

**RESOLUTION NO. 17-001**

**A RESOLUTION OF THE ARBORS OF ROCKWOOD COMMUNITY IMPROVEMENT DISTRICT AUTHORIZING THE FIRST ACTIONS OF THE DISTRICT; APPOINTING OFFICERS AND AGENTS OF THE DISTRICT; DEFINING THE FIRST AND SUBSEQUENT FISCAL YEARS OF THE DISTRICT; ADOPTING A CORPORATE SEAL; ADOPTING BYLAWS; AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH**

Pursuant to the provisions of the Community Improvement District Act, Sections 67.1401 to 67.1571 of Revised Statutes of Missouri, as amended, the Board of Directors of The Arbors of Rockwood Community Improvement District (the "*District*"), a political subdivision of the State of Missouri, hereby adopts the following Resolution and directs that this Resolution be filed with the official District minutes:

I.

Appointment of Officers and Agents

RESOLVED, that the following persons are hereby appointed to serve as officers and agents of the District's Board of Directors, each to hold such office until the first annual meeting of the District's Board of Directors or until successor officers and agents shall have been duly appointed:

Chair:	Kevin Coffey;
Vice Chair:	Jeremy Roth;
Secretary/Treasurer:	Craig Sabo;
Assistant Treasurer:	Ralph Lindsey;
Assistant Secretary:	Laura Lashley.

FURTHER RESOLVED, that the District shall reimburse each officer and/or agent of the Board of Directors of the District for his/her reasonable out-of-pocket expenses incurred in the performance of his/her duties as such officer and/or agent.

II.

Board of Directors

RESOLVED, that the District's initial Board of Directors for the District as appointed by the Mayor of the City of Eureka, Missouri (the "*City*"), with the consent of the Board of Aldermen of the City, shall be as stated below.

<u>Director</u>	<u>Initial Term</u>
Kevin Coffey	4-year term expires October 18, 2020
Craig Sabo	4-year term expires October 18, 2020
Ralph Lindsey	2-year term expires October 18, 2018
Jeremy Roth	2-year term expires October 18, 2018

Jeffrey Lewis

2-year term expires October 18, 2018

FURTHER RESOLVED, that the District shall reimburse the members of the District's Board of Directors for reasonable out-of-pocket expenses incurred in the performance of their duties as such members.

III.

Appointment of Executive Director

RESOLVED, that the following person is hereby appointed to serve as Executive Director of the District, to hold such office until the first annual meeting of the District's Board of Directors or until a successor shall have been duly elected:

Executive Director: Kevin Coffey

FURTHER RESOLVED, that the Executive Director may be reimbursed for her/his actual expenses if they are reasonable and incurred in connection with the business and activities of the District.

IV.

Appointment of General Counsel

RESOLVED, that the following firm is hereby appointed to serve as the District's General Counsel, to hold such office at the pleasure of the Board of Directors of the District or until a successor shall have been duly appointed:

General Counsel: Armstrong Teasdale LLP

FURTHER RESOLVED, that the General Counsel may be reimbursed for its actual fees and expenses if they are reasonable and incurred in connection with its capacity as the District's legal counsel.

V.

Fiscal Year

RESOLVED, that the fiscal year of the District shall be July 1 to June 30 or such other fiscal year as may from time to time be adopted by the City.

VI.

Corporate Seal

RESOLVED, that the District shall have a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name "The Arbors of Rockwood Community Improvement District".

VII.

Adoption of Bylaws

RESOLVED, that the Bylaws heretofore submitted to and reviewed by the District's Board of Directors and set forth as **EXHIBIT A**, attached hereto and incorporated herein by reference, are hereby adopted as the Bylaws of the District, and the Secretary of the District shall cause a true copy of such Bylaws to be kept with the minutes of the meetings of the District's Board of Directors.

VIII.  
Organization Expenses

RESOLVED, that the officers of the District are authorized to pay all organization expenses of the District out of the funds of the District.

This Resolution was adopted at the first meeting of the Board of Directors of the District duly called and held this date. This Resolution shall be filed by the Secretary of the District with the minutes of the meetings of the Board of Directors.

Passed this 22<sup>nd</sup> day of February, 2017.

I, the undersigned, Chair of The Arbors at Rockwood 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 February 22, 2017.



**THE ARBORS AT ROCKWOOD  
COMMUNITY IMPROVEMENT DISTRICT**

  
\_\_\_\_\_  
Chair, Board of Directors

WITNESS my hand and official seal this 22<sup>nd</sup> day of February, 2017.

ATTEST:

  
\_\_\_\_\_  
Secretary, Board of Directors

**EXHIBIT A**

**BYLAWS**

(Attached hereto.)

