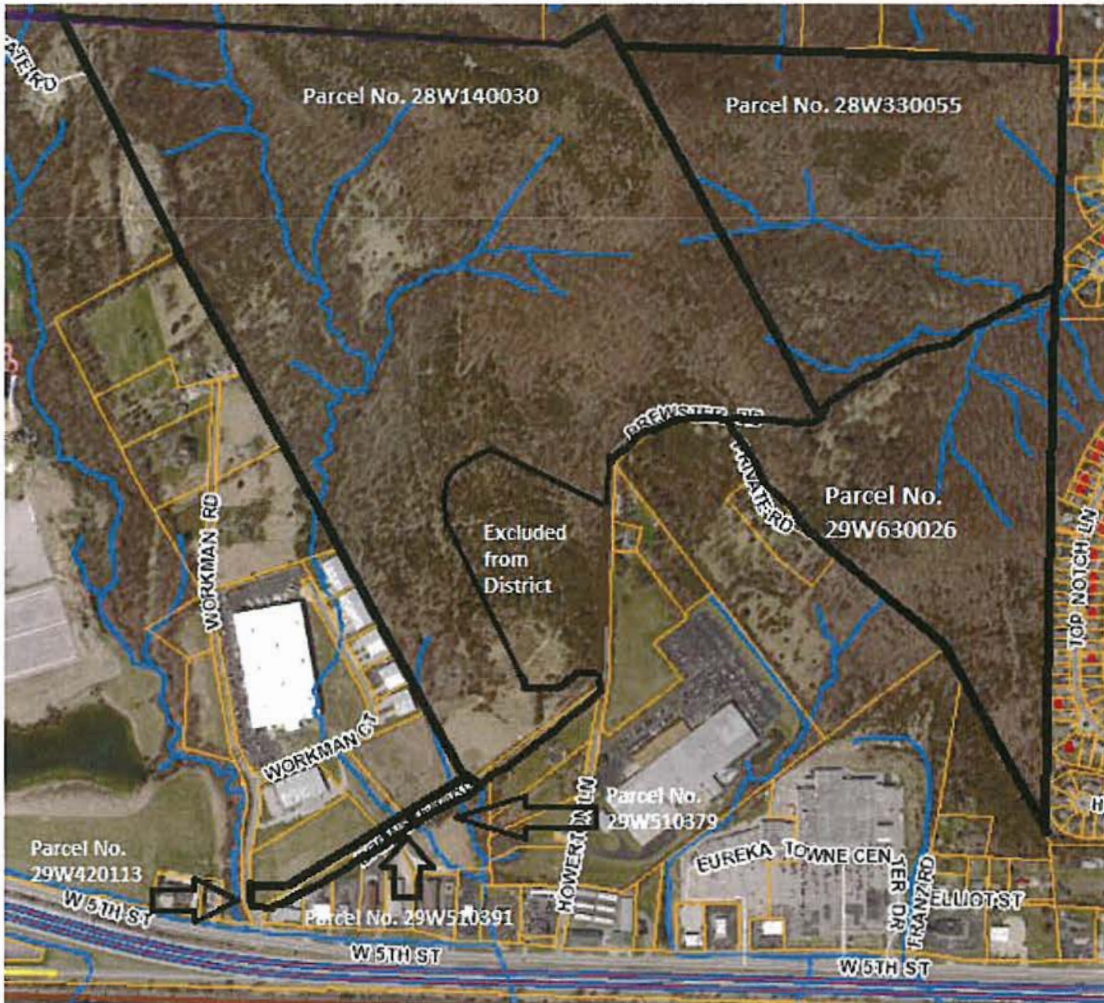
AND

Lot 2 of the Eden Community Church Lot Split Plat, according to the plat thereof recorded in Plat Book 364 page 51 of the St. Louis County Records;

AND

Lot 2 of Eureka Commercial Park Outlot A Resubdivision, according to the plat thereof recorded in Plat Book 364 page 107 of the St. Louis County Records.

