

A RESOLUTION OF THE EUCLID SOUTH COMMUNITY IMPROVEMENT DISTRICT ADOPTING AN OPEN MEETINGS AND RECORDS POLICY AND AUTHORIZING AND DIRECTING RELATED ACTIONS.

WHEREAS, following receipt of a proper petition submitted to the City of St. Louis, Missouri (the "City") pursuant to the Community Improvement District Act, Sections 67.1401 through 67.1571 of the Revised Statutes of Missouri, as amended, and conclusion of a duly noticed public hearing, the Euclid South Community Improvement District (the "District") was formed by the Board of Alderman of the City by Ordinance as a political subdivision; and

WHEREAS, as a political subdivision of the State of Missouri, the District is subject to the provisions of Sections 610.010 to 610.225 RSMo. (the "Open Meetings and Records Law") as a "public governmental body" thereunder; and

WHEREAS, Section 610.023 of the Open Records Law provides that each "public governmental body is to appoint a custodian who is to be responsible for the maintenance of that body's records"; and

WHEREAS, Section 610.028.2 of the Open Records Law provides that "[e]ach public governmental body shall provide a reasonable written policy in compliance with Sections 610.010 to 610.030"; and

WHEREAS, the Board of Directors of the District (the "Board") desires to adopt a policy for the District with respect to the Open Records Law and to appoint a custodian of records as contemplated thereunder; and

WHEREAS, at a duly noticed meeting of the Board, at which was present a quorum of the directors, the Board took the action further described herein.

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

1. The Board shall comply with the provisions of the Open Meetings and Records Law.
2. The Board hereby adopts the Open Meetings and Records Policy, attached hereto as Exhibit A and incorporated herein by this reference.
3. Pursuant to Section 610.023 of the Open Records Law, the following is appointed as custodian of the records of the District and is hereby authorized and directed to take any and all actions necessary or appropriate in furtherance of such duties:

The Euclid South Community Improvement District
c/o Park Central Development
4512 Manchester Avenue, Suite 100
St. Louis, MO 63110

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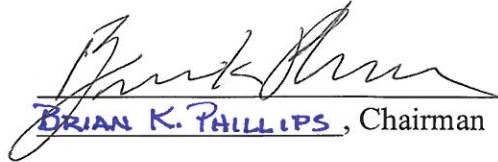
Telephone: (314) 535-5311
Facsimile: (314) 531-1894

4. The Board and the officers thereof are authorized and directed to take all further action necessary to carry out the purpose and intent of this Resolution.
5. 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 the Resolution are so essential to and inseparably connected with and dependent upon the void portion that it cannot be presumed that the Board 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.
6. This Resolution shall be in full force and effect from and after its adoption as provided by law.

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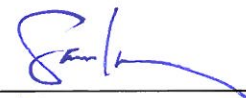
ADOPTED this 18th day of July, 2014.

**EUCLID SOUTH COMMUNITY
IMPROVEMENT DISTRICT**



BRIAN K. PHILLIPS, Chairman

ATTEST:



SAMUEL J. KOFLAR, Secretary

Exhibit A

THE EUCLID SOUTH COMMUNITY IMPROVEMENT DISTRICT

OPEN MEETINGS AND RECORDS POLICY

Section 1. All meetings, records and votes of all boards, commissions, committees or governmental bodies of The Euclid South Community Improvement District (the “District”) are open to the public, except the governmental body may close any meeting, record or vote relating to the following:

(a) Legal actions, causes of action or litigation involving a public governmental body and any confidential or privileged communications between a public governmental body or its representatives and its attorneys. However, any minutes, vote, settlement agreement relating to legal actions, causes of action or litigation involving a public governmental body or any agent or entity representing its interest or acting on its behalf of with its authority, including any insurance company acting on behalf of a public government body as its insured, shall be made public upon final disposition of the matter voted upon or upon the signing by the parties of the settlement agreement, unless, prior to final disposition, the settlement agreement is ordered closed by a court after a written finding that the adverse impact to a plaintiff or plaintiffs to the action clearly outweighs the public policy considerations of Section 610.011 of the Revised Statutes of Missouri, as amended, however, the amount of any moneys paid by, or on behalf of, the public governmental body shall be disclosed; provided, however, in matters involving the exercise of the power of eminent domain, the vote shall be announced or become public immediately following the action on the motion to authorize institution of such a legal action. Legal work product shall be considered a closed record.

(b) Leasing, purchase or sale of real estate by a public governmental body where public knowledge of the transaction might adversely affect the legal consideration therefore. However, any minutes, vote or public record approving a contract relating to the leasing, purchase or sale of real estate by a public governmental body shall be made public within seventy-two hours after execution of the lease, purchase or sale of the real estate.

(c) Hiring, firing, disciplinary or promoting of particular employees by a public governmental body when personal information about the employee is discussed or recorded. However, any vote on a final decision, when taken by a public governmental body, to hire, fire, promote or discipline an employee of a public governmental body must be made available with a record of how each member voted to the public within seventy-two hours of the close of the meeting where such action occurs; provided, however, that any employee so affected shall be entitled to prompt notice of such decision during the seventy-two hour period before such decision is made available to the public. As used in this subdivision, the term “personal information” means information relating to the performance or merit of individual employees.

