

**Minutes from the Board of Directors Special Meeting of  
The Downtown St. Louis Community Improvement District  
Noon – 1:30 p.m.  
December 8, 2020  
Zoom Video Conference**

The Board of Directors of The Downtown St. Louis Community Improvement District (CID) convened via Zoom Video Conference at noon on Tuesday, December 8, 2020. A quorum of the CID board was present on the call and an attendance record is attached.

Mr. Pohrer called the meeting to order at 12:03 p.m. and welcomed the directors and thanked them for their time. He noted that there were several members of the public in attendance. He brought the directors' attention to the consent agenda which included the minutes of the November 10, 2020 CID Board meeting. There were no requests to remove the minutes for additional discussion and Ms. Theroff made a first motion to approve the consent agenda, which was seconded by Mr. Hamilton and unanimously approved by the board.

Mr. Pohrer invited Ms. McCrary to speak. Ms. McCrary shared information regarding the addition of directors to the executive slate. It is recommended that Ms. Radcliff become the Chair-Elect, and that Ms. LaShana Lewis and Mr. Nicholas Garzia be added to the board and executive slate. Ms. Lewis is CEO of L. M. Lewis Consulting, a diversity consulting company, and serves as Director of the St. Louis Equity in Entrepreneurship Collective. Additionally, she is a Downtown resident and Chair of the Downtown Neighborhood Association Board of Directors. Ms. Lewis fills the board position previously held by Mr. McMichael who resigned from the board in August. Mr. Garzia is Associate Counsel for the St. Louis Cardinals and fills the board position that was vacated by Ms. Falk last May. Ms. McCrary presented the following resolution for consideration: **A RESOLUTION OF THE BOARD OF DIRECTORS OF THE DOWNTOWN ST. LOUIS COMMUNITY IMPROVEMENT DISTRICT, INC., AUTHORIZING AND APPROVING THE WAIVER OF BYLAWS RELATED TO THE ELECTION OF DIRECTORS; AUTHORIZING AND APPROVING THE ELECTION OF NEW MEMBERS OF THE BOARD OF DIRECTORS; AUTHORIZING AND APPROVING THE APPOINTMENT OF OFFICERS TO THE EXECUTIVE COMMITTEE; AND AUTHORIZING THE ACTIONS OF CERTAIN OFFICERS OF THE DISTRICT.** Brief discussion followed, after which Ms. Theroff made a motion to approve the resolution. Ms. McDonald seconded the motion and the board unanimously approved the motion without dissent.

Ms. McCrary then shared a brief update on the effort to obtain the necessary insurance coverage for The Downtown Community Improvement District, including Director and Officer insurance coverage for the board. With the dissolution of Downtown STL, Inc. on December 31, 2020, the necessary insurance must be in place by January 1, 2021. In consideration of the pending lawsuit against the CID, the Director and Officer insurance could prove more costly than anticipated. Efforts are ongoing to secure an affordable option.

Ms. McCrary shared that a PEO (professional employer organization) is necessary for the CID. Several organizations were compared for services and affordability and Insuperity has proven to be the best option. Ms. McCrary presented the following item for the board discussion and consideration: **A RESOLUTION OF THE BOARD OF DIRECTORS OF THE DOWNTOWN ST. LOUIS COMMUNITY IMPROVEMENT DISTRICT, INC., AUTHORIZING AND APPROVING THE NEGOTIATION OF AN AGREEMENT TO ENGAGE INSUPERITY PEO SERVICES, L.P., TO PERFORM PROFESSIONAL EMPLOYER ORGANIZATION SERVICES; AND AUTHORIZING THE ACTIONS OF CERTAIN OFFICERS OF THE DISTRICT.**

Brief discussion followed and it was confirmed that the contract with Insperity would begin January 1, 2021 and end on December 31, 2021. Ms. Radcliff made a motion to approve the resolution which was seconded by Ms. Theroff and unanimously approved by the board without dissent.