EXHIBIT B
DISTRICT BOUNDARY MAP



Area outlined in black, and therein broken down into individual tax parcels, is the proposed District boundary.

EXHIBIT C

SPECIAL ASSESSMENT PETITION

Petition for Levy of Special Assessment

In accordance with the Act, as defined in the petition establishing the District (the “Petition”), The Arbors of Rockwood Community Improvement District (the “District”) shall be authorized to levy special assessments against real property benefited within the District for the purpose of providing revenue for costs incurred by the District for completion of the Project, as defined in the Petition, in the District.

The special assessment may be levied against each Class (as hereinafter defined) within the District, which Classes (as hereinafter defined) receive special benefit as a result of the Project. The cost of the Project shall be allocated among each of the Classes, based upon the schedule set forth below. For purposes of the special assessment, there will be four (4) Classes within the District for purposes of the special assessment, which shall be distinguished by the width of dwelling unit constructed on the tax parcels located within the District, to be distinguished as: Villas, Baysides, Oakwoods, and Timberwoods. For the sake of clarity, the width of each dwelling unit constructed shall be conclusively established by measuring the original front building footings as of the first day after construction of the dwelling unit is completed, the width of each dwelling unit to be measured by the Developer (as defined in the Petition) or its authorized representative and written notice of such measurement delivered to the District. The Villas class shall consist of all tax parcels within the District which have a dwelling unit structure width of 0 – 35.99 feet (the “Villas Class”). The Baysides class shall consist of all tax parcels within the District which have a dwelling unit structure width of 36.00 – 45.99 feet (the “Bayside Class”). The Oakwoods class shall consist of all tax parcels within the District which have a dwelling unit structure width of 46.00 – 51.99 feet (the “Oakwood Class”). The Timberwoods class shall consist of all tax parcels within the District which have a dwelling unit structure width greater than or equal to 52.00 feet (the “Timberwood Class”, along with the Villas Class, the Bayside Class and the Oakwood Class, each individually, a “Class” and, collectively, the “Classes”). The District’s Board of Directors shall adopt rules and regulations that set forth any additional qualifications or documentation necessary for the District’s Board of Directors to distinguish a Class or the Classes.

The method of imposing the special assessments for each tax parcel of property shall be based upon (i) the determination of each tax parcel of property within the District as part of the Villas Class, Bayside Class, Oakwood Class, or Timberwood Class, and (ii) the initial issuance of an occupancy permit (or equivalent documentation indicating that the dwelling unit located on the tax parcel has been authorized to be occupied by the local municipality) for the dwelling unit located on the tax parcel (the “Initial Certificate of Occupancy”). The rates of the yearly special assessment for each of the Classes are as follows:

CLASS	Prior to Issuance of Initial Certificate of Occupancy	After Issuance of Initial Certificate of Occupancy
Villas	\$0	\$500

Bayside	\$0	\$600
Oakwood	\$0	\$700
Timberwood	\$0	\$800

The District's authorization to levy the yearly special assessment set forth herein shall expire at a maximum of thirty-two (32) years from the effective date of the ordinance approving the Petition.

The properties located in the District that will receive special benefit from the Project are as set forth below:

