

BEFORE THE CITY COMMISSION
OF THE CITY OF LAWRENCE, KANSAS

RECEIVED

SEP 22 2008

CITY CLERK
LAWRENCE, KANSAS

IN THE MATTER OF:)

FREE STATE TRANSPORTATION)
DEVELOPMENT DISTRICT)

AMENDED PETITION TO ESTABLISH THE
FREE STATE TRANSPORTATION DEVELOPMENT DISTRICT

TO: MR. FRANK KEEB
CLERK OF THE CITY OF LAWRENCE, KANSAS

This amended petition ("**Petition**") is submitted pursuant to the Transportation Development District Act, K.S.A. 12-17,140 *et seq.*, as amended (the "**Act**"), by the property owners, whose signature appears below (the "**Petitioners**") to establish the Free State Transportation Development District (the "**District**") in the City of Lawrence, Kansas (the "**City**").

Petitioners, being owners of record of all of the real property within the proposed District to be located within the boundaries of the City, do hereby request the City to create the District and authorize the construction within the District of the project described below (the "**Project**") in accordance with the authority contained in the Act. In furtherance of such request, Petitioners state as follows:

I. General Nature of the Project

A. The general nature of the Project is to improve, construct, maintain, install, equip or extend any street, road, highway access road, intersection, signing, signalization, parking lot, bus stop, garage, street light fixture, sidewalk or any other transportation related project or infrastructure authorized by the Act, whether located within or without the District.

B. The components of the Project are generally described in Exhibit A attached hereto and incorporated by reference in this Petition.

II. Maximum Cost of the District

A. The total maximum costs of Project is \$6,800,000, plus costs of issuing notes and bonds, capitalized interest on any notes and bonds, and any debt service reserve funds. The cost of \$6,800,000 is based on the estimated costs of the project as described in Exhibit A. To the extent TDD revenues do not fully cover site infrastructure costs, such costs shall be borne by petitioner. To the extent TDD revenues exceed the projections, excess revenue shall be used to reimburse additional qualified improvements.

III. Proposed Method of Financing the District

A. The Project shall be financed by the City's issuance of special obligation revenue bonds or other obligations ("**Obligations**") payable from money received from the transportation development district sales tax generated by retail sales within the District.

B. The Project may be completed in one or more phases. At the completion of each phase the City shall issue Obligations for the for the phase then completed. At the completion of the final phase, upon request of the Petitioner, the City shall retire any prior Obligations and issue a single Obligation for the entire project.

C. The Project shall not be financed through special assessments on the property within the District.

IV. Proposed Amount of Transportation Development District Sales Tax

A. Pursuant to K.S.A. § 12-17,145 of the Act, the proposed amount of the transportation development district sales tax is one percent (1%).

V. Description Of The District

A. Legal Description

1. The District includes all of the real property within the area legally described as Tract 1 and Tract 2 on Exhibit B, attached hereto and incorporated by reference in this Petition.

B. Boundary Map

1. A map illustrating the boundaries of the District described in the legal description is attached as Exhibit C, attached hereto and incorporated by reference in this Petition.

VI. Severability; Conflicts

A. If any provision of this Petition shall be held or determined to be invalid, inoperative or unenforceable as applied in any particular case, or in all cases, because it conflicts with any other provision or provisions of this Petition or for any other reason, such circumstances shall not have the effect of rendering the provision in question inoperative or unenforceable in any other case or circumstance, or of rendering any other provision contained in this Petition invalid, inoperative or unenforceable to any extent whatsoever.

VII. Notice to Petitioner

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

B. Petitioners consent to any assessments to the extent described in this Petition without regard to benefits conferred by the Project.

SIGNATURE PAGE FOR
AMENDED PETITION TO ESTABLISH THE
FREE STATE TRANSPORTATION DEVELOPMENT DISTRICT

The undersigned requests that the City Commission of Lawrence, Kansas establish the Free State Transportation Development District according to the preceding Petition and authorize the creation of the District and levy of the District sales tax.

