

Central West End South East Special Business District

c/o Park Central Development Corporation
4512 Manchester Avenue, Suite 100
Saint Louis, Missouri 63110
314.535.5311 office 314.531.1894 fax

MEETING of the BOARD OF COMMISSIONERS TUESDAY, November 17, 2015 4:30 p.m.

1. Call to Order
2. Project Updates
 - A. Public Safety
 - 1) The City's Finest; Crime Reports
 - 2) Neighborhood Security Initiative; Camera Project, Jim Whyte
 - B. Neighborhood Stabilization, Ron Coleman
 - C. Streetscape Maintenance
3. Ordinary Business
 - A. Approval of Minutes (09.22.2015)
 - B. Financial
 - 1) Reports
 - 2) 2016 Planning
 - C. Board Membership
4. By Laws
5. Other Business to Come Before the Board: 2015 Annual "Certificate of Appreciation" (17th Ward Holiday Party)
6. Adjournment

NEXT MEETING: TUESDAY, DECEMBER 15, 2015

This meeting is open to the public, provided, however, that a portion of the meeting may be closed to discuss legal, real estate and/or personnel matters as provided by Sections 610.021(1), (2) and/or (3), RSMO. Representatives of the news media may obtain copies of this notice, and persons with disabilities wishing to attend may contact: Park Central Development Corporation, 45112 Manchester, Suite 100, St. Louis, MO 63110, (314) 535-5311.

DATE POSTED 11.12.2015

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MEETING of the BOARD OF COMMISSIONERS

Tuesday, October 20, 2015

4:30 p.m.

1. Call to Order
2. Project Updates
 - A. Public Safety
 - 1) The City's Finest; Crime Reports
 - 2) Neighborhood Security Initiative, Camera Project, Jim Whyte
 - B. Neighborhood Stabilization, Ron Coleman
 - C. Streetscape Maintenance
3. Ordinary Business
 - A. Approval of Minutes (09.22.2015)
 - B. Financial
 - 1) Reports
 - 2) 2016 Planning
 - C. Board Membership
4. By Laws
5. Other Business to Come Before the Board:
6. Adjournment

NEXT MEETING: TUESDAY, NOVEMBER 17, 2015

This meeting is open to the public, provided, however, that a portion of the meeting may be closed to discuss legal, real estate and/or personnel matters as provided by Sections 610.021(1), (2) and/or (3), RSMO. Representatives of the news media may obtain copies of this notice, and persons with disabilities wishing to attend may contact: Park Central Development Corporation, 45112 Manchester, Suite 100, St. Louis, MO 63110, (314) 535-5311.

DATE POSTED 10.17.2015

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MINUTES of the MEETING of the BOARD OF DIRECTORS SEPTEMBER 22, 2015

1. Call to Order: Mr. Scoggin called the meeting to order at 4:37 p.m.
Directors Present: Yusef Scoggin; Dennis Overton; Teri Pesapane; Jeff Miner
Directors Absent: NA
Directors Excused: NA
Others Present: James Whyte, CWE Neighborhood Security Initiative; Susan Anderson, Park Central Development
2. Project Updates
 - A. Public Safety: Jim Whyte
 - 1) Crime Reports: Comparison to 2014: two more crimes against persons and ten property crimes than 2014. Overall crime is up 11% compared to 2014.
 - 2) Neighborhood Security Initiative; Camera Project: Mr. Whyte said that strong video evidence has been turned over to police with no follow up or action by detectives. He proposes that 10% of the overall SBD and CID payments to NSI (about \$63,000) be devoted to a grant to SLMPD dedicated to a selected group of detectives who would focus solely upon CWE crimes. They would still be working for SLMPD as they investigate, collect evidence, and make arrests. The detectives would be paid time and a half as they and would be covered by all SLMPD insurance and indemnification. If the detective was hired through a private contractor as the mobile patrols are, arrests could only be made within the SBD and CID boundaries. Overtime via SLMPD provides the detectives all authorization to investigate beyond those boundaries and make arrests wherever the criminal is located.
 - B. Neighborhood Stabilization, Ron Coleman: NA
 - C. Streetscape Maintenance: Ms. Anderson said that the work is proceeding as contracted and that this service will not be renewed in 2016. Top Care has been notified.
3. Ordinary Business
 - A. Approval of Minutes: Mr. Overton made a motion to approve the August 18, 2015 minutes as presented. Mr. Miner seconded and the minutes were unanimously approved.
 - B. Financial
 - 1) Reports: Ms. Pesapane made a motion to approve the financial reports as presented. Mr. Overton seconded and the reports were unanimously approved.
 - 2) 2016 Planning: The Assessor's Open Tax Bill report is expected late October or early November. There was a general discussion about safety-related programs for 2016, including

