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GREWE, INC.

COMMERCIAL REAL ESTATE
(314)962-6300 FAX - (314)962-7877

Kenrick Plaza

**Response to
Request for Proposals for
City of Shrewsbury, Missouri**

Kenrick Plaza Redevelopment Area

July 9, 2010

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Response to the RFP

KENRICK PLAZA
RESPONSE TO REQUEST FOR PROPOSALS
FOR
CITY OF SHREWSBURY, MISSOURI
KENRICK PLAZA REDEVELOPMENT AREA

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SECTION 1. OVERVIEW

The development proposal described in detail below hopes to demonstrate Grewe's interest and ability to work with the City of Shrewsbury in redeveloping approximately 25 acres of real property and rights-of-way on the northwest side of Watson Road and west of the Burlington Northern Santa Fe railroad tracks (the "**Redevelopment Area**") into a vibrant, aesthetically pleasing commercial enterprise enhancing the City's overall tax base and serving City of Shrewsbury, City of St. Louis and St. Louis County residents alike. By submitting this response, Grewe reaffirms its interest in the development of the project proposed below and looks forward to the opportunity to partner with the City to develop this high-impact project.

For purposes of this response, "Grewe" shall mean G. J. Grewe, Inc., and any affiliates, successors or assigns thereof.

Also, for purposes of this response, "Public Assistance" shall mean (a) the adoption of tax increment financing pursuant to the Tax Increment Allocation Redevelopment Act, (the "**TIF Act**"); (b) the establishment of a transportation development district; (c) the formation of a community improvement district; (d) the execution of a redevelopment agreement between the City and Grewe; and (e) other local, state and federal incentives that may be available to assist in the financing of the Redevelopment Area.

SECTION 2. DESCRIPTION OF PROPOSED PROJECT

2.1 Overall Development Proposal

Site. As illustrated on the concept plan found in Exhibit A of this proposal, it is anticipated that Grewe will redevelop the property to consist of a Walmart anchor with related retail, restaurant, service, commercial, office, other permitted uses as allowed for in the commercially-zoned district, as well as related infrastructure and other public improvement installations (the "**Project**"). The Redevelopment Area contains approximately 25 acres of developed real estate that includes a vacant movie theater, a partially occupied shopping center and partially occupied outlots. The site also hosts guy wires to support a broadcast tower for local radio stations and television stations. The attached site plan also provides for the relocation of the First Bank financial institution within the boundaries of the Redevelopment Area. Grewe has had three successful meetings with Jason Gray at First Bank with respect to this relocation and First Bank is extremely receptive to such relocation. The landscaping of the Project will be designed to create a setting that is welcoming and complements the architectural design of the improvements. In addition Grewe will work with the neighboring property to grant cross access to Trianon Parkway to relieve traffic congestion leaving the senior housing development. Additionally, Grewe will provide for the appropriate utility infrastructure necessary to support a project of this magnitude. Points of ingress and egress to and from the Redevelopment Area will be located at several points surrounding the Redevelopment Area as conceptually approved by The Missouri Department of Transportation and depicted on Exhibit B. With the City's assistance, the Project could result in investment of at least \$43 million dollars.

The Project will be occupied by various national, regional and local retailers and service providers, as well as commercial and office users. These types of businesses will provide a modern commercial facility to serve area residents and businesses, while simultaneously stabilizing and improving the City's primary retail corridor. The local taxing jurisdictions such as the school districts, fire district and City of Shrewsbury will greatly benefit as a result of the increased economic activity in the Redevelopment Area.

Finally, it is important to note that while the conceptual plan included illustrates Grewe's current intentions with respect to the Project, we recognize that the proposal and selection process is a fluid progression and the final site plans as they evolve will be submitted in phases and will be presented to the City of Shrewsbury in accordance with the Zoning Ordinance adopted by the City of Shrewsbury.

Landscape. Recognizing that the Kenrick Plaza I development will be an entrance to the City of Shrewsbury the landscaping of the Project will be designed to create a setting that is welcoming and complements the architectural design of the improvements. Grewe will work with the City of Shrewsbury so that the landscaping will take into account a street tree-scape, green space buffer areas consistent with the natural site constraints. While providing cross access within the Redevelopment Area, Grewe will provide for a sufficient traffic flow between the Project and the neighboring property owners. Every attempt will be made by Grewe to cooperate with MODOT, St. Louis County and the City of Shrewsbury in order to enhance the right-of-way along the Project.

It is also anticipated that there will be campus signage that will be presented to the Board of Aldermen in accordance with all Zoning Ordinances. These signs will be strategically located along Watson Road to ensure maximum visibility. All major users of the Project will be invited to share a panel on the sign, which is also intended to serve as entry feature from Watson Road into the City of Shrewsbury.

Retail Space. The Redevelopment Area is currently zoned "C-2", a planned commercial district, which permits the type of mixed-use development being proposed. The concept site plan attached as Exhibit A depicts Walmart as the anchor and outlots for restaurants, convenience stores and the like.

Design and Traffic Considerations. Contemplated in the development is the use of the existing Trianon Parkway. Grewe will work with the City of Shrewsbury and the Missouri Department of Transportation to rework the electric signal to adequately serve the new retail proposed within the Redevelopment Area. In addition, Grewe will work with the adjoining property owner to provide for cross access to Trianon Parkway. Grewe will also attempt to provide for a pedestrian walkway along Watson road beneath the Burlington Railroad crossing. Grewe has worked with the Missouri Department of Transportation in the preparation of the plans to construct the improvements as depicted in the concept site plan as attached in Exhibit A, and intends to construct the improvements in conjunction with the development of Kenrick Plaza I. Grewe will continue to coordinate with the City and the Missouri Department of Transportation to obtain the requisite permits. At the present time the Missouri Department of Transportation has granted conceptual approval for the improvements to the Redevelopment Project. A copy of the same is attached hereto as Exhibit B.

2.2 Ownership and Management Structure

Ownership. The Project and 100% of the real property within the Redevelopment Area will be controlled, developed and managed by Kenrick Developers, L.L.C.

It is envisioned that the Project will be controlled, developed and managed by Kenrick Developers, L.L.C. and leased to others. In addition, Grewe will be working with end users that may acquire their parcels and self-develop all in accordance with the Zoning Ordinances in place. The buildings will be constructed either by the users, and their contractors of choice with input and approval from Grewe and the City, or by the general contractor chosen and supervised by Grewe to the specifications of the respective users and in accordance with the Zoning Ordinances. Construction of the buildings will be of a superior quality and use of quality materials. The buildings and businesses situated on the site will be staffed, operated and maintained by Grewe or the users, as applicable. The parking lot and common areas around the buildings will be constructed by the general contractor for the Project, and will be maintained by Grewe or the respective property owner through reciprocal easement and maintenance agreements.

Construction. The improvements will be constructed by a licensed general contractor selected and supervised by Grewe with input from the end-user.