Name of Owner: Free State Group, LLC

Owner's Mailing Address: 110 McDonald Drive, Suite 192
Lawrence, Kansas 66044

Name of Signer: Michael Treanor
Basis of Legal Authority to Sign: Manager

Signer's Telephone Number: 785.842.4858 x114
Signer's Mailing Address: 110 McDonald Drive, Suite 192
Lawrence, Kansas 66044

Entity Type: LLC

By executing this Petition, the undersigned represents and warrants that such person has received a copy of this Petition and its exhibits, has read this Petition and its exhibits, is authorized to execute this Petition on behalf of the property owner named immediately above, and authorizes this signature page to be attached to the original of this Petition to be filed in the Office of the City Clerk of the City of Lawrence, Kansas. The undersigned also acknowledges that the signature may not be withdrawn later than seven (7) days after this Petition is filed with the City Clerk.

NAME

September 22, 2008
Date

Acknowledgement

STATE OF Kansas)

COUNTY OF Douglas)

ss.

On this 22nd day of September, 2008, before me, a Notary Public in and for said state, personally appeared Michael Treanor on behalf of Free State Group, LLC, its Manager, known to me to be the person who executed the within Petition of Property Owners to Establish the Free State Transportation Development District on behalf of said Free State Group, LLC, and acknowledged to me that he executed the same for the purposes therein stated.

WITNESS my hand and official seal this 22nd day of September 2008.



Erin I. Mayer
Notary Public
Printed Name: Erin I. Mayer

My Commission Expires:

8/4/2012

Name of Owner: Free State Holdings, Inc.
Owner's Mailing Address: 110 McDonald Drive, Suite 192
Lawrence, Kansas 66044
Name of Signer: Michael Treanor
Basis of Legal Authority to Sign: President
Signer's Telephone Number: 785.842.4858 x114
Signer's Mailing Address: 110 McDonald Drive, Suite 192
Lawrence, Kansas 66044
Entity Type: Corporation

By executing this Petition, the undersigned represents and warrants that such person has received a copy of this Petition and its exhibits, has read this Petition and its exhibits, is authorized to execute this Petition on behalf of the property owner named immediately above, and authorizes this signature page to be attached to the original of this Petition to be filed in the Office of the City Clerk of the City of Lawrence, Kansas. The undersigned also acknowledges that the signature may not be withdrawn later than seven (7) days after this Petition is filed with the City Clerk.


NAME

September 22, 2008
Date

Acknowledgement

STATE OF Kansas)
)
COUNTY OF Douglas) ss.

On this 22nd day of September, 2008, before me, a Notary Public in and for said state, personally appeared Michael Treanor on behalf of Free State Holdings, Inc, its President, known to me to be the person who executed the within Petition of Property Owners to Establish the Free State Transportation Development District on behalf of said Free State Holdings, Inc, and acknowledged to me that he executed the same for the purposes therein stated.

WITNESS my hand and official seal this 22nd day of September, 2008.



Erin I. Mayer
Notary Public
Printed Name: Erin I. Mayer

My Commission Expires:

8-04-2012

EXHIBIT A
COMPONENTS OF THE PROJECT

Bauer Farm Development
Estimate of Probable Cost

Planned Commercial Development

	Quantity	Unit	Unit Cost	Total Cost
Demolition Existing Waterline	800	LF	\$ 20	\$ 16,000
8" Asphalt Pavement	3650	SY	\$ 40	\$ 146,000
6" Asphalt	4700	SY	\$ 35	\$ 164,500
5" Asphalt	500	SY	\$ 30	\$ 15,000
24" Curb and Gutter	6220	LF	\$ 20	\$ 124,400
Truck Apron	200	SY	\$ 50	\$ 10,000
9" Flyash Treated Subgrade	4700	SY	\$ 5	\$ 23,500
Pavement Markings	1	LS	\$ 2,500	\$ 2,500
5'x4" Concrete Sidewalk	1330	SY	\$ 40	\$ 53,200
Storm Sewer (large)	790	LF	\$ 100	\$ 79,000
Storm Sewer (Small)	1580	LF	\$ 60	\$ 94,800
8" Waterline	2370	LF	\$ 60	\$ 142,200
Fire Hydrant Assembly	7	Each	\$ 2,000	\$ 14,000
Sanitary Manholes	12	Each	\$ 2,500	\$ 30,000
Pond Earthwork, Excavation	37000	CY	\$ 10	\$ 370,000
Pond Liner	12600	SY	\$ 20	\$ 252,000
Pond Outlets	1	LS	\$ 17,000	\$ 17,000
Pond Landscaping	1	LS	\$ 34,500	\$ 34,500
Street Trees	208	Each	\$ 275	\$ 57,200
Street Lamps	26	Each	\$ 2,750	\$ 71,500
Landscaping	1	LS	\$ 225,000	\$ 225,000
Bridge	1	Each	\$ 200,000	\$ 200,000
Rough Earthwork	1	LS	\$ 250,000	\$ 250,000
Seed, Mulch and Fertilize	1	LS	\$ 21,000	\$ 21,000
Construction Staking	1	LS	\$ 22,500	\$ 22,500

