

CITY OF OLATHE, KANSAS

REDEVELOPMENT DISTRICTS - TAX INCREMENT FINANCING

Application Procedures and Application Form



Approved

May 6, 2003 - Resolution No. 03-1053

(Application Updated in January 2018, in accordance with Resolution 17-1087)

Important Notice and Disclaimer

The attached procedures, policies and forms have been prepared by the City of Olathe, Kansas (the "City") and The Economic Development Committee of the City of Olathe, Kansas (the "Economic Development Committee") for the purpose of assisting private developers in the consideration of whether a Redevelopment District and Tax Increment Financing ("TIF") for prospective projects is a realistic possibility. The authority to make the legislative findings and determinations necessary for the compliance with the TIF Statutes is vested solely and only in the City's Governing Body. Applicants and Projects are cautioned that the attached materials have been prepared primarily for informational purposes to inform Applicants of the types of projects the City would consider for TIF assistance. The City reserves the right to reject any and all projects, even those which satisfy all of the attached criteria for the use of TIF, for any reason whatsoever, without regard for the viability of the project. Furthermore, the City reserves the right to waive any non-conformance to these policies and approve any project the City deems favorable to the City.

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**CITY OF OLATHE
CITY CLERK OFFICE**

Resolution No. 17-1087

Overview of the Redevelopment (TIF) Process

- 1. Pre-application meeting(s) with the City's Economic Development Committee and the City's Development Review Team.**
- 2. An Application is submitted by Applicant to City's Economic Development Committee. A blight study shall be submitted, if necessary. (* Fees Due)**
- 3. The City's Economic Development Committee will review the Application and determine whether the Application is complete and whether the proposed project is eligible under the City's Tax Increment Financing policy.**
- 4. After approval by the City's Economic Development Committee, the Committee will forward the Application with a recommendation to the City Council for discussion and/or consideration.**
- 5. The City Council calls for a public hearing on the creation of the district.**
- 6. The City conducts hearings, sends notices and completes other requirements as prescribed by state law; City Council considers creation of the district and creates the district by Ordinance.**
- 7. The developer prepares a Redevelopment Plan pursuant to state law and City requirements. A Redevelopment Agreement is also prepared.**
- 8. The Economic Development Committee reviews the Plan and Agreement and submits to the City Council with a recommendation. (* Fees Due)**
- 9. The City Council reviews and considers the Redevelopment Plan and the Redevelopment Agreement at a Study Session.**
- 10. The City Council considers an Ordinance making necessary findings and approving the Redevelopment Plan and Redevelopment Agreement. Authorization of the issuance of bonds or reimbursement of TIF eligible costs is also considered at this time. (* Fees Due)**
- 11. Execution of the Redevelopment Agreement between the City and Applicant.**

Application Procedures

1. APPLICATION:

Submission: The Redevelopment District-TIF Application form, policies, and procedures are available here at www.olatheks.org or the City Clerk's office. Not less than one (1) paper copy and one (1) electronic copy of the completed Application should be submitted to the Economic Development Committee, together with the required Application fee. The completed Application shall be submitted to City Manager, City of Olathe, 100 E. Santa Fe, P O Box 768, Olathe, Kansas 66051.

Application Fee: Each Application shall be accompanied with a non-refundable Application fee made payable to the City of Olathe. The Application fee will be used by the City to pay the costs incurred by the City in the review of the Application. Bond Counsel and Financial Advisor fees are paid from bond and/or incremental TIF proceeds, if necessary. The City has established a phased Application fee as outlined below. Any amendments to a TIF Plan require a non-refundable reapplication fee as indicated below. The Applicant shall be required to pay additional costs such as outside consultant and attorney fees and publication costs.

TIF APPLICATION FEE

<u>Non-Refundable TIF Fee</u>	<u>1% of total TIF assistance authorized</u>
Initial Application Fee (Due at the time of submittal of the application)	5%, or \$5,000, whichever is less
Redevelopment Plan Fee (Due one (1) week prior to consideration of the Redevelopment Plan by the City Council)	15%, or \$10,000, whichever is less
Ordinance Approving Redevelopment Agreement and Issuance of Bonds	80%, or \$85,000, whichever is less
Maximum Fee	1% of total TIF assistance, or \$100,000, whichever is less

Reapplication fees for substantial changes will be charged at the same rate as the schedules shown above.

TIF ADMINISTRATIVE SERVICE FEE

The following administrative service fees shall be paid to the City from the tax increment generated from the project prior to disbursement of the increment to the developer or bond trustee to cover the administrative costs incurred by the City for the administration of and other City costs associated with each approved TIF Project. Such administrative service fee shall be in addition to the TIF application fee and any other fees associated with the TIF Project.

