

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 APPOINTMENT OF A CHAIR-ELECT; AUTHORIZING AND APPROVING THE APPOINTMENT OF OFFICERS TO THE EXECUTIVE COMMITTEE; AND AUTHORIZING THE ACTIONS OF CERTAIN OFFICERS OF THE DISTRICT

WHEREAS, The Downtown St. Louis Community Improvement District, Inc. (the “District”) is a not-for-profit corporation organized and existing under Chapter 355 of the Missouri Revised Statutes (the “Missouri Nonprofit Corporation Act”), with all powers and rights of like or similar corporations, acting by and through its Board of Directors (the “Board of Directors”); and

WHEREAS, Mo. Rev. Stat. § 67.1401, *et seq.* (the “District Act”) authorizes the City of St. Louis to approve the petition of property owners to establish a community improvement district and such a petition was filed with the Register of the City of St. Louis in the spring of 2011, requesting approval of the creation, extension, renewal and establishment of the District (the “Petition”); and

WHEREAS, on June 24, 2011, the Board of Aldermen of the City of St. Louis adopted and on July 5, 2011, the Mayor of the City of St. Louis approved Ordinance 68935, establishing The Downtown St. Louis Community Improvement District, Inc. effective on January 1, 2012, for a term ending December 31, 2021; and on July 10, 2015, the Board of Aldermen of the City of St. Louis adopted, and on July 16, 2015, the Mayor of the City of St. Louis approved Ordinance 70052 adding certain real property described as the Laclede’s Landing Subdistrict to the District (together the “Ordinances”); and

WHEREAS, the District is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to promote, encourage, and develop job and business growth in the District and to carry out and effectuate the purposes and provisions of the District Act, and the purposes and provisions of the Petition and the Ordinances; and

WHEREAS, the District is authorized by the District Act and the Ordinances to do all things necessary or convenient to carry out its affairs, including, without limitation, the following: to make and enter into contracts and other instruments, with public and private entities, necessary or convenient to exercise its power and carry out its duties; to accept grants, guarantees and donations of property, labor, services, or other things of value from any public or private source; to employ or contract for such managerial, engineering, legal, technical, clerical, accounting, or other assistance as it deems advisable; to make expenditures, and use its revenues as necessary to carry out its powers or duties and the provisions and purposes of the Act; to support business activity and economic development in the District including, but not limited to, the promotion of business activity, development and retention, and the recruitment of developers and businesses; and to carry out any other powers set forth in the Act; and

WHEREAS, the District is authorized by the Missouri Nonprofit Corporation Act to do all things necessary or convenient to carry out its affairs, including, without limitation, to do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the corporation; and

WHEREAS, the Board of Directors enacted Bylaws for the District, as amended September 10, 2019 (“District Bylaws”); and

WHEREAS, Article Four of the District Bylaws authorizes the Board of Directors to designate the members of the Executive Committee by Resolution, and Article Eight of the District Bylaws requires the Board of Directors to annually elect or appoint the officers of the District, including a Chair, Chair-Elect, Treasurer, and Secretary; and

WHEREAS, each officer is eligible to hold the same office for two consecutive one-year terms, and the Board of Directors typically appoints the person who has held the office of Chair-Elect as the District’s Chair upon expiration of that individual’s two terms as Chair-Elect; and

WHEREAS, the current term of the District expires on December 31, 2021, which would fall midway through the second one-year term for any Chair-Elect appointed in 2020, and the District’s current officers recommend declining to appoint a new Chair-Elect this year because the District is still in the process of considering all available options related to the impending expiration and potential renewal or reorganization of the District; and

WHEREAS, the Board of Directors has determined that declining to appoint a Chair-Elect at this time is warranted and desirable to facilitate the orderly operations of the District; and

WHEREAS, the Board of Directors believes it is feasible, necessary, and in the public interest for the District to waive the provision in Section 8.1 of the District Bylaws that would require the appointment of a Chair-Elect to the Executive Committee and to approve the appointment of the individuals identified herein to serve as officers of the District on the Executive Committee.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE DOWNTOWN ST. LOUIS COMMUNITY IMPROVEMENT DISTRICT, INC. DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Findings. The Board of Directors hereby finds and determines those matters set forth in the preambles hereof as fully and completely as if set out in full in this Section 1.

Section 2. Approval of Bylaw Waiver and Appointment of Officers. The Board of Directors hereby waives the provision in Section 8.1 that would require the appointment of a Chair-Elect and approves the appointment of the following individuals to serve as officers of the District on the Executive Committee:

Eddie Pohrer – Chair
Garrick Hamilton – Treasurer
Laura Radcliff – Secretary
Margaret McDonald – Immediate Past Chair

Section 3. Actions of Officers Authorized. The officers of the District be, and they hereby are, authorized and directed to execute all documents and take such actions as they may deem necessary or advisable in order to carry out and perform the purposes of this Resolution, or to carry out the matters authorized herein with no such further action of the Board of Directors necessary to authorize such action, and the execution of such documents or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 4. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the District.

Section 5. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 6. Severability. It is hereby declared to be the intention of the Board of Directors that each and every part, section and subsection of this Resolution shall be separate and severable from each and every other part, section and subsection hereof and that the Board of Directors intends to adopt each said part, section and subsection separately and independently of any other part, section and subsection. In the event that any part, section or subsection of this Resolution shall be determined to be or to have been unlawful or unconstitutional, the remaining parts, sections and subsections shall be and remain in full force and effect, unless the court making such finding shall determine that the valid portions standing alone are incomplete and are incapable of being executed in accordance with the intent of this Resolution.

Section 7. No Personal Liability. No member of the Board of Directors, officer, employee or agent of the District shall have any personal liability for acts taken in accordance with this Resolution.

Section 8. Payment of Expenses. The Treasurer is hereby authorized and directed to pay or cause to be paid all costs, expenses and fees incurred in connection with or incidental to this Resolution.

Section 9. This Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED by the Board of Directors of The Downtown St. Louis Community Improvement District, Inc. this 12th day of May, 2020.

THE DOWNTOWN ST. LOUIS COMMUNITY
IMPROVEMENT DISTRICT, INC.

By _____
Its _____

[SEAL]

ATTEST:

By _____
Its _____