BYLAWS  
OF  
THE ARBORS OF ROCKWOOD  
COMMUNITY IMPROVEMENT DISTRICT

**ARTICLE I**

**Purposes**

The Arbors of Rockwood Community Improvement District (the “*District*”) shall have all powers, authority and obligations as set forth in the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the “*Act*”).

**ARTICLE II**

**Offices**

The principal office of the District shall be located at such place within the State of Missouri as the District’s Board of Directors (the “*Board of Directors*”) may from time to time designate. The District may have such other offices, either within or outside the State of Missouri, as the business of the District may require from time to time.

The location of the registered office of the District and the name of the District’s registered agent in the State of Missouri shall be as determined from time to time by the Board of Directors and as filed in the manner provided by law.

**ARTICLE III**

**Directors**

**Section 1. General Powers.** The property, business and affairs of the District shall be controlled and managed by the Board of Directors.

**Section 2. Qualifications.** Directors must meet the qualifications set forth in Section 67.1451 of the Act.

**Section 3. Number and Tenure.** The initial Board of Directors shall be composed of five (5) individuals appointed by the Mayor of the City of Eureka, Missouri (the “*Mayor*”) with the consent of the Board of Aldermen of the City of Eureka, Missouri (the “*Board of Aldermen*”). Each director shall hold office for the term for which appointed or until a successor director shall have been appointed, by the Mayor and consented to by the Board of Aldermen, and qualified.

**Section 4. Annual Meeting and Budget.** The annual meeting of the Board of Directors shall be held no later than 30 days prior to the first day of each fiscal year for the purpose of adopting a budget, appointing directors, and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the place designated for the meeting, such meeting shall be held on the next succeeding business day. Additional regular meetings of

the Board of Directors may be held at any place within or outside of the State of Missouri and from time to time by resolution of the Board of Directors or by unanimous written consent of the members thereof. Meetings of the Board of Directors shall be held upon such notice as hereinafter provided.

The District shall submit the proposed annual budget no earlier than 180 days and no later than 90 days prior to the beginning of each fiscal year to the Board of Aldermen, which may review and make recommendations thereto. The proposed budget shall set forth the District's anticipated expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year.

**Section 5. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board of Directors, or any two or more of the directors, by giving notice thereof in the manner hereinafter provided. The person or persons calling such meeting may fix any place either within or outside the State of Missouri as the place for holding such special meeting.

**Section 6. Notices.** Notice of any regular, annual or special meeting, stating the place, date and time of the meeting, shall be given to each director by telephone, by facsimile transmission or other form of wire or wireless communication, or in writing, at least three (3) days before the meeting; provided that if the designated meeting place is outside the State of Missouri, an additional three (3) days' notice shall be given. Notice by telephone shall be deemed to be given when the call is either received personally by the director or received in the director's personal mailbox in a voice mail system at a number furnished by the director for such purpose. Notice by facsimile transmission or other form of wire or wireless communication shall be deemed to be given upon confirmation by the sending machine of a completed transmission to a number or destination furnished by the director for such purpose; provided that if the receiving location is at a place other than the director's residence and is either sent on a Saturday, Sunday or federal holiday or confirmed after 5:00 p.m. local time at the place of receipt it shall be deemed to be given on the next business day. Written notice shall be deemed to be given when delivered personally to the director, or on the next scheduled mail delivery day after it is deposited in the United States mail addressed to the director at her/his business address or other address furnished to the District for such purpose, with postage thereon prepaid; provided that if the notice is deposited in the mail on a Saturday, Sunday or postal holiday, or after the latest time for pickup at the place of deposit it shall be deemed to be given on the second scheduled mail delivery day thereafter, and if the place of deposit or place of delivery is outside the State of Missouri it shall be deemed given one additional day after it would otherwise be deemed to be given. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting.

**Section 7. Quorum.** A majority of the full Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time to a specified date not longer than thirty (30) days from the last adjournment without further notice.

**Section 8. Manner of Acting.** The act of the majority of the directors present at a meeting of the directors at which a quorum is present shall be the act of the Board of Directors. Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at such meeting.

**Section 9. Vacancies.** In the event of a vacancy on the Board of Directors, the Board of Directors or its officers or agents, including the District's general counsel, shall notify the Mayor and the

Mayor shall appoint an interim director with the consent of the Board of Aldermen to fill the vacancy for the remainder of the unexpired term.