Tax Parcel	Address	Summary Legal Description	Assessed Value
28W330055	765 Brewster Rd Eureka, MO 63025	A tract of land being part of Fractional Section 35, Township 44 North – Range 3, East, St. Louis County, Missouri and being more particularly described as: Beginning at the intersection of the centerline of Brewster Road, 40 feet wide, with the dividing line between Fractional Section 35 and U.S. Survey 2010; thence North 29 degrees 12 minutes 58 seconds West 2181.39 feet, along said dividing line between Fractional Section 35 and U.S. Survey 2010 to the Northwest corner of Fractional Section 35; thence South 89 degrees, 03 minutes 28 seconds East 2293.05 feet along the North line of said Fractional Section 35 to the Northwest corner of Lot 29 of the "Louis Courtois Jr. Tract", being also the Northeast corner of said Fractional Section 35; thence South 00 degrees 52 minutes 00 seconds West 1184.60 feet along the West line of said Lot 29 and said East line of Fractional Section 35 to the said centerline of Brewster Road, 40 feet wide; thence Westwardly along the said center lien of Brewster Road, the following courses and distances; South 70 degrees 41 minutes 50 seconds West 133.71 feet South 59 degrees 28 minutes 02 seconds West 540.71 feet, South 77 degrees 25 minutes 17 seconds West 174.48 feet, South 60 degrees 33 minutes 54 seconds West 315.74 feet and South 45 degrees 31 minutes 44 seconds West 242.07 feet to the point of beginning TOGETHER WITH that portion of Brewster Road vacated by City of Eureka ordinance No. 1107, a copy of which is recorded in Book 12524 page 354.	\$98,340
29W630026	764 Brewster Rd Eureka, MO 63025	A tract of land being part of Lot 5 of "Calvin M. Christy's Subdivision", a subdivision according to the plat thereof recorded in Plat Book 4 page 31 of the St. Louis County Records, in U.S. Survey 2010 and part of Fractional Section 35,	\$75,580

		<p>Township 44 North-Range 3 East, St. Louis County, Missouri and being more particularly described as:</p> <p>Beginning on the Southeast corner of said Lot 5 of "Calvin M. Christy's Subdivision", said point being on the dividing line between U.S. Survey 2010 and Fractional Section 35, being also the most Eastern corner of property conveyed to James R. and Alveretta M. McIntyre, by deed recorded in Book 6925, Page 1593, of the St. Louis County Records; thence Northwestwardly along the Northeast line of said McIntyre property and the East line of property conveyed to Larry W. and G. Janet Venter Barkley, by deed recorded in Book 9613 Page 93 of the St. Louis County Records, the following courses and distances: North 45 degrees 57 minutes 01 second West 284.99 feet, North 52 degrees 16 minutes 43 seconds West 678.40 feet, North 41 degrees 37 minutes 29 seconds West 383.09 feet and North 24 degrees 39 minutes 10 seconds West 301.26 feet to the centerline of Brewster Road, 40 feet wide; thence Easterly and Northeastwardly along said centerline of Brewster Road, the following courses and distances: South 87 degrees 37 minutes 15 seconds East 423.15 feet, North 43 degrees 15 minutes 54 seconds East 49.03 feet, North 45 degrees 31 minutes 44 seconds, East 242.07 feet, North 60 degrees 33 minutes 54 seconds East 315.74 feet, North 77 degrees 25 minutes 17 seconds East 174.48 feet, North 59 degrees 28 minutes 02 seconds East 540.77 feet and North 70 degrees 41 minutes 50 seconds East 133.71 feet to West line of U.S. Survey 3206, being also the East line of Fractional Section 35 and being also the West line of Lot 29 of the "Louis Courtois, Jr. Tract"; thence South 0 degrees 52 minutes 00 seconds West 2774.09 feet, along said West line of U.S. Survey 3206, said East line of Fractional Section 35 and the West line of Lots 29, 30 and 38 of said "Louis Courtois, Jr. Tract" to the most Southern Corner of Fractional Section 35, being also on the aforesaid East line of U.S. Survey 2010; thence North 29 degrees 10 minutes 39 seconds West 1031.48 feet along said East line of U.S. Survey 2010 to the point of beginning according to a survey by Volz., Inc. during June 1994 TOGETHER WITH that portion of Brewster Road vacated by City of Eureka Ordinance No 1107 a copy of which is recorded in Book 12524 page 0354.</p>	
29W420113	501 Brewster Rd Eureka, MO 63025	Lot 2 of Six Flags – Brewster Lot Split Plat, per that plat recorded in Plat Book 363, Page 603 of the St. Louis County Records	\$30,850
28W140030*	4900 Six Flags	A tract of land being part of Lot A of "Six Flags	\$829,703.41