Property tax increment projects only	.5% of the annual increment
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Property tax, sales tax and other tax increment projects	2.5% of the annual increment
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The applicant may be required to pay additional costs such as outside consultant and attorney fees as required for the City to fully analyze the TIF application. TIF application fees (excluding non-refundable), additional consultant and attorney fees may be reimbursed to applicant or paid to City from bond proceeds or TIF revenues. However, City bond issuance costs may not be reimbursed from TIF project revenue if TIF project reimbursable costs are payable from City sales tax or transient guest tax.

Preliminary Determination of Completeness: Upon submission, the Application will be reviewed to determine if it is complete. If the Application is incomplete or if additional information is needed, the Applicant will be notified in writing that the Application is not complete and the reasons will be stated referring to the specific criteria that are not met, additional information required, or financial, legal, planning, and development concerns.

Requests for Proposals: The City may initiate a Request for Proposals for a redevelopment project. The fees shown above are for both City initiated and non-City initiated redevelopment projects. The City reserves the right to reduce or waive the above fees if a redevelopment project is determined to be in the best interest of the City to do so. Upon the filing of an Application that is non-City initiated, the City reserves the right to cause a public notice to be inserted in a newspaper of general circulation in the City or on the City's website requesting proposals for development in the proposed project area.

2. STAFF REVIEW:

Review of the Application will be conducted by the City's Economic Development Committee, and if necessary by other City Staff, the City's Financial Advisor, City Bond Counsel and any other outside consultant deemed necessary for review of the Application. Initial review time will be approximately 30 days from the date the completed Application is submitted to the City. However, more or less time may be required for particular Applications. Upon receipt of a complete Application and after review by the City's Economic Development Committee, the Economic Development Committee shall forward a recommendation to the City Council

for consideration. The recommendation of the City's Economic Development Committee may be approved, denied, or amended by the City Council. Applicants will be notified of the City's Economic Development Committee forwarding the Application to the Council Study Session.

Applications that are determined to be incomplete or do not conform to the City's policy will not be forwarded to the City Council. Applicants will be notified of the determination that the Application will not be forwarded and should be modified before being considered in the future.

3. REDEVELOPMENT CONSIDERATION:

The City Council may desire to hold one or more study sessions before any public hearing is held. During this period the Applicant may be required to submit additional information as requested and/or appear before the City Council to present information regarding the Application. The City Council considers making all findings and determinations required by the TIF Statute (K.S.A. 12-1770).

The City Council conducts hearings and other requirements as prescribed by state law. The proposed developer prepares a Redevelopment Plan pursuant to state law and City requirements. The cost of all such studies shall be paid by the Applicant and should be prepared by a professional consultant having a favorable reputation for the preparation of such studies. The studies shall be submitted to the City in a timely manner for review by Staff prior to any City Council meetings or study sessions. Additionally, consideration of the Redevelopment Plan shall adhere to the requirements of the TIF Policy and may require additional studies as necessary. The City's Economic Development Committee reviews the Redevelopment Plan and submits it to the City Council with comments.

After creation of the District and as part of the negotiation of the Redevelopment Plan, the City and Applicant shall prepare a Redevelopment Agreement. Additional requirements and costs, as needed, may be included in the Redevelopment Agreement.

The City Council may review and discuss the Redevelopment Plan and Redevelopment Agreement at Study Sessions. The City Council may consider an Ordinance making necessary findings and approving the Redevelopment Plan and Redevelopment Agreement. Authorization of the issuance of bonds or reimbursement of TIF eligible costs is also considered at this time.

4. NOTIFICATION / PUBLICATION RESPONSIBILITIES:

Legal notices and mailings to taxing districts and property owners shall be prepared or caused to be prepared, delivered, and mailed by the City pursuant to state law. Copies of certifications of mailing, signed delivery certifications, or other proofs of notifications shall be forwarded to the City Clerk. The City shall also prepare or cause to be prepared any Notices of Public Hearings to be published and forward to the City Clerk for publication in a timely manner as required by state law. The Applicant is responsible for all costs associated with publications, mailings, certifications, delivery, and preparation of notices. The City shall be reimbursed for any expenses associated with Application and the redevelopment (TIF) process.

5. OTHER COSTS OR EXPENSES:

Applicant shall reimburse the City for all reasonable documented, out-of-pocket expenses incurred in connection with the Redevelopment TIF District, including attorney's fees and other City consultant fees. Said reimbursements to the City shall be deemed Reimbursable Expenditures.

**CITY OF OLATHE, KANSAS
APPLICATION FOR TAX INCREMENT FINANCING ("TIF")**

APPLICANT: Mentum Olathe L.L.C.

ADDRESS: Attn: Josh Woodbury, 2733 East Parleys Way, Ste. 300, Salt Lake City, UT 84109

PHONE #: 801.485.7770

FAX #: _____

E-MAIL ADDRESS: josh_woodbury@woodburycorp.com

CONTACT PERSON: Josh Woodbury

PROJECT NAME: Mentum

Please complete the following items.