Management. It is anticipated that the individual user/tenant will be staffed and operated by their own employees, while the common areas of the Project will be managed and maintained by Grewe.

SECTION 3. BOUNDARIES AND GENERAL LOCATION OF THE PROPOSED PROJECT

3.1 General Boundaries. The Project will be generally located on the northwest side of Watson Road and west of the Burlington Northern Santa Fe railroad tracks. A general concept site plan and aerial map are attached hereto as Exhibit A and Exhibit C.

SECTION 4. ESTIMATED SIZE AND COST OF PROPOSED PROJECT

4.1 Size of Proposed Project. The Redevelopment Area encompasses approximately 25 acres of land. This proposal and response is based upon the full development of 25 acres. The absorption of a Project of this magnitude is approximately three years. The mixed use aspect will allow for the integrated development of retail, office, restaurant, entertainment and service uses. The Project upon completion could support approximately 200,000 square feet of development. The various components of the development will vary over the course of time with respect to size and location. The Project will strive to attract the highest quality and highest volume by sales retailers to the Shrewsbury area.

4.2 Project Costs Estimates. Grewe anticipates that the development costs, net of Public Assistance, will be privately financed through a mixture of equity and debt. Grewe, having engaged in other projects requiring financing of this nature, has built many valuable relationships with a variety of lenders. Grewe is confident of its ability to secure financing for

the Project and has already been in contact with financial institutions willing to participate in the Project.

Total Projected Cost Estimates

Land Acquisition/Assemblage/Relocation Costs	\$9,100,000
Site Improvement	\$12,700,000
Off Site Road Improvements	\$1,850,000
Building cost	\$15,200,000
Soft Cost/engineering/architectural/legal/etc.	\$3,977,000
Financing Cost Bond Issuance	\$200,000
Contingency	\$250,000
Total Project Cost	\$43,277,000

4.3 Method of Reimbursement. Grewe requests that it be reimbursed for eligible redevelopment costs on either: (a) a “pay-as-you-go” basis where the City reimburses directly the person, firm, or corporation that incurred such costs, or (b) by the City’s issuance of revenue obligations secured by revenues generated by the Project. In either case, the City would have no obligation to reimburse Grewe until it has received sufficient documentation evidencing that certain eligible redevelopment costs have been incurred. In the event that revenues on deposit with the City are insufficient to reimburse Grewe as provided herein, Grewe requests that the unpaid portion be carried forward and paid from revenues subsequently deposited into the applicable fund or account.

SECTION 5. GENERAL SCHEDULE FOR PROPOSED PROJECT

Proposed Project Development Schedule

<u>Action Item</u>	<u>Date</u>
1. Responses to Request for Proposals due	07/09/10
2. Parties finalize Preliminary Funding Agreement	08/10/10
3. Board of Aldermen selects preferred developer for Redevelopment Area, authorizes execution of Preliminary Funding Agreement and creates TIF Commission	08/10/10
4. Mail notice to taxing districts convening TIF Commission (at least 30 days prior to first TIF Commission meeting)	08/12/10
5. Prepare and finalize TIF Plan and Cost-Benefit Analysis	08/13/10
6. Prepare and circulate draft TDD Petition	08/13/10
7. File CID Petition with City Clerk (90 days to approve)	09/01/10
8. Finalize TDD Petition; file with Court Clerk; file motion to set TDD Public Hearing	09/01/10
9. Distribute TIF Plan to TIF Commission	09/08/10

Proposed Project Development Schedule

<u>Action Item</u>	<u>Date</u>
10. Court Hearing to set TDD public Hearing (for 12/14/10)	09/14/10
11. Hold initial TIF Commission meeting; set TIF Public Hearing (for 11/17/10) (at least 45 days in advance of hearing)	09/15/10
12. Mail notice to taxing districts regarding TIF Plan and TIF Public Hearing (at least 45 days in advance of hearing)	09/16/10
13. Publish first notice of TDD Public Hearing in general circulation newspaper	09/21/10
14. Publish second notice of TDD Public Hearing in general circulation newspaper	09/28/10
15. Answers due; send notice of TDD Formation Hearing to respondents	10/01/10
16. Negotiate Redevelopment Agreement (with City, Developer, TDD and CID)	10/01/10
17. Publish third notice of TDD Public Hearing in general circulation newspaper	10/05/10
18. Publish fourth notice of TDD Public Hearing in general circulation newspaper	10/12/10
19. Publish first notice of TIF Public Hearing (not more than 30 days before TIF Public Hearing)	10/20/10
20. Review and revise TIF Plan as necessary; interim TIF Commission meetings as necessary	10/20/10
21. Mail TIF Public Hearing notice to persons in whose names taxes were paid, and if taxes were not paid, to persons on tax rolls for preceding three years (at least 10 days prior to hearing)	11/03/10
22. City Clerk verifies CID Petition	11/03/10
23. Mail notice to taxing districts of TIF Plan changes, if any (at least seven days prior to the conclusion of the TIF Public Hearing)	11/03/10
24. Board of Aldermen sets CID Public Hearing (for 12/14/10)	11/09/10
25. Publish second TIF Public Hearing notice (not more than 10 days prior to public hearing)	11/10/10
26. Hold TIF Public Hearing; recommendation by TIF Commission (within 30 days following the hearing, recommendations forwarded to the Board of Aldermen within 90 days)	11/17/10
27. Notice to taxing districts of TIF Plan changes that do not require additional TIF Public Hearing, if any (published and mailed per the TIF Act)	11/19/10
28. Mail 15-day notice of the CID Public Hearing to affected property owners	11/26/10
29. Publish first notice of CID Public Hearing (two weeks in advance)	11/30/10
30. Publish second notice of CID Public Hearing (one week in advance)	12/07/10
31. Finalize Redevelopment Agreement	12/09/10
32. Hold CID Public Hearing with Board of Aldermen	12/14/10
33. Board of Aldermen adopts CID Approving Ordinance	12/14/10
34. Board of Aldermen adopts TIF Ordinances (no sooner than 14 days following close of TIF Public Hearing)	12/14/10
35. Board of Aldermen authorizes execution of Redevelopment Agreement	12/14/10
36. Hold TDD Public Hearing and Formation Hearing	12/15/10
37. CID and TDD boards authorize execution of Redevelopment Agreement	12/22/10
38. Execute Redevelopment Agreement	12/23/10

* This schedule assumes that eminent domain will not be required to acquire property within the proposed Redevelopment Area.

SECTION 6. DEVELOPER BACKGROUND AND EXPERIENCE IN SIMILAR PROJECTS

6.1 G. J. Grewe Properties

Company Profile

Grewe and entities were established in 1984 and is consistently ranked among the nations top shopping center developers by The Shopping Center World magazine.

The company develops mixed use projects for their own portfolio and manages all properties owned by the company. Headquartered in St. Louis, Missouri, Grewe has developed, leased and brokered in excess of 10 million square feet of retail and mixed use projects.