	Rd., Eureka, MO 63025	over MidAmerica,” according to the plat thereof recorded in plat book 152 page 2 of the St. Louis County, Missouri, records, said tract also being all of lots 8 and 9 of “Calvin M. Christy’s subdivision” a subdivision according to the plat thereof recorded in plat book 4, page 31 of said records in U.S. Survey 2010 and part of the northeast quarter of fractional section 34 and part of the northwest quarter of fractional section 35, township 44 north, range 3 east, City of Eureka, St. Louis County, Missouri	
29W510391**	547 Brewster Rd Eureka, MO 63025	Lot 2 of Eureka Commercial Park Outlot A Resubdivision, a Subdivision in the County of St. Louis, State of Missouri, according to the plat thereof recorded in Plat Book 364, page 107 of the St. Louis County Records	\$6,358.32
29W510379***	551 Brewster Rd Eureka, MO 63025	Lot 2 of the Eden Community Church Lot Split Plat, according to the plat thereof recorded in Plat Book 364 page 51 of the St. Louis County Records	\$50.65

*NOTE: A portion of this fourth tax parcel, which has been legally subdivided, is within the proposed District, but the Assessor has not yet assigned a separate Parcel Identification Number or created a separate assessed value for the portion of this fourth parcel within the proposed District. The approximate assessed value of the portion of the fourth tax parcel within the proposed District is calculated based on the most recent assessed land value available for the fourth tax parcel, which was allocated to reflect the percentage of the acreage of the fourth tax parcel within the proposed District, which does not include the most recent assessed improvement value available for the fourth tax parcel as none of the improvements located thereon are within the proposed District. Here, for purposes of this calculation, the fourth tax parcel was approximately 487.32 acres and approximately 178.425 acres thereof constitute the portion of the fourth parcel within the proposed District.

**NOTE: This fifth tax parcel was created by legally subdividing an existing tax parcel (Parcel Locator No. 29W510335), but Assessor has not yet created a separate assessed value. The approximate assessed value of the fifth tax parcel within the proposed District is calculated based on the most recent assessed land value available for the entire undivided existing tax parcel (Parcel Locator Nos. 29W510335) from which it was legally subdivided, allocated to reflect the percentage of the acreage thereof constituting the fifth tax parcel within the proposed District. Here, for purposes of this calculation, the parcel assigned Parcel Locator No. 29W510335 was approximately 1.77 acres and approximately .1520 acres thereof constitute the fifth tax parcel within the proposed District.

***NOTE: This sixth tax parcel was created by legally subdividing an existing tax parcel (Parcel Locator No. 29W510094), but Assessor has not yet created a separate assessed value. The approximate assessed value of the sixth tax parcel within the proposed District is calculated based on the most recent assessed land value available for the entire undivided existing tax

parcel (Parcel Locator Nos. 29W510094) from which it was legally subdivided, allocated to reflect the percentage of the acreage thereof constituting the sixth tax parcel within the proposed District, which does not include the most recent assessed improvement value available for Parcel Locator Nos. 29W510094 as none of the improvements located thereon are within the proposed District. Here, for purposes of this calculation, the parcel assigned Parcel Locator No. 29W510094 was approximately 4.3 acres and approximately .4033 acres thereof constitute the sixth tax parcel within the proposed District.

[Remainder of page intentionally left blank. Signature page to follow]

Signature Page for The Arbors of Rockwood Community Improvement District Special
Assessment Petition

Name of Owner:	Brewster Road, LLC
Owner's Telephone Number:	636-537-2000
Owner's Mailing Address	16091 Swingley Ridge Road, Suite 300, Chesterfield, MO 63017
Owner Entity Type:	Missouri limited liability company
Name of Signer:	Jeannie Aumiller
Basis of Legal Authority to Sign:	Authorized Agent
Signer's Telephone Number:	636-537-2000
Signer's Mailing Address	16091 Swingley Ridge Road, Suite 300, Chesterfield, MO 63017

