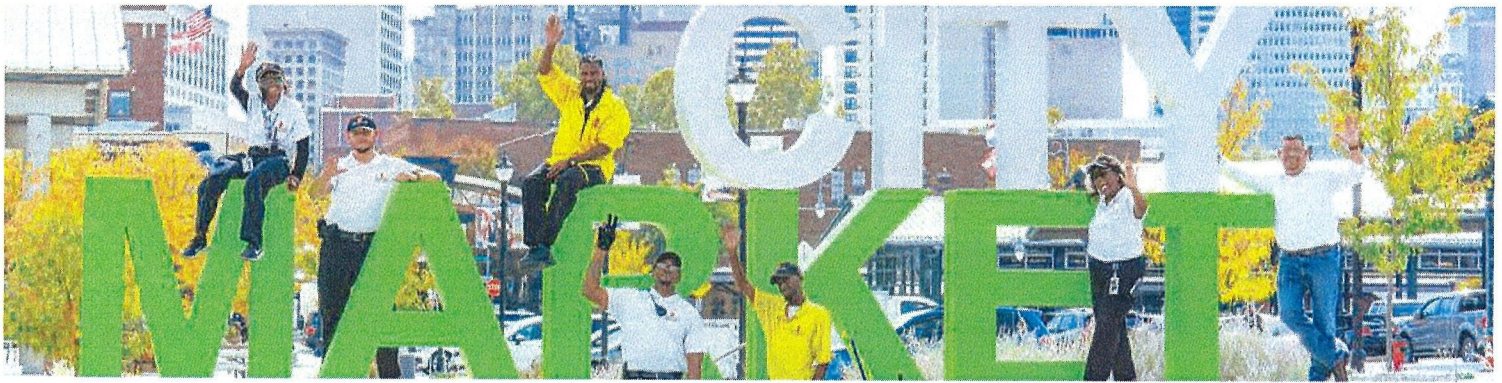


2024 - 2025 ANNUAL REPORT | KANSAS CITY, MISSOURI

River Market Community Improvement District





RIVER MARKET COMMUNITY IMPROVEMENT DISTRICT

In 2025, the River Market Community Improvement District (RMCID) proudly enters its 19th year of service as a private, nonprofit organization committed to maintaining a clean, welcoming, and economically vibrant River Market District every day.

The RMCID fulfills its mission through the efforts of safety, maintenance and concierge ambassadors who are devoted to supporting the district and serving the residents, businesses, and visitors who make it their home.

RMCID Safety Ambassadors: Looking Out For You

The RMCID Public Safety Ambassadors are committed to maintaining a visible and reassuring presence in the River Market every day.

Affectionately known as “bumble bees,” the Ambassadors patrol the district on foot, covering the City Market, RideKC and KC Streetcar stops, public spaces, streets, parking lots and events. While on duty, they engage with and welcome business owners, employees, residents, and visitors of all ages.

RMCID Safety Ambassadors play a vital role in fostering a friendly and safe environment. They serve as the first point of contact for emergency needs, help maintain order, and act as the eyes and ears for emergency services.

Statistical Highlights: Safety Services Calendar Year 2024

4,338	Merchant Check
945	Public Nuisance
943	Citizen Assist



RMCID Maintenance Ambassadors: Keeping it Clean

The RMCID is equally dedicated to ensuring the River Market remains clean, welcoming, and well-maintained every day.

Public Maintenance Ambassadors work tirelessly to keep the district's streets and parks inviting for everyone. Their responsibilities include:

- Sweeping sidewalks at least twice daily.
- Collecting trash of all shapes and sizes to maintain a pristine environment.
- Enforcing a zero-tolerance policy on graffiti, stickers, and illegal posters in public spaces.

- Monitoring RideKC bus stops and KC Streetcar stops for cleanliness and safety.
- Reporting deteriorating or broken infrastructure to the City's 311 Action Center to address issues promptly.

Through their efforts, RMCID Maintenance Ambassadors

uphold the highest standards of service for district stakeholders and visitors alike.

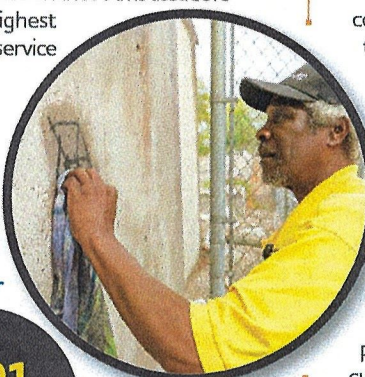
Statistical Highlights: Maintenance Services Calendar Year 2024

4,101

Trash Bags Collected

398

Graffiti Tags Removed



Community Engagement

Over the past year, the RMCID has continued to engage meaningfully with the residents of the River Market. From social events like neighborhood mixers and community clean-ups, RMCID recognizes the importance of fostering a healthy and welcoming community.

In collaboration with the River Market Garden Club, RMCID hosted multiple beautification projects in the neighborhood. This initiative brought together residents, RMCID staff, and volunteers to:

- Plant new trees and shrubs.
- Prune and maintain existing landscape.

Through these efforts, the River Market has become cleaner, greener, and more inviting.

Looking ahead, the RMCID is excited to continue partnering with residents and volunteers to make the River Market an even more beautiful place to live, work, and play.



Striving for Greater Efficiency

The River Market CID (RMCID) collaborates closely with EB Systems to enhance the efficiency of Ambassador reporting duties and overall district operations.

Based in Kansas City, Electronic Beacon (EB) Systems is a recognized industry leader specializing in mobile applications, Bluetooth technology, and its proprietary Beacon Reader technology.

Through this partnership, EB Systems provides 70 cell phones equipped with customized tools that enable Ambassadors to:

- Streamline reporting across the DCID, RMCID, and Port KC districts.
- Use a time clock feature on their device.
- Access a visual data analytics platform tailored to the district's specific sectors.

This collaboration empowers Ambassadors to deliver more effective and data-driven services, ensuring the continued success of the RMCID mission.



Comprehensive Training

The RMCID is dedicated to the ongoing professional development of its

Ambassadors through year-round, comprehensive training programs.

Over the past year, Ambassadors have participated in a variety of courses and certifications designed to enhance their skills and effectiveness, including:

- Visitor Influencer Program through VisitKC
- Bloodborne Pathogen Handling Certification
- CPR & First Aid Certification

- Interviewing and Ambassador Coaching
- Introducing/Refreshing RMCID Services to property owners and business managers
- Class A Certification Training for Safety Ambassadors
- WatchKC Video Monitoring Training in collaboration with the Kansas City Police Department

Through these programs, RMCID ensures its Ambassadors are well-equipped to serve the community with professionalism, safety, and expertise.

Communications, Marketing & Outreach...

...for property owners, employers, workers, residents, riders, visitors & the public

- Alerts, events, news stories, traffic notices via the Downtown KC Connects e-newsletter and social media channels.
- Annual Reports for the RMCID and the Downtown Community Services Center.
- Bumblebee mobile kiosk provides homeless services information, along with retail and restaurant resources and directions.

- RMCID resources on DowntownKC.org.
- Dine KC map + guide to River Market restaurants / attractions.
- Digital directory of retail services in City Market and River Market area.
- Maps – digital (and print) maps to River Market dining, parking, retail, trails.
- Organizational support for River Market businesses and residents, 816 Day, KC Restaurant Week, KC Streetcar activities and other events upon request.
- Social media communications & promotion of River Market area events.
- Resident Socials, Outdoor Movie Nights and Community Clean Up events.

Outreach Services for the Homeless

The 2024-25 fiscal year marked a period of significant success for the Beehive. In partnership with the Downtown Council's 501(c)3, Downtown Kansas City Civic Ventures, over \$500,000 was raised to fund much-needed services and physical upgrades.



