

88. Consent of Manager of Loughborough Commons, LLC to Supplemental Indenture.
89. Second Supplemental Trust Indenture dated October 1, 2008.
90. Loughborough Commons Community Improvement District Tax-Exempt Subordinate Community Improvement Revenue Note Series 2008 (\$7,500 plus accrued interest).
91. Loughborough Commons Community Improvement District Amended and Restated Tax-Exempt Subordinate Community Improvement Revenue Note, Series 2007.
92. Purchaser's Letters of Representations dated October 31, 2008.
93. Non-Arbitrage Certificate dated October 31, 2008.
94. District's Closing Certificate dated October 31, 2008.
95. IRS Form 8038-6.

VOLUME III

96. Agenda for the May 14, 2009 Meeting of the District's Board of Directors and Affidavits regarding Posting of Notice.
97. Resolution No. 2009-01: Ratifying the Minutes of the Meeting of the Board of Directors on October 31, 2008.
98. Minutes of Meeting Held on October 31, 2008.
99. Resolution No. 2009-02: Electing Officers.
100. Resolution No. 2009-03: Approving a Budget for the Fiscal Year ending on June 30, 2010.
101. Minutes of Meeting of the District's Board of Directors Held on May 14, 2009.
102. Letter to City Register, City of St. Louis, dated October 18, 2009 enclosing the District's Annual Financial Report for the Fiscal Year ending June 30, 2009
103. E-mail to the Missouri Department of Economic Development dated October 27, 2009 with the District's 2009 Fiscal Year Annual Report
104. Letter dated February 22, 2010 submitting the proposed budget of the District for the Fiscal Year ending June 30, 2011 to the City of St. Louis
105. Agenda for the May 27, 2009 Meeting of the District's Board of Directors and Affidavits regarding Posting of Notice

106. Resolution No. 2010-01: Electing Interim Officers
107. Resolution No. 2010-02: Ratifying the Minutes of the Board of Directors on May 14, 2009
108. Resolution No. 2010-03: Accepting the Resignation of a Director (Michael B. Sullivan) and Acknowledging His Replacement (David Ramirez)
109. Resolution No. 2010-04: Accepting the Resignation of a Director (Karen A. Mills) and Acknowledging Her Replacement (Christopher P. Bertel)
110. Resolution No. 2010-05: Electing Officers
111. Resolution No. 2010-06: Approving a Budget for the Fiscal Year Ending on June 30, 2011
112. Minutes of Meeting of the District's Board of Directors Held on May 27, 2010
113. Confirmation of Filing of Annual Operating Budget Information with the Missouri Ethics Commission dated July 22, 2010
114. District's Annual Financial Statement dated October 1, 2010 filed with the Missouri State Auditor's Office
115. Confirmation of Filing dated October 5, 2010 of the District's Annual Report for the 2010 Fiscal Year with the Missouri Department of Economic Development
116. Notice of City's Appointment of Directors Christopher Bertel, David Ramirez and Franklin Sears to District's Board
117. Letter dated February 24, 2011 submitting the Proposed Budget for the FY ending June 30, 2012 to the City of St. Louis
118. Agenda for the May 31, 2011 Meeting of the District's Board of Directors and Affidavits regarding Posting of Notice.
119. Resolution No. 2011-01: Confirming and Appointment of Terms for Board Members Whose Commissions Have Expired (Franklin Sears and Michael Anthon)
120. Resolution No. 2011-02: Ratifying the Minutes of the Meeting of the Board of Directors Held on May 27, 2010
121. Resolution No. 2011-03: Electing Officers
122. Resolution No. 2011-04: Approving a Budget for Fiscal Year Ending June 30, 2012
123. Rubin Brown Financial Statement of the District dated June 30, 2011

124. District's Annual Financial Statement filed with the Missouri State Auditor's office on October 27, 2011
125. District's Annual Financial Report filed with the Missouri Department of Economic Development and City of St. Louis on October 27, 2011
126. Notice of City's Appointment of Directors Anthon, Bertel and Duchinsky to District's Board of Directors
127. Letter dated March 28, 2012 submitting the Proposed Budget for the fiscal year ending June 30, 2013 to the City of St. Louis
128. Agenda for the May 30, 2012 Meeting of the District's Board of Directors and Affidavits of Posting of Notice
129. Resolution No. 2012-01: Confirming Appointment for New Board Member (Jull Duchinsky)
130. Resolution No. 2012-02: Confirming Re-Appointment for Board Member Whose Commission had Expired (Michael Anthon)
131. Resolution No. 2012-03: Confirming Appointment of New Board Member (Christopher Bertel)
132. Resolution No. 2012-04: Ratifying Minutes of May 31, 2011 Meeting of Board of Directors
133. Minutes to May 31, 2011 Meeting of Board of Directors
134. Resolution No. 2012-05: Electing Officers
135. Resolution No. 2012-06: Approving a Budget for the fiscal year ending June 30, 2013
136. Confirmation of Filing of Annual Operating Budget Information with Missouri Ethics Commission dated August 1, 2012
137. District's 2012 Annual Financial Statement Filed with the Missouri State Auditor's Office (October 25, 2012)
138. Letter dated April 1, 2013 submitting the Proposed Budget for the fiscal year ending June 30, 2014 to the City of St. Louis
139. Agenda for the May 28, 2013 Meeting of the District's Board of Directors and Affidavits of Posting
140. Resolution No. 2013-01: Ratifying the Minutes of the May 30, 2012 Meeting of Board of Directors
141. Minutes of the May 30, 2012 Meeting of Board of Directors

142. Resolution No. 2013-02: Electing Officers
143. Resolution No. 2013-03: Approving a Budget for the fiscal year ending June 30, 2014
144. Minutes of May 28, 2013 Meeting of Board of Directors
145. Confirmation of Filing Annual Operating Budget Information with the Missouri Ethics Commission dated July 26, 2013
146. District's 2013 Annual Financial Statement filed with the Missouri State Auditor's Office (October 25, 2013)
147. District's 2013 Annual Financial Statement filed with the Missouri Department of Economic Development (October 28, 2013) and St. Louis City Register (October 25, 2013)
148. RubinBrown Financial Statement of the District dated October 25, 2013 and provided to UMB as Trustee on October 28, 2013
149. Letter dated March 31, 2014 submitting the Proposed Budget for the fiscal year ending June 30, 2015 to the City of St. Louis
150. Notice of Open Meeting of Board of Directors (including Agenda and Affidavits of Posting) for the May 28, 2014 Meeting of the District's Board of Directors.
151. Resolution No. 2014-01: Ratifying Minutes of May 28, 2013 Meeting of Board of Directors.
152. Resolution No. 2014-02: Electing Officers.
153. Resolution No. 2014-03: Approving a Budget for the Fiscal Year ending on June 30, 2015.
154. Minutes of Meeting of the District's Board of Directors held on May 28, 2014.
155. Confirmation of Filing Annual Operating Budget Information with the Missouri Ethics Commission dated _____, 2014.
156. District's 2014 Annual Financial Statement filed with Missouri State Auditor's Office (October 27, 2014).
157. District's 2014 Annual Financial Statement filed with the Missouri Department of Economic Development and St. Louis City Register (October 27, 2014).
158. Notice of Open Meeting of Board of Directors (including Agenda and Affidavits of Posting) for the May 21, 2015 Meeting of the Board of Directors.
159. Resolution No. 2015-01: Ratifying the Minutes of the Board of Directors Held on May 28, 2014.

160. Resolution No. 2015-02: Electing Officers.

VOLUME IV

161. Resolution No. 2015-03: Approving a Budget for the Fiscal Year Ending June 30, 2015.
162. Minutes of Meeting of Board of Directors Held on May 21, 2015.
163. Notice of City's Appointment of Directors Bertel, Duchinsky, Ramirez and Sears to District's Board.
164. Notice of City's Appointment of Director Bradley Foss to District's Board to replace David Ramirez.
165. Confirmation of Filing of Annual Operating Budget Statement with the Missouri Ethics Commission (7/31/15).
166. District's 2015 Annual Financial Statement filed with the Missouri State Auditor's Office (October 30, 2015).
167. District's 2015 Annual Financial Statement filed with the Missouri Department of Economic Development and St. Louis City Register (October 30, 2015).
168. Letter to MO Department of Revenue with District Directors and Officers as of December 22, 2015.

**LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT**

Notice of Open Meeting of the Board of Directors

Notice is hereby given that the Board of Directors of Loughborough Commons Community Improvement District will conduct a meeting at 9:30 a.m. on Thursday, May 14, 2009, at the offices of Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, to consider and act upon the following:

1. Roll Call
2. Adoption of Resolution No. 2009-01, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS HELD ON OCTOBER 31, 2008.**

3. Adoption of Resolution No. 2009-02, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS.**

4. Adoption of Resolution No. 2009-03, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR
ENDING JUNE 30, 2010.**

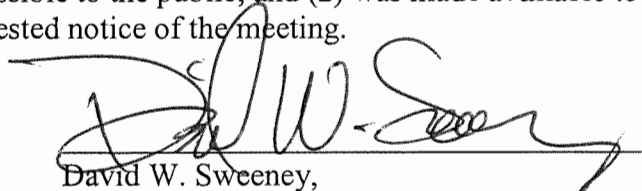
5. New business.
6. Discussion regarding setting date, time and place for the next meeting of the Board of Directors.

Some of the Board of Directors may participate by telephone or other electronic means. Any member of the public may observe and attend the meeting at the office identified above. Representatives of the news media may obtain copies of this notice by contacting: Tracy R. Ring c/o Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, 314-516-2620. Persons with disabilities wishing to attend may contact Tracy R. Ring at the address and telephone number provided above prior to the meeting if accommodations are required.

AFFIDAVIT

State of Missouri)
) ss.
City of St. Louis)

I, David W. Sweeney, Clerk to the Board of Aldermen of the City of St. Louis, Missouri, being first duly sworn, state and certify that the attached notice of the meeting of the Board of Directors of the Loughborough Commons Community Improvement District to be held at 9:30 a.m. on May 14, 2009, (1) was posted at least 24 hours prior to the commencement of the meeting on a bulletin board or other prominent place at St. Louis City Hall, 1200 Market Street, St. Louis, Missouri 63103, which is easily accessible to the public, and (2) was made available to any representative of the news media who requested notice of the meeting.




David W. Sweeney,
Clerk to the Board of Aldermen of the City
of St. Louis, Missouri

Subscribed and sworn to before me this 12th day of May, 2009.



GAYLE A. TIEMANN
My Commission Expires
January 31, 2010
Jefferson County
Commission #06486427



Notary Public

My commission expires: January 31, 2010

AFFIDAVIT

State of Missouri)
) ss.
City of St. Louis)

I, Patricia Wharton, counsel to the Loughborough Commons Community Improvement District, being first duly sworn, state and certify that the attached notice of the meeting of the Board of Directors of the Loughborough Commons Community Improvement District to be held at 9:30 a.m. on May 14, 2009, (1) was posted at least 24 hours prior to the commencement of the meeting on a bulletin board or other prominent place at the offices of Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, which is easily accessible to the public, and (2) was made available to any representative of the news media who requested notice of the meeting.

Patricia Wharton

Patricia Wharton, counsel to the
Loughborough Commons Community
Improvement District

Subscribed and sworn to before me this 13th day of May, 2009.



GAYLE A. TIEMANN
My Commission Expires
January 31, 2010
Jefferson County
Commission #06486427

Gayle A. Tiemann
Notary Public

My commission expires: *January 31, 2010*

RESOLUTION NO. 2009-01

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS HELD ON OCTOBER 31, 2008**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District");

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capital of all property owners within the District, the Mayor of the City appointed members of the board of directors of the District serving such terms as designated by the Mayor of the City;

WHEREAS, pursuant to Paragraph 8 of Article IV of the Bylaws of the District, the Board of Directors shall conduct all meetings of the Board of Directors in accordance with the Sunshine Law of the State of Missouri; and

WHEREAS, pursuant to Section 610.020.7 of the Revised Statutes of Missouri, the Sunshine Law requires that minutes of meetings be taken and retained by the District.

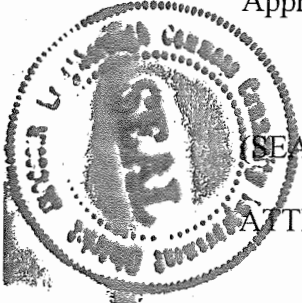
**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF
DIRECTORS OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT AS FOLLOWS:**

1. The Board of Directors of the District hereby ratifies the minutes of the meeting of the Board of Directors held on October 31, 2008, attached hereto as Exhibit A and directs the Secretary of the Board of Directors to attest to such minutes as ratified.
2. The Board of Directors of the District hereby directs that the minutes so attested and ratified be retained in the records of the District.
3. This resolution shall be in full force and effect from and after its adoption by the Board of Directors.

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This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

Approved this 14th day of May, 2009.



(SEAL)

ATTEST:

A handwritten signature in cursive script, reading "Michael B. Sullivan".

Michael B. Sullivan,
Chairman of the Board of Directors

A handwritten signature in cursive script, reading "Michael L. Anthon".

Michael L. Anthon,
Secretary of the Board of Directors

Exhibit A
Minutes of the October 31, 2008 Meeting of the Board of Directors

SEE ATTACHED

MINUTES

**MEETING OF THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT**

OCTOBER 31, 2008

A meeting of the Board of Directors of the Loughborough Commons Community Improvement District ("District") was held at 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, on Friday, October 31, 2008 at 2 p.m.

1. Roll Call

The following members of the Board of Directors were present in person or via telephone conference and thereby constituted a quorum of the Directors:

Michael Sullivan
Patricia McDougell
Michael Anthon
Franklin Sears
Karen Mills

The following guests of the Board of Directors were present:

Tracy Ring – Greensfelder, Hemker & Gale, PC, District Counsel
Patricia Wharton – Greensfelder, Hemker & Gale, PC

2. Considerations and Resolutions

A. The matter of ratifying the Minutes of the May 14, 2008 meeting of the Board of Directors of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for the adoption of Resolution No. **2008-04**, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS HELD ON MAY 14, 2008.**

Director Mills seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Michael Sullivan
Patricia McDougell
Michael Anthon
Franklin Sears
Karen Mills

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

B. The matter of approving a certificate of reimbursable project costs from the Developer in the amount of \$7,500 came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. **2008-05**, titled as follows:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT ACCEPTING AND APPROVING THE CERTIFICATE OF REIMBURSABLE PROJECT COSTS SUBMITTED BY LOUGHBOROUGH COMMONS, LLC.

Director McDougell seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Michael Sullivan
Patricia McDougell
Michael Anthon
Franklin Sears
Karen Mills

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

C. The matter of approving an amended and restated Series 2007 Subordinate Note, issuing a Series 2008 Subordinate Note and authorizing a Supplemental Trust Indenture came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. **2008-06**, titled as follows:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT AUTHORIZING THE ISSUANCE OF A SUBORDINATED COMMUNITY IMPROVEMENT REVENUE NOTE, SERIES 2008, AND AUTHORIZING THE EXECUTION OF A SUPPLEMENT TO TRUST INDENTURE.

Director McDougell seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Michael Sullivan
Patricia McDougell
Michael Anthon
Franklin Sears

Karen Mills

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

3. New Business

After consideration and voting on the above resolutions, the following new business matters came on for consideration:

- a. The next annual meeting of the District will be held in the Spring.
- b. Copies of the signed Resolutions from the meeting will be forwarded to Tracy Ring for the Corporate Records Book.

4. Adjournment

There being no further business to come before the Board of Directors, upon motion duly made by Director Anthon, seconded by Director Sears and unanimously carried by the Board of Directors, the meeting was adjourned.



Michael Anthon, Secretary of the Board of Directors

RESOLUTION NO. 2009-02

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capita of all property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to the Bylaws of the District, the officers of the District shall be elected or appointed annually by the Board of Directors, to serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified.; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District

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

1. The Board of Directors hereby elects the following individuals to serve the office set forth opposite his or her name, each to hold such office until the next annual meeting of the board of directors of the District or until his or her successor shall have been duly elected:

Chair:	Michael B. Sullivan
Vice Chair:	Karen A. Mills
Treasurer:	Patricia McDougell
Secretary:	Michael L. Anthon

2. The District shall reimburse each officer of the District for his or her reasonable out-of-pocket expenses incurred in the performance of their duties as such officer.

3. The District officers are hereby authorized to take such actions and file such reports as are required under the CID Act.

4. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

Approved this 14th day of May, 2009.



Michael B. Sullivan,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Michael L. Anthon,
Secretary of the Board of Directors



RESOLUTION NO. 2009-03

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2010**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capita of all property owners within the District, the Mayor of the City appointed members of the board of directors of the District (the "Board of Directors") serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to Section 67.1471.1 of the CID Act and District Resolution 2006-01, the District's fiscal year is July 1 – June 30; and

WHEREAS, pursuant to Section 67.1471.2 of the CID Act, the District is required to submit a proposed annual budget to the City for review and comment; and

WHEREAS, pursuant to Section 67.1471.3 of the CID Act, the District is required to adopt an annual budget; and

WHEREAS, pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis dated as of November 1, 2007 (the "Financing Agreement"), the Treasurer of the District shall include in the budget proposal submitted to the Board of Directors of the District a request for an appropriation of the CID Revenues for transfer to the Trustee; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District.

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

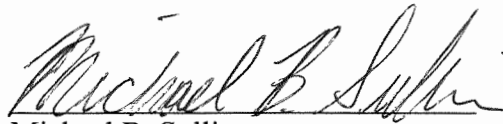
1. The District acknowledges that it has submitted a proposed budget to the City for review and comment for the fiscal year beginning July 1, 2009 and ending June 30, 2010 and that the City provided no comments thereto.
2. Each member of the Board of Directors acknowledges that he or she has received and reviewed, and the District hereby approves, the budget in substantially the form attached hereto as Exhibit A.
3. The Board of Directors hereby appropriates all CID Revenues to the Trustee for application in accordance with the Financing Agreement.

4. The District shall, and the officials, agents and employees of the District are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments, as may be necessary or desirable to carry out and comply with the intent of this Resolution, and to carry out, comply with and perform the duties of the District with respect to the annual budget requirements of the CID Act.

5. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors. All capitalized terms not defined herein shall have the same meaning attributed to them in the Financing Agreement.

Approved this 14th day of May, 2009.



Michael B. Sullivan,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Michael L. Anthon,
Secretary of the Board of Directors



Exhibit A

Budget

SEE ATTACHED

Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2009 through June 30, 2010

	Revenues Under Bond Indenture										Revenues Under Supplemental Trust Indenture				
	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance															
Summary of Receipts															
Sales Tax Revenue	325,000	*													
Note Proceeds															
Interest Earnings	569														
From Special Trust Fund		325,569													
From Revenue Fund			15,000	310,569											
Total Receipts and Beginning Balance	<u>325,569</u>	<u>325,569</u>	<u>15,000</u>	<u>310,569</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Summary of Disbursements															
To Revenue Fund	(325,569)														
To Operating Fund		(15,000)													
To Debt Service Fund		(310,569)													
To Debt Service Reserve Fund															
To Project Fund															
To Rebate Fund															
To Excess Revenue Fund															
Operating Expenses:															
Bank Fees			(50)												
Administrative Costs			(4,950)												
Insurance Expenses															
Legal Expenses			(5,000)												
Audit Fee			(5,000)												
Project Expenses															
Debt Instrument - Cost of Issuance															
Debt Service				(310,569)											
Total Disbursements	<u>(325,569)</u>	<u>(325,569)</u>	<u>(15,000)</u>	<u>(310,569)</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Other Financing Sources (Uses)															
Transfers In	325,569	325,569	15,000	310,569	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(325,569)	(325,569)	(15,000)	(310,569)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>

*CID Portion of CID Sales Tax Revenues

MINUTES

**MEETING OF THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT**

MAY 14, 2009

A meeting of the Board of Directors of the Loughborough Commons Community Improvement District ("District") was held at 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, on Thursday, May 14, 2009 at 9:30 a.m.

1. Roll Call

The following members of the Board of Directors were present in person or via telephone conference and thereby constituted a quorum of the Directors:

Michael Sullivan
Patricia McDougell
Michael Anthon
Franklin Sears
Karen Mills

The following guests of the Board of Directors were present:

Tracy Ring – Greensfelder, Hemker & Gale, PC, District Counsel
Kathleen Wildhaber – The DESCO Group, Inc.

2. Considerations and Resolutions

A. The matter of ratifying the Minutes of the October 31, 2008 meeting of the Board of Directors of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Mills moved for the adoption of Resolution No. **2009-01**, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS HELD ON OCTOBER 31, 2008.**

Director McDougell seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Michael Sullivan
Patricia McDougell
Michael Anthon
Franklin Sears
Karen Mills

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

B. The matter of electing the officers of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. **2009-02**, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

Director Sullivan seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Michael Sullivan
Patricia McDougell
Michael Anthon
Franklin Sears
Karen Mills

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

C. The matter of approving an annual budget for the fiscal year beginning July 1, 2009 and ending June 30, 2010 came on for consideration and was discussed. After consideration and discussion by the Board, Director Anthon made a motion for the adoption of Resolution No. **2009-03**, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2010.**

Director McDougell seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Michael Sullivan
Patricia McDougell
Michael Anthon
Franklin Sears
Karen Mills

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

3. New Business

After consideration and voting on the above resolutions, the following new business matters came on for consideration:

- a. The next annual meeting of the District will be held next May.
- b. Copies of the signed Resolutions from the meeting will be forwarded to Tracy Ring for the Corporate Records Book.

4. Adjournment

There being no further business to come before the Board of Directors, upon motion duly made by Director Sears, seconded by Director Mills and unanimously carried by the Board of Directors, the meeting was adjourned.



Michael Anthon, Secretary of the Board of Directors

Loughborough Commons Community Improvement District

(Political Subdivision Name)

17-115-000E

Ms. Pat McDougell, Controller

Loughborough Commons CID

25 North Brentwood Boulevard

St. Louis, MO 63105

(Address)

(Telephone Number)

(Email Address)

CERTIFICATION

I PATRICIA McDougell, Treasurer of
(Name - please print) (Title)

Loughborough Commons Community Improvement District of City of St. Louis do attest, under oath, this
(Political subdivision) (County)

report is a true and accurate account of all financial transactions for the year ended 6/30/09
(month, day & year)

Signature Patricia McDougell

Subscribed and sworn to before me this 14TH day of OCTOBER, 2009.

Karen L. Ball
(Notary public signature)



My Commission Expires: MAY 28, 2012

Financial Statement Summary

For the Year Ended 6/30/09

	Total All Funds	General Fund	CID Fund	Fund	Fund
Beginning Balance	\$ 456,771	\$	\$ 456,771	\$	\$
Total Receipts	310,489		310,489		
Total Disbursements	311,229		311,229		
Ending Balance	\$ 456,031	\$	\$ 456,031	\$	\$

Receipts

Loughborough Commons Community Improvement
 (Political Subdivision Name) District

	Total All Funds	General Fund	CID Fund	Fund	Fund
Property Tax	\$	\$	\$	\$	\$
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
Total (101)	_____	_____	_____	_____	_____
Sales Tax					
_____	_____	_____	310,045	_____	_____
_____	_____	_____	_____	_____	_____
Total (102)	_____	_____	310,045	_____	_____
Franchise Tax					
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
Total (123)	_____	_____	_____	_____	_____
Intergovernmental Receipts					
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
Total	_____	_____	_____	_____	_____
Charges for Services					
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
Total	_____	_____	_____	_____	_____
Utility Receipts					
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
Total	_____	_____	_____	_____	_____
Interest Earned (120)			444		
_____	_____	_____	_____	_____	_____
Other Receipts and Transfers					
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
Interfund Transfers					
_____	_____	_____	_____	_____	_____
Total	_____	_____	_____	_____	_____
Total Receipts	\$	\$	\$ 310,489	\$	\$

Disbursements (By Function)

Loughborough Commons Community Improvement
(Political Subdivision Name) District

	Total All Funds	General Fund	CID Fund	Fund	Fund
General Government (E29)	\$	\$	\$ 8,988	\$	\$
Police (E62)					
Fire (E24)					
Streets and Roads (E44)					
Sanitation (E81)					
Health and Welfare (E32)					
Parks (E61)					
Libraries (E52)					
Debt Payments			302,241		
Interfund Transfers					
Total Disbursements by Function	\$	\$	\$ 311,229	\$	\$

Disbursements (By Object)

	Total All Funds	General Fund	CID Fund	Fund	Fund
Salaries (200)	\$	\$	\$	\$	\$
Fringe Benefits					
Operations			8988		
Debt Payments			302241		
Capital Expenditures (278)					
Interfund Transfers					
Total Disbursements by Object	\$	\$	\$ 311,229	\$	\$

Statement of Indebtedness

Lashborough Commons Community Improvement District
 (Political Subdivision Name)

Issue Description	Outstanding Beginning of Fiscal Year	Issued During Fiscal Year	Retired During Fiscal Year	Outstanding End of Fiscal Year
General Obligation Bonds	(19X) \$	(29X) \$	(39X) \$	(49X) \$
Revenue Bonds	(19X)	(29X)	(39X)	(49X)
CID Bond 1	1,587,864		107,064	1,480,800 ✓
CID Bond 2	2,768,040			2,768,040
Other Debt				
Developer Note	142,500			142,500
Totals	\$ 4,498,404	\$	\$ 107,064	\$ 4,391,340

Statement of Assessed Valuation and Tax Rates

Assessed Valuation

N/A

Real Estate	\$
Personal Property	
State Assessed Railroad and Utility	
Total Valuation	\$

Tax Rates

Funds	Tax Rate (per \$100)

***LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FINANCIAL STATEMENT
JUNE 30, 2009***



Contents

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Accountants' Report	1
Financial Statement [#]	
Statement Of Receipts And Disbursements On The Cash Basis	2



RubinBrown LLP
Certified Public Accountants
& Business Consultants

One North Brentwood
Saint Louis, MO 63105

T 314.290.3300
F 314.290.3400

W rubinbrown.com
E info@rubinbrown.com

The Board of Directors
Loughborough Commons Community Improvement District
St. Louis, Missouri

We have compiled the accompanying statement of receipts and disbursements on the cash basis of Loughborough Commons Community Improvement District (the District) for the year ended June 30, 2009, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

The statement has been prepared on the cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying financial statement and, accordingly, do not express an opinion or any other form of assurance on it.

Management has elected to omit all of the disclosures ordinarily included in financial statements prepared on the cash basis of accounting. If the omitted disclosures were included in the financial statement, they might influence the user's conclusions about the District's results of operations and cash flows. Accordingly this financial statement is not designed for those who are not informed about such matters.

RubinBrown LLP

October 6, 2009

**LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT**

**STATEMENT OF RECEIPTS AND DISBURSEMENTS
ON THE CASH BASIS**

For The Year Ended June 30, 2009

Receipts	
Sales tax receipts	\$ 310,045
Interest income	444
Total Receipts	<u>310,489</u>
Disbursements	
Debt payments	302,241
Professional fees, services and costs	8,988
Total Disbursements	<u>311,229</u>
Excess Of Disbursements Over Receipts	(740)
Cash Balances - Beginning Of Year	<u>456,771</u>
Cash Balances - End Of Year*	<u><u>\$ 456,031</u></u>

* Includes a 24% interest in restricted debt reserve account

From: "McDougell, Pat" <pmcdougell@Descogroup.com>
To: <missouridevelopment@ded.mo.gov>
CC: "Patricia Wharton" <phw@greensfelder.com>, "Tracy Ring" <trr@greensfelde...
Date: 10/27/2009 1:13 PM
Subject: Loughborough Commons Community Improvement District Annual Report
Attachments: 2009 Community Imp District Annual Rpt.pdf; 2009 fiscal year resolutions.pdf

Attached please find the Loughborough Commons Community Improvement District Annual Report for the fiscal year ending June 30, 2009, together with copies of all written Resolutions adopted by the District in such fiscal year. If you have any questions or need any additional information, please do not hesitate to contact me.