a gun buy-back program and an annual grant to CWE SouthEast neighborhood's National Night Out.

C. Board Membership: Open Board Seat (renter): invitation to Marc del Pietro (The Block): Ms. Anderson said she met with Mr. del Pietro, gave him the agenda packet for the last two meetings and they talked about the SBD's programs and impact. He will get back to her with his decision.

4. Other Business to Come Before the Board

A. Draft By-Laws: The draft included in the agenda packet is a combination of the CWE South SBD and Euclid South CID bylaws. WU Law School interns are now editing them and then a Bryan Cave attorney will review. Once these reviews are complete, the new bylaws will be submitted with an agenda packet and will include a resolution to approve them.

B. TIF Impact upon SBD Revenue: Ms. Anderson said that she had just learned that CWE South SBD's revenue is to be \$19,000 less than reported on the Assessor's Open Tax Bill and that this is due to the TIF on the parking garage at 9 N. Euclid. Her concern is that as more development occurs, revenue will be so dramatically reduced that the SBD will soon be incapable of providing services. She is talking to the Assessor's and Comptroller's Office and the State Auditor about this issue and will update the Board.

5. Adjournment: There being no further business the meeting adjourned at 6 p.m.

Respectfully submitted,

Susan Anderson
 Project Manager
 Park Central Development

ACTIONS ASSIGNED

#	ACTION ITEM	ASSIGNED TO	STATUS
1	Cameras: install at 4400 Laclede	J. Whyte	In process.
2	Cameras: plan relocation of camera at rear of 4045 West Pine	J. Whyte	On hold.
3	Connect West Pine Lofts property manager to NSI re. public safety coordination	S. Anderson	E-mail intro made; meeting scheduled.
4	Track progress of Sandy Bender's appointment to Board	Anderson	08.03.15 application submitted but lost; will be resubmitted to Mayor's office;

#	ACTIONS ASSIGNED	ASSIGNED TO	STATUS
5	Recommendation for vacant board seat	Board members & Anderson	08.05.15 e-mailed Cortex for potential board member (4240 Forest Park). 09.09.15 Anderson to meet w/ Marc del Pietro (declined)
6	Request use of West Pine-Laclede Neighborhood Association membership database for outreach (safety issues)	Anderson	09.08.15
7	Compile list of social service agencies w/ contact info for "business card" distribution	Anderson	List complete.
8	Bylaws	Anderson	Complete; submitted to Board 10.20.15.

CWE Southeast SBD
Balance Sheet
As of October 31, 2015

	<u>Oct 31, 15</u>
ASSETS	
Current Assets	
Checking/Savings	
10200 · Pulaski CWE SE SBD #0576	58,904.41
11200 · Pulaski CWESE SBD #5936	163,310.54
Total Checking/Savings	<u>222,214.95</u>
Total Current Assets	<u>222,214.95</u>
TOTAL ASSETS	<u><u>222,214.95</u></u>
LIABILITIES & EQUITY	
Equity	
Retained Earnings	155,534.99
Net Income	66,679.96
Total Equity	<u>222,214.95</u>
TOTAL LIABILITIES & EQUITY	<u><u>222,214.95</u></u>

