

**Minutes from the Board of Directors Meeting of
The Downtown St. Louis Community Improvement District
Noon – 1:30 p.m.
March 10, 2020**

The Board of Directors of The Downtown St. Louis Community Improvement District (CID) met at noon on Tuesday, March 10, 2020 at One Metropolitan Square, 211 North Broadway, 9th Floor, Suite 990, St. Louis, MO 63102. A quorum of the CID board was present; an attendance record is attached.

Ms. McDonald called the meeting to order at 12:06 p.m. and provided welcoming remarks. She inquired as to whether there were members of the public present/requesting to speak, to which Ms. Cheli confirmed there were not.

Ms. McDonald brought the board's attention to the Consent Agenda which included the minutes from the January 14, 2020 CID board meeting and the December 2019 and January 2020 Executive Summaries. She asked if there were any requests to remove items for discussion. There were no requests and Mr. McMichael made a first motion to approve the consent agenda which was seconded by Ms. Theroff and unanimously approved with no abstentions.

Ms. Kelley introduced 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 ANNUAL ELECTION OF DIRECTORS TO THE BOARD; AND AUTHORIZING THE ACTIONS OF CERTAIN OFFICERS OF THE DISTRICT. Ms. Kelley explained that the CID 2022 initiative currently in progress, supports a reduction of the number of directors on the board. It does not make sense to add directors to the board at such a pivotal time in the management of the CID. It was asked if this proposal had received legal review to which Ms. Stump of Lashly & Baer confirmed it had. Ms. Ratcliffe made a first motion to approve the resolution which was seconded by Mr. Hirshman and unanimously approved with no abstentions.

Ms. Kelley next introduced A RESOLUTION OF THE BOARD OF DIRECTORS OF THE DOWNTOWN ST. LOUIS COMMUNITY IMPROVEMENT DISTRICT, INC., AUTHORIZING AND APPROVING THE USE OF TOTAL REMAINING BALANCE OF PRIOR YEAR DEFERRED CID ASSESSMENT REVENUE; AND AUTHORIZING THE ACTIONS OF CERTAIN OFFICERS OF THE DISTRICT for consideration by the board. Ms. Kelley explained that the balance of the CID funds will have to be spent down prior to the end of the CID. It would also be possible for a contribution to be made to the Downtown Foundation toward the enhancement of Downtown St. Louis. Ms. Theroff made a first motion to approve the resolution which was seconded by Mr. McGowan and unanimously approved with no abstentions.

This concluded the public portion of the meeting. Ms. McDonald called for a motion for a vote to enter executive session. Ms. Theroff made the motion to vote to enter executive session which was seconded by Mr. Suresh and unanimously approved. Ms. Cheli then performed a roll call vote for the motion; following is the record of the call:

1. David Biales
2. Donna Erbs
3. Patty Hagen
4. Garrick Hamilton
5. Marc Hirshman
6. Missy Kelley

7. Renee Kriesmann
8. Karen Leverenz
9. Margaret McDonald
10. Seamus McGowan
11. Zachary McMichael
12. James Page
13. Edward Pohrer
14. Kitty Ratcliffe
15. Vyas Suresh
16. David Sweeney
17. Ellen Theroff

Having met a quorum of the board for approval, the board entered executive session at 12:15 p.m. and Ms. Cheli, and remaining Downtown STL, Inc. staff exited the room.

Respectfully submitted,
Michelle Cheli

The Downtown St. Louis Community Improvement District Board of Directors
March 10, 2020 Record of Meeting Attendance:

Present

1. David Biales
2. Donna Erbs
3. Patty Hagen
4. Garrick Hamilton
5. Marc Hirshman
6. Missy Kelley
7. Renee Kriesmann
8. Karen Leverenz
9. Margaret McDonald
10. Seamus McGowan
11. Zachary McMichael
12. James Page
13. Edward Pohrer
14. Kitty Ratcliffe
15. Vyas Suresh
16. David Sweeney
17. Ellen Theroff

Not Present

1. David Bailey
2. Thomas Bergmann
3. Jack Coatar
4. Marlene Davis
5. Jill Falk
6. Amrit Gill
7. Tammika Hubbard
8. Christine Ingrassia
9. Tishaura Jones
10. Mary Kitley
11. Mike Konzen
12. Vince Miller
13. Steve O'Loughlin
14. Laura Radcliff

Members of the Public and Guests

Jonathan Giokas (Husch Blackwell)
Scott Hoffman (Anders CPAs + Advisors)
Julie Murphy (Soapbox)
Jacob Schechter (Stifel)
Lisa Stump (Lashly & Baer)
Tony Wyche (Soapbox)

Downtown STL, Inc. Staff

Michelle Cheli
Gabby Cherre
Tim McDonough