

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE DOWNTOWN ST. LOUIS COMMUNITY IMPROVEMENT DISTRICT, INC., AUTHORIZING AND APPROVING THE CREATION OF FIVE SPECIAL COMMITTEES; AUTHORIZING THE EXECUTIVE COMMITTEE TO APPOINT THE MEMBERS OF EACH 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 Board may create standing and special committees; and

WHEREAS, the District has established Executive, Finance and Nominating Committees as standing committees under the Bylaws; and

WHEREAS, given the renewal of the District and the current areas requiring specific attention, the Executive Committee is recommending the creation of five new special committees: Risk Management, Public Safety, Neighborhood Engagement, Beautification and Engagement, and Regional CID Coordination to exist for one year until the 2023 regular annual meeting, unless otherwise extended by the Board, with the specific duties assigned below; and

WHEREAS, the Board of Directors believes it is feasible and necessary for the District to create five special committees as set forth herein.

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 Creation of Five Special Committees. The Board of Directors hereby approves the creation of five special committees of the Board of Directors with the tasks assigned as follows:

- a. Risk Management Committee- Review of District insurance programs and pending/or potential litigation and other sources of risk to the District
- b. Public Safety Committee- Review of District security strategies, public safety controls and communication with stakeholders on matters of public safety and security, including evaluation of ambassadors program and District programs/activities relating to the unhoused
- c. Neighborhood Engagement Committee- (i) coordination of resources regarding communication from the District to all stakeholders, (ii) identify and evaluate specific issues affecting residents in the District and act as the District’s liaison with Downtown Neighborhood Association, and (iii) organize and coordinate work groups of stakeholders in neighborhoods within the District, e.g., Laclede's Landing, Washington Ave and Downtown West

- d. Beautification and Engagement Committee - Evaluate public space operations of the District, including landscaping and maintenance
- e. Regional CID Coordination Committee - Liaison between the District and other regional CIDs (e.g., Locust Street) to share information, best practices and coordinate on issues of mutual interest.

These committees shall exist until the regular annual meeting in 2023, unless otherwise extended by the Board of Directors. Each committee shall report at least twice during the year to the full Board of Directors.

Section 3. Appointment of Members of the Committee. The Board of Directors hereby authorizes the Executive Committee to appoint the members of each special committee, which shall be communicated to the Board. Pursuant to Section 5.2(a) of the District Bylaws at least one member of each special committee shall be a member of the Board of Directors.

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 _____