

RESOLUTION NO. 26-05

A RESOLUTION OF THE EAST LOOP COMMUNITY IMPROVEMENT DISTRICT REPEALING RESOLUTION NO. 17-005; APPROVING A CODE OF CONDUCT AND CONFLICT OF INTEREST POLICY; 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 East Loop Community Improvement District (the “*District*”) was formed on June 30, 2016, by Ordinance No. 70322 (the “*Ordinance*”) passed by the Board of Aldermen of the City of St. Louis, Missouri; and

WHEREAS, pursuant to the Ordinance, the District was established for the purpose of undertaking certain public improvements within the boundaries of the District through the imposition of, among other things, a special assessment pursuant to Section 67.1521 of the CID Act; and

WHEREAS, on November 16, 2017, the Board of Directors of the District adopted Resolution No. 17-005, approving a conflict of interest policy; and

WHEREAS, the District desires to repeal Resolution No. 17-005 in its entirety and approve a new code of conduct and conflict of interest policy.

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

Section 1. Repeal of Resolution No. 17-005. Resolution No. 17-005 is hereby repealed in its entirety.

Section 2. Approval of Code of Conduct and Conflict of Interest Policy. The Board of Directors of the District hereby approves the Code of Conduct and Conflict of Interest Policy set forth as **Exhibit A**, attached hereto and incorporated herein by reference.

Section 3. District Officers to Execute Resolution. The Chair or Vice Chair of the Board of Directors of the District is hereby authorized and directed to execute this Resolution for and on behalf of and as the act and deed of the District and the Secretary or Assistant Secretary of the Board of Directors of the District is hereby authorized and directed to attest to this Resolution.

Section 4. Further Authority. All actions heretofore taken by the authorized representatives, agents and employees of the District in connection with the transactions contemplated by this Resolution are hereby ratified and confirmed, and the District shall, and the representatives, 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 the intent of this Resolution.

Section 5. Severability. The sections, paragraphs, sentences, clauses and phrases of this Resolution shall be severable. If 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 one, 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.

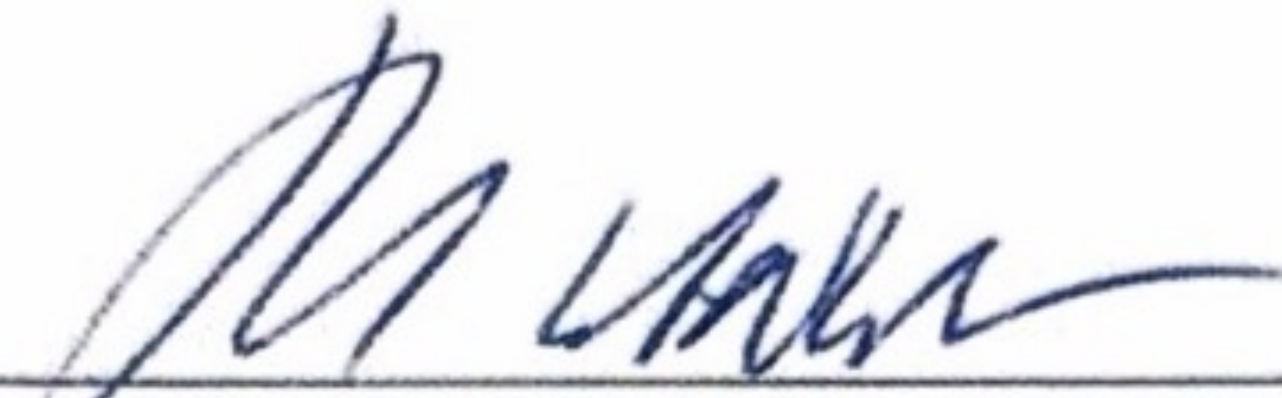
Section 7. Effective Date. This Resolution shall take effect and be in full force upon its passage by the District's Board of Directors and shall remain in effect until amended or repealed by the District's Board of Directors.

Passed this 18th day of June, 2026.

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 June 18, 2026.



**EAST LOOP COMMUNITY IMPROVEMENT
DISTRICT**



Chair, Board of Directors

WITNESS my hand and official seal this 18th day of June, 2026.

ATTEST:



Secretary, Board of Directors

EXHIBIT A

CODE OF CONDUCT AND CONFLICT OF INTEREST POLICY

(Attached hereto.)

