

ORDINANCE #68756
Board Bill No. 171

An Ordinance Approving The Petition Of Various Owners Of Certain Real Property To Establish A Community Improvement District, Establishing The Railway Exchange Building Community Improvement District, Finding A Public Purpose For The Establishment Of The Railway Exchange Building Community Improvement District, And Containing An Emergency Clause And A Severability Clause.

WHEREAS, Mo. Rev. Stat. §67.1400 et seq. (the “CID Act”) authorized the Board of Aldermen to approve the petitions of property owners to establish a Community Improvement District; and

WHEREAS, a petition has been filed with the City, requesting formation and establishment of the Railway Exchange Building Community Improvement District, signed by owners or authorized representatives of the owners of more than fifty percent by assessed value and per capita of the property located within the proposed boundaries of the Railway Exchange Building Community Improvement District (the “Petition”); and

WHEREAS, the Register of the City of St. Louis did review and determine that the Petition substantially complies with the requirements of the CID Act; and

WHEREAS, a public hearing, duly noticed and conducted as required by and in accordance with the CID Act was held at 9:00 a.m. on October 12, 2010, by the Board of Aldermen; and

WHEREAS, this Board of Aldermen hereby finds that the adoption of this ordinance is in the best interest of the City of St. Louis and that the owners of real property located within the Railway Exchange Building Community Improvement District, as well as the City as a whole, will benefit from the establishment of the Railway Exchange Building Community Improvement District.

BE IT ORDAINED BY THE CITY OF ST. LOUIS AS FOLLOWS:

SECTION ONE.

(a) A community improvement district, to be known as the “Railway Exchange Building Community Improvement District” (hereinafter referred to as the “District”), is hereby established pursuant to the CID Act on certain real property described below to provide services, construct improvements, impose a sales and use tax and carry out other functions as set forth in the Petition, which is attached hereto as Appendix A and incorporated herein by this reference.

(b) The District boundaries are set forth in the Petition and are generally described as follows: 7th Street on its Western boundary; Locust Street on its Northern boundary; 6th Street on its Eastern boundary; and Pine Street on its Southern boundary.

SECTION TWO. The District is authorized by the Petition, in accordance with the CID Act, to impose a tax upon retail sales within the District to provide funds to accomplish any power, duty or purpose of the District.

SECTION THREE. The District is authorized by the CID Act, at any time, to issue obligations, or to enter into agreements with other entities with the authority to issue obligations, for the purpose of carrying out any of its powers, duties, or purposes. Such obligations shall be payable out of all, part or any combination of the revenues of the District and may be further secured by all or any part of any property or any interest in any property by mortgage or any other security interest granted. Such obligations shall be authorized by resolution of the District, and if issued by the District, shall bear such date or dates, and shall mature at such time or times, but not more than twenty (20) years from the date of issuance, as the resolution shall specify. Such obligations shall be in such denomination, bear interest at such rate or rates, be in such form, be payable in such place or places, be subject to redemption as such resolution may provide and be sold at either public or private sale at such prices as the District shall determine subject to the provisions of Mo. Rev. Stat. §108.170. The District is also authorized to issue such obligations to refund, in whole or part, obligations previously issued by the District.

SECTION FOUR.

(a) Pursuant to the Petition, the District shall be in the form of a political subdivision of the State of Missouri, known as the “Railway Exchange Building Community Improvement District.”

(b) Pursuant to Section 67.1471 of the CID Act, the fiscal year for the District shall be the same as the fiscal year for the City of St. Louis.

(c) No earlier than one hundred and eighty (180) days and no later than ninety (90) days prior to the first day of each fiscal year, the District shall submit to the Board of Aldermen a proposed annual budget for the District, setting forth expected expenditures, revenues, and rates of assessments, if any, for such fiscal year. The Board of Aldermen may review and comment on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments no later than sixty (60) days prior to the first day of the relevant fiscal year; such comments shall not constitute requirements, but shall only be recommendations.

(d) The District shall hold an annual meeting and adopt an annual budget no later than thirty (30) days prior to the first day of each fiscal year.

SECTION FIVE. The District is authorized to use the funds of the District for any of the improvements, services or other activities authorized under the CID Act.