1. As Exhibit A, provide attachments of relevant information on the Applicant's background and development experience. Include resumes of key individuals assigned to the project, as well as other projects completed, including location and contact persons from local governments and bank references. Also, include a copy of the development company's organizational structure.

2. Identify the Applicant's consultants involved, or proposed to be involved, in the project noting relevant experience on similar projects (i.e., civil engineer, land use planner, Applicant's legal counsel, Applicant's financial advisor).

<u>CONSULTANT TYPE</u>	<u>CONSULTANT NAME, ADDRESS, PHONE, CONTACT PERSON, EMAIL</u>	<u>EXPERIENCE</u>
Developer	Woodbury Corporation Attn: Josh Woodbury 2733 East Parleys Way, Ste. 300 Salt Lake City, UT 84109 801.482.7447 josh_woodbury@woodburycorp.com	See attached Exhibit A
Legal / Outside Counsel	Polsinelli PC Attn: Korb Maxwell 900 W 48th Place, Suite 900 Kansas City, MO 64112 816.360.4327 kmaxwell@polsinelli.com	See attached Exhibit A-1

3. Describe the proposed project, including the size and scope, phasing and anticipated timing of the project. Specifically outline residential development, if any, to be included in the project.

The Project to be constructed within the TIF District (the "Project") will consist of some or all of the following uses, without limitation: major multi-sport athletic complex, sports, entertainment, restaurants, retail, office, medial office, hotel and hospitality, residential (senior-living, independent-living, condo, and/or other residential uses), public space, open space, and/or other similar, related or appurtenant uses, any other structure or use (including, but not limited to, commercial, residential, non-profit, governmental and/or community uses), along with all associated site work, infrastructure, utilities, storm water control, access, street improvements, landscaping, lighting, parking facilities, and any other items allowable under K.S.A. 12-1770 et seq., as amended.

Specifically regarding residential development, the Project includes a residential component taking the form of approximately 300 rental apartments. The apartment buildings are envisioned to be 3 to 5 stories in height with interior corridors, elevator service, and surface parking.

The Project is envisioned to be developed in 3 phases. Phase 1 would include approximately 388,489 square feet of building area including the Arena, interactive golf concept, fitness gym, movie theater, rock climbing venue, volleyball, 60,000 square feet of retail space, 20,000 square feet of restaurant space, a 135-room hotel, and 300 rental apartments. Phase 2 is designed for 36,500 square feet of retail space, 20,000 square feet of restaurant space, and 70,000 square feet of office space. Phase 3 includes a 135-room hotel and 130,000 square feet of office space.

The anticipated timing for build-out of the Project is as follows:

Phase 1: Commence - 2019; Complete - 2020-2021

Phase 2: Commence - 2021; Complete - 2022-2023

Phase 3: Commence - 2023; Complete - 2024-2025

4. Describe the impacts of the proposed development on the existing and proposed infrastructure and services including, but not limited to: water, sanitary sewer, storm water, solid waste, streets and schools. *Please note that where available, City services shall be utilized.

The Project involves redevelopment of the former Great Mall of the Great Plains property. As such, all or substantially all of the infrastructure needed to support the Project is expected to already be in place. The Applicant will cooperate with the city to determine any additional infrastructure that may be necessary or required as part of the Project.

5. As Exhibit B, define the boundaries of the proposed TIF area by legal description, address and locator number(s). Also, include a map of the proposed TIF area.
6. Identify the property that is currently in the control of the Applicant, via ownership or option. If under option, note the option expiration date.

The Applicant is currently under contract to acquire all or substantially all of the property within the proposed TIF area.

7. Is the property currently zoned for the proposed use? Yes. If not, what zoning change will be required?

The property is currently zoned to allow for commercial uses; however, the Applicant intends to submit (or has already) a rezoning application for a Planned Development District in accordance with the Development Agreement between the Applicant and the City.

8. Will the proposed project result in the relocation of residential, commercial, industrial or public facilities? See below. If so, discuss the nature of any anticipated relocations.

The Applicant will privately purchase any portion of the TIF area necessary to implement the redevelopment project via a purchase and sale agreement negotiated at arm's length. Thus, any relocation required by the Project will be coordinated and funded by private arms-length transactions, which the Applicant acknowledges will meet or exceed the requirements set forth in the TIF Act.

9. As Exhibit C, state the need and justification for TIF assistance and the type and amount of assistance being requested. Provide a project proforma containing assumptions for TIF assistance, including internal rate of return with, and without, public assistance. Explain how the Applicant intends to demonstrate that but for TIF assistance, this project will be unable to proceed due to extraordinary economic conditions. Substantiate that other alternative methods of financing have been thoroughly explored, as well as why TIF assistance is necessary.

