

1 AN ORDINANCE AUTHORIZING THE EXECUTION OF
2 AN AMENDED AND RESTATED REDEVELOPMENT
3 AGREEMENT WITH GASLIGHT SQUARE PLACE III,
4 LLC; PRESCRIBING THE FORM AND DETAILS OF SAID
5 AGREEMENT; AND AUTHORIZING OTHER RELATED
6 ACTIONS IN CONNECTION WITH THE
7 REDEVELOPMENT OF CERTAIN PROPERTY WITHIN A
8 REDEVELOPMENT AREA.

9 **WHEREAS**, pursuant to the Real Property Tax Increment Allocation Redevelopment
10 Act, Sections 99.800 through 99.865 of the Revised Statutes of Missouri, as amended (the “*Act*”
11 or “*TIF Act*”), the City adopted Ordinance No. 66565 on December 10, 2004 [Board Bill No.
12 361] (the “*Approving Ordinance*”), which Approving Ordinance (i) designated as a
13 “redevelopment area” a certain portion of the City (the “Redevelopment Area”), (ii) approved a
14 redevelopment plan entitled “Gaslight Square East TIF Redevelopment Plan” (the
15 “*Redevelopment Plan*”), (iii) approved the redevelopment project described in the
16 Redevelopment Plan (the “*Redevelopment Project*”), (iv) adopted tax increment allocation
17 financing within the Redevelopment Area, and (v) established the “City of St. Louis, Missouri,
18 Special Allocation Fund for the Gaslight Square TIF Project” all as set forth in the Approving
19 Ordinance and in accordance with the requirements of the Act; and

20 **WHEREAS**, pursuant to provisions of the Act, the City adopted Ordinance No. 66566 on
21 December 10, 2004, which authorized the execution of a redevelopment agreement with Gaslight

1 Square III, LLC (the “*Developer*”) setting forth the terms and obligations of the parties with
2 respect to the implementation of the Redevelopment Project approved in the Approving
3 Ordinance; and

4 **WHEREAS**, pursuant to the provisions of the Act, the City adopted Ordinance No.
5 66587 on December 17, 2004, which authorized and directed the issuance and delivery of in the
6 aggregate not to exceed \$1,500,000 plus Issuance Costs principal amount of Tax Increment
7 Revenue Notes (Gaslight Square East TIF Redevelopment Project), Series 200_ (the “*TIF*
8 *Notes*”), to finance the development of the Redevelopment Project; and

9 **WHEREAS**, pursuant to provisions of the Act, the City entered into a redevelopment
10 agreement with the Developer dated as of June 3, 2005 (the “*Original Agreement*”); and

11 **WHEREAS**, the Developer and the City desire to approve and execute an amendment to
12 the Original Agreement (the “*Amended Agreement*”) to provide for the issuance of TIF Notes to
13 an Approved Investor, other than the Developer, as that term is defined in the Original
14 Agreement.

15 **NOW THEREFORE, BE IT ORDAINED BY THE CITY OF ST. LOUIS, AS**
16 **FOLLOWS:**

17 **Section 1.** The Board of Aldermen finds and determines that it is necessary and
18 desirable to enter into the Amended Agreement with the Developer in order to implement the
19 Redevelopment Project and to enable the Developer to carry out its proposal for development of
20 the Redevelopment Project.

1 **Section 2.** The Board of Aldermen hereby approves, and the Mayor and Comptroller
2 of the City are hereby authorized and directed to execute, on behalf of the City, the Amended
3 Agreement by and between the City and the Developer attached hereto as **Exhibit A**, and the
4 City Register is hereby authorized and directed to attest to the Amended Agreement and to affix
5 the seal of the City thereto. The Amended Agreement shall be in substantially the form attached,
6 with such changes therein as shall be approved by said Mayor and Comptroller executing the
7 same and as may be consistent with the intent of this Ordinance and necessary and appropriate in
8 order to carry out the matters herein authorized.

9 **Section 3.** The Mayor and Comptroller of the City or their designated representatives
10 are hereby authorized and directed to take any and all actions to execute and deliver for and on
11 behalf of the City any and all additional certificates, documents, agreements or other instruments
12 as may be necessary and appropriate in order to carry out the matters herein authorized, with no
13 such further action of the Board of Aldermen necessary to authorize such action by the Mayor
14 and the Comptroller or their designated representatives.

15 **Section 4.** The Mayor and the Comptroller or their designated representatives, with
16 the advice and concurrence of the City Counselor and after approval by the Board of Estimate
17 and Apportionment, are hereby further authorized and directed to make any changes to the
18 documents, agreements and instruments approved and authorized by this Ordinance as may be
19 consistent with the intent of this Ordinance and necessary and appropriate in order to carry out
20 the matters herein authorized, with no such further action of the Board of Aldermen necessary to
21 authorize such changes by the Mayor and the Comptroller or their designated representatives.

1 **Section 5.** It is hereby declared to be the intention of the Board of Aldermen that
2 each and every part, section and subsection of this Ordinance shall be separate and severable
3 from each and every other part, section and subsection hereof and that the Board of Aldermen
4 intends to adopt each said part, section and subsection separately and independently of any other
5 part, section and subsection. In the event that any part, section or subsection of this Ordinance
6 shall be determined to be or to have been unlawful or unconstitutional, the remaining parts,
7 sections and subsections shall be and remain in full force and effect, unless the court making
8 such finding shall determine that the valid portions standing alone are incomplete and are
9 incapable of being executed in accord with the legislative intent.

10 **Section 6.** After adoption of this Ordinance by the Board of Aldermen, this
11 Ordinance shall become effective on the 30th day after its approval by the Mayor or adoption
12 over his veto.

EXHIBIT A
Form of Amended and Restated Redevelopment Agreement

(Attached hereto.)