

BALLOT BY UNANIMOUS PETITION

**UNANIMOUS PETITION OF THE OWNERS OF RECORD
OF ALL REAL PROPERTY LOCATED WITHIN THE
OLIVE/GRAESER TRANSPORTATION DEVELOPMENT
DISTRICT TO AUTHORIZE A TRANSPORTATION
DEVELOPMENT DISTRICT SALES TAX AT THE RATE
OF ONE PERCENT (1%) FOR A PERIOD OF NOT
LONGER THAN FORTY (40) YEARS.**

We, the undersigned owners (the “*Property Owners*”) of record of all real property located within the Olive/Graeser Transportation Development District (the “*District*”) located in the City of Creve Coeur, Missouri (the “*City*”), hereby execute this ballot by unanimous petition to authorize the following measure:

The Board of Directors of the District shall be authorized to impose a transportation development district-wide sales tax at the rate of one percent (1%), for a period of not longer than forty (40) years from the date on which such tax becomes effective, for the designated purpose of funding the Infrastructure Improvements and the payment of the Infrastructure Improvement Costs and all TDD Administrative Costs, all as defined by the Judgment and Order Organizing a Transportation Development District entered on December 8, 2009, by the Circuit Court of St. Louis County, Missouri, in cause number 09SL-CC03790. The Infrastructure Improvements consist of the following contemplated improvements:

1. All hard costs associated with installing traffic signals at the intersection of Olive Boulevard and the Dautel Lane/Graeser Road alignment, widening Olive Boulevard and installing the medians within Olive Boulevard from east of the Dautel Lane/Graeser Road alignment to Schulte Road (with one median break), all as required and approved by the Missouri Highways and Transportation Commission, including, without limitation, costs to demolish and clear the existing improvements (other than buildings), to relocate utilities, to grade the right of way, to install sidewalks, curb and gutter, to install pavement and to install the traffic signals (the “*Traffic Signal Improvements*”).
2. All soft costs associated with the Traffic Signal Improvements, including, without limitation, costs of all traffic studies, costs to prepare plans for the Traffic Signal Improvements (including but not limited to \$48,590.00 incurred by the proposed developer for the work of CBB through the date hereof), costs to obtain all required approvals and permits for the construction of the Traffic Signal Improvements, costs to obtain a construction loan for the Traffic Signal Improvements, interest accrued on the construction loan; and
3. \$68,000 for the cost of net right of way dedicated for the relocation of Dautel Lane and any costs to acquire any necessary right of way along Olive Boulevard, if any, other than on the property to be owned by the proposed developer.

Property Owner Name: Pace-Creve Coeur Associates, L.L.C.

Address: c/o Pace Properties Incorporated
1401 S. Brentwood Boulevard, Suite 900
St. Louis, Missouri 63144
Attention: General Counsel

I hereby declare under penalties of perjury that:

- (1) I am qualified to vote, or to affix my authorized signature in the name of an entity that is entitled to vote, in this election by virtue of owning real property within the District, pursuant to section 238.220.2 of the TDD Act;
- (2) I approve the form of this ballot by unanimous petition;
- (3) I consent to authorized natural persons voting in this election on behalf of corporations, limited liability companies, and other entities owning real property within the District and to votes being apportioned to each property owner based on number of acres owned within the District, pursuant to Section 238.220.2 of the TDD Act;
- (4) I am over the age of eighteen;
- (5) I have not been adjudged incapacitated;
- (6) I am not confined under a sentence of imprisonment;
- (7) I am not on probation or parole after conviction of a felony; and
- (8) I have never been convicted of a felony or misdemeanor connected with the right of suffrage.

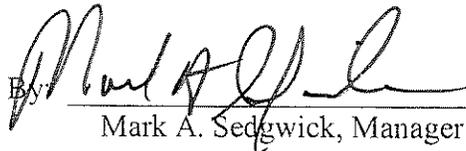
“DEVELOPER”

PACE-CREVE COEUR ASSOCIATES, L.L.C.