**Section 10. Committees.** The Board of Directors, by resolution adopted by a majority of the whole Board of Directors, may designate two or more directors to constitute a committee of the Board of Directors, which committee shall meet at frequent or regular intervals as determined by resolutions from time to time adopted by the Board of Directors, and shall have and exercise, to the extent provided in such resolutions, the authority of the Board of Directors in the management of the District; provided, however, that: (i) each such committee shall report all of its decisions and actions to the Board of Directors at the next meeting of the Board of Directors thereafter occurring; (ii) each such committee shall at all times be subject to the general supervision and control of the Board of Directors; (iii) members of any such committee may be removed, and new members appointed, at any time by the majority vote of the whole Board of Directors; (iv) only the full Board of Directors may approve an amendment to these Bylaws, or may approve a project or construction plans, a funding method, the acquisition of real and or personal property, the transfer of all or substantially all the assets of the District, or the dissolution of the District; and (v) the designation of any such committee and the delegation thereto of the authority herein provided shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law upon such Board of Directors or upon any individual member thereof. A quorum of a committee of the Board of Directors shall be a majority of the full number of directors constituting the committee, and the act of at least a majority of the full number of directors constituting such committee shall be the act of the committee.

**Section 11. Reporting Requirements.** Within 120 days after the end of each fiscal year, the District shall submit a report to the City Clerk of the City of Eureka, Missouri, (the "*City Clerk*") and the Missouri Department of Economic Development stating the services provided, revenues collected and expenditures made by the District during such fiscal year, and copies of written resolutions approved by the Board of Directors during the fiscal year. The District shall request that such report be retained by the City Clerk as part of the City of Eureka, Missouri, official record and be spread upon the record of the Board of Aldermen.

**Section 12. Compensation.** No director shall receive any stated salaries for services performed, but may be reimbursed for actual, reasonable expenditures incurred in the performance of such duties on behalf of the District.

## ARTICLE IV

### **Officers, Agents and Employees**

**Section 1. Number of Officers.** The Board of Directors of the District shall appoint a Chair, a Vice Chair, a Secretary, and a Treasurer. The Board of Directors may also appoint such other officers, agents or employees as may be elected or appointed in accordance with the provisions of this Article IV and the laws of the State of Missouri. Any two or more offices (except the office of Chair) may be held simultaneously by the same person.

All officers, employees and other agents of the District, as between themselves and the District, shall have such authority and perform such duties in the management of the property and affairs of the District as may be provided herein or, in the absence of such provision, as may be determined by resolution of the Board of Directors.

**Section 2. Election or Appointment and Term of Office.** The officers of the District shall be elected or appointed annually by the Board of Directors at the first meeting of the Board of Directors. If the election or appointment of officers shall not be held at such meeting, such election or appointment shall be held as soon thereafter as conveniently may be.

With the consent of the Board of Directors, the Secretary may appoint an Assistant Secretary, as an agent of the District, and the Treasurer may appoint an Assistant Treasurer, as an agent of the District.

New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office at the pleasure of the Board of Directors until the next annual meeting and until their successors shall have been elected or appointed and qualified.

**Section 3. Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Removal shall be effected automatically by the election or appointment of a successor to such office or position.

**Section 4. Vacancies.** A vacancy in any office may be filled by the Board of Directors at any meeting for the unexpired portion of the term.

**Section 5. Chair of the Board of Directors.** The Board of Directors shall elect a Chair of the Board of Directors from among its members at its first meeting. The Chair shall be the chief executive officer of the District and shall have all powers and authority and such other responsibilities as may be prescribed from time to time by the Board of Directors. The Chair shall preside at all meetings of the Board of Directors.

As the chief executive officer, the Chair may execute, either alone or with any other proper officer thereunto authorized by the Board of Directors, deeds, mortgages, bonds, notes, contracts, or any other instruments for and in the name of the District, except in cases where the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise executed. The Chair shall be an ex officio member of all standing committees.

**Section 6. Vice Chair of the Board of Directors.** If one or more Vice Chairs shall be elected, and if one of such Vice Chairs be designated by the Board of Directors as Executive Vice Chair, such Executive Vice Chair, in the absence of the Chair, or in the event of the Chair's inability or refusal to act, shall perform the duties of the Chair, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. If there shall be no Executive Vice Chair or if there shall be an Executive Vice Chair and such individual shall be absent, then the Vice Chair who shall have been first elected by the Board of Directors at the last annual meeting of the Board of Directors (and the order of the names of such Vice Chairs, as they appear in the minutes of such annual meeting of the Board of Directors, shall be conclusive as to which Vice Chair shall have been first elected), shall perform the duties of the Chair in the event of the latter's absence, inability or refusal to act. The Vice Chairs shall perform such other duties as from time to time may be assigned to them by the Chair or the Board of Directors.

**Section 7. Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of such officer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the District; (b) receive and give receipts for moneys due and payable to the District from any source whatsoever, and deposit all such moneys in the name of the District in such



banks, trust companies or other depositories as shall be selected in accordance with the provisions of **Article V** of these Bylaws; (c) keep or cause to be kept all books of account and accounting records of the District; and (d) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

**Section 8. Secretary.** The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the District and see that the seal of the District is affixed to all documents, the execution of which on behalf of the District under its seal is duly authorized in accordance with the provisions of these Bylaws; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or the Board of Directors.