Regards,

Pat McDougell

25 North Brentwood
St. Louis, Mo 63105
314-994-4221 telephone
314-994-4074 fax
pmcdougell@descogroup.com

The information contained in this e-mail message, including any attachments, is confidential. If you are not the intended recipient, you are hereby notified that any reading, use or dissemination of this message is strictly prohibited. If you have received this message in error, please immediately notify us by telephone at 314-994-4444 and delete this message from your system. Although this e-mail and any attachments are believed to be free of any virus or other defect that might affect any computer system into which it is received and opened, it is the responsibility of the recipient to ensure that it is virus free, and no responsibility is accepted by the sender for any loss or damage arising in any way from its use. Thank you.

7. Names of the members of the governing board of the C.I.D. as of the date of the most recent Annual Meeting:

Michael Sullivan
Karen Mills
Pat McDougell
Michael Anthon
Franklin Sears

8. Date of the most recent Annual Meeting of the C.I.D. ___ ???? _____
9. Original date of establishment of the C.I.D. _____ 5/17/06 _____
10. C.I.D. establishing Ordinance No. _____ 67088 _____

Section 2: Purpose

1. State the primary responsibility(s) of the C.I.D., and the specific services provided during the previous fiscal year.

To assist in the completion and funding of certain transportation, utility and other physical improvements within the District, including the demolition of existing structures and the excavation, removal, grading, construction, installation, repair and maintenance of various transportation, parking, utility, drainage, screening and other related improvements.

Section 3: Financials

1. The C.I.D. is established as a: Political subdivision
 Not-for-profit Corporation
2. State the total amount of C.I.D. revenues collected during the previous fiscal year, and list revenues by their source (special assessments, rent, fees, grants, etc.)

\$288,606 Sales Tax

\$288,606 **Total**

3. List all expenditures made by the C.I.D. during the previous fiscal year.

\$7,560 accounting and legal fees
\$361,645 Debt payment

Section 4: Administrative

1. Attach copies of any written resolutions approved by the governing board of the C.I.D. during the previous fiscal year.

Send Report To:

Missouri Department of Economic Development

Attn: Community Improvement District Annual Report

301 W. High Street, P.O. Box 118

Jefferson City, MO 65102

Fax 573-522-9462

Email missouridevelopment@ded.mo.gov

For further information or assistance please call 573-526-8004 or 573-526-0748

**RESOLUTION OF THE BOARD OF TRUSTEES OF
FONTBONNE UNIVERSITY**

**RE: AUTHORIZING CERTAIN FINANCING WITH RESPECT TO THE
REFUNDING OF CERTAIN 1998 INDEBTEDNESS AND THE
RENOVATION OF THE SCIENCE BUILDING**

WHEREAS, Fontbonne University (the "Corporation") has entered into certain financing transactions pursuant to the terms of that certain Bond Trust Indenture dated as of June 1, 1998 (the "1998 Bond Trust Indenture") between the Health and Educational Facilities Authority of the State of Missouri (the "Issuer") and UMB Bank of St. Louis, N.A., as Trustee; and

WHEREAS, the outstanding principal amount of the indebtedness evidenced by the bonds issued pursuant to the 1998 Bond Trust Indenture (the "Series 1998 Bonds") is approximately \$6,600,000; and

WHEREAS, the Corporation desires to enter into a new financing transaction in substantial accordance with the terms and conditions set forth in that certain Commitment Letter given by Capital One Public Funding, LLC (the "Purchaser") dated October 16, 2009 (the "Term Sheet"); and

WHEREAS, the Term Sheet contemplates that the Issuer will issue approximately \$14,145,000 of tax-exempt revenue bonds (the "Series 2009 Bonds") which will be purchased by the Purchaser, and the proceeds of which will be loaned to the Corporation by the Issuer to repay in full the Series 1998 Bonds and finance, in part, the renovation of the Corporation's Science Building located at 6800 Wydown Boulevard, Clayton, Missouri 63105.

THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE CORPORATION, AS FOLLOWS:

Section 1. Authorization To Request Financing. The Corporation is hereby authorized to request the Issuer (a) to assist the Corporation in providing funds for the purposes described above through the issuance of the Series 2009 Bonds of the Issuer in a maximum principal amount not to exceed \$15,000,000, and (b) to loan the proceeds of the Series 2009 Bonds to the Corporation for such purposes.

Section 2. Terms To Be Determined. The Corporation is hereby further authorized to (a) consummate the transactions contemplated by the Term Sheet; (b) proceed with the issuance of the Series 2009 Bonds by the Issuer for the purposes described above, in such principal amount (subject to the limitation set forth in Section 1) and with such maturities, interest, rates, redemption terms and other provisions as determined necessary or advisable by the President and/or the Chief Financial Officer of the Corporation, or either one of them acting alone (each an "Approving Officer"); (c) enter into such agreements with the Issuer to provide for payments sufficient to pay the principal of and interest on the Series 2009 Bonds as the same shall become due and payable; (d) grant a first-priority deed of trust, mortgage and security agreement (the "Deed of Trust") and a collateral assignment of rents and leases (the "Assignment") with respect to the real estate comprising the Corporation's main campus in Clayton, Missouri (the "Real Estate") containing such provisions and conditions determined necessary or advisable by an Approving Officer; (e) enter into

such other agreements as are necessary or required to consummate the transaction contemplated by the Term Sheet, including without limitation entering into a Subordination Agreement with the Sisters of St. Joseph of Carondelet, St. Louis Province (the "Province") and such other parties as may be necessary to effect a subordination of certain reversionary interest rights the Province has in the Real Estate; (f) authorize the execution and delivery of such other instruments and the taking of such other actions as may be necessary or advisable to consummate the transactions contemplated in the Term Sheet; and (g) take or cause to be taken such other action as may be required to implement the aforesaid, or as may be appropriate in pursuance thereof.

Section 3. Delegation of Authority. Consistent with the foregoing provisions, each of the Approving Officers are hereby authorized to: (a) approve the terms and issuance of the Series 2009 Bonds by the Issuer for the purposes described above; (b) approve, execute and deliver such agreements described in these resolutions and in the Term Sheet, with such changes therein as shall be approved by an Approving Officer, such officer's signature thereon being conclusive evidence of his approval thereof; (c) approve, execute and deliver the Deed of Trust and Assignment as described above, with such changes therein as shall be approved by an Approving Officer, such officer's signature thereon being conclusive evidence of his approval thereof; (d) approve, execute and/or deliver any such instruments and the taking of such action as may be necessary or advisable to consummate the transactions contemplated by the Term Sheet; and (e) take or cause to be taken such other action as may be required to implement these resolutions, or as may be appropriate in pursuance thereof, all as may be deemed necessary or desirable by either of them to carry out and implement the intent and purposes of these resolutions.

Section 4. Further Authorization. The Board of Trustees hereby approves PNC Capital Markets to act as its financial advisor, Greensfelder, Hemker & Gale, P.C. to act as its legal counsel and Gilmore & Bell, P.C. to act as bond counsel all in connection with the transactions contemplated by the Term Sheet, and authorizes and directs its financial advisor, legal counsel, bond counsel, and the Approving Officers and other officers and representatives of the Board of Trustees, the Executive Committee and the Corporation, to prepare for submission to and final action by either of the Approving Officers, all appropriate legal and financing documents necessary to effect the transactions contemplated by the Term Sheet and any other actions contemplated hereunder in connection with the issuance and sale of the Series 2009 Bonds and the making of the loan described herein.

Section 5. Effective Date. This resolution shall take effect and be in full force immediately after its adoption by the Board of Trustees.

From: <william.elliott@pnc.com>
To: <gzack@fontbonne.edu>, <reg@greensfelder.com>, <vgj@greensfelder.com>, <...>
CC: <john.wendling@pnc.com>
Date: 10/27/2009 11:24 AM
Subject: Fontbonne University Board Bond Resolution
Attachments: DOCS-#1159298-v6-Fontbonne_2009_Bond_Auth_Res. .doc

All,

Please find attached the recently passed University Board Bond Resolution.

Thank you. Bill

William C. Elliott
Managing Director
PNC Capital Markets
3455 Mill Run Drive, Suite 101
Columbus, Ohio 43026
(614) 529-2177
(614) 529-2185 (fax)
(614) 440-6626 (cell)
william.elliott@pnc.com

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Patricia Wharton - Loughborough Commons Community Improvement District Annual Report

From: "McDougell, Pat" <pmcdougell@Descogroup.com>
To: <missouridevelopment@ded.mo.gov>
Date: 10/27/2009 1:13 PM
Subject: Loughborough Commons Community Improvement District Annual Report
CC: "Patricia Wharton" <phw@greensfelder.com>, "Tracy Ring" <trr@greensfelder.com>, "Vincent Garozzo" <vjg@greensfelder.com>
Attachments: 2009 Community Imp District Annual Rpt.pdf; 2009 fiscal year resolutions.pdf

Attached please find the Loughborough Commons Community Improvement District Annual Report for the fiscal year ending June 30, 2009, together with copies of all written Resolutions adopted by the District in such fiscal year. If you have any questions or need any additional information, please do not hesitate to contact me.

Regards,

Pat McDougell

25 North Brentwood
St. Louis, Mo 63105
314-994-4221 telephone
314-994-4074 fax
pmcdougell@descogroup.com

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MISSOURI DEPARTMENT OF ECONOMIC DEVELOPMENT

COMMUNITY IMPROVEMENT DISTRICT ANNUAL REPORT 2009 FISCAL YEAR

67.1471.4 RSMo "Within one hundred twenty days after the end of each fiscal year, the District shall submit a report to the Municipal Clerk and the Missouri Department of Economic Development stating the services provided, revenues collected and expenditures made by the district during such fiscal year, and copies of written resolutions approved by the Board during the fiscal year. The Municipal Clerk shall retain this report as part of the official records of the municipality and shall also cause this report to be spread upon the records of the governing body.

Section 1: Description

1. Name of C.I.D. ___Loughborough Commons Community Improvement District
2. Name of municipality ___City of St. Louis, Missouri_____
3. Report period, from ___7/1/08_____ to ___6/30/09_____
4. Name of person preparing this report
___Patricia McDougell_____
5. Contact information: Municipality
 - a. Responsible department / agency _____
 - b. Contact person _____
 - c. Phone _____ Fax _____
 - d. Email address _____
6. Contact information: C.I.D.
 - a. Chief officer of the governing board ___Michael Sullivan_____
 - b. Phone ___314-994-4651_____ Fax ___314-994-4073_____
 - c. Email address
_____msullivan@descogroup.com_____

7. Names of the members of the governing board of the C.I.D. as of the date of the most recent Annual Meeting:

Michael Sullivan
Karen Mills
Pat McDougell
Michael Anthon
Franklin Sears

8. Date of the most recent Annual Meeting of the C.I.D. 5/14/2009
9. Original date of establishment of the C.I.D. 5/17/06
10. C.I.D. establishing Ordinance No. 67088

Section 2: Purpose

1. State the primary responsibility(s) of the C.I.D., and the specific services provided during the previous fiscal year.

To assist in the completion and funding of certain transportation, utility and other physical improvements within the District, including the demolition of existing structures and the excavation, removal, grading, construction, installation, repair and maintenance of various transportation, parking, utility, drainage, screening and other related improvements.

Section 3: Financials

1. The C.I.D. is established as a: X Political subdivision
 Not-for-profit Corporation
2. State the total amount of C.I.D. revenues collected during the previous fiscal year, and list revenues by their source (special assessments, rent, fees, grants, etc.)

\$310,045 Sales Tax

\$310,045 Total

3. List all expenditures made by the C.I.D. during the previous fiscal year.

\$8,988 accounting and legal fees
\$302,241 Debt payment

Section 4: Administrative

1. Attach copies of any written resolutions approved by the governing board of the C.I.D. during the previous fiscal year.

Send Report To:

**Missouri Department of Economic Development
Attn: Community Improvement District Annual Report
301 W. High Street, P.O. Box 118
Jefferson City, MO 65102
Fax 573-522-9462
Email missouridevelopment@ded.mo.gov
For further information or assistance please call 573-526-8004 or 573-526-0748**

RESOLUTION NO. 2008-04

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS HELD ON MAY 14, 2008**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District");

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capital of all property owners within the District, the Mayor of the City appointed members of the board of directors of the District serving such terms as designated by the Mayor of the City;

WHEREAS, pursuant to Paragraph 8 of Article IV of the Bylaws of the District, the Board of Directors shall conduct all meetings of the Board of Directors in accordance with the Sunshine Law of the State of Missouri; and

WHEREAS, pursuant to Section 610.020.7 of the Revised Statutes of Missouri, the Sunshine Law requires that minutes of meetings be taken and retained by the District.

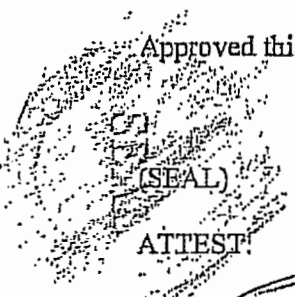
**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF
DIRECTORS OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT AS FOLLOWS:**

1. The Board of Directors of the District hereby ratifies the minutes of the meeting of the Board of Directors held on May 14, 2008 attached hereto as Exhibit A and directs the Secretary of the Board of Directors to attest to such minutes as ratified.
2. The Board of Directors of the District hereby directs that the minutes so attested and ratified be retained in the records of the District.
3. This resolution shall be in full force and effect from and after its adoption by the Board of Directors.

[This space intentionally blank; signature page to follow]

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

Approved this 31st day of October, 2008.



(SEAL)

ATTEST

Michael L. Anthon,
Secretary of the Board of Directors

Michael B. Sullivan,
Chairman of the Board of Directors

Exhibit A
Minutes of the May 14, 2008 Meeting of the Board of Directors

SEE ATTACHED

**LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT**

Notice of Open Meeting of the Board of Directors

Notice is hereby given that the Board of Directors of Loughborough Commons Community Improvement District will conduct a meeting at 2:00 p.m. on October 31, 2008, at the offices of Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, to consider and act upon the following:

1. Roll Call
2. Adoption of Resolution No. 2008-04, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS HELD ON MAY 14, 2008**

3. Adoption of Resolution No. 2005-05, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ACCEPTING AND APPROVING THE
CERTIFICATE OF REIMBURSABLE PROJECT COSTS SUBMITTED BY
LOUGHBOROUGH COMMONS, LLC**

4. Adoption of Resolution No. 2008-06, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT AUTHORIZING THE ISSUANCE OF A
SUBORDINATED COMMUNITY IMPROVEMENT REVENUE NOTE, SERIES
2008, AND AUTHORIZING THE EXECUTION OF A SUPPLEMENT TO THE
TRUST INDENTURE**

5. Discussion regarding setting date, time and place for the next meeting of the Board of Directors.

Some of the Board of Directors may participate by telephone or other electronic means. Any member of the public may observe and attend the meeting at the office identified above. Representatives of the news media may obtain copies of this notice by contacting: Tracy R. Ring c/o Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, 314-516-2620. Persons with disabilities wishing to attend may contact Tracy R. Ring at the address and telephone number provided above prior to the meeting if accommodations are required.

AFFIDAVIT

State of Missouri)
) ss.
City of St. Louis)

I, Catherine A. Smart-Hawick, being first duly sworn, state and certify that the attached notice of the meeting of the Board of Directors of the Loughborough Commons Community Improvement District to be held at 2:00 p.m. on October 31, 2008, (1) was posted at least 24 hours prior to the commencement of the meeting on a bulletin board or other prominent place at St. Louis City Hall, 1200 Market Street, St. Louis, Missouri 63103, which is easily accessible to the public, and (2) was made available to any representative of the news media who requested notice of the meeting.

Signed: Catherine A. Smart-Hawick

Print Name: Catherine A. Smart-Hawick

Subscribed and sworn to before me this 29 day of October, 2008.



DIANE MARCH
My Commission Expires
January 21, 2011
St. Louis City
Commission #07899525

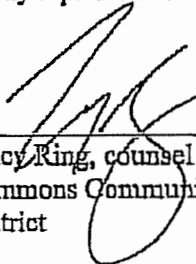
Diane March
Notary Public

My commission expires: |-2|-2011

AFFIDAVIT

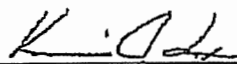
State of Missouri)
) ss.
City of St. Louis)

I, Tracy Ring, counsel to the Loughborough Commons Community Improvement District, being first duly sworn, state and certify that the attached notice of the meeting of the Board of Directors of the Loughborough Commons Community Improvement District to be held at 2:00 p.m. on October 31, 2008, (1) was posted at least 24 hours prior to the commencement of the meeting on a bulletin board or other prominent place at the offices of Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, which is easily accessible to the public, and (2) was made available to any representative of the news media who requested notice of the meeting.



Tracy Ring, counsel to the Loughborough
Commons Community Improvement
District

Subscribed and sworn to before me this 30 day of October, 2008.



Notary Public

(SEAL)



KEVIN J. LUX
My Commission Expires
January 18, 2009
St. Louis County
Commission #06655108

My commission expires:

NARRO back
Ladue West

SETTLEMENT AND RELEASE AGREEMENT

This Settlement and Release Agreement (the "Agreement") is effective as of this 30, day of September, 2009, by and between SM Properties, L.P., a Missouri limited partnership, Art of Appearance Ltd., d/b/a Art of Appearance, a Missouri corporation, and Maria Sokoloyskaya, an individual (collectively referred to as the "Parties").

WHEREAS, Art of Appearance Ltd., d/b/a Art of Appearance ("Art of Appearance"), as tenant, executed a Lease dated July 8, 2003 (hereinafter referred to as the "Lease Agreement") with SM Properties, L.P. II, predecessor in interest to SM Properties, L.P. ("SM Properties") for the premises located at 10287B Clayton Road, Ladue, MO in St. Louis County, Missouri (the "Premises"), and

WHEREAS, on June 1, 2008, Art of Appearance executed a First Amendment of Lease with SM Properties, successor in interest to SM Properties, L.P. II (the "First Amendment"), and

WHEREAS, on February 1, 2009, Art of Appearance executed a Second Amendment of Lease with SM Properties (the "Second Amendment"), and

WHEREAS, the Lease Agreement, First Amendment, and Second Amendment are collectively referred to herein as the Lease, and

WHEREAS, on or about July 8, 2003, Maria Sokoloyskaya executed, made, and delivered a Guaranty of the Lease ("Guaranty"), and

WHEREAS, Art of Appearance is delinquent in rental charges in the amount of \$3,097.88; and

WHEREAS, the Parties desire to settle all issues associated with unpaid rental charges, the Lease, and the Guaranty,

THEREFORE, in consideration of these mutual covenants, the Parties enter into the following Agreement:

SETTLEMENT

1. On or before September 30th, 2009, Art of Appearance shall deliver to SM Properties' counsel Rachel A. Jeep at 231 S. Bemiston, Suite 1220, Clayton, MO 63105:

- a) Two (2) original Agreements signed by Art of Appearance and Maria Sokoloyskaya; and
- b) A check made payable to SM Properties L.P. in the amount of Two Hundred and 00/100 Dollars (\$200.00).

2. In addition to the payment set forth in the above paragraph 1, Art of Appearance shall make the following additional payments to SM Properties:

- a) \$200.00 to SM Properties, L.P. on or before October 30, 2009;
- b) \$200.00 to SM Properties, L.P. on or before November 30, 2009;
- c) \$200.00 to SM Properties, L.P. on or before December 30, 2009;
- d) \$200.00 to SM Properties, L.P. on or before January 30, 2010;
- e) \$200.00 to SM Properties, L.P. on or before February 28, 2010;
- f) \$200.00 to SM Properties, L.P. on or before March 30, 2010;
- g) \$200.00 to SM Properties, L.P. on or before April 30, 2010;
- h) \$200.00 to SM Properties, L.P. on or before May 30, 2010;
- i) \$200.00 to SM Properties, L.P. on or before June 30, 2010;

The payment plan set forth above shall hereinafter be referred to as the "Payment Plan."

3. Each of the above payments be physically received at the offices of counsel for SM Properties, Rachel A. Jeep, at 231 S. Bemiston, Suite 1220, Clayton, MO 63105 on or before 5:00 p.m. (CST) on the above-referenced due dates.

4. Provided Art of Appearance and Maria Sokoloyskaya fully and timely perform their obligations as set forth in the above Paragraph 1, SM Properties shall execute both original

Agreements and return one (1) original fully-executed Agreement to Art of Appearance and Maria Sokoloyskaya on or before October 30, 2009.

RELEASE

5. In the event that Art of Appearance and Maria Sokoloyskaya timely and fully perform each of their obligations as set forth above in accordance with all the provisions of this Agreement, including without limitation their obligation to fully and timely deliver each and every payment as described above in the Payment Plan, Art of Appearance and Maria Sokoloyskaya and all of their respective officers, directors, shareholders, agents, employees, affiliated entities, successors and attorneys (collectively referred to as "Art of Appearance Entities") shall be released, acquitted and forever discharged from any and all obligations, claims, debts, demands, covenants, contracts, agreements, undertakings, costs, attorney's fees, accounts, actions or causes of action, whether known or unknown, which SM Properties or its respective officers, directors, shareholders, agents, employees, affiliated entities, successors and attorneys (collectively referred to as "SM Properties Entities") have or claim to have against the Art of Appearance Entities arising directly or indirectly out of the matters related in any respect whatsoever to the unpaid rental charges, Lease, and the Guaranty, whether sounding in contract or tort, from the beginning of time to the date of this Agreement, except Art of Appearance and Maria Sokoloyskaya are not and shall not be released from their indemnification obligations set forth in Article 8 of the Lease and as well as the obligation to guarantee the same as set forth in the Guaranty.

6. In consideration for SM Properties' performance of the obligations set forth in the above Paragraph 4 of the Agreement, the SM Properties Entities are released, acquitted and forever discharged from any and all obligations, claims, debts, demands, covenants, contracts, agreements, undertakings, costs, attorney's fees, accounts, actions or causes of action, whether

known or unknown, which the Art of Appearance Entities have or claim to have against any of the SM Properties Entities arising directly or indirectly out of the matters related in any respect whatsoever to the unpaid rental charges, Lease, and the Guaranty, whether sounding in contract or tort, from the beginning of time to the date of this Agreement.

7. It is the intent of the Parties hereto that this release be an unconditional, general release, provided, however, that nothing stated herein shall be construed to release any of the Parties from any obligations created under the Agreement, and nothing stated herein shall be construed to release Art of Appearance and Maria Sokoloyskaya from their Article 8 leasehold indemnification obligations.

8. Each undersigned representative of each party to this Agreement warrants that such representative has full power and authority to execute this Agreement and bind Art of Appearance or SM Properties to the provisions hereof. Each Party further represents and warrants to the other that such Party has not assigned anything released by this Agreement to any individual or entity that is not bound by this Agreement.

9. This Agreement is binding upon the Parties hereto, their successors and assigns, and shall not be modified except by written agreement signed by all of the Parties to this Agreement.

10. This Agreement constitutes the entire understanding between the Parties with respect to the transactions contemplated hereby. By signing this Agreement, each Party asserts that it is understood that this Agreement constitutes a final settlement of all matters mentioned in the unpaid rental charges, Lease, and the Guaranty, and that the only representations relied upon in entering into this Agreement are the representations set out in writing in this Agreement. This Agreement was jointly prepared by all Parties and the language in all parts of this Agreement

shall be, in all cases, construed according to its fair meaning and not strictly for or against any Party.

11. This Agreement shall be construed and interpreted in accordance with the laws of the State of Missouri.

IN WITNESS WHEREOF, the parties have caused this Agreement to be signed by their duly authorized representatives on the date first above written.

LANDLORD:

SM PROPERTIES, L.P.

By: Mark Edward

Its: President

Dated: Oct 12, 2009

TENANT:

ART OF APPEARANCE, LTD. d/b/a ART OF APPEARANCE

M Sokol

Dated: 09 30 09, 2009

MARIA SOKOLOYSKAYA

M Sokol

Dated: 09 30 09, 2009

RESOLUTION NO. 2008-05

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ACCEPTING AND APPROVING THE CERTIFICATE
OF REIMBURSABLE PROJECT COSTS SUBMITTED BY LOUGHBOROUGH
COMMONS, LLC**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capita of all property owners within the District, the Mayor of the City appointed members of the board of directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, the District has authorized the execution of a Trust Indenture, as amended and supplemented by that certain First Supplemental Trust Indenture dated as of November 1, 2007 and that certain Second Supplemental Indenture dated as of September 1, 2008 (the "Indenture") between the District and UMB Bank, N.A. as Trustee (the "Trustee"); and

WHEREAS, the District has authorized the execution of a Development Agreement (the "Development Agreement") between the District and Loughborough Commons, LLC (the "Developer"), pursuant to which the District agreed to reimburse certain costs incurred by the Developer and submitted by the Developer to the District; and

WHEREAS, the Developer has heretofore submitted a Certificate of Reimbursable Costs in the aggregate amount of \$7,500 in accordance with the Development Agreement; and

WHEREAS, the District has reviewed the Certificate of Reimbursable Project Costs so submitted and determined it in the best interests of the District to approve the same; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District.

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

1. The District does hereby approve the Certificate of Reimbursable Project Costs submitted by the Developer in the aggregate principal amount of \$7,500 as more fully set forth on the attached Exhibit A, pursuant to the Development Agreement and the Indenture.
2. The Chairman of the District is authorized to submit such approved Certificate of Reimbursable Project Costs to the Trustee under the Indenture and request the principal amount thereof be added as an endorsement to the District obligations contemplated thereunder, dated as

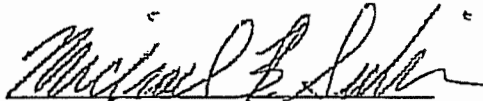
of the date of this Resolution.

3. The District shall, and the officials, agents and employees of the District are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments, as may be necessary or desirable to carry out and comply with the intent of this Resolution, and to carry out, comply with and perform the duties of the District with respect to the Development Agreement.

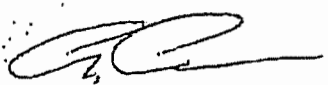
4. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

Approved this 31st day of October, 2008.