10. Will the applicant be in direct competition with other local firms? No. If so, name the firms and describe the nature of the competition.

The Project's retail and hotel components are designed to create a unique shopping, dining, entertainment and lodging destination leveraging off the crowds drawn by the on-site attractions and office space. The fitness gym will provide members with a comprehensive health and wellness experience. Eating and drinking establishments will occupy much of the retail space, offering unique "components" not currently available in the area, creating destination attractions and minimizing direct competition with existing area businesses. Additionally, the arena within the Project is positioned to host different market segments of the sports and entertainment industries than existing venues, thus also minimizing the level of direct competition.

11. Identify sources, amounts and status of all debt financing and/or equity funding available to complete the project. Does the Applicant anticipate the debt to be privately financed by the construction lender, developer or publicly sold? Please list all information in the following table format.

Please refer to the Project sources & uses attached as Exhibit G. Additional information can be provided upon request.

<u>Financial Resource</u>	<u>Amount</u>	<u>Term</u>	<u>Status</u>	<u>Contact Person</u>	<u>Contact Telephone #</u>

12. As Exhibit D, on a revenue worksheet, estimate the incremental property taxes and economic activity taxes to be generated by the project, including underlying assumptions. This information, along with the expected return on investment, shall be included in the proforma.
13. As Exhibit E, attach a letter from a financial institution indicating that the Applicant has sufficient financial resources to obtain the private financing for the project.
14. Discuss the condition(s) that would qualify the proposed TIF District as an eligible area, as defined within Kansas State law. If required, provide a blight study as Exhibit F.

The proposed TIF District is an eligible area as defined in K.S.A. 12-1770a(g), in that it is located within an area of the City that was designated as an "enterprise zone" (as defined in K.S.A. 12-1770a(h)) prior to July 1, 1992, pursuant to K.S.A. 12-17,107 through 12-17,113, and amendments thereto, prior to its repeal and the conservation development or redevelopment of the area is necessary to promote the general and economic welfare of the City.

15. As Exhibit G, provide an outline of the costs associated with the development of the proposed project(s) and related parcel, or parcels, located within the TIF area. Identify in the outline, those costs proposed to be funded with TIF financing and the proposed payback timeframe (provide a debt service schedule showing rates and assumptions). The information shall include interest rates and all assumptions.
16. As Exhibit H, in one page or less, discuss and document information used to describe the market feasibility of each element of the proposed project. If a formal feasibility or comparable studies have been prepared (or will be prepared soon after submission of the application), please identify the firm who has prepared, or will prepare the study, including the qualifications and prior experience of such firm in preparing similar studies, and attach such reports.

17. Identify any proposed tenants of the project. Have lease(s) been negotiated or signed? What type of lease(s) is contemplated?

The Applicant is engaged in ongoing discussions with a number of interested and prospective tenants; Tenant names will be released to the City on a confidential basis upon lease execution.

18. Who will own the developed property?

It is anticipated that the Applicant will own all or substantially all of the developed property within the Project area; provided, however, the City may continue to be the fee owner of the underlying real property on which the arena is to be constructed, and enter into a long-term ground lease with the Applicant.

19. Briefly describe the "economic and quality of life" benefits of the proposed project to the City.

This Project contemplates a major commercial entertainment and tourism area, and the unique mix of uses within the Project will create substantial tourism, entertainment, and retail opportunities not presently available in the City. It will also create a vibrant, mixed-use environment that will promote, stimulate and develop the general and economic welfare of the City and assist in the development and redevelopment of eligible areas therein, thereby promoting the general welfare of the citizens of the State of Kansas and of the City.

1. CERTIFICATION OF APPLICANT

APPLICANT HAS RECEIVED AND REVIEWED THE CITY'S TAX INCREMENT FINANCING POLICY (POLICY NO. F-7, RESOLUTION NO. 17-1087) AND THE APPLICANT UNDERSTANDS AND AGREES TO THE TERMS OF THE POLICY, INCLUDING PAYMENT OF THE REQUIRED FEES.

APPLICANT AGREES TO COMPLY WITH THE PROVISIONS OF CHAPTER 2.82 OF THE OLATHE MUNICIPAL CODE (THE "CODE"), INCLUDING PARTICULARLY 2.82.130, REGARDING PUBLIC ART FOR THE PROJECT OR TO PAY THE NECESSARY PAYMENT TO THE CITY'S PUBLIC ART FUND.

AS OF THE DATE OF APPLICANT'S EXECUTION OF THIS APPLICATION, TO THE BEST OF THE APPLICANT'S KNOWLEDGE, THE INFORMATION CONTAINED WITHIN THIS APPLICATION IS TRUE AND CORRECT.

IN WITNESS WHEREOF, the undersigned petitioners have executed the above foregoing petition to create the district at the dates set forth opposite their respective signatures below:

Mentum Olathe L.L.C.

