

**THIRD AMENDMENT TO
WOODSIDE VILLAGE REDEVELOPMENT AGREEMENT**

THIS THIRD AMENDMENT TO WOODSIDE VILLAGE REDEVELOPMENT AGREEMENT (this "Amendment") is entered into this 12th day of April, 2012, by and between THE CITY OF WESTWOOD, KANSAS ("City"), and WOODSIDE REDEVELOPMENT, INC., a Kansas corporation ("Developer").

RECITALS

WHEREAS, City and Developer entered into that certain Woodside Village Redevelopment Agreement, dated January 12, 2012, as amended pursuant to that certain First Amendment to Woodside Village Redevelopment Agreement, dated February 9, 2012, and as further amended pursuant to that certain Second Amendment to Woodside Village Redevelopment Agreement, dated March 8, 2012 (as amended, the "Redevelopment Agreement"), pursuant to which the City and Developer set forth those rights and obligations of each party as they relate to the redevelopment of the Redevelopment District (as defined therein);

WHEREAS, pursuant to Section 3.1 of the Redevelopment Agreement, certain General Conditions were to be met by the parties on or prior to the General Condition Date, which General Condition Date was originally February 11, 2012;

WHEREAS, pursuant to the First Amendment to Redevelopment Agreement, dated February 9, 2012, the General Condition Date was extended to March 12, 2012;

WHEREAS, pursuant to the Second Amendment to Redevelopment Agreement, dated March 8, 2012, the General Condition Date was extended to April 16, 2012; and

WHEREAS, the parties desire to further extend the General Condition Date.

NOW, THEREFORE, in consideration of the foregoing and the covenants and obligations contained in this Amendment and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed by and between City and Developer as follows:

1. Definitions. Capitalized terms used herein but not defined shall have the meaning given to such terms in the Redevelopment Agreement.

2. General Condition Date. Section 3.1(a) of the Redevelopment Agreement shall be amended such that the General Condition Date shall be extended to May 14, 2012.

3. Amendment Controls; Ratification and Affirmation. In the event that the terms of this Amendment and the Redevelopment Agreement are held to be inconsistent, the terms of this Amendment shall control. The parties each agree and warrant that, in all other respects, the Redevelopment Agreement is unmodified, in full force and effect, and each party hereby ratifies and affirms the Redevelopment Agreement and any terms contained therein not otherwise modified by this Amendment.

4. Counterparts. This Amendment may be executed in counterparts, each of which shall be deemed an original but all of which, taken together, shall constitute one and the same instrument. Each party may rely upon facsimile or electronic mail counterparts of this Amendment signed by the other party with the same effect as if such party had received an original counterpart signed by such other party.

[Remainder of Page Intentionally Blank]

IN WITNESS WHEREOF, the parties have executed this Amendment as of the date first written above.

CITY:

THE CITY OF WESTWOOD, KANSAS

By: _____

Mayor John Ye

ATTEST:

City Clerk

APPROVED AS TO FORM:

Ryan Derik, City Attorney

DEVELOPER:

WOODSIDE REDEVELOPMENT, INC.

By: _____

Blair Tanner, President