CWE Southeast SBD
Profit & Loss Budget vs. Actual
 January through October 2015

	<u>Jan - Oct 15</u>	<u>Budget</u>
Income		
41000 · Tax Revenue	222,411.90	213,000.00
42800 · Interest Income	112.41	150.00
Total Income	<u>222,524.31</u>	<u>213,150.00</u>
Gross Profit	222,524.31	213,150.00
Expense		
61000 · Administration		
61100 · Administration (PCDC)	11,250.00	11,250.00
61200 · Bank Charge	10.00	20.83
61300 · Insurance, Liability & D&O	-65.78	0.00
61500 · Meetings Expense	50.00	0.00
61600 · Postage and Shipping Expense	0.00	0.00
61800 · Web Site	67.87	100.00
Total 61000 · Administration	<u>11,312.09</u>	<u>11,370.83</u>
68000 · Public Safety		
68200 · CWE Neighborhood Safety Ini.	32,000.00	24,000.00
68400 · National Night Out	118.13	
68500 · Patrol	86,562.50	123,333.34
68600 · Security Camera	20,000.00	
Total 68000 · Public Safety	<u>138,680.63</u>	<u>147,333.34</u>
80000 · Maintenance Expense	4,474.97	2,645.83
90000 · Infrastructure	1,376.66	18,888.30
Total Expense	<u>155,844.35</u>	<u>180,238.30</u>
Net Income	<u><u>66,679.96</u></u>	<u><u>32,911.70</u></u>

CENTRAL WEST END SOUTHEAST
SPECIAL BUSINESS DISTRICT

2016 BUDGET PROPOSAL

REVENUE

Unexpended Restricted Funds, Streetlights	\$	20,000	
Funds Remaining from 2015 ⁽¹⁾	\$	14,000	
2016 Revenue			
2015 Special Taxes Billed	\$	255,435	
Less 1.25% Projected Unpaid Special Taxes ⁽²⁾	\$	(3,195)	
Interest	\$	150	
Total 2016 Revenue			\$ 252,390
Less Contingency: 10% of 2016 Revenue	\$	(25,239)	
TOTAL FUNDS AVAILABLE			\$ 227,151

EXPENSES

Administration

Admin. Services	\$	(15,000)	
Annual Award	\$	(50)	
Bank Charges	\$	(40)	
Insurance	\$	(1,100)	
Meeting Expenses	\$	(50)	
Postage	\$	(100)	
Website	\$	(100)	
Total: Administration (7.2% of 2016 Funds Available)			\$ (16,440)

Programs

Public Safety			
CWE-NSI ⁽³⁾	\$	(33,000)	
National Night Out	\$	(1,486)	
Safety Patrols-As Scheduled ⁽⁴⁾	\$	(150,000)	
Safety Message on Wayfinders & Repair Contingency ⁽⁵⁾	\$	(2,200)	
Restricted Funds, 4400 West Pine Streetlights	\$	(24,025)	
Total: Public Safety (92.8% of 2016 Funds Available)			\$ (210,711)

TOTAL: ADMINISTRATION AND PROGRAM EXPENSES

\$ (227,151)

NOTES:

- (1) to be confirmed by accountant
- (2) based on history
- (3) 14.528% of 2015 special assessments billed (NSI has not finalized their budget therefore this rate is a guestimate.)
- (4) \$2,000 increase over 2015 budget
- (5) Wayfinders to include 911 & NSI information

Recommendation: After payment of all 2015 invoices, 1/3 of remaining dollars be added to a permanent contingency fund (\$4,667) and 2/3 be added to the restricted funds for streetlights (\$9,333).

BYLAWS of the CENTRAL WEST END SOUTHEAST SPECIAL BUSINESS DISTRICT

ARTICLE I – THE DISTRICT

Section 1.1. Name of the District. The name of the District shall be “Central West End Southeast Special Business District” (hereinafter referred to as “the District”) of the City of St. Louis.