SECTION SIX. Pursuant to the CID Act, the District shall have all of the powers necessary to carry out and effectuate the purposes of the District and the CID Act as set forth in the CID Act.

SECTION SEVEN. The City of St. Louis hereby finds that the uses of the District proceeds as provided for in the Petition hereto will serve a public purpose by remediating blight and encouraging the redevelopment of real property within the District.

SECTION EIGHT. The property within the District which is also included within the Railway Exchange Building TIF Redevelopment Area is a “blighted area” pursuant to Section 67.1401.2(3) of the CID Act because such property was blighted under Sections 99.800 to 99.865, RSMo, pursuant to Ordinance No. 68634.

SECTION NINE. Within one hundred twenty (120) days after the end of each fiscal year, the District shall submit a report to the Register of the City 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 of the District during the fiscal year. The Register shall retain this report as part of the official records of the City and shall also cause this report to be spread upon the records of the Board of Aldermen, pursuant to Section 67.1471 of the CID Act.

SECTION TEN. The term for the existence of the District shall be as set forth in the Petition, as may be amended from time to time, or as such term may be otherwise modified in accordance with the CID Act.

SECTION ELEVEN Pursuant to the CID Act, the Board of Aldermen shall not decrease the level of publicly funded services in the District existing prior to the creation of the District or transfer the burden of providing the services to the District unless the services at the same time are decreased throughout the City, nor shall the Board of Aldermen discriminate in the provision of the publicly funded services between areas included in the District and areas not so included.

SECTION TWELVE. The Register shall report in writing the creation of the Railway Exchange Building Community Improvement District to the Missouri Department of Economic Development.

SECTION THIRTEEN. The Petition provides that the District shall be governed by a Board of Directors consisting of five individual directors (collectively the “Directors” and each a “Director”), such Directors to be appointed by the Mayor of the City with the consent of the Board of Aldermen, in accordance with the CID Act and the qualifications set forth in the Petition. By his approval of this ordinance, the Mayor does hereby appoint the following named individuals as Directors of the District for the terms set forth in parentheses below, and by adoption of this ordinance, the Board of Aldermen hereby consents to such appointments:

<u>Name</u>	<u>Term</u>
Lori Record	2 years
Joseph Munaco	2 years
Caroline Saunders	2 years
Richard Yackey	4 years
Nick Yackey	4 years

SECTION FOURTEEN. If any section, subsection, sentence, clause, phrase or portion of this ordinance is held to be invalid or unconstitutional, or unlawful for any reason, by any court of competent jurisdiction, such portion shall be deemed and is hereby declared to be a separate, distinct and independent provision of this ordinance, and such holding or holdings shall not affect the validity of the remaining portions of this ordinance.

SECTION FIFTEEN. The Board of Aldermen hereby finds and determines that this ordinance constitutes an "emergency measure" pursuant to Article IV, Section 20 of the City Charter, because this Ordinance establishes the District, which is a taxing district, and as such, this Ordinance shall take effect immediately upon its approval by the Mayor as provided in Article IV, Section 20 of the City Charter.

APPENDIX A

Petition to Establish the Railway Exchange Building Community Improvement District

SEE ATTACHED

**APPENDIX A
PETITION TO ESTABLISH
RAILWAY EXCHANGE
BUILDING COMMUNITY
IMPROVEMENT DISTRICT**

**Petition to Establish a Community
Improvement District
Pursuant to Sections 67.1401-67.1571 of the
Revised Statutes of Missouri (2010), as
Amended**

City Of St. Louis, Missouri

2010

EXHIBITS

- EXHIBIT A DISTRICT LEGAL DESCRIPTION
- EXHIBIT B DISTRICT BOUNDARY MAP

**PETITION TO ESTABLISH
RAILWAY EXCHANGE BUILDING
COMMUNITY IMPROVEMENT DISTRICT**

This petition (the "Petition") for the creation of a Community Improvement District within a certain limited portion of the City of St. Louis, Missouri (the "City") is submitted to the City in accordance with the Community Improvement District Act as set forth in Sections 67.1401 through 67.1571 of the Revised Statutes of Missouri (2010) (the "Act").