(Name of Business)

a Utah Limited Liability Company

(Business Structure)

By: 
Signature of Authorized Agent for Entity

Title: VICE PRESIDENT OF ITS MANAGER

Date: 1/30/2019

NOTARY ACKNOWLEDGMENT

STATE OF Utah)
) ss.
COUNTY OF Salt Lake)

BE IT REMEMBERED, that on this 30th day of January, 2019 before me, the undersigned, a Notary Public in and for said County and State, came Joshua Woodbury, who is known to me to be the same person who executed the within instrument, and such person duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal the day and year last above written.

(Seal)

Denise Marie Walker
Notary Public in and for said
County and State

My Commission Expires:

August 7, 2019

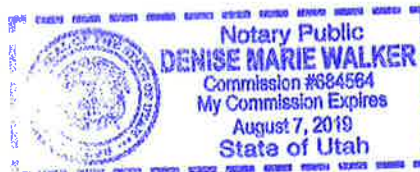


EXHIBIT A

Applicant's Background and Experience

Woodbury Corporation, the Applicant's parent/holding company, is a privately held family-owned company, headquartered in Salt Lake City, Utah. Founded in 1919, it is a multi-disciplined, full-service real estate development and investment company offering professional brokerage, management, development, legal, consulting and architectural services for all types of commercial, retail, office hospitality, research park and other land developments throughout the Midwest and Western United States.

Since its inception in 1919, Woodbury Corporation has gained a reputation as the region's foremost real estate developer. Woodbury specializes in creating long-term value for both partners and tenants, by developing and managing properties with their 98 years of tried experience. In their company's history, Woodbury has never defaulted on any loan or breached any contract. With over 170 successful projects, Woodbury has demonstrated its capability to efficiently deliver a quality produce on a timely basis. Woodbury Corporation and its principals own, control, and/or manage more than 15 million square feet of productive buildings in 15 states.

Through Woodbury, the Applicant and its principals have substantial experience in developing large-scale commercial and mixed-use projects, including destination attraction-based projects utilizing public bond financing and other public-private partnership tools. Specifically, the Developer's relevant experience includes:

- University Place in Orem Utah, an approximately 1.5 million square-foot, \$500 million regional shopping center and mixed-use development on approximately 130+/- acres;
- Falcon Hill Aerospace Research Park at Hill Air Force Base in Utah, where Woodbury Corporation is the lead owner/developer of an approximately 2 million square-foot, mixed-use research park to be developed across approximately 550+/- acres over the next 50 years (with 350,000 square feet already constructed); and
- The University of Nebraska Innovation Campus at Lincoln, Nebraska, where Woodbury Corporation was the lead master-developer of an approximately 160+/- acre research park adjacent to the University of Nebraska-Lincoln.

EXHIBIT A-1

Polsinelli, Legal Services

Polsinelli is an Am Law 100 firm with more than 825 attorneys in 21 offices. The firm's Real Estate Development and Finance attorneys possess diverse experience representing public and private entities in a multitude of projects, including large-scale hotel and convention centers, destination retail properties, and mixed-use entertainment districts, to name a few. Polsinelli's real estate attorneys are well-versed in a breadth of financing channels—including Tax Increment Financing, Community Improvement District financing, Industrial Revenue Bond financing, STAR Bond financing, and other creative-financing mechanisms and public-private partnership tools—and are practiced in smoothly navigating the oversight, compliance, and approvals that often accompany high-profile development projects, including several in the City of Olathe and Johnson County. Polsinelli's Real Estate practice rankings include:

- ☐ Recognized as a national Real Estate practice by *Chambers USA*, 2018;
- ☐ National Tier One ranking in Real Estate Law by *U.S. News and World Report's* 2018 "Best Law Firms";
- ☐ Top 10 Real Estate Practice Group by *Real Estate Law360* in 2014; and
- ☐ The number one Real Estate Law Firm in 2013 by *Midwest Real Estate News*.

EXHIBIT B

Legal Description of TIF District

TRACT 1:

TRACT A, THE GREAT MALL, A SUBDIVISION IN THE CITY OF OLATHE, JOHNSON COUNTY, KANSAS, ACCORDING TO THE RECORDED PLAT THEREOF, FILED OCTOBER 31, 1996 IN PLAT BOOK 97 PAGE 31.

TRACT 2:

LOTS 9, 10, 11 AND 12, THE GREAT MALL, A SUBDIVISION IN THE CITY OF OLATHE, JOHNSON COUNTY, KANSAS, ACCORDING TO THE RECORDED PLAT THEREOF, FILED OCTOBER 31, 1996 IN PLAT BOOK 97 PAGE 31.