Community Services Center as The Beehive: A Health and Housing Collaborative. This innovative approach integrates multiple services under one umbrella, providing:

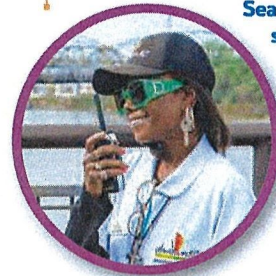
- Nutritious meals
- Housing referrals and advocacy
- Counseling and document services
- Health, dental, and psychiatric clinics



By focusing on gaps in the continuum of care, The Beehive collaborates with nearby overnight service providers to ensure every need is met. These new services are designed to assist those in need within the district, helping individuals reconnect with family and secure stable housing.

To learn more about the homeless outreach efforts of the Community Improvement Districts, contact

Sean O'Byrne at sean@downtownkc.org.



Among these improvements, the Community Kitchen operated by NourishKC saw substantial upgrades, and two additional service providers—Care Beyond the Boulevard and The Greater Kansas City Coalition to End Homelessness—joined the Center.

These collaborations have led to the rebranding of the Downtown



Mayor's City-Wide CID Roundtable

In November 2024, the Mayor's CID Roundtable, hosted by Mayor Lucas, brought together members of the city council, law enforcement officials, and representatives from CIDs across the city to discuss and address crime and safety issues throughout Kansas City. The forum aimed to foster open dialogue, gather insights, and develop collaborative strategies to enhance public safety. The River Market and Downtown CIDs were well represented with multiple staff in the room. Executive Director Sean O'Byrne informed the group about the River Market's overnight security initiative along with the CID's strong working relationship with the Kansas City Police Department's resurrected Downtown Foot Beat Unit.

The Mayor's CID Roundtable concluded with a commitment from the mayor and other officials to work together with community stakeholders to develop and implement comprehensive crime reduction strategies. The forum's recommendations served as a roadmap for future actions aimed at enhancing public safety and creating a more livable city for all residents.

One Number to Know for Your River Market Security Solutions

The River Market Community Improvement District (RMCID) Safety and Security Sub-committee has rolled out a new program to increase the security presence in the River Market neighborhood during the overnight hours. Now, residents, business owners and property managers will have one phone number to call **(816) 421-5243**

for assistance with non-lethal incidents in the River Market at any time.

In partnership with nearly all the major property owners representing about 30 properties in the neighborhood, the RMCID contracted with **Signal Security** to provide a strong, visible security force from 10 PM to 6 AM seven days a week beginning Thursday, January 16, 2025. Three Security officers will be dedicated to the River Market neighborhood each night patrolling the streets and entering most of the multi-tenant residence buildings and garages as well as checking on parking lots. Two Security officers will be in RMCID marked vehicles and one officer will be on foot each shift.

Our analysis of reported crimes in the River Market over the last year has shown there has been a steady increase in auto-theft, theft from auto and burglary from neighborhood businesses with the majority of these crimes occurring during the "witching hours" between

10 PM to 6 AM. Signal Security's overnight presence will dovetail with the hard work the RMCID Ambassadors perform during the day to make the River Market a clean and safe neighborhood for all.

Anyone is encouraged to call **(816) 421-5243** day or night if they witness suspicious activity, are involved in a crime, have a noise complaint, get locked out of their apartment, need a safety escort from their building or car or

see disorderly conduct, loitering (inside and outside of buildings) or other nuisance behavior.

"We are very excited about this new security program for the River Market neighborhood", Mark Rowlands, CID director of contracts said. "And we are very grateful to the property owners, our partners in this security coalition, for helping to bring a new and improved approach to security for the whole community."

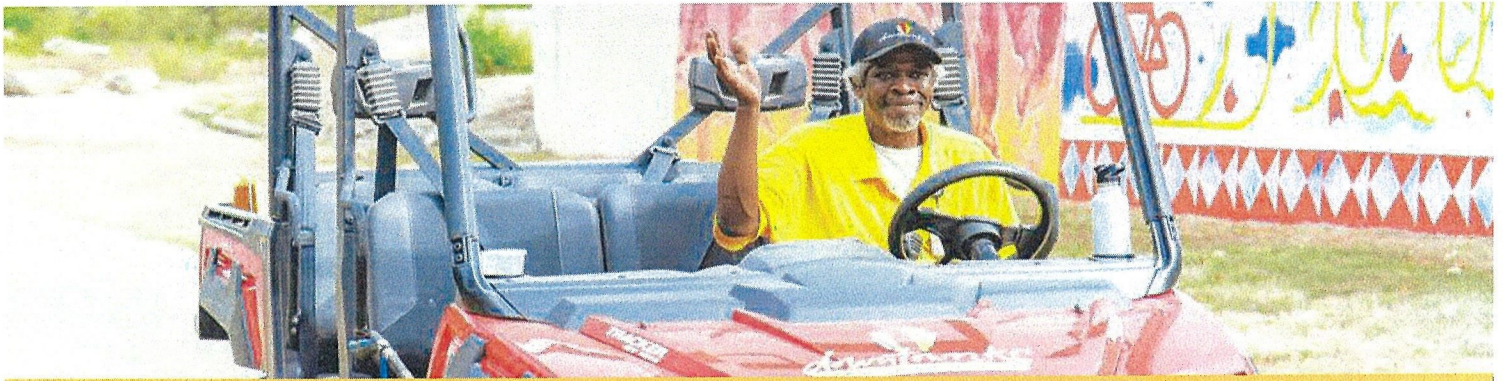
Meeting with the New Jackson County Prosecutor

A new year brought a new county prosecutor to Jackson County. Melesa Johnson, former Director of Public Safety for KCMO Mayor Quinton Lucas, reached out to the Downtown and River Market CIDs with the desire to meet with a group of business and neighborhood leaders to hear their concerns about crime and safety in the neighborhood.

Over thirty attendees gathered in-person and online to share their experiences with Prosecutor Johnson and Assistant Prosecuting Attorney Ben Cox. The business leaders expressed their concerns about the recent increase in crime in the downtown area. The new prosecutor listened to the concerns of the business leaders and shared her plans for addressing crime. She emphasized the importance of collaboration between law enforcement, the community, and her office. Building off the success of the monthly CID Safety Task Force, Prosecutor Johnson pledged to keep the dialogue going with a new monthly CID Safety Committee where residents,

business owners, property managers and stakeholders can continue to communicate and engage on this important issue.





Harvey Fried Award

Harvey Fried was a beloved community leader and an unwavering friend to Downtown Kansas City. A member of the **Downtown Council's Board of Directors** since 1999, Harvey was among the first recipients of the **Downtown Council's Urban Hero Award** in 2005, a testament to his remarkable contributions.

As a **founding board member** of the **Downtown Community Improvement District (CID)** in 2002, Harvey served as **board secretary** until his passing in 2018. His commitment extended to active participation in the **Business Retention & Attraction Committee** and the **Open Space/Infrastructure Committee**.

To honor his enduring legacy, the CIDs established the Harvey Fried Award in 2018. This award celebrates exceptional service by CID Ambassadors and staff, recognizing individuals who embody leadership, teamwork, compassion, and, above all, kindness.

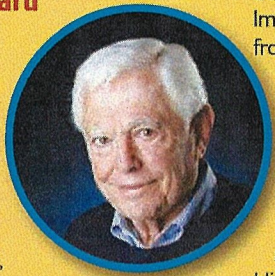
"Harvey had a special place in his heart for our Ambassadors, and I want them to know his legacy," said **Sean O'Byrne**, RMCID Executive Director. "The awards will be presented in recognition of leadership, esprit de corps, compassion to others, and above all else, kindness."

"Harvey was a great man. We want to make sure that his memory lives on."

2024 - 2025 Award Winner

Jerry Fikes

Kansas City is a city of growth, resilience, and boundless potential. Few embody that spirit more than Fikes, a dedicated Maintenance



Supervisor for the Community Improvement District (CID). His journey—from serving in the U.S. Army to becoming a key figure in maintaining and uplifting the heart of the city—reflects his deep commitment to both community and creativity.