As set forth herein, the persons and/or entities signing this Petition in accordance with the Act ("Petitioners") request that the governing body of the City (the "Board of Aldermen") hold a public hearing and approve and adopt the Petition as described herein and in accordance with the Act .

1. DESCRIPTION OF THE DISTRICT

A. Name of District

The name of the District shall be the "**Railway Exchange Building Community Improvement District**" (the "District").

B. Legal Description

The District includes all of the real property (the "District Property") legally described on Exhibit A attached hereto and made a part hereof.

C. Boundary Map

A map graphically depicting the boundaries of the District is attached hereto and made a part hereof as Exhibit B ("District Boundary Map").

2. **PETITIONERS**

Based on the tax records of the City of St. Louis as of the date of filing this Petition, Petitioners:

- (a) collectively own more than fifty percent (50%) by assessed value of the District Property; and
- (b) collectively represent more than fifty percent (50%) per capita of all owners of the District Property.

3. **FIVE YEAR PLAN**

The five-year plan for the District shall include, but is not necessarily limited to, the following:

A. Purposes of the District

The purpose of the District is to provide a source of revenue and to facilitate the Project (as such term is defined herein) in order to increase the use and value of the District Property. The "Project" shall consist of the services and improvements contemplated in Section B below. Additionally, the purposes of the District are to:

- (a) Pledge its revenues to one or more notes or other obligations, which may be issued by the District or another public body (collectively, the "District Obligations"), secured by the tax revenues of the District ("CID Revenues"), the proceeds of said District Obligations to be used toward the payment of costs and fees of the Project and the costs of issuing the District Obligations;
- (b) Enter into contracts or other agreements in order to complete or cause completion of the Project and other purposes of the District;
- (c) Levy a retail sales and use tax in accordance with the Act (the "District Sales Tax");
- (d) Attempt to remediate the conditions that cause certain District Property to be a blighted area as previously determined by the City of St. Louis; and
- (e) Exercise any authorized purpose of the District pursuant to and in accordance with the Act.

B. Services and Improvements

The District will cause the design and implementation of various improvements and services located within and benefiting the properties of the District. Such improvements and services may be undertaken in multiple phases or may occur in one phase. The contemplated improvements and services consist of all such improvements and services authorized under the Act including, without limitation :

- (a) Providing or contracting for the provision of cleaning, maintenance and other services to public and private property as well as providing for the provision of security personnel, equipment or facilities for the protection of property and persons, within the District;
- (b) Providing assistance to and/or constructing, reconstructing, installing, repairing, maintaining, and equipping any of the improvements permitted by the Act including, but not necessarily limited to, landscaping, meeting facilities, sidewalks, parking lots, streetscape, lighting, benches and other seating furniture, trash receptacles, and awnings;

- (c) Providing or contracting for the provision of the demolition and removal, renovation, reconstruction, rehabilitation, repair, maintenance, and equipping of the existing buildings and structures located within the District as permitted by the Act; and
- (d) Providing or contracting for the provision of the construction, reconstruction, installation, repair and maintenance of any other improvements permitted by the Act. The Project may also include advertising and providing assistance to attract further investment within the District. The District may also acquire real and personal property within the District and lease or otherwise encumber or dispose of real and personal property within the District in accordance with the Act.

C. Estimate of Costs of Services and Improvements

The estimated costs of services and improvements to be incurred by or on behalf of the District within the five (5) years from the date of adoption of an ordinance creating the District are approximately \$1,500,000. CID Revenues may also be used to finance professional fees and expenses, underwriting, and issuance costs related to the District Obligations.

D. Powers

The District shall have the powers provided for in § 67.1461 of the Act, subject to the limitations set forth herein.

E. Annual Benchmark for the Five-Year Plan

The following annual benchmarks represent the anticipated schedule of the District and are subject to change.

2010

- Approval of ordinance establishing the Railway Exchange Building Community Improvement District.
- Effective as of the date of the ordinance establishing the District, appointment of Board of Directors and approval of District's Sales Tax.
- Issuance of District Obligations or pledge of CID Revenue.
- Assist in the completion of the Project.