Estimated PCD Subtotal	\$ 2,435,800
Estimated Engineering Fees (7% Subtotal)	\$ 170,506
Inspection Fees (3%)	\$ 73,074
SWP3 Erosion Control (0.5%)	\$ 12,179.00
Contingency (15% Subtotal)	\$ 365,370
Estimated PCD Total	\$ 3,056,929

Offsite Improvements - 6th Street and Champion Lane Westbound Right Turn Lane

Demolition Existing Curb/Gutter	410	LF	\$ 15	\$ 6,150
Demolition Existing Concrete Intersection	150	SY	\$ 30	\$ 4,500
Demolition Existing Sidewalk	230	SY	\$ 20	\$ 4,600
12" Asphalt Pavement	320	SY	\$ 60	\$ 19,200
12" Concrete Intersection	260	SY	\$ 80	\$ 20,800
24" Curb and Gutter	410	LF	\$ 25	\$ 10,250
9" Flyash Treated Subgrade	670	SY	\$ 5	\$ 3,350
Pavement Markings	1	LS	\$ 2,500	\$ 2,500
5'x4" Concrete Sidewalk	210	SY	\$ 40	\$ 8,400
Relocate Existing Curb Inlet	1	LS	\$ 6,000	\$ 6,000
Seed, Mulch, and Fertilize	1	LS	\$ 1,500	\$ 1,500
Traffic Control	1	LS	\$ 3,000	\$ 3,000
ADA Ramps	2	Each	\$ 3,000	\$ 6,000
Construction Staking	1	LS	\$ 3,000	\$ 3,000
			\$	99,250

Offsite Improvements - 6th Street and Champion Lane Traffic Signal

Traffic Signal	1	LS	\$ 150,000	\$ 150,000
			\$	150,000

Offsite Improvements - 6th Street and West Entrance Westbound Right Turn Lane

Demolition Existing Curb/Gutter	380 LF	\$	15	\$	5,700
Demolition Existing Sidewalk	210 SY	\$	20	\$	4,200
12" Asphalt Pavement	320 SY	\$	60	\$	19,200
12" Concrete Intersection	100 SY	\$	80	\$	8,000
24" Curb and Gutter	410 LF	\$	25	\$	10,250
9" Flyash Treated Subgrade	540 SY	\$	5	\$	2,700
Pavement Markings	1 LS	\$	2,000	\$	2,000
5'x4" Concrete Sidewalk	200 LS	\$	40	\$	8,000
Relocate Existing Curb Inlet	1 LS	\$	6,000	\$	6,000
Seed, Mulch, and Fertilize	1 LS	\$	1,500	\$	1,500
Traffic Control	1 LS	\$	3,000	\$	3,000
Construction Staking	1 LS	\$	2,000	\$	2,000
Street Lamp	1 Each	\$	3,000	\$	3,000
				\$	75,550

Offsite Improvements - Wakarusa Drive and Bauer Farm Drive Northbound Right Turn Lane

Demolition Existing Curb/Gutter	410 LF	\$	15	\$	6,150
Demolition Existing Sidewalk	230 SY	\$	20	\$	4,600
10" Asphalt Pavement	320 SY	\$	50	\$	16,000
10" Concrete Intersection	190 SY	\$	70	\$	13,300
24" Curb and Gutter	420 LF	\$	20	\$	8,400
9" Flyash Treated Subgrade	630 SY	\$	5	\$	3,150
5'x4" Concrete Sidewalk	210 SY	\$	40	\$	8,400
Pavement Markings	1 LS	\$	2,000	\$	2,000
Seed, Mulch, and Fertilize	1 LS	\$	1,500	\$	1,500
Traffic Control	1 LS	\$	2,000	\$	2,000
Construction Staking	1 LS	\$	2,000	\$	2,000
				\$	67,500

