

MEETING
OLIVE/GRAESER TRANSPORTATION DEVELOPMENT DISTRICT
PROPERTY OWNERS

December 16, 2020

11:00 a.m.

via Zoom, Meeting ID: 840 0755 9784, Passcode: 660298

<https://us02web.zoom.us/j/84007559784?pwd=SUYraVdzcmMyK2xUZTNyYlUrTmlsdz09>

AGENDA

- 1) Opening and call to order
- 2) Roll call
- 3) Election of chair and secretary of the meeting
- 4) Public comments
- 5) Review and approval of minutes of property owners' meeting held on December 20, 2019
- 6) Review of share ledger and § 3.13 of District Development Agreement governing election of directors
- 7) Nomination and election of directors—by written ballot
- 8) Acceptance of documents as part of the record
- 9) Adjournment

**MEETING
OLIVE/GRAESER TRANSPORTATION DEVELOPMENT DISTRICT
PROPERTY OWNERS**

**Creve Coeur Government Center
300 North New Ballas Road, Creve Coeur, Missouri 63141
December 20, 2019
10:00 a.m.**

MINUTES OF MEETING

A meeting of the owners of record of real property (the “**Owners**”) located within the Olive/Graeser Transportation Development District (the “**District**”) was held on December 20, 2019 at 10:00 a.m. at the Creve Coeur Government Center, 300 North New Ballas Road, Creve Coeur, Missouri 63141. The audio of this meeting will be posted on the website of the City of Creve Coeur: www.creve-coeur.org.

1. OPENING AND CALL TO ORDER.

Based upon a determination that a majority of property owners were present (representing approximately 10.85 out of 12.82 voting shares), Jennifer E. Beasley, legal counsel to the District, called the meeting to order at 10:03 a.m.

2. ROLL CALL.

Property owners present: Lori Obermoeller, representing via proxy
10923 Olive Partners, L.L.C. (1.24 shares) and
D Hutkin Family Investors, LLC (1.025 shares)
and
First Community Credit Union (2.62 shares)
and
Adkins Farms, Inc./ORA Properties, LLC (1.025 shares)

Brian Levine, representing
Forsyth Investments LLC (1.85 shares) and
Bettie Gershman, Trustee of the Bettie Gershman Revocable Trust
dated August 29, 1995, as amended (1.13 shares)

Joe Beaudean, representing
10941 Creve Coeur Olive LLC (1.961 shares)

Property owners absent: Creve Coeur Real Estate Venture IV, LLC (1.28 shares)
Aberdeen Battleship, LLC (.6928 shares)

Others present: Jennifer E. Beasley, Jenkins & Kling, P.C.
Katherine I. McLaughlin, Jenkins & Kling, P.C.

Mark Perkins, City of Creve Coeur, Missouri
Peter Kim, City of Creve Coeur, Missouri
Tracy Brothers, City of Creve Coeur, Missouri
Rick Matejka, Director, Olive/Graeser Transportation
Development District
Paul Hampel, Director, Olive/Graeser Transportation Development
District
Dave Kreuter, Director, Olive/Graeser Transportation
Development District

3. ELECTION OF CHAIR AND SECRETARY OF MEETING.

Ms. Obermoeller nominated herself to serve as meeting chair and Mr. Beaudean to serve as meeting secretary. Mr. Beaudean seconded the motion. No discussion was held on the motion. The motion carried, with all votes of the Owners present cast in favor.

4. PUBLIC COMMENTS.

An opportunity was presented for anyone in the audience to make comments on any matters of interest. No comments were made.

5. REVIEW AND APPROVAL OF MINUTES OF PROPERTY OWNERS' MEETING HELD ON DECEMBER 19, 2018.

Ms. Obermoeller moved to approve the minutes of the last property owners meeting held on December 19, 2019. Mr. Beaudean seconded the motion. No discussion was held on the motion. The motion carried, with all votes of the Owners present cast in favor.

6. REVIEW OF SHARE LEDGER AND § 3.13 OF DISTRICT DEVELOPMENT AGREEMENT GOVERNING ELECTION OF DIRECTORS.

Ms. Beasley stated for the record that pursuant to Section 3.13 of the District Development Agreement, once the Series A Notes are paid in full or owned solely by the City, the District Board of Directors shall consist of nine members, with two members designated by the City of Creve Coeur, two members designated by Pace Creve-Coeur Associates, L.L.C., one member designated by St. Louis County, and four members designated one each by respective vote of Wolff, Stern, Credit Union, and Hutkin, as such terms are defined in the District Development Agreement.

No objections or corrections to the share ledger were presented.