By: Pace-Graeser Associates, L.L.C., its Manager

By: Pace Realty Fund, L.L.C., its Manager

By: Pace Realty Investors, L.L.C., its Manager

By: 
Mark A. Sedgwick, Manager

No. of acres voted: ^{2.74}~~2.96~~

Subscribed and sworn to before me this 16th day of December, 2009.


Signature of notary or other officer
authorized to administer oaths

JENNIFER K. POWELL
Notary Public - Notary Seal
Jefferson County, State of Missouri
My Commission Expires Nov. 29, 2010
Commission Number 06975522

Property Owner Name: Creve Coeur Real Estate Venture IV, LLC

Address: 721 Emerson Road, Suite 100
St. Louis, Missouri 63141
Attention: Ms. Susan W. Moriconi

I hereby declare under penalties of perjury that:

- (1) I am qualified to vote, or to affix my authorized signature in the name of an entity that is entitled to vote, in this election by virtue of owning real property within the District, pursuant to sections 238.216 and 238.235 of the TDD Act;
- (2) I approve the form of this ballot by unanimous petition;
- (3) I consent to authorized natural persons voting in this election on behalf of corporations, limited liability companies, and other entities owning real property within the District and to votes being apportioned to each property owner based on number of acres owned within the District, pursuant to section 238.216.1(3) of the TDD Act;
- (4) I am over the age of eighteen;
- (5) I have not been adjudged incapacitated;
- (6) I am not confined under a sentence of imprisonment;
- (7) I am not on probation or parole after conviction of a felony; and
- (8) I have never been convicted of a felony or misdemeanor connected with the right of suffrage.

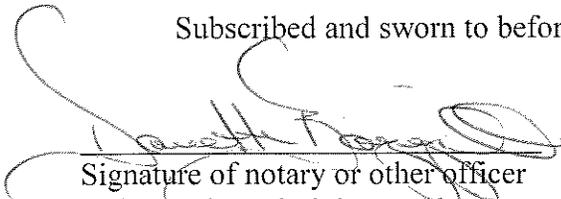
“WOLFF”

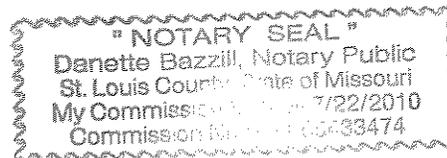
CREVE COEUR REAL ESTATE VENTURE IV, LLC

By: 
William C. Biermann, Authorized Signatory

No. of acres voted: 1.28

Subscribed and sworn to before me this 23rd day of December, 2009.


Signature of notary or other officer
authorized to administer oaths



Property Owner Name: Forsyth Investments LLC
Address: 7 North Bemiston Avenue
St. Louis, Missouri 63105
Attention: Mr. Thomas A. Stern

I hereby declare under penalties of perjury that:

- (1) I am qualified to vote, or to affix my authorized signature in the name of an entity that is entitled to vote, in this election by virtue of owning real property within the District, pursuant to sections 238.216 and 238.235 of the TDD Act;
- (2) I approve the form of this ballot by unanimous petition;
- (3) I consent to authorized natural persons voting in this election on behalf of corporations, limited liability companies, and other entities owning real property within the District and to votes being apportioned to each property owner based on number of acres owned within the District, pursuant to section 238.216.1(3) of the TDD Act;
- (4) I am over the age of eighteen;
- (5) I have not been adjudged incapacitated;
- (6) I am not confined under a sentence of imprisonment;
- (7) I am not on probation or parole after conviction of a felony; and
- (8) I have never been convicted of a felony or misdemeanor connected with the right of suffrage.

“STERN”
FORSYTH INVESTMENTS LLC

By: Thomas A. Stern
Thomas A. Stern, Authorized Signatory

No. of acres voted: 1.85

Subscribed and sworn to before me this 15th day of December, 2009.