Born and raised in the Kansas City metropolitan area, Fikes grew up around Hickman Mills and attended Hickman Mills High School. After serving ten years in the Army, he spent five years in Louisiana before returning home to Kansas City. In August 2021, he joined the CID as a Maintenance Ambassador, quickly proving his leadership and passion for the work. Within three years, he rose to the role of Maintenance Supervisor, where he now plays an essential part in keeping the city clean, safe, and welcoming.

A passionate creative, Fikes finds expression through poetry, creative writing, and performing at open mics and poetry slams. His artistic talents recently earned him a spot in the 2024 Art in the Loop performance series—an achievement that highlights his ability to inspire not just through words, but through action.

"I love the positive energy of the CID, and I love what I do," Fikes shared. "I see the potential of the city, and I want to be a part of it."

That passion fuels his daily work, ensuring that the spaces people walk, gather, and create remain vibrant and inviting.

Whether through his service in the Army, his dedication to maintaining the city, or his artistic contributions,

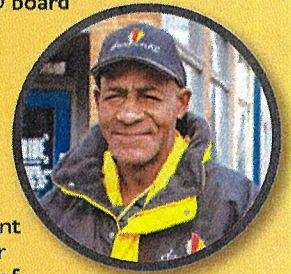
Fikes embodies the idea that a thriving community is built by those who believe in it and actively contribute to its growth.



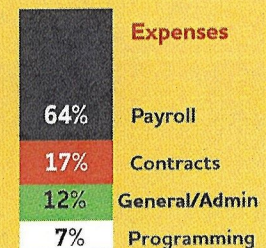
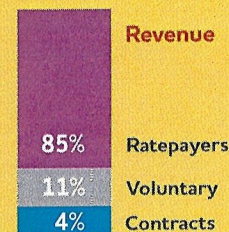
City & State Reporting Requirements

- The River Market Community Improvement District adopted its annual budget on March 5, 2024 and March 4, 2025 respectively.
- The RMCID annual budget was submitted to the City of Kansas City Missouri City Clerk - January 31, 2024 and January 30, 2025.
- The RMCID annual report was submitted to the City of Kansas City Missouri and the State of Missouri - August 15, 2024.
- During the 2023-2024 fiscal year, no resolutions were passed by the RMCID board of directors.

- Current Assessment Levy - \$0.05741 per square foot of the parcel footprint and \$0.24 per \$100 dollars of assessed value for all properties.



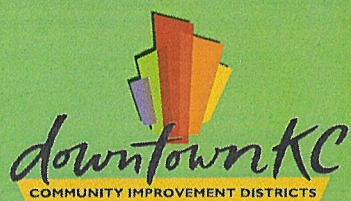
Budget: RMCID 2024 / 2025



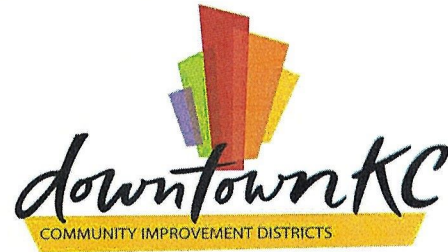


“CID Ambassadors are dedicated to elevating the River Market District and benefiting the businesses, residents, and visitors of this wonderful community.” - Sean O’Byrne, Executive Director, RMCID

Leadership Team for the Downtown and River Market CIDs: Left to right: Tommy Wilson, director of business recruitment and research, Kaylea Mischlich, dispatcher, Jerry Fikes, supervisor, Frank Jackson, supervisor, Sean O’Byrne, executive director, Santos Ramirez, director of operations, Jared Campbell, resident engagement manager, Mark Rowlands, director of contracts, Wallace James, human services coordinator, Justin Tatum, supervisor, Corey Scullin, supervisor, Sheila Tatum, supervisor.



**RIVER MARKET CID
DIRECTORS & OFFICERS TERMS
2024-2025**



Officers for the 2024-2025 annual term

Position

Chair	Abby Brown
Vice-Chair	Deborah Reiman
Treasurer	Alex Pope
Secretary	Kyle Becker

Directors (18*)

Term

Email

Abby Brown	(2023-2027)	info@harryscountryclub.com
Alex Pope	(2024-2028)	alex@thelocalpig.com
Chris Sally	(2021-2025)	csally@di-kc.com
Christian Arnold	(2021-2025)	christian@clockwork-ad.com
David Lindahl	(2025-2029)	dave@hyperkc.com
Deborah Reiman	(2025-2029)	deborahreiman@gmail.com
Donna Slaughter	(2021-2025)	donnakc@sbcglobal.net
George Birt	(2021-2025)	gbirt@cdpkc.us
Jim Miller	(2021-2025)	jwrepaz@gmail.com
Justin Cottrell	(2023-2027)	justin@kccommercialrealty.com
Kate McGlaughlin	(2021-2025)	info@brownandloe.com
Kyle Becker	(2025-2029)	kyle@kcairfilter.com
Matt Staub	(2026-2030)	staubio@gmail.com
Mike Fredholm	(2021-2025)	mrfman@aol.com
Patrick O'Farrell	(2021-2025)	POfarrell@locktonaffinity.com
Sarah Hicks	(2023-2027)	shicks8@gmail.com
Tommy DeSalvo	(2023-2027)	disalvollc@gmail.com
Kimiko Gilmore (*ex officio)		kimiko.gilmore@kcmo.org

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Accrual Basis

River Market Community Improvement District
Profit & Loss Budget Performance
May 2024 through April 2025

	May '24 - Apr 25	Budget	May '24 - Apr 25	YTD Budget	Annual Budget
Income					
4000 - Assessment Income					
4058.05 - 2023 County Assessment	5,434.08		5,434.08		
4058.06 - 2024 County Assessment	404,187.29	419,118.00	404,187.29	419,118.00	419,118.00
4058.07 - 2025 County Assessment	0.00	0.00	0.00	0.00	0.00
4059 - 2018 Voluntary Assessment					
4059.1 - City of Kansas City	0.00	0.00	0.00	0.00	0.00
4059.2 - KCATA	0.00	5,539.00	0.00	5,539.00	5,539.00
Total 4059 - 2018 Voluntary Assessment	0.00	5,539.00	0.00	5,539.00	5,539.00
4061 - 2019 Voluntary Assessment					
4061.1 - City of Kansas City	0.00	0.00	0.00	0.00	0.00
4061.2 - KCATA	0.00	0.00	0.00	0.00	0.00
Total 4061 - 2019 Voluntary Assessment	0.00	0.00	0.00	0.00	0.00
4062 - Voluntary Assessment					
4062.1 - City of Kansas City	46,000.00	48,300.00	46,000.00	48,300.00	48,300.00
4062.2 - KCATA	6,054.82	0.00	6,054.82	0.00	0.00
Total 4062 - Voluntary Assessment	52,054.82	48,300.00	52,054.82	48,300.00	48,300.00
Total 4000 - Assessment Income	461,676.19	472,957.00	461,676.19	472,957.00	472,957.00
4060 - Misc. Income	763.95		763.95		
4075 - Night Security Program	86,435.00	0.00	86,435.00	0.00	0.00
4085 - Dumpster Program	20,385.00	21,285.00	20,385.00	21,285.00	21,285.00
Total Income	569,260.14	494,242.00	569,260.14	494,242.00	494,242.00
Expense					
5200 - Contract Expense					
5210 - DTC Management Fee	55,560.00	59,309.00	55,560.00	59,309.00	59,309.00
5420 - Collectors Commission	4,044.43	4,191.00	4,044.43	4,191.00	4,191.00
5425 - Assessors Commission	2,426.66	2,515.00	2,426.66	2,515.00	2,515.00
Total 5200 - Contract Expense	62,031.09	66,015.00	62,031.09	66,015.00	66,015.00
5400 - Salaries & Benefits					
5449 - Director Payroll	0.00	0.00	0.00	0.00	0.00
5450 - Safety & Maint. Payroll	229,284.59	261,483.00	229,284.59	261,483.00	261,483.00
5451 - River Market Payroll Taxes	10,585.04	22,241.00	10,585.04	22,241.00	22,241.00
5462 - River Market Employee Benefits	29,157.42	31,156.00	29,157.42	31,156.00	31,156.00
Total 5400 - Salaries & Benefits	269,027.05	314,880.00	269,027.05	314,880.00	314,880.00
5500 - Program Expense					
5340 - Ebeacons	0.00	0.00	0.00	0.00	0.00
5460 - Program Expenses	272.28	5,000.00	272.28	5,000.00	5,000.00
5461 - Outside Security Contract	68,408.30	0.00	68,408.30	0.00	0.00
5462 - Camera Monitoring	0.00	0.00	0.00	0.00	0.00
5463 - Public Safety Initiative	0.00	0.00	0.00	0.00	0.00
5465 - Printing & Publications	8,351.50	8,000.00	8,351.50	8,000.00	8,000.00
5515 - Fuel Expense	4,155.55	0.00	4,155.55	0.00	0.00
5530 - Marketing	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00