TRACT 3:

LOT 1, THE GREAT MALL, 2ND PLAT, A SUBDIVISION IN THE CITY OF OLATHE, JOHNSON COUNTY, KANSAS, A REPLAT OF LOT 7 AND 8 OF THE GREAT MALL SUBDIVISION, ACCORDING TO THE RECORDED PLAT THEREOF, FILED JUNE 24, 2004 AS DOCUMENT NO. 20040624-0011867, IN BOOK 200406 PAGE 11867.

Map of Proposed TIF District



EXHIBIT C

TIF Assistance

The Applicant is requesting 100% of the incremental real property taxes generated within the proposed TIF district, uncapped for a period of twenty (20) years, to pay for any and all costs of the Project that constitute redevelopment project costs (as defined in the TIF Act). Additional information regarding the justification and need for TIF assistance can be provided upon request.

EXHIBIT D

Incremental Property Tax Estimates*

[SEE ATTACHED]

*NOTE: This Application sets forth incremental property tax estimates only. It does not include economic activity tax estimates since those will not be captured by TIF and will instead be subject to STAR bond capture.

TIF PROJECTIONS						
Year	Base Assessed Value	Phase 1 Assessed Value	Phase 2 Assessed Value	Phase 3 Assessed Value	Total Projected Assessed Value	TOTAL PROPERTY TAX TIF REVENUES
1	\$ 994,708	\$ -	\$ -	\$ -	\$ -	\$ -
2	\$ 994,708	\$ -	\$ -	\$ -	\$ -	\$ (94,856)
3	\$ 994,708	\$ 6,252,988	\$ -	\$ -	\$ 6,252,988	\$ 501,435
4	\$ 994,708	\$ 12,505,975	\$ -	\$ -	\$ 12,505,975	\$ 1,097,726
5	\$ 994,708	\$ 12,631,035	\$ 3,663,250	\$ -	\$ 16,294,285	\$ 1,458,983
6	\$ 994,708	\$ 12,757,345	\$ 7,326,500	\$ -	\$ 20,083,845	\$ 1,820,359
7	\$ 994,708	\$ 12,884,919	\$ 7,399,765	\$ 3,965,625	\$ 24,250,309	\$ 2,217,677
8	\$ 994,708	\$ 13,013,768	\$ 7,473,763	\$ 7,931,250	\$ 28,418,780	\$ 2,615,187
9	\$ 994,708	\$ 13,143,905	\$ 7,548,500	\$ 8,010,563	\$ 28,702,968	\$ 2,642,287
10	\$ 994,708	\$ 13,275,344	\$ 7,623,985	\$ 8,090,668	\$ 28,989,998	\$ 2,669,659
11	\$ 994,708	\$ 13,408,098	\$ 7,700,225	\$ 8,171,575	\$ 29,279,898	\$ 2,697,304
12	\$ 994,708	\$ 13,542,179	\$ 7,777,227	\$ 8,253,291	\$ 29,572,697	\$ 2,725,226
13	\$ 994,708	\$ 13,677,601	\$ 7,855,000	\$ 8,335,823	\$ 29,868,424	\$ 2,753,426
14	\$ 994,708	\$ 13,814,377	\$ 7,933,550	\$ 8,419,182	\$ 30,167,108	\$ 2,781,909
15	\$ 994,708	\$ 13,952,520	\$ 8,012,885	\$ 8,503,374	\$ 30,468,779	\$ 2,810,677
16	\$ 994,708	\$ 14,092,046	\$ 8,093,014	\$ 8,588,407	\$ 30,773,467	\$ 2,839,732
17	\$ 994,708	\$ 14,232,966	\$ 8,173,944	\$ 8,674,291	\$ 31,081,202	\$ 2,869,078
18	\$ 994,708	\$ 14,375,296	\$ 8,255,684	\$ 8,761,034	\$ 31,392,014	\$ 2,898,717
19	\$ 994,708	\$ 14,519,049	\$ 8,338,240	\$ 8,848,645	\$ 31,705,934	\$ 2,928,653
20	\$ 994,708	\$ 14,664,239	\$ 8,421,623	\$ 8,937,131	\$ 32,022,993	\$ 2,958,888
Total						\$ 43,192,068
NPV						\$ 21,308,821
Gross Bond Proceeds (NPV / DSCR)						\$ 17,047,057
Less Issuance Costs						\$ (1,704,706)
Net TIF Bond Proceeds						\$ 15,342,351

EXHIBIT D-1

Incremental Property Tax Assumptions

[SEE ATTACHED]