Ms. McCrary introduced the following item for consideration: **A RESOLUTION OF THE BOARD OF DIRECTORS OF THE DOWNTOWN ST. LOUIS COMMUNITY IMPROVEMENT DISTRICT, INC., AUTHORIZING AND APPROVING A MEMORANDUM OF UNDERSTANDING WITH ST. LOUIS DEVELOPMENT CORPORATION AND TECHNOLOGY ENTREPRENEUR CENTER, INC. FOR CONTRIBUTION TO T-REX PROJECT; AND AUTHORIZING THE ACTIONS OF CERTAIN OFFICERS OF THE DISTRICT.** Ms. Hagen shared that the financial support provided by the CID, the St. Louis Development Corporation and the St. Louis Economic Development Partnership has been invaluable in getting T-REX established. The contribution of \$50,000 was approved by the board at the November 12, 2019 CID board meeting, as the term of the MOU runs from January 1, 2020 to December 31, 2020. Brief supportive comments followed, after which Ms. Radcliff made a motion to approve the resolution. Ms. McDonald seconded the motion and the board unanimously approved it with one abstention by Ms. Hagen.

Ms. McCrary introduced one additional matter requiring attention. It is recommended that the CID engage Anders CPAs + Advisors to provide the required accounting services to the district. Anders has successfully provided for the CID's accounting needs since 2017 and understands the complexities of the account. Ms. McCrary presented the following for consideration: **A RESOLUTION OF THE BOARD OF DIRECTORS OF THE DOWNTOWN ST. LOUIS COMMUNITY IMPROVEMENT DISTRICT, INC., AUTHORIZING AND APPROVING AN AGREEMENT TO ENGAGE ANDERS MINKLER HUBER & HELM LLP TO PERFORM SERVICES AS THE CHIEF FINANCIAL OFFICER; AND AUTHORIZING THE ACTIONS OF CERTAIN OFFICERS OF THE DISTRICT.** Ms. Hagen made a motion to approve the resolution. Ms. Theroff seconded the motion and the board unanimously approved it with one abstention by Ms. Erbs.

Following the regular business of the meeting, Mr. Pohrer informed the board that there were legal matters on the agenda to be discussed in closed session. Ms. Erbs made a motion for the board to go into executive session and Mr. Coatar seconded that motion. Ms. Cheli performed a roll call vote for the motion; following is the record of the vote:

1. David Bailey - aye
2. Thomas Bergmann - aye
3. David Biales - aye
4. Jack Coatar - aye
5. Donna Erbs - aye
6. Amrit Gill - aye
7. Patricia Hagen - aye
8. Garrick Hamilton - aye
9. Marc Hirshman - aye
10. Missy Kelley - aye
11. Renee Kriesmann - aye
12. Karen Leverenz - aye
13. Margaret McDonald - aye
14. James Page - aye
15. Edward Pohrer - aye
16. Laura Radcliff - aye
17. David Sweeney - aye
18. Ellen Theroff - aye

At 12:35 p.m., upon completion of the vote, the board entered executive session and all members of the public dropped off the call. At the conclusion of the executive session, Mr. Pohrer made a motion to use the previous roll call vote to exit executive session and end the board meeting; Ms. Radcliff seconded that motion and the board unanimously agreed.

Respectfully submitted,  
Michelle Cheli

The Downtown St. Louis Community Improvement District Board of Directors  
December 8, 2020 Record of Meeting Attendance:

Present

1. David Bailey
2. Thomas Bergmann
3. David Biales
4. Jack Coatar
5. Donna Erbs
6. Amrit Gill
7. Patricia Hagen
8. Garrick Hamilton
9. Marc Hirshman
10. Missy Kelley
11. Renee Kriesmann
12. Karen Leverenz
13. Margaret McDonald
14. James Page
15. Edward Pohrer
16. Laura Radcliff
17. David Sweeney
18. Ellen Theroff

Not Present

1. Marlene Davis
2. Tammika Hubbard
3. Christine Ingrassia
4. Tishaura Jones
5. Mike Konzen
6. Seamus McGowan
7. Kitty Ratcliffe

Members of the Public and Guests

Katie Jenner (Husch Blackwell)  
Scott Hoffman (Anders CPAs + Advisors)  
Shannon Keller  
Tauriana Lyles  
Dan Pistor  
JoAnn Sandifer (Husch Blackwell)  
Allison Scime Ringwald (Lashly & Baer)  
Les Sterman  
Arnold Stricker  
Brad Waldrop

Downtown STL, Inc. Staff

Trey Buffington  
Michelle Cheli  
Gabrielle Cherre  
Kelli McCrary  
Tim McDonough