Offsite Improvements - Wakarusa Drive Ramps/Lights/Trees (Entire Frontage)

ADA Ramps	2 Each	\$	3,000	\$	6,000
Street Trees	20 Each	\$	275	\$	5,500
				\$	11,500

Offsite Improvements - Wakarusa Drive and Overland Drive Northbound Right Turn Lane

Demolition Existing Curb/Gutter	370 LF	\$	15	\$	5,550
Demolition Existing Sidewalk	200 SY	\$	20	\$	4,000
10" Asphalt Pavement	370 SY	\$	50	\$	18,500
24" Curb and Gutter	370 LF	\$	20	\$	7,400
9" Flyash Treated Subgrade	480 SY	\$	5	\$	2,400
5'x4" Concrete Sidewalk	210 SY	\$	40	\$	8,400
Pavement Markings	1 LS	\$	2,000	\$	2,000
Relocate Existing Curb Inlet	1 LS	\$	6,000	\$	6,000
Seed, Mulch, and Fertilize	1 LS	\$	1,500	\$	1,500
Traffic Control	1 LS	\$	2,000	\$	2,000
ADA Ramps	2 Each	\$	3,000	\$	6,000
Construction Staking	1 LS	\$	2,000	\$	2,000
				\$	65,750

Offsite Improvements - Overland Drive at Existing Champion Lane

Demolition Existing Champion Lane	120 SY	\$	30	\$	3,600
24" Curb and Gutter	80 LF	\$	25	\$	2,000
5'x4" Concrete Sidewalk	50 SY	\$	40	\$	2,000
				\$	7,600

Offsite Improvements - Wakarusa Drive & Overland Drive Traffic Signal

Traffic Signal	1 LS	\$	150,000	\$	150,000
				\$	150,000

Offsite Improvements - Remove Exist, Champion Lane Curb Cut

Demolition Existing Concrete Intersection	120 SY	\$	30	\$	3,600
24" Curb and Gutter	80 LF	\$	25	\$	2,000
5'x4" Concrete Sidewalk	50 SY	\$	40	\$	2,000
				\$	7,600

Offsite Improvements - Overland from Wakarusa Drive to PRD - Ramps/Lights/Trees

ADA Ramp	6 Each	\$	3,000	\$	18,000
Street Lamp	2 Each	\$	3,000	\$	6,000
Street Trees	37 Each	\$	275	\$	10,175
				\$	34,175

Offsite Improvements - Overland from Wakarusa Drive to PRD - Ramps/Lights/Trees

ADA Ramp	4 Each	\$	3,000	\$	12,000
Street Lamp	2 Each	\$	3,000	\$	6,000
Street Trees	28 Each	\$	275	\$	7,700
				\$	25,700

Offsite Improvements - Folks from Overland to Office Entrance - Ramps/Lights/Trees

ADA Ramp	2 Each	\$	3,000	\$	6,000
Street Lamp	2 Each	\$	3,000	\$	6,000
Street Trees	8 Each	\$	275	\$	2,200
				\$	14,200

Offsite Improvements - Sanitary Sewer

Demolition Improvements - Sanitary Sewer	2800 LF	\$	15	\$	42,000
Upsize Sanitary Sewer	2800 LF	\$	80	\$	224,000
Manhole	10 Each	\$	4,000	\$	40,000
Constriction Staking	1 LS	\$	3,000	\$	3,000
				\$	309,000

Estimated Offsite Subtotal		\$	1,017,825
Estimated Engineering Fees (7% Subtotal)		\$	71,248
Inspection Fees (3%)		\$	30,535
SWP3 Erosion Control (0.5%)		\$	5,089.13
Contingency (15% Subtotal)		\$	152,674
Estimated Offsite Total		\$	1,277,370