2011

- Imposition and collection of District's Sales Tax. • Collect and administer District Sales Tax.
- Repayment of District Obligations or Pledge of CID Revenue.
- Assist in the completion of the Project.
- To the extent necessary, provide support for commercial developments within the District.

2012

- Collect and administer District Sales Tax.
- Repayment of District Obligations or Pledge of CID Revenue.
- To the extent necessary, provide support for commercial developments within the District.

2013

- Collect and administer District Sales Tax.
- Repayment of District Obligations or Pledge of CID Revenue.
- To the extent necessary, provide ongoing support for commercial developments within the District.

2014

- Collect and administer District Sales Tax.
- Repayment of District Obligations or Pledge of CID Revenue.
- To the extent necessary, provide ongoing support for commercial developments within the District.

4. GOVERNANCE OF THE DISTRICT

A. Type of District

The District shall be a separate political subdivision governed by a board of directors ("Board"), and shall have all of the powers authorized and/or granted by the Act.

B. Board of Directors

1. Number

The District shall be governed by a Board consisting of five (5) directors (the "Directors" and each a "Director").

2. Qualifications

Each Director, during his or her term, shall meet the following requirements:

- (a) be a citizen of the United States of America;
- (b) be a Missouri resident for at least one year prior to appointment to the Board;
- (c) be at least 18 years of age; and
- (d) be either an owner of real property or their legally authorized representative within the District ("Owner"), or an owner of a business or their legally authorized representative operating within the District ("Operator").

In addition to the foregoing qualifications, at least one (1) Director shall be an Owner of a parking garage, and at least two (2) Directors shall be an Owner of a building with at least 100,000 square feet.

3. Initial Board of Directors

The initial Directors shall be appointed by the Mayor with the consent of the Board of Aldermen to serve the following staggered terms, all in accordance with Section 67.1451.5 of the Act:

Director:	Term :
First	Two (2) Years
Second	Two (2) Years
Third	Four (4) Years
Fourth	Four (4) Years
Fifth	Two (2) Years

Upon expiration of the terms of the initial Directors, successive Directors shall be appointed from a slate approved by the Directors and by the Mayor with the consent of the Board of Aldermen of the City in accordance with the Act.

4. Successor Directors

Successor Directors shall serve four (4) year terms on the Board and shall be appointed by the Mayor with the consent of the Board of Aldermen according to a slate submitted to the Mayor by the Directors. Following submission of the slate to the Mayor:

- (a) the Mayor shall appoint the successor Directors according to the slate submitted and the Board of Aldermen shall consent to the appointment; or
- (b) the Mayor or the Board of Aldermen may reject the slate submitted and request in writing

that the Board submit an alternate slate.

If an alternate slate is requested, the Board shall within sixty (60) days following receipt of the written request submit an alternate slate to the Mayor. Following submission of the slate to the Mayor:

- (a) the Mayor shall appoint the successor Directors according to the alternate slate submitted and the Board of Aldermen shall consent to the appointment: or
- (b) the Mayor or the Board of Aldermen may reject the alternate slate submitted and request in writing that the Board submit another alternate slate.

The procedure described above shall continue until the successor Directors are appointed by the Mayor with the consent of the Board of Aldermen.

The Board shall select the slate as follows:

- (a) individuals meeting the qualifications set out in this Petition must be nominated by two sitting Directors;
- (b) the Directors shall then vote for a slate of nominees who shall consist of the number needed to fill vacancies and the seats of expiring terms; and
- (c) the slate shall consist of the nominees classified so that the Board will meet the representation requirements set out in Section 4 of this Petition.

5. REAL PROPERTY TAXES

The District shall have no power to submit a real property tax to the qualified voters for approval; as such, the maximum rate of real property taxes within the District is zero.

6. SPECIAL ASSESSMENTS

The District shall have no power to levy any special assessments upon real property within the District; as such, the maximum rate of special assessments within the District is zero .

7. ASSESSED VALUE

As of the date of this Petition, the total assessed value of all of the real property within the District is Five Million Nine Hundred Eighty-Eight Thousand Nine Hundred and 00/100 Dollars (\$5,988,900.00) according to the records of the City of St. Louis Assessor's Office, which value has not been equalized or finalized.