Michael B. Sullivan,
Chairman of the Board of Directors

(SEAL)
ATTEST:



Michael L. Anthon,
Secretary of the Board of Directors

Exhibit A

Certificate of Reimbursable Project Costs

SEE ATTACHED

Certificate of Reimbursable Project Costs

To: Loughborough Commons Community Improvement District
c/o Michael B. Sullivan, Chair
25 North Brentwood Blvd.
St. Louis, Missouri 63105

Re: The Loughborough Commons Community Improvement District

Terms not otherwise defined herein shall have the meaning ascribed to such terms in the Development Agreement dated as of December 22, 2006, by and between the Loughborough Commons Community Improvement District (the "*District*") and Loughborough Commons, L.L.C. (the "*Developer*"), as may be further amended. In connection with the Agreement, the undersigned hereby states and certifies that:

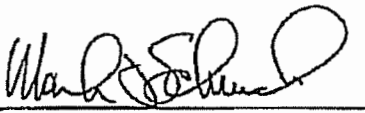
1. Each item listed on Attachment I hereto is a Reimbursable Project Cost and was incurred in connection with the acquisition, construction and implementation of the Project.
2. These costs have been paid by the Developer and are Reimbursable Project Costs under the Agreement.
3. Each item listed on Attachment I has not previously been paid or reimbursed from CID Revenues and no part thereof has been included in any other certificate previously filed with the District.
4. There has not been filed with or served upon the Developer any notice of any lien, right of lien or attachment upon or claim affecting the right of any person, firm or corporation to receive payment of the amounts stated in this request, except to the extent any such lien is being contested in good faith.
5. All necessary permits and approvals required for the portion of the Project for which this certificate relates have been issued and are in full force and effect.
6. All work for which payment or reimbursement is requested has been performed in a good and workmanlike manner and in accordance with the Agreement.

Dated this 31st day of October, 2008.

DEVELOPER:

LOUGHBOROUGH COMMONS, L.L.C.

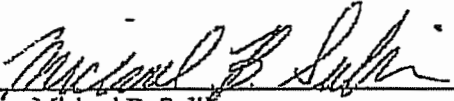
By: The DESCO Group, Inc., its Manager

By: 
Name: Mark J. Schnuck
Title: President

Approved for Payment this 31st day of October, 2008.

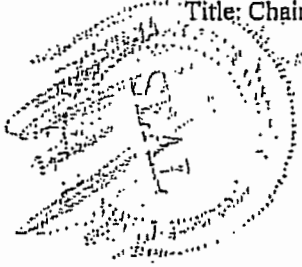
DISTRICT:

LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT

By: 

Name: Michael B. Sullivan

Title: Chair of the Board of Directors



**ATTACHMENT I
TO CERTIFICATE OF REIMBURSABLE PROJECT COSTS**

REQUEST NO. 3

DATED OCTOBER 31, 2008

Requisition Request No. 3:

\$7,500 (plus accrued interest)

(SEE ATTACHED)



ARMSTRONG TEASDALE LLP

ONE METROPOLITAN SQUARE, SUITE 2600
ST. LOUIS, MISSOURI 63102-3740
PHONE: 314.621.5070
FAX: 314.621-5065

MISSOURI | KANSAS | ILLINOIS | WASHINGTON, DC | SHANGHAI | SYDNEY

FED ID: 43-1274026

ATTORNEYS AT LAW

Loughborough Commons, LLC
c/o the DESCO Group
25 North Brentwood Boulevard
St. Louis, MO 63105

November 27, 2007
Invoice No. 1175154
File No. 18972 / 7

REMITTANCE COPY
Please return with payment

MATTER	MATTER NAME	TOTAL
7	Re: \$135,000 Loughborough Commons Community Improvement District Subordinate Tax-Exempt Community Improvement Notes, Subordinate (the "Subordinate Notes")	\$ 7,500.00

****PAYMENT IS DUE UPON RECEIPT****

For Remittance by Mail:
ARMSTRONG TEASDALE LLP
Department Number 478150
P.O. Box 790100
St. Louis, MO 63179-9933

For Remittance by Wire Transfer:
Bank Name/Address: Cass Bank & Trust Company
13001 Hollenberg Drive
Bridgeton, MO 63044

ABA Routing #: 081000605
Account #: 1148842
Account Name: Armstrong Teasdale LLP, Attn: Anne Simek

Please send a payment notification e-mail to: ASIMEK@armstrongteasdale.com



ARMSTRONG TEASDALE LLP

ONE METROPOLITAN SQUARE, SUITE 2600
ST. LOUIS, MISSOURI 63102-2740
PHONE: 314.621.5070
FAX: 314.621-5065

MISSOURI | KANSAS | ILLINOIS | WASHINGTON, DC | SHANGHAI | SYDNEY

FED ID: 43-1274026

ATTORNEYS AT LAW

Loughborough Commons, LLC
c/o the DESCO Group
25 North Brentwood Boulevard
St. Louis, MO 63105

November 27, 2007
Invoice No. 1175154
File No. 18972 / 7

**RE: \$135,000 LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT
SUBORDINATE TAX-EXEMPT COMMUNITY IMPROVEMENT NOTES,
SUBORDINATE (THE "SUBORDINATE NOTES")**

For legal services rendered, including out-of-pocket expenses incurred, in connection with serving as Bond Counsel in the above issuance.

Total \$ 7,500.00

****PAYMENT IS DUE UPON RECEIPT****

For Remittance by Mail:
ARMSTRONG TEASDALE LLP
Department Number 478150
P.O. Box 790100
St. Louis, MO 63179-9933

For Remittance by Wire Transfer:
Bank Name/Address: Cass Bank & Trust Company
13001 Hollenberg Drive
Bridgeton, MO 63044

ABA Routing #: 081000605
Account #: 1148842
Account Name: Armstrong Teasdale LLP, Attn: Anne Simek

Please send a payment notification e-mail to: ASIMEK@armstrongteasdale.com

RESOLUTION NO. 2008-06

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT AUTHORIZING THE ISSUANCE OF A
SUBORDINATED COMMUNITY IMPROVEMENT REVENUE NOTE, SERIES 2008,
AND AUTHORIZING THE EXECUTION
OF A SUPPLEMENT TO THE TRUST INDENTURE

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District") for the purpose of financing certain community improvements referenced in the Ordinance (the "Project"); and

WHEREAS, the District has previously authorized the issuance of its Community Improvement Revenue Notes, Series 2007 in the aggregate outstanding principal amount of not to exceed \$5,000,000, exclusive of costs of issuance and accrued interest (the "CID Notes") to Loughborough Commons, L.L.C., a Missouri limited liability company (the "Developer") in order to reimburse the Developer for costs incurred in connection with the Project (as defined in the Original Indenture) in accordance with and pursuant to the CID Act and that certain Trust Indenture dated as of January 1, 2007 by and between the District and the Trustee (the "Original Indenture"); and

WHEREAS, the City has entered into a Redevelopment Agreement dated as of March 30, 2005 (the "Redevelopment Agreement") with the Developer, in order to provide for a redevelopment project, as described therein, which includes the Project; and

WHEREAS, pursuant to the Redevelopment Agreement and a Trust Indenture dated as of November 1, 2007 between The Industrial Development Authority of the City of St. Louis (the "Authority") and UMB Bank, N.A., as trustee (the "Bond Indenture"), the Authority has issued its Tax Increment and Community Improvement Refunding Revenue Bonds, Series 2007 (Loughborough Commons Redevelopment Project) (the "Bonds") in the aggregate principal amount of \$18,430,000 for the purpose of, among other things, refunding a portion of the then-outstanding CID Notes and all accrued interest thereon to the date of payment (the "Refunding"); and

WHEREAS, following the Refunding, the District issued a replacement note to the owner thereof in the principal amount of \$135,000, which replacement note is specifically subordinate and junior to the Bonds (herein referred to as the "Series 2007 Subordinate Note"), such that no payment of principal of or interest on the Series 2007 Subordinate Note may be made while any Bonds are Outstanding (as defined in the Bond Indenture), pursuant to Resolution No. 2007-19 adopted by the Board of Directors of the District on November 26, 2007 and that certain First Supplemental Trust Indenture dated as of November 1, 2007, which amended and supplemented the Original Indenture; and

WHEREAS, in connection with the issuance of the Series 2008 Subordinate Note (as defined below) the District desires to amend and restate the Series 2007 Subordinate Note in order to clarify certain language therein relating to accrual of interest thereon; and

WHEREAS, under the terms of that certain Development Agreement dated as of December 22, 2006 between the Developer and the District, the District has agreed to reimburse the Developer for Reimbursable Project Costs (as defined therein); and

WHEREAS, the Developer has submitted Reimbursable Project Costs in the amount of \$7,500 to the District, and the District has approved such costs and intends to reimburse the Company through the issuance of a subordinate note in the principal amount of \$7,500 (plus accrued interest) (the "Series 2008 Subordinate Note") on a parity with the Series 2007 Subordinate Note; and

WHEREAS, the Series 2008 Subordinate Note is specifically subordinate and junior to the Bonds, such that no payment of principal or interest on the Series 2008 Subordinate Note may be made while any Bonds are Outstanding (as defined in the Bond Indenture); and

WHEREAS, the Series 2008 Subordinate Note is to be issued pursuant to a supplement to the Original Indenture as required by Article X of the Original Indenture (the "Second Supplemental Indenture"); and

WHEREAS, the Developer, as registered owner (the "Owner") of 100% of the outstanding Series 2007 Subordinate Note, has consented in writing to the execution of the Second Supplemental Indenture and the Amended and Restated Series 2007 Subordinate Note; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District.

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

1. The District does hereby authorize the execution of a supplement to the Original Indenture by and between the District and the Trustee, the Second Supplemental Indenture, to provide for the issuance of the Series 2008 Subordinate Note and the subordination thereof, pursuant to the form attached hereto as Exhibit A, together with such amendments thereto as the Chairman may deem necessary or appropriate.

2. The District does hereby approve the execution, delivery and sale by the District to Developer of the Series 2008 Subordinate Note in the aggregate principal amount of \$7,500 (plus accrued interest), pursuant to the form attached hereto as Exhibit B.

3. The District does hereby approve the execution and delivery of the Amended and Restated Series 2007 Subordinate Note pursuant to the form attached hereto as Exhibit C.

4. The District shall, and the officials, agents and employees of the District are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments, as may be necessary or desirable to carry out and comply with the intent of this Resolution, and to carry out, comply with and perform the duties of the District with respect to the execution of a supplement to the Original Indenture, the Second Supplemental Indenture, and the issuance of the Series 2008 Subordinate Note.

5. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date, with an effective date of October 1, 2008. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

Approved this October 31, 2008.



ATTEST:

A handwritten signature in black ink, appearing to read "Michael L. Anthon".

Michael L. Anthon,
Secretary of the Board of Directors

A handwritten signature in black ink, appearing to read "Michael B. Sullivan".
Michael B. Sullivan,
Chairman of the Board of Directors

SECOND SUPPLEMENTAL TRUST INDENTURE

THIS SECOND SUPPLEMENTAL TRUST INDENTURE (the "*Second Supplemental Indenture*"), made and entered into as of October 1, 2008, by and between LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT, a community improvement district and political subdivision duly organized and existing under the laws of the State of Missouri (the "*District*"), and UMB BANK, N.A., St. Louis, Missouri, a national banking association duly organized and existing and authorized to accept and execute trusts of the character herein set out under the laws of the United States of America and having a corporate trust office located in St. Louis, Missouri, as trustee (the "*Trustee*"), amends and supplements that certain Trust Indenture dated as of January 1, 2007 by and between the District and the Trustee (the "*Original Indenture*").

RECITALS:

WHEREAS, on March 10, 2006, the City of St. Louis, Missouri (the "*City*") adopted Ordinance Number 67088 which, among other things, established the Loughborough Commons Community Improvement District (the "*District*") as a political subdivision pursuant to and in accordance with the Missouri Community Improvement District Act, Sections 67.1401 through 67.1571, Revised Statutes of Missouri, as amended (the "*CID Act*");

WHEREAS, the District has previously authorized the issuance of its Tax-Exempt Community Improvement Notes, Series 2007 in the aggregate principal amount of not to exceed \$5,000,000, exclusive of costs of issuance and accrued interest (the "*CID Notes*") to the Developer in order to reimburse the Developer for costs incurred in connection with the Project (as defined in the Original Indenture), in accordance with and pursuant to the CID Act; and

WHEREAS, the City has entered into a Redevelopment Agreement dated as of March 30, 2005 (the "*Redevelopment Agreement*") with the Developer, in order to provide for a redevelopment project, as described therein, which includes the Project (as defined in the Original Indenture); and

WHEREAS, pursuant to the Redevelopment Agreement and a Trust Indenture dated as of November 1, 2007 between The Industrial Development Authority of the City of St. Louis (the "*Authority*") and UMB Bank, N.A., as trustee (the "*Bond Indenture*"), the Authority has issued its Tax Increment and Community Improvement Refunding Revenue Bonds, Series 2007 (Loughborough Commons Redevelopment Project) (the "*Bonds*") in the aggregate principal amount of \$18,430,000 for the purpose of, among other things, refunding a portion of the then-outstanding CID Notes and all accrued interest thereon to the date of payment (the "*Refunding*"); and

WHEREAS, following the Refunding, the District issued a replacement note to the owner thereof for the unrefunded principal of the then-outstanding CID Notes in the principal amount of \$135,000, which replacement note is specifically subordinate and junior to the Bonds (herein referred to as the "*Series 2007 Subordinate Note*"), pursuant to Resolution No. 2007-19 adopted by the Board of Directors of the District on November 26, 2007 (the "*Subordinate Note Resolution*") and that certain First Supplemental Trust Indenture dated as of November 1, 2007 (the "*First Supplemental Indenture*"), which amended and supplemented the Original Indenture; and

WHEREAS, under the terms of that certain Development Agreement dated as of December 22, 2006 between the Developer and the District, the District has agreed to reimburse the Developer for Reimbursable Project Costs (as defined therein); and

WHEREAS, the Developer has submitted Reimbursable Project Costs in the amount of \$7,500 to the District, and the District has approved such costs and intends to reimburse the Developer through the

issuance of a subordinate note in the principal amount of \$7,500 (plus accrued interest) (the "*Series 2008 Subordinate Note*") on a parity with the Series 2007 Subordinate Note; and

WHEREAS, the Series 2008 Subordinate Note is specifically subordinate and junior to the Bonds and is to be issued pursuant to this Second Supplemental Trust Indenture (the "*Second Supplemental Indenture*") (the Original Indenture as amended by the First Supplemental Indenture, this Second Supplemental Indenture and as may be further amended from time to time, the "*Indenture*"); and

WHEREAS, the District intends to amend and restate the Series 2007 Subordinate Note in order to clarify certain language regarding accrual of interest thereon (the "*Amended and Restated Series 2007 Subordinate Note*"); and

WHEREAS, on October 31, 2008, the Board of Directors of the District adopted Resolution No. 2008-006 (the "*Series 2008 Note Resolution*"), authorizing the District to enter into this Second Supplemental Indenture and to issue the Series 2008 Subordinate Note and execute and deliver the Amended and Restated Series 2007 Subordinate Note; and

WHEREAS, the Developer, as the registered owner (the "*Owner*") of 100% of the outstanding CID Notes, has consented in writing to the execution and delivery of this Second Supplemental Indenture as required by Article X of the Indenture; and

WHEREAS, pursuant to the CID Act, the Series 2008 Note Resolution, the Indenture, and with the written consent of the Owner pursuant to Article X of the Indenture, the District is authorized to (i) enter into this Second Supplemental Indenture, (ii) issue the Series 2008 Subordinate Note for the purpose of providing funds to reimburse the Developer for advancing certain costs, and (iii) issue the Amended and Restated Series 2007 Subordinate Note; and

WHEREAS, all things necessary to make the Series 2008 Subordinate Note, when authenticated by the Trustee and issued as in the Indenture provided, the valid, legal and binding obligations of the District, and to constitute the Indenture a valid, legal and binding pledge and assignment of the property, rights, interest and revenues herein made for the security of the payment of the principal of, and redemption premium, if any, and interest on the Series 2008 Subordinate Note, have been done and performed, and the execution and delivery of this Second Supplemental Indenture and the execution and issuance of the Series 2008 Subordinate Note, subject to the terms hereof, have in all respects been duly authorized;

NOW, THEREFORE, THIS SECOND SUPPLEMENTAL TRUST INDENTURE WITNESSETH, and it is hereby expressly declared, covenanted and agreed by and between the parties hereto, that the Series 2008 Subordinate Note issued and secured hereunder is to be issued, authenticated and delivered and that the Trust Estate is to be held and applied under, upon and subject to the terms, conditions, stipulations, covenants, agreements, trusts, uses and purposes as expressed in the Indenture and as provided herein, and the District does hereby agree and covenant with the Trustee and with the Owner of the Series 2008 Subordinate Note as follows:

ARTICLE I DEFINITIONS AND RULES OF CONSTRUCTION

Section 101. Definitions of Words and Terms. Unless otherwise defined herein, capitalized words and terms used herein shall have the meanings ascribed to such terms in the Indenture. Section 101 of the Indenture is hereby amended as follows:

ARTICLE II
THE SUBORDINATE NOTE

Section 201. Authorization, Principal Amount and Series Designation. There is hereby authorized to be issued a Note entitled to the benefit, protection and security of the Indenture in the aggregate principal amount of Seven Thousand Five Hundred and 00/100 Dollars (\$7,500), plus accrued interest. Such Note shall be designated "Subordinate Tax-Exempt Community Improvement Note, Series 2008." The Subordinate Note is issuable in Authorized Denominations.

Section 202. Nature of Obligations; Parity with Series 2007 Note; Subordinate to Bonds. The Series 2008 Subordinate Note and the interest thereon shall be a special obligation of the District payable solely as to principal, premium, if any, and interest solely from the Pledged Revenues and other moneys pledged thereto and held by the Trustee pursuant to the Indenture on a parity with the Series 2007 Subordinate Note; provided that all Subordinate Notes shall be specifically subordinate and junior to the Bonds such that no payment of principal or interest on the Subordinate Notes may be made while any Bonds are Outstanding (as defined in the Bond Indenture). No member, agent, employee, director elected official or officer of the District shall at any time or under any circumstances be individually or personally liable under the Indenture for anything done or omitted to be done by the District thereunder. The Series 2008 Subordinate Note and the interest thereon shall not constitute a debt or liability of the District, the City of St. Louis, Missouri, the State of Missouri or any political subdivision thereof within the meaning of any constitutional or statutory debt limitation or restriction.

Section 203. Description of the Series 2008 Subordinate Note; Restrictions on Transfer.

(a) The Series 2008 Subordinate Note, upon original issuance, is to be issued as a single note in certificated form. The Series 2008 Subordinate Note shall be issued in substantially the form of Exhibit A hereto, and shall be registered on the Register in the name of or as directed by the purchaser thereof. The Series 2008 Subordinate Note may only be purchased by or transferred to an Approved Investor and only upon receipt and approval by the District of a letter executed by the proposed purchaser in substantially the form of Exhibit C to the Indenture. Subject to the limitations of the preceding sentence, the Series 2008 Subordinate Note may be transferred only upon the Register upon surrender thereof to the Trustee duly endorsed for transfer or accompanied by an assignment duly executed by the Owner or his attorney or legal representative in such form as shall be satisfactory to the Trustee. Upon any such transfer, the District shall execute and the Trustee shall authenticate and deliver in exchange for such Note a new fully registered Series 2008 Subordinate Note, registered in the name of the transferee, of the same series and in any denomination or denominations authorized by the Indenture.

(b) The Series 2008 Subordinate Note shall be dated, numbered and bear interest as provided in the Indenture and shall be in Authorized Denominations equal to the outstanding principal amount thereof. Such Series 2008 Subordinate Note shall mature on the Maturity Date (subject to prior redemption as in Article III of the Indenture).

(c) When the Series 2008 Subordinate Note shall have been executed, authenticated and registered as required by the Indenture and upon satisfaction of the requirements of Section 205(d) thereof, the Trustee shall deliver the Series 2008 Subordinate Note to or upon the order of the Developer, as the purchaser thereof.

Section 204. Evidence of Principal Payments on Series 2008 Subordinate Note. The payment of principal of the Series 2008 Subordinate Note on each Payment Date shall be noted on the Series 2008 Subordinate Note on Schedule A thereto. The Series 2008 Subordinate Note and the original Schedule A thereto shall be held by the Trustee in trust, unless otherwise directed in writing by the Owner thereof. If the Series 2008 Subordinate Note is held by the Trustee, the Trustee shall, on each Interest Payment Date, send a revised copy of Schedule A via facsimile to the Owner and the District. Absent manifest error, the

amounts shown on Schedule A held by the Trustee shall be conclusive evidence of the principal amount paid on the Series 2008 Subordinate Notes.

Section 205. Amended and Restated Series 2007 Subordinate Note. The District shall execute and the Trustee shall authenticate and deliver to the Developer in exchange for the Series 2007 Subordinate Note a new fully registered Amended and Restated Series 2007 Subordinate Note, in substantially the form of Exhibit A hereto. The Amended and Restated Series 2007 Subordinate Note shall be executed, delivered, and secured pursuant to the Indenture and shall bear such dates, shall mature at such times and in the amounts, shall be in such denominations, shall bear interest at such rate, shall be subject to redemption, shall have such other terms and provisions, and shall be executed, authenticated, and delivered in such manner and subject to such provisions, covenants, and agreements, as are set forth in the Indenture.

ARTICLE III REDEMPTION OF SERIES 2008 SUBORDINATE NOTE

Section 301. Redemption of Series 2008 Subordinate Note. The Series 2008 Subordinate Note shall be subject to redemption as provided in Article III of the Indenture.

ARTICLE IV FORM OF NOTES

Section 401. Form of Subordinate Notes. Exhibit A to the Original Indenture is hereby deleted in its entirety, and is replaced with Exhibit A hereto.

ARTICLE V MISCELLANEOUS

Section 501. Authority for this Second Supplemental Indenture. This Second Supplemental Indenture is authorized pursuant to the provisions of and in accordance with Article X of the Indenture. Unless modified or amended by the terms of this Second Supplemental Indenture, all other provisions of the Indenture remain in full force and effect. All other terms and provisions of the Indenture hereby ratified and confirmed.

Section 502. Execution in Counterparts. This Second Supplemental Indenture may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

Section 503. Severability. If any provision in the Second Supplemental Indenture shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

Section 504. Governing Law. This Second Supplemental Indenture shall be governed by and construed in accordance with the laws of the State of Missouri.

[The remainder of this page is intentionally left blank.]


IN WITNESS WHEREOF, Loughborough Commons Community Improvement District has caused this Second Supplemental Trust Indenture to be signed in its name and behalf by its Chair or Vice Chair and its corporate seal to be hereunto affixed, imprinted or reproduced and attested by its Secretary or Assistant Secretary, as of the day first above written.

**LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT**

By: 
Michael B. Sullivan, Chairman

(SEAL)

ATTEST:


Michael Anthon, Secretary

IN WITNESS WHEREOF, UMB Bank, N.A., has caused this Second Supplemental Trust Indenture to be signed in its name and behalf by one of its duly authorized officers and its corporate seal to be hereunto affixed and attested by one of its duly authorized officers as of the day first above written.

UMB BANK, N.A.
AS TRUSTEE

By: _____
Victor Zarrilli, Vice President

(SEAL)

ATTEST:

Name: _____
Title: _____

2335145.2

S-2

[Signature page to
Second Supplemental
Trust Indenture]

EXHIBIT A
FORM OF NOTES

EXHIBIT B

SERIES 2008 SUBORDINATE NOTE

THIS NOTE OR ANY PORTION HEREOF MAY BE TRANSFERRED, ASSIGNED OR NEGOTIATED ONLY AS PROVIDED IN THE HEREIN DESCRIBED INDENTURE.

UNITED STATES OF AMERICA
STATE OF MISSOURI

Registered
No. R-3

Registered
\$7,500.00
(plus accrued interest)

LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT
TAX-EXEMPT SUBORDINATE COMMUNITY IMPROVEMENT REVENUE NOTE
SERIES 2008

<u>Rate of Interest:</u>	<u>Maturity Date:</u>	<u>Dated Date:</u>	<u>CUSIP No.</u>
Variable (as set forth herein) (Initially, _____%)	January 1, 2027	October 31 November 3, 2008	N/A

REGISTERED OWNER: LOUGHBOROUGH COMMONS, L.L.C.

PRINCIPAL AMOUNT: SEE SCHEDULE A HERETO.

LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT, a community improvement district and an incorporated political subdivision duly organized and validly existing under the Constitution and laws of the State of Missouri (the "*District*"), for value received, hereby promises to pay to the Registered Owner shown above, or registered assigns, the outstanding Principal Amount shown from time to time on Schedule A attached hereto on the Maturity Date shown above and to pay interest thereon from the Dated Date shown above or from the most recent Interest Payment Date to which interest has been paid or duly provided for. This Note shall bear interest at a variable rate per annum equal to the Prime Rate determined as of the date of issuance of this Note and adjusted on each Interest Payment Date (as defined below) thereafter. The initial rate of interest is _____ percent (____%) per annum, commencing on the Dated Date shown above. Interest shall be payable semiannually on January 1 and July 1 in each year (each, a "*Interest Payment Date*"), beginning on the first Interest Payment Date following the date that the hereinafter referred to Bonds are paid in full. Interest shall be compounded semiannually on each Interest Payment Date until paid. Interest shall be calculated on the basis of a 360-day year of twelve 30-day months. "*Prime Rate*" means the prime rate reported in the "Money Rates" column or any successor column of The Wall Street Journal, currently defined therein as the base rate on corporate loans posted by at least 75% of the nation's 30 largest banks. If The Wall Street Journal ceases publication of the Prime Rate, the "*Prime Rate*" shall mean the "prime rate" or "base rate" announced by the Trustee, or any successor thereto.

Except as otherwise provided herein, the capitalized terms herein shall have the meanings as provided in the Indenture (as hereinafter defined).

The principal of this Note shall be paid at maturity or upon earlier redemption upon presentation and surrender of this Note at the principal payment office or such other designated office of the Trustee (as hereinafter defined) to the person in whose name this Note is registered on the Register at the maturity or redemption date thereof. The interest payable on this Note on any Interest Payment Date shall be paid by UMB Bank, N.A., St. Louis, Missouri (the "Trustee") to the person in whose name this Note is registered on the Register at the close of business on the fifteenth day (whether or not a Business Day) of the calendar month next preceding such Interest Payment Date. Such interest shall be payable (a) by check or draft mailed by the Trustee to the address of such registered Owner shown on the Register or (b) in the case of a principal or interest payment to any registered owner of either (i) all of the Notes Outstanding, or (ii) \$50,000 or more in aggregate principal amount of Notes, by electronic transfer to such registered Owner upon written notice given to the Trustee not less than five days prior to the Record Date for such interest and signed by such registered Owner, containing the electronic transfer instructions including the name of the bank (which shall be in the continental United States), ABA routing number and account name and account number to which such Registered Owner wishes to have such transfer directed. The principal or redemption price of and interest on the Notes shall be payable by check or draft in any coin or currency that, on the respective dates of payment thereof, is legal tender for the payment of public and private debts.

This Note is one of an authorized series of fully registered notes of the District designated "Loughborough Commons Community Improvement District, Tax-Exempt Subordinate Community Improvement Revenue Notes, Series 2008," in the aggregate principal amount of \$7,500, plus accrued interest (the "Notes"). The Series 2008 Notes are being issued on a parity with the District's Tax-Exempt Subordinate Community Improvement Revenue Note, issued in an aggregate principal amount of \$135,000 (the "Series 2007 Subordinate Note") under the Indenture.