Site Improvements - Private

Private drive aprons/curb-cuts, individual signage, site lighting, landscaping and irrigation, private storm sewer and other utility service lines, individual site parking, outdoor seating, private walks, special pavement and retaining walls, soil importation and					
Water Tap Fees 1" line Landplan estimate	13.71 Acres	\$	160,000	\$	2,193,600
Sanitary Sewer Connection Fee	3 Per Building	\$	3,250	\$	9,750
	1 Each	\$	4,740	\$	4,740
				\$	2,208,090

Total Cost

Grand Total		\$	5,661,715
Legal		\$	250,000
Estimated Engineering Fees (7% Subtotal)		\$	241,754
Inspection Fees (3%)		\$	103,609
SWP3 Erosion Control (0.5%)		\$	17,268
Contingency (15% Subtotal)		\$	518,044
Estimated Grand Total		\$	6,792,389

EXHIBIT A

SITE PLAN

Free State Transportation Development District

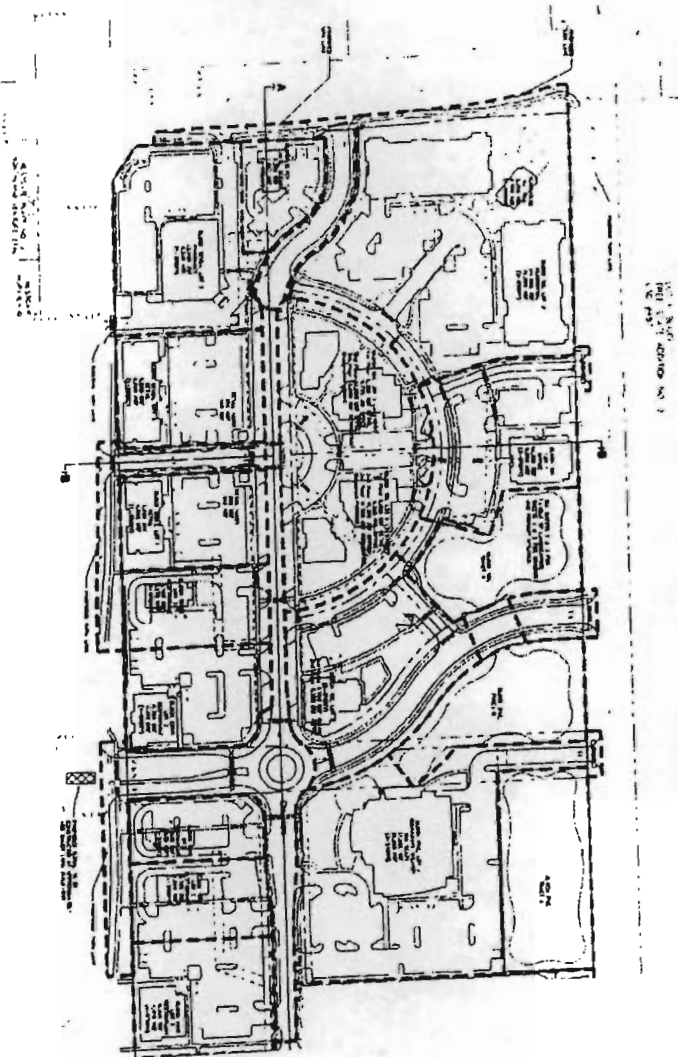


EXHIBIT B

DISTRICT BOUNDARY LEGAL DESCRIPTION

BAUER FARMS - TRACT 1

A TRACT OF LAND IN THE SOUTHEAST QUARTER OF SECTION 28, TOWNSHIP 12 SOUTH, RANGE 19 EAST OF THE SIXTH PRINCIPAL MERIDIAN, IN THE CITY OF LAWRENCE, DOUGLAS COUNTY, KANSAS, DESCRIBED AS FOLLOWS:

