

A RESOLUTION OF THE EUCLID SOUTH COMMUNITY IMPROVEMENT DISTRICT APPOINTING HUSCH BLACKWELL LLP AS DISTRICT COUNSEL.

WHEREAS, following receipt of a proper petition (the "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, the District intends to undertake a Project (as identified in the Petition); and

WHEREAS, the Board of Directors of the District (the "Board") desires to obtain the assistance of counsel; and

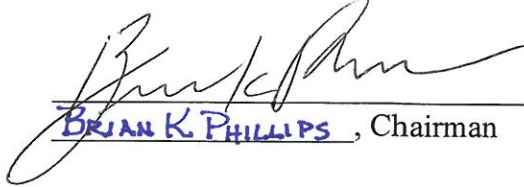
WHEREAS, at a duly noticed meeting of the Board, at which was present a quorum of the directors, the Board took the action further described herein.

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

1. The Board hereby appoints Husch Blackwell LLP as counsel to the District, and authorizes Husch Blackwell LLP to provide legal and other related services to the District. The District hereby authorizes any and all of its officers to take such actions as are necessary or incidental to securing or engaging the services of Husch Blackwell LLP as counsel to the District, including the execution of an engagement letter.
2. The Board hereby ratifies and accepts the legal services provided by Husch Blackwell LLP prior to the date of this resolution in connection with (1) advising the property owners within the District during the formation of the District, (2) drafting and filing the Petition, (3) drafting and filing the Ordinance, and (4) drafting the resolutions, notices, and other documents related to and generally preparing for the first meeting of the Board held today.
3. 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.
4. This Resolution shall take effect immediately.

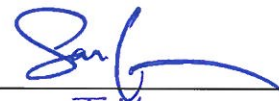
ADOPTED this 18th day of July, 2014.

**EUCLID SOUTH COMMUNITY
IMPROVEMENT DISTRICT**



BRIAN K. PHILLIPS, Chairman

ATTEST:



SAMUEL T. KOPLAK, Secretary