8. SALES TAXES

Pursuant to Section 67.1545 of the Act, the District may, by resolution, impose a District sales and use tax on all retail sales made within the District which are subject to taxation pursuant to Sections 144.010 to 144.525 of the Revised Statutes of Missouri (excepting such sales as set forth in the Act), at a rate not to exceed one percent (1%).

9. BLIGHT DETERMINATION

The District is seeking a determination that any property located within the District, which is also included within the Railway Exchange Building TIF Redevelopment Area, as such boundaries are defined in Ordinance No. 68634, is a blighted area as that term is defined in Section 67.1401.2(3) of the Act.

10. LIFE OF DISTRICT

The proposed length of time for the existence of the District is a maximum of forty (40) years following the effective date of the ordinance adopting and approving this Petition.

11. REQUEST TO ESTABLISH DISTRICT

By execution and submission of this Petition, the Petitioners request that the Board of Aldermen hold a public hearing in accordance with Section 67.1421 of the Act and adopt an ordinance to establish the District as set out in this Petition and in accordance with the Act and this Petition.

12. NOTICE TO PETITIONERS

The signature of the undersigned may not be withdrawn later than seven (7) days after this Petition is filed with the City Clerk.

13. BORROWING CAPACITY AND REVENUE GENERATION

The District shall have all powers and authority provided in the Act to borrow revenue in order to complete the Project, and to provide services and complete such improvements as are necessary and desirable to the District. The District shall have the authority, as set forth above, to levy a retail sales tax and use tax in accordance with the Act in order to generate revenue for the District. Petitioners do not seek to limit the borrowing capacity or revenue generation of the District and anticipate the pledge of CID Revenues by the District to District Obligations issued, to fund the Project or other purposes of the District as set forth in this Petition.

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The undersigned requests that the Board of Aldermen of the City of St. Louis, Missouri establish the Railway Exchange Building Community Improvement District according to the preceding Petition and authorize the creation of the District.

Name of Owner: Railway Exchange Garage Owner, LLC
Owner's Telephone Number: (314) 725-6566
Owner Mailing Address: 706 Demun, Clayton, MO 63105

Name of Signer: Richard K. Yackey

State basis of legal authority to sign: Manager of the Managing Member

Signer's Telephone Number: (314) 725-6566

Signer's Mailing Address: 706 Demun, Clayton, MO 63105

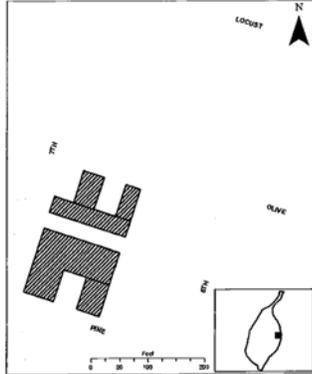
Entity Type: Limited liability corporation

The map, parcel identification number and assessed value of the properties owned:

- 1. **Address:** 200 N. 7 th Street
Parcel Number: 01290001400
Assessed Value: \$1,200,000
- 2. **Address:** 615 Pine Street
Parcel Number: 01290001200
Assessed Value: \$75,200
- 3. **Address:** 612 Olive Street
Parcel Number: 01290000400
Assessed Value: \$48,400
- 4. **Address:** 222 N 7 th Street
Parcel Number: 01290001600
Assessed Value: \$123,700

- 5. **Address:** 620 Olive Street
 Parcel Number: 01290000200
 Assessed Value: \$67,400

Map:



By executing this Petition, the undersigned represents and warrants that he or she is authorized to execute this Petition on behalf of the property owner named immediately above.

RAILWAY EXCHANGE GARAGE OWNER, LLC

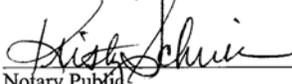
By: **RAILWAY EXCHANGE MANAGING MEMBER, LLC**, a Missouri limited liability company


By: Richard K. Yackey, Manager

STATE OF MISSOURI)
County OF ST LOUIS) SS.