Project Component	SF / Units	Rooms	Units	Sales Per SF / Unit	Total Sales	PROJECT ASSUMPTIONS BY PHASE						
						Appraised Per SF / Unit	Assessed Per SF / Unit	Total Appraised	Total Assessed	*Base Assessed	Taxes Per SF / Unit	Total Taxes
PHASE 1												
Major Multi-Sport Athletic Complex	130,000			\$ 119	\$ 15,457,626	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Interactive Golf Concept	32,000			\$ 406	\$ 13,000,000	\$ 250	\$ 63	\$ 8,000,000	\$ 2,000,000	\$ 71,655	\$ 8.00	\$ 255,898
Fitness	50,000			\$ 150	\$ 7,500,000	\$ 100	\$ 25	\$ 5,000,000	\$ 1,250,000	\$ 44,785	\$ 3.20	\$ 159,936
Movie Theatre	33,489			\$ 200	\$ 6,697,800	\$ 100	\$ 25	\$ 3,348,900	\$ 837,225	\$ 29,996	\$ 3.20	\$ 107,122
Restaurants	25,000			\$ 500	\$ 12,500,000	\$ 300	\$ 75	\$ 7,500,000	\$ 1,875,000	\$ 67,177	\$ 9.60	\$ 239,904
Mid-Box	42,000			\$ 300	\$ 12,600,000	\$ 100	\$ 25	\$ 4,200,000	\$ 1,050,000	\$ 37,619	\$ 3.20	\$ 134,346
Big-Box	35,000			\$ 300	\$ 10,500,000	\$ 100	\$ 25	\$ 3,500,000	\$ 875,000	\$ 31,349	\$ 3.20	\$ 111,955
Shop Retail	10,000			\$ 300	\$ 3,000,000	\$ 100	\$ 25	\$ 1,000,000	\$ 250,000	\$ 8,957		\$ 31,987
Hotel	71,550	135		\$ 26,828	\$ 3,621,713	\$ 55,000	\$ 13,750	\$ 7,425,000	\$ 1,856,250	\$ 66,505	\$ 1,759.30	\$ 237,505
Volleyball	20,000			\$ 100	\$ 2,000,000	\$ 100	\$ 25	\$ 2,000,000	\$ 500,000	\$ 17,914	\$ 3.20	\$ 63,975
Multi-Family (250k SF @ 1,000 SF/unit)	250,000		250	\$ -	\$ -	\$ 70,000	\$ 8,050	\$ 17,500,000	\$ 2,012,500	\$ 72,103	\$ 1,029.99	\$ 257,497
Subtotals - Phase 1	699,039	135	250		\$ 86,877,139			\$ 59,473,900	\$ 12,505,975	\$ 448,059		\$ 1,600,127
PHASE 2												
Rock Climbing Attraction	20,000			\$ 200	\$ 4,000,000	\$ 100	\$ 25	\$ 2,000,000	\$ 500,000	\$ 17,914	\$ 3.20	\$ 63,975
Restaurants	15,000			\$ 500	\$ 7,500,000	\$ 300	\$ 75	\$ 4,500,000	\$ 1,125,000	\$ 40,306	\$ 9.60	\$ 143,943
Shop Retail	22,000			\$ 300	\$ 6,600,000	\$ 100	\$ 25	\$ 2,200,000	\$ 550,000	\$ 18,705	\$ 3.20	\$ 70,372
Mixed-Use Retail	19,500			\$ 300	\$ 5,850,000	\$ 100	\$ 25	\$ 1,950,000	\$ 487,500	\$ 17,466	\$ 3.20	\$ 62,375
Mixed-Use Office	33,280			\$ -	\$ -	\$ 200	\$ 50	\$ 6,656,000	\$ 1,664,000	\$ 59,617	\$ 6.40	\$ 212,907
Office/Medical Office	60,000			\$ -	\$ -	\$ 200	\$ 50	\$ 12,000,000	\$ 3,000,000	\$ 107,483	\$ 6.40	\$ 383,847
Subtotals - Phase 2	169,780	-	-		\$ 23,950,000			\$ 29,306,000	\$ 7,326,500	\$ 262,491		\$ 937,418
PHASE 3												
Restaurants	5,000			\$ 500	\$ 2,500,000	\$ 300	\$ 75	\$ 1,500,000	\$ 375,000	\$ 13,435	\$ 9.60	\$ 47,981
Mid-Box	40,000			\$ 300	\$ 12,000,000	\$ 100	\$ 25	\$ 4,000,000	\$ 1,000,000	\$ 35,828	\$ 3.20	\$ 127,949
Shop Retail	7,500			\$ 300	\$ 2,250,000	\$ 100	\$ 25	\$ 750,000	\$ 187,500	\$ 6,718	\$ 3.20	\$ 23,990
Mixed-Use Retail	20,000			\$ 300	\$ 6,000,000	\$ 100	\$ 25	\$ 2,000,000	\$ 500,000	\$ 17,914	\$ 3.20	\$ 63,975
Mixed-Use Office	40,000			\$ -	\$ -	\$ 200	\$ 50	\$ 8,000,000	\$ 2,000,000	\$ 71,655	\$ 6.40	\$ 255,898
Hotel	71,550	135		\$ 26,828	\$ 3,621,713	\$ 55,000	\$ 13,750	\$ 7,425,000	\$ 1,856,250	\$ 66,505	\$ 1,759.30	\$ 237,505
Multi-Family (250k SF @ 1,000 SF/unit)	250,000		250	\$ -	\$ -	\$ 70,000	\$ 8,050	\$ 17,500,000	\$ 2,012,500	\$ 72,103	\$ 1,029.99	\$ 257,497
Subtotals - Phase 3	434,000	135	250		\$ 26,371,713			\$ 41,175,000	\$ 7,931,250	\$ 284,158		\$ 1,014,796
TOTALS (ALL 3 PHASES)	1,302,819	270	500		\$ 137,198,851			\$ 129,954,900	\$ 27,763,725	\$ 994,708		\$ 3,552,341