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08/07/25

Accrual Basis

River Market Community Improvement District
Profit & Loss Budget Performance
May 2024 through April 2025

	May '24 - Apr 25	Budget	May '24 - Apr 25	YTD Budget	Annual Budget
5538 · Insurance Expense					
5539 · Workers Comp Insurance	0.00	0.00	0.00	0.00	0.00
5538 · Insurance Expense - Other	76.00	0.00	76.00	0.00	0.00
Total 5538 · Insurance Expense	76.00	0.00	76.00	0.00	0.00
5550 · Legal Expenses	11,144.00	0.00	11,144.00	0.00	0.00
5553 · Office/Warehouse Supplies	0.00	0.00	0.00	0.00	0.00
5570 · Dumpster Fees (Warehouse)	0.00	0.00	0.00	0.00	0.00
5572 · Recruitment Costs	0.00	0.00	0.00	0.00	0.00
5575 · Maintenance Supplies	0.00	0.00	0.00	0.00	0.00
5577 · Telephone	0.00	0.00	0.00	0.00	0.00
5578 · Line Staff Training	0.00	0.00	0.00	0.00	0.00
5579 · Graffiti Supplies	0.00	0.00	0.00	0.00	0.00
5580 · Radio & Radio Maintenance	0.00	0.00	0.00	0.00	0.00
5582 · Uniforms & Alterations/Cleaning	0.00	0.00	0.00	0.00	0.00
5590 · Payroll & Tax Services	0.00	0.00	0.00	0.00	0.00
5600 · Sponsorships	810.25	5,000.00	810.25	5,000.00	5,000.00
5500 · Program Expense - Other	1,284.00		1,284.00		
Total 5500 · Program Expense	109,501.88	33,000.00	109,501.88	33,000.00	33,000.00
5700 · Other Expenses					
5415 · Bank Service Charges	441.30	600.00	441.30	600.00	600.00
5475 · Electrical Service - Pedestrian	2,286.83	3,000.00	2,286.83	3,000.00	3,000.00
5476 · Pedestrian Lights Maintenance	10,854.10	10,000.00	10,854.10	10,000.00	10,000.00
5520 · Licenses & Permits	31.00	0.00	31.00	0.00	0.00
5560 · Dumpster Program Service	18,997.10	18,000.00	18,997.10	18,000.00	18,000.00
5610 · Office Rent	0.00	0.00	0.00	0.00	0.00
5615 · Water Service - Warehouse	0.00	0.00	0.00	0.00	0.00
5620 · Electrical Service - Warehouse	0.00	0.00	0.00	0.00	0.00
5630 · Warehouse Rent	0.00	0.00	0.00	0.00	0.00
5645 · Beautification Supplies	3,641.69	3,500.00	3,641.69	3,500.00	3,500.00
5647 · Mowing	10,141.94	34,000.00	10,141.94	34,000.00	34,000.00
5654 · Small Equipment/Fixtures	0.00	0.00	0.00	0.00	0.00
5655 · Equipment - Vehicle Repair	0.00	0.00	0.00	0.00	0.00
5800 · Bad Debt Expense	13,271.48	10,478.00	13,271.48	10,478.00	10,478.00
5900 · Misc Expense	1,880.92	0.00	1,880.92	0.00	0.00
6000 · Meeting Expense	343.32		343.32		
6100 · Depreciation Expense	269.28		269.28		
Total 5700 · Other Expenses	62,158.96	79,578.00	62,158.96	79,578.00	79,578.00
Total Expense	502,718.98	493,473.00	502,718.98	493,473.00	493,473.00
Net Income	66,541.16	769.00	66,541.16	769.00	769.00

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08/07/25

Accrual Basis

River Market Community Improvement District
Balance Sheet
As of April 30, 2025

	Apr 30, 25
ASSETS	
Current Assets	
Checking/Savings	
1000 · Checking - Mo. Bank & Trust	734,810.25
Total Checking/Savings	734,810.25
Accounts Receivable	
1200 · Accounts Receivable	
1259.01 · 2019 County A/R	8,683.07
1259.02 · 2020 County A/R	9,978.28
1259.03 · 2021 County A/R	1,703.27
1259.04 · 2022 County A/R	40,996.09
1259.05 · 2023 County A/R	14,048.38
1259.06 · 2024 County A/R	11,992.30
1200 · Accounts Receivable - Other	34,952.32
Total 1200 · Accounts Receivable	122,353.71
1300 · 2019 County Protest	-8,683.07
1300.01 · 2024 County Protest	-255.21
1301 · 2020 County Protest	-9,978.28
1302 · 2023 County Assessment Protest	-14,048.38
Total Accounts Receivable	89,388.77
Other Current Assets	
1400 · Prepaid	550.00
Total Other Current Assets	550.00
Total Current Assets	824,749.02
Fixed Assets	
1605 · 2025 Cushman Hauler PRO	16,000.00
1800 · Accumulated Depreciation	-269.28
Total Fixed Assets	15,730.72
TOTAL ASSETS	840,479.74
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2000 · Accounts Payable	59,635.71
Total Accounts Payable	59,635.71
Other Current Liabilities	
2105 · RMCID TIF Deposit	4,007.23
2200 · Deferred Income	2,500.00
Total Other Current Liabilities	6,507.23
Total Current Liabilities	66,142.94
Total Liabilities	66,142.94
Equity	
3900 · Retained Earnings	707,795.64
Net Income	66,541.16
Total Equity	774,336.80
TOTAL LIABILITIES & EQUITY	840,479.74

**AMENDED BYLAWS OF THE
RIVER MARKET COMMUNITY IMPROVEMENT DISTRICT, INC.**

As amended by the Board of Directors on the 8th day of January 2019.

ARTICLE I

CORPORATION. OFFICES. RECORDS. SEAL

Section 1.1 The Corporation. RIVER MARKET COMMUNITY IMPROVEMENT DISTRICT, INC., is a non-profit corporation that is organized under the Missouri Nonprofit Corporation Act.

Section 1.2 Principal Office. The principal office and location of this corporation shall be at such place in or outside the State of Missouri as may be designated from time to time by the board of directors.

Section 1.3 Registered Office and Registered Agent. This corporation shall have and continuously maintain a registered office and registered agent in the State of Missouri. The location of the registered office and the name of the registered agent in the State of Missouri shall be as are stated in the articles of incorporation or as may be determined from time to time by the board of directors pursuant to the applicable provisions of law.

Section 1.4 Records. This corporation shall keep as permanent records minutes of all meetings of its board of directors, a record of all actions taken by the directors without a meeting, and a record of all actions taken by committees of the board of directors. This corporation shall maintain appropriate accounting records.

This corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Without limiting the records required to be kept pursuant to this section 1.4, this corporation shall keep a copy of the following records at its principal office:

- (a) its articles or restated articles of incorporation and all amendments to them currently in effect;
- (b) its bylaws or restated bylaws and all amendments to them currently in effect;
- (c) a list of the names and business or home addresses of its current directors and officers;
- (d) its most recent annual report delivered to the Missouri secretary of state as required by the Missouri Nonprofit Corporation Act; and
- (e) appropriate financial statements of all income and expenses.

Section 1.5 Seal. The board of directors shall adopt, and may alter at pleasure, a corporate seal, which shall have inscribed thereon the name of this corporation and the words: Corporate Seal - Missouri. The corporate seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or to be in any other manner reproduced.

ARTICLE II

TYPE OF CORPORATION: PURPOSES

Section 2.1 Type of Corporation. This corporation is a mutual benefit corporation. Such designation is made solely for the purposes of section 355.096.2(2) of the Missouri Nonprofit Corporation Act. The corporation will be at times referred to as the community improvement district.

Section 2.2 Purposes Stated in Articles. The purposes of this corporation shall be those nonprofit purposes stated in the articles of incorporation.

ARTICLE III

DIRECTORS

Section 3.1 Directors in Lieu of Members. This corporation shall not have members as such but, in lieu thereof, shall have only a self-perpetuating board of directors.

Section 3.2 Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of this corporation shall be managed under the direction of, the board of directors of this corporation. The board of directors shall have and is vested with all and unlimited powers and authorities, except as it may be expressly limited by law, the articles of incorporation or these bylaws, to supervise, control, direct and manage the property, affairs and activities of this corporation, to determine the policies of this corporation, to do or cause to be done any and all lawful things for and on behalf of this corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that (a) the board of directors shall not authorize or permit this corporation to engage in any activity not permitted to be transacted by the articles of incorporation or by a corporation organized under the Missouri Nonprofit Corporation Act, or by a nonprofit corporation subject to the Missouri Community Improvement District Act, (b) none of the powers of this corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of this corporation, and (c) all income and property of this corporation shall be applied exclusively for its nonprofit purposes.

This corporation shall not engage in any activity which may not be engaged in by a corporation which is exempt under section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws at the time in effect.

This corporation shall not directly or indirectly participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

No part of the net earnings or other assets of this corporation shall inure to the benefit of any director, officer, contributor, or other private individual, having, directly or indirectly, a personal or private interest in the activities of this corporation, except that this corporation shall be authorized and empowered to pay reasonable compensation for services

rendered and to make payments in furtherance of the purposes set forth in this section 3.2.

Section 3.3 Number. Unless and until changed by the board of directors as hereinafter provided, the number of directors to constitute the board shall be seven (7). The board shall have the power to change the number of directors by resolution adopted by a majority of the full board; provided, however, that in no event shall the number of directors be fewer than five or more than thirty. All directors must be natural persons.

Section 3.4 Appointment Election and Terms of Office. The initial board of directors shall be appointed by the incorporators of the corporation. Four (4) of the seven (7) initial directors, as designated by the incorporators, shall hold office for an initial term until the third annual meeting of the board of directors and until the term of office of such director's successor has commenced, or until such director's earlier death, incapacity, disqualification, resignation or removal. Three (3) of the seven (7) initial directors, as designated by the incorporators, shall hold office for an initial term until the fourth annual meeting of the board of directors and until the term of office of such director's successor has commenced, or until such director's earlier death, incapacity, disqualification, resignation or removal.

At every annual meeting of the board of directors, as the first order of business of the meeting, new directors shall be elected by the board of directors then in office to succeed those directors (if any) whose terms expire with such annual meeting.

In naming candidates for election to succeed directors, or to fill vacancies on the board of directors, or in the case of the initial directors to be appointed, directors shall name only qualified directors, and in addition, may consider such other factors as the proportional representation on the board of directors of small and large businesses, small and large property owners, and representation on the board of directors of various geographical locations within the River Market.

Except in the case of a vacancy (where any appointment is for an unexpired term), each individual elected as a director at any annual meeting shall thereafter serve as a director for a term until the fourth succeeding annual meeting of the board of directors and until the term of office of such director's successor has commenced, or until such director's earlier death, incapacity, disqualification, resignation or removal.

Any director may be elected for successive terms. Notwithstanding the foregoing, no director shall be elected as such director for more than two consecutive full terms. A full term for a director shall consist of four full years. The election in respect of two consecutive full terms shall be deemed not to include any term of less than four full years.

After the election of the new members of the board of directors by the directors or the incorporators, the meeting shall continue as a meeting of the new board for the purpose of electing officers and transacting such other business as may be presented to the meeting, and no notice need be given to such newly elected directors who are present at the meeting or who sign waivers of notice.

Section 3.5 Commencement of Term of Office. The term of office of a person

elected a director shall not commence until the time the person accepts the office of director either by a written acceptance or by participating in the affairs of this corporation at a meeting of the board of directors or otherwise.

Section 3.6 Vacancies. Vacancies on the board of directors resulting from the death, resignation, removal, incapacity or disqualification of a director, or by reason of an increase in the number of directors or the failure of an elected director to accept the office of director, may be filled by a majority vote of the remaining members of the board of directors (even though the directors remaining in office constitute fewer than a quorum) at any annual meeting or at a special meeting called for that purpose. A director elected to fill a vacancy shall meet any qualifications set forth in these bylaws, and shall serve for the unexpired term of such director's predecessor and until the term of office of such director's successor has commenced.

Section 3.7 Compensation. No director shall receive compensation from this corporation for any service such person may render to it as a director. However, a director may be reimbursed for such director's actual expenses reasonably incurred in attending meetings and in rendering service to this corporation in the administration of its affairs or otherwise.

Section 3.8 Committees. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors and shall have and exercise the authority of the board in the management of this corporation to the extent provided in the designating resolution. Other committees not having the authority of the board of directors in the management of this corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Each such committee shall have such duties and authority as are from time to time delegated to it by the board of directors.

Committees of the board of directors and members of such committees are governed by Article IV of these bylaws with respect to meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements; provided, however, that no committee shall be required to hold an annual meeting and provided, further, that a majority of the number of persons serving on a committee immediately before a meeting begins shall constitute a quorum for the transaction of business at such meeting of such committee.

All committees so appointed shall, unless otherwise provided by the board of directors in the case of committees not having the authority of the board of directors, keep regular minutes of the transactions of their meetings and shall cause such minutes to be recorded in books kept for that purpose in the office of this corporation and shall report the same to the board of directors at or prior to its next meeting. The secretary or an assistant secretary of this corporation may act as secretary of any such committee if the committee so requests.

A committee of the board may not:

- (a) authorize distributions to directors, officers, agents or employees except in exchange for value received;
- (b) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of this corporation's assets;

(c) unless otherwise stated in these bylaws or the articles of incorporation, elect, appoint or remove directors or fill vacancies on the board or on any of its committees; or

(d) adopt, amend or repeal the articles of incorporation of these bylaws.

Section 3.9 Resignation. Any director may resign from the board of directors by delivering a written notice thereof to the board of directors, its presiding officer, or to the president or secretary of this corporation. Such resignation shall be effective when such notice is delivered, unless a later date is specified in the notice.

Section 3.10 Removal. A director may be removed without cause by a vote of two-thirds of the directors then in office.

Section 3.11 Qualifications of Directors. In order for a person to be appointed or elected to the board of directors of the corporation, such person must be a natural person of at least eighteen years of age, and must be the owner or owners of real property (or their legally authorized representative) within the River Market (as that term is defined in the Articles of Incorporation) or the owner (or the individual which is legally authorized to represent the entity in regard to the district) of a business operating within the River Market, or a registered Missouri voter residing within the River Market.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1 Place of Meetings. Meetings of the board of directors may be held at any place within or without the State of Missouri as may be determined from time to time by resolution of the board of directors or by written consent of the members of the board of directors.