The map (see Exhibit 1), tax parcel identification numbers and assessed value of the tax parcels owned:

Parcel	Address	Assessed Value		
		Land	Imp.	Total
28W330055	765 Brewster Rd Eureka, MO 63025	\$98,340	\$0	\$98,340
29W630026	764 Brewster Rd Eureka, MO 63025	\$75,580	\$0	\$75,580
29W420113	501 Brewster Rd Eureka, MO 63025	\$30,850	\$0	\$30,850
28W140030*	4900 Six Flags Rd., Eureka, MO 63025	\$829,703.41	\$0	\$829,703.41
29W510391**	547 Brewster Rd Eureka, MO 63025	\$6,358.32	\$0	\$6,358.32
29W510379***	551 Brewster Rd Eureka, MO 63025	\$50.65	\$0	\$50.65

*NOTE: A portion of this fourth tax parcel, which has been legally subdivided, is within the proposed District, but the Assessor has not yet assigned a separate Parcel Identification Number

or created a separate assessed value for the portion of this fourth parcel within the proposed District. The approximate assessed value of the portion of the fourth tax parcel within the proposed District is calculated based on the most recent assessed land value available for the fourth tax parcel, which was allocated to reflect the percentage of the acreage of the fourth tax parcel within the proposed District, which does not include the most recent assessed improvement value available for the fourth tax parcel as none of the improvements located thereon are within the proposed District. Here, for purposes of this calculation, the fourth tax parcel was approximately 487.32 acres and approximately 178.425 acres thereof constitute the portion of the fourth parcel within the proposed District.

**NOTE: This fifth tax parcel was created by legally subdividing an existing tax parcel (Parcel Locator No. 29W510335), but Assessor has not yet created a separate assessed value. The approximate assessed value of the fifth tax parcel within the proposed District is calculated based on the most recent assessed land value available for the entire undivided existing tax parcel (Parcel Locator Nos. 29W510335) from which it was legally subdivided, allocated to reflect the percentage of the acreage thereof constituting the fifth tax parcel within the proposed District. Here, for purposes of this calculation, the parcel assigned Parcel Locator No. 29W510335 was approximately 1.77 acres and approximately .1520 acres thereof constitute the fifth tax parcel within the proposed District.

***NOTE: This sixth tax parcel was created by legally subdividing an existing tax parcel (Parcel Locator No. 29W510094), but Assessor has not yet created a separate assessed value. The approximate assessed value of the sixth tax parcel within the proposed District is calculated based on the most recent assessed land value available for the entire undivided existing tax parcel (Parcel Locator Nos. 29W510094) from which it was legally subdivided, allocated to reflect the percentage of the acreage thereof constituting the sixth tax parcel within the proposed District, which does not include the most recent assessed improvement value available for Parcel Locator Nos. 29W510094 as none of the improvements located thereon are within the proposed District. Here, for purposes of this calculation, the parcel assigned Parcel Locator No. 29W510094 was approximately 4.3 acres and approximately .4033 acres thereof constitute the sixth tax parcel within the proposed District.

By executing this Special Assessment Petition the undersigned represents and warrants that she is authorized to execute this Special Assessment Petition on behalf of the property owner named immediately above. The undersigned also represents and warrants that she has received a copy of the Special Assessment Petition, has read the Special Assessment Petition, and authorizes this signature page to be attached to the original Special Assessment Petition to be filed with the Board of Directors of The Arbors of Rockwood Community Improvement District.

Brewster Road, LLC

By : _____
Name: Jeannie Aumiller
Title: Authorized Representative
Date: _____

STATE OF MISSOURI)
)
) SS.
COUNTY OF ST. LOUIS)

Before me personally appeared Jeannie Aumiller, an authorized representative of Brewster Road, LLC, to me personally known to be the individual described in and who executed the foregoing instrument on behalf of said limited liability company and acknowledged to me that she executed the same for the purposes therein stated.