Section 1.2. Principal Office of the District. The principal office of the district shall be located within the offices of the Park Central Development Corporation, 4512 Manchester Ave. Suite 100 in the City of St. Louis, Missouri, or at such other place as is designated by the Board of Commissioners of the District from time to time. The Principal office shall serve as the registered office.

Section 1.3. Boundaries of the District. The boundaries of the district shall be as described in Ordinance 63780 and expanded in Ordinance 68236; as such, these ordinances may be amended from time to time.

ARTICLE II – AUTHORITY AND PURPOSES

Section 2.1. Authority. The District is created under authority of Sections 71.790 – 71.808 of the Revised Statutes of Missouri (commonly known as the “Special Business Districts Law”) and Ordinances 63780, 64550, and 68236 of the City of St. Louis. Such laws and ordinances, as amended from time to time, are hereby incorporated by this reference into these bylaws.

Section 2.2. Governing Body. The business and affairs of the District shall be shall be under the direction of and managed by by a Board of Commissioners, which shall consist of seven (7) members as provided in Ordinance 64549.

Section 2.3. General Purpose. The purpose of the District is to plan and implement such services and improvements within the District as, in the judgment of the Commission, are needed by the District and are appropriate under the provisions of Ordinances 63780, 64550, and 68236; and are pursuant to the then-current budget approved by the St. Louis Board of Aldermen.

ARTICLE III – COMMISSIONERS

Section 3.1. Qualifications. Each of the seven (7) Commissioners 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;

BYLAWS of the CENTRAL WEST END SOUTHEAST SPECIAL BUSINESS DISTRICT

- C. Be at least twenty-one (21) years of age;
- D. Be free of felony conviction(s);
- E. Five (5) Commissioners shall be an owner of real property within the District boundaries (or a legally authorized representative thereof [Property Owner]); and
- F. Two (2) Commissioners shall be a renter of real property within the District boundaries (or a legally authorized representative thereof [Renter]).

Any Property Owner that is also a Renter shall be entitled to be a representative in either ((E) or (F) above, and not both.

Section 3.2. Term of Office. After the initial terms described in Ordinance 63780, Commissioners shall serve a four (4) year term of office.

Section 3.3. Removal. Commissioners may be removed by the procedure described in Ordinance 63780.

Section 3.4. Vacancies. Vacancies on the Board of Commissioners shall be filled by the procedure described in Ordinance 63780.

Section 3.5. Resignation. A Commissioner shall resign from the Commission by delivering written or electronic notice of resignation to the principal office of the District. Such resignation shall be effective upon its delivery.

Section 3.6. Compensation. No Commissioner shall receive any compensation for service on the Commission. However, the Commission may, from time to time, authorize reimbursement of Commissioners for actual out of pocket expenses incurred in connection with their service as Commissioners.

ARTICLE IV – OFFICERS

Section 4.1. Officers. The officers of the Commission shall be a Chairman, Secretary, and Treasurer, and other such offices as may from time to time be established by the Board. The Chairman, Secretary, and Treasurer shall be elected from the membership of the Board and shall at all times while holding such offices be Commissioners. One or more offices may be filled by the same person.

Section 4.2. Election and Term of Office

- A. Chairman, Secretary, and Treasurer. At the meeting of the Board where these Bylaws are adopted, and at each annual meeting thereafter, the Board shall elect from its membership a Chairman, Secretary, and

BYLAWS of the CENTRAL WEST END SOUTHEAST SPECIAL BUSINESS DISTRICT

Treasurer to serve for either the ensuing year or until the next annual meeting, whichever comes first.

- B. Officers. Officers shall be elected annually by the Board at the annual meeting of the District. If the annual election of officers shall not be held at the annual meeting, all previously duly elected officers shall continue to hold their respective offices and the annual election shall be held as soon thereafter as convenient to the Board. Any officer duly elected may succeed himself. Each officer shall hold office until his successor shall be duly elected and qualified, or until termination of his office as provided by these Bylaws.
- C. Vacancies. Should any office become vacant, the Commissioners shall elect a successor from among their number at the next regular meeting, and such election shall be for the unexpired term of said office.