Section 4.2 Annual Meetings. An annual meeting of the board of directors shall be held on the first Tuesday in March of each year at 4:00 p.m., commencing in 2019, if not a legal holiday, and if a legal holiday, then on the next business day following. Notice of an annual meeting shall be given and effective to each director not less than ten days before the date of the annual meeting.

Section 4.3 Regular Meetings. In addition to the annual meeting, the board of directors may hold regular meetings at such time and place as may be determined from time to time by resolution of the board. Notice of a regular meeting shall be given and effective to each director not less than five days before the date of the regular meeting. Any business may be transacted at a regular meeting.

Section 4.4 Special Meetings. Special meetings of the board of directors may be called by the chairman of the board, by the president (if any) or by at least 20 percent of the directors to be held at any time and for any purpose or purposes. Notice of a special meeting shall be given and effective to each director not less than two days before the date of the special meeting. Special meetings shall be held at the principal office of this corporation or at such place or places,

within or without the State of Missouri, as the board of directors shall have determined.

Section 4.5 Notice of Meetings.

(a) Notice of each special meeting of the board, stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be given and effective to each director at least two days before the day on which the meeting is to be held.

(b) Whenever notice is required to be given to a director, such notice shall be provided by the officer or directors calling the meeting and shall be mailed, sent by facsimile or personally delivered to such director. Such notice shall be deemed given and effective on the date determined in accordance with Article VIII of these bylaws.

"Notice" and "call" with respect to such meetings shall be deemed to be synonymous.

Section 4.6 Waiver of Notice. A director may at any time waive any notice required by law, the articles of incorporation or these bylaws. Such waiver must be in writing, signed by the director entitled to notice and filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with law, the articles of incorporation or these bylaws, objects to lack of notice and does not vote for or assent to the objected to action.

Section 4.7 Quorum. Unless otherwise required by law or provided elsewhere in these bylaws, the presence of one half of the directors in office immediately before a meeting begins shall be requisite for and shall constitute a quorum for the transaction of business at all meetings; provided, however, that in no event shall fewer than three directors constitute a quorum.

Section 4.8 The Act of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be valid as the act of the board of directors except in those specific instances in which a larger vote may be required by law, by the articles of incorporation or by these bylaws.

Section 4.9 Adjournment. If the quorum specified above shall not be present at any such meeting, but at least one-third of the directors in office are present, the directors present shall have power successively to adjourn the meeting, and to act as a quorum for such limited purpose, without notice other than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present, any business may be transacted that could have been transacted at the original session of the meeting.

Section 4.10 Voting. Each director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision.

Section 4.11 Meetings by Conference Telephone or Similar Communications

Equipment. Members of the board of directors of this corporation may participate in a meeting of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at the meeting.

Section 4.12 Action Without a Meeting. Any action which is required to be or may be taken at a meeting of the directors may be taken without a meeting if one or more written consents describing the action so taken are signed by all members of the board. The consents shall have the same force and effect as a vote at a meeting duly held and may be described as such in any document. The secretary of the corporation shall file such consents with the minutes of the meetings of the board of directors.

ARTICLE V

OFFICERS

Section 5.1 General. The officers of this corporation shall be a chairman of the board of directors, a secretary, a treasurer, and such other officers as the board of directors may elect, including but not limited to a president, one or more vice presidents, assistant secretaries and assistant treasurers, each of whom shall have such duties as are from time to time prescribed by the board of directors. The chairman of the board shall be elected from among the members of the board of directors and shall at all times while holding such office be a member of the board of directors. The same person may simultaneously hold more than one office in this corporation.

The officers shall be first elected by the board of directors appointed by the incorporators, to serve at the pleasure of the board until the first annual meeting of the board of directors or until their earlier death, incapacity, disqualification, resignation or removal. At the first and each subsequent annual meeting of the board of directors, the newly elected board shall elect officers to serve at the pleasure of the board until the next annual meeting of the board or until their earlier death, incapacity, disqualification, resignation or removal.

Each officer of this corporation who is not reelected at the annual meeting of the board next succeeding such officer's election and at which any officer of this corporation is elected shall be deemed to have been removed by the board, unless the board provides otherwise at the time of such officer's election.

The election of an officer does not itself create contract rights.

Section 5.2 Resignation. An officer may resign by delivering a written notice thereof to this corporation. Such resignation shall be effective when such notice is delivered, unless a future effective date is specified in the notice.

Section 5.3 Removal. Any officer or any employee or agent of this corporation may be removed or discharged for any lawful purpose by the board of directors at any time with or without cause, but such removal or discharge shall not affect the contract rights, if any, of the person so removed or discharged.

Section 5.4 Compensation. No officer who is also a member of the board of directors shall receive any salary or compensation for serving as a director. Salaries and compensation of all officers and of all other agents and employees of this corporation, if any, may be fixed, increased or decreased by the board of directors, but until action is taken with respect thereto by the board of directors, the same may be fixed, increased or decreased by the chairman of the board or such other officer or officers as may be empowered by the board of directors to do so; provided, however, that no person may fix, increase or decrease such person's own salary or compensation. Each officer may be reimbursed for actual expenses if they are reasonable and incurred in connection with the business and activities of this corporation.

Section 5.5 Vacancies. Vacancies caused by the death, incapacity, disqualification, resignation or removal of an officer of this corporation shall be filled by the board of directors at any annual or other regular meeting or at any special meeting called for that purpose, and such person or persons so elected to fill any such vacancy shall serve at the pleasure of the board until the next annual meeting of the board or until such person's earlier death, incapacity, disqualification, resignation or removal.

Section 5.6 Delegation of Authority. The board of directors may from time to time delegate any of the functions, powers, duties and responsibilities of any officer to any other officer or to any agent or employee of this corporation or other responsible person. In the event of such delegation, the officer from whom any such function, power, duty or responsibility has been transferred shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

Section 5.7 The Chairman of the Board. Unless the board otherwise provides, the chairman of the board shall be the chief administrative officer of this corporation and shall have such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation, and the chairman of the board shall carry into effect all directions and resolutions of the board. The chairman of the board shall preside at all meetings of the board of directors at which the chairman of the board may be present. If the board of directors does not appoint a chief administrative officer pursuant to Article VI of these bylaws or upon the death or during the absence, disability, or inability or refusal to act of any C.A.O. (as defined in Article VI) so appointed, the chairman of the board may exercise all of the powers and perform all of the duties of the C.A.O.

The chairman of the board may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of this corporation, may cause the seal to be affixed thereto, and may execute all other contracts and instruments for and in the name of this corporation.

Unless otherwise specifically provided by the board of directors, the chairman of the board shall have the right to participate in any meeting of any committee of the board of directors, whether or not the chairman of the board is a member of such committee; provided, however, that unless the board of directors otherwise directs, the chairman of the board shall not be entitled to vote at, and shall not be counted for purposes of determining whether a quorum is present at, any meeting of a committee of which the chairman of the board is not a member.

The chairman of the board shall have such other duties, powers and authority as may be prescribed elsewhere in these bylaws or by the board of directors.

Section 5.8 The Secretary. The secretary shall attend the meetings of the board of directors and shall prepare or cause to be prepared minutes of all proceedings at such meetings and shall preserve them in the minute book of this corporation to be kept for that purpose. The secretary shall perform similar duties for any committee when requested by any such committee. In addition, the secretary shall have the following duties:

- (a) act as custodian of all the books, papers and records of this corporation and authenticate records of this corporation;
- (b) furnish the board, upon request, a full, true and correct copy of any book, paper or record in the secretary's possession;
- (c) act as custodian of the seal of this corporation and when authorized to do so shall affix it to any instrument requiring the seal, and when so affixed, shall attest the seal;
- (d) give or cause to be given notice of the meetings of the board of directors, but this shall not lessen the authority of others to give such notice as provided in these bylaws;
- (e) exercise and discharge the general duties, powers and responsibilities of a secretary of a corporation; and
- (f) exercise and discharge such other or further duties or authority as may be prescribed elsewhere in these bylaws or from time to time by the board of directors.