**Section 9. Assistant Treasurers and Assistant Secretaries.** The Assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries shall perform the duties of the Treasurer and Secretary respectively, in their absence, and shall perform such other duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the Chair or the Board of Directors.

**Section 10. Salaries of Officers.** No officers or agents shall receive any stated salaries for services performed, but may be reimbursed for actual, reasonable expenditures incurred in the performance of such duties on behalf of the District.

**Section 11. Salaries of Employees.** Salaries and compensation of employees of the District, if any, may be fixed, increased or decreased by the Board of Directors, but until action is taken with respect thereto by the Board of Directors, the same may be fixed, increased or decreased by the officer or officers as may be empowered by the Board of Directors to do so; provided, however, that no person may fix, increase or decrease one's own salary or compensation. Each employee may be reimbursed for actual expenses if such expenses are reasonable and incurred in connection with the business and activities of the District.

## ARTICLE V

### **Contracts, Loans, Checks and Deposits**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the District, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the District and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 3. Checks, Notes, Etc.** All checks or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the District, shall be signed by such designated officer or officers, agent or agents of the District and in such manner as shall from time to time be determined by resolution of the Board of Directors. Funds not otherwise employed shall be deposited

from time to time to the credit of the District in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE VI**

### **Fiscal Year**

The fiscal year of the District shall be July 1 to June 30 or such other fiscal year as may from time to time be adopted by the City of Eureka, Missouri.

## **ARTICLE VII**

### **Seal**

The Board of Directors shall adopt a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name "*The Arbors of Rockwood Community Improvement District*".

## **ARTICLE VIII**

### **Indemnification**

#### **Section 1. Indemnification of Officers and Directors Against Third Party Lawsuits.**

The District shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the District, by reason of the fact that such person is or was a director or officer of the District, or is or was serving at the request of the District as a director, officer, employee, or agent of another political subdivision while a director or officer of the District, against expenses, including attorneys' fees and expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the District, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the District, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

#### **Section 2. Indemnification of Officers and Directors Against Derivative Lawsuits.**

The District shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the District to procure a judgment in its favor by reason of the fact that such person is or was a director or officer of the District, or is or was serving at the request of the District as a director, officer, employee or agent of another political subdivision while a director or officer of the District, against expenses, including attorneys' fees and expenses, and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of the action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the District; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such duties to the District unless and only to the extent that the court in which the action or suit was brought determines upon

application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

**Section 3. Discretionary Indemnification of Employees.** The Board of Directors of the District may extend, on a case-by-case basis, the indemnification provided in **Sections 1 and 2** of this **Article VIII** to any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that such person is or was an employee or agent of the District other than a director or officer of the District. Notwithstanding the foregoing, however, the District shall be obligated to indemnify any employee or agent against expenses, including attorneys' fees and expenses, actually and reasonably incurred by such employee or agent as a result of an action, suit or proceeding described in **Sections 1 or 2** of this **Article VIII** to the extent said employee or agent has successfully defended such action, suit or proceeding on the merits or otherwise.

**Section 4. Determination of Indemnitee's Compliance with Standard of Conduct.** Any indemnification under **Sections 1, 2 and 3** of this **Article VIII**, unless ordered by a court of law, shall be made by the District only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the foregoing sections. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable if a quorum of disinterested directors so directs, or by independent legal counsel in a written opinion.

**Section 5. Advance Payment of Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the District in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the District as authorized in this **Article VIII**.

**Section 6. Non-Exclusivity; Survival of Indemnification.** The indemnification provided by this **Article VIII** shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other provision of law, these Bylaws, or any agreement, or otherwise, both as to action in such individual's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. The District shall have the power to give any further indemnity, in addition to the indemnity authorized or contemplated under this or other sections of this **Article VIII**, to any person who is or was a director, officer, employee or agent, or to any person who is or was serving at the request of the District as a director, officer, employee or agent of any other political subdivision, provided such further indemnity is authorized, directed, or provided for in a Bylaw or agreement of the District, and provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

**Section 7. Insurance on Indemnitees.** In order to satisfy its obligations hereunder, the District shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the District and who is indemnified against liabilities under the provisions of this **Article VIII**.

**Section 8. Definitions.** For the purpose of this **Article VIII** references to "the District" include all constituent real property absorbed in a condemnation or purchase as well as this District.

## **ARTICLE IX**

### **Waiver of Notice**

Whenever any notice whatever is required to be given under the provisions of these Bylaws or any law, a written waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Attendance at any meeting shall constitute a waiver of notice of the meeting except where such attendance is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **ARTICLE X**

### **Amendments**

These Bylaws, excepting the provisions of **Article I** hereof, may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the full Board of Directors.

Effective date: February 22, 2017.