The Notes are being issued pursuant to a Trust Indenture dated as of January 1, 2007, as supplemented and amended by the that certain First Supplemental Trust Indenture dated as of November 1, 2007 (the "First Supplemental Indenture") between the District and the Trustee and the Second Supplemental Trust Indenture dated as of September 1, 2008 (the "Second Supplemental Indenture") between the District and the Trustee (the Original Indenture as amended by the First Supplemental Indenture, the Second Supplemental Indenture and as may be further amended from time to time, is referred to herein as the "Indenture"), for the purpose of providing funds to pay certain Project Costs relating to the issuance of the Notes, all under the authority of and in full compliance with the Constitution and laws of the State of Missouri, including particularly the Community Improvement District Act, Sections 67.1401 through 67.1571, inclusive, of the Revised Statutes of Missouri, as amended (the "CID Act").

The Notes constitute special, limited obligations of the District payable as to principal, premium, if any, and interest solely from the Pledged Revenues and other moneys pledged thereto and held by the Trustee pursuant to the Indenture. The Notes shall not constitute debts or liabilities of the District, the City, the State of Missouri or any political subdivision thereof within the meaning of any constitutional or statutory debt limitation or restriction.

The Notes are expressly subordinate and junior to those certain Tax Increment and Community Improvement Refunding Revenue Bonds, Series 2008 (Loughborough Commons Redevelopment Project) (the "Bonds") issued by The Industrial Development Authority of the City of St. Louis, Missouri ("Authority") pursuant to a trust indenture dated as of September 1, 2008 between the Authority and UMB Bank, N.A., as trustee (the "Bond Indenture"), such that no payment of principal of or interest on the Subordinate Note may be made while any Bonds are Outstanding (as defined in the Bond Indenture).

The Notes are subject to redemption as follows:

(a) *Optional Redemption.* The Notes are subject to optional redemption by the District in whole or in part at any time, at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued interest to the redemption date.

(b) *Special Mandatory Redemption.*

(1) The Notes are subject to special mandatory redemption by the District on any Interest Payment Date, at the redemption price of 100% of the principal amount being redeemed, together with accrued interest thereon to the date fixed for redemption, in an amount equal to the amount which is on deposit in the Redemption Account of the Debt Service Fund 40 days (10 days if all of the Notes are owned by the Developer and, in each case if such date is not a Business Day, the immediately preceding Business Day) prior to each Interest Payment Date (or if such date is not a Business Day, the immediately preceding Business Day).

(2) The Notes are subject to special mandatory redemption by the District, in whole but not in part, on any date in the event that moneys in the Special Trust Fund, the Revenue Fund or the Debt Service Fund are sufficient to redeem all of the Notes at a redemption price of 100% of the Notes Outstanding, together with accrued interest thereon to the date fixed for redemption.

Notes shall be redeemed only in Authorized Denominations. When less than all of the Outstanding Notes are to be redeemed and paid prior to maturity, such Notes shall be selected by the Trustee in Authorized Denominations in such equitable manner as the Trustee may determine.

Unless waived by any Owner of Notes to be redeemed, official notice of any redemption of any Note shall be given by the Trustee on behalf of the District by mailing a copy of an official redemption notice by first class mail, postage prepaid, at least 30 days (5 days if all of the Notes are owned by the Developer) prior to the date fixed for redemption to the Owner of the Note or Notes to be redeemed at the address shown on the Register; provided, however, that failure to give such notice by mailing as aforesaid to any Owner or any defect therein as to any particular Note shall not affect the validity of any proceedings for the redemption of any Notes. Notice of redemption having been given as aforesaid, the Notes or portions of Notes so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the District defaults in the payment of the redemption price) such Notes or portions of Notes shall cease to bear interest, shall no longer be secured by the Indenture and shall not be deemed to be Outstanding under the provisions of the Indenture. Any defect in any notice or the failure of any parties to receive any notice of redemption shall not cause any Note called for redemption to remain Outstanding.

The District, the elected officials, officers and employees of the District and any person executing the Notes shall not be personally liable for such obligations by reason of the issuance thereof.

The Notes are issuable in the form of fully registered Notes without coupons in the denomination of \$5,000 or any multiple of \$1.00 in excess thereof.

This Note may be transferred or exchanged, as provided in the Indenture, only upon the books for the registration, transfer and exchange thereof (the "Register") kept by the Trustee, upon surrender of this Note together with a written instrument of transfer satisfactory to the Trustee duly executed by the registered Owner or the registered Owner's duly authorized agent. THE OWNER HEREOF EXPRESSLY AGREES, BY SUCH OWNER'S ACCEPTANCE HEREOF, THAT THE RIGHT TO TRANSFER, ASSIGN OR NEGOTIATE THIS NOTE SHALL BE LIMITED TO TRANSFER,

ASSIGNMENT OR NEGOTIATION TO APPROVED INVESTORS, AS THAT TERM IS DEFINED IN THE INDENTURE. Accordingly, this Note will be transferable only upon prior delivery to the Trustee of a letter in substantially the form attached to the Indenture as Exhibit C, signed by the transferee, showing that such transferee is an Approved Investor. After the Trustee receives the foregoing statement, a new Note of the same maturity and in the same principal amount outstanding as the Note which was presented for transfer or exchange shall be issued to the transferee in exchange therefor as provided in the Indenture, and upon payment of the charges therein prescribed. The District and the Trustee may deem and treat the person in whose name this Note is registered on the Register as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal or redemption price hereof and interest due hereon and for all other purposes.

This Note shall not be valid or binding on the District or be entitled to any security or benefit under the Indenture until the Certificate of Authentication hereon has been executed by the Trustee.

IT IS HEREBY CERTIFIED AND DECLARED that all acts, conditions and things required to exist, happen and be performed precedent to and in the issuance of the Notes have existed, happened and been performed in due time, form and manner as required by law.

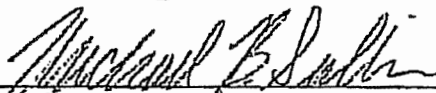
ORAL AGREEMENTS OR COMMITMENTS TO LOAN MONEY, EXTEND CREDIT, OR TO FOREBEAR FROM ENFORCING REPAYMENT OF A DEBT INCLUDING PROMISES TO EXTEND OR RENEW SUCH DEBT ARE NOT ENFORCEABLE. TO PROTECT YOU (BORROWER) AND US (LENDER) FROM MISUNDERSTANDING OR DISAPPOINTMENT, ANY AGREEMENTS WE REACH COVERING SUCH MATTERS ARE CONTAINED IN THIS WRITING, WHICH IS THE COMPLETE AND EXCLUSIVE STATEMENT OF THE AGREEMENT BETWEEN US, EXCEPT AS WE MAY LATER AGREE IN WRITING TO MODIFY IT.

[REMAINDER OF PAGE BLANK; SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT has executed this Note by causing it to be signed by the manual or facsimile signature of its Chairman and attested by the manual or facsimile signature of its Secretary, and its official seal to be affixed or imprinted hereon, and this Note to be dated as of the Dated Date shown above.

Registration Date: _____

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT
DISTRICT

By: 
Michael B. Sullivan,
Chairman of the Board of Directors

UMB BANK, N.A.,
as Trustee

(SEAL)

ATTEST:

By: _____
Authorized Signatory

By: 
Secretary

EXHIBIT C

AMENDED AND RESTATED
SERIES 2007 SUBORDINATE NOTE

**THIS NOTE OR ANY PORTION HEREOF MAY BE TRANSFERRED, ASSIGNED OR
NEGOTIATED ONLY AS PROVIDED IN THE HEREIN DESCRIBED INDENTURE.**

**UNITED STATES OF AMERICA
STATE OF MISSOURI**

Registered
No. R-3

Registered
\$135,000.00 (exclusive of
Costs of Issuance and accrued interest)

**LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT
AMENDED AND RESTATED
TAX-EXEMPT SUBORDINATE COMMUNITY IMPROVEMENT REVENUE
NOTE, SERIES 2007**

<u>Rate of Interest:</u>	<u>Maturity Date:</u>	<u>Dated Date:</u>	<u>CUSIP No.</u>
Variable, as set forth herein (Initially, 7.50%)	November 1, 2027	November 27, 2007	N/A

REGISTERED OWNER: LOUGHBOROUGH COMMONS, L.L.C.

**PRINCIPAL AMOUNT: ONE HUNDRED THIRTY-FIVE THOUSAND DOLLARS
AND ZERO CENTS (\$135,000.00).**

LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT, a community improvement district and an incorporated political subdivision duly organized and validly existing under the Constitution and laws of the State of Missouri (the "*District*"), for value received, hereby promises to pay to the Registered Owner shown above, or registered assigns, the outstanding Principal Amount shown from time to time on *Schedule A* attached hereto on the Maturity Date shown above and to pay interest thereon from the Dated Date shown above, and if applicable, from the most recent Interest Payment Date to which interest has been paid or duly provided for. This Note shall bear interest at a variable rate per annum equal to the Prime Rate determined as of the date of issuance of this Note and adjusted on each Interest Payment Date (as defined below) thereafter. The initial rate of interest is Seven and One Half Percent (7.50%) per annum, commencing on the Dated Date shown above. Interest shall be payable semiannually on January 1 and July 1 in each year (each, an "*Interest Payment Date*"), beginning on the first Interest Payment Date following the date that the hereinafter referred to Bonds are paid in full. Interest shall be compounded semiannually on each Interest Payment Date until paid, regardless of whether payments are being made hereunder. Interest shall be calculated on the basis of a 360-day year of twelve 30-day months. "*Prime Rate*" means the prime rate reported in the "Money Rates" column or any successor column of The Wall Street Journal, currently defined therein as the base rate on corporate loans posted by at least 75% of the nation's 30 largest banks. If The Wall Street Journal ceases publication of the Prime Rate, the "*Prime Rate*" shall mean the "prime rate" or "base rate" announced by the Trustee, or any successor thereto.

Except as otherwise provided herein, the capitalized terms herein shall have the meanings as provided in the Indenture (as hereinafter defined).

The principal of this Note shall be paid at maturity or upon earlier redemption upon presentation and surrender of this Note at the principal payment office or such other designated office of the Trustee (as hereinafter defined) to the person in whose name this Note is registered on the Register at the maturity or redemption date thereof. The interest payable on this Note on any Interest Payment Date shall be paid by UMB Bank, N.A., St. Louis, Missouri (the "Trustee") to the person in whose name this Note is registered on the Register at the close of business on the fifteenth day (whether or not a Business Day) of the calendar month next preceding such Interest Payment Date. Such interest shall be payable (a) by check or draft mailed by the Trustee to the address of such registered Owner shown on the Register or (b) in the case of a principal or interest payment to any registered owner of either (i) all of the Notes Outstanding, or (ii) \$50,000 or more in aggregate principal amount of Notes, by electronic transfer to such registered Owner upon written notice given to the Trustee not less than five days prior to the Record Date for such interest and signed by such registered Owner, containing the electronic transfer instructions including the name of the bank (which shall be in the continental United States), ABA routing number and account name and account number to which such Registered Owner wishes to have such transfer directed. The principal or redemption price of and interest on the Notes shall be payable by check or draft in any coin or currency that, on the respective dates of payment thereof, is legal tender for the payment of public and private debts.

This Note is one of an authorized series of fully registered notes of the District designated "Loughborough Commons Community Improvement District, Amended and Restated Tax-Exempt Subordinate Community Improvement Revenue Notes, Series 2007," in the aggregate principal amount of \$135,000, exclusive of Costs of Issuance and accrued interest (the "Series 2007 Notes"). The Series 2007 Notes are being issued on a parity with any subordinate community improvement revenue note issued by the District in the future under the Indenture, including the District's Tax-Exempt Subordinate Community Improvement Revenue Note, Series 2008, issued in an aggregate principal amount of \$7,500 (the "Series 2008 Notes") under the Indenture (the Series 2008 Notes and the Series 2007 Notes are together the "Notes").

The Notes are being issued pursuant to a Trust Indenture dated as of January 1, 2007, as supplemented and amended by the First Supplemental Trust Indenture dated as of November 1, 2007 (the "First Supplemental Indenture") between the District and the Trustee and the Second Supplemental Trust Indenture dated as of October 1, 2008 (the "Second Supplemental Indenture") between the District and the Trustee (the Original Indenture as amended by the First Supplemental Indenture, the Second Supplemental Indenture and as may be further amended from time to time, is referred to herein as the "Indenture"), for the purpose of providing funds to reimburse the Developer for costs incurred in connection with the Project, all under the authority of and in full compliance with the Constitution and laws of the State of Missouri, including particularly the Community Improvement District Act, Sections 67.1401 through 67.1571, inclusive, of the Revised Statutes of Missouri, as amended (the "CID Act").

The Notes constitute special, limited obligations of the District payable as to principal, premium, if any, and interest solely from the Pledged Revenues and other moneys pledged thereto and held by the Trustee pursuant to the Indenture. The Notes shall not constitute debts or liabilities of the District, the City, the State of Missouri or any political subdivision thereof within the meaning of any constitutional or statutory debt limitation or restriction.

The Notes are expressly subordinate and junior to those certain Tax Increment and Community Improvement Refunding Revenue Bonds, Series 2007 (Loughborough Commons Redevelopment Project)

(the "Bonds") issued by The Industrial Development Authority of the City of St. Louis, Missouri ("Authority") pursuant to a trust indenture dated as of November 1, 2007 between the Authority and UMB Bank, N.A., as trustee (the "Bond Indenture"), such that no payment of principal of or interest on the Subordinate Note may be made while any Bonds are Outstanding (as defined in the Bond Indenture).

The Notes are subject to redemption as follows:

(a) *Optional Redemption.* The Notes are subject to optional redemption by the District in whole or in part at any time, at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued interest to the redemption date.

(b) *Special Mandatory Redemption.*

(1) The Notes are subject to special mandatory redemption by the District on any Interest Payment Date, at the redemption price of 100% of the principal amount being redeemed, together with accrued interest thereon to the date fixed for redemption, in an amount equal to the amount which is on deposit in the Redemption Account of the Debt Service Fund 40 days (10 days if all of the Notes are owned by the Developer and, in each case if such date is not a Business Day, the immediately preceding Business Day) prior to each Interest Payment Date (or if such date is not a Business Day, the immediately preceding Business Day).

(2) The Notes are subject to special mandatory redemption by the District, in whole but not in part, on any date in the event that moneys in the Special Trust Fund, the Revenue Fund or the Debt Service Fund are sufficient to redeem all of the Notes at a redemption price of 100% of the Notes Outstanding, together with accrued interest thereon to the date fixed for redemption.

Notes shall be redeemed only in Authorized Denominations. When less than all of the Outstanding Notes are to be redeemed and paid prior to maturity, such Notes shall be selected by the Trustee in Authorized Denominations in such equitable manner as the Trustee may determine.

Unless waived by any Owner of Notes to be redeemed, official notice of any redemption of any Note shall be given by the Trustee on behalf of the District by mailing a copy of an official redemption notice by first class mail, postage prepaid, at least 30 days (5 days if all of the Notes are owned by the Developer) prior to the date fixed for redemption to the Owner of the Note or Notes to be redeemed at the address shown on the Register; provided, however, that failure to give such notice by mailing as aforesaid to any Owner or any defect therein as to any particular Note shall not affect the validity of any proceedings for the redemption of any Notes. Notice of redemption having been given as aforesaid, the Notes or portions of Notes so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the District defaults in the payment of the redemption price) such Notes or portions of Notes shall cease to bear interest, shall no longer be secured by the Indenture and shall not be deemed to be Outstanding under the provisions of the Indenture. Any defect in any notice or the failure of any parties to receive any notice of redemption shall not cause any Note called for redemption to remain Outstanding.

The District, the elected officials, officers and employees of the District and any person executing the Notes shall not be personally liable for such obligations by reason of the issuance thereof.

The Notes are issuable in the form of fully registered Notes without coupons in the denomination of \$5,000 or any multiple of \$1.00 in excess thereof.

This Note may be transferred or exchanged, as provided in the Indenture, only upon the books for the registration, transfer and exchange thereof (the "Register") kept by the Trustee, upon surrender of this Note together with a written instrument of transfer satisfactory to the Trustee duly executed by the registered Owner or the registered Owner's duly authorized agent. THE OWNER HEREOF EXPRESSLY AGREES, BY SUCH OWNER'S ACCEPTANCE HEREOF, THAT THE RIGHT TO TRANSFER, ASSIGN OR NEGOTIATE THIS NOTE SHALL BE LIMITED TO TRANSFER, ASSIGNMENT OR NEGOTIATION TO APPROVED INVESTORS, AS THAT TERM IS DEFINED IN THE INDENTURE. Accordingly, this Note will be transferable only upon prior delivery to the Trustee of a letter in substantially the form attached to the Indenture as Exhibit C, signed by the transferee, showing that such transferee is an Approved Investor. After the Trustee receives the foregoing statement, a new Note of the same maturity and in the same principal amount outstanding as the Note which was presented for transfer or exchange shall be issued to the transferee in exchange therefor as provided in the Indenture, and upon payment of the charges therein prescribed. The District and the Trustee may deem and treat the person in whose name this Note is registered on the Register as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal or redemption price hereof and interest due hereon and for all other purposes.

This Note shall not be valid or binding on the District or be entitled to any security or benefit under the Indenture until the Certificate of Authentication hereon has been executed by the Trustee.

IT IS HEREBY CERTIFIED AND DECLARED that all acts, conditions and things required to exist, happen and be performed precedent to and in the issuance of the Notes have existed, happened and been performed in due time, form and manner as required by law.

ORAL AGREEMENTS OR COMMITMENTS TO LOAN MONEY, EXTEND CREDIT, OR TO FOREBEAR FROM ENFORCING REPAYMENT OF A DEBT INCLUDING PROMISES TO EXTEND OR RENEW SUCH DEBT ARE NOT ENFORCEABLE. TO PROTECT YOU (BORROWER) AND US (LENDER) FROM MISUNDERSTANDING OR DISAPPOINTMENT, ANY AGREEMENTS WE REACH COVERING SUCH MATTERS ARE CONTAINED IN THIS WRITING, WHICH IS THE COMPLETE AND EXCLUSIVE STATEMENT OF THE AGREEMENT BETWEEN US, EXCEPT AS WE MAY LATER AGREE IN WRITING TO MODIFY IT.

[REMAINDER OF PAGE BLANK; SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT has executed this Note by causing it to be signed by the manual or facsimile signature of its Chairman and attested by the manual or facsimile signature of its Secretary, and its official seal to be affixed or imprinted hereon, and this Note to be dated as of the Dated Date shown above.

Registration Date: _____

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT
DISTRICT

By: Michael B. Sullivan
Michael B. Sullivan,
Chairman of the Board of Directors

UMB BANK, N.A.,
as Trustee

(SEAL)

ATTEST:

By: _____
Authorized Signatory

By: [Signature]
Secretary

311545B

Certificate of Reimbursable Project Costs

To: Loughborough Commons Community Improvement District
c/o Michael B. Sullivan, Chair
25 North Brentwood Blvd.
St. Louis, Missouri 63105

Re: **The Loughborough Commons Community Improvement District**

Terms not otherwise defined herein shall have the meaning ascribed to such terms in the Development Agreement dated as of December 22, 2006, by and between the Loughborough Commons Community Improvement District (the "*District*") and Loughborough Commons, L.L.C. (the "*Developer*"), as may be further amended. In connection with the Agreement, the undersigned hereby states and certifies that:

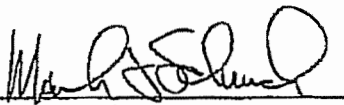
1. Each item listed on Attachment I hereto is a Reimbursable Project Cost and was incurred in connection with the acquisition, construction and implementation of the Project.
2. These costs have been paid by the Developer and are Reimbursable Project Costs under the Agreement.
3. Each item listed on Attachment I has not previously been paid or reimbursed from CID Revenues and no part thereof has been included in any other certificate previously filed with the District.
4. There has not been filed with or served upon the Developer any notice of any lien, right of lien or attachment upon or claim affecting the right of any person, firm or corporation to receive payment of the amounts stated in this request, except to the extent any such lien is being contested in good faith.
5. All necessary permits and approvals required for the portion of the Project for which this certificate relates have been issued and are in full force and effect.
6. All work for which payment or reimbursement is requested has been performed in a good and workmanlike manner and in accordance with the Agreement.

Dated this 31st day of October, 2008.

DEVELOPER:

LOUGHBOROUGH COMMONS, L.L.C.

By: The DESCO Group, Inc., its Manager

By: 
Name: Mark J. Schnuck
Title: President

Approved for Payment this 31st day of October, 2008.

DISTRICT:

LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT

By: 

Name: Michael B. Sullivan

Title: Chair of the Board of Directors



**ATTACHMENT I
TO CERTIFICATE OF REIMBURSABLE PROJECT COSTS**

REQUEST NO. 3

DATED OCTOBER 31, 2008

Requisition Request No. 3:

\$7,500 (plus accrued interest)

(SEE ATTACHED)



ARMSTRONG TEASDALE LLP

ONE METROPOLITAN SQUARE, SUITE 2600
ST. LOUIS, MISSOURI 63102-2740
PHONE: 314.621.5070
FAX: 314.621-5065

MISSOURI | KANSAS | ILLINOIS | WASHINGTON, DC | SHANGHAI | SYDNEY

FED ID: 43-1274026

ATTORNEYS AT LAW

Loughborough Commons, LLC
c/o the DESCO Group
25 North Brentwood Boulevard
St. Louis, MO 63105

November 27, 2007
Invoice No. 1175154
File No. 1897277

REMITTANCE COPY
Please return with payment

MATTER	MATTER NAME	TOTAL
7	Re: \$135,000 Loughborough Commons Community Improvement District Subordinate Tax-Exempt Community Improvement Notes, Subordinate (the "Subordinate Notes")	\$ 7,500.00

****PAYMENT IS DUE UPON RECEIPT****

For Remittance by Mail:
ARMSTRONG TEASDALE LLP
Department Number 478150
P.O. Box 790100
St. Louis, MO 63179-9933

For Remittance by Wire Transfer:
Bank Name/Address: Cass Bank & Trust Company
13001 Hollenberg Drive
Bridgeton, MO 63044

ABA Routing #: 081000605
Account #: 1148842
Account Name: Armstrong Teasdale LLP, Attn: Anne Simcik

Please send a payment notification e-mail to: ASIMEK@armstrongteasdale.com



ARMSTRONG TEASDALE LLP

ONE METROPOLITAN SQUARE, SUITE 2600
ST. LOUIS, MISSOURI 63102-2740
PHONE: 314.621.5070
FAX: 314.621-5065

MISSOURI | KANSAS | ILLINOIS | WASHINGTON, DC | SHANGHAI | SYDNEY

FED ID: 43-1274026

ATTORNEYS AT LAW

Loughborough Commons, LLC
c/o the DESCO Group
25 North Brentwood Boulevard
St. Louis, MO 63105

November 27, 2007
Invoice No. 1175154
File No. 18972 / 7

**RE: \$135,000 LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT
SUBORDINATE TAX-EXEMPT COMMUNITY IMPROVEMENT NOTES,
SUBORDINATE (THE "SUBORDINATE NOTES")**

For legal services rendered, including out-of-pocket expenses incurred, in connection with serving as Bond Counsel in the above issuance.

Total \$ 7,500.00

****PAYMENT IS DUE UPON RECEIPT****

For Remittance by Mail:
ARMSTRONG TEASDALE LLP
Department Number 478150
P.O. Box 790100
St. Louis, MO 63179-9933

For Remittance by Wire Transfer:
Bank Name/Address: Cass Bank & Trust Company
13001 Hollenberg Drive
Bridgeton, MO 63044

ABA Routing #: 081000605
Account #: 1148842
Account Name: Armstrong Teasdale LLP, Attn: Anne Simelt

Please send a payment notification e-mail to: ASIMEK@armstrongteasdale.com

RESOLUTION NO. 2009-01

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS HELD ON OCTOBER 31, 2008**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District");

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capital of all property owners within the District, the Mayor of the City appointed members of the board of directors of the District serving such terms as designated by the Mayor of the City;

WHEREAS, pursuant to Paragraph 8 of Article IV of the Bylaws of the District, the Board of Directors shall conduct all meetings of the Board of Directors in accordance with the Sunshine Law of the State of Missouri; and

WHEREAS, pursuant to Section 610.020.7 of the Revised Statutes of Missouri, the Sunshine Law requires that minutes of meetings be taken and retained by the District.

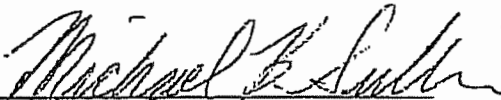
**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF
DIRECTORS OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT AS FOLLOWS:**

1. The Board of Directors of the District hereby ratifies the minutes of the meeting of the Board of Directors held on October 31, 2008, attached hereto as Exhibit A and directs the Secretary of the Board of Directors to attest to such minutes as ratified.
2. The Board of Directors of the District hereby directs that the minutes so attested and ratified be retained in the records of the District.
3. This resolution shall be in full force and effect from and after its adoption by the Board of Directors.

[This space intentionally blank; signature page to follow]

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

Approved this 14th day of May, 2009.


Michael B. Sullivan,
Chairman of the Board of Directors



(SEAL)

TEST:



Michael L. Anthon,
Secretary of the Board of Directors

Exhibit A
Minutes of the October 31, 2008 Meeting of the Board of Directors

SEE ATTACHED

MINUTES

**MEETING OF THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT**

OCTOBER 31, 2008

A meeting of the Board of Directors of the Loughborough Commons Community Improvement District ("District") was held at 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, on Friday, October 31, 2008 at 2 p.m.

1. Roll Call

The following members of the Board of Directors were present in person or via telephone conference and thereby constituted a quorum of the Directors:

Michael Sullivan
Patricia McDougell
Michael Anthon
Franklin Sears
Karen Mills

The following guests of the Board of Directors were present:

Tracy Ring – Greensfelder, Hemker & Gale, PC, District Counsel
Patricia Wharton – Greensfelder, Hemker & Gale, PC

2. Considerations and Resolutions

A. The matter of ratifying the Minutes of the May 14, 2008 meeting of the Board of Directors of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for the adoption of Resolution No. 2008-04, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS HELD ON MAY 14, 2008.**

Director Mills seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Michael Sullivan
Patricia McDougell
Michael Anthon
Franklin Sears
Karen Mills

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

B. The matter of approving a certificate of reimbursable project costs from the Developer in the amount of \$7,500 came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2008-05, titled as follows:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT ACCEPTING AND APPROVING THE CERTIFICATE OF REIMBURSABLE PROJECT COSTS SUBMITTED BY LOUGHBOROUGH COMMONS, LLC.

Director McDougell seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Michael Sullivan
Patricia McDougell
Michael Anthon
Franklin Sears
Karen Mills

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

C. The matter of approving an amended and restated Series 2007 Subordinate Note, issuing a Series 2008 Subordinate Note and authorizing a Supplemental Trust Indenture came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2008-06, titled as follows:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT AUTHORIZING THE ISSUANCE OF A SUBORDINATED COMMUNITY IMPROVEMENT REVENUE NOTE, SERIES 2008, AND AUTHORIZING THE EXECUTION OF A SUPPLEMENT TO TRUST INDENTURE.

Director McDougell seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Michael Sullivan
Patricia McDougell
Michael Anthon
Franklin Sears

Karen Mills

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

3. New Business

After consideration and voting on the above resolutions, the following new business matters came on for consideration:

- a. The next annual meeting of the District will be held in the Spring.
- b. Copies of the signed Resolutions from the meeting will be forwarded to Tracy Ring for the Corporate Records Book.

4. Adjournment

There being no further business to come before the Board of Directors, upon motion duly made by Director Anthon, seconded by Director Sears and unanimously carried by the Board of Directors, the meeting was adjourned.