Section 4.3. Duties of Officers

- A. Chairman. The Chairman shall preside at all meetings of the Board of Commissioners of the District. At each meeting the Chairman shall submit for consideration of the Commissioners such recommendations and information as he may consider proper concerning the business affairs and policies of the District.

The Chairman shall, along with the Secretary or other proper officer of the Commission, sign all deeds, mortgages, bonds, contracts, and other instruments which the Commission has authorized to be executed, except in cases where the signing of an instrument is expressly delegated to some other officer or agent of the Commission.

The Chairman shall perform all other duties incident to the office of chairman or president of a Missouri governmental commission or as may be prescribed by the Commission from time to time.

- B. Secretary. The Secretary shall keep the records of the District, act as Secretary of the meetings of the District and record all votes, keep a record of proceedings of the District in a journal of proceedings to be maintained for such purpose, and perform all duties incident to his office. He shall keep in safe custody the seal of the District and shall have the power to affix such seal to all contracts and instruments which he executes.
- C. Treasurer. The Treasurer shall render to the District an annual financial report showing the financial condition of the District. He shall present a

BYLAWS of the CENTRAL WEST END SOUTHEAST SPECIAL BUSINESS DISTRICT

budget at each Annual Meeting. He shall render such other services to the District as are usually incident to his office, except those which are otherwise delegated.

- D. The Treasurer shall perform the duties of the Chairman in the absence or incapacity of the Chairman; and in the case of the resignation or death of the Chairman, the Treasurer shall perform such duties as are imposed on the Chairman until such time as the board shall select a new Chairman.
- E. Resignation, Incapacity, or Death. In the case of resignation, incapacity, or death of the Chairman, the Treasurer shall perform such duties as are imposed on the Chairman until such time as the Board shall select a new Chairman.
- F. Executive Director. The Commissioners may appoint an Executive Director at their discretion, but are not required to appoint an Executive Director if one does not exist. No Commissioner shall serve as Executive Director, except to fill the position temporarily. The Executive Director shall serve at the pleasure of the Commissioners, and may be removed or replaced at any time, with or without cause. The Chairman or the Treasurer shall perform the duties of the Executive Director in the absence of an Executive Director.

In addition, the Executive Director shall have custody of all funds of the District and shall deposit same in the name of the District in such bank or banks as the Board of Commissioners may select. All funds of the District under his care shall be withdrawn only upon the check, draft, note, order, or written consent of the District, signed manually by the Executive Director or the Chairman. All funds to be withdrawn must also be countersigned by either the Chairman (not to countersign his own signature), the (not to countersign his own signature), the Treasurer, or the Secretary; whose signatures shall be duly certified to the depositories upon election or appointment to the aforementioned positions.

- G. Bonds. All officers and employees of the District who have been or shall be authorized to sign orders or checks for the payment of money from the accounts or funds of the District, and all officers or employees who have been or shall be authorized to countersign order or checks so signed, shall give bond for the faithful performance of their respective duties, in such amounts as are required by the District.
- H. Additional Duties. The officers of the District shall perform such other duties and functions as may from time to time be required by the District

BYLAWS of the CENTRAL WEST END SOUTHEAST SPECIAL BUSINESS DISTRICT

or the bylaws of the District, or such other duties as may be incident to that office of a Missouri governmental commission.

- I. Additional Officers. The powers and duties of any additional officers shall be determined by the Board when creating such offices.
- J. Delegation. If any officer of the District is absent or unable to act, or for any other reason that the Board may deem necessary, the Board may delegate, for such time, some or all of the functions, duties, powers and responsibilities of any officer to any other officer, or to any other agent or employee of the District or other responsible person, provided a majority of the Board approves such delegation.
- K. Employees and Independent Contractors. The District may, at its discretion, employ or contract with any service provider for the services of technical experts and such other officers, agents, and employees, permanent and temporary, as the District may require. If the District chooses to employ any personnel, the District shall determine their qualifications and duties and, if they are employees of the District, their compensation. For such legal services as it may require, the District may retain its own counsel. The District may delegate to one or more of its agents or employees such powers or duties as it may deem proper.