WITNESS my hand and official seal this ____ day of _____, 2016 in the County and State aforesaid, the day and year first above written.

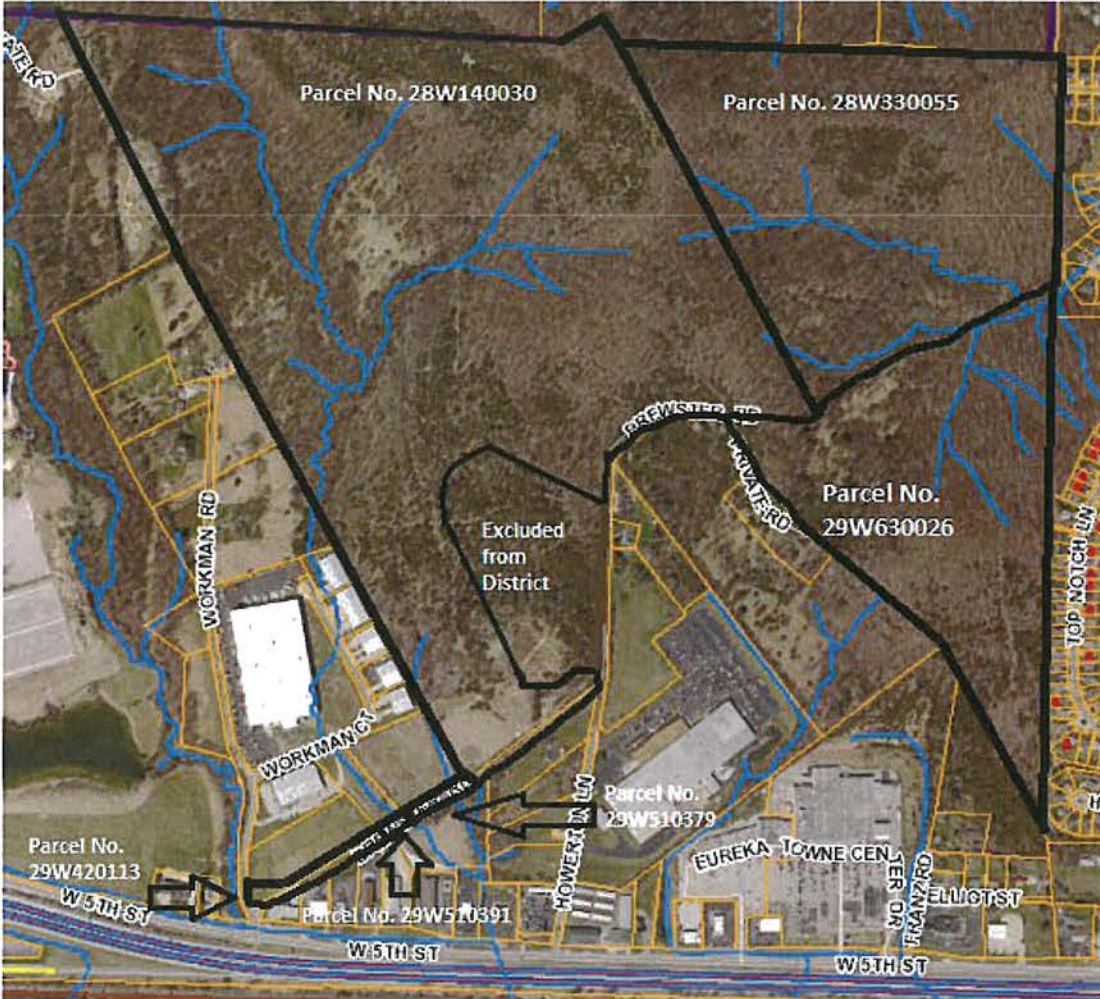
Notary Public
Printed Name: _____

My Commission Expires:

EXHIBIT 1

DISTRICT BOUNDARY MAP

(See Attached.)



Area outlined in black, and therein broken down into individual tax parcels, is the proposed District boundary.