

RESOLUTION NO. 18-010

A RESOLUTION OF THE EAST LOOP CENTER COMMUNITY IMPROVEMENT DISTRICT APPROVING A LEASE AGREEMENT BY AND BETWEEN THE DISTRICT AND THE MISSOURI HISTORICAL SOCIETY; AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "*CID Act*"), the City of St. Louis, Missouri (the "*City*") adopted Ordinance No. 70322 on June 30, 2016, which became effective on August 14, 2016, (the "*Ordinance*"), establishing the East Loop Community Improvement District (the "*District*") as a not-for-profit corporation of the State of Missouri; and

WHEREAS, the District is authorized and empowered under the CID Act to make and enter into contracts and other instruments, with public and private entities, necessary and convenient to exercise its powers and carry out its duties pursuant to the CID Act; and

WHEREAS, the District hereby finds and determines that it is necessary and desirable that the District approve and authorize the execution of the Lease Agreement by and between the District and the Missouri Historical Society, a Missouri pro forma decree corporation.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE EAST LOOP COMMUNITY IMPROVEMENT DISTRICT, AS FOLLOWS:

Section 1. Approval of the Lease Agreement. The Board of Directors of the District hereby approves the Lease Agreement (the "*Agreement*") between the District and the Missouri Historical Society in substantially the form of **Exhibit A**, attached hereto and incorporated herein by reference, and the District is hereby authorized to execute and deliver the Agreement, with such changes therein as shall be approved by the officers of the District executing the Agreement, such officers' signatures thereon being conclusive evidence of their approval and the District's approval thereof.

Section 2. Execution of the Agreement. The Chair or Vice Chair of the District is hereby authorized and directed to execute and deliver the Agreement for and on behalf of and as the act and deed of the District and the Secretary or Assistant Secretary of the District is hereby authorized and directed to attest to the Agreement.

Section 3. Execution of Resolution. The Chair or Vice Chair of the District is hereby authorized and directed to execute and deliver the Resolution for and on behalf of and as the act and deed of the District and the Secretary or Assistant Secretary of the District is hereby authorized and directed to attest to the Resolution

Section 4. Further Authority. All actions heretofore taken by the authorized representatives, officials, agents and employees of the District in connection with the transaction contemplated by this Resolution are hereby ratified and confirmed, and the District shall, and the representatives, officials, agents and employees of the District are hereby authorized and directed to, take such further action, and execute and deliver such other documents and instruments as may be necessary or desirable to carry out and comply with and perform the duties of the District with respect to the Resolution.

Section 5. Severability. The sections, paragraphs, sentences, clauses and phrases of this Resolution shall be severable. In the event that any such section, paragraph, sentence, clause or phrase of this Resolution is found by a court of competent jurisdiction to be invalid, the remaining portions of this Resolution are valid, unless the court finds the valid portions of this Resolution are so essential to and inseparably connected with and dependent upon the void portion that it cannot be presumed that the District has enacted the valid portions without the void ones, or unless the court finds that the valid portions, standing alone, are incomplete and are incapable of being executed in accordance with the legislative intent.

Section 6. Governing Law. This Resolution shall be governed exclusively by and construed in accordance with the applicable laws of the State of Missouri.

Section 7. Effective Date. This Resolution shall take effect and be in full force upon its passage by the District.

Passed this 20th day of September, 2018.

I, the undersigned, Chair of the East Loop Community Improvement District, hereby certify that the foregoing Resolution was duly adopted by the Board of Directors of the District at a meeting held, after proper notice, on September 20, 2018.



**EAST LOOP COMMUNITY IMPROVEMENT
DISTRICT**

Joe Edwards
Chair, Board of Directors

WITNESS my hand and official seal this 20th day of September, 2018.

ATTEST:

[Signature]
Secretary, Board of Directors

EXHIBIT A

FORM OF LEASE AGREEMENT

(Attached hereto.)