Before me personally appeared Richard K. Yackey, to me personally known to be the Manager of Railway Exchange Managing Member, LLC, the managing member of Railway Exchange Garage Owner, LLC and who executed the foregoing instrument on behalf of Railway Exchange Managing Member, LLC, the managing member of Railway Exchange Garage Owner, LLC.

WITNESS my hand and official seal this 23rd day of September, 2010.


Notary Public

My Commission Expires:
August 27, 2014



The undersigned requests that the Board of Aldermen of the City of St. Louis, Missouri establish the Railway Exchange Building Community Improvement District according to the preceding Petition and authorize the creation of the District.

Name of Owner: Railway Exchange Owner, LLC
Owner's Telephone Number: (314) 725-6566
Owner Mailing Address: 706 Demun, Clayton, MO 63105

Name of Signer: Richard K. Yackey

State basis of legal authority to sign: Manager of the Managing Member

Signer's Telephone Number: (314) 725-6566

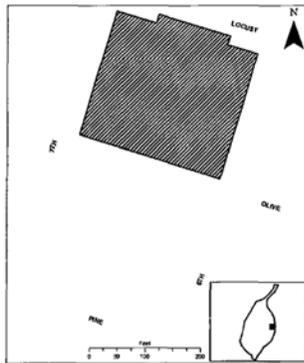
Signer's Mailing Address: 706 Demun, Clayton, MO 63105

Entity Type: Limited liability corporation

The map, parcel identification number and assessed value of the properties owned:

- 1. **Address:** 600 Locust Street
- Parcel Number:** 01280000110
- Assessed Value:** \$3,040,000

Map:

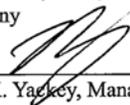


SLC-3476186-8

By executing this Petition, the undersigned represents and warrants that he or she is authorized to execute this Petition on behalf of the property owner named immediately above.

RAILWAY EXCHANGE OWNER, LLC

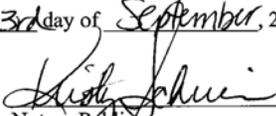
By: **RAILWAY EXCHANGE MANAGING MEMBER, LLC**, a Missouri limited liability company


By: Richard K. Yackey, Manager

STATE OF MISSOURI)
County OF ST LOUIS) SS.

Before me personally appeared Richard K. Yackey, to me personally known to be the Manager of Railway Exchange Managing Member, LLC, the managing member of Railway Exchange Owner, LLC and who executed the foregoing instrument on behalf of Railway Exchange Managing Member, LLC, the managing member of Railway Exchange Owner, LLC.

WITNESS my hand and official seal this 23rd day of September, 2010.


Notary Public

My Commission Expires:
August 27, 2014



The undersigned requests that the Board of Aldermen of the City of St. Louis, Missouri establish the Railway Exchange Building Community Improvement District according to the preceding Petition and authorize the creation of the District.

Name of Owner: Railway Exchange Lot Owner, LLC
Owner's Telephone Number: (314) 725-6566
Owner Mailing Address: 706 Demun, Clayton, MO 63105

Name of Signer: Richard K. Yackey

State basis of legal authority to sign: Manager of the Managing Member

Signer's Telephone Number: (314) 725-6566

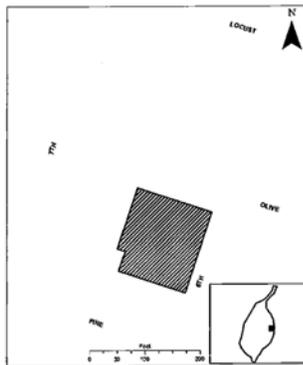
Signer's Mailing Address: 706 Demun, Clayton, MO 63105

Entity Type: Limited liability corporation

The map, parcel identification number and assessed value of the properties owned:

- 1. **Address:** 600 Olive Street
Parcel Number: 01290001800
Assessed Value: \$667,300

Map:



SLC-3476186-8

By executing this Petition, the undersigned represents and warrants that he or she is authorized to execute this Petition on behalf of the property owner named immediately above.

