

RESOLUTION NO. 18-012

A RESOLUTION OF THE EAST LOOP COMMUNITY IMPROVEMENT DISTRICT APPROVING MEMORANDUM OF UNDERSTANDING BETWEEN THE DISTRICT AND THE WEST LOOP SPECIAL BUSINESS DISTRICT; 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 Memorandum of Understanding by and between the District and the West Loop Special Business District.

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

Section 1. Approval of the Memorandum of Understanding. The Board of Directors of the District hereby approves the Memorandum of Understanding (the "**Agreement**") between the District and the West Loop Special Business District 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 18th day of October, 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 October 18, 2018.



EAST LOOP COMMUNITY IMPROVEMENT DISTRICT

Joe Edwards

Chair, Board of Directors

WITNESS my hand and official seal this 18th day of October, 2018.

ATTEST:

[Signature]
Secretary, Board of Directors

EXHIBIT A

FORM OF MEMORANDUM OF UNDERSTANDING

(Attached hereto.)

DRAFT - Memorandum of Understanding Regarding Duties of Executive Director

Whereas the East Loop Community Improvement District (CID) (formerly the East Loop SBD) and the West Loop Special Business District (LSBD) have worked collaboratively for many years to establish and support the marketing and promotion of The Delmar Loop as an 8-block area that includes the 5800 block of Delmar to the 6600 block of Delmar;

And whereas both organizations have provided funds at various times to support a shared professional staff member to accomplish the marketing and promotion of The Delmar Loop;

And whereas the East Loop Community Improvement District has now hired a full-time executive director, whose responsibilities in part are to market and promote The Delmar Loop in its entirety.

It is now understood and agreed upon that the LSBD will pay the CID \$40,000 annually (in two installments to be billed semi-annually).

In exchange for that payment, the LSBD can anticipate approximately 1/3 of the executive director's time for the following specific services;

- Development and implementation of mutually agreed upon promotions and special events to support The Delmar Loop including financial management of such events and initiatives.
- Management of contracts related to special events for The Delmar Loop - such as the Ice Carnival and Holiday Events.
- Active support to recruit tenants for vacancy in The Delmar Loop and management of LeaseTheLoop.com.
- Regular promotion of the LSBD through social media, advertising, etc.
- Coordination with businesses in The Delmar Loop on joint advertising and promotion of shared events including the Explore St. Louis memberships, the Delmar Loop Brochure and monthly events such as Get Looped, First Fridays in The Loop.

Specifically, the Executive Director of the CID will not:

- Maintain official records for the LSBD including meeting notices, agendas and minutes.
- Officiate LSBD annual board elections.
- Represent the LSBD at official University City municipal or government meetings.
- Oversee the clean and safe activities for the University City portion of the Delmar Loop (landscaping, planting, patrolling) unless coordination is needed for initiatives pertaining to the entire Delmar Loop.