Grewe is actively involved in the real estate brokerage business, representing both national retailers and restaurants. Retailers that have chosen Grewe are Wal-Mart, Shop 'n Save, Walgreens, Deals, Toys R Us, Petco and Sears Paint and Hardware and others. Due to the company's efforts, restaurants in the greater St. Louis marketplace include Applebee's, Steak 'n Shake, Sonic, Papa John's, and Smokey Bones and many more.

In addition to retail, Grewe both owns and offers real estate service to the office and industrial sector.

Gerard Grewe, the founder, has been in the commercial development business for over 40 years. He started his company in 1984 and during the 25 years has guided the development of his portfolio in addition to providing real estate expertise to the national retail and commercial markets.

Gary Grewe leads the development effort for the Kenrick Plaza I project and has been the point person for Grewe in this development effort on virtually every issue. He has 25 years of development experience and has been involved in a direct way with the creation of 5 million square feet of the company's current and planned mixed use portfolio.

William Appelbaum finances and co-develops projects for Grewe and continues his 21-year career performing those vital disciplines as well as maintaining his active brokerage relationship with national tenants. Over his career he has been instrumental in securing over 250 million dollars in short term and long term funding for projects.

Michael Grewe directs all the land acquisition and parcel assemblage for Grewe and in the past 16 years has accumulated close to two thousand acres of developable property. His education in business and architecture makes him invaluable to the company in zoning and permitting of our projects. He also represents dozens of national end users in his brokerage capacity.

Terry Grewe directs and manages the physical construction of both the on-site and off-site improvements within the Grewe developments. With over 22 years of experience working

with contractors, municipalities and jurisdictional agencies Terry's experience is critical to the success of the project's completion.

6.2 Armstrong Teasdale LLP

Company Profile

Armstrong Teasdale LLP conducts a comprehensive nationwide civil law practice from its offices in St. Louis, Kansas City and Jefferson City, Missouri; Washington, D.C; Reno, Nevada; and Shanghai, China. The firm now has over 200 lawyers, 27 paralegals, and a support staff of over 180. Its Real Estate Department and Public Law and Finance Department have provided services to projects involving downtown office towers, shopping centers, as well as to both suburban and urban apartment complexes. The practice is transaction-oriented and includes real estate related litigation with extensive work in condemnations. It is also actively involved in zoning, variance, and property tax representations.

Armstrong Teasdale provides municipal representation with respect to all redevelopment matters, including tax increment financing, transportation development district and community improvement district formation and administration, Chapter 353 tax abatement and other redevelopment initiatives. The firm's broad range of experience, representing both developers and municipalities in such projects, has helped its real estate lawyers to develop an understanding of and sensitivity to the differing interests and concerns of the many participants in a real estate transaction. This sensitivity has earned Armstrong Teasdale a reputation as a responsive, "deal-making," law firm.

James Mello, a senior member of Armstrong Teasdale's public finance and real estate practices and one of the foremost tax increment finance attorneys in the Midwest, will provide legal support to Grewe in its proposal to the City of Shrewsbury. Mr. Mello and his practice group have been involved in over fifty other economic incentive projects including recent representation in the cities of Hillsboro, Richmond Heights, Clayton, Shrewsbury, St. Louis, Chesterfield, Eureka and Creve Coeur, Missouri.

SECTION 7. JUSTIFICATION FOR PUBLIC ASSISTANCE

7.1 Pro Forma; Incremental Increase in Existing Economic Activity Taxes and Real Property Taxes. As evidenced in the following pro forma, the Project will have a net positive impact on local tax revenues. The Project will generate significant tax revenue for the City of Shrewsbury and other local taxing jurisdictions.

Currently, the Redevelopment Area generates limited sales tax revenue and nominal utility tax revenue and those revenues have declined considerably over the past ten years. The current assessed value of the real property within the Redevelopment Area is \$3,253,850. Once stabilization occurs, the Project is estimated to generate taxable sales in the amount of approximately \$75,000,000 annually as well as real estate taxes in excess of \$400,000 per year.

Sales Taxes

Estimated Annual Sales

Retail \$75,000,000

Total Annual Sales From Redeveloped Site \$75,000,000

Real Estate Taxes

Retail \$400,000

Total Annual Real Estate Taxes \$400,000

Personal Property Tax

Although difficult to calculate, personal property taxes on the Project will be substantial given the retail component of the Project. Personal property taxes are not captured by TIF, therefore taxing jurisdictions will receive the full benefit of this income stream.

During the time period the Public Assistance is in effect, incremental economic activity tax revenue and real property tax revenue generated by the Project would be directed to payment of debt on the obligations and/or reimbursement to Grewe for eligible redevelopment costs. In addition, the incremental sales tax revenues generated by the transportation development district would also be pledged to reimburse Grewe for related redevelopment costs.

7.2 Public Assistance Overview. Given the land assemblage costs, relocation of tenants, relocation of existing public roads, utility relocation and extensions, construction of onsite sanitary treatment facility, demolition and general site preparation costs intended with the Project, the Project cannot be undertaken without a private-public partnership between Grewe, the City of Shrewsbury and other benefited local taxing jurisdictions.

Due to the variety of economic incentives being considered to finance the Project, the final amount of Public Assistance requested will be set forth in a redevelopment agreement between the City and Grewe, should Grewe be selected as the "developer" for the Project, which will set forth in detail a description of the Project, establish the eligible redevelopment costs with respect to such redevelopment agreement in a manner consistent with the applicable law, and establish a method for subsidizing or reimbursing such eligible redevelopment costs. The level of economic incentive is also subject to applicable arrangements between Grewe, the City and the affected taxing jurisdictions located within the Redevelopment Area.

As evidenced herein, the local taxes to be generated by the Project represent a substantial increase in revenue with little or no additional impact on local services. In contrast, land assemblage costs and public improvement costs exceed Grewe's pro forma for new improvements at other sites. Consequently, in order to develop the Project as proposed, Grewe expects approximately \$15,000,000 in development costs to be provided in the form of tax increment financing and other public incentives in order for the Project to be financially feasible at full build out. The public financing proceeds of \$15,000,000 to Grewe are to be net of the

issuance costs, tax district costs, costs of capital or other costs associated with the Public Assistance. It is anticipated that the redevelopment agreement would accomplish this by including a provision which would reimburse Grewe for its extraordinary development costs from increased property taxes, or PILOT payments, and EATS payments derived from sales tax revenues, if any, generated on the site.

Grewe requests that it be reimbursed for eligible redevelopment costs on either: (a) a "pay-as-you-go" basis where the City reimburses directly the person, firm, or corporation that incurred such costs, or (b) by the City's issuance of revenue obligations secured by revenues generated by the Project. In either case, the City would have no obligation to reimburse Grewe until it has received sufficient documentation evidencing that certain eligible redevelopment costs have been incurred. In the event that revenues on deposit with the City are insufficient to reimburse Grewe as provided herein, Grewe requests that the unpaid portion be carried forward and paid from revenues subsequently deposited into the applicable fund or account.