Michael Anthon, Secretary of the Board of Directors

**LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT**

Notice of Open Meeting of the Board of Directors

Notice is hereby given that the Board of Directors of Loughborough Commons Community Improvement District will conduct a meeting at 9:30 a.m. on Thursday, May 14, 2009, at the offices of Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, to consider and act upon the following:

1. Roll Call

2. Adoption of Resolution No. 2009-01, entitled:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON OCTOBER 31, 2008.

3. Adoption of Resolution No. 2009-02, entitled:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT ELECTING OFFICERS.

4. Adoption of Resolution No. 2009-03, entitled:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING JUNE 30, 2010.

5. New business.

6. Discussion regarding setting date, time and place for the next meeting of the Board of Directors.

Some of the Board of Directors may participate by telephone or other electronic means. Any member of the public may observe and attend the meeting at the office identified above. Representatives of the news media may obtain copies of this notice by contacting: Tracy R. Ring c/o Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, 314-516-2620. Persons with disabilities wishing to attend may contact Tracy R. Ring at the address and telephone number provided above prior to the meeting if accommodations are required.

AFFIDAVIT

State of Missouri)
) ss.
City of St. Louis)

I, Patricia Wharton, counsel to the Loughborough Commons Community Improvement District, being first duly sworn, state and certify that the attached notice of the meeting of the Board of Directors of the Loughborough Commons Community Improvement District to be held at 9:30 a.m. on May 14, 2009, (1) was posted at least 24 hours prior to the commencement of the meeting on a bulletin board or other prominent place at the offices of Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, which is easily accessible to the public, and (2) was made available to any representative of the news media who requested notice of the meeting.

Patricia Wharton
Patricia Wharton, counsel to the
Loughborough Commons Community
Improvement District

Subscribed and sworn to before me this 15th day of May, 2009.



GAYLE A. TIEMANN
My Commission Expires
January 31, 2010
Jefferson County
Commission #06488427

Gayle A. Tiemann
Notary Public

My commission expires: January 31, 2010

RESOLUTION NO. 2009-02

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capita of all property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to the Bylaws of the District, the officers of the District shall be elected or appointed annually by the Board of Directors, to serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified.; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District

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

1. The Board of Directors hereby elects the following individuals to serve the office set forth opposite his or her name, each to hold such office until the next annual meeting of the board of directors of the District or until his or her successor shall have been duly elected:

Chair:	Michael B. Sullivan
Vice Chair:	Karen A. Mills
Treasurer:	Patricia McDougell
Secretary:	Michael L. Anthon

2. The District shall reimburse each officer of the District for his or her reasonable out-of-pocket expenses incurred in the performance of their duties as such officer.

3. The District officers are hereby authorized to take such actions and file such reports as are required under the CID Act.

4. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

Approved this 14th day of May, 2009.



Michael B. Sullivan,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Michael L. Anthon,
Secretary of the Board of Directors



RESOLUTION NO. 2009-03

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2010**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capita of all property owners within the District, the Mayor of the City appointed members of the board of directors of the District (the "Board of Directors") serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to Section 67.1471.1 of the CID Act and District Resolution 2006-01, the District's fiscal year is July 1 -- June 30; and

WHEREAS, pursuant to Section 67.1471.2 of the CID Act, the District is required to submit a proposed annual budget to the City for review and comment; and

WHEREAS, pursuant to Section 67.1471.3 of the CID Act, the District is required to adopt an annual budget; and

WHEREAS, pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis dated as of November 1, 2007 (the "Financing Agreement"), the Treasurer of the District shall include in the budget proposal submitted to the Board of Directors of the District a request for an appropriation of the CID Revenues for transfer to the Trustee; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District.

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

1. The District acknowledges that it has submitted a proposed budget to the City for review and comment for the fiscal year beginning July 1, 2009 and ending June 30, 2010 and that the City provided no comments thereto.

2. Each member of the Board of Directors acknowledges that he or she has received and reviewed, and the District hereby approves, the budget in substantially the form attached hereto as Exhibit A.

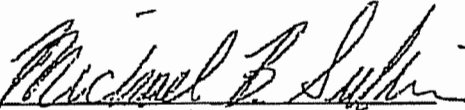
3. The Board of Directors hereby appropriates all CID Revenues to the Trustee for application in accordance with the Financing Agreement.

4. The District shall, and the officials, agents and employees of the District are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments, as may be necessary or desirable to carry out and comply with the intent of this Resolution, and to carry out, comply with and perform the duties of the District with respect to the annual budget requirements of the CID Act.

5. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.


This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors. All capitalized terms not defined herein shall have the same meaning attributed to them in the Financing Agreement.

Approved this 14th day of May, 2009.


Michael B. Sullivan,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Michael L. Anthon,
Secretary of the Board of Directors



Exhibit A

Budget

SEE ATTACHED

Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2009 through June 30, 2010

	Revenues Under Bond Indenture										Revenues Under Supplemental Trust Indenture				
	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance															
Summary of Receipts															
Sales Tax Revenue	325,000														
Note Proceeds	569														
Interest Earnings From Special Trust Fund		325,569													
From Revenue Fund			15,000	310,569											
Total Receipts and Beginning Balance	325,569	325,569	15,000	310,569	0	0	0	0	0	0	0	0	0	0	0
Summary of Disbursements															
To Revenue Fund	(325,569)														
To Operating Fund		(15,000)													
To Debt Service Fund		(310,569)													
To Debt Service Reserve Fund															
To Project Fund															
To Rebate Fund															
To Excess Revenue Fund															
Operating Expenses:															
Bank Fees			(50)												
Administrative Costs			(4,950)												
Insurance Expenses															
Legal Expenses			(5,000)												
Audit Fee			(5,000)												
Project Expenses															
Debt Instrument - Cost of Issuance															
Debt Service				(310,569)											
Total Disbursements	(325,569)	(325,569)	(15,000)	(310,569)	0	0	0	0	0	0	0	0	0	0	0
Other Financing Sources (Uses)															
Transfers In	325,569	325,569	15,000	310,569	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(325,569)	(325,569)	(15,000)	(310,569)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenues

103004

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

February 22, 2010

VIA CERTIFIED MAIL NO. 7007 2560 0000 9146 1400

RETURN RECEIPT REQUESTED

Alderman Matt Villa
St. Louis City Board of Aldermen
City Hall, Room 230
1200 Market Street
St. Louis, MO 63103

Re: **Loughborough Commons Community Improvement District (the "District")**
Budget

Dear Alderman Villa:

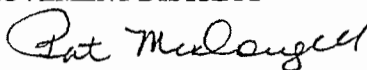
Pursuant to Section 67.1471 of the Missouri Revised Statutes, no earlier than one hundred eighty days (January 1) and no later than ninety days (April 1) prior to the first day of the fiscal year (July 1) the board of the District shall submit to the St. Louis City Board of Aldermen (the "Board of Aldermen") a proposed annual budget, setting forth expected expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year. The Board of Aldermen may review and comment to the board on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments to the board no later than sixty (60) days prior to the first day of the fiscal year.

Enclosed herewith please find a draft budget for the District for the fiscal year ending June 30, 2011 for review and comment by the Board of Aldermen.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

**LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT**

BY: 
Pat McDougell, Treasurer

Enclosure

cc: Tracy R. Ring, Greensfelder, Hemker & Gale, P.C.
Patricia Wharton, Greensfelder, Hemker & Gale, P.C.

Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2010 through June 30, 2011

Revenues Under Bond Indenture

Revenues Under Supplemental Trust Indenture

	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance		75,000													
Summary of Receipts															
Sales Tax Revenue	325,000														
Note Proceeds	8														
Interest Earnings From Special Trust Fund		325,008													
From Revenue Fund			15,000	302,108											
Total Receipts and Beginning Balance	325,008	400,008	15,000	302,108	0	0	0	0	0	0	0	0	0	0	0
Summary of Disbursements															
To Revenue Fund	(325,008)														
To Operating Fund		(15,000)													
To Debt Service Fund		(302,108)													
To Debt Service Reserve Fund															
To Project Fund															
To Rebate Fund															
To Excess Revenue Fund															
Operating Expenses:															
Bank Fees			(50)												
Administrative Costs		(7,900)	(4,950)												
Insurance Expenses															
Legal Expenses			(5,000)												
Audit Fee			(5,000)												
Project Expenses															
Debt Instrument - Cost of Issuance															
Debt Service				(302,108)											
Total Disbursements	(325,008)	(325,008)	(15,000)	(302,108)	0	0	0	0	0	0	0	0	0	0	0
Other Financing Sources (Uses)															
Transfers In	325,008	400,008	15,000	302,108	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(325,008)	(325,008)	(15,000)	(302,108)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	75,000	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenues

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FISCAL YEAR JULY 1, 2010 TO JUNE 1, 2011
BUDGET MESSAGE
BY
PATRICIA McDOUGELL, TREASURER

Pursuant to the official results of the mail-in ballot from the qualified voters of the District of an election held on Tuesday, September 26, 2006, as certified by the St. Louis City Board of Election Commissioners September 28, 2006, the qualified voters of the District approved the imposition of a sales and use tax pursuant to Section 67.1545 of the CID Act in an aggregate amount equal to 1.000% (the "CID Sales Tax") for the purpose of financing the costs of certain community improvements and paying the costs of formation and operation of the District

On December 22, 2006, the District approved Resolution No. 2006-05 which authorized the execution of a development agreement between the District and Loughborough Commons, L.L.C. (the "Developer"), as the same may be amended from time to time (the "Agreement"). Pursuant to the Agreement, the Developer agreed to construct and implement the Project (as defined in the Agreement), and the District agreed to issue obligations to reimburse the Developer for such costs. The District began issuing such obligations to the Developer in 2007.

The District anticipates collecting approximately \$325,000 of tax revenues from the CID Sales Tax in the 2010-2011 Budget Year. It is hereby requested that such tax revenues be appropriated for transfer to UMB Bank, N.A. (the "Trustee") pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis. The CID Sales Tax will then be allocated to the various accounts and funds as required by the Trust Indenture between the District and the Trustee.

The District budget for the fiscal year ending June 30, 2011 will be submitted to the City of St. Louis Board of Aldermen and the District's Board of Directors for adoption and approval.

A summary comparative statement of estimated total receipts and transfers-in (excluding any beginning balances) and estimated total expenditures and transfers-out of certain funds for the 2010-2011 Budget Year and the two years next preceding is set forth below:

	2010-2011	2009-2010	2008-2009
	BUDGET	BUDGET	ACTUAL
TOTAL RECEIPTS	\$325,008	\$325,569	\$310,489
TOTAL DISBURSEMENTS:			
Debt Service	(\$302,108)	(\$310,569)	(\$302,241)
Operating Fund	(15,000)	(15,000)	
Professional Fees, Services and costs	(7,900)		(8,988)

**LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT**

Notice of Open Meeting of the Board of Directors

Notice is hereby given that the Board of Directors of Loughborough Commons Community Improvement District will conduct a meeting at 10 a.m. on Thursday, May 27, 2010, at the offices of Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, to consider and act upon the following:

1. Roll Call

2. Adoption of Resolution No. 2010-01, entitled:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT ELECTING INTERIM OFFICERS.

3. Adoption of Resolution No. 2010-02, entitled:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON MAY 14, 2009.

4. Adoption of Resolution No. 2010-03, entitled:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT ACCEPTING THE RESIGNATION OF A DIRECTOR AND ACKNOWLEDGING HIS REPLACEMENT.

5. Adoption of Resolution No. 2010-04, entitled:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT ACCEPTING THE RESIGNATION OF A DIRECTOR AND ACKNOWLEDGING HER REPLACEMENT

6. Adoption of Resolution No. 2010-05, entitled:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT ELECTING OFFICERS

7. Adoption of Resolution No. 2010-06, entitled:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR 2010

8. New business.

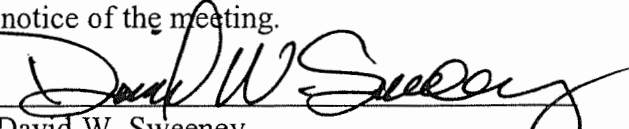
9. Discussion regarding setting date, time and place for the next meeting of the Board of Directors.

Some of the Board of Directors may participate by telephone or other electronic means. Any member of the public may observe and attend the meeting at the office identified above. Representatives of the news media may obtain copies of this notice by contacting: Tracy R. Ring c/o Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, 314-516-2620. Persons with disabilities wishing to attend may contact Tracy R. Ring at the address and telephone number provided above prior to the meeting if accommodations are required.

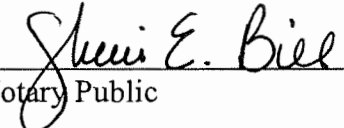
AFFIDAVIT

State of Missouri)
) ss.
City of St. Louis)

I, David W. Sweeney, Clerk to the Board of Aldermen of the City of St. Louis, Missouri, being first duly sworn, state and certify that the attached notice of the meeting of the Board of Directors of the Loughborough Commons Community Improvement District to be held at 10 a.m. on May 27, 2010, (1) was posted at least 24 hours prior to the commencement of the meeting on a bulletin board or other prominent place at St. Louis City Hall, 1200 Market Street, St. Louis, Missouri 63103, which is easily accessible to the public, and (2) was made available to any representative of the news media who requested notice of the meeting.

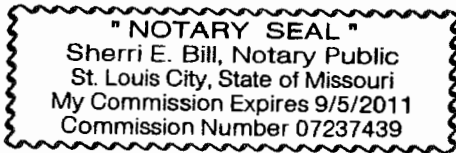

David W. Sweeney,
Clerk to the Board of Aldermen of the City
of St. Louis, Missouri

Subscribed and sworn to before me this 25th day of May, 2010.


Notary Public

(SEAL)

My commission expires:



AFFIDAVIT

State of Missouri)
) ss.
City of St. Louis)

I, Patricia H. Wharton, counsel to the Loughborough Commons Community Improvement District, being first duly sworn, state and certify that the attached notice of the meeting of the Board of Directors of the Loughborough Commons Community Improvement District to be held at 10 a.m. on May 27, 2010, (1) was posted at least 24 hours prior to the commencement of the meeting on a bulletin board or other prominent place at the offices of Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, which is easily accessible to the public, and (2) was made available to any representative of the news media who requested notice of the meeting.

Patricia H. Wharton
Patricia H. Wharton, counsel to the
Loughborough Commons Community
Improvement District

Subscribed and sworn to before me this 27th day of May, 2010.



DEBRA J. SPAETHE
My Commission Expires
June 5, 2011
St. Louis County
Commission #07534292

Debra J. Spaethe
Notary Public

My commission expires:

RESOLUTION NO. 2010-01

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING INTERIM OFFICERS**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capita of all property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to the Bylaws of the District, the officers of the District shall be elected or appointed annually by the Board of Directors, to serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified.; and

WHEREAS, effective September 30, 2009, Board Member and Officer Michael B. Sullivan resigned from the Board of Directors and pursuant to Article V of the Bylaws of the District was simultaneously removed from holding the office of Chairman of the Board of the District; and

WHEREAS, effective September 30, 2009, Board Member and Officer Karen A. Mills resigned from the Board of Directors and pursuant to Article V of the Bylaws of the District was simultaneously removed from holding the office of Vice Chair of the District; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District.

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

1. The Board of Directors hereby appoints Michael L. Anthon as the Interim Chairman of the Board of the District until the next annual meeting of the Board of Directors of the District or until his successor shall have been duly elected.
2. The Board of Directors hereby appoints Franklin Sears as the Interim Secretary of the District until the next annual meeting of the Board of Directors of the District or until his successor shall have been duly elected.
3. The District shall reimburse each officer of the District for his or her reasonable out-of-pocket expenses incurred in the performance of their duties as such officer.

4. The District officers are hereby authorized to take such actions and file such reports as are required under the CID Act.

5. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

Approved this 21st day of May, 2010.



Michael L. Anthon,
Interim Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Interim Secretary of the Board of Directors



RESOLUTION NO. 2010-02

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS HELD ON MAY 14, 2009**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District");

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capital of all property owners within the District, the Mayor of the City appointed members of the board of directors of the District serving such terms as designated by the Mayor of the City;

WHEREAS, pursuant to Paragraph 8 of Article IV of the Bylaws of the District, the Board of Directors shall conduct all meetings of the Board of Directors in accordance with the Sunshine Law of the State of Missouri; and

WHEREAS, pursuant to Section 610.020.7 of the Revised Statutes of Missouri, the Sunshine Law requires that minutes of meetings be taken and retained by the District.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF
DIRECTORS OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT AS FOLLOWS:**

1. The Board of Directors of the District hereby ratifies the minutes of the meeting of the Board of Directors held on May 14, 2009, attached hereto as Exhibit A and directs the Secretary of the Board of Directors to attest to such minutes as ratified.
2. The Board of Directors of the District hereby directs that the minutes so attested and ratified be retained in the records of the District.
3. This resolution shall be in full force and effect from and after its adoption by the Board of Directors.

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This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

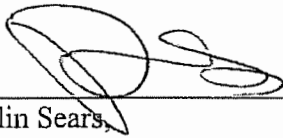
Approved this 27th day of May, 2010.



Michael L. Anthon,
Interim Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Interim Secretary of the Board of Directors



Exhibit A
Minutes of the May 14, 2009 Meeting of the Board of Directors

SEE ATTACHED

MINUTES

MEETING OF THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT

MAY 14, 2009

A meeting of the Board of Directors of the Loughborough Commons Community Improvement District ("District") was held at 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, on Thursday, May 14, 2009 at 9:30 a.m.

1. Roll Call

The following members of the Board of Directors were present in person or via telephone conference and thereby constituted a quorum of the Directors:

Michael Sullivan
Patricia McDougell
Michael Anthon
Franklin Sears
Karen Mills

The following guests of the Board of Directors were present:

Tracy Ring – Greensfelder, Hemker & Gale, PC, District Counsel
Kathleen Wildhaber – The DESCO Group, Inc.

2. Considerations and Resolutions

A. The matter of ratifying the Minutes of the October 31, 2008 meeting of the Board of Directors of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Mills moved for the adoption of Resolution No. 2009-01, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS HELD ON OCTOBER 31, 2008.**

Director McDougell seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Michael Sullivan
Patricia McDougell
Michael Anthon
Franklin Sears
Karen Mills

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

B. The matter of electing the officers of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2009-02, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

Director Sullivan seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Michael Sullivan
Patricia McDougell
Michael Anthon
Franklin Sears
Karen Mills

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

C. The matter of approving an annual budget for the fiscal year beginning July 1, 2009 and ending June 30, 2010 came on for consideration and was discussed. After consideration and discussion by the Board, Director Anthon made a motion for the adoption of Resolution No. 2009-03, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2010.**

Director McDougell seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Michael Sullivan
Patricia McDougell
Michael Anthon
Franklin Sears
Karen Mills

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

3. New Business

After consideration and voting on the above resolutions, the following new business matters came on for consideration:

- a. The next annual meeting of the District will be held next May.
- b. Copies of the signed Resolutions from the meeting will be forwarded to Tracy Ring for the Corporate Records Book.

4. Adjournment

There being no further business to come before the Board of Directors, upon motion duly made by Director Sears, seconded by Director Mills and unanimously carried by the Board of Directors, the meeting was adjourned.



Michael Anthon, Secretary of the Board of Directors

RESOLUTION NO. 2010-03

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ACCEPTING THE RESIGNATION OF A DIRECTOR
AND ACKNOWLEDGING HIS REPLACEMENT**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capita of all property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, Michael B. Sullivan has resigned as a member of the Board of Directors.;
and

WHEREAS, pursuant to Paragraph 5 of Article III of the Bylaws of the District, a vacancy caused by resignation shall be filled by the Mayor of the City and confirmed by the Board of Alderman of the City.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT AS
FOLLOWS:**

1. The Board of Directors hereby accepts the resignation of Michael B. Sullivan as a member of the Board of Directors of the District dated September 30, 2009, a copy of which resignation is attached hereto as Exhibit A.
2. The Board of Directors hereby acknowledges the appointment of David R. Ramirez as a member of the Board of Directors of the District effective upon appointment by the Mayor of the City.
3. This resolution shall be in full force and effect from and after its adoption by the Board of Directors.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK; SIGNATURE PAGE TO FOLLOW.]

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

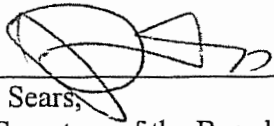
Approved this 27th day of May, 2010.



Michael L. Anthon,
Interim Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Interim Secretary of the Board of Directors



Exhibit A

Resignation of Michael B. Sullivan

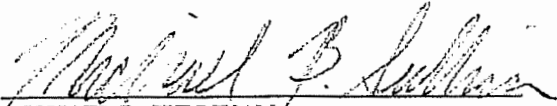
SEE ATTACHED

RESIGNATION

To: Michael A. Anthon, Secretary
Loughborough Commons Community Improvement District

The undersigned, **MICHAEL B. SULLIVAN**, hereby tenders his resignation as a member of the Board of Directors of **THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT**, a political subdivision of the State of Missouri, effective immediately.

Dated: September 30, 2009


MICHAEL B. SULLIVAN

RESOLUTION NO. 2010-04

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ACCEPTING THE RESIGNATION OF A DIRECTOR
AND ACKNOWLEDGING HER REPLACEMENT**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capita of all property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, Karen A. Mills has resigned as a member of the Board of Directors.; and

WHEREAS, pursuant to Paragraph 5 of Article III of the Bylaws of the District, a vacancy caused by resignation shall be filled by the Mayor of the City and confirmed by the Board of Alderman of the City.

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

1. The Board of Directors hereby accepts the resignation of Karen A. Mills as a member of the Board of Directors of the District dated September 30, 2009, a copy of which is attached hereto as Exhibit A.

2. The Board of Directors hereby acknowledges the appointment of Christopher P. Bertel as a member of the Board of Directors of the District effective upon appointment by the Mayor of the City.

3. This resolution shall be in full force and effect from and after its adoption by the Board of Directors.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK; SIGNATURE PAGE TO FOLLOW.]

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

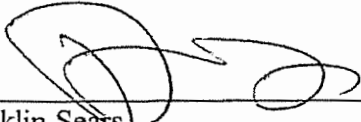
Approved this 27th day of May, 2010.



Michael L. Anthon,
Interim Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Interim Secretary of the Board of Directors



Exhibit A

Resignation of Karen A. Mills


SEE ATTACHED

RESIGNATION

To: Michael A. Anthon, Secretary
Loughborough Commons Community Improvement District

The undersigned, **KAREN A. MILLS**, hereby tenders her resignation as a member of the Board of Directors of **THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT**, a political subdivision of the State of Missouri, effective immediately.

Dated: September 30, 2009


KAREN A. MILLS

RESOLUTION NO. 2010-05

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capita of all property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to the Bylaws of the District, the officers of the District shall be elected or appointed annually by the Board of Directors, to serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified.; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT AS
FOLLOWS:**

1. The Board of Directors hereby elects the following individuals to serve the office set forth opposite his or her name, each to hold such office until the next annual meeting of the board of directors of the District or until his or her successor shall have been duly elected:

Chair:	Michael L. Anthon
Vice Chair:	Christopher P. Bertel
Treasurer:	Patricia McDougell
Secretary:	David R. Ramirez

Provided, however, that (a) Christopher P. Bertel's appointment as Vice Chair shall not be effective until such time as Christopher P. Bertel is duly appointed to the Board of Directors of the District by the Mayor of the City; and (b) David R. Ramirez' appointment as Secretary shall not be effective until such time as David R. Ramirez is duly appointed to the Board of Directors of the District by the Mayor of the City.

2. The District shall reimburse each officer of the District for his or her reasonable out-of-pocket expenses incurred in the performance of their duties as such officer.

3. The District officers are hereby authorized to take such actions and file such reports as are required under the CID Act.

4. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

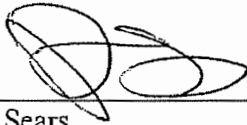
Approved this 27th day of May, 2010.



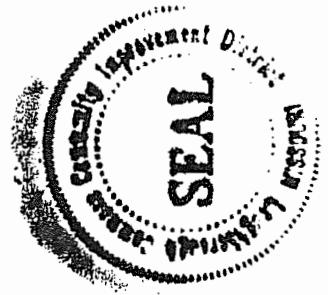
Michael L. Anthon,
Interim Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Interim Secretary of the Board of Directors



RESOLUTION NO. 2010-06

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2011**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capita of all property owners within the District, the Mayor of the City appointed members of the board of directors of the District (the "Board of Directors") serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to Section 67.1471.1 of the CID Act and District Resolution 2006-01, the District's fiscal year is July 1 – June 30; and

WHEREAS, pursuant to Section 67.1471.2 of the CID Act, the District is required to submit a proposed annual budget to the City for review and comment; and

WHEREAS, pursuant to Section 67.1471.3 of the CID Act, the District is required to adopt an annual budget; and

WHEREAS, pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis dated as of November 1, 2007 (the "Financing Agreement"), the Treasurer of the District shall include in the budget proposal submitted to the Board of Directors of the District a request for an appropriation of the CID Revenues for transfer to the Trustee; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District.

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

1. The District acknowledges that it has submitted a proposed budget to the City for review and comment for the fiscal year beginning July 1, 2010 and ending June 30, 2011 and that the City provided no comments thereto.
2. Each member of the Board of Directors acknowledges that he or she has received and reviewed, and the District hereby approves, the budget in substantially the form attached hereto as Exhibit A.
3. The Board of Directors hereby appropriates all CID Revenues to the Trustee for application in accordance with the Financing Agreement.

4. The District shall, and the officials, agents and employees of the District are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments, as may be necessary or desirable to carry out and comply with the intent of this Resolution, and to carry out, comply with and perform the duties of the District with respect to the annual budget requirements of the CID Act.

5. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors. All capitalized terms not defined herein shall have the same meaning attributed to them in the Financing Agreement.


Approved this 27th day of May, 2010.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Interim Secretary of the Board of Directors



Exhibit A

Budget

SEE ATTACHED

SENDER: COMPLETE THIS SECTION

- Complete Items 1, 2, and 3. Also complete Item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Alderman Matt Villa
 St. Louis City Board
 of Aldermen
 City Hall, Room 230
 1200 Market Street
 St. Louis, MO 63103

2. Article Number

(Transfer from service label)

7007 2560 0000 9146 1400

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X *J. A. Hansen*

-
- Agent
-
-
- Addressee

B. Received by (Printed Name)

C. Date of Delivery

- D. Is delivery address different from Item 1? Yes
 If YES, enter delivery address below: No

3. Service Type

-
- Certified Mail
-
- Express Mail
-
-
- Registered
-
- Return Receipt for Merchandise
-
-
- Insured Mail
-
- C.O.D.