RAILWAY EXCHANGE LOT OWNER, LLC

By: **RAILWAY EXCHANGE MANAGING MEMBER, LLC**, a Missouri limited liability company

By: Richard K. Yackey, Manager

STATE OF MISSOURI)
) SS.
County OF ST LOUIS)

Before me personally appeared Richard K. Yackey, to me personally known to be the Manager of Railway Exchange Managing Member, LLC, the managing member of Railway Exchange Lot Owner, LLC and who executed the foregoing instrument on behalf of Railway Exchange Managing Member, LLC, the managing member of Railway Exchange Lot Owner, LLC.

WITNESS my hand and official seal this 23rd day of September, 2010.

Kristy Schires
Notary Public

My Commission Expires:
August 27, 2014



The undersigned requests that the Board of Aldermen of the City of St. Louis, Missouri establish the Railway Exchange Building Community Improvement District according to the preceding Petition and authorize the creation of the District.

Name of Owner: C. A. G. Properties L.L.C.
Owner's Telephone Number: (314) 436-2828
Owner Mailing Address: 207 N. 6th Street, St. Louis, MO 63101

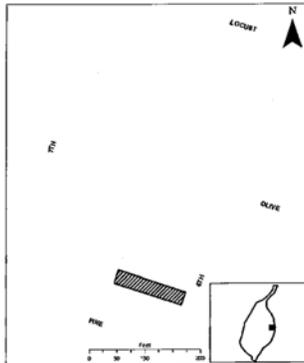
Name of Signer: Karen Gitto-Vangel
State basis of legal authority to sign: Manager
Signer's Telephone Number: (314) 436-2828
Signer's Mailing Address: 207 N. 6th Street, St. Louis, MO 63101

Entity Type: Limited liability company

The map, parcel identification number and assessed value of the properties owned:

- 2. **Address:** 207 N. 6th Street
- Parcel Number:** 01290001000
- Assessed Value:** \$99,300

Map:



SLC-3476186-8

By executing this Petition, the undersigned represents and warrants that he or she is authorized to execute this Petition on behalf of the property owner named immediately above.

C. A. G. Properties L.L.C.

By: *Karen Gitto-Vangel*
Name: Karen Gitto-Vangel
Title: Manager

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

Before me personally appeared Karen Gitto-Vangel, to me personally known to be the Manager of C. A. G. Properties L.L.C. and who executed the foregoing instrument on behalf of C. A. G. Properties L.L.C.

WITNESS my hand and official seal this *23rd* day of *Sept.*, 2010.



[Signature]
Notary Public

My Commission Expires:

The undersigned requests that the Board of Aldermen of the City of St. Louis, Missouri establish the Railway Exchange Building Community Improvement District according to the preceding Petition and authorize the creation of the District.

Name of Owner: S&P Holdings, LLC
Owner's Telephone Number: 314-249-0243
Owner Mailing Address: 1108 Olive, Ste 100, St. Louis, MO 63101

Name of Signer: Mark Pitliangas

State basis of legal authority to sign: Treasurer

Signer's Telephone Number: 314-249-0243

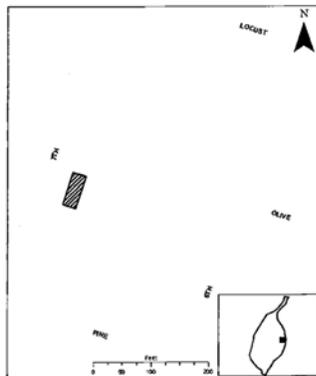
Signer's Mailing Address: 1108 Olive, Ste 100, St. Louis, MO 63101

Entity Type: Limited liability company

The map, parcel identification number and assessed value of the properties owned:

- 1. **Address:** 622 Olive Street
Parcel Number: 01290000101
Assessed Value: \$188,200

Map:



SLC-3476186-8

By executing this Petition, the undersigned represents and warrants that he or she is authorized to execute this Petition on behalf of the property owner named immediately above.

S & P Holdings LLC

By: [Signature]
Name: S & P Holdings LLC
Title: TRES.

STATE OF MISSOURI)
)
City OF ST. LOUIS) SS.

Before me personally appeared Mark Pitlanger, to me personally known to be the individual described in and who executed the foregoing instrument.

WITNESS my hand and official seal this 13 day of February, 2010.