Special Considerations

7.3 Ownership/Tenant Control. Grewe requests the City to once again consider and keep in mind the fact that Grewe affiliates will control, develop and manage the property contained in the Redevelopment Area. Further, Grewe affiliates are thoroughly familiar with the surrounding property owners, and Grewe values its relationship with such neighbors. Additionally, Grewe has secured a commitment from Walmart to anchor its proposed redevelopment project. As stated throughout this proposal, this is invaluable in that it will substantially reduce overall land acquisition efforts and expenses should Grewe be selected as the developer.

7.4 Private/Public Partnership. The Project will provide the following advantages and amenities to the City of Shrewsbury, its residents and other taxing jurisdictions:

- The proposed Project will provide a modern retail, commercial, recreational and office facility to serve area residents and businesses, while simultaneously stabilizing and improving economic activity in the City of Shrewsbury.
- Local taxing jurisdictions such as the school districts, fire district and City of Shrewsbury will greatly benefit as a result of the increased economic activity in the District.
- The attractive design and high quality materials proposed for the Project will create a complementary continuation of the existing retail centers found in neighboring municipalities.
- The surface parking on the site will serve as an asset to patrons of the site and provide an efficient and attractive way to accommodate adequate parking and make maximum use of the site.

7.5 Relocation Policy. Grewe acknowledges that there are businesses currently operating within the Redevelopment Area and that they may need to be relocated to carry out the Project. Grewe also acknowledges that the City has adopted a policy setting forth the rights and procedures of any persons relocated as part of a redevelopment project. To the extent relocation is necessary to facilitate the Project, Grewe will comply with the City's relocation policy.

7.6 Confidentiality. This proposal is made in reliance upon the fact that the financial and other proprietary information submitted herein will be treated as a closed record until such time as a final redevelopment agreement is entered into between the City and Grewe.

7.7 City Actions. Grewe will require the following approvals and assistance from the City:

- Enactment of all Public Assistance-related ordinances necessary to implement this proposal including, but not limited to, approval of the proposal as a "redevelopment project" pursuant to the Public Assistance statutes, as applicable, amendments to the redevelopment plan and authorization of eminent domain;
- Enactment of all zoning and land use ordinances and amendments thereto necessary to permit the construction of the Project;
- Vacation of alleys, parkways, sidewalks and streets as necessary; and upon completion accepts new streets, parkways, sidewalks
- Issuance of all permits and approvals in accordance with City codes necessary in order to construct the Project.

7.8 Amendments. Grewe reserves the right to withdraw, amend, supplement or otherwise modify this proposal prior to the mutual execution of the redevelopment agreement by the City and Grewe.

Exhibit A

PROJECT DATA

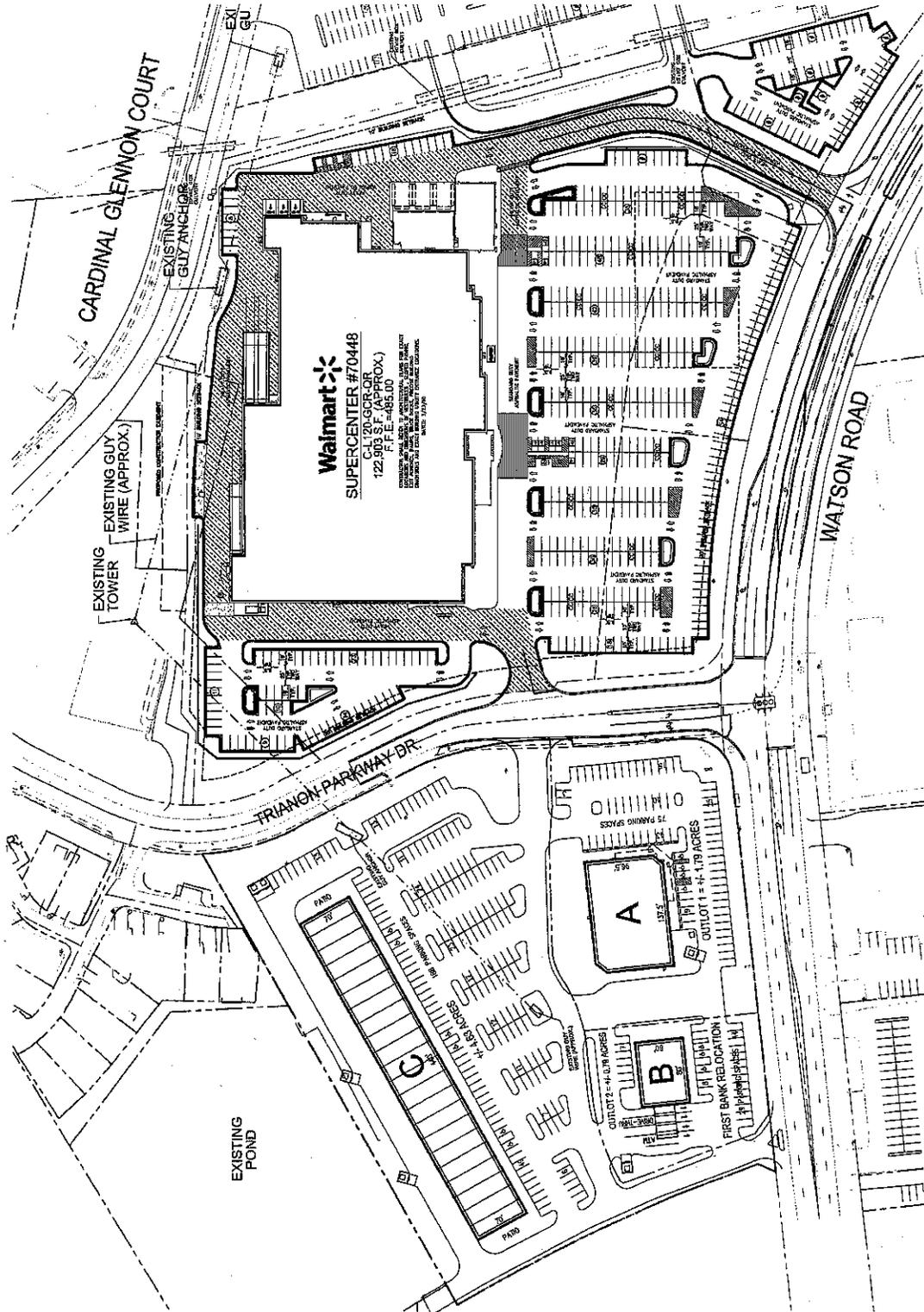
PHASE I
 SITE AREA 47.72 AC

BUILDING	SQ. FT.	PARKING REQ.
A RETAIL	12,900 S.F. @ 60 P.S./1,000 S.F.	65 P.S.
B BANK (FIRST BANK RELOCATION)	4,800 S.F. @ 60 P.S./1,000 S.F.	23 P.S.
C RETAIL	30,600 S.F. @ 60 P.S./1,000 S.F.	154 P.S.
SUB-TOTAL:	48,300 S.F.	242 P.S.
PARKING PROVIDED:	48,300 S.F.	282 P.S.
		(+30 P.S.)