Glenda McCutchen
Signature of notary or other officer
authorized to administer oaths



GLEND MCCUTCHEN
My Commission Expires
June 5, 2010
St. Louis County
Commission #06531857

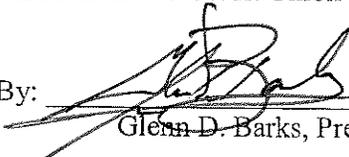
Property Owner Name: First Community Credit Union

Address: 10950 Olive Boulevard
St. Louis, Missouri 63141
Attention: Manager

I hereby declare under penalties of perjury that:

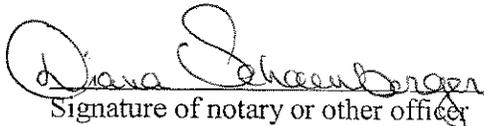
- (1) I am qualified to vote, or to affix my authorized signature in the name of an entity that is entitled to vote, in this election by virtue of owning real property within the District, pursuant to sections 238.216 and 238.235 of the TDD Act;
- (2) I approve the form of this ballot by unanimous petition;
- (3) I consent to authorized natural persons voting in this election on behalf of corporations, limited liability companies, and other entities owning real property within the District and to votes being apportioned to each property owner based on number of acres owned within the District, pursuant to section 238.216.1(3) of the TDD Act;
- (4) I am over the age of eighteen;
- (5) I have not been adjudged incapacitated;
- (6) I am not confined under a sentence of imprisonment;
- (7) I am not on probation or parole after conviction of a felony; and
- (8) I have never been convicted of a felony or misdemeanor connected with the right of suffrage.

“CREDIT UNION”
FIRST COMMUNITY CREDIT UNION
f/k/a Monsanto Credit Union

By: 
Glenn D. Barks, President

No. of acres voted: 2.62

Subscribed and sworn to before me this 1st day of December, 2009.


Signature of notary or other officer
authorized to administer oaths



DIANA SCHOENBERGER
My Commission Expires
November 28, 2011
Franklin County
Commission #07387576

Property Owner Name: Adkins Farms, Inc.
Address: 11669 E. CR 300N
Chandlerville, Illinois 62627
Attention: Mr. Oakleigh R. Adkins, III

I hereby declare under penalties of perjury that:

- (1) I am qualified to vote, or to affix my authorized signature in the name of an entity that is entitled to vote, in this election by virtue of owning real property within the District, pursuant to sections 238.216 and 238.235 of the TDD Act;
- (2) I approve the form of this ballot by unanimous petition;
- (3) I consent to authorized natural persons voting in this election on behalf of corporations, limited liability companies, and other entities owning real property within the District and to votes being apportioned to each property owner based on number of acres owned within the District, pursuant to section 238.216.1(3) of the TDD Act;
- (4) I am over the age of eighteen;
- (5) I have not been adjudged incapacitated;
- (6) I am not confined under a sentence of imprisonment;
- (7) I am not on probation or parole after conviction of a felony; and
- (8) I have never been convicted of a felony or misdemeanor connected with the right of suffrage.

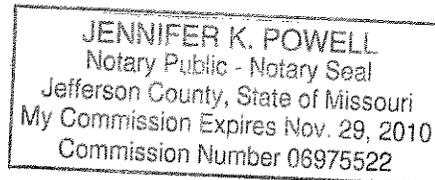
**“HUTKIN”
ADKINS FARMS, INC.**

By: 
Oakleigh R. Adkins III, President

No. of acres voted for parcel owned collectively by Adkins Farms, Inc., ORA Properties, LLC, and D Hutkin Family Investors, LLC: 2.05

Subscribed and sworn to before me this 16th day of December, 2009.


Signature of notary or other officer
authorized to administer oaths

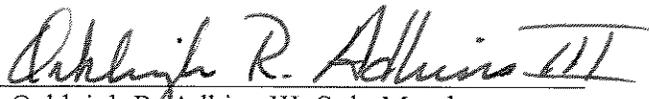


Property Owner Name: ORA Properties, LLC
Address: 11669 E. CR 300N
Chandlerville, Illinois 62627
Attention: Mr. Oakleigh R. Adkins, III

I hereby declare under penalties of perjury that:

- (1) I am qualified to vote, or to affix my authorized signature in the name of an entity that is entitled to vote, in this election by virtue of owning real property within the District, pursuant to sections 238.216 and 238.235 of the TDD Act;
- (2) I approve the form of this ballot by unanimous petition;
- (3) I consent to authorized natural persons voting in this election on behalf of corporations, limited liability companies, and other entities owning real property within the District and to votes being apportioned to each property owner based on number of acres owned within the District, pursuant to section 238.216.1(3) of the TDD Act;
- (4) I am over the age of eighteen;
- (5) I have not been adjudged incapacitated;
- (6) I am not confined under a sentence of imprisonment;
- (7) I am not on probation or parole after conviction of a felony; and
- (8) I have never been convicted of a felony or misdemeanor connected with the right of suffrage.

