

**SECOND AMENDMENT TO  
DISTRICT DEVELOPMENT AGREEMENT**

This SECOND AMENDMENT TO DISTRICT DEVELOPMENT AGREEMENT (this "Second Amendment") is made and entered into as of the 17th day of August, 2010, by and among the CITY OF CREVE COEUR, MISSOURI, a charter city and political subdivision of the State of Missouri (the "City"), PACE-CREVE COEUR ASSOCIATES, L.L.C., a Missouri limited liability company ("Developer"), PACE CREVE COEUR CORPORATION, a Missouri corporation ("Developer Assignee"), CREVE COEUR REAL ESTATE VENTURE IV, LLC, a Missouri limited liability company ("Wolff"), FORSYTH INVESTMENTS LLC, a Missouri limited liability company ("Forsyth Investments"), BETTIE GERSHMAN, TRUSTEE OF THE BETTIE GERSHMAN REVOCABLE TRUST DATED AUGUST 29, 1995, AS AMENDED ("Gershman Trust"), the FIRST COMMUNITY CREDIT UNION, a Missouri credit union f/k/a Monsanto Credit Union ("Credit Union"), ADKINS FARMS, INC., an Illinois corporation, D HUTKIN FAMILY INVESTORS, LLC, a Missouri limited liability company, ORA PROPERTIES, LLC, an Illinois limited liability company, and 10923 OLIVE PARTNERS, L.L.C., a Missouri limited liability company (Adkins Farms, Inc., D Hutkin Family Investors, LLC, ORA Properties, LLC, and 10923 Olive Partners, L.L.C. shall be collectively referred to herein as "Hutkin") and the OLIVE/GRAESER TRANSPORTATION DEVELOPMENT DISTRICT (the "TDD") (collectively, the "Parties").

WITNESSETH:

WHEREAS, the Parties have duly approved and executed a certain District Development Agreement dated as of August 31, 2009, as amended by that certain First Amendment to District Development Agreement dated as of August 31, 2009 (as amended, the "Agreement"); and

WHEREAS, the Parties desire to modify certain provisions of the Agreement; and

WHEREAS, the Gershman Trust owns the real property legally described on **Exhibit A** attached hereto and incorporated herein by reference (the "Gershman Property"), which property the Parties contemplate adding to the TDD pursuant to Section 238.208 of the Revised Statutes of Missouri; and

WHEREAS, Developer is the successor in title to Dorsett/270, L.L.C., Mid-Rivers Plaza, L.L.C., and Highlands Holding Company, which were parties to the Agreement; and

WHEREAS, pursuant to Section 4.8 of the Agreement, Developer assigned and transferred all of its rights and obligations in and to the Agreement to Developer Assignee pursuant to that certain Assignment dated as of August 31, 2009; and

WHEREAS, on March 8, 2010, the City Council of the City adopted Ordinance No. 5124, authorizing the City to enter into this Second Amendment; and

WHEREAS, on March 9, 2010, the board of directors of the TDD adopted Resolution No. 10-003, authorizing the TDD to enter into this Second Amendment; and

WHEREAS, the other Parties have duly authorized and approved this Second Amendment.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. The foregoing recitals are true and correct in all material respects.

2. The Gershman Trust shall join the Agreement as a party. The Parties shall cooperate in adding the Gershman Property to the TDD. All references in the Agreement to "Stern" shall be deemed to refer to Forsyth Investments and the Gershman Trust collectively, except for the references in Recital C and Section 2.1, which shall only refer to Forsyth Investments. All references in the Agreement to the "Stern Property" shall be deemed to refer to all real property within the District owned by Forsyth Investments and the Gershman Trust, except for the reference in Recital C, which shall only refer to the property owned by Forsyth Investments.

3. Dorsett/270, L.L.C., Mid-Rivers Plaza, L.L.C., and Highlands Holding Company shall be deemed "Transferors" as defined in Section 4.10(a) of the Agreement.

4. Except as expressly set forth herein, the Agreement shall remain unmodified, unamended, and in full force and effect.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed in their respective names as of the date first above written.