7. NOMINATION AND ELECTION OF DIRECTORS.

The following slate of directors was approved to fill open positions on the Board of Directors:

Brian Levine
Dave Kreuter
Paul Hampel

Three-Year Term, Expires December 20, 2022
Three-Year Term, Expires December 20, 2022
Three-Year Term, Expires December 20, 2022

The slate of directors was approved as presented with all votes of the Owners present cast in favor.

8. ACCEPTANCE OF DOCUMENTS AS PART OF THE RECORD.

The following documents were accepted as part of the record of the meeting:

- (a) Notice of meeting posted at the City of Creve Coeur;
- (b) Share ledger;
- (c) Proxies; and
- (d) Written ballots electing directors.

9. ADJOURNMENT.

There being no further business, Mr. Beaudean moved to adjourn the meeting. Ms. Obermoeller seconded the motion. The motion carried, with all votes of the Owners present cast in favor. The meeting was adjourned at 10:11 a.m.

**PROPERTY OWNERS OF
OLIVE/GRAESER TRANSPORTATION
DEVELOPMENT DISTRICT**

By: _____

Print Name: _____

Title: Secretary of Property Owners' Meeting
on _____, ____ 2020.

**OLIVE/GRAESER TRANSPORTATION DEVELOPMENT DISTRICT
SHARE LEDGER**

For Property Owners' Meeting on December 16, 2020

Property Owner	Locator No.	No. of Acres	No. of Votes*
10923 Olive Partners, L.L.C. 10829 Olive Boulevard, Suite 200 St. Louis, Missouri 63141	17N631104	1.24	1.24
Adkins Farms, Inc. and ORA Properties, LLC 11669 E. CR 300N Chandlerville, Illinois 62627 And D Hutkin Family Investors, LLC 10829 Olive Boulevard, Suite 200 St. Louis, Missouri 63141	17N631094	2.05	2.05
Bettie Gershman, Trustee of the Bettie Gershman Revocable Trust dated August 29, 1995, as amended c/o Jeffrey S. Gershman, Esq. Stone, Leyton, Gershman 7733 Forsyth Boulevard, Suite 500 St. Louis, Missouri 63105	17N540732 17N540741	1.13	1.13
Creve Coeur Real Estate Venture IV, LLC 721 Emerson Road, Suite 100 St. Louis, Missouri 63141	17N540134	1.28	1.28
First Community Credit Union 10950 Olive Boulevard St. Louis, Missouri 63141	17N610721	2.62	2.62
Forsyth Investments, LLC 7 North Bemiston Avenue St. Louis, Missouri 63105	17N540046 17N540057	1.85	1.85
Aberdeen Battleship, LLC 12515 Windsor View Ct. Creve Coeur, MO 63141	Various	0.6928	0.6928
10941 Creve Coeur Olive LLC c/o Leslie Modell Outlet City Inc. 760 Park Ave. New York, NY 10021	Various	1.961	1.961 †
TOTAL		12.82	12.82

***Note: Each of the above-listed property owners is a party to or bound by the District Development Agreement dated as of August 31, 2009, as amended, which governs the election of directors by the property owners.**

†10941 Creve Coeur Olive LLC, as successor-in-interest to Trivest Real Estate 1, LLC, is bound by that certain TDD Agreement dated as of September 12, 2011, which concerns the election of directors by the owner of the property located at 10941 Olive Blvd., Creve Coeur, MO 63141.

Signature: _____

Print Name: _____

Secretary of Property Owners' Meeting on
December 16, 2020

BALLOT FOR ELECTION OF DIRECTORS
Olive/Graeser Transportation Development District

The undersigned owner of record of real property located within the Olive/Graeser Transportation Development District (the “***District***”) located in the City of Creve Coeur, Missouri, hereby executes this ballot to elect the following persons as members of the Board of Directors of the District for the terms specified by each name or until his/her successor shall have been duly elected and qualified:

Bill Biermann
Les Steinberg

Three-Year Term, Expires December 16, 2023
Three-Year Term, Expires December 16, 2023

I hereby declare under penalties of perjury that:

- (1) I am qualified to vote, or to affix my authorized signature in the name of an entity that is entitled to vote, in this election by virtue of owning real property within the District, pursuant to section 238.220.2 of the TDD Act;
- (2) I approve the form of this ballot for election of directors;
- (3) I consent to authorized natural persons voting in this election on behalf of corporations, limited liability companies, and other entities owning real property within the District and to votes being apportioned to each property owner based on number of acres owned within the District, pursuant to Section 238.220.2 of the TDD Act;
- (4) I am over the age of eighteen;
- (5) I have not been adjudged incapacitated;
- (6) I am not confined under a sentence of imprisonment;
- (7) I am not on probation or parole after conviction of a felony; and
- (8) I have never been convicted of a felony or misdemeanor connected with the right of suffrage.