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- (d) Preparation, including any discussions or work product, on behalf of a public governmental body or its representatives, for negotiations with employee groups;
- (e) Specifications for competitive bidding, until either the specifications are officially approved by the public governmental body or the specifications are published for bid;
- (f) Sealed bids and related documents, until the earlier of either when the bids are opened, or all bids are accepted, or all bids are rejected.
- (g) Individually identifiable personnel records, performance ratings or records pertaining to employees or applicants for employment, except that this exemption shall not apply to the names, positions, salaries and lengths of service of officers and employees of public agencies once they are employed as such;
- (h) Records which are protected from disclosure by law;
- (i) Confidential or privileged communications between the governmental body and its auditor, including all auditor work product; and
- (j) Any other records or information set forth in Section 610.021 of the Revised Statutes of Missouri.

Section 2. All records that may be closed are hereby deemed closed records unless the governmental body votes to make them public. Before closing a meeting to the public, a majority of a quorum of the governmental body must vote to do so in a public vote. The vote of each member of the governmental body on the question of closing the meeting or vote and the reason for closing the meeting by reference to a specific exception listed in **Section 1** herein shall be announced publicly at an open meeting of the governmental body and entered into the minutes.

Section 3. The governmental body shall give notice of the time, date and place of a closed meeting or vote and the reason for holding it by reference to a specific exception listed in **Section 1** herein. The notice shall be the same as described in **Section 4** below. No other business may be discussed in a closed meeting, record or vote which does not directly relate to the specific reason announced to close the meeting or vote to the public. The governmental body holding a closed meeting must close only an existing portion of the meeting facility necessary to house the members of the governmental body in the closed session, allowing members of the public to remain to attend any subsequent open session held by the governmental body following the closed session.

Section 4. The governmental body shall give notice of the time, date, place of each meeting, and its tentative agenda, in a manner reasonably calculated to advise the public of the matters to be considered. The notice shall be placed in a prominent place which is easily accessible to the public and clearly designated for the purpose of providing notice at the Principal Office of the District, 4512 Manchester Avenue, Suite 100, St. Louis, MO 63110, and

at the principal meeting place of the body holding the meeting if the meeting place is not at the district's principal office. Notice shall be given at least twenty-four hours, exclusive of weekends and holidays when the facility is closed, prior to the commencement of the meeting. If an emergency makes it impossible or impractical to give twenty-four hour notice, the reason must be reflected in the minutes, and as much notice as is reasonably possible shall be given. Notice shall also be provided to any representative of the news media who requests notice of a particular meeting concurrent with the notice being made available to the members of the particular government body.

Section 5. The meeting place must be reasonably accessible to the public and the meeting time must be reasonably convenient to the public. At any meeting conducted by telephone or other electronic means, the public shall be allowed to observe and attend the meeting at a designated location identified in the notice of the meeting. Reasonable efforts must be made to grant special access to the meeting to handicapped or disabled individuals. If it is not possible or not practical to hold the meeting at a time that is reasonably convenient to the public or a place that is reasonably accessible to the public, then the reason must be stated in the minutes.

Section 6. A formally constituted subunit of the District may conduct a meeting without notice as required by this policy during a lawful meeting of the Board of Directors of the District, a recess in that meeting, or immediately following that meeting if the meeting of the subunit is publicly announced at the meeting of the Board of Directors of the District and the subject of the meeting reasonably coincides with the subjects discussed or acted upon by the Board of Directors of the District.

Section 7. Husch Blackwell LLP shall be the custodian of records (the "Custodian") and will be responsible for maintenance and control of all records. The custodian of records will be located at the principal office of the District, 190 Carondelet Plaza, Suite 600, St. Louis, MO 63105. Fees for copying public records shall not exceed the actual cost of document search and duplication. Copies of records of the District shall be furnished to the public at a cost of no more than \$.10 per page. The hourly fee for duplicating requested records shall not exceed the average hourly rate of pay for clerical staff of the governmental body.

Section 8. All requests for records, notices, or information shall be in writing, and shall be accompanied by a deposit of the estimated cost of reproducing the requested information. Oral requests, if received by the District, shall be immediately recorded in written form to document the same. Any request received by the District shall be initialed by the custodian of records, with the date and time of receipt noted.

Section 9. The Custodian shall provide public access to all public records as soon as possible but no later than the end of the third business day following the date the request is received by the Custodian. If access to the public record is not granted immediately, the Custodian shall give a detailed explanation for the delay and the place and earliest time and date that the record will be available for inspection. If a request for access is denied, the Custodian shall provide, upon request, a written statement of the grounds for such denial. Such statement shall cite the specific provision of law under which access is denied and shall

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be furnished to the requester no later than the end of the third business day following the date that the request for the statement is received.