

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; 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 fall 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; 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 St. 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; 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; 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 and Restated on February 15, 2022 (“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 to recommend potential directors for the Nominating Committee’s consideration, and the Nominating Committee shall nominate directors for election by the Board of Directors; and

WHEREAS, following the renewal of the District in December 2021, the Board of Directors began considering changes to the composition of the Board of Directors and the nomination and election process set forth in the Bylaws; and

WHEREAS, the District’s officers recommend waiving the formal nomination and election process set forth in the Bylaws at this time and only electing one new director and approving the re-election of Mr. Amrit Gill to a second three-year term because the District is still in the process of considering all available options related to the composition of the Board of Directors and the nomination and election process; 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/or Secretary; and

WHEREAS, the Board of Directors believes it is feasible and necessary for the District to waive Sections 6.1 and 6.2 of the District Bylaws to forego the formal nomination and election process, to only elect one new director and approve the re-election of Mr. Amrit Gill at this time, 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 Election of Board Members. The Board of Directors hereby waives Sections 6.1 and 6.2 of the District Bylaws and approves the election of members to the Board of Directors as follows:

- a. Re-elect to a second three-year term: Amrit Gill
- b. New Board member: Allen Moore

Section 3. Approval of Appointment of Officers. The Board of Directors hereby appoints the following individuals to serve as officers of the District on the Executive Committee:

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

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 21st day of June, 2022.

THE DOWNTOWN ST. LOUIS COMMUNITY
IMPROVEMENT DISTRICT, INC.

By _____
Its _____

[SEAL]

ATTEST:

By _____
Its _____