Aberdeen Battleship, LLC

By: _____
Printed Name: _____
Title: _____

No. of acres voted: 0.6928

Address: Aberdeen Battleship, LLC
 12515 Windsor View Ct.
 Creve Coeur, MO 63141

Subscribed and sworn to before me this ____ day of December, 2020.

Signature of notary or other officer
authorized to administer oaths

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10941 Creve Coeur Olive LLC

By: Pace Properties, Inc., its authorized representative pursuant to that certain TDD Agreement dated as of September 12, 2011

By: Pace Realty Investors, L.L.C., its Manager

By: _____
Printed Name: _____
Title: _____

No. of acres voted: 1.961

Address: c/o Pace Properties Incorporated
1401 S. Brentwood Boulevard, Suite 900
St. Louis, Missouri 63144
Attention: General Counsel

Subscribed and sworn to before me this ____ day of December, 2020.

Signature of notary or other officer
authorized to administer oaths

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“WOLFF”

CREVE COEUR REAL ESTATE VENTURE IV, LLC

By: _____
William C. Biermann, Authorized Signatory

No. of acres voted: 1.28

Address: 721 Emerson Road, Suite 100
St. Louis, Missouri 63141
Attention: Ms. Susan W. Moriconi

Subscribed and sworn to before me this _____ day of December, 2020.

Signature of notary or other officer
authorized to administer oaths

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“STERN”
FORSYTH INVESTMENTS LLC

By: _____
Brian Levine, Authorized Representative

No. of acres voted: 1.85
Address: 7 North Bemiston Avenue
St. Louis, Missouri 63105
Attention: Mr. Thomas A. Stern

Subscribed and sworn to before me this ____ day of December, 2020.

Signature of notary or other officer
authorized to administer oaths

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“GERSHMAN TRUST”
THE BETTIE GERSHMAN REVOCABLE TRUST
DATED AUGUST 29, 1995, AS AMENDED

By: _____
Brian Levine, Authorized Representative

No. of acres voted: 1.13
Address: c/o Jeffrey S. Gershman, Esq.
Stone, Leyton, Gershman
7733 Forsyth Boulevard, Suite 500
St. Louis, Missouri 63105

Subscribed and sworn to before me this _____ day of December, 2020.

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“CREDIT UNION”

FIRST COMMUNITY CREDIT UNION

f/k/a Monsanto Credit Union

By: _____
Printed Name: _____
Title: _____

No. of acres voted: 2.62

Address: 10950 Olive Boulevard
St. Louis, Missouri 63141
Attention: Manager

Subscribed and sworn to before me this ____ day of December, 2020.

Signature of notary or other officer
authorized to administer oaths

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“HUTKIN”
ADKINS FARMS, INC.

By: _____
Printed Name: _____
Title: _____

No. of acres voted for parcel owned collectively by Adkins Farms, Inc., ORA Properties, LLC, and D Hutkin Family Investors, LLC: 2.05
Address: 11669 E. CR 300N
Chandlerville, Illinois 62627
Attention: Mr. Oakleigh R. Adkins, III

Subscribed and sworn to before me this ____ day of December, 2020.

Signature of notary or other officer
authorized to administer oaths

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- (8) I have never been convicted of a felony or misdemeanor connected with the right of suffrage.

“HUTKIN”
ORA PROPERTIES, LLC

By: _____
Printed Name: _____
Title: _____

No. of acres voted for parcel owned collectively by Adkins Farms, Inc., ORA Properties, LLC, and D Hutkin Family Investors, LLC: 2.05
Address: 11669 E. CR 300N
Chandlerville, Illinois 62627
Attention: Mr. Oakleigh R. Adkins, III

Subscribed and sworn to before me this ____ day of December, 2020.

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- (8) I have never been convicted of a felony or misdemeanor connected with the right of suffrage.

“HUTKIN”

D HUTKIN FAMILY INVESTORS, LLC

By: _____

Printed Name: _____

Title: _____

No. of acres voted for parcel owned collectively by Adkins Farms, Inc., ORA Properties, LLC, and D Hutkin Family Investors, LLC: 2.05

Address: 10829 Olive Boulevard, Suite 200
St. Louis, Missouri 63141
Attention: Mr. David S. Hutkin

Subscribed and sworn to before me this ____ day of December, 2020.

Signature of notary or other officer
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- (8) I have never been convicted of a felony or misdemeanor connected with the right of suffrage.

“HUTKIN”
10923 OLIVE PARTNERS, L.L.C.

By: _____
Printed Name: _____
Title: _____

No. of acres voted: 1.24
Address: 10829 Olive Boulevard, Suite 200
St. Louis, Missouri 63141
Attention: Mr. David S. Hutkin

Subscribed and sworn to before me this ____ day of December, 2020.

Signature of notary or other officer
authorized to administer oaths