

**FIRST AMENDMENT TO DEVELOPMENT AGREEMENT
FOR THE
VILLAGE COMMUNITY IMPROVEMENT DISTRICT**

THIS FIRST AMENDMENT TO THE DEVELOPMENT AGREEMENT FOR THE VILLAGE COMMUNITY IMPROVEMENT DISTRICT, executed as of the date of the last execution by the parties hereto, by and between the **CITY OF PRAIRIE VILLAGE, KANSAS**, a municipal corporation duly organized under the laws of the State of Kansas (“**City**”), and **PV RETAIL PARTNERS, LLC**, a Kansas limited liability companies (“**Developer**”), amends and, to the extent inconsistent herewith, supersedes that certain “Development Agreement for the Village Community Improvement District dated September 20, 2010 (“**Agreement**”). All capitalized terms herein are as defined in the Agreement.

WITNESSETH:

WHEREAS, the parties have heretofore executed the Agreement; and

WHEREAS, the parties wish to modify the Agreement to amend the date by which “Project A” (as defined in the Agreement) shall be commenced.

NOW THEREFORE, in consideration of the mutual promises set forth below, it is agreed:

1. Exhibit F of the Agreement is hereby amended to require commencement of Project A no later than May 2, 2013.

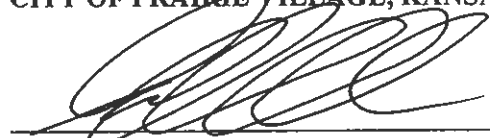
2. That to the extent inconsistent with the Agreement, this Amendment shall supersede same and control the contractual relationship by and between the parties. In all other respects, the Agreement is hereby ratified.

3. That this Amendment shall become effective upon the last party to the Amendment executing the same. In the interest of timely amending the Agreement, the parties may separately execute the Amendment.

[No further text – signature pages follow]


IN WITNESS WHEREOF, the City and the Developer have duly executed this Agreement pursuant to all requisite authorizations as of the date first above written.

CITY OF PRAIRIE VILLAGE, KANSAS



Ronald L. Shaffer, Mayor

ATTEST:



Joyce Hagen-Mundy, City Clerk

APPROVED AS TO FORM:



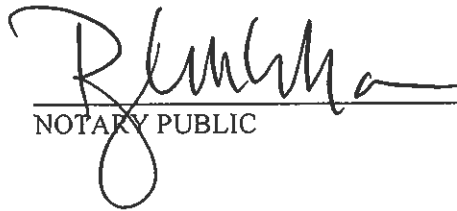
Catherine P. Logan, City Attorney

STATE OF KANSAS)
) ss.
COUNTY OF JOHNSON)

This instrument was acknowledged before me on Oct 31, 2012 by Ronald L. Shaffer and Joyce Hagen Mundy as Mayor and City Clerk, respectively, of the City of Prairie Village, Kansas.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal the day and year first above written.

PENNY M. MANN
NOTARY PUBLIC
STATE OF KANSAS
MY APPT. EXPIRES 11-9-2014



NOTARY PUBLIC

My Commission Expires: 11-9-2014

PV RETAIL PARTNERS, LLC, A KANSAS LIMITED LIABILITY COMPANY

By: Landmark Retail Properties, LLC, a Missouri limited liability company

By: Enterprises Retail Investors, LLC, a Missouri limited liability company

By: *William D. Cosentino*
William D. Cosentino, President

By: Group Retail Investors, LLC, a Missouri limited company

By: *David G. Cosentino*
David G. Cosentino, President

STATE OF Kansas)
COUNTY OF Johnson) ss.

This instrument was acknowledged before me on 10/18/, 2012 by William D. Cosentino and David G. Cosentino, as authorized representatives of PV Retail Partners, LLC.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal the day and year first above written.

Kylie S. Wisser
NOTARY PUBLIC

My Commission Expires:

~~KYLIE S. WISE
Notary Public - State of
My Appt. Expires~~

KYLIE S. WISER
Notary Public - State of Kansas
My Appt. Expires 2/5/13