

RESOLUTION NO. 11-001

**A RESOLUTION APPOINTING OFFICERS AND AGENTS OF
THE OLIVE/GRAESER TRANSPORTATION DEVELOPMENT
DISTRICT AND ACKNOWLEDGING A CHANGE IN ADDRESS
FOR THE DISTRICT'S CUSTODIAN OF RECORDS**

WHEREAS, on December 8, 2009, the Circuit Court of the County of St. Louis, Missouri entered a Judgment and Order Organizing a Transportation Development District (the "*Order*") that established the Olive/Graeser Transportation Development District (the "*District*") as a political subdivision pursuant to and in accordance with the Missouri Transportation Development District Act, sections 238.200 to 238.280 of the Revised Statutes of Missouri, as amended (the "*TDD Act*"); and

WHEREAS, the Order established the District for the sole purpose of financing the Infrastructure Improvements (as defined in the Order), which are an authorized "project" within the meaning of Section 238.202.1(5) of the TDD Act, through the imposition of a transportation development district sales tax; and

WHEREAS, the District's bylaws provide for annual election of officers at the first meeting of the District's board of directors (the "*Board of Directors*") following the annual meeting of the owners of record of real property within the District, or as soon thereafter as is convenient; and

WHEREAS, pursuant to Resolution No. 09-003, the District appointed the Secretary of the District, currently Stephen L. Kling, Jr., as the District's custodian of records; and

WHEREAS, the Board of Directors hereby finds and determines that it is necessary and desirable to appoint officers and agents of the District pursuant to its bylaws and to acknowledge a change in address for the District's custodian of records.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE OLIVE/GRAESER TRANSPORTATION DEVELOPMENT DISTRICT, AS FOLLOWS:

Section 1. Election of Chair. The following person is hereby elected to serve as Chair of the Board of Directors and chief executive officer of the District, to hold such office until his/her successor shall have been duly elected:

Chair: Steven F. Heitz

The District shall reimburse the Chair of the Board of Directors for his/her reasonable out-of-pocket expenses incurred in the performance of his/her duties as such.

Section 2. Acceptance of Election Results. The results of the election of directors of the District, conducted at the meeting of the owners of record of all real property within the District held on January 13, 2011, are hereby accepted, and the following individuals shall serve for the terms specified by each name or until his/her successor shall have been duly elected and qualified:

Carole Jamison	Three-Year Term, Expires January 13, 2014
Joe Beaudean	Three-Year Term, Expires January 13, 2014
Les Steinberg	Three-Year Term, Expires January 13, 2014

The District shall reimburse the Directors of the District for their reasonable out-of-pocket expenses incurred in the performance of their duties as such.

Section 3. Appointment of Officers. The following persons are hereby appointed to serve in the offices set forth preceding their names, to hold such offices until the next annual meeting of the Board of Directors or until their successors shall have been duly appointed:

Secretary:	Stephen L. Kling, Jr.
Treasurer:	Denise Chomicki
Assistant Secretary:	Natalie N. McIntosh

The District shall reimburse the officers of the District for their reasonable out-of-pocket expenses incurred in the performance of their duties as such officers.

Section 4. Appointment of Executive Director. The following person is hereby appointed to serve as Executive Director of the District, to hold such position until the next annual meeting of the Board of Directors or until his/her successor shall have been duly appointed:

Executive Director: Steven F. Heitz

The District shall reimburse the Executive Director for his/her actual expenses if they are reasonable and incurred in connection with the business and activities of the District. The Executive Director shall not be entitled to any additional compensation in his/her capacity as Executive Director other than any compensation paid to the Executive Director in his/her capacity as the District's General Counsel, to the extent that s/he serves in such a dual capacity.

Section 5. Appointment of General Counsel. The following firm is hereby appointed to serve as the District's General Counsel until the next annual meeting of the Board of Directors or until its successor shall have been duly appointed:

General Counsel: Jenkins & Kling, P.C.

The District shall reimburse the General Counsel for its actual fees and expenses if they are reasonable and incurred in connection with its capacity as the District's General Counsel.

Section 6. Change of Address for Custodian of Records. The District's custodian of records is now located at the following address:

Stephen L. Kling, Jr.
Secretary of the District
150 North Meramec Avenue, Suite 400
St. Louis, MO 63105

Section 7. Authority to Execute Resolution. The chairman of the Board of Directors is hereby authorized and directed to execute this Resolution for and on behalf of and as the act and deed of the District. The assistant secretary or the secretary of the District is hereby authorized and directed to attest to this Resolution.

Section 8. Further Authority. All actions heretofore taken and any failures to act by the authorized representatives, agents, and employees of the District in connection with the transactions contemplated by this Resolution are hereby ratified and confirmed. 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 9. 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.

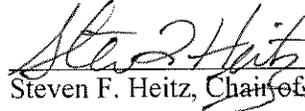
Section 10. Governing Law. This Resolution shall be exclusively governed by and construed in accordance with the applicable laws of the State of Missouri.

Section 11. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

Adopted this 13th day of January, 2011.

I, the undersigned, Chair of the Board of Directors of the Olive/Graeser Transportation Development District, hereby certify that the foregoing Resolution was duly adopted by the Board of Directors at a meeting held, after proper notice given, on January 13, 2011.

**OLIVE/GRAESER TRANSPORTATION
DEVELOPMENT DISTRICT**



Steven F. Heitz, Chair of the Board of Directors



ATTEST:



Natalie N. McIntosh, Assistant Secretary of the
Olive/Graeser Transportation Development District