Section 5.9 The Treasurer. The treasurer shall have supervision and custody of all moneys, funds and credits of this corporation and shall cause to be kept full and accurate accounts of the receipts and disbursements of this corporation in books belonging to it. The treasurer shall keep or cause to be kept all other books of account and accounting records of this corporation as shall be necessary, and shall cause all moneys and credits to be deposited in the name and to the credit of this corporation in such accounts and depositories as may be designated by the board of directors. The treasurer shall disburse or permit the disbursement of funds of this corporation in accordance with the authority granted by the board of directors. The treasurer shall be relieved of all responsibility for any moneys or other valuable property or the disbursement thereof committed by the board of directors to the custody of any other person or corporation, or the supervision of which is delegated by the board to any other officer, agent or employee.

The treasurer shall render to the chairman of the board, the C.A.O. or the board of directors, whenever requested by any of them, a report on all financial transactions of this corporation and the financial condition of this corporation.

The treasurer shall be bonded if the board of directors so requires.

The treasurer shall have the general duties, powers and responsibilities of a treasurer of a corporation, shall be the chief financial and accounting officer of this corporation and shall have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the board of directors.

Section 5.10 Assistant Secretary. Each assistant secretary, if any, in order of their seniority, in the event of the death or during the absence, incapacity, inability or refusal to act of the secretary, shall perform the duties and exercise the powers of said officer until the board provides otherwise and shall perform such other duties as the directors may from time to time prescribe.

ARTICLE VI

CHIEF ADMINISTRATIVE OFFICER

The board of directors may appoint a person to exercise all of the powers and perform all of the duties set forth in this Article and shall designate such person so appointed as the chief administrative officer ("C.A.O. "). The C.A.O. shall have such general powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation, and such person shall carry into effect all directions and resolutions of the board. The C.A.O. shall direct the day-to-day affairs of this corporation. The C.A.O. shall be directly responsible to the board and shall report directly to the board.

The C.A.O. shall cause to be prepared and shall submit to the board for its approval an annual budget and all supplements thereto for each fiscal year. The C.A.O. shall submit to the board of directors at its annual meeting a report summarizing the operations and affairs of this corporation and its activities during the preceding year and setting forth the plans, programs or projects for future development, with such suggestions and recommendations as such officer shall deem appropriate. The C.A.O. shall also make such reports to the board of directors as may be appropriate, or which may be required by these bylaws, or by the board.

The C.A.O. shall have the power to employ, remove and suspend all agents and employees not elected or appointed by the board of directors, to determine the duties and responsibilities of such persons, to create such titles for such persons as such officer may deem desirable to enable them to execute their duties and responsibilities, and to fix and change the compensation of such persons.

The C.A.O. (if not a director) may be invited to participate in any meeting of the board of directors and any committee thereof, whether or not a member thereof; provided, however, that the C.A.O. shall not be entitled to vote at, and shall not be counted for purposes of determining whether a quorum is present at, any meeting of (i) the board of directors, if the C.A.O. is not a director, or (ii) a committee, if the C.A.O. is not a member of such committee.

The C.A.O. shall be bonded at this corporation's expense if the board of directors so requires.

The C.A.O. shall have such other or further duties and authority as may be prescribed elsewhere in these bylaws or the rules and regulations (if any) or from time to time by the

board of directors.

In the event of the death or during the absence, incapacity, or inability or refusal to act of the C.A.O., the board of directors or president shall designate some other person to exercise, and in the absence of such designation the chairman of the board may exercise, all of the powers and perform all of the duties of the C.A.O.

ARTICLE VII

GENERAL PROVISIONS

Section 7.1 Depositories and Checks. The moneys of this corporation shall be deposited in such manner as the directors shall direct in such banks or trust companies as the directors may designate and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the board of directors.

Section 7.2 Bonds. Any officer or employee handling money of this corporation shall be bonded at this corporation's expense if the board of directors so requires.

Section 7.3 Custodian of Securities. The board of directors may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by this corporation, and to exercise in respect thereof such powers as may be conferred by resolution of the board of directors. The board of directors may remove any such custodian at any time.

Section 7.4 Annual Audit. The board of directors shall direct that an annual audit of the books of account and financial records of this corporation be performed by an independent accounting firm if required by federal internal revenue law or if the board of directors otherwise deems such audit necessary or advisable.

Section 7.5 Indemnification of Directors and Officers.

(a) Indemnification in Actions by Third Parties. This corporation shall indemnify each person who has been or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate (other than an action by or in the right of this corporation) by reason of the fact that such person is or was serving in an Indemnifiable Capacity (as hereinafter defined) against all liabilities and expenses, including, without limitation, judgments, amounts paid in settlement (provided that such settlement and all amounts paid in connection therewith are approved in advance by this corporation in accordance with paragraph (d) of this section 7.5, which approval shall not be unreasonably withheld), attorneys' fees, ERISA excise taxes or penalties, fines and other expenses actually and reasonably incurred by such person in connection with such action, suit or proceeding (including without limitation the investigation, defense, settlement or appeal of such action, suit or proceeding) if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful; provided, however, that this corporation shall not be required to indemnify or advance expenses to any such person seeking indemnification or advancement of expenses in connection with an action, suit or proceeding initiated by such person unless the initiation of such action, suit or proceeding was

authorized by the board of directors of this corporation. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or under a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that such person's conduct was unlawful.

(b) Indemnification in Derivative Action. This corporation shall indemnify each person who has been or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of this corporation to procure a judgment in its favor by reason of the fact that such person is or was serving in an indemnifiable Capacity against amounts paid in settlement thereof (provided that such settlement and all amounts paid in connection therewith are approved in advance by this corporation in accordance with paragraph (d) of this section 7.5, which approval shall not be unreasonably withheld) and all expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action, suit or proceeding (including without limitation the investigation, defense, settlement or appeal of such action, suit or proceeding) if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of this corporation, except that no indemnification under this paragraph (b) shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to this corporation unless and only to the extent that the court in which the action, suit or proceeding was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

(c) Indemnification for Success on the Merits or Otherwise. Notwithstanding the other provisions of this section 7.5, to the extent that a person who is or was serving in an Indemnifiable Capacity has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) or (b) of this section 7.5 (including without limitation the dismissal of any such action, suit or proceeding without prejudice or the settlement of such action, suit or proceeding without admission of fault or liability), or in defense of any claim, issue or matter therein, such person shall be indemnified against amounts approved by this corporation to be paid in settlement of any such action, suit or proceeding and against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith. For purposes of this paragraph (c) of this section 7.5, references to "this corporation" shall include, in addition to the resulting or surviving corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee, or agent of any Other Enterprise, shall stand in the same position under the provisions of this paragraph (c) of this section 7.5 with respect to the resulting or surviving corporation as such person would have if such person had served the resulting or surviving corporation in the same capacity.