**“HUTKIN”
ORA PROPERTIES, LLC**

By: 
Oakleigh R. Adkins III, Sole Member

No. of acres voted for parcel owned collectively by Adkins Farms, Inc., ORA Properties, LLC, and D Hutkin Family Investors, LLC: 2.05

Subscribed and sworn to before me this 16th day of December, 2009.


Signature of notary or other officer
authorized to administer oaths

JENNIFER K. POWELL
Notary Public - Notary Seal
Jefferson County, State of Missouri
My Commission Expires Nov. 29, 2010
Commission Number 06975522

Property Owner Name: D Hutkin Family Investors, LLC

Address: 10829 Olive Boulevard, Suite 200
St. Louis, Missouri 63141
Attention: Mr. David S. Hutkin

I hereby declare under penalties of perjury that:

- (1) I am qualified to vote, or to affix my authorized signature in the name of an entity that is entitled to vote, in this election by virtue of owning real property within the District, pursuant to sections 238.216 and 238.235 of the TDD Act;
- (2) I approve the form of this ballot by unanimous petition;
- (3) I consent to authorized natural persons voting in this election on behalf of corporations, limited liability companies, and other entities owning real property within the District and to votes being apportioned to each property owner based on number of acres owned within the District, pursuant to section 238.216.1(3) of the TDD Act;
- (4) I am over the age of eighteen;
- (5) I have not been adjudged incapacitated;
- (6) I am not confined under a sentence of imprisonment;
- (7) I am not on probation or parole after conviction of a felony; and
- (8) I have never been convicted of a felony or misdemeanor connected with the right of suffrage.

"HUTKIN"

D HUTKIN FAMILY INVESTORS, LLC

By: David S. Hutkin
David S. Hutkin, Manager

No. of acres voted for parcel owned collectively by Adkins Farms, Inc., ORA Properties, LLC, and D Hutkin Family Investors, LLC: 2.05

Subscribed and sworn to before me this 16th day of December, 2009.

Jennifer K. Powell
Signature of notary or other officer
authorized to administer oaths

JENNIFER K. POWELL
Notary Public - Notary Seal
Jefferson County, State of Missouri
My Commission Expires Nov. 29, 2010
Commission Number 06975522

Property Owner Name: 10923 Olive Partners, L.L.C.
Address: 10829 Olive Boulevard, Suite 200
St. Louis, Missouri 63141
Attention: Mr. David S. Hutkin

I hereby declare under penalties of perjury that:

- (1) I am qualified to vote, or to affix my authorized signature in the name of an entity that is entitled to vote, in this election by virtue of owning real property within the District, pursuant to sections 238.216 and 238.235 of the TDD Act;
- (2) I approve the form of this ballot by unanimous petition;
- (3) I consent to authorized natural persons voting in this election on behalf of corporations, limited liability companies, and other entities owning real property within the District and to votes being apportioned to each property owner based on number of acres owned within the District, pursuant to section 238.216.1(3) of the TDD Act;
- (4) I am over the age of eighteen;
- (5) I have not been adjudged incapacitated;
- (6) I am not confined under a sentence of imprisonment;
- (7) I am not on probation or parole after conviction of a felony; and
- (8) I have never been convicted of a felony or misdemeanor connected with the right of suffrage.

“HUTKIN”
10923 OLIVE PARTNERS, L.L.C.

By: David S. Hutkin
David S. Hutkin, Manager

No. of acres voted: 1.24

Subscribed and sworn to before me this 16th day of December, 2009.

Jennifer K. Powell
Signature of notary or other officer
authorized to administer oaths

JENNIFER K. POWELL
Notary Public - Notary Seal
Jefferson County, State of Missouri
My Commission Expires Nov. 29, 2010
Commission Number 06975522