Code of Conduct and Conflict of Interest Policy

East Loop Community Improvement District

ARTICLE I – PURPOSE

The purpose of this Code of Conduct and Conflict of Interest Policy is to protect the East Loop Community Improvement District (CID) and to emphasize the East Loop CID's commitment to the highest standards of integrity, fairness, and conduct to ensure the maximum public trust. The East Loop CID board members and general members (collectively, "East Loop CID Members") must exercise care when acting on behalf of the East Loop CID. An East Loop CID Member shall not engage in any activities which create a conflict of interest, or might appear to conflict, with the East Loop CID Member's responsibilities and obligations to the East Loop CID. East Loop CID Members are expected to always comport themselves in a respectful manner. Good judgment of East Loop CID Members is essential, and no list of rules can provide for all the possible circumstances that arise.

ARTICLE II — CODE OF CONDUCT

East Loop CID Board Members and Committee Members are entrusted with specific responsibilities related to the use of funds to address the goals of the East Loop CID and are expected to observe the highest standards of ethical conduct in executing these responsibilities. East Loop CID Members are expected to exercise care when acting on behalf of the East Loop CID and are expected to conduct themselves with courtesy and respect in interacting with each other, with business and building owners, with service providers, and with members of the public.

Repeated or persistent uncivil, disruptive, or obstructive conduct during meetings will be grounds for removal from meetings and further corrective or disciplinary action. Failure to act in accordance with the mission or expectations of the East Loop CID, or failure to act in a positive and respectful manner on any matter related to the East Loop CID will also be grounds for corrective or disciplinary action.

ARTICLE III — CONFLICT OF INTEREST POLICY

This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to community improvement districts, as well as the conflict of interest provisions in the East Loop CID bylaws.

- This Conflict of Interest Policy applies to **all** East Loop CID **Members**, including members of the board of directors (the "Board"), committee members, and any other members voting at Board, committee, or general meetings or in any other capacity.
- In their activities on behalf of and in their dealings with the East Loop CID it is the responsibility of each East Loop CID Member to avoid any actual conflict of interest and the appearance of a conflict of interest.
- Each person to whom this policy applies must be free of any activity, association or investment which might influence, or give the appearance of interfering with, the independent exercise of his

or her judgment in conducting the East Loop CID's activities or in dealing with the East Loop CID.

ARTICLE IV – CONFLICT OF INTEREST AND RECUSAL

- 1) **Conflict of Interest** – A conflict of interest may exist when the interests or activities of any general member, Board member, or officer may be seen as competing with the interest and activities of the East Loop CID; or when a general member, Board Member, or officer, derives a financial or other material gain as a result of a direct or indirect relationship. Such conflicts are presumed to exist in those circumstances in which an East Loop CID Member's actions may have a preferential impact upon the agency or entity employing the East Loop CID Member. Such actions are presumed to include, but are not limited to, the development of policies in which a self-serving bias may be present as well as in decisions affecting the allocation of resources.

Any matter in which East Loop CID Members have an actual or potential conflict of interest will be decided by a vote of members with no actual or potential conflict of interest.

- 2) **Duty to Disclose** –East Loop CID Members shall disclose potential conflicts of interest that they may have regarding any matters that come before the East Loop CID in all East Loop CID meetings and decision-making processes, including Board meetings, committee meetings, and general membership meetings. East Loop CID Members must disclose any relationship, financial interest or other information that presents an actual or potential conflict of interest.
- 3) **Direct Benefit: Recusal from Discussions and Decisions Required** – No East Loop CID Member shall participate in or influence discussions or resulting decisions concerning the award of grants or other financial benefits that:
 - a. Directly benefit the East Loop CID Member as an individual, or an immediate family member.
 - b. Directly benefit any organization in which the East Loop CID Member has a direct financial interest.
 - c. Directly benefit any organization with which the East Loop CID Member is affiliated in an official capacity; or
 - d. Directly benefit any organization from which the East Loop CID Member derives financial benefit, exclusive of stipends.
- 4) **Corrective Actions: Recusal from Discussions and Decisions Required** – No East Loop CID Member shall participate in or influence discussions or resulting decisions concerning implementing corrective actions concerning the East Loop CID Member or the East Loop CID Member's organization resulting from East Loop CID activities.
- 5) **Other Actual or Potential Conflicts of Interest** – For matters not covered by sections 3 or 4 above, if an actual or potential conflict exists, the East Loop CID Member shall not participate in the decision, but may participate in the discussion after disclosing, during the discussion, the

relationship, financial interest, or other information presenting the actual or potential conflict of interest.