PRELIMINARY SITE PLAN PSP-60



GREWE, INC.
 COMMERCIAL GROUP
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 ST. LOUIS, MO 63128
 P: 314.666.7100 F: 314.666.7101



WATSON ROAD & TRIANON PARKWAY
 SHREWSBURY,
 MISSOURI
 10-059
 07.08.10

TRJ
 Architects of the Possible
 9512 Manchester Road
 St. Louis, Missouri 63114
 © Copyright 2010

Exhibit B

*Missouri
Department
of Transportation*



Ed Hassinger, District Engineer

St. Louis Metro District
1590 Woodlake Drive
Chesterfield, MO 63017-5712
(314) 340-4100
Fax (314) 340-4119
www.modot.org
Toll free 1-888 ASK MoDOT

March 30, 2010

Gary John Grewe
GJ Grewe Inc.
9109 Watson Rd. 4th Floor
St. Louis, MO 63126

Dear Mr. Grewe:

After our meeting with your firm we can give you conceptual approval for the Kennrick Plaza Redevelopment. With the proposal that was presented in our discussion the following items will need to be part of the final approval. This would include but is not limited to the signal relocation of Trianon Parkway Drive, possible relocation of Cardinal Glennon Drive and the proposed construction of a new signalized intersection to the east if warranted. The pedestrian travel issues will also need to be addressed.

Should you have any questions concerning this matter, please feel free to contact me at (314) 565-6717.

Sincerely,



James Connell
Traffic Specialist

P/096/366

Exhibit C

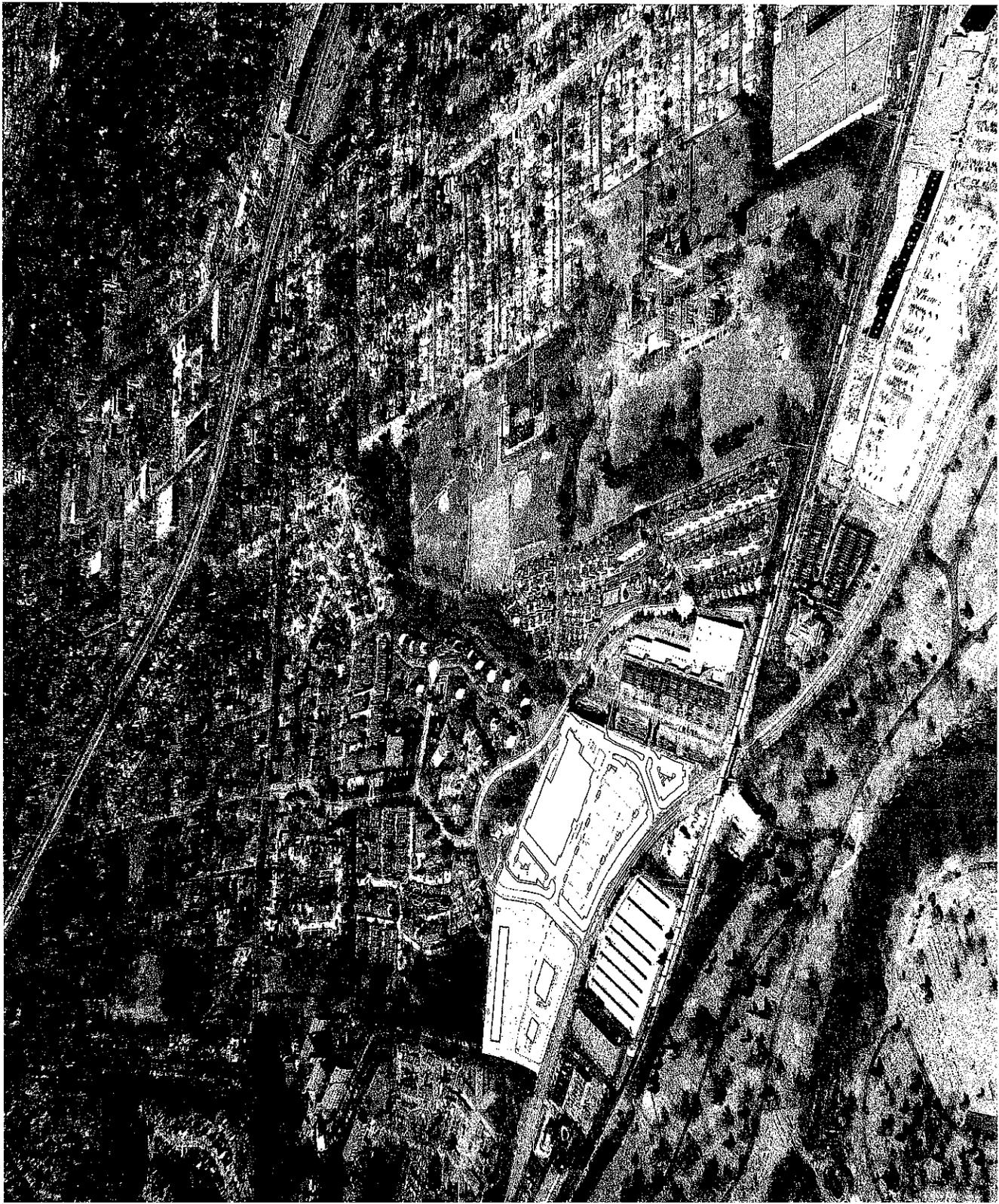


Exhibit D

TR,i Architects



Firm Profile

Since Thomas B. Roof established the architectural practice in 1989 that bears his name, he and his team of associates have assembled a diverse portfolio of projects including educational institutions, retail centers, office developments, restaurants and industrial facilities. This portfolio includes new construction and building renovation and systems upgrades. Along the way, Thomas Roof, Inc. Architects (TR,i) has also built a client list that includes a prestigious group of school districts, developers and corporate customers.

The firm has grown substantially, and is located in a suite of offices in downtown Clayton. TR,i's work spans 38 states, and its reputation has spread; in 2008, the St. Louis Business Journal listed TR,i as the 17th largest architecture firm in our region. One reason for this success is Thomas Roof, Inc.'s versatility. A full service firm, TR,i has the expertise to go beyond basic architectural services to help owners evaluate facilities, maximize opportunities, and navigate the municipal approval process.