Any personnel employed by the District shall be governed by a set of Personnel Policies developed by the Executive Director, approved by the Board of Commissioners, and administered by the Executive Director.

ARTICLE V – MEETINGS

Section 5.1. Annual Meeting. The Annual Meeting of the Board of Commissioners of the District shall be held on the third Tuesday of January of each Year at the principal office of the District at noon C.S.T. (or C.D.S.T. when the community is observing Daylight Savings Time). In the event that such date falls on a legal holiday, the Annual Meeting shall be held on the next succeeding business day.

Section 5.2. Regular Meetings. Regular meetings of the Board of Commissioners of the District shall be held on the third Tuesday of each month at the principal office of the District at 4:30 p.m. C.S.T. (or C.D.S.T. when the community is observing Daylight Savings Time). In the event that a regular meeting falls on a legal holiday, said meeting shall be held on the next succeeding Tuesday.

Section 5.3. Special Meetings. The Chairman may, when he deems it expedient, and upon written or electronic request to the Commissioners of the District, call

BYLAWS of the CENTRAL WEST END SOUTHEAST SPECIAL BUSINESS DISTRICT

a Special Meeting of the Board for the purpose of transacting any business designated in the call. The call for a Special Meeting must be delivered electronically to each Commissioner or may be mailed to the business or home address of each Commissioner in time for its receipt at least two business days prior to the day of such meeting. The Special Meeting shall be held at the time and meeting place designated in the notice. At such Special Meeting, no business shall be considered other than as designated in the call without the unanimous consent of all Commissioners. In the event that all Commissioners are present and unanimously consent, any and all business may be transacted at such Special Meeting.

Section 5.4. Public Notice. Public Notice of all meetings of the Board of Commissioners shall be given as provided in Section 610.010 to 610.30 of the Revised Statutes of Missouri, as amended.

Section 5.5. Quorum. The powers of the District shall be vested in the Commissioners thereof. A majority of the Board of Commissioners serving at the time of any meeting shall constitute a quorum for the purpose of conducting its business and exercising its powers for all other purposes. A smaller number may recess from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken upon a vote of a majority of the Commissioners present.

Section 5.6. Telephone/Electronic Participation in Meetings. The Board of Commissioners may participate in any meeting of the Board by means of telephone or other electronic means so long as all persons participating can simultaneously hear and communicate with each other in real-time, and a location has been identified in the notice of the meeting at which members of the public shall be allowed to observe and attend the public meeting so that the requirements of the Open Records Law are met. A Commissioner's presence via telephone or electronic communication shall establish that Commissioner's actual presence at a meeting for purpose of any quorum requirements.

Section 5.7. Manner of Voting. Each Commissioner present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision. Votes on all questions before the Board of Commissioners shall be by voice vote unless the presiding officer shall direct or any Director shall demand a vote by roll call or by ballot and entered on the minutes of such meeting. In the case of election of officers, the vote may be by ballot. When any Commissioner is participating in a Board meeting via telephone or other electronic device, that Commissioner shall be afforded the same voting rights as those physically present, and the presiding officer of the meeting shall take all votes by roll call.

Section 5.8. Action by Majority. The concurrence of the majority of the Commissioners present in any meeting at which a quorum is present shall bind the District.

BYLAWS of the CENTRAL WEST END SOUTHEAST SPECIAL BUSINESS DISTRICT

Section 5.9. Action without Meeting. Action required or permitted by these Bylaws to be taken at a meeting may be taken without a meeting so long as all Commissioners are provided with the same information describing the action to be taken. The information describing the action to be taken must also provide instructions on how Commissioners may cast their electronic votes and specify the dates on which the voting window opens and closes. Information describing the action to be taken without a meeting must be delivered electronically to each Commissioner in time for its receipt prior to the day the voting window opens.