"CITY"  
CITY OF CREVE COEUR, MISSOURI

By: Mark Perkins  
Name: Mark Perkins  
Title: City Administrator

ATTEST:

By: Deborah Ryan  
Deborah Ryan, City Clerk

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

On this 19<sup>th</sup> day of March, 2010, before me, a Notary Public in and for said state, personally appeared Mark Perkins, City Administrator of the **City of Creve Coeur**, a charter city and political subdivision of the State of Missouri, known to me to be the person who executed the within document in behalf of said City of Creve Coeur and acknowledged to me that he/she executed the same for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

My Commission Expires:  
April 14, 2013

Tracy Brothers  
Notary Public



TRACY BROTHERS  
My Commission Expires  
April 14, 2013  
Jefferson County  
Commission #09771274

**"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*  
Mark A. Sedgwick, Manager

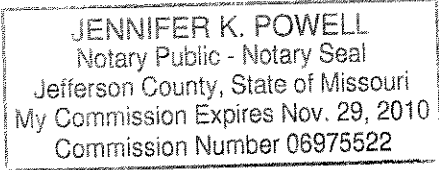
STATE OF MISSOURI            )  
  ) SS  
COUNTY OF ST. LOUIS        )

On this 23<sup>rd</sup> day of February, 2010, before me, a Notary Public in and for said state, personally appeared Mark A. Sedgwick, authorized signatory of **Pace-Creve Coeur Associates, L.L.C.**, a limited liability company of the State of Missouri, known to me to be the person who executed the within document in behalf of said limited liability company and acknowledged to me that he executed the same for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

*Jennifer K. Powell*  
Notary Public

My Commission Expires:  
Nov 29, 2010



**"DEVELOPER ASSIGNEE"  
PACE CREVE COEUR CORPORATION**

By: *Mark A Sedgwick*  
Print Name: Mark A Sedgwick  
Title: President

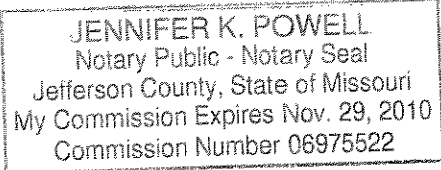
STATE OF MISSOURI        )  
  ) SS  
COUNTY OF ST. LOUIS    )

On this 23<sup>rd</sup> day of February, 2010, before me, a Notary Public in and for said state, personally appeared Mark A Sedgwick, President of **Pace Creve Coeur Corporation**, a corporation of the State of Missouri, known to me to be the person who executed the within document in behalf of said corporation and acknowledged to me that he/she executed the same for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.


*J K Powell*  
Notary Public

My Commission Expires:  
Nov 29, 2010





**"WOLFF"**  
**CREVE COEUR REAL ESTATE VENTURE**  
**IV, LLC**

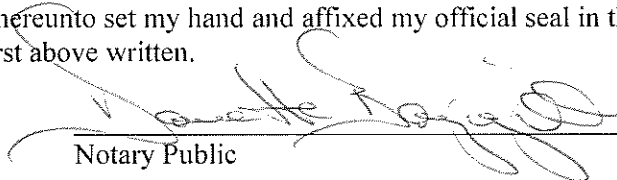
By:   
William C. Biermann, Authorized Signatory

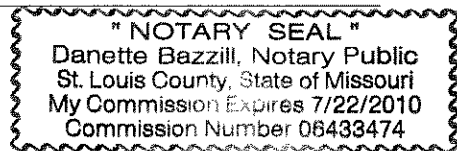
STATE OF MISSOURI        )  
  ) SS  
COUNTY OF ST. LOUIS    )

On this 12th day of March, 2010, before me, a Notary Public in and for said state, personally appeared William C. Biermann, Authorized Signatory of **Creve Coeur Real Estate Venture IV, LLC**, a limited liability company of the State of Missouri, known to me to be the person who executed the within document in behalf of said limited liability company and acknowledged to me that he executed the same for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

My Commission Expires:

  
Notary Public



**"FORSYTH INVESTMENTS"  
FORSYTH INVESTMENTS LLC**

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

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

On this 17<sup>th</sup> day of AUGUST, 2010, before me, a Notary Public in and for said state, personally appeared Thomas A. Stern, Authorized Signatory of **Forsyth Investments LLC**, a limited liability company of the State of Missouri, known to me to be the person who executed the within document in behalf of said limited liability company and acknowledged to me that he executed the same for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

My Commission Expires:

Marsha J. Trakas  
Notary Public

MARSHA J. TRAKAS  
Notary Public - Notary Seal  
State of Missouri  
St. Louis County  
My Commission Expires Oct. 29, 2011  
Commission #07549183



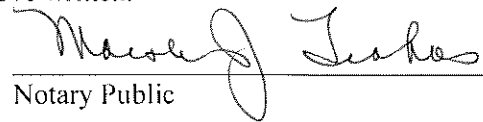
**“GERSHMAN TRUST”  
THE BETTIE GERSHMAN REVOCABLE  
TRUST DATED AUGUST 29, 1995, AS  
AMENDED**

By:   
Bettie Gershman, Trustee

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

On this 17<sup>th</sup> day of AUGUST, 2010, before me, a Notary Public in and for said state, personally appeared **Bettie Gershman, Trustee of the Bettie Gershman Revocable Trust dated August 29, 1995, as amended**, known to me to be the person who executed the within document in behalf of said trust and acknowledged to me that she executed the same for the purposes therein stated.


IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

  
Notary Public

My Commission Expires:

MARSHA J. TRAKAS  
Notary Public - Notary Seal  
State of Missouri  
St. Louis County  
My Commission Expires Oct. 29, 2011  
Commission #07549183


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

By:   
Glenn D. Barks, President

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

On this 4<sup>th</sup> day of March, 2010, before me, a Notary Public in and for said state, personally appeared Glenn D. Barks, President of **First Community Credit Union**, a credit union of the State of Missouri, known to me to be the person who executed the within document in behalf of said credit union and acknowledged to me that he executed the same for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

  
Notary Public

My Commission Expires:

11-28-11



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

**"HUTKIN"**  
**ADKINS FARMS, INC.**

By: *Oakleigh R. Adkins III*  
Oakleigh R. Adkins III, President

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

On this 16<sup>th</sup> day of February, 2010, before me, a Notary Public in and for said state, personally appeared Oakleigh R. Adkins III, President of **Adkins Farms, Inc.**, a corporation of the State of Illinois, known to me to be the person who executed the within document in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein stated.

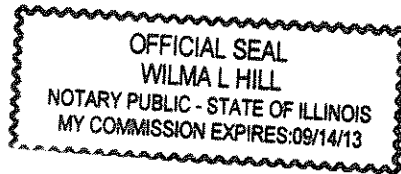
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

*Wilma L. Hill*

Notary Public

My Commission Expires:

9/14/13



**"HUTKIN"**  
**D HUTKIN FAMILY INVESTORS, LLC**

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

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

On this 23 day of February 2010, before me, a Notary Public in and for said state, personally appeared David S. Hutkin, Manager of **D Hutkin Family Investors, LLC**, a limited liability company of the State of Missouri, known to me to be the person who executed the within document in behalf of said limited liability company and acknowledged to me that he executed the same for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

My Commission Expires:

Tracey A. Coleman  
Notary Public



TRACEY A. COLEMAN  
My Commission Expires  
June 27, 2010  
Jefferson County  
Commission #06431965

**"HUTKIN"**  
**ORA PROPERTIES, LLC**

By: *Oakleigh R. Adkins III*  
Oakleigh R. Adkins III, Sole Member

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

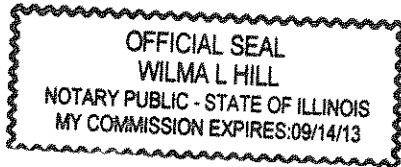
On this 16<sup>th</sup> day of February, 2010, before me, a Notary Public in and for said state, personally appeared Oakleigh R. Adkins III, Sole Member of **ORA Properties, LLC**, a limited liability company of the State of Illinois, known to me to be the person who executed the within document in behalf of said limited liability company and acknowledged to me that he executed the same for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

My Commission Expires:

9/14/13

*Wilma L. Hill*  
Notary Public



**"HUTKIN"**  
**10923 OLIVE PARTNERS, L.L.C.**

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

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

On this 23 day of Subman, 2010, before me, a Notary Public in and for said state, personally appeared David S. Hutkin, Manager of **10923 Olive Partners, L.L.C.**, a limited liability company of the State of Missouri, known to me to be the person who executed the within document in behalf of said limited liability company and acknowledged to me that he executed the same for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

My Commission Expires:

Tracey A. Coleman  
Notary Public



TRACEY A. COLEMAN  
My Commission Expires  
June 27, 2010  
Jefferson County  
Commission #06431965

**EXHIBIT "A"**

**Legal description of property owned by Gershman Trust**

A tract partly in U.S. Survey 1962 and partly in Section 2, Township 45 North, Range 5 East, described as: Beginning at the intersection of the South line of Olive Street Road and the West line of Graeser Road; thence South along the West line of Graeser Road 212.25 feet to the North line of a 10 foot strip conveyed to Carl L. Graeser and wife by deed recorded in Book 2501 page 442 thence West along the North line of said Graeser Strip 214.92 feet to a point; thence North in a straight line to a point in the South line of Olive Street Road 214.92 feet West of West line of Graeser Road, measure along the South line of Olive Street Road, and thence East along the South line of Olive Street Road 214.92 feet to the point of beginning. EXCEPTING THEREFROM that part conveyed to the State of Missouri by deed recorded in Book 5480 page 316.

Commonly known and numbered as 11004 Olive Blvd., Creve Coeur, MO. (Locator No. 17N 540 732) and 11026 Olive Blvd., Creve Coeur, MO (Locator No. 17N 540 741).