4. Restricted Delivery? (Extra Fee)

-
- Yes

PS Form 3811, February 2004

Domestic Return Receipt

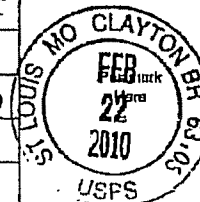
102595-02-M-1540

0047 9476 0000 0552 7007

U.S. Postal Service
CERTIFIED MAIL RECEIPT
 (Domestic Mail Only; No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com**OFFICIAL USE**

Postage	\$ 1.44
Certified Fee	2.80
Return Receipt Fee (Endorsement Required)	2.30
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$ 5.54



Sent To
 Alderman Matt Villa
 Street, Apt. No., or PO Box No. 1200 Market St
 City, State, ZIP+4 City Hall, Room 230
 St. Louis, MO 63103

PS Form 3800, August 2005 See Reverse for Instructions

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

February 22, 2010

VIA CERTIFIED MAIL NO. 7007 2560 0000 9146 1400

RETURN RECEIPT REQUESTED

Alderman Matt Villa
St. Louis City Board of Aldermen
City Hall, Room 230
1200 Market Street
St. Louis, MO 63103

**Re: Loughborough Commons Community Improvement District (the "District")
Budget**

Dear Alderman Villa:

Pursuant to Section 67.1471 of the Missouri Revised Statutes, no earlier than one hundred eighty days (January 1) and no later than ninety days (April 1) prior to the first day of the fiscal year (July 1) the board of the District shall submit to the St. Louis City Board of Aldermen (the "Board of Aldermen") a proposed annual budget, setting forth expected expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year. The Board of Aldermen may review and comment to the board on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments to the board no later than sixty (60) days prior to the first day of the fiscal year.

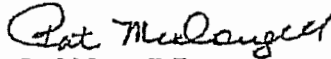
Enclosed herewith please find a draft budget for the District for the fiscal year ending June 30, 2011 for review and comment by the Board of Aldermen.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT

BY:


Pat McDougell, Treasurer

Enclosure

cc: Tracy R. Ring, Greensfelder, Hemker & Gale, P.C.
Patricia Wharton, Greensfelder, Hemker & Gale, P.C.

Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2010 through June 30, 2011

	Revenues Under Bond Indenture										Revenues Under Supplemental Trust Indenture				
	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance		75,000													
Summary of Receipts															
Sales Tax Revenue	325,000														
Note Proceeds	8														
Interest Earnings		325,000													
From Special Trust Fund			15,000	302,108											
From Revenue Fund															
Total Receipts and Beginning Balance	325,008	400,008	15,000	302,108	0	0	0	0	0	0	0	0	0	0	0
Summary of Disbursements															
To Revenue Fund	(325,008)														
To Operating Fund		(16,000)													
To Debt Service Fund		(302,108)													
To Debt Service Reserve Fund															
To Project Fund															
To Rebate Fund															
To Excess Revenue Fund															
Operating Expenses:															
Bank Fees			(50)												
Administrative Costs		(7,900)	(4,950)												
Insurance Expenses															
Legal Expenses			(5,000)												
Audit Fee			(5,000)												
Project Expenses															
Debt Instrument - Cost of Issuance															
Debt Service				(302,108)											
Total Disbursements	(325,008)	(325,008)	(15,000)	(302,108)	0	0	0	0	0	0	0	0	0	0	0
Other Financing Sources (Uses)															
Transfers In	325,008	400,008	15,000	302,108	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(325,008)	(325,008)	(15,000)	(302,108)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	75,000	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenues

**LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FISCAL YEAR JULY 1, 2010 TO JUNE 30, 2011
BUDGET MESSAGE
BY
PATRICIA McDOUGELL, TREASURER**

Pursuant to the official results of the mail-in ballot from the qualified voters of the District of an election held on Tuesday, September 26, 2006, as certified by the St. Louis City Board of Election Commissioners September 28, 2006, the qualified voters of the District approved the imposition of a sales and use tax pursuant to Section 67.1545 of the CID Act in an aggregate amount equal to 1.000% (the "CID Sales Tax") for the purpose of financing the costs of certain community improvements and paying the costs of formation and operation of the District

On December 22, 2006, the District approved Resolution No. 2006-05 which authorized the execution of a development agreement between the District and Loughborough Commons, L.L.C. (the "Developer"), as the same may be amended from time to time (the "Agreement"). Pursuant to the Agreement, the Developer agreed to construct and implement the Project (as defined in the Agreement), and the District agreed to issue obligations to reimburse the Developer for such costs. The District began issuing such obligations to the Developer in 2007.

The District anticipates collecting approximately \$325,000 of tax revenues from the CID Sales Tax in the 2010-2011 Budget Year. It is hereby requested that such tax revenues be appropriated for transfer to UMB Bank, N.A. (the "Trustee") pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis. The CID Sales Tax will then be allocated to the various accounts and funds as required by the Trust Indenture between the District and the Trustee.

The District budget for the fiscal year ending June 30, 2011 will be submitted to the City of St. Louis Board of Aldermen and the District's Board of Directors for adoption and approval.

A summary comparative statement of estimated total receipts and transfers-in (excluding any beginning balances) and estimated total expenditures and transfers-out of certain funds for the 2010-2011 Budget Year and the two years next preceding is set forth below:

	2010-2011	2009-2010	2008-2009
	BUDGET	BUDGET	ACTUAL
TOTAL RECEIPTS	\$325,008	\$325,569	\$310,489
TOTAL DISBURSEMENTS:			
Debt Service	(\$302,108)	(\$310,569)	(\$302,241)
Operating Fund	(15,000)	(15,000)	
Professional Fees, Services and costs	(7,900)		(8,988)

MINUTES

**MEETING OF THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT**

MAY 27, 2010

A meeting of the Board of Directors of the Loughborough Commons Community Improvement District ("District") was held at 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, on Thursday, May 27, 2010 at 10:00 a.m.

1. Roll Call

The following members of the Board of Directors were present in person or via telephone conference and thereby constituted a quorum of the Directors:

Patricia McDougell
Michael Anthon
Franklin Sears

The following guests of the Board of Directors were present:

Tracy Ring – Greensfelder, Hemker & Gale, PC, District Counsel
Chris Bertel – The DESCO Group, Inc.
Kathleen Wildhaber – The DESCO Group, Inc.

2. Considerations and Resolutions

A. The matter of appointing Interim Officers of the District as a result of the resignation of two (2) Board Members came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for adoption of Resolution No. 2010-01, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING INTERIM OFFICERS.**

Director Anthon seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Interim Chairman declared said Resolution duly passed and the Resolution was then signed by the Interim Chairman and attested and certified by the Interim Secretary.

B. The matter of ratifying the Minutes of the May 14, 2009 meeting of the Board of Directors of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for the adoption of Resolution No. **2010-02**, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS HELD ON MAY 14, 2009.**

Director Anthon seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Interim Chairman declared said Resolution duly passed and the Resolution was then signed by the Interim Chairman and attested and certified by the Interim Secretary.

C. The matter of accepting the resignation of Director Sullivan and accepting David Ramirez, pending Mayoral appointment, as his replacement came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for the adoption of Resolution No. **2010-03**, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ACCEPTING THE RESIGNATION OF A DIRECTOR
AND ACKNOWLEDGING HIS REPLACEMENT.**

Director Anthon seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Interim Chairman declared said Resolution duly passed and the Resolution was then signed by the Interim Chairman and attested and certified by the Interim Secretary.

D. The matter of accepting the resignation of Director Mills and accepting Christopher Bertel, pending Mayoral appointment, as her replacement came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for the adoption of Resolution No. **2010-04**, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ACCEPTING THE RESIGNATION OF A DIRECTOR
AND ACKNOWLEDGING HER REPLACEMENT.**

Director McDougell seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Interim Chairman declared said Resolution duly passed and the Resolution was then signed by the Interim Chairman and attested and certified by the Interim Secretary.

E. The matter of electing the officers of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. **2010-05**, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

Director Anthon seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Interim Secretary.

F. The matter of approving an annual budget for the fiscal year beginning July 1, 2010 and ending June 30, 2011 came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. **2010-06**, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2011.**

Director McDougell seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Interim Secretary.

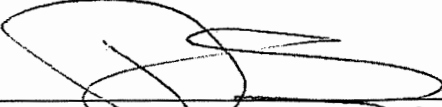
3. New Business

After consideration and voting on the above resolutions, the following new business matters came on for consideration:

- a. The next annual meeting of the District will be held next May.

4. Adjournment

There being no further business to come before the Board of Directors, upon motion duly made by Director Sears, seconded by Director Anthon and unanimously carried by the Board of Directors, the meeting was adjourned.



Franklin Sears, Interim Secretary of the Board of Directors

Patricia Wharton - FW: AOB Filing Confirmation Loughborough Commons Community Improvement Distric - S073683

From: "McDougell, Pat" <pmcdougell@Descogroup.com>
To: "Patricia Wharton" <phw@greensfelder.com>
Date: 7/22/2010 3:06 PM
Subject: FW: AOB Filing Confirmation Loughborough Commons Community Improvement Distric - S073683

FYI

From: PFDOnline@mec.mo.gov [mailto:PFDOnline@mec.mo.gov]
Sent: Thursday, July 22, 2010 3:04 PM
To: McDougell, Pat
Subject: AOB Filing Confirmation Loughborough Commons Community Improvement Distric - S073683

Thank you for filing your Annual Operating Budget statement with our office.

You have indicated Loughborough Commons Community Improvement Distric has an Annual Operating Budget of **one million or under** for the 2010 budget year..

The information was electronically submitted on 7/22/2010 3:03:51 PM.

If you have any questions or need further assistance please contact our office.

Missouri Ethics Commission
573-751-2020
800-392-8660



SUSAN MONTEE, JD, CPA

Missouri State Auditor

October 18, 2010

Pat McDougell, Controller
The Desco Group
25 N. Brentwood Boulevard
St. Louis, MO 63105

Loughborough Commons CID
17-115-0002
St. Louis City

Fiscal Period: One Year Ended June 30, 2010

Dear Pat:

In accordance with Section 105.145, RSMo, we acknowledge receipt of the financial report of your political subdivision for the above-described fiscal period.

Thank you for your cooperation in sending this information.

Sincerely,

SUSAN MONTEE, CPA
STATE AUDITOR

Dana Wansing

Dana Wansing
Staff Auditor III

The DESCSMCO Group

VIA FEDERAL EXPRESS

October 06, 2010

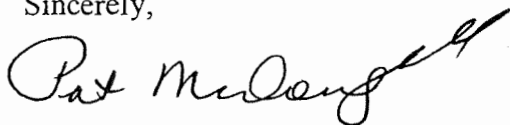
Brokerage
Alice M. Fast
Missouri State Auditor's Office
301 West High Street
P. O. Box 869
Construction Management
Jefferson City, MO 65102

Corporate Real Estate
Dear Ms. Fast:

Development
Enclosed please find the annual financial report for Loughborough Commons CID for fiscal year ending June 30, 2010. Also enclosed are the resolutions approved during the fiscal year.

Property Management
If you have any questions or require any additional information, feel free to contact me at 314-994-4221.

Sincerely,



Pat McDougell
Controller

Enclosures

Strategic Real Estate Solutions

25 N. Brentwood Boulevard ▪ St. Louis, Missouri 63105
314/994-4444 ▪ Fax: 314/994-4450 ▪ www.descogroup.com

CERTIFICATION PAGE

I PAT McDougell, Controller of
(Name - please print) (Title)

Loughborough Commons CIO of St. Louis do attest, under oath, this
(Political subdivision) (County)

report is a true and accurate account of all financial transactions for the year ended June 30, 2010
(month, day & year)

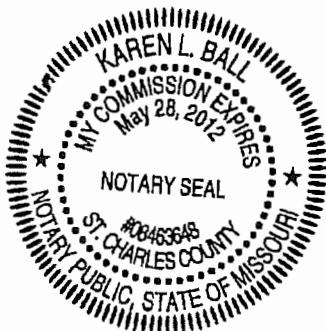
Signature Pat McDougell

Subscribed and sworn to before me this 1st day of October, 2010.

Karen L. Ball
(Notary public signature)

(Notary seal)

My Commission Expires: May 28, 2012



L.borough Commons CIA
(Political Subdivision Name)

(Address)

(Telephone Number)

(Email Address)

Financial Statement Summary

For the Year Ended June 30, 2010

	<u>Total All Funds</u>	<u>General Fund</u>	<u>CIA Fund</u>	<u>Fund</u>	<u>Fund</u>
Beginning Balance	\$ <u>456,031</u>	\$ _____	\$ <u>456,031</u>	\$ _____	\$ _____
Total Receipts	<u>310,769</u>	_____	<u>310,769</u>	_____	_____
Total Disbursements	<u>302,758</u>	_____	<u>302,758</u>	_____	_____
Ending Balance	\$ <u><u>464,042</u></u>	\$ _____	\$ <u><u>464,042</u></u>	\$ _____	\$ _____

Receipts

Loughborough Commons CID
(Political Subdivision Name)

	Total All Funds	General Fund	CID Fund	Fund	Fund
Property Tax	\$	\$	\$	\$	\$
Total	(111)				
Sales Tax			310,761		
Total	(112)		310,761		
Franchise Tax					
Total	(113)				
Intergovernmental Receipts					
Total					
Charges for Services					
Total					
Utility Receipts					
Total					
Interest Earned	(120)		8		
Other Receipts and Transfers					
Interfund Transfers					
Total					
Total Receipts	\$	\$	\$ 310,769	\$	\$

Disbursements (By Function)

Loughborough Commons CIO

(Political Subdivision Name)

	Total All Funds	General Fund	CIO Fund	Fund	Fund
General Government (E22)	\$	\$	\$ 7962	\$	\$
Police (E62)					
Fire (E24)					
Streets and Roads (E44)					
Sanitation (E81)					
Health and Welfare (E32)					
Parks (E61)					
Libraries (E52)					
Debt Payments			294,796		
Interfund Transfers					
Total Disbursements by Function	\$	\$	\$ 302,758	\$	\$

Disbursements (By Object)

	Total All Funds	General Fund	CIO Fund	Fund	Fund
Salaries (200)	\$	\$	\$	\$	\$
Fringe Benefits					
Operations			7962		
Debt Payments			294,796		
Capital Expenditures (V98)					
Interfund Transfers					
Total Disbursements by Object	\$	\$	\$ 302,758	\$	\$

Statement of Indebtedness

Loughborough Commons CIO
(Political Subdivision Name)

Issue Description	Outstanding Beginning of Fiscal Year	Issued During Fiscal Year	Retired During Fiscal Year	Outstanding End of Fiscal Year
General Obligation Bonds	(12X)	(22X)	(32X)	(41X)
	\$	\$	\$	\$
Revenue Bonds	(12X)	(22X)	(32X)	(41X)
CIO Bond 1	1,480,800		159,600	1,321,200
CIO Bond 2	2,768,040			2,768,040
Other Debt				
Developer Note	142,500			142,500
Totals	\$ 4,391,340	\$	\$ 159,600	\$ 4,231,740

Statement of Assessed Valuation and Tax Rates

Assessed Valuation	N/A
Real Estate	\$
Personal Property	
State Assessed Railroad and Utility	
Total Valuation	\$

Tax Rates	
Funds	Tax Rate (per \$100)

VIA FEDERAL EXPRESS

October 06, 2010

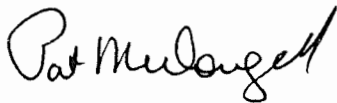
Brokerage Parrie May, City Register
City Hall Room 118
1200 Market Street
Construction Management St. Louis, MO 63103

Corporate Real Estate Dear Ms. May:

Development Enclosed please find the annual financial report for Loughborough Commons CID for fiscal year ending June 30, 2010. Also enclosed are the resolutions approved during the fiscal year.

Property Management If you have any questions or require any additional information, feel free to contact me at 314-994-4221.

Sincerely,



Pat McDougell
Controller

Enclosures

cc: Vince Garozzo (w/o enc)

Patricia Wharton - FW: Loughborough Commons Community Improvement District Annual Report

From: "McDougell, Pat" <pmcdougell@Descogroup.com>
To: "Patricia Wharton" <phw@greensfelder.com>
Date: 10/5/2010 1:28 PM
Subject: FW: Loughborough Commons Community Improvement District Annual Report

FYI

From: Missouri Development [mailto:missouridevelopment@ded.mo.gov]
Sent: Tuesday, October 05, 2010 12:25 PM
To: McDougell, Pat
Subject: FW: Loughborough Commons Community Improvement District Annual Report

Thank you for your timely submission of the Loughborough Commons CID annual report. We'll print and file the paper copy, so there's no need to US Mail, and this response may serve as your confirmation of receipt. Thank you for this opportunity to be of service. Please contact me directly if you have any questions.

H. E. (Hal) Van Slyck
Economic Development Incentive Specialist,
Office of Business & Community Services
Missouri Department of Economic Development
Harry S Truman Bldg. Rm. 770 P.O. Box 118
Jefferson City, MO 65102
5. 26.0748 fax: 573.522.9462
www.missouridevelopment.org

From: McDougell, Pat [mailto:pmcdougell@Descogroup.com]
Sent: Tuesday, October 05, 2010 11:51 AM
To: Missouri Development
Cc: Patricia Wharton; Tracy Ring; Vincent Garozzo
Subject: Loughborough Commons Community Improvement District Annual Report

Attached please find the Loughborough Commons Community Improvement District Annual Report for the fiscal year ending June 30,2010, together with copies of all written Resolutions adopted by the District in such fiscal year. If you have any questions or need additional information, please do not hesitate to contact me.

Regards,

Pat McDougell
Controller
The DESCO Group, Inc.
25 North Brentwood
St. Louis, Mo 63105
314-994-4221 telephone
314-994-4074 fax
pmcdougell@descogroup.com

The information contained in this e-mail message, including any attachments, is confidential. If you are not the intended recipient, you are hereby notified that any reading, use or dissemination of this message is strictly prohibited. If you have received this message in error, please immediately notify us by telephone at 314-994-4444 and delete this message from your system. Although this e-mail and any attachments are believed to be free of any virus or other malware that might affect any computer system into which it is received and opened, it is the responsibility of the recipient to ensure that it is virus free, and no responsibility is accepted by the sender for any loss or damage arising in any way from its use. Thank you.

7. Names of the members of the governing board of the C.I.D. as of the date of the most recent Annual Meeting:

Pat McDougell
Michael Anthon
Franklin Sears

8. Date of the most recent Annual Meeting of the C.I.D. 5/27/2010
9. Original date of establishment of the C.I.D. 5/17/06
10. C.I.D. establishing Ordinance No. 67088

Section 2: Purpose

1. State the primary responsibility(s) of the C.I.D., and the specific services provided during the previous fiscal year.

To assist in the completion and funding of certain transportation, utility and other physical improvements within the District, including the demolition of existing structures and the excavation, removal, grading, construction, installation, repair and maintenance of various transportation, parking, utility, drainage, screening and other related improvements.

Section 3: Financials

1. The C.I.D. is established as a: X Political subdivision
 Not-for-profit Corporation
2. State the total amount of C.I.D. revenues collected during the previous fiscal year, and list revenues by their source (special assessments, rent, fees, grants, etc.)

\$310,761 Sales Tax

\$310,761 Total

3. List all expenditures made by the C.I.D. during the previous fiscal year.

\$7,962 accounting and legal fees
\$294,796 Debt payment

Section 4: Administrative

1. Attach copies of any written resolutions approved by the governing board of the C.I.D. during the previous fiscal year.

Send Report To:

**Missouri Department of Economic Development
Attn: Community Improvement District Annual Report
301 W. High Street, P.O. Box 118
Jefferson City, MO 65102
Fax 573-522-9462
Email missouridevelopment@ded.mo.gov**

For further information or assistance please call 573-526-8004 or 573-526-0748

RESOLUTION NO. 2010-01

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING INTERIM OFFICERS**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capita of all property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to the Bylaws of the District, the officers of the District shall be elected or appointed annually by the Board of Directors, to serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified.; and

WHEREAS, effective September 30, 2009, Board Member and Officer Michael B. Sullivan resigned from the Board of Directors and pursuant to Article V of the Bylaws of the District was simultaneously removed from holding the office of Chairman of the Board of the District; and

WHEREAS, effective September 30, 2009, Board Member and Officer Karen A. Mills resigned from the Board of Directors and pursuant to Article V of the Bylaws of the District was simultaneously removed from holding the office of Vice Chair of the District; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District.

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

1. The Board of Directors hereby appoints Michael L. Anthon as the Interim Chairman of the Board of the District until the next annual meeting of the Board of Directors of the District or until his successor shall have been duly elected.
2. The Board of Directors hereby appoints Franklin Sears as the Interim Secretary of the District until the next annual meeting of the Board of Directors of the District or until his successor shall have been duly elected.
3. The District shall reimburse each officer of the District for his or her reasonable out-of-pocket expenses incurred in the performance of their duties as such officer.

4. The District officers are hereby authorized to take such actions and file such reports as are required under the CID Act.

5. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

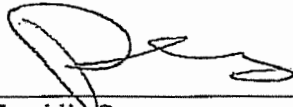
Approved this 27th day of May, 2010.



Michael L. Anthon,
Interim Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Interim Secretary of the Board of Directors



RESOLUTION NO. 2010-02

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS HELD ON MAY 14, 2009**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District");

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capital of all property owners within the District, the Mayor of the City appointed members of the board of directors of the District serving such terms as designated by the Mayor of the City;

WHEREAS, pursuant to Paragraph 8 of Article IV of the Bylaws of the District, the Board of Directors shall conduct all meetings of the Board of Directors in accordance with the Sunshine Law of the State of Missouri; and

WHEREAS, pursuant to Section 610.020.7 of the Revised Statutes of Missouri, the Sunshine Law requires that minutes of meetings be taken and retained by the District.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF
DIRECTORS OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT AS FOLLOWS:**

1. The Board of Directors of the District hereby ratifies the minutes of the meeting of the Board of Directors held on May 14, 2009, attached hereto as Exhibit A and directs the Secretary of the Board of Directors to attest to such minutes as ratified.
2. The Board of Directors of the District hereby directs that the minutes so attested and ratified be retained in the records of the District.
3. This resolution shall be in full force and effect from and after its adoption by the Board of Directors.

[This space intentionally blank; signature page to follow]

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

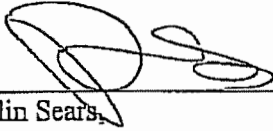
Approved this 27th day of May, 2010.



Michael L. Anthon,
Interim Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Interim Secretary of the Board of Directors



Exhibit A
Minutes of the May 14, 2009 Meeting of the Board of Directors

SEE ATTACHED

MINUTES

**MEETING OF THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT**

MAY 14, 2009

A meeting of the Board of Directors of the Loughborough Commons Community Improvement District ("District") was held at 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, on Thursday, May 14, 2009 at 9:30 a.m.

1. Roll Call

The following members of the Board of Directors were present in person or via telephone conference and thereby constituted a quorum of the Directors:

Michael Sullivan
Patricia McDougell
Michael Anthon
Franklin Sears
Karen Mills

The following guests of the Board of Directors were present:

Tracy Ring – Greensfelder, Hemker & Gale, PC, District Counsel
Kathleen Wildhaber – The DESCO Group, Inc.

2. Considerations and Resolutions

A. The matter of ratifying the Minutes of the October 31, 2008 meeting of the Board of Directors of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Mills moved for the adoption of Resolution No. 2009-01, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS HELD ON OCTOBER 31, 2008.**

Director McDougell seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Michael Sullivan
Patricia McDougell
Michael Anthon
Franklin Sears
Karen Mills

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

B. The matter of electing the officers of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2009-02, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

Director Sullivan seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Michael Sullivan
Patricia McDougell
Michael Anthon
Franklin Sears
Karen Mills

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

C. The matter of approving an annual budget for the fiscal year beginning July 1, 2009 and ending June 30, 2010 came on for consideration and was discussed. After consideration and discussion by the Board, Director Anthon made a motion for the adoption of Resolution No. 2009-03, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2010.**

Director McDougell seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Michael Sullivan
Patricia McDougell
Michael Anthon
Franklin Sears
Karen Mills

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

3. New Business

After consideration and voting on the above resolutions, the following new business matters came on for consideration:

- a. The next annual meeting of the District will be held next May.
- b. Copies of the signed Resolutions from the meeting will be forwarded to Tracy Ring for the Corporate Records Book.

4. Adjournment

There being no further business to come before the Board of Directors, upon motion duly made by Director Sears, seconded by Director Mills and unanimously carried by the Board of Directors, the meeting was adjourned.



Michael Anthon, Secretary of the Board of Directors

RESOLUTION NO. 2010-03

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ACCEPTING THE RESIGNATION OF A DIRECTOR
AND ACKNOWLEDGING HIS REPLACEMENT**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capita of all property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, Michael B. Sullivan has resigned as a member of the Board of Directors.;
and

WHEREAS, pursuant to Paragraph 5 of Article III of the Bylaws of the District, a vacancy caused by resignation shall be filled by the Mayor of the City and confirmed by the Board of Alderman of the City.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT AS
FOLLOWS:**

1. The Board of Directors hereby accepts the resignation of Michael B. Sullivan as a member of the Board of Directors of the District dated September 30, 2009, a copy of which resignation is attached hereto as Exhibit A.

2. The Board of Directors hereby acknowledges the appointment of David R. Ramirez as a member of the Board of Directors of the District effective upon appointment by the Mayor of the City.

3. This resolution shall be in full force and effect from and after its adoption by the Board of Directors.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK; SIGNATURE PAGE TO FOLLOW.]

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

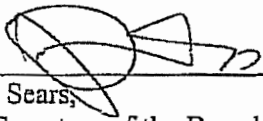
Approved this 27th day of May, 2010.



Michael L. Anthon,
Interim Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Interim Secretary of the Board of Directors



Exhibit A

Resignation of Michael B. Sullivan

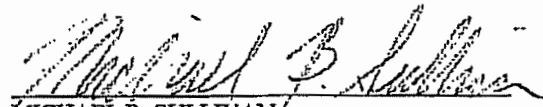
SEE ATTACHED

RESIGNATION

To: Michael A. Anthon, Secretary
Loughborough Commons Community Improvement District

The undersigned, **MICHAEL B. SULLIVAN**, hereby tenders his resignation as a member of the Board of Directors of **THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT**, a political subdivision of the State of Missouri, effective immediately.

Dated: September 30, 2009


MICHAEL B. SULLIVAN

RESOLUTION NO. 2010-04

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ACCEPTING THE RESIGNATION OF A DIRECTOR
AND ACKNOWLEDGING HER REPLACEMENT**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capita of all property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, Karen A. Mills has resigned as a member of the Board of Directors.; and

WHEREAS, pursuant to Paragraph 5 of Article III of the Bylaws of the District, a vacancy caused by resignation shall be filled by the Mayor of the City and confirmed by the Board of Alderman of the City.

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

1. The Board of Directors hereby accepts the resignation of Karen A. Mills as a member of the Board of Directors of the District dated September 30, 2009, a copy of which is attached hereto as Exhibit A.
2. The Board of Directors hereby acknowledges the appointment of Christopher P. Bertel as a member of the Board of Directors of the District effective upon appointment by the Mayor of the City.
3. This resolution shall be in full force and effect from and after its adoption by the Board of Directors.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK; SIGNATURE PAGE TO FOLLOW.]

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

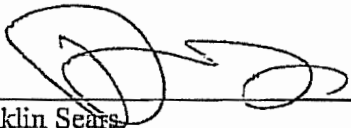
Approved this 27th day of May, 2010.



Michael L. Anthon,
Interim Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Interim Secretary of the Board of Directors



Exhibit A

Resignation of Karen A. Mills

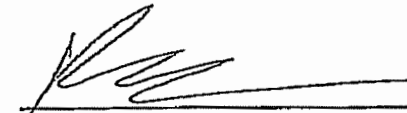
SEE ATTACHED

RESIGNATION

To: Michael A. Anthon, Secretary
Loughborough Commons Community Improvement District

The undersigned, **KAREN A. MILLS**, hereby tenders her resignation as a member of the Board of Directors of **THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT**, a political subdivision of the State of Missouri, effective immediately.

