

**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**

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, under Article Six of the District Bylaws, the District shall annually disseminate written notice of election inviting the Board of Directors and the membership of Downtown STL, Inc. to recommend potential directors for the Joint Nominating Committee’s consideration, and the Joint Nominating Committee shall nominate directors for election by the Board of Directors; and

WHEREAS, on March 10, 2020, the Board of Directors authorized a waiver of the Bylaws and declined to elect new members of the Board of Directors due to the uncertainty surrounding the impending expiration and potential renewal or reorganization of the District; and

WHEREAS, the Board of Directors has determined that the election of two new directors at this time is warranted and desirable to facilitate the orderly operations of the District; and

WHEREAS, now that Downtown STL, Inc., is in the process of finalizing its dissolution, the Joint Nominating Committee process provided for in the District Bylaws is no longer feasible, and the Board of Directors has determined that the waiver of Sections 6.1 and 6.2 of the District Bylaws in order to proceed with the election of two new directors is warranted and desirable to facilitate the orderly operations of the District; 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, on May 12, 2020, the Board of Directors appointed a Chair, Treasurer, Secretary, and Immediate Past Chair and authorized a waiver of the Bylaws that would have required the appointment of a Chair-Elect; and

WHEREAS, the current Treasurer has stepped down from the Executive Committee and the Board of Directors, and the Board of Directors desires to fill such vacancy in accordance with the District Bylaws; and

WHEREAS, the Board of Directors desires to elevate the individual currently serving as the Secretary to the Chair-Elect position on the Executive Committee and to fill the resulting vacancy in accordance with the District Bylaws; and

WHEREAS, the Board of Directors has determined that appointing a new Treasurer, Chair-Elect, and Secretary 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 Sections 6.1 and 6.2 of the District Bylaws to proceed with the election of two new members to the Board of Directors and to appoint 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 Election of Directors. The Board of Directors hereby waives Sections 6.1 and 6.2 of the District Bylaws and hereby approves the election of the following individuals to the Board of Directors for the remainder of the current term:

Nicholas Garzia  
LaShana Lewis

Section 3. Approval of Appointment of Officers. The Board of Directors hereby approves the appointment of the following individuals to serve as officers of the District on the Executive Committee for the remainder of the current term:

Laura Radcliff – Chair-Elect  
Nicholas Garzia – Treasurer  
LaShana Lewis – Secretary

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 8th day of December, 2020.

THE DOWNTOWN ST. LOUIS COMMUNITY  
IMPROVEMENT DISTRICT, INC.

By \_\_\_\_\_  
Its \_\_\_\_\_

[SEAL]

ATTEST:

By \_\_\_\_\_  
Its \_\_\_\_\_