(d) Determination of Right to Indemnification. Prior to indemnifying a person pursuant to the provisions of paragraphs (a) or (b) of this section 7.5, unless ordered by

a court and except as otherwise provided by paragraph (c) of this section 7.5, this corporation shall determine that such indemnification is proper because such person has met the specified standard of conduct entitling such person to indemnification as set forth under paragraphs (a) or (b) of this section 7.5. Any determination that a person shall or shall not be indemnified under the provisions of paragraphs (a) or (b) of this section 7.5 shall be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding or (ii) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, and such determination shall be final and binding upon this corporation; provided, however, that in the event such determination is adverse to the person to be indemnified hereunder, such person shall have the right to maintain an action in any court of competent jurisdiction against this corporation to determine whether or not such person has met the requisite standard of conduct and is entitled to such indemnification hereunder. For the purposes of such court action, an adverse determination as to the eligibility of a person for indemnification made pursuant to either of clauses (i) or (ii) of this paragraph (d) shall not constitute a defense to such action nor create a presumption regarding such person's eligibility for indemnification hereunder. If such court action is successful and the person is or are determined to be entitled to such indemnification, such person shall be reimbursed by this corporation for all fees and expenses (including attorneys' fees) actually and reasonably incurred in connection with any such action (including without limitation the investigation, defense, settlement or appeal of such action).

(e) Advancement of Expenses. Expenses (including attorneys' fees) actually and reasonably incurred by a person who may be entitled to indemnification hereunder in defending an action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate, shall be paid by this corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he or she is entitled to indemnification by this corporation. Notwithstanding the foregoing, no advance shall be made by this corporation if a determination is reasonably and promptly made by (i) the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding for which the advancement is requested or (ii) if a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, that, based upon the facts known to the board or counsel at the time such determination is made, such person acted in bad faith and in a manner that such person did not believe to be in or not opposed to the best interest of this corporation, or, with respect to any criminal proceeding, that such person believed or had reasonable cause to believe such person's conduct was unlawful. In no event shall any advance be made in instances where the board of this corporation or independent legal counsel reasonably determines that such person deliberately breached such person's duty to this corporation.

(f) Non-Exclusivity. The indemnification and, to the extent permitted by the laws of the State of Missouri, the advancement of expenses, provided by this Section 7.5 shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under Mo. Rev. Stat. section 537.117, under any other provision of law, under the articles of incorporation or these bylaws or under any agreement, vote of disinterested directors, policy of insurance or otherwise, both as to action in their official capacity and as to action in another capacity while holding their respective offices, and shall not

limit in any way any right which this corporation may have to make additional indemnifications with respect to the same or different persons or classes of persons. The indemnification and advancement of expenses provided by, or granted pursuant to, this section 7.5 shall continue as to a person who has ceased to serve in an Indemnifiable Capacity and shall inure to the benefit of the heirs, executors, administrators and estate of such a person.

(g) Insurance. Upon resolution passed by the board of directors, this corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, agent or employee of this corporation, or is or was serving at the request of this corporation as a director, officer, agent or employee of any Other Enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not this corporation would have the power to indemnify such person against such liability under the provisions of this section 7.5.

(h) Amendment and Vesting of Rights. Notwithstanding any other provision of these bylaws or of the articles of incorporation, the terms and provisions of this section 7.5 may be amended or repealed and the rights to indemnification and advancement of expenses created hereunder may be changed, altered or terminated in the manner provided by Article IX of these bylaws for the amendment of the bylaws of this corporation; provided, however, the applicable laws of the State of Missouri may require an amendment to the articles of incorporation to authorize, direct or provide for further indemnification. The rights granted or created hereby shall be vested in each person entitled to indemnification hereunder as a bargained-for, contractual condition of such person's serving or having served in an indemnifiable Capacity and while this section 7.5 may be amended or repealed, no such amendment or repeal shall release, terminate or adversely affect the rights of such person under this section 7.5 with respect to any act taken or the failure to take any act by such person prior to such amendment or repeal or with respect to any action, suit or proceeding with respect to such act or failure to act filed after such amendment or repeal.

(i) Definition of "this corporation". For purposes of this section 7.5, other than paragraph (c) of this section 7.5, references to "this corporation" shall, if and only if the board of directors shall determine, include, in addition to the resulting or surviving corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger, which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents serving at the request of such constituent corporation as a director, officer, employee, or agent of any Other Enterprise, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of any Other Enterprise, shall stand in the same position under the provisions of this section 7.5 with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

(j) Certain Definitions. For purposes of this section 7.5:

(i) References to serving in an "Indemnifiable Capacity" shall mean service by a person as a director, officer, employee or agent of this corporation or

service by a person at this corporation's request as a director, officer, employee, or agent of any Other Enterprise (as hereinafter defined);

(ii) References to "Other Enterprises" or "Other Enterprise" shall include without limitation any other corporation, partnership, limited liability company, joint venture, trust or employee benefit plan;

(iii) References to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan;

(iv) References to "defense" shall include investigations of any threatened, pending or completed action, suit or proceeding as well as appeals thereof and shall also include any defensive assertion of a cross-claim or counterclaim;

(v) References to "serving at the request of this corporation" shall include any service as a director, officer, employee, or agent of a corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries;

(vi) A person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of this corporation";

(vii) Unless the board of directors of this corporation shall determine otherwise, any director, officer, employee or agent of this corporation who shall serve as a director, officer, employee, or agent of any Other Enterprise of which this corporation, directly or indirectly, is a shareholder or creditor, or in which this corporation is in any way interested, shall be presumed to be serving as such director, officer, employee, or agent at the request of this corporation; and

(viii) In all other instances where any person shall serve as a director, officer, employee, or agent of another Enterprise, if it is not otherwise established that such person is or was serving as such director, officer, employee, or agent at the request of this corporation, the board of directors of this corporation shall determine whether such person is or was serving at the request of this corporation, and it shall not be necessary to show any actual or prior request for such service, which determination shall be final and binding on this corporation and the person seeking indemnification.

(k) Severability. If any provision of this section 7.5 or the application of any such provision to any person or circumstance is held invalid, illegal or unenforceable for any reason whatsoever, the remaining provisions of this section 7.5 and the application of such provision to other persons or circumstances shall not be affected thereby and to the fullest extent possible the court finding such provision invalid, illegal or unenforceable shall modify and construe the provision so as to render it valid and enforceable as against all persons or entities and to give the maximum possible protection to persons subject to indemnification hereby within the bounds of validity, legality and enforceability. Without limiting the generality of the foregoing, if any person who is or was serving in an Indemnifiable Capacity is entitled under any provision of this section 7.5 to indemnification by this corporation for some or a portion of the

judgments, amounts paid in settlement, attorneys' fees, ERISA excise taxes or penalties, fines or other expenses actually and reasonably incurred by any such person in connection with any threatened, pending or completed action, suit or proceeding (including without limitation, the investigation, defense, settlement or appeal of such action, suit or proceeding), whether civil, criminal, administrative, investigative or appellate, but not, however, for all of the total amount thereof, this corporation shall nevertheless indemnify such person for the portion thereof to which such person is entitled.

ARTICLE VIII

NOTICE

Any notice required or desired to be given under these bylaws or otherwise to any director shall be given in writing and shall be deemed given and effective at the earliest of the following:

- (a) when received by the director being notified;
- (b) five days after deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed;
- (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; and
- (d) 30 days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

Written notice is correctly addressed to a director if addressed to the director's address shown on this corporation's current records.

ARTICLE IX

FISCAL YEAR

The fiscal year of this corporation shall end each year on the 31st day of March.

ARTICLE X

AMENDMENTS

Except as otherwise specifically provided in these bylaws, the bylaws of this corporation may be amended or new bylaws adopted upon the approval of a majority of all directors in office. If an amendment is to be approved at a meeting of the board of directors, 10 days' notice of the meeting must be given by the chairman of the board, the president (if any), or at least 20 percent of the directors then in office. The notice must state that the purpose of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or

summary of the amendment. This corporation shall keep at its principal office a copy of the bylaws, as amended, which shall be open to inspection by all board members at all reasonable times during office hours.

CERTIFICATE

The undersigned Officers of the RIVER MARKET COMMUNITY IMPROVEMENT DISTRICT, INC, a Missouri non-profit corporation, hereby certify that the foregoing amended bylaws are the original amended bylaws of the corporation duly approved and adopted by the Board of Directors.

Dated this ____ day of _____ 2019,