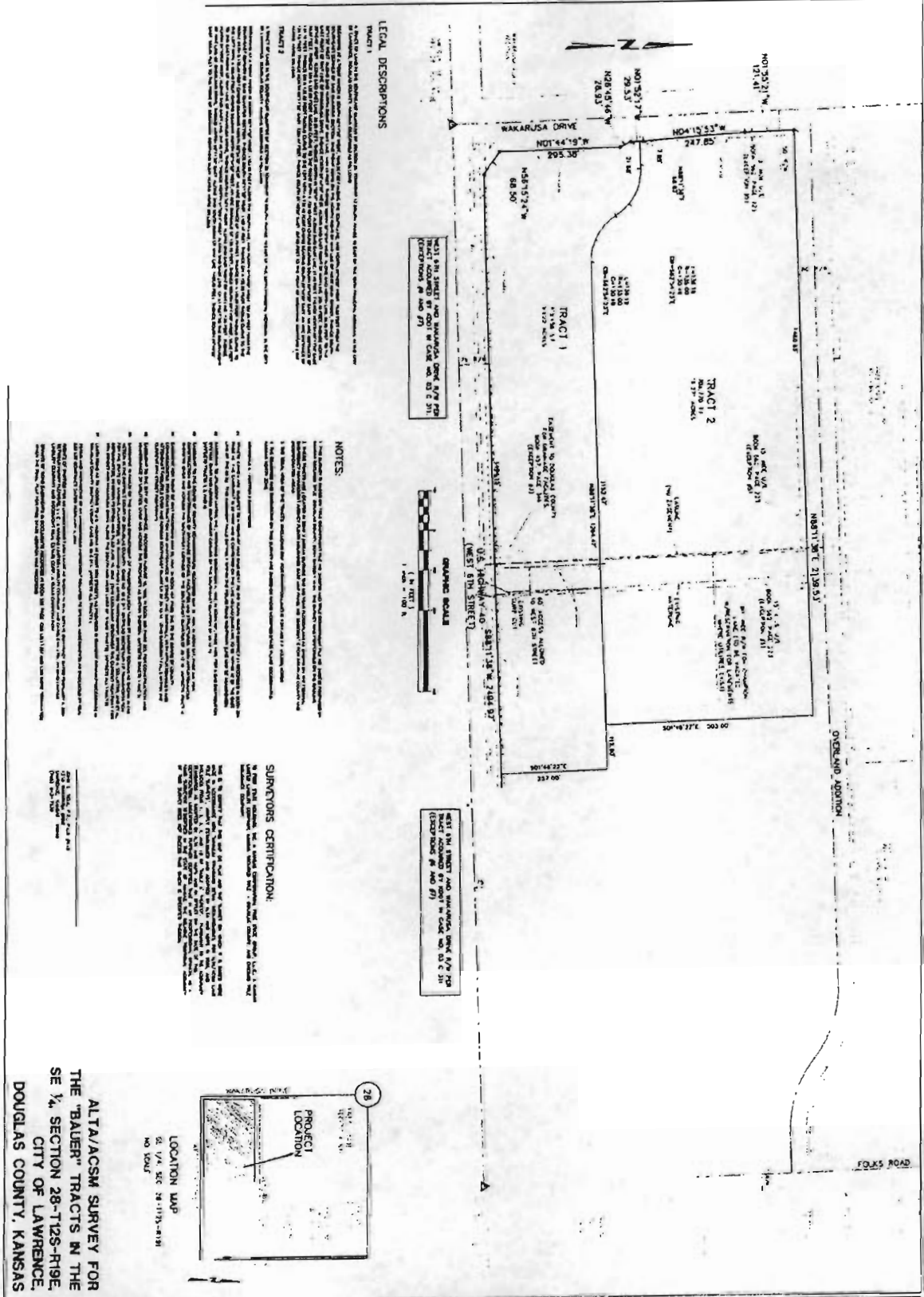
BEGINNING AT A POINT WHICH IS SOUTH 88°11'38" WEST, 1040.80 FEET ALONG THE SOUTH LINE, AND NORTH 01°48'22" WEST, 75.00 FEET FROM THE SOUTHEAST CORNER OF SAID QUARTER SECTION, SAID POINT BEING ON THE NORTH RIGHT OF WAY LINE OF WEST SIXTH STREET; THENCE SOUTH 88°11'38" WEST, ALONG SAID NORTH RIGHT OF WAY LINE, 1494.15 FEET; THENCE NORTH 56°15'24" WEST, ALONG SAID NORTH LINE, 68.50 FEET TO THE EAST RIGHT OF WAY LINE OF WAKARUSA DRIVE; THENCE NORTH 01°44'19" WEST, ALONG SAID EAST RIGHT OF WAY LINE, 295.38 FEET; THENCE NORTH 26°45'46" WEST, ALONG SAID EAST LINE, 28.93 FEET; THENCE NORTH 01°52'17" WEST, ALONG SAID EAST LINE, 21.68 FEET; THENCE NORTH 88°11'38" EAST, 68.82 FEET; THENCE ON A 135.00 FOOT RADIUS CURVE TO THE RIGHT WITH A 130.49 FOOT CHORD BEARING SOUTH 62°54'23" EAST, AN ARC DISTANCE OF 136.19 FEET; THENCE ON A 135.00 FOOT RADIUS CURVE TO THE LEFT WITH A 130.49 FOOT CHORD BEARING SOUTH 62°54'23" EAST, AN ARC DISTANCE OF 136.19 FEET; THENCE NORTH 88°11'38" EAST, 1264.47 FEET; THENCE SOUTH 01°48'22" EAST, 257.00 FEET TO THE POINT OF BEGINNING. CONTAINS 9.622 ACRES, MORE OR LESS.

