

RESOLUTION NO. 16-005

A RESOLUTION OF THE EAST LOOP COMMUNITY IMPROVEMENT DISTRICT AUTHORIZING THE PROCUREMENT OF PUBLIC OFFICIALS/DIRECTORS AND OFFICERS LIABILITY INSURANCE FROM DARWIN NATIONAL ASSURANCE COMPANY; 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 by Ordinance No. 70322, adopted June 30, 2016, (the "**Ordinance**") of the City of St. Louis, Missouri (the "**City**"), for the purpose of undertaking certain public improvements and providing certain services within and adjacent to the boundaries of the District (the "**CID Project**") and financing the CID Project through the imposition of a special assessment; and

WHEREAS, the District is authorized to obtain such insurance as it deems appropriate, considering its legal limits of liability, to protect itself, its officers and its employees from any potential liability; and

WHEREAS, the District obtained quotes for public officials/directors and officers liability insurance coverage from three insurance carriers; and

WHEREAS, the Board of Directors of the District finds it is in the best interest of the District to authorize the procurement of public officials/directors and officers liability insurance coverage from Darwin National Assurance Company.

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

Section 1. Approval of Darwin National Assurance Company to Provide Insurance. The Board of Directors of the District hereby authorizes the procurement of public officials/directors and officers liability insurance coverage from Darwin National Assurance Company and further authorizes the payment of the annual premium in the amount of \$1,695 to said provider as given in the quote set forth on **Exhibit A**, attached hereto and incorporated herein by reference.

Section 2. 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 the intent of this Resolution.

Section 3. 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 4. Governing Law. This Resolution shall be governed exclusively by and construed in accordance with the applicable laws of the State of Missouri.

Section 5. Effective Date. This Resolution shall take effect and be in full force upon its passage by the District.

Passed this 17th day of November, 2016.

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 November 17, 2016.



EAST LOOP COMMUNITY IMPROVEMENT DISTRICT

Chair, Board of Directors

WITNESS my hand and official seal this 17th day of November, 2016.

ATTEST:

Secretary, Board of Directors

EXHIBIT A

Public Officials/Directors and Officers Liability Insurance Quote

(Attached hereto.)



**Professional
Governmental
Underwriters, Inc.**
The Authority.

9020 Stony Point Parkway, Suite 455
P.O. Box 35471
Richmond, VA 23235 www.pgui.com
Toll Free: 800-586-6502 Fax: 804-272-7852

Public Officials Management & Employment Practices Liability

Date: 11/10/2016

To: John Heggie
Edward and Lee LLC
Email: jheggie@edwardandlee.com

From: Grey Lester
Phone: 804-272-5964
Email: glester@pgui.com

Proposed Insured: East Loop Community Improvement District
C/o Joe Edwards Blueberry Hill
Saint Louis, MO 63130

Application #: APP16078102

Thank you very much for your submission. Based upon the information received and subject to the limitations outlined below, we are pleased to offer the following:

QUOTATION

Coverage: See coverage form DRWN POL 1000 (01/2012) for terms, conditions and limitations

Form: Claims Made

Retro Date: Inception

Insurer Information: Darwin National Assurance Company
Member of Allied World Assurance Group
Best Rating: A XV
Admitted Insurer

Filings / Taxes: Not Applicable

Quotation / Indication valid until: 1/1/2017

If we are offering coverage on a surplus lines basis, the agent is responsible for handling of filings unless we note otherwise on this quotation. If we have provided terms using bid specifications or an application other than ours, the quote is subject to change pending review of a completed and signed PGU application.

Public Officials Management & Employment Practices Liability

Proposed Insured: East Loop Community Improvement District

Terms	Limits	Retentions each claim including LAE	Premium
Public Officials Management	\$1,000,000	\$2,500	\$1,500.00
Employment Practices Liability	N/A	N/A	N/A
Policy Aggregate	\$1,000,000		
Non-Monetary Coverage - Defense Only	\$50,000	\$2,500	Included
Non-Monetary Coverage - Defense Only Aggregate	\$100,000		
Crisis Management	\$25,000	\$5,000	Included
 Features/Enhancements			
Punitive Damages		See Retentions Above	Included
Personal Injury		See Retentions Above	Included
Third Party Wrongful Acts		N/A	N/A
Back Pay / Front Pay		N/A	N/A
Loss of Earnings		See Retentions Above	Included
 Optional Increased Limits			
	2,000,000 CSL		N/A
	3,000,000 CSL		N/A
	4,000,000 CSL		N/A
	5,000,000 CSL		N/A
 Premium, Fees and Taxes			
	Total Premium:		\$1,500.00
	Policy Fee :		\$195.00
	Total Cost:		\$1,695.00

Proposed Insured: East Loop Community Improvement District

SUBJECTIVITIES - WE MUST BE PROVIDED WITH THESE ITEMS BEFORE COVERAGE CAN BE BOUND:

Reminders:

A written request is required to bind coverage.	We will not cancel flat after inception date.
Backdating of coverage is not allowed.	Engineering Fee is non-refundable.
See attached Coverage Features attachment for additional information.	
Limits, deductibles, terms and conditions quoted do not necessarily match those requested.	
This proposal contains a brief outline of coverages to be included in any policy that may be issued in the future.	
This is only a summary and the Terms and Conditions of any policy will take precedence over any proposal.	
Minimum Earned Premium is the GREATER of \$1,500 or 25% of annual premium.	

Applicable Forms: (Other forms may apply. Consult Underwriter for details.)

DRWN POL 1005	Public Officials and Employment Practices Liability Policy Declarations
SAA-100	Schedule of Policy Forms and Endt's.
IL 00040 00	Name Change Endorsement
DRWN POL 1000	Public Officials and Employment Practices Liability Insurance Policy
e1159	Missouri Amendatory Endorsement
PGU 1052 MO	Minimum Earned Premium
PGU 1010	Delete Insuring Agreement B, Employment Practices Liability Coverage

Comments:



**Professional
Governmental
Underwriters, Inc.**
The Authority.

9020 Stony Point Parkway
Suite 455
Richmond, VA 23235
800-586-6502
www.pgui.com

Public Officials Management & Employment Practices Liability

Coverage Features	We welcome a comparison!	
	PGU - The Authority	The Others
Defense in Addition to Limit	Both Options Available	
Covers D&O, E&O and EPL	x	
Sublimit for Defense for Non-Monetary claims	x	
Modified Consent to Settle Clause with only 40% co-insurance requirement for insured	x	
Business Invitee (Third Party) Liability covering Emotional Distress, Sexual Harrassment, Discrimination and other allegations	x	
Broad definition of Loss including Back and Front Pay and Punitive Damages with a most favorable venue	x	
Broad definition of Wrongful Act including Personal Injury	x	
Broad definition of Claim including coverage for regulatory proceedings, arbitration hearings and EEOC hearings, subject to exclusions	x	
Severability of the Application for all individual insureds for all exclusions (not just personal profit and fraud exclusions)	x	
75-day free mini-tail	x	
Bi-Lateral ERP options of 1, 2 and 3 years	x	
Policy Non-Cancelable mid-term by carrier, except for non-payment of premium	x	
True Worldwide Coverage	x	
Sub-limit for Wage & Hour (FLSA)	Optional	
Sub-limit for Crisis Management	x	
Sub-limit for Fiduciary Liability	Optional	
24/7 Toll-free and on-line access to Employer HELPLINE for employment law and HR support	x	

This document is intended to summarize key coverage features generally available.

It does not summarize your quotation / indication.

Please review the entire quotation / indication and policy form and endorsements for specific details.