

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
THE DOWNTOWN ST. LOUIS COMMUNITY
IMPROVEMENT DISTRICT, INC. AUTHORIZING AND
APPROVING AMENDMENTS TO BYLAWS; 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; and on December 10, 2021, the Board of Aldermen of the City of S. Louis adopted and on December 23 2021, the Mayor of the City of St. Louis approved Ordinance 71434, approving the Petition to Amend the District to extend the term of 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 Board of Directors of the District enacted Bylaws for the District, as amended September 10, 2019 (“District Bylaws”), and under Article Fourteen of the District Bylaws, the Board of Directors has the power to make, alter, amend, and repeal the District Bylaws and to adopt new Bylaws by a majority vote; and

WHEREAS, the Board of Directors has determined that certain amendments to the District Bylaws are warranted and desirable to formally address that the District is no longer managed by Downtown STL, Inc.; and

WHEREAS, the Board of Directors believes it is feasible and necessary for the District to approve amendments to the District Bylaws.

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. Approval of the District Bylaw Amendments. The Board of Directors hereby approves the Amended and Restated District Bylaws, as set forth in Exhibit A, attached hereto and incorporated by reference.

Section 2. 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 3. Rights Under Resolution Limited. No rights shall be conferred by this Resolution upon any person or entity other than the District.

Section 4. Governing Law. The laws of the State of Missouri shall govern this Resolution.

Section 5. 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 6. 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 7. 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 February, 2022.

THE DOWNTOWN ST. LOUIS COMMUNITY
IMPROVEMENT DISTRICT, INC.

By _____

Its _____

[SEAL]

ATTEST:

By _____

Its _____

EXHIBIT A