Section 5.10. Voting without Meeting. Each Commissioner shall be entitled to cast one vote on the matter at any time during the voting window. Votes on all actions without a meeting shall be cast electronically according to the instructions included in the information describing the action to be taken. The concurrence of the majority of all Commissioners shall bind the District. Action taken under this section shall be ratified at the next regularly scheduled meeting.

Section 5.11. Voting Window. The voting window for an action taken without a meeting shall be no more than five business days.

ARTICLE VI – DELEGATION

Section 6.1. Committee. The Chairman may create standing and ad hoc committees from time to time, as the Chairman sees fit.

Section 6.2. Committee Membership. The Chairman shall appoint one or more persons to serve on each committee. Such persons may be Commissioners or other persons as the Chairman sees fit.

ARTICLE VII - AMENDMENTS

Section 7.1. Amendments to Bylaws. The bylaws of the District shall be amended only with the approval of at least four (4) of the Commissioners of the Board at a regular or special meeting. Except by unanimous consent of all of the Commissioners, no proposed amendment to the bylaws shall be voted upon until the same has been reduced to writing, filed with the Secretary, and read at the regular meeting immediately preceding the meeting at which such amendment is voted upon.

BYLAWS of the CENTRAL WEST END SOUTHEAST SPECIAL BUSINESS DISTRICT

ARTICLE VIII – LIABILITY AND INDEMNIFICATION

Section 8.1. Liability of Commissioners. Commissioners shall not be personally liable for the debts, obligations, or other liabilities of the District, subject to the terms and conditions contained in this Article VIII.

Section 8.2. Indemnification. The District shall indemnify any person who was or is threatened to be made a party to any civil or criminal legal action by reason of the fact that he or she is or was a director, officer, employee, and/or agent of the District or is or was serving, at the request of the District, in some capacity on its behalf.

Expenses incurred which are subject to indemnification may be advanced by the District prior to final disposition of the claim, action, suit, or other proceeding upon receipt of any undertaking acceptable to the District by or on behalf of the recipient, who shall repay such amount unless it is ultimately determined that the recipient is entitled to indemnification.

The right of indemnification shall be in addition to other rights to which those to be indemnified may otherwise be entitled by agreement, operation of law, or otherwise, and shall be available whether or not the claim asserted against such person is based upon matters which antedate the adoption of these Bylaws. If any word, clause, or provision of these Bylaws or any indemnification made under these Bylaws shall for any reason be determined to be invalid, the other provisions of these Bylaws shall not be affected but shall remain in full force and effect.

Section 8.3. Scope of Indemnification. Directors, officers, employees, and/or agents of the District shall be indemnified by the District against all liability and reasonable expense pursuant to the terms and conditions herein. Such indemnification may include but is not limited to attorneys' fees, amounts of judgments, amounts paid in settlement of claims, fines, penalties, and/or any other amounts actually and reasonably incurred in connection with the legal action in question, provided that the person to be indemnified is wholly successful with respect thereto, unless the Board in its discretion shall determine that such person did not meet the standard of conduct required by these Bylaws.

Indemnification under these Bylaws shall not include any amount payable by such person to the District in satisfaction of any judgment or settlement, and indemnification shall be reduced by the amount of any such judgment or settlement.

Should indemnification be required under these Bylaws with respect to any claim, action, suit, or proceeding where the person seeking indemnification has not been wholly successful, such indemnification may be made only upon the prior determination by a resolution of a majority of those members of the Board who are not involved in the claim, action, suit, or proceeding that such person met the standard of conduct required,

BYLAWS of the CENTRAL WEST END SOUTHEAST SPECIAL BUSINESS DISTRICT

and, where a settlement is involved, that the amount of the settlement is reasonable. In making its determination, the Board may consult the written opinion of non-employee legal counsel.

