

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
THE DOWNTOWN ST. LOUIS COMMUNITY
IMPROVEMENT DISTRICT, INC., CREATING
TRANSITION 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 power 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, pursuant to a Resolution passed by the Board of Directors on April 9, 2020, the Board of Directors authorized and directed the President to take any and all actions necessary to support the drafting, circulation, execution, submittal, approval and adoption of an amendment to the Petition that includes and is consistent with certain terms set forth in the Resolution (the “Amended Petition”); and

WHEREAS, pursuant to the April 9, 2020 Resolution, the Board of Directors authorized and directed the President for and on behalf of the District to begin the process of revising the Bylaws, and specifically Article 3 thereof, to make proposed revisions to the size, composition and terms of the Board of Directors; and

WHEREAS, pursuant to Section 5.2 of the Bylaws of the District (the “Bylaws”), the Board of Directors is authorized to create special committees; and

WHEREAS, the Board of Directors desires to create a Transition Committee to assist with the transition of the Board of Directors through the approval of the Amended Petition;

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. Creation of Committee. Pursuant to Section 5.2 of the Bylaws, the Board of Directors hereby creates a special committee to be known as the Transition Committee, to consist of the members as shown on Exhibit A attached hereto.

Section 3. Jurisdiction, Responsibilities and Duties of Committee. The jurisdiction, responsibilities and duties of the Transition Committee shall be to review and recommend revisions to the Bylaws consistent with the April 9, 2020 Resolution and this Resolution including but not limited to, revisions concerning the size, composition and terms of the Board of Directors to include the following:

- The Board of Directors shall consist of between eleven and fifteen members with geographic and asset class representation requirements;
- The Board of Directors shall strive for racial and ethnic diversity in its composition;
- The Board of Directors shall not have any ex officio members; and
- Elected officials shall be encouraged to attend as standing guests of the Board of Directors.

The Transition Committee shall also be responsible for recommending all other necessary revisions to the Bylaws to implement the terms of the Amended Petition.

Section 4. 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 5. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the District.

Section 6. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 7. 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 8. 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 9. 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 10. 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 15th day of October, 2020.

THE DOWNTOWN ST. LOUIS COMMUNITY
IMPROVEMENT DISTRICT, INC.

By _____
Its _____

[SEAL]

ATTEST:

By _____
Its _____