Sales Assumptions for Major Multi-Sport Athletic Complex	
Component	Sales
Tickets	\$ 8,760,000
Public Skate/Rentals/Youth Hockey/Ice Time	\$ 2,000,000
Sports Bar	\$ 2,000,000
Concessions	\$ 1,729,960
Novelties	\$ 563,380
Team Store	\$ 214,286
Premium Seat Fees	\$ 190,000
Total Sales	\$ 15,457,626

Phase 1 Hotel Sales Assumptions	
Input	Assumption
Number of Rooms	135
Available Room Nights	49,275
Avg. Nightly Rate	\$ 105
Avg. Occupancy	70%
Hotel Sales	\$ 3,621,713

Phase 3 Hotel Sales Assumptions	
Input	Assumption
Number of Rooms	135
Available Room Nights	49,275
Avg. Nightly Rate	\$ 105
Avg. Occupancy	70%
Hotel Sales	\$ 3,621,713

Financing Assumptions	
Input	Assumption
Commercial Assessment Rate	25.000%
Residential Assessment Rate	11.500%
Annual Sales Growth Rate	2.000%
NPV Rate	6.000%
Debt Service Coverage Ratio	125.000%
Issuance Costs	10.000%
Annual Assessed Value Growth Rate	1.000%

Base Assessed Values				
Parcel ID	Quick Ref #	2018 Appraised	2018 Assessed	Owner
DP73740000 070A	R37212	\$ 4,433,920	\$ 990,875	Great Olathe Center, LLC
DP73740000 070A1	R37213	\$ 1,020	\$ 306	Great Olathe Center, LLC
DP73740000 0012	R37225	\$ 110	\$ 33	Great Olathe Center, LLC
DP73740000 0011	R37224	\$ 210	\$ 63	Great Olathe Center, LLC
DP73740000 0010	R37223	\$ 310	\$ 93	Great Olathe Center, LLC
DP73740000 0009	R37222	\$ 110	\$ 33	Great Olathe Center, LLC
DP73750000 0001	R197771	\$ 27,480	\$ 3,305	Great Olathe Center, LLC
Totals		\$ 4,463,160	\$ 994,708	

Mill Levy Rates			
Jurisdiction	Rate	Not Subject to Capture	Net for TIF
State of Kansas	1.500	1.500	-
Johnson County	19.024	-	19.024
Johnson County Community College	9.266	-	9.266
City of Olathe	24.406	-	24.406
Olathe School District	70.665	28.000	42.665
JoCo Park	3.088	-	-
Totals	127.949	29.500	95.361

EXHIBIT E

Financial Resources

To be discussed. Information regarding the Applicant's financial strength may be provided for review under appropriate circumstances and/or on a confidential basis to City consultants.

EXHIBIT G

Project Costs / Sources & Uses

Sources	
STAR Bond Proceeds (incl. CID)	\$69,500,000
Private Debt & Private Equity	\$239,342,068
Equity with PAYG TIF Reimbursement	\$10,000,000
Total Sources:	\$318,842,068

Uses	
Land Costs	\$21,701,329
Infrastructure/Public Improvements	\$38,460,634
Multi-Sport Arena Construction	\$35,000,000
Other Construction	\$167,760,079
Soft Costs & Contingency	\$55,920,026
Total Uses:	\$318,842,068

EXHIBIT H

Market / Feasibility Study

Canyon Research Southwest, Inc., a qualified third-party consultant that has evaluated numerous public financing projects across the State, prepared a STAR Bond Feasibility Study, dated October 2018 in relation to the STAR Bond District that encompasses the entirety of the proposed TIF area. The analysis was based on Canyon's experience, expertise, and access to research data regarding the actual design, development, financing, management, and leasing of projects of similar nature and scope. This feasibility study is contained in the Olathe 151st Street STAR Bond District STAR Bond Project Plan, submitted as of October 15, 2018, a copy of which is already on file with the City.