



NOTICE TO HOLDERS

Dated: September 21, 2018

The Industrial Development Authority of the County of Platte County Missouri (the "County")
Transportation Refunding and Improvement Bonds (Zona Rosa Retail Project),
Series 2007 (the "Bonds")

CUSIPs*:

72770LAX8

72770LAY6

72770LAZ3

72770LBA7

72770LBB5

THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE REGISTERED AND BENEFICIAL OWNERS OF THE BONDS. IF YOU RECEIVE THIS NOTICE AND ARE ACTING FOR A BENEFICIAL OWNER OF THE BONDS, PLEASE SEND THIS NOTICE TO THE BENEFICIAL OWNER(S) IMMEDIATELY.

UMB Bank, n.a. serves as trustee (the "Trustee") under that certain Trust Indenture dated as of October 1, 2007 (the "2007 Indenture") between Trustee and the Industrial Development Authority of the County of Platte County, Missouri (the "Issuer"), concerning the Zona Rosa Shopping Center Project (the "Zona Rosa Project"). Capitalized terms not otherwise defined herein shall have the meanings assigned to such terms in the 2007 Indenture.

**UPDATE ON DRAW ON LETTER OF CREDIT, GUARANTOR'S DEFAULT,
TRANSFER OF PROPERTY, COLLECTION OF DISTRICT REVENUES AND
COUNTY ACTION**

The Trustee reported in May of 2018 and summarized that Zona Rosa Development, LLC ("Guarantor") entered into a Guaranty Agreement with Trustee on October 1, 2007. In Section 2.1 of the Guaranty Agreement, Guarantor unconditionally guaranteed to Trustee that the Guarantor would maintain a Letter of Credit with Trustee at all times while any of the Bonds are outstanding.

* These CUSIP numbers are included solely for the convenience of the holders of the Bonds. The Trustee shall not be responsible for the selection or use of these CUSIP numbers, nor is any representation made as to their correctness on the Bonds or as dictated in any notice.

The Platte County, Missouri South Transportation Development District I, and the Platte County, Missouri South Transportation Development District II (collectively, the “District”) entered into a Financing Agreement on October 1, 2007. In Sections 3.10 and 4.10 of the Financing Agreement, the District promised to maintain the Letter of Credit until the Letter of Credit Release Date.

The 2007 Indenture required the Trustee to draw on the Letter of Credit for the payment of principal of and interest on the Bonds in certain situations.

On November 16, 2017, the Trustee drew on the entire sum of the Letter of Credit (\$500,000), and on November 29, 2017, made demand on the Guarantor to obtain and deliver an Alternate Letter of Credit. The Guarantor failed to deliver an Alternate Letter of Credit, so counsel for Trustee sent a written demand to the District and Guarantor on December 13, 2017 and February 29, 2018.

TRANSFER OF PROPERTY AND COLLECTION OF DISTRICT REVENUES

On September 12, 2018, the Zona Rosa Project was transferred to an entity the Trustee understands is owned by the secured creditor of the Guarantor. The name of the new ownership entity is MONARCHS SUB, LLC (“Monarchs”). The Trustee understands that the Zona Rosa Project is being managed by Trademark Property Company. At or about the same time, the District held a meeting and three (3) members from the firm of Dentons US LLP (which represents the secured creditor and Monarchs) were elected. The transfer was made without the participation of the Trustee. The Trustee has requested a meeting with new ownership as soon as possible but to date has not received a response.

Because the Alternate Letter of Credit was never provided, on September 19, 2018, the Trustee notified Monarchs and the District as follows:

1. A renewed demand was made to provide the Alternate Letter of Credit to Monarchs and the District. In the demand, the Trustee indicated that it intends to promptly exercise its available remedies if it does not receive a suitable Alternate Letter of Credit within ten (10) days of the date of the letter.
2. The Trustee also addressed certain allocation analyses made by the Guarantor pursuant to which revenues from the District were being allocated under the Financing Agreement. The Trustee notified the District that it did not agree with such allocation and reserved all rights regarding the same. The Trustee demanded that, at the very least, until any allocation between the Trustee and the Bonds relating to the City of Kansas City, Missouri (the “City”) is agreed, no funds be distributed to the City and/or all revenues be used to establish the Alternate Letter of Credit for the benefit of the Trustee.
3. The Trustee continues to maintain that the Guarantor remains liable for providing an Alternate Letter of Credit and is discussing its options with counsel.

COUNTY ACTION

The Trustee learned at the end of August, 2018, of an August 20, 2018 meeting of the Commissioners of Platte County in which the Commissioners stated on the record that the County only had a “moral” and not a “legal” obligation to pay any shortfall on the Bonds and would not do so unless there is a long-term sustainable plan. The Commissioners also stated that monies already appropriated for the Zona Rosa Project will not be used for such purposes. A recording of the August 20, 2018 meeting is available at <https://www.co.platte.mo.us/commission-calendar-1> (then go to Prior Sessions, August 20, 2018 meeting).

The Trustee and its counsel have analyzed the agreements relating to the Zona Rosa Project and strongly disagree with the positions taken by the Commissioners. It is the intention of the Trustee to immediately make demand on the County to declare it will abide by the agreements it signed, and including that it will use all funds appropriated for the Zona Rosa Project to pay any shortfall on the Bonds due in 2018. It is intended this demand will be made immediately, and without successful resolution of the same, further action may be taken with input from Bondholders.

FUNDS HELD BY THE TRUSTEE

The Trustee is currently holding the following funds:

Bond Fund:	\$625.16
District Revenue Account:*	\$393,427.75
Reserve Fund:	\$3,110,697.40

* The District failed to send any funds in August, 2018 and sent less than prior months in September, 2018. As heretofore stated, the Trustee disagrees with the amounts received and is exploring further steps to protect the interests of Bondholders.

FURTHER INFORMATION

If holders of the Bonds have any questions or would like to join the discussion with the ad hoc group of bondholders, they can contact the Trustee as follows:

UMB Bank, National Association
928 Grand Blvd
Kansas City, MO 64106
Attn: Mark Heer
Email address: mark.heer@umb.com

RETENTION OF COUNSEL

The Bond Trustee has retained the law firm of Spencer Fane LLP, specifically Scott Goldstein and Kersten Holzhueter of that firm, to assist it in matters relevant to the Bonds. Mr. Goldstein’s

phone number is 816-292-8218 and his e-mail address is sgoldstein@spencerfane.com. Ms. Holzhueter's phone number is 816-292-8302 and her e-mail address is kholzhueter@spencerfane.com.

Please note that UMB Bank may conclude that a specific response to particular inquiries from individual Holders is not consistent with equal and full dissemination of significant information to all Holders. Holders should not rely on UMB Bank as their sole source of information. UMB Bank makes no recommendations and gives no investment, tax or legal advice to the above matters or as to the Bonds generally.

UMB Bank, National Association,
as Trustee