

RESOLUTION NO. 11-004

**A RESOLUTION APPOINTING OFFICERS AND AGENTS OF  
THE OLIVE/GRAESER TRANSPORTATION DEVELOPMENT  
DISTRICT**

**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**, on March 28, 2011, Natalie N. McIntosh, Esq. resigned from her position as Assistant Secretary for the District; and

**WHEREAS**, the Board of Directors hereby finds and determines that it is necessary and desirable to appoint a new Assistant Secretary of the District, pursuant to its bylaws.

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

**Section 1. Appointment of Officers.** The following person is hereby appointed to serve in the office set forth preceding her name, to hold such office until the next annual meeting of the Board of Directors or until her successors shall have been duly appointed:

Assistant Secretary: Jennifer de Lyon Stralka, Esq.

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 2. 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 3. 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 4. 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.

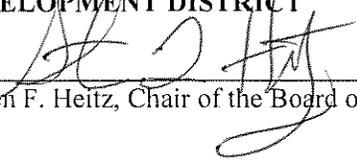
**Section 5. Governing Law.** This Resolution shall be exclusively governed by and construed in accordance with the applicable laws of the State of Missouri.

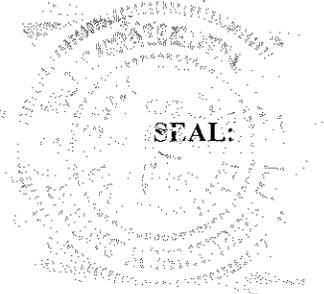
**Section 6. Effective Date.** This Resolution shall be in full force and effect from and after its passage and approval.

Adopted this 5<sup>th</sup> day of May, 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 May 5, 2011.

**OLIVE/GRAESER TRANSPORTATION  
DEVELOPMENT DISTRICT**

  
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Steven F. Heitz, Chair of the Board of Directors

  
SEAL:

**ATTEST:**

  
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Jennifer de Lyon Stralka, Assistant Secretary of the  
Olive/Graeser Transportation Development District