Section 8.4. "Wholly Successful." The term "wholly successful" shall mean:

A. The termination of any claim, action, suit, or proceedings against such person without any finding of liability or guilt against him and without any settlement by payment, promise, or undertaking by or for such person, or

B. The expiration of a reasonable period of time after the making of any claim or threat without action, suit, or proceeding having been brought and without any settlement by payment, promise, or undertaking by or for such person.

Section 8.5. Standard of Conduct. The standard of conduct required shall be that such person acted in good faith for a purpose which he reasonably believed to be in the best interest of the District, and, in addition, that in any criminal action or proceeding, he had no reasonable cause to believe his conduct to be unlawful. The termination of any claim, action, suit or other proceeding, by judgment, order settlement (whether with or without court approval), conviction, or upon a plea of guilty, nolo contendere, or its equivalent, shall not of itself create a presumption that such person did not meet the standard of conduct required.

ARTICLE IX – CONTRACTS, BANK ACCOUNTS, CHECKS AND DEPOSITS

Section 9.1. Contracts. The Board may authorize any officer or duly authorized agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the District, and such contract may be general or confined to specific instances.

Section 9.2. Bank Accounts. The revenues of the District shall be deposited in such manner as the Board shall direct in such banks or trust companies as the Board may designate. Such accounts shall be special trust funds used specifically for the deposit of District revenue.

Administration of the bank accounts and financial record of the District by an individual not a Commissioner shall be approved by resolution by a majority of the Board, and shall include specific duties and responsibilities.

Section 9.3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness less than Five Thousand USD (\$5,000.00) shall require one authorized signature. All checks, drafts or other orders for the

BYLAWS of the CENTRAL WEST END SOUTHEAST SPECIAL BUSINESS DISTRICT

payment of money, notes, or other evidences of indebtedness more than Five Thousand USD (\$5,000.00) issued in the name of the District shall require two authorized signatures.

Authorized signators may be an officer of the Board or an agent of the District in such manner as shall from time to time be determined by resolution of the Board.

Section 9.4. Deposits. All funds of the District not otherwise employed shall be deposited from time to time to the credit of the District in such bank, trust companies, or other depositories as the Board may select.

Adopted this _____ day of _____, 2015 at a meeting of the Board of Commissioners of the Central West End SouthEast Special Business District at which a quorum was in attendance.

President,
CWE SouthEast Special Business District

Secretary,
CWE SouthEast Special Business District

signature

signature

printed name

printed name

**A RESOLUTION OF THE CENTRAL WEST END SOUTHEAST
SPECIAL BUSINESS DISTRICT APPROVING AND ADOPTING BYLAWS.**

WHEREAS, in order to provide for the effective organization and governance of the District, the Board of Directors of the District (the "Board") desires to adopt the Bylaws attached hereto as Exhibit A (the "Bylaws"); and

WHEREAS, at a duly noticed meeting of the Board of Directors of the District (the "Board"), at which a quorum was present, the Board took the action further described herein.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE EUCLID SOUTH COMMUNITY IMPROVEMENT DISTRICT, AS FOLLOWS:

1. The Bylaws attached hereto as Exhibit A are approved and adopted and shall govern the affairs, organization and business of the District.
2. The Secretary is instructed to certify the Bylaws and cause the Bylaws to be made a part of the corporate records of the District.
3. The Board and the officers thereof are authorized and directed to take all further action necessary to carry out the purpose and intent of this Resolution.
4. This Resolution shall be in full force and effect from and after its adoption as provided by law.
5. 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 the Resolution are so essential to and inseparably connected with and dependent upon the void portion that it cannot be presumed that the Board of Directors 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.

ADOPTED this _____th day of _____, 2015.

CWE SOUTHEAST SPECIAL BUSINESS DISTRICT

_____, Chairman

ATTEST:

_____, Chairman