

1 AN ORDINANCE AUTHORIZING THE EXECUTION OF A
2 TRANSPORTATION PROJECT AGREEMENT BETWEEN THE CITY,
3 THE BROADWAY HOTEL TRANSPORTATION DEVELOPMENT
4 DISTRICT AND HDH, LLC; PRESCRIBING THE FORM AND DETAILS
5 OF SAID AGREEMENT; MAKING CERTAIN FINDINGS WITH
6 RESPECT THERETO; AUTHORIZING OTHER RELATED ACTIONS IN
7 CONNECTION WITH THE TRANSPORTATION PROJECT; AND
8 CONTAINING A SEVERABILITY CLAUSE.

9 **WHEREAS**, the City of St. Louis, Missouri (the “City”), is a body corporate and a
10 political subdivision of the State of Missouri, duly created, organized and existing under and by
11 virtue of its charter, the Constitution and laws of the State of Missouri; and

12 **WHEREAS**, pursuant to sections 238.200 to 238.275 RSMo. (2005) (the “TDD Act”),
13 by that certain Judgment and Order of the Circuit Court of the City of St. Louis, Missouri, in Cause
14 No. 064-00727, Division 7, entered September 6, 2006 (the “Order”), the Broadway Hotel
15 Transportation Development District (the “TDD”) was created; and

16 **WHEREAS**, the TDD intends to undertake that certain “Transportation Project” as
17 described and defined in the Order, which Transportation Project will provide a benefit to the City
18 by increasing the available supply of parking; and

19 **WHEREAS**, the City of St. Louis constitutes the “local transportation authority” for the
20 purposes of the Transportation Project, and as a result of the Missouri Highway Transportation

1 Commission's declining jurisdiction over the Transportation Project, approval of the Transportation
2 Project is vested exclusively with the City; and

3 **WHEREAS**, the TDD Act provides that prior to construction or funding of a proposed
4 project, such project shall be submitted to the local transportation authority for its prior approval,
5 subject to any required revisions of such project, and the district and local transportation authority in
6 question entering into a mutually satisfactory agreement regarding the development and future
7 maintenance of such proposed project; and

8 **WHEREAS**, the City hereby desires and intends to approve the Transportation Project
9 subject to the TDD and the City entering into a mutually satisfactory agreement regarding the
10 development and future maintenance of the Transportation Project; and

11 **WHEREAS**, the City intends to enter into that certain Transportation Project Agreement
12 (the "Agreement"), in the form attached hereto as **Exhibit A** and incorporated herein by reference,
13 with the TDD and HDH, LLC, a Missouri limited liability company (the "Developer") as a mutually
14 satisfactory agreement regarding the development and future maintenance of the Transportation
15 Project; and

16 **WHEREAS**, the TDD Act provides that, within six months after development and initial
17 maintenance costs of a project have been paid, transfer control and ownership of the project in
18 question pursuant to contract; and

19 **WHEREAS**, the TDD intends to transfer and the City intends to accept such control and
20 ownership pursuant to and on the terms set forth in the Transportation Project Agreement; and

21 **WHEREAS**, the Board of Aldermen hereby determines that the terms of the
22 Transportation Project Agreement attached as **Exhibit A** hereto and incorporated herein by

1 reference are acceptable and that the execution, delivery and performance by the City, the
2 Developer and the TDD of their respective obligations are in the best interests of the City and the
3 health, safety, morals and welfare of its residents.

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

5 **SECTION ONE.** The Board of Aldermen hereby approves the Transportation Project as
6 submitted to the City.

7 **SECTION TWO.** The Board of Aldermen further finds and determines that it is
8 necessary and desirable to enter into the Transportation Project Agreement with the Developer in
9 order to implement the Transportation Project.

10 **SECTION THREE.** The Board of Aldermen finds and determines that the
11 Transportation Project is necessary and desirable in order to increase the supply of available
12 parking in the City.

13 **SECTION FOUR.** The Board of Aldermen hereby approves, and the Comptroller of
14 the City are hereby authorized and directed to execute, on behalf of the City, the Transportation
15 Project Agreement by and between the City, the TDD and the Developer attached hereto as
16 **Exhibit A**, and the City Register is hereby authorized and directed to attest to the Transportation
17 Project Agreement and to affix the seal of the City thereto. The Transportation Project
18 Agreement shall be in substantially the form attached, with such changes therein as shall be
19 approved by said Comptroller executing the same and as may be consistent with the intent of this
20 Ordinance and necessary and appropriate in order to carry out the matters herein authorized.

21 **SECTION FIVE.** The Comptroller of the City or his or her designated representatives
22 are hereby authorized and directed to take any and all actions to execute and deliver for and on

1 behalf of the City any and all additional certificates, documents, agreements or other instruments
2 as may be necessary and appropriate in order to carry out the matters herein authorized, with no
3 such further action of the Board of Aldermen necessary to authorize such action by the
4 Comptroller or his or her designated representatives.

5 **SECTION SIX.** The Comptroller or his or her designated representatives, with the
6 advice and concurrence of the City Counselor and after approval by the Board of Estimate and
7 Apportionment, are hereby further authorized and directed to make any changes to the
8 documents, agreements and instruments approved and authorized by this Ordinance as may be
9 consistent with the intent of this Ordinance and necessary and appropriate in order to carry out
10 the matters herein authorized, with no such further action of the Board of Aldermen necessary to
11 authorize such changes by the Comptroller or his or her designated representatives.

12 **SECTION SEVEN.** It is hereby declared to be the intention of the Board of Aldermen
13 that each and every part, section and subsection of this Ordinance shall be separate and severable
14 from each and every other part, section and subsection hereof and that the Board of Aldermen
15 intends to adopt each said part, section and subsection separately and independently of any other
16 part, section and subsection. In the event that any part, section or subsection of this Ordinance
17 shall be determined to be or to have been unlawful or unconstitutional, the remaining parts,
18 sections and subsections shall be and remain in full force and effect, unless the court making
19 such finding shall determine that the valid portions standing alone are incomplete and are
20 incapable of being executed in accord with the legislative intent.

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EXHIBIT A

Transportation Project Agreement

(Attached hereto.)