BAUER FARMS - TRACT 2

A TRACT OF LAND IN THE SOUTHEAST QUARTER OF SECTION 28, TOWNSHIP 12 SOUTH, RANGE 19 EAST OF THE SIXTH PRINCIPAL MERIDIAN, IN THE CITY OF LAWRENCE, DOUGLAS COUNTY, KANSAS, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT WHICH IS SOUTH 88°11'38" WEST, 1152.80 FEET ALONG THE SOUTH LINE, AND NORTH 01°48'22" WEST, 332.00 FEET FROM THE SOUTHEAST CORNER OF SAID QUARTER SECTION; THENCE SOUTH 88°11'38" WEST, 1152.47 FEET; THENCE ON A 135.00 FOOT RADIUS CURVE TO THE RIGHT WITH A 130.49 FOOT CHORD BEARING NORTH 62°54'23" WEST, AN ARC DISTANCE OF 136.19 FEET; THENCE ON A 135.00 FOOT RADIUS CURVE TO THE LEFT WITH A 130.49 FOOT CHORD BEARING NORTH 62°54'23" WEST, AN ARC DISTANCE OF 136.19 FEET; THENCE SOUTH 88°11'38" WEST, 68.82 FEET TO THE EAST RIGHT OF WAY LINE OF WAKARUSA DRIVE; THENCE NORTH 01°52'17" WEST, ALONG SAID EAST RIGHT OF WAY LINE, 7.85 FEET; THENCE NORTH 04°15'53" WEST, ALONG SAID EAST LINE, 247.85 FEET; THENCE NORTH 01°55'21" WEST, ALONG SAID EAST LINE, 121.41 FEET TO THE SOUTH RIGHT OF WAY LINE OF OVERLAND DRIVE; THENCE NORTH 88°11'38" EAST, ALONG SAID SOUTH RIGHT OF WAY LINE, 1460.65 FEET; THENCE SOUTH 01°48'22" EAST, 503.00 FEET TO THE POINT OF BEGINNING. CONTAINS 16.271 ACRES, MORE OR LESS.

EXHIBIT C
BOUNDARY MAP



LEGAL DESCRIPTIONS

TRACT 1

TRACT 2

NOTES

1. The survey was made by the ALTA/ACSM method...

2. The survey was made by the ALTA/ACSM method...

3. The survey was made by the ALTA/ACSM method...

SURVEYOR'S CERTIFICATION

I, the undersigned, being a duly qualified and licensed surveyor in the State of Kansas, do hereby certify that the foregoing is a true and correct copy of the original survey record as the same appears in my records.

Surveyor

ALTA/ACSM SURVEY FOR THE "BAUER" TRACTS IN THE SE 1/4, SECTION 28-T12S-R19E, CITY OF LAWRENCE, DOUGLAS COUNTY, KANSAS

PROJECT LOCATION

SE 1/4, SEC 28-T12S-R19E

NO TOWN

Landplan Engineering, P.A.

2000 N. 10th St., Suite 100
Lawrence, KS 66044
781-842-1234
www.landplaneng.com