Contact Information

Thomas Roof, Inc. Architects

Missouri

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St. Louis, MO 63119

Illinois

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Swansea, Illinois 62226

314 395.9750 t

618 416.4707 t

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618 416.4708 f

Website: www.triarchitects.com

Email: info@triarchitects.com

Years in Business: 20



Architects of the Possible®

Also fueling TR,i's success is its company philosophy. The firm places a strong emphasis on service to the client and respect for the project requirements. From the very start of a project, TR,i assembles a team of experts custom tailored to meet our client's needs.

The firm's employees also take pride in their continuing involvement with each project. From start to finish, the director assigned to the job takes a hands-on approach, carefully attending to it until it is completed and the customer is

St. Louis, Missouri



Principals:

Thomas B. Roof, AIA
President

Rich Obertino, AIA
Vice President

Curtis Cassel, AIA
Vice President

Licensed in:

Alabama	Kentucky
Arizona	Missouri
Arkansas	New Mexico
California	Ohio
Colorado	Pennsylvania
Florida	Tennessee
Georgia	Texas
Illinois	Washington D.C.
Indiana	West Virginia
Iowa	

Staff:

11 Registered Architects
9 AIA Members
3 LEED Certified
6 NCARB
31 Total Staff



Exhibit E



Wolverton & Associates, Inc. was established in September 1989 in the State of Georgia and has proudly been in operation for 20 years. We are a full service Consulting Engineering firm, which offers professional services in Civil Engineering, Land Surveying, Traffic Engineering, Transportation Engineering, Structural Engineering, and Subsurface Utility Engineering for both public and private agencies throughout Georgia. With these multiple disciplines located "in-house", we are able to provide a more complete package of services to our clients.

Civil Engineering Department

Driven by hard work built on long-term relationships and successful growth, our Civil Engineering Department offers innovative solutions to meet the changing challenges of site planning while keeping the client's budget a priority. Our qualified staff of Civil Engineers is able to provide a range of services from preliminary site planning, site feasibility and due diligence to full construction design and permitting with great attention to quality control and assurance. We pride ourselves on proven professionalism with the experience and technology to tailor our services around the needs of the client and requirements of the project. Our diverse project types include: *Free Standing Retail; Redevelopments; Multi-tenant Retail Developments; Housing; Education; Outparcels and Smaller Stand-alone Tenants; Churches* as well as *Public Infrastructure Improvements*.

Land Surveying Department

With a diverse client base, our qualified staff of professional Land Surveyors has the knowledge, equipment and technology to meet the project's needs in a timely and accurate manner. We have successfully completed *Roadway, Site Development, Utility Design, Boundary Surveys* and supplemented our *S.U.E. effort* for large and small projects. We have provided survey services for private developments, local governments, and the Georgia Department of Transportation on a project and task order basis. Our crews are familiar with representing our firm and our clients in a courteous and professional manner when dealing with the public.

Traffic Engineering Department

Building from extensive experience in the public and private sectors, our Traffic Engineering Department has successfully completed over 30 signal timing projects, as well as construction plans for over 200 traffic signal designs/upgrades for various agencies. The Traffic Engineering Department offers the following services: *Traffic Signal Design; Traffic Signal Timing* from isolated intersections to large coordinated systems; *Traffic Studies* and *Advanced Transportation Management Systems (ATMS)/Intelligent Transportation Systems (ITS)*.

Transportation Engineering Department

Building on long-term relationships with state and county agencies, our Transportation Engineering Department has been providing its clients with quality work since its establishment in 1994. With the ability to meet the needs of demanding schedules of both individual design contracts and demand services contracts, our engineers are able to assist in all phases from concept designs to permitting. Having the knowledge, resources and talent to carry a project from start to finish with a single point of contact through the life of a project, our Transportation Department continues to thrive as a leader in the industry.

Structural Engineering Department

Using an innovative yet practical approach to design, the Structural Engineering Department provides solutions to the physical barriers which would otherwise inhibit the movement of traffic. Services include: *Conceptual, Preliminary and Final Design of Bridges and Retaining Walls; Value Engineering* and *Bridge Inspection*.

Subsurface Utility Engineering Department

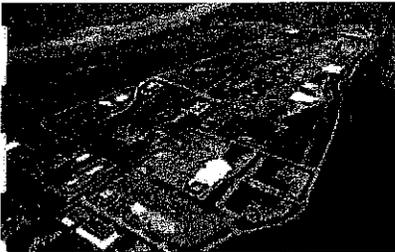
With the use of the latest technology in electromagnetic equipment, ground penetrating radar, and vacuum excavation, Wolverton's Subsurface Utility Engineering Department is dedicated to the accurate designation and location of utilities for the design and construction communities, buildings and roadways. We help our clients to avoid project delays in construction, minimize redesign costs, and reduce unnecessary utility relocations on their projects. Services include: *Utility Records Research, Utility Designation, Non-Evasive Utility Locating, Utility Condition Assessment, Utility Coordination and Utility Relocation Design*.





Project Experience by State
 Additional States with Professional Registration

Partial List of Our Projects



Chesterfield Commons, Chesterfield, Missouri – Wolverton & Associates, Inc. provided engineering design services for an 11-year, mixed use, multi-phased project containing approximately 1.5 million square foot of retail, warehouse, restaurant, and office development on approximately 250 acres. Our scope of services included providing numerous concept site plans showing retail, industrial warehouse, office, and hotel and restaurant layouts. Extensive coordination occurred with the client and City of Chesterfield to determine the best location of these various uses on the site. The site is located on land that was originally flood plain. During the great Mississippi River Flood of 1993, over 20 feet of floodwater covered the land on which this center resides. Coordination with the US Army Corp of Engineer, Monarch Levee District and the City of Chesterfield allowed for raising the existing levee system such that this development could occur. Extensive land planning, site plan layouts, grading, drainage and utility infrastructure plans were all part of this development. Utilizing public meeting to discuss this project and coordination with local, state and federal agencies, allowed what was once farmland subject to repeated flooding to become a thriving retail, warehouse, restaurant, and hotel development.



Maplewood Commons Expansion, Maplewood, Missouri – Wolverton & Associates, Inc. provided engineering design services for the preparation of site-work construction plans for a 400,000 SF shopping center on 52 acres. Tenants included Wal-Mart, Sam's and Lowe's with 6 outlets. This site also included retail shops, a gas station, Ruby Tuesday, Olive Garden, Red and Lobster. Design included off-site road improvements and underground detention vault. In 2006, this retail center was expanded and W&A provided engineering design services for the 49,261 SF expansion on the existing 142,919 SF Wal-Mart store located in Maplewood, MO. The existing store is part of the Maplewood Commons Shopping Center located on a 23.09 acre lot containing parcels for the Wal-Mart store as well as the Sam's Club located adjacent to the Wal-Mart store. Also to comply with the latest MSD stormwater requirements, 6,610 CF of underground water quality storage and water quality filtration were integrated into the existing stormwater management system. The project was permitted through the City of Maplewood, MSD, and Missouri DNR. Approval was required from Ameren UE, Laclede Gas, and AT&T prior to any utility installations or relocations.