The East Loop CID Board may determine that a disclosed relationship, financial interest, or other information does not present a conflict of interest. In this case, the East Loop CID Member is not precluded from participating in the discussion or the decision.

In addition, the minutes of any meeting at which such a discussion and decision is conducted must reflect the disclosure of the interested member's actual or potential conflicts of interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the East Loop CID has a transaction or arrangement.
- b. A management position in any entity which has a financial interest, such as serving on the Board of an organization that is a grantee of East Loop CID.
- c. A compensation arrangement with the East Loop CID or with any entity or individual with which the East Loop CID has a transaction or arrangement; or
- d. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the East Loop CID is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

6) Violations of Code of Conduct or Conflict of Interest Policy

- a. If the Board has reasonable cause to believe an East Loop CID Member has violated the Code of Conduct or failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged violation.
- b. If, after hearing the East Loop CID Member's response and after making further investigation as warranted by the circumstances, the Board determines the East Loop CID Member has violated the Code of Conduct or failed to disclose an actual or possible conflict of interest, the Board shall take appropriate disciplinary and corrective action including but not limited to a statement of reprimand or censure recorded in the minutes of the Board of Directors meeting, revocation of membership from the East Loop CID, removal from the Board, and legal action (including but not limited to civil and/or criminal prosecution).

ARTICLE V – RECORDS OF PROCEEDINGS

The minutes of the Board shall contain:

- 1) The names of the person(s) who disclosed or otherwise were found to have violated the Code of Conduct, violated the Conflict of Interest Policy, or disclosed an actual or possible conflict of interest; the nature of violation or relationship or financial interest; any action taken to determine whether a violation occurred, or a conflict of interest was present; and the Board's decision as to whether a violation or conflict of interest in fact existed.
- 2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE VI – ANNUAL STATEMENTS

- 1) Each East Loop CID Board member shall annually sign a statement which affirms such person:
 - a. Has received a copy of the Code of Conduct and Conflict of Interest Policy.
 - b. Has read and understands the policy.
 - c. Has agreed to comply with the policy; and
 - d. Has disclosed any conflicts of interest.
- 2) Each East Loop CID general member upon becoming a member shall sign a statement which affirms such person:
 - a. Has received a copy of the Code of Conduct and Conflict of Interest Policy.
 - b. Has read and understands the policy.
 - c. Has agreed to comply with the policy; and
 - d. Has disclosed any conflicts of interest.
- 3) If at any time the information in the conflict of interest statement changes materially, the East Loop CID member shall disclose such changes and revise the disclosure form at the earliest opportunity.
- 4) The Board shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

ARTICLE VII – EXCEPTIONS AND CHANGES TO POLICY

The East Loop CID, through the Board, reserves the right to make an exception to this policy and procedures based on any federal, state, or local ordinances and/or decrees that impact the East Loop CID's ability to carry out the policy and procedures as described above. The Board also reserves the right to amend this policy as necessary.

Conflict of Interest Disclosure Form

Personal Data
Name:
Current Employer or Business Affiliation:
Position:
Other Business Activities
Please disclose any other employment, business, or financial interest which you or a member of your immediate family may have as an officer, director, trustee, partner, employee, or agent which might give a rise to a possible conflict of interest with the East Loop CID.
Charitable, Civic, Political Involvement
Please disclose all official positions which you or any member of your immediate family may have as a director, trustee, or officer of any charitable, civic, or community organization as well as any unofficial roles such as significant donor, volunteer, advocate, or advisor which might give rise to a possible conflict of interest with the East Loop CID.
REMINDER: <i>If at any time there is a matter under consideration that may constitute a direct or indirect conflict of interest not listed on this form, it is your obligation to recuse yourself and to disclose the facts on an updated form.</i>

I do hereby affirm that I have received and read the policy and I will adhere to the document's spirit, principles, and practices.

_____ Signature

_____ Date