

EXHIBIT A
Definitions

“**Infrastructure Improvements**” shall mean those categories and items of public improvements listed and described on Exhibit D, which qualify as improvements that may be paid for, directly or by means of reimbursement, with the District’s revenues, pursuant to the Act. Improvements and right of way regarding the realignment of Dautel Road shall not qualify as “Infrastructure Improvements” except as otherwise provided in Section 3.5 of the District Development Agreement, as amended, regarding contributions by the City and St. Louis County and the \$68,000 amount allowed in item (iii) on Exhibit D.

“**Infrastructure Improvement Costs**” shall mean all costs and expenses heretofore or hereafter incurred or advanced that are necessary or incidental to plan, acquire, finance, develop, design, construct, and maintain the Infrastructure Improvements, except to the extent such costs and expenses may be limited by the District Development Agreement, as amended. Infrastructure Improvement Costs shall include without limitation the following: (a) costs of all estimates, studies, surveys, plans, drawing, reports, tests, specifications and other preliminary investigations of architects, appraisers, surveyors and engineers; (b) all professional service costs, including without limitation, architectural, engineering, legal, financial, planning or special services incurred; (c) costs of acquisition of right-of-way; (d) costs of demolition and clearing and grading of land; (e) costs of construction; and (f) costs of maintaining, repairing and replacing the Infrastructure Improvements. The budgeted Infrastructure Improvement Costs are set forth on Exhibit G attached hereto and incorporated herein by reference.

“**Local Infrastructure Improvements**” shall mean that portion of the Infrastructure Improvements not included within the State Infrastructure Improvements.

“**State Infrastructure Improvements**” shall mean that portion of the Infrastructure Improvements that is intended to be merged into the state highways and transportation system under the Commission’s jurisdiction.

“**TDD Administrative Costs**” shall mean overhead expenses of the District for administration, supervision and inspection with respect to the Infrastructure Improvements, which generally include the District’s reasonable and actual cost of administering, collecting, enforcing, financing and operating the District, including costs incurred pursuant to Sections 238.222, 238.252, 238.255, and 238.272 of the Act, except to the extent such costs and expenses may be limited by the District Development Agreement, as amended. TDD Administrative Costs include without limitation the following: (a) reimbursement of the board of directors of the District for actual expenditures in the performance of duties on the behalf of the District pursuant to Section 238.222 of the Act; (b) expenses incurred in the exercise of the contractual powers of the District pursuant to Section 238.250 of the Act; (c) reimbursement to the petitioners for the costs of filing and defending the Petition to establish the District pursuant to Section 238.217 of the Act; (d) costs related to any authorized indebtedness of the District, including the issuance and repayment of TDD Obligations pursuant to Sections 238.240 and 238.242 of the Act; (e) the cost of insurance obtained by the District pursuant to Section 238.255 of the Act; (f) the cost of any audit by the state auditor pursuant to Section 238.272 of the Act or any other audit performed for the District; and (g) expenses incurred by the District in the exercise of the powers

granted under Section 238.252 of the Act, which consist of compensation of employees or contractors, suits by or against the District, the purchase of personal property necessary or convenient for the District's activities, and the collection and disbursement of funds for District activities.

"TDD Obligations" shall mean any bonds, notes, lease obligations, or other evidence of indebtedness issued by the District or by the City or St. Louis County on behalf of the District to pay Infrastructure Improvement Costs and TDD Administrative Costs pursuant to the Act, including notes issued to the Petitioners or a related third party by the District to evidence an obligation to reimburse the Petitioners or a related third party for advances made by such party for the payment of Infrastructure Improvement Costs and TDD Administrative Costs.

"TDD Sales Tax" shall mean a sales tax of one percent (1%) imposed upon receipts from the taxable sales at retail of all tangible personal property or services within the District in accordance with the Act.