Manchester Highlands, Manchester, Missouri – Wolverton & Associates, Inc. provided civil engineering design services and client observation for a 204,000 SF Wal-Mart Supercenter located in Manchester Highlands development. Our scope of services included providing due diligence, cost estimation, concept site planning and extensive coordination with the developers design team along with full engineering design for the 18-acre parcel. This development was master planned jointly by Pace Properties, the City of Manchester and the residents of the adjacent subdivisions. In addition to public meeting representation, extensive coordination also occurred with Pace Properties and City of Manchester to ensure conformance with the development design covenants and the securing of a special use permit for proposed grocery sales associated with the supercenter. The project was permitted through the City of Manchester, St. Louis County, MSD, and Missouri DNR. Approvals were also required from all local utility providers prior to any utility installations or relocations. This was required since the proposed supercenter engineering plans were being designed at same time as the master development plans. This store opened on schedule.

PARTIAL LIST OF PROJECTS IN THE ST. LOUIS AREA BY DEPARTMENT

**Wolverton & Associates, Inc. has designed over 60 projects since 1994
in the St. Louis area.**

Project Name/Location	Project Description	Owner/Contact Name/Phone Number
Civil/Site Engineering		
Bowling Green Town Center, Bowling Green, Pike County, MO	W&A provided engineering design services for 147,000 SF shopping center on 27 acres, which included four (4) outlots. Tenants included Wal-Mart (98 SC, 99, 111 SF) and 47, 400 SF of retail shops. Design included Stormwater Detention, Storm Sewer Conveyance, Sanitary Sewer main, Water Distribution design (Water Model for Agency Review), and Horse Stall design for Amish community. Off-site road improvements such as new Highway 61 Bypass Road, re-alignment and grade correction of CR 312 & Camp Clark Drive intersection, and Roundabout Traffic Circle. Unique features as listed above were traffic circle, horse stall and water tank/pump house.	G.J. Grewe Inc. Bowling Green Town Center, LLC Bill Appelbaum (314) 962-6300
Chesterfield Commons, Chesterfield, St. Louis County, MO	Provided engineering design services for a mixed-use project containing 20 million SF of retail, office and warehouse space on over 250 acres. Tenants included Old Country Buffet, Wal-Mart, Target, Lowe's and The Home Depot. Project scope included preparation of all site-work construction documents as well as 2 miles of new roadway and hydrological model revisions for the Chesterfield Valley.	THF Realty Michael Staenberg (314) 429-0900
Chesterfield Village, Chesterfield, St. Louis County, MO	Provided engineering design services for a mixed use development on a 7.12 acre site consisting of 4,800 SF of medical offices, 36,000 SF of retail space, 9,500 SF of restaurant space, and 364 parking spaces. Site layout design included pedestrian access, grading, drainage and utility plans, as well as permitting through the City of Chesterfield.	THF Realty Michael Staenberg (314) 429-0900
Ethan Allen, Chesterfield, St. Louis County, MO	Provided engineering design services for a 17,300SF furniture store on a 2.0 + acre outlot in the Chesterfield Commons development. Permitting was through the City of Chesterfield and the metropolitan St. Louis Sewer District (MSD).	Ethan Allen Retail, Inc. Sridhar Edla (203) 743-8473
Gravios Bluff, Gravios Bluff, Morgan County, MO	Provided engineering design services by assisting the developer in obtaining design approvals from Wal-Mart Stores, Inc. for the construction of a new 153,000 SF Wal-Mart store within the overall 1,500,000 SF development.	G. J. Grewe, Inc. Gary Grewe (314) 962-6300
Longhorn Restaurant, Chesterfield, St. Louis County, MO	Provided engineering design services for a 4,993 SF Longhorn restaurant on 1.94 acres.	G. J. Grewe, Inc. Gary Grewe (314) 962-6300
Maplewood Commons, Maplewood, St. Louis County, MO	Provided engineering design services for the preparation of site-work construction plans for a 400,000 SF shopping center on 52 acres. Tenants included Wal-Mart, Sam's and Lowe's with 6 outlots. This site also included retail shops, gas station, Ruby Tuesday, Olive Garden, Red and Lobster. Design included off-site road improvements and underground detention vault.	THF Realty Alan Bornstein (314) 429-0900
O'Fallon Pointe, O'Fallon, St. Charles County, MO	Provided engineering design for a Commercial development containing 181,000 SF of retail buildings and 4 outparcels on 26 acres. Project scope included preparation of complete site plans and permitting through various review agencies as well as roadway extension improvements. Tenants included Wal-Mart, an office supply retailer and several small retail shops.	THF Realty Michael Staenberg (314) 429-0900
O'Fallon Supercenter Expansion, O'Fallon, St. Charles County, MO	Provided engineering design services for a 76,182 SF supercenter grocery box expansion to the existing Wal-Mart Store in the O'Fallon Pointe Shopping Center. Onsite improvements included multiple retaining walls and underground detention in order to expand the shopping center within a limited area. Project also included road improvements to Highway K (by others) and permitting through MODOT and the City of O'Fallon. W&A assisted the owner and developer in obtaining all necessary approvals despite union backed opposition.	Wal-Mart Real Estate Business Trust Doug Smith (479) 204-3170