[Signature]
Notary Public

My Commission Expires:



EXHIBIT "A"**DISTRICT LEGAL DESCRIPTION****RAILWAY EXCHANGE BUILDING
COMMUNITY IMPROVEMENT DISTRICT**

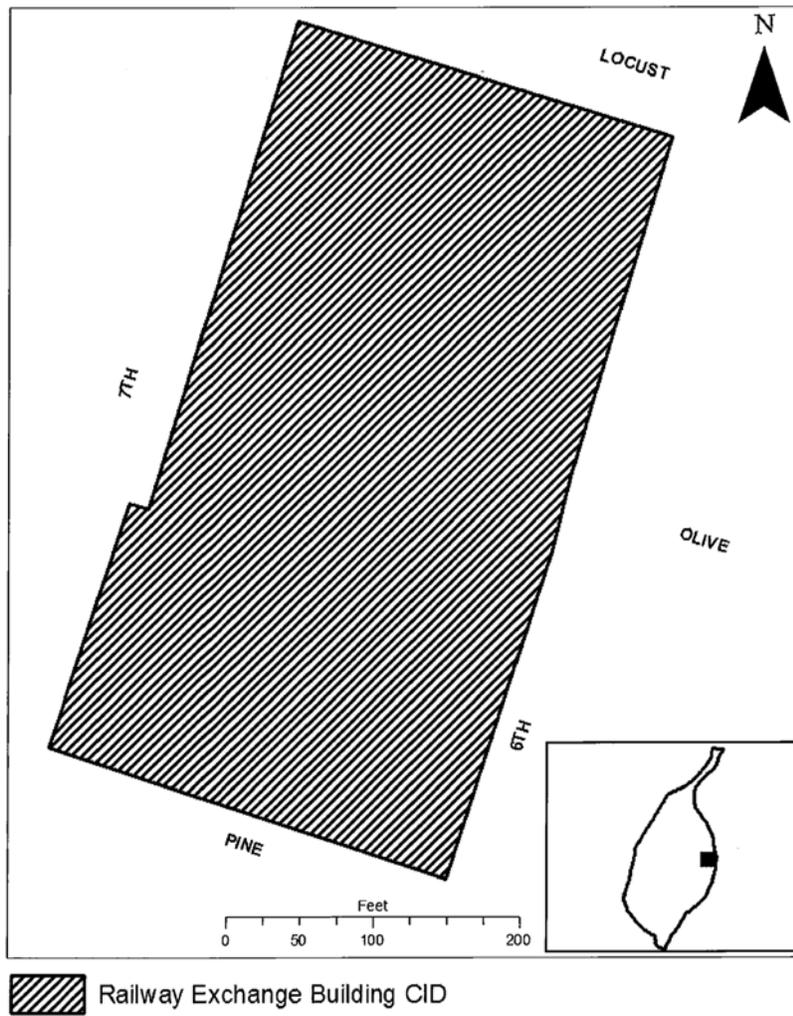
A tract of land consisting of the entirety of City Block 128 and City Block 129 in the City of St. Louis, Missouri, together with all intervening streets and alleys, including a portion of Olive Street and a 15' wide north-south alley in City Block 129, more particularly described as follows:

Beginning at a point, said point being the intersection of the south right-of-way line of Locust Street and the east right-of-way line of N. 7th Street; thence southeast along the south right-of-way line of Locust to the west right-of-way line of N. 6th Street; thence southwest along the west line of N. 6th Street the north right-of-way line of Pine Street; thence northwest along the north right-of-way line Pine Street to the east right-of-way line of N. 7th Street; thence northeast along the east right-of-way line of 7th Street to a point on the east right-of-way line of 7th Street, also being the northwestern point of that portion of 7th Street vacated by Ordinance #50495; thence southeast 12 feet along the northern line of that portion of 7th Street vacated by said Ordinance #50495 to a point on the east right-of-way line of 7th Street; thence northeast along the east right-of-way line of 7th Street to the south right-of-way line of Locust Street to the Point of Beginning.

Together with all intervening streets and alleys, including a portion of Olive Street and a 15' W. north-south alley in City Block 129.

EXHIBIT "B"
DISTRICT BOUNDARY MAP

RAILWAY EXCHANGE BUILDING CID



Approved: October 22, 2010