Project Name/Location	Project Description	Owner/Contact Name/Phone Number
Panera Bread Company, Chesterfield, St. Charles County, MO	Provided engineering design services for a 4,830 SF Panera Bread restaurant for St. Louis Bread Company on 1.30 acres.	Panera Bread Co. John Hearth (800) 301-5566
Plaza at Boone Crossing, Chesterfield, St. Charles County, MO	Provided engineering design services for a 2-story mixed use development with 38,800 SF of office/retail space on 3.36 acres. Design included site layout including pedestrian access and drive through, grading, drainage and utility plans and permitting through the City of Chesterfield.	THF Realty Michael Staenberg (314) 429-0900
Q'Doba Restaurant of Arnold, Arnold, Jefferson County, MO	Provided engineering design services for a 2,450 SF restaurant on a 0.50 acres outlot. Outlot 2B is located between two adjacent restaurants, both outlots are under construction at the same time. The shopping center where the outlot is located has a total of 9 outlots and a retail area with Lowe's, Dierbergs, two Mini Anchors, and 70,040 SF of retail shops. This outlot development required close coordination with both adjacent developments.	THF Realty Arnold Triangle Development LLC Jeff Otto (314) 429-0990
Sam's Club Gas Station, Maplewood, St. Louis County, MO	Provided engineering design services for a Sam's Fueling Station in Maplewood, St. Louis County.	Harrison-French Architects Steve Marquess (501) 273-7780
Shops at Laura Hill, O'Fallon, St. Charles County, MO	Provided engineering design services for a Commercial development containing 275,000 SF of retail space and 6 outparcels on 39 acres. Project Scope included preparation of full site plans and permitting through various review agencies. Tenants included Target, Kohl's and various restaurants.	THF Realty Michael Staenberg (314) 429-0900
Taylor Morley, Chesterfield, St. Louis, MO	Provided engineering design services for 57,384 SF multi-story, mixed use building including office/retail space on 4.57 acres. Site design included pedestrian walkways, customer drop-off areas and 197 parking spaces, grading plans, drainage and permitting through the City of Chesterfield.	THF Realty Michael Staenberg (314) 429-0900
Wentzville Crossroads Marketplace North, Wentzville, St. Charles County, MO	Provided engineering design services for a 267,000 SF shopping center with 6 outlots on 44 acres. Tenants included Target and Lowe's. Design included coordination of detention with adjacent existing development and a new 1,400 LF public road within the project limits.	THF Realty Darren Ridenhour (314) 429-0900
Wentzville North Outlots C&D, Wentzville, St. Charles County, MO	Provided engineering design services for a 5,950 SF building and an 8000 SF building on two adjacent 1.00 + acre outlots in the Wentzville Crossroads Marketplace North development. Tenants included Starbucks, FedEx/Kinko's, Mattress Giant, Verizon Wireless, Cartridge World and US Armed Forces Recruitment Center.	THF Realty Darren Ridenhour (314) 429-0900
Winding Woods, O'Fallon, St. Charles County, MO	Provided engineering design services for a Commercial development containing 31,000 SF of small retail on 3.89 acre parcel.	THF Realty Michael Staenberg (314) 429-0900
Transportation Engineering		
Edison Avenue, St. Louis County, MO	Responsible for the design of a 2-mile new location roadway constructed along a levee for Bonhomme Creek for the City of Chesterfield. Acquired permits through the City of Chesterfield and St. Louis County.	THF Realty Michael Staenberg (314) 429-0900
Bowling Green Roundabout, Bowling Green, Pike County, MO	Completed preliminary and final roadway plans for this 5-leg roundabout connecting the new location future bypass, the existing state route and future business center for a total of 0.5 miles of improvements. Specific tasks included design of 2,000 linear feet of closed drainage system, design of double 48" pipe culverts, and improvements to the safety of several intersections and interchange ramps.	G.J. Grewe, Inc. William D. Applebaum (314) 962-6300
Arnold Commons, Arnold, Jefferson County, MO	Completed the preliminary and final plans for the design of 1700 linear feet of new location public roadway as part of a commercial development. The design of this roadway included a three-lane section, curb and gutter, sidewalk and a closed drainage system.	THF Realty Alan Bornstein (314) 429-0900
James River Commons, Springfield, Greene County, MO	Completed the preliminary and final plans for the design of 3000 linear feet of new location public roadway as part of a commercial development. The design of this roadway included both a two-lane and a three-lane section, curb and gutter, sidewalk and a closed drainage system.	The Kroenke Group Jim Alabach (573) 449-8323

Project Name/Location	Project Description	Owner/Contact Name/Phone Number
Wal-Mart Commercial Development, Hannibal, Marion County, MO	Completed the preliminary and final plans for the design of 6500 linear feet of new location public roadway as part of a commercial development. The design of this roadway included both a two-lane and a three-lane section, curb and gutter, sidewalk and a closed drainage system.	THF Realty Robert Green (314) 429-0900
Structural Engineering		
O'Fallon Pointe, O'Fallon, St. Louis County, MO	Completed the design of one mechanically stabilized embankment wall for site development. This wall is a segmental block wall utilizing geosynthetic material for soil reinforcement with a maximum height of 14 feet. Lead Engineer for the design of one cast-in-place concrete wall for site development and stormwater detention. This wall forms an enclosed basin that is capable of detaining 12.5 feet of stormwater.	Wal-Mart Stores East, Inc. Doug Smith (479) 204-3170
Maplewood Commons, Maplewood, St. Louis County, MO	Completed the design of three mechanically stabilized embankment walls and one cast-in-place concrete wall for site development. These walls form a series along the back of the property to allow for store expansion.	Wal-Mart Stores East, Inc. Doug Smith (479) 204-3170
Wal-Mart Store #5927-00, Florissant, MO	Engineer for hydraulic study for a site development that extends fill into the flood plain. Study to encompass the importation of existing FEMA HEC-2 Model into HEC-RAS. Study requires coordination with County Officials to incorporate study data results. Flood study to be created and submitted to FEMA for their approval. "CLOMR Based on Levee, Berm, or Other Structural Measures" will be required. "As built" certification will be submitted to revise the Flood Insurance Rate Map.	Wal-Mart Stores East, Inc. Doug Smith (479) 204-3170

Exhibit F

William F. Bunte
Transportation Engineer

EDUCATION:

B.S. Civil Engineering, 1957, University of Illinois
M.S. Civil Engineering, 1959, University of Illinois (major in traffic & transportation engineering)

REGISTRATIONS:

Professional Engineer in Illinois & Missouri (placed on inactive status)

OTHER AFFILIATIONS:

Institute of Transportation Engineers
Traffic Engineering Association of Metropolitan St. Louis

EXPERIENCE:

Mr. Bunte offers a broad range of knowledge and information commensurate with his 40+ years of experience in the field of transportation engineering. He has participated in and directed numerous transportation impact studies related to the development of industrial, commercial and residential sites, institutional and multiple-use projects throughout the mid-west. His experience with states and municipalities throughout Illinois and Missouri enables him to accurately assess site design, accessibility and circulation issues in relation to applicable local ordinances. His knowledge of the region's development patterns allows him to make highly accurate forecasts of future traffic conditions. His relationship with real-estate developers, state highway departments and municipalities provides him with the capacity to resolve design issues to the general satisfaction of all parties.

Mr. Bunte has performed and directed numerous safety and traffic operations studies throughout his career and is the author of a manual on traffic engineering practices currently in use by cities in Missouri and Illinois. His expertise covers large, regional traffic improvement studies to smaller site analyses of specific intersections and traffic circulation studies within central and neighborhood districts.

His experience in comprehensive planning covers many major forms of transit including ridesharing and para-transit modes. Previous projects include a variety of experiences such as conducting a comprehensive analysis of street improvement needs, transit and commuter origin-destination studies and routing plans for public transit providers.

Because of his transportation planning experience, Mr. Bunte has been retained as a consultant traffic engineer by a number of small to mid-sized municipalities. His expertise includes the development of conceptual plans for the design of roadways and intersections, parking facilities and lighting & traffic signal controls.

Mr. Bunte has the experience to assist cities with the development of model zoning ordinances. Using his knowledge of development planning and his experience serving as an expert witness in ordinance hearings, Mr. Bunte has been able to recommend ordinance models to stimulate economic development while allowing communities some control as to the type of development which occurs.

Mr. Bunte is frequently called upon to provide expert witness testimony relative to zoning ordinances, traffic signing and pavement marking, signal design and highway safety. Mr. Bunte has testified in virtually all aspects of these issues.