Dated: September 30, 2009


KAREN A. MILLS

RESOLUTION NO. 2010-05

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capita of all property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to the Bylaws of the District, the officers of the District shall be elected or appointed annually by the Board of Directors, to serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified.; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT AS
FOLLOWS:**

1. The Board of Directors hereby elects the following individuals to serve the office set forth opposite his or her name, each to hold such office until the next annual meeting of the board of directors of the District or until his or her successor shall have been duly elected:

Chair:	Michael L. Anthon
Vice Chair:	Christopher P. Bertel
Treasurer:	Patricia McDougell
Secretary:	David R. Ramirez

Provided, however, that (a) Christopher P. Bertel's appointment as Vice Chair shall not be effective until such time as Christopher P. Bertel is duly appointed to the Board of Directors of the District by the Mayor of the City; and (b) David R. Ramirez' appointment as Secretary shall not be effective until such time as David R. Ramirez is duly appointed to the Board of Directors of the District by the Mayor of the City.

2. The District shall reimburse each officer of the District for his or her reasonable out-of-pocket expenses incurred in the performance of their duties as such officer.

3. The District officers are hereby authorized to take such actions and file such reports as are required under the CID Act.

4. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

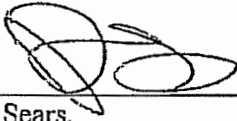
Approved this 27th day of May, 2010.



Michael L. Anthon,
Interim Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Interim Secretary of the Board of Directors



RESOLUTION NO. 2010-06

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2011**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capita of all property owners within the District, the Mayor of the City appointed members of the board of directors of the District (the "Board of Directors") serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to Section 67.1471.1 of the CID Act and District Resolution 2006-01, the District's fiscal year is July 1 – June 30; and

WHEREAS, pursuant to Section 67.1471.2 of the CID Act, the District is required to submit a proposed annual budget to the City for review and comment; and

WHEREAS, pursuant to Section 67.1471.3 of the CID Act, the District is required to adopt an annual budget; and

WHEREAS, pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis dated as of November 1, 2007 (the "Financing Agreement"), the Treasurer of the District shall include in the budget proposal submitted to the Board of Directors of the District a request for an appropriation of the CID Revenues for transfer to the Trustee; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT AS
FOLLOWS:**

1. The District acknowledges that it has submitted a proposed budget to the City for review and comment for the fiscal year beginning July 1, 2010 and ending June 30, 2011 and that the City provided no comments thereto.
2. Each member of the Board of Directors acknowledges that he or she has received and reviewed, and the District hereby approves, the budget in substantially the form attached hereto as Exhibit A.
3. The Board of Directors hereby appropriates all CID Revenues to the Trustee for application in accordance with the Financing Agreement.

4. The District shall, and the officials, agents and employees of the District are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments, as may be necessary or desirable to carry out and comply with the intent of this Resolution, and to carry out, comply with and perform the duties of the District with respect to the annual budget requirements of the CID Act.

5. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors. All capitalized terms not defined herein shall have the same meaning attributed to them in the Financing Agreement.

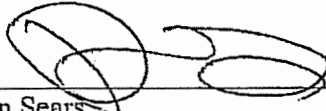
Approved this 27th day of May, 2010.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



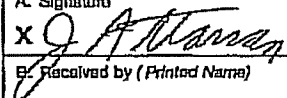
Franklin Sears,
Interim Secretary of the Board of Directors



Exhibit A

Budget

SEE ATTACHED

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
<ul style="list-style-type: none"> Complete Items 1, 2, and 3. Also complete Item 4 if Restricted Delivery is desired. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature  <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>B. Received by (Printed Name) <input type="checkbox"/> C. Date of Delivery</p>
<p>1. Article Addressed to: Alderman Matt Villa St. Louis City Board of Aldermen City Hall Room 230 1200 Market Street St. Louis, MO 63103</p>	<p>D. Is delivery address different from Item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p> <p>3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>
<p>2. Article Number (Transfer from service label) 7007 2560 0000 9146 1400</p>	

PS Form 3811, February 2004 Domestic Return Receipt 102595-02-M-1540

7007 2560 0000 9146 1400

U.S. Postal Service CERTIFIED MAIL™ RECEIPT (Domestic Mail Only; No Insurance Coverage Provided)	
For delivery information visit our website at www.usps.com	
OFFICIAL USE	
Postage	\$.44
Certified Fee	2.80
Return Receipt Fee (Endorsement Required)	2.30
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$ 5.54
<p>Sent To Alderman Matt Villa Street, Apt. No. or PO Box No. 1200 Market St City, State, ZIP+4 City Hall, Room 230 St. Louis, MO 63103</p>	

ST. LOUIS, MO GLAYTON BR 63105
 FEB 22 2010
 USPS

PS Form 3800, August 2006 See Reverse for Instructions

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

February 22, 2010

VIA CERTIFIED MAIL NO. 7007 2560 0000 9146 1400

RETURN RECEIPT REQUESTED

Alderman Matt Villa
St. Louis City Board of Aldermen
City Hall, Room 230
1200 Market Street
St. Louis, MO 63103

Re: Loughborough Commons Community Improvement District (the "District")
Budget

Dear Alderman Villa:

Pursuant to Section 67.1471 of the Missouri Revised Statutes, no earlier than one hundred eighty days (January 1) and no later than ninety days (April 1) prior to the first day of the fiscal year (July 1) the board of the District shall submit to the St. Louis City Board of Aldermen (the "Board of Aldermen") a proposed annual budget, setting forth expected expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year. The Board of Aldermen may review and comment to the board on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments to the board no later than sixty (60) days prior to the first day of the fiscal year.

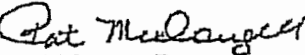
Enclosed herewith please find a draft budget for the District for the fiscal year ending June 30, 2011 for review and comment by the Board of Aldermen.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT

BY:


Pat McDougell, Treasurer

Enclosure

cc: Tracy R. Ring, Greensfelder, Hemker & Gale, P.C.
Patricia Wharton, Greensfelder, Hemker & Gale, P.C.

Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2010 through June 30, 2011

	Revenues Under Bond Indenture										Revenues Under Supplemental Trust Indenture				
	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Reverse Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance		75,000													
Summary of Receipts															
Sales Tax Revenue	325,000														
Note Proceeds	0														
Interest Earnings	0	325,000													
From Special Trust Fund			15,000	302,100											
From Revenue Fund															
Total Receipts and Beginning Balance	325,000	400,000	15,000	302,100	0	0	0	0	0	0	0	0	0	0	0
Summary of Disbursements															
To Revenue Fund	(325,000)														
To Operating Fund		(15,000)													
To Debt Service Fund		(302,100)													
To Debt Service Reserve Fund															
To Project Fund															
To Rebate Fund															
To Excess Revenue Fund															
Operating Expenses:															
Bank Fees			(50)												
Administrative Costs		(7,200)	(4,950)												
Insurance Expenses															
Legal Expenses			(5,000)												
Audit Fee			(5,000)												
Project Expenses															
Debt Retirement - Cost of Issuance				(302,100)											
Debt Service															
Total Disbursements	(325,000)	(325,000)	(15,000)	(302,100)	0	0	0	0	0	0	0	0	0	0	0
Other Financing Sources (Uses)															
Transfers In	325,000	400,000	15,000	302,100	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(325,000)	(325,000)	(15,000)	(302,100)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	75,000	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenue

**LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FISCAL YEAR JULY 1, 2010 TO JUNE 30, 2011
BUDGET MESSAGE
BY
PATRICIA McDOUGELL, TREASURER**

Pursuant to the official results of the mail-in ballot from the qualified voters of the District of an election held on Tuesday, September 26, 2006, as certified by the St. Louis City Board of Election Commissioners September 28, 2006, the qualified voters of the District approved the imposition of a sales and use tax pursuant to Section 67.1545 of the CID Act in an aggregate amount equal to 1.000% (the "CID Sales Tax") for the purpose of financing the costs of certain community improvements and paying the costs of formation and operation of the District.

On December 22, 2006, the District approved Resolution No. 2006-05 which authorized the execution of a development agreement between the District and Loughborough Commons, L.L.C. (the "Developer"), as the same may be amended from time to time (the "Agreement"). Pursuant to the Agreement, the Developer agreed to construct and implement the Project (as defined in the Agreement), and the District agreed to issue obligations to reimburse the Developer for such costs. The District began issuing such obligations to the Developer in 2007.

The District anticipates collecting approximately \$325,000 of tax revenues from the CID Sales Tax in the 2010-2011 Budget Year. It is hereby requested that such tax revenues be appropriated for transfer to UMB Bank, N.A. (the "Trustee") pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis. The CID Sales Tax will then be allocated to the various accounts and funds as required by the Trust Indenture between the District and the Trustee.

The District budget for the fiscal year ending June 30, 2011 will be submitted to the City of St. Louis Board of Aldermen and the District's Board of Directors for adoption and approval.

A summary comparative statement of estimated total receipts and transfers-in (excluding any beginning balances) and estimated total expenditures and transfers-out of certain funds for the 2010-2011 Budget Year and the two years next preceding is set forth below:

	2010-2011	2009-2010	2008-2009
	BUDGET	BUDGET	ACTUAL
TOTAL RECEIPTS	\$325,008	\$325,569	\$310,489
TOTAL DISBURSEMENTS:			
Debt Service	(\$302,108)	(\$310,569)	(\$302,241)
Operating Fund	(15,000)	(15,000)	
Professional Fees, Services and costs	(7,900)		(8,988)

MINUTES

**MEETING OF THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT**

MAY 27, 2010

A meeting of the Board of Directors of the Loughborough Commons Community Improvement District ("District") was held at 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, on Thursday, May 27, 2010 at 10:00 a.m.

1. Roll Call

The following members of the Board of Directors were present in person or via telephone conference and thereby constituted a quorum of the Directors:

Patricia McDougell
Michael Anthon
Franklin Sears

The following guests of the Board of Directors were present:

Tracy Ring – Greensfelder, Hemker & Gale, PC, District Counsel
Chris Bertel – The DESCO Group, Inc.
Kathleen Wildhaber – The DESCO Group, Inc.

2. Considerations and Resolutions

A. The matter of appointing Interim Officers of the District as a result of the resignation of two (2) Board Members came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for adoption of Resolution No. 2010-01, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING INTERIM OFFICERS.**

Director Anthon seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Interim Chairman declared said Resolution duly passed and the Resolution was then signed by the Interim Chairman and attested and certified by the Interim Secretary.

B. The matter of ratifying the Minutes of the May 14, 2009 meeting of the Board of Directors of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for the adoption of Resolution No. 2010-02, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS HELD ON MAY 14, 2009.**

Director Anthon seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Interim Chairman declared said Resolution duly passed and the Resolution was then signed by the Interim Chairman and attested and certified by the Interim Secretary.

C. The matter of accepting the resignation of Director Sullivan and accepting David Ramirez, pending Mayoral appointment, as his replacement came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for the adoption of Resolution No. 2010-03, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ACCEPTING THE RESIGNATION OF A DIRECTOR
AND ACKNOWLEDGING HIS REPLACEMENT.**

Director Anthon seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Interim Chairman declared said Resolution duly passed and the Resolution was then signed by the Interim Chairman and attested and certified by the Interim Secretary.

D. The matter of accepting the resignation of Director Mills and accepting Christopher Bertel, pending Mayoral appointment, as her replacement came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for the adoption of Resolution No. 2010-04, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ACCEPTING THE RESIGNATION OF A DIRECTOR
AND ACKNOWLEDGING HER REPLACEMENT.**

Director McDougell seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Interim Chairman declared said Resolution duly passed and the Resolution was then signed by the Interim Chairman and attested and certified by the Interim Secretary.

E. The matter of electing the officers of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2010-05, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

Director Anthon seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Interim Secretary.

F. The matter of approving an annual budget for the fiscal year beginning July 1, 2010 and ending June 30, 2011 came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2010-06, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2011.**

Director McDougell seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Interim Secretary.

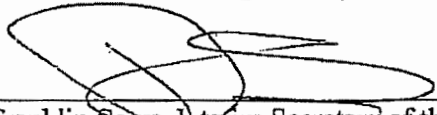
3. New Business

After consideration and voting on the above resolutions, the following new business matters came on for consideration:

- a. The next annual meeting of the District will be held next May.

4. Adjournment

There being no further business to come before the Board of Directors, upon motion duly made by Director Sears, seconded by Director Anthon and unanimously carried by the Board of Directors, the meeting was adjourned.



Franklin Sears, Interim Secretary of the Board of Directors



OFFICE OF THE MAYOR
CITY OF ST. LOUIS
MISSOURI

FRANCIS G. SLAY
MAYOR

CITY HALL - ROOM 200
1200 MARKET STREET
SAINT LOUIS, MISSOURI 63103-287
(314) 622-3201
FAX: (314) 622-4061

October 29, 2010

Mr. Christopher Bertel
43 Newberry Dr.
St. Louis, MO 63376

Dear Mr. Bertel:

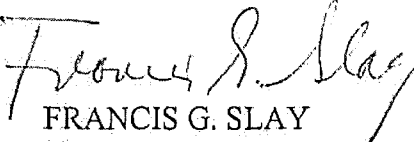
I am pleased to inform you that I have appointed you as a member of the Loughborough Commons CID, with a term ending May 18, 2011.

Your formal appointment has been filed in the office of the City Register, Room 118 City Hall. Please contact the Register's Office at 622-4145 at your earliest convenience to take the oath of office and qualify.

Should your home or work address or phone numbers change during your term, please notify Patrick R. Brown in my office at 622-3757.

Thank you for accepting this assignment.

Sincerely,


FRANCIS G. SLAY
Mayor

Cc: Patricia H. Wharton



OFFICE OF THE MAYOR
CITY OF ST. LOUIS
MISSOURI

FRANCIS G. SLAY
MAYOR

CITY HALL - ROOM 200
1200 MARKET STREET
SAINT LOUIS, MISSOURI 63103-2878
(314) 622-3201
FAX: (314) 622-4061

October 29, 2010

Mr. David Ramirez
705 Interdrive #1N
St. Louis, MO 63160

Dear Mr. Ramirez:

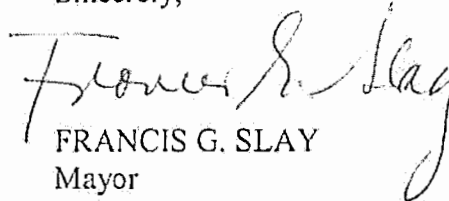
I am pleased to inform you that I have appointed you as a member of the Loughborough Commons CID, with a term ending May 18, 2013.

Your formal appointment has been filed in the office of the City Register, Room 118 City Hall. Please contact the Register's Office at 622-4145 at your earliest convenience to take the oath of office and qualify.

Should your home or work address or phone numbers change during your term, please notify Patrick R. Brown in my office at 622-3757.

Thank you for accepting this assignment.

Sincerely,


FRANCIS G. SLAY
Mayor

Cc: Patricia H. Wharton



OFFICE OF THE MAYOR
CITY OF ST. LOUIS
MISSOURI

FRANCIS G. SLAY
MAYOR

CITY HALL - ROOM 200
1200 MARKET STREET
SAINT LOUIS, MISSOURI 63103-287
(314) 622-3201
FAX: (314) 622-4061

October 29, 2010

Mr. Franklin Sears
25 N. Brentwood
St. Louis, MO 63105

Dear Mr. Sears:

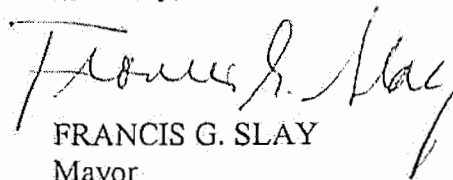
I am pleased to inform you that I have reappointed you as a member of the Loughborough Commons CID, with a term ending May 18, 2013.

Your formal reappointment has been filed in the office of the City Register, Room 118 City Hall. Please contact the Register's Office at 622-4145 at your earliest convenience to take the oath of office and qualify.

Should your home or work address or phone numbers change during your term, please notify Patrick R. Brown in my office at 622-3757.

Thank you for accepting this assignment.

Sincerely,


FRANCIS G. SLAY
Mayor

Cc: Patricia H. Wharton

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

February 24, 2011

VIA CERTIFIED MAIL NO. 91 7108 2133 3939 3583 0990

Alderman Matt Villa
St. Louis City Board of Aldermen
City Hall, Room 230
1200 Market Street
St. Louis, MO 63103

**Re: Loughborough Commons Community Improvement District (the "District")
Budget**

Dear Alderman Villa:

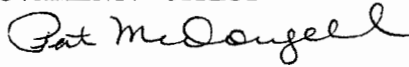
Pursuant to Section 67.1471 of the Missouri Revised Statutes, no earlier than one hundred eighty days (January 1) and no later than ninety days (April 1) prior to the first day of the fiscal year (July 1) the board of the District shall submit to the St. Louis City Board of Aldermen (the "Board of Aldermen") a proposed annual budget, setting forth expected expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year. The Board of Aldermen may review and comment to the board on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments to the board no later than sixty (60) days prior to the first day of the fiscal year.

Enclosed herewith please find a draft budget for the District for the fiscal year ending June 30, 2012 for review and comment by the Board of Aldermen.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

**LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT**

BY: 
Pat McDougell, Treasurer

Enclosure

cc: Tracy R. Ring, Greensfelder, Hemker & Gale, P.C.
Patricia Wharton, Greensfelder, Hemker & Gale, P.C.

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

February 24, 2011

VIA CERTIFIED MAIL NO. 91 708 2133 3939 3583 0983

Lewis E. Reed, President
St. Louis City Board of Aldermen
1200 Market Street
St. Louis, MO 63103

**Re: Loughborough Commons Community Improvement District (the "District")
Budget**

Dear President Reed:

Pursuant to Section 67.1471 of the Missouri Revised Statutes, no earlier than one hundred eighty days (January 1) and no later than ninety days (April 1) prior to the first day of the fiscal year (July 1) the board of the District shall submit to the St. Louis City Board of Aldermen (the "Board of Aldermen") a proposed annual budget, setting forth expected expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year. The Board of Aldermen may review and comment to the board on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments to the board no later than sixty (60) days prior to the first day of the fiscal year.

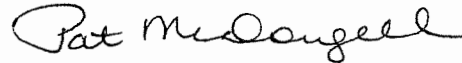
Enclosed herewith please find a draft budget for the District for the fiscal year ending June 30, 2012 for review and comment by the Board of Aldermen.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

**LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT**

BY:



Pat McDougell, Treasurer

Enclosure

cc: Tracy R. Ring, Greensfelder, Hemker & Gale, P.C.
Patricia Wharton, Greensfelder, Hemker & Gale, P.C.

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FISCAL YEAR JULY 1, 2011 TO JUNE 30, 2012
BUDGET MESSAGE
BY
PATRICIA McDOUGELL, TREASURER

Pursuant to the official results of the mail-in ballot from the qualified voters of the District of an election held on Tuesday, September 26, 2006, as certified by the St. Louis City Board of Election Commissioners September 28, 2006, the qualified voters of the District approved the imposition of a sales and use tax pursuant to Section 67.1545 of the CID Act in an aggregate amount equal to 1.000% (the "CID Sales Tax") for the purpose of financing the costs of certain community improvements and paying the costs of formation and operation of the District

On December 22, 2006, the District approved Resolution No. 2006-05 which authorized the execution of a development agreement between the District and Loughborough Commons, L.L.C. (the "Developer"), as the same may be amended from time to time (the "Agreement"). Pursuant to the Agreement, the Developer agreed to construct and implement the Project (as defined in the Agreement), and the District agreed to issue obligations to reimburse the Developer for such costs. The District began issuing such obligations to the Developer in 2007.

The District anticipates collecting approximately \$300,000 of tax revenues from the CID Sales Tax in the 2011-2012 Budget Year. It is hereby requested that such tax revenues be appropriated for transfer to UMB Bank, N.A. (the "Trustee") pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis. The CID Sales Tax will then be allocated to the various accounts and funds as required by the Trust Indenture between the District and the Trustee.

The District budget for the fiscal year ending June 30, 2012 will be submitted to the City of St. Louis Board of Aldermen and the District's Board of Directors for adoption and approval.

A summary comparative statement of estimated total receipts and transfers-in (excluding any beginning balances) and estimated total expenditures and transfers-out of certain funds for the 2011-2012 Budget Year and the two years next preceding is set forth below:

	2011-2012	2010-2011	2009-2010
	BUDGET	BUDGET	ACTUAL
TOTAL RECEIPTS	\$300,005	\$325,008	\$310,769
TOTAL DISBURSEMENTS:			
Debt Service	(\$277,105)	(\$302,108)	(\$294,796)
Operating Fund	(15,000)	(15,000)	
Professional Fees, Services and costs	(7,900)	(7,900)	(7,962)

Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2011 through June 30, 2012

	Revenues Under Bond Indenture								Revenues Under Supplemental Trust Indenture						
	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance		75,000													
Summary of Receipts															
Sales Tax Revenue	300,000	*													
Note Proceeds	8														
Interest Earnings		300,008													
From Special Trust Fund			15,000	277,108											
From Revenue Fund															
Total Receipts and Beginning Balance	300,008	375,008	15,000	277,108	0	0	0	0	0	0	0	0	0	0	0
Summary of Disbursements															
To Revenue Fund	(300,008)														
To Operating Fund		(15,000)													
To Debt Service Fund		(277,108)													
To Debt Service Reserve Fund															
To Project Fund															
To Rebate Fund															
To Excess Revenue Fund															
Operating Expenses:															
Bank Fees			(50)												
Administrative Costs		(7,900)	(4,950)												
Insurance Expenses															
Legal Expenses			(5,000)												
Audit Fee			(5,000)												
Project Expenses															
Debt Instrument - Cost of Issuance															
Debt Service				(277,108)											
Total Disbursements	(300,008)	(300,008)	(15,000)	(277,108)	0	0	0	0	0	0	0	0	0	0	0
Other Financing Sources (Uses)															
Transfers In	300,008	375,008	15,000	277,108	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(300,008)	(300,008)	(15,000)	(277,108)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	75,000	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenues

**LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT**

Notice of Open Meeting of the Board of Directors

Notice is hereby given that the Board of Directors of Loughborough Commons Community Improvement District will conduct a meeting at 1:00 p.m. on Tuesday, May 31, 2011, at the offices of Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, to consider and act upon the following:

1. Roll Call
2. Adoption of Resolution No. 2011-01, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING APPOINTMENT AND CONTINUATION
OF TERMS FOR BOARD MEMBERS WHOSE COMMISSIONS HAVE EXPIRED.**

3. Adoption of Resolution No. 2011-02, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS HELD ON MAY 27, 2010.**

4. Adoption of Resolution No. 2011-03, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS.**

5. Adoption of Resolution No. 2011-04, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR 2011**

6. New business.

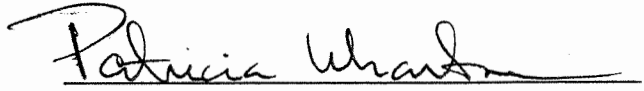
7. Discussion regarding setting date, time and place for the next meeting of the Board of Directors.

Some of the Board of Directors may participate by telephone or other electronic means. Any member of the public may observe and attend the meeting at the office identified above. Representatives of the news media may obtain copies of this notice by contacting: Tracy R. Ring c/o Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, 314-516-2620. Persons with disabilities wishing to attend may contact Tracy R. Ring at


AFFIDAVIT

State of Missouri)
) ss.
City of St. Louis)

I, Patricia Wharton, counsel to the Loughborough Commons Community Improvement District, being first duly sworn, state and certify that the attached notice of the meeting of the Board of Directors of the Loughborough Commons Community Improvement District to be held at 1:00 p.m. on May 31, 2011, (1) was posted at least 24 hours prior to the commencement of the meeting on a bulletin board or other prominent place at the offices of Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, which is easily accessible to the public, and (2) was made available to any representative of the news media who requested notice of the meeting.


Patricia Wharton, counsel to the
Loughborough Commons Community
Improvement District

Subscribed and sworn to before me this 26th day of May, 2011.


Notary Public

(SEAL)

My commission expires:

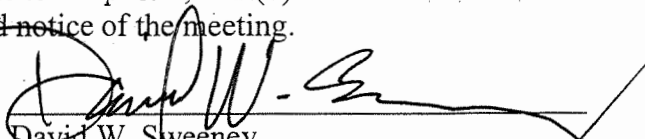


DEBRA J. SPAETHE
My Commission Expires
June 5, 2011
St. Louis County
Commission #07534292

AFFIDAVIT

State of Missouri)
) ss.
City of St. Louis)

I, David W. Sweeney, Clerk to the Board of Aldermen of the City of St. Louis, Missouri, being first duly sworn, state and certify that the attached notice of the meeting of the Board of Directors of the Loughborough Commons Community Improvement District to be held at 1:00 p.m. on May 31, 2011, (1) was posted at least 24 hours prior to the commencement of the meeting on a bulletin board or other prominent place at St. Louis City Hall, 1200 Market Street, St. Louis, Missouri 63103, which is easily accessible to the public, and (2) was made available to any representative of the news media who requested notice of the meeting.



David W. Sweeney,
Clerk to the Board of Aldermen of the City
of St. Louis, Missouri

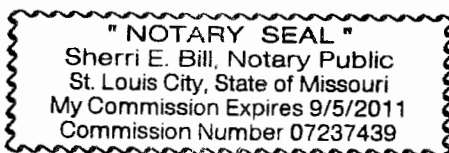
Subscribed and sworn to before me this 27th day of May, 2011.



Notary Public

(SEAL)

My commission expires:



RESOLUTION NO. 2011-01

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING APPOINTMENT AND CONTINUATION
OF TERMS FOR BOARD MEMBERS WHOSE COMMISSIONS HAVE EXPIRED**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capita of all property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to the Bylaws of the District, the officers of the District shall be elected or appointed annually by the Board of Directors, to serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified.; and

WHEREAS, effective May 18, 2010, Board Member Franklin Sears' commission as a member of the Board of Directors of the District expired; and

WHEREAS, effective May 19, 2011, Board Member Michael L. Anthon's commission as a member of the Board of Directors of the District expired; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District.

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

1. The Board of Directors hereby acknowledges the appointment of Franklin Sears as a member of the Board of Directors of the District, effective upon the appointment by the Mayor of the City of St. Louis dated October 29, 2010, and continuing until his successor shall have been duly elected.

2. The Board of Directors hereby acknowledges the continuation of Michael L. Anthon as a member of the Board of Directors of the District, in accordance with the terms of the CID Act and the District's bylaws and pending reappointment by the Mayor of the City of St. Louis, and continuing until his successor shall have been duly elected.

3. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

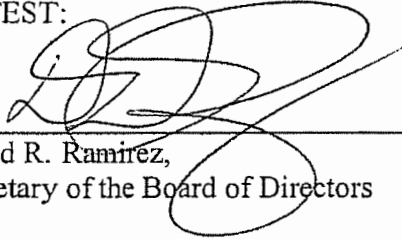
Approved this 3rd day of May, 2011.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



David R. Ramirez,
Secretary of the Board of Directors



RESOLUTION NO. 2011-02

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS HELD ON MAY 27, 2010**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District");

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capital of all property owners within the District, the Mayor of the City appointed members of the board of directors of the District serving such terms as designated by the Mayor of the City;

WHEREAS, pursuant to Paragraph 8 of Article IV of the Bylaws of the District, the Board of Directors shall conduct all meetings of the Board of Directors in accordance with the Sunshine Law of the State of Missouri; and

WHEREAS, pursuant to Section 610.020.7 of the Revised Statutes of Missouri, the Sunshine Law requires that minutes of meetings be taken and retained by the District.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF
DIRECTORS OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT AS FOLLOWS:**

1. The Board of Directors of the District hereby ratifies the minutes of the meeting of the Board of Directors held on May 27, 2010, attached hereto as Exhibit A and directs the Secretary of the Board of Directors to attest to such minutes as ratified.
2. The Board of Directors of the District hereby directs that the minutes so attested and ratified be retained in the records of the District.
3. This resolution shall be in full force and effect from and after its adoption by the Board of Directors.

[This space intentionally blank; signature page to follow]

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

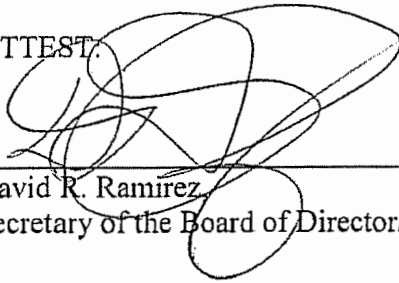
Approved this 31st day of May, 2011.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



David R. Ramirez
Secretary of the Board of Directors



Exhibit A
Minutes of the May 27, 2010 Meeting of the Board of Directors

SEE ATTACHED

MINUTES

**MEETING OF THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT**

MAY 27, 2010

A meeting of the Board of Directors of the Loughborough Commons Community Improvement District ("District") was held at 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, on Thursday, May 27, 2010 at 10:00 a.m.

1. Roll Call

The following members of the Board of Directors were present in person or via telephone conference and thereby constituted a quorum of the Directors:

Patricia McDougell
Michael Anthon
Franklin Sears

The following guests of the Board of Directors were present:

Tracy Ring – Greensfelder, Hemker & Gale, PC, District Counsel
Chris Bertel – The DESCO Group, Inc.
Kathleen Wildhaber – The DESCO Group, Inc.

2. Considerations and Resolutions

A. The matter of appointing Interim Officers of the District as a result of the resignation of two (2) Board Members came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for adoption of Resolution No. 2010-01, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING INTERIM OFFICERS.**

Director Anthon seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Interim Chairman declared said Resolution duly passed and the Resolution was then signed by the Interim Chairman and attested and certified by the Interim Secretary.

B. The matter of ratifying the Minutes of the May 14, 2009 meeting of the Board of Directors of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for the adoption of Resolution No. 2010-02, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS HELD ON MAY 14, 2009.**

Director Anthon seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Interim Chairman declared said Resolution duly passed and the Resolution was then signed by the Interim Chairman and attested and certified by the Interim Secretary.

C. The matter of accepting the resignation of Director Sullivan and accepting David Ramirez, pending Mayoral appointment, as his replacement came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for the adoption of Resolution No. 2010-03, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ACCEPTING THE RESIGNATION OF A DIRECTOR
AND ACKNOWLEDGING HIS REPLACEMENT.**

Director Anthon seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Interim Chairman declared said Resolution duly passed and the Resolution was then signed by the Interim Chairman and attested and certified by the Interim Secretary.

D. The matter of accepting the resignation of Director Mills and accepting Christopher Bertel, pending Mayoral appointment, as her replacement came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for the adoption of Resolution No. 2010-04, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ACCEPTING THE RESIGNATION OF A DIRECTOR
AND ACKNOWLEDGING HER REPLACEMENT.**

Director McDougell seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Interim Chairman declared said Resolution duly passed and the Resolution was then signed by the Interim Chairman and attested and certified by the Interim Secretary.

E. The matter of electing the officers of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2010-05, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

Director Anthon seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Interim Secretary.

F. The matter of approving an annual budget for the fiscal year beginning July 1, 2010 and ending June 30, 2011 came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2010-06, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2011.**

Director McDougell seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Interim Secretary.


3. New Business

After consideration and voting on the above resolutions, the following new business matters came on for consideration:

- a. The next annual meeting of the District will be held next May.

4. Adjournment

There being no further business to come before the Board of Directors, upon motion duly made by Director Sears, seconded by Director Anthon and unanimously carried by the Board of Directors, the meeting was adjourned.



Franklin Sears, Interim Secretary of the Board of Directors

RESOLUTION NO. 2011-03

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capita of all property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to the Bylaws of the District, the officers of the District shall be elected or appointed annually by the Board of Directors, to serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified.; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District

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

1. The Board of Directors hereby elects the following individuals to serve the office set forth opposite his or her name, each to hold such office until the next annual meeting of the Board of Directors of the District, or until said individual no longer serves as a member of the Board of Directors of the District, or until his or her successor shall have been duly elected:

Chair: Michael L. Anthon
Treasurer: David Ramirez
Vice Chair &
Secretary: Franklin Sears

2. The District shall reimburse each officer of the District for his or her reasonable out-of-pocket expenses incurred in the performance of their duties as such officer.

3. The District officers are hereby authorized to take such actions and file such reports as are required under the CID Act.

4. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

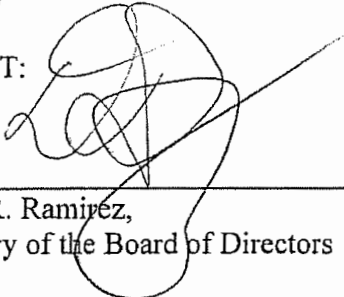
Approved this 31st day of May, 2011.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



David R. Ramirez,
Secretary of the Board of Directors



RESOLUTION NO. 2011-04

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2012**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capita of all property owners within the District, the Mayor of the City appointed members of the board of directors of the District (the "Board of Directors") serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to Section 67.1471.1 of the CID Act and District Resolution 2006-01, the District's fiscal year is July 1 – June 30; and

WHEREAS, pursuant to Section 67.1471.2 of the CID Act, the District is required to submit a proposed annual budget to the City for review and comment; and

WHEREAS, pursuant to Section 67.1471.3 of the CID Act, the District is required to adopt an annual budget; and

WHEREAS, pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis dated as of November 1, 2007 (the "Financing Agreement"), the Treasurer of the District shall include in the budget proposal submitted to the Board of Directors of the District a request for an appropriation of the CID Revenues for transfer to the Trustee; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District.

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

1. The District acknowledges that it has submitted a proposed budget to the City for review and comment for the fiscal year beginning July 1, 2011 and ending June 30, 2012 and that the City provided no comments thereto.

2. Each member of the Board of Directors acknowledges that he or she has received and reviewed, and the District hereby approves, the budget in substantially the form attached hereto as Exhibit A.

3. The Board of Directors hereby appropriates all CID Revenues to the Trustee for application in accordance with the Financing Agreement.

4. The District shall, and the officials, agents and employees of the District are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments, as may be necessary or desirable to carry out and comply with the intent of this Resolution, and to carry out, comply with and perform the duties of the District with respect to the annual budget requirements of the CID Act.

5. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors. All capitalized terms not defined herein shall have the same meaning attributed to them in the Financing Agreement.

Approved this 31 day of May, 2011.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors



Exhibit A

Budget

SEE ATTACHED

Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2011 through June 30, 2012

	Revenues Under Bond Indenture							Revenues Under Supplemental Trust Indenture							
	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance		75,000													
Summary of Receipts															
Sales Tax Revenue	300,000	*													
Note Proceeds															
Interest Earnings	8														
From Special Trust Fund		300,008													
From Revenue Fund			15,000	277,108											
Total Receipts and Beginning Balance	300,008	375,008	15,000	277,108	0	0	0	0	0	0	0	0	0	0	0
Summary of Disbursements															
To Revenue Fund	(300,008)														
To Operating Fund		(15,000)													
To Debt Service Fund		(277,108)													
To Debt Service Reserve Fund															
To Project Fund															
To Rebate Fund															
To Excess Revenue Fund															
Operating Expenses:															
Bank Fees			(50)												
Administrative Costs		(7,900)	(4,950)												
Insurance Expenses															
Legal Expenses			(5,000)												
Audit Fee			(5,000)												
Project Expenses															
Debt Instrument - Cost of Issuance															
Debt Service				(277,108)											
Total Disbursements	(300,008)	(300,008)	(15,000)	(277,108)	0	0	0	0	0	0	0	0	0	0	0
Other Financing Sources (Uses)															
Transfers In	300,008	375,008	15,000	277,108	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(300,008)	(300,008)	(15,000)	(277,108)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	75,000	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenues

Patricia A. Wharton

From: Duchinsky, Jill <jduchinsky@Descogroup.com>
Sent: Friday, October 28, 2011 11:20 AM
To: Krippner, Brian P.
Cc: Patricia A. Wharton; Wildhaber, Kathleen (DESCO)
Subject: Loughborough Commons CID
Attachments: Stmt of Receipts and Disbursements_2011.pdf

Hi Brian,

Please see the attached June 30, 2011 statement of receipts and disbursements for Loughborough Commons CID. I will forward the updated leasing report upon completion.

Please let me know if you have any questions.

Thank you,

Jill Duchinsky
Controller
The DESCO Group, Inc.
314.994.4221

From: Krippner, Brian P. [mailto:Brian.Krippner@umb.com]
Sent: Thursday, October 27, 2011 11:06 AM
To: Duchinsky, Jill
Subject: RE: Loughborough TIF & CID Debt Service

Jill, following up from our conversation this week, this message will summarize the annual information that we need from you to assist the City and the District in meeting their disclosure obligations under the Continuing Disclosure Agreement (attached, see especially Section 2(a)).

- 1) A copy of the CID's compiled financial statements. I understand that this is in progress.
- 2) An update to the "Summary of Leases; Occupants" information. I'm attaching what was provided to us last year. Please provide an updated version at your earliest convenience.

Please give me a call if you have questions regarding these requirements.

Brian P. Krippner, CCTS
Senior Vice President/Regional Lead
Corporate Trust & Escrow Services
UMB Bank, N.A.
(314) 612-8480

From: Krippner, Brian P.
Sent: Monday, October 24, 2011 11:45 AM
To: Jill Duchinsky (jduchinsky@descogroup.com)
Subject: Loughborough TIF & CID Debt Service

Jill, here is the analysis for the November 1, 2011 payment date. It is a slightly different/streamlined version, but provides substantially the same information. I have a distribution list for this information which I will add you to so that you'll receive the updates automatically when we complete them each March and September.

Again, feel free to call with any questions you have.

Brian P. Krippner, CCTS
Senior Vice President/Regional Lead
Corporate Trust & Escrow Services
UMB Bank, N.A.
(314) 612-8480

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=====

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FINANCIAL STATEMENT
JUNE 30, 2011

Contents

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Accountants' Compilation Report..... 1

Financial Statement

Statement Of Receipts And Disbursements
On The Cash Basis..... 2



RubinBrown LLP
Certified Public Accountants
& Business Consultants

One North Brentwood
Saint Louis, MO 63105

T 314.290.3300
F 314.290.3400

W rubinbrown.com
E info@rubinbrown.com

Accountants' Compilation Report

The Board of Directors
Loughborough Commons
Community Improvement District
St. Louis, Missouri

We have compiled the accompanying statement of receipts and disbursements on the cash basis of Loughborough Commons Community Improvement District (the District) for the year ended June 30, 2011. We have not audited or reviewed the accompanying financial statement and, accordingly, do not express an opinion or provide any assurance about whether the financial statement is in accordance with the cash basis of accounting.

Management is responsible for the preparation and fair presentation of the financial statement in accordance with the cash basis of accounting and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statement.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of a financial statement without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statement.

Management has elected to omit substantially all of the disclosures ordinarily included in a financial statement prepared in accordance with the cash basis of accounting. If the omitted disclosures were included in the financial statement, they might influence the user's conclusions about the District's receipts and disbursements. Accordingly, the financial statement is not designed for those who are not informed about such matters.

RubinBrown LLP

October 24, 2011

**LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT**

**STATEMENT OF RECEIPTS AND DISBURSEMENTS
ON THE CASH BASIS
For The Year Ended June 30, 2011**

Receipts	
Sales tax receipts	\$ 303,587
Interest income	7
Total Receipts	<u>303,594</u>
Disbursements	
Debt payments	259,977
Professional fees, services and costs	3,548
Total Disbursements	<u>263,525</u>
Excess Of Receipts Over Disbursements	40,069
Cash Balances - Beginning Of Year	<u>464,042</u>
Cash Balances - End Of Year*	<u><u>\$ 504,111</u></u>

* Includes a 24% interest in restricted debt reserve account

Patricia A. Wharton

From: Duchinsky, Jill <jduchinsky@Descogroup.com>
Sent: Thursday, October 27, 2011 12:56 PM
To: polysubfs@auditor.mo.gov
Cc: Patricia A. Wharton; Ramirez, David; Wildhaber, Kathleen (DESCO); Duchinsky, Jill
Subject: Financial Report for Loughborough Commons CID
Attachments: Missouri State Auditor Financial Report_2011.pdf

Please see the attached fiscal 2011 financial report for Loughborough Commons CID. The certification page will also be faxed to 573-522-9743.

Please contact me with any questions.

Thank you,

Jill Duchinsky
Controller
The DESCO Group, Inc.
314.994.4221
jduchinsky@descogroup.com

CERTIFICATION PAGE

I David Ramirez _____, Treasurer _____ of
(Name - please print) (Title)

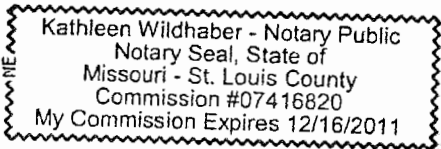
Loughborough Commons CID of St. Louis do attest, under oath, this
(Political subdivision) (County)

report is a true and accurate account of all financial transactions for the year ended June 30, 2011.
(month, day & year of report year end)

Signature [Handwritten Signature]

Subscribed and sworn to before me this 25th day of October, 2011.

[Handwritten Signature]
(Notary public signature)



(Notary seal)

My Commission Expires: 12/16/2011

Loughborough Commons CID

(Political Subdivision Name)

(Mailing Address)

(Telephone Number)

(Fax Number)

(Email Address)

Financial Statement Summary

For the Year Ended June 30, 2011

	Total All Funds	General Fund	<u>CID</u> Fund	Fund	Fund
Beginning Balance	\$ <u>464,042</u>	\$	\$ <u>464,042</u>	\$	\$
Total Receipts	<u>303,594</u>		<u>303,594</u>		
Total Disbursements	<u>263,525</u>		<u>263,525</u>		
Ending Balance	\$ <u>504,111</u>	\$	\$ <u>504,111</u>	\$	\$

Receipts

Loughborough Commons CID

(Political Subdivision Name)

	Total All Funds	General Fund	CID Fund	Fund	Fund
Property Tax	\$ _____	\$ _____	\$ _____	\$ _____	\$ _____
_____	_____	_____	_____	_____	_____
Total (T01)	_____	_____	_____	_____	_____
Sales Tax	303,587	_____	303,587	_____	_____
_____	_____	_____	_____	_____	_____
Total (T09)	303,587	_____	303,587	_____	_____
Franchise Tax	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
Total (T15)	_____	_____	_____	_____	_____
Intergovernmental Receipts	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
Total	_____	_____	_____	_____	_____
Charges for Services	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
Total	_____	_____	_____	_____	_____
Utility Receipts	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
Total	_____	_____	_____	_____	_____
Interest Earned (U20)	7	_____	7	_____	_____
Other Receipts and Transfers	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
Interfund Transfers	_____	_____	_____	_____	_____
Total	_____	_____	_____	_____	_____
Total Receipts	\$ 303,594	\$ _____	\$ 303,594	\$ _____	\$ _____

Disbursements (By Function)

Loughborough Commons CID

(Political Subdivision Name)

	Total All Funds	General Fund	<u>CID</u> Fund	Fund	Fund
General Government (E22)	\$ 3,548	\$	\$ 3,548	\$	\$
Police (E62)					
Fire (E24)					
Streets and Roads (E44)					
Sanitation (E81)					
Health and Welfare (E32)					
Parks (E61)					
Libraries (E52)					
Debt Payments	259,977		259,977		
Interfund Transfers					
Total Disbursements by Function	\$ 263,525	\$	\$ 263,525	\$	\$

Disbursements (By Object)

	Total All Funds	General Fund	<u>CID</u> Fund	Fund	Fund
Salaries (200)	\$	\$	\$	\$	\$
Fringe Benefits					
Operations	3,548		3,548		
Debt Payments	259,977		259,977		
Capital Expenditures (V98)					
Interfund Transfers					
Total Disbursements by Object	\$ 263,525	\$	\$ 263,525	\$	\$

Statement of Indebtedness

Loughborough Commons CID

(Political Subdivision Name)

Issue Description	Outstanding Beginning of Fiscal Year	Issued During Fiscal Year	Retired During Fiscal Year	Outstanding End of Fiscal Year
General Obligation Bonds	(12X)	(22X)	(32X)	(41X)
	\$ _____	\$ _____	\$ _____	\$ _____
Revenue Bonds	(12X)	(22X)	(32X)	(41X)
CID Bond 1	1,321,800	-	146,400	1,174,800
CID Bond 2	2,768,040	-	-	2,768,040
Other Debt				
Developer Note	142,500	-	-	142,500
Totals	\$ 4,231,740	\$ _____	\$ 146,400	\$ 4,085,340

Statement of Assessed Valuation and Tax Rates

N/A

Assessed Valuation

Real Estate	\$ _____
Personal Property	_____
State Assessed Railroad and Utility	_____
Total Valuation	\$ _____

Tax Rates

Funds	Tax Rate (per \$100)
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Patricia A. Wharton

From: Duchinsky, Jill <jduchinsky@Descogroup.com>
Sent: Thursday, October 27, 2011 12:32 PM
To: missouridevelopment@ded.mo.gov
Cc: Wildhaber, Kathleen (DESCO); Patricia A. Wharton; Ramirez, David; Duchinsky, Jill
Subject: Community Improvement District Annual Report
Attachments: CID Annual Report_2011.pdf; Loughborough CID - Resolution 2011-04.pdf; Loughborough CID - Resolution 2011-01.pdf; Loughborough CID - Resolution 2011-02.pdf; Loughborough CID - Resolution 2011-03.pdf

Please see the attached 2011 Annual Report and resolutions for Loughborough Commons CID. Please contact me with any questions.

Thank you,

Jill Duchinsky
Controller
The DESC0 Group, Inc.
314.994.4221
jduchinsky@descogroup.com

MISSOURI DEPARTMENT OF ECONOMIC DEVELOPMENT

COMMUNITY IMPROVEMENT DISTRICT ANNUAL REPORT

2011 FISCAL YEAR

67.1471.4 RSMo "Within one hundred twenty days after the end of each fiscal year, the District shall submit a report to the Municipal Clerk and the Missouri Department of Economic Development stating the services provided, revenues collected and expenditures made by the district during such fiscal year, and copies of written resolutions approved by the Board during the fiscal year. The Municipal Clerk shall retain this report as part of the official records of the municipality and shall also cause this report to be spread upon the records of the governing body.

Section 1: Description

1. Name of C.I.D. Loughborough Commons Community Improvement District
2. Name of municipality City of St. Louis, MO
3. Report period, from 7/1/10 to 6/30/11
4. Name of person preparing this report
David Ramirez
5. Contact information: Municipality
 - a. Responsible department / agency _____
 - b. Contact person _____
 - c. Phone _____ Fax _____
 - d. Email address _____
6. Contact information: C.I.D.
 - a. Chief officer of the governing board Michael Anthon
 - b. Phone 314-994-4452 Fax 314-994-4450
 - c. Email address manthon@dsco.org

7. Names of the members of the governing board of the C.I.D. as of the date of the most recent Annual Meeting:

Michael L. Anthon - Chair
David Ramirez - Treasurer
Franklin Sears - Vice Chair & Secretary

8. Date of the most recent Annual Meeting of the C.I.D. 5/31/2011
9. Original date of establishment of the C.I.D. 5/17/06
10. C.I.D. establishing Ordinance No. 67088

Section 2: Purpose

1. State the primary responsibility(s) of the C.I.D., and the specific services provided during the previous fiscal year.

To assist in the completion and funding of certain transportation, utility and other physical improvements within the district, including the demolition of existing structures and the excavation, removal, grading, construction, installation, repair and maintenance of various transportation, parking, utility, drainage, screening and other related improvements.

Section 3: Financials

1. The C.I.D. is established as a: Political subdivision
 Not-for-profit Corporation

2. State the total amount of C.I.D. revenues collected during the previous fiscal year, and list revenues by their source (special assessments, rent, fees, grants, etc.)

\$ Amount \$303,587 Source

\$ 303,587 Total

3. List all expenditures made by the C.I.D. during the previous fiscal year.

\$ 3,548 accounting and legal fees
\$ 259,977 debt payment

Section 4: Administrative

1. Attach copies of any written resolutions approved by the governing board of the C.I.D. during the previous fiscal year.

Send Report To:

**Missouri Department of Economic Development
Attn: Community Improvement District Annual Report
301 W. High Street, P.O. Box 118
Jefferson City, MO 65102
Fax 573-522-9462
Email missouridevelopment@ded.mo.gov
For further information or assistance please call 573-526-8004 or 573-526-0748**

RESOLUTION NO. 2011-02

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS HELD ON MAY 27, 2010**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District");

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capital of all property owners within the District, the Mayor of the City appointed members of the board of directors of the District serving such terms as designated by the Mayor of the City;

WHEREAS, pursuant to Paragraph 8 of Article IV of the Bylaws of the District, the Board of Directors shall conduct all meetings of the Board of Directors in accordance with the Sunshine Law of the State of Missouri; and

WHEREAS, pursuant to Section 610.020.7 of the Revised Statutes of Missouri, the Sunshine Law requires that minutes of meetings be taken and retained by the District.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF
DIRECTORS OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT AS FOLLOWS:**

1. The Board of Directors of the District hereby ratifies the minutes of the meeting of the Board of Directors held on May 27, 2010, attached hereto as Exhibit A and directs the Secretary of the Board of Directors to attest to such minutes as ratified.
2. The Board of Directors of the District hereby directs that the minutes so attested and ratified be retained in the records of the District.
3. This resolution shall be in full force and effect from and after its adoption by the Board of Directors.

[This space intentionally blank; signature page to follow]

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

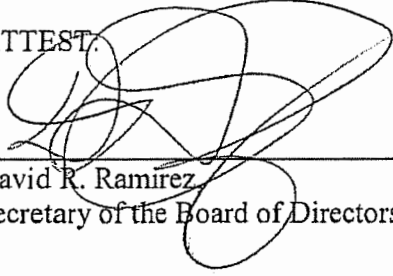
Approved this 31st day of May, 2011.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST.



David R. Ramirez
Secretary of the Board of Directors

Exhibit A
Minutes of the May 27, 2010 Meeting of the Board of Directors

SEE ATTACHED

MINUTES

**MEETING OF THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT**

MAY 27, 2010

A meeting of the Board of Directors of the Loughborough Commons Community Improvement District ("District") was held at 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, on Thursday, May 27, 2010 at 10:00 a.m.

1. Roll Call

The following members of the Board of Directors were present in person or via telephone conference and thereby constituted a quorum of the Directors:

Patricia McDougell
Michael Anthon
Franklin Sears

The following guests of the Board of Directors were present:

Tracy Ring – Greensfelder, Hemker & Gale, PC, District Counsel
Chris Bertel – The DESCO Group, Inc.
Kathleen Wildhaber – The DESCO Group, Inc.

2. Considerations and Resolutions

A. The matter of appointing Interim Officers of the District as a result of the resignation of two (2) Board Members came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for adoption of Resolution No. 2010-01, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING INTERIM OFFICERS.**

Director Anthon seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Interim Chairman declared said Resolution duly passed and the Resolution was then signed by the Interim Chairman and attested and certified by the Interim Secretary.

B. The matter of ratifying the Minutes of the May 14, 2009 meeting of the Board of Directors of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for the adoption of Resolution No. 2010-02, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS HELD ON MAY 14, 2009.**

Director Anthon seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Interim Chairman declared said Resolution duly passed and the Resolution was then signed by the Interim Chairman and attested and certified by the Interim Secretary.

C. The matter of accepting the resignation of Director Sullivan and accepting David Ramirez, pending Mayoral appointment, as his replacement came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for the adoption of Resolution No. 2010-03, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ACCEPTING THE RESIGNATION OF A DIRECTOR
AND ACKNOWLEDGING HIS REPLACEMENT.**

Director Anthon seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Interim Chairman declared said Resolution duly passed and the Resolution was then signed by the Interim Chairman and attested and certified by the Interim Secretary.

D. The matter of accepting the resignation of Director Mills and accepting Christopher Bertel, pending Mayoral appointment, as her replacement came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for the adoption of Resolution No. 2010-04, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ACCEPTING THE RESIGNATION OF A DIRECTOR
AND ACKNOWLEDGING HER REPLACEMENT.**

Director McDougell seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Interim Chairman declared said Resolution duly passed and the Resolution was then signed by the Interim Chairman and attested and certified by the Interim Secretary.

E. The matter of electing the officers of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2010-05, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

Director Anthon seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Interim Secretary.

F. The matter of approving an annual budget for the fiscal year beginning July 1, 2010 and ending June 30, 2011 came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2010-06, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2011.**

Director McDougell seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: Patricia McDougell
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Interim Secretary.

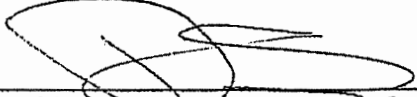
3. New Business

After consideration and voting on the above resolutions, the following new business matters came on for consideration:

- a. The next annual meeting of the District will be held next May.

4. Adjournment

There being no further business to come before the Board of Directors, upon motion duly made by Director Sears, seconded by Director Anthon and unanimously carried by the Board of Directors, the meeting was adjourned.



Franklin Sears, Interim Secretary of the Board of Directors

RESOLUTION NO. 2011-04

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2012**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capita of all property owners within the District, the Mayor of the City appointed members of the board of directors of the District (the "Board of Directors") serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to Section 67.1471.1 of the CID Act and District Resolution 2006-01, the District's fiscal year is July 1 – June 30; and

WHEREAS, pursuant to Section 67.1471.2 of the CID Act, the District is required to submit a proposed annual budget to the City for review and comment; and

WHEREAS, pursuant to Section 67.1471.3 of the CID Act, the District is required to adopt an annual budget; and

WHEREAS, pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis dated as of November 1, 2007 (the "Financing Agreement"), the Treasurer of the District shall include in the budget proposal submitted to the Board of Directors of the District a request for an appropriation of the CID Revenues for transfer to the Trustee; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District.

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

1. The District acknowledges that it has submitted a proposed budget to the City for review and comment for the fiscal year beginning July 1, 2011 and ending June 30, 2012 and that the City provided no comments thereto.

2. Each member of the Board of Directors acknowledges that he or she has received and reviewed, and the District hereby approves, the budget in substantially the form attached hereto as Exhibit A.

3. The Board of Directors hereby appropriates all CID Revenues to the Trustee for application in accordance with the Financing Agreement.

4. The District shall, and the officials, agents and employees of the District are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments, as may be necessary or desirable to carry out and comply with the intent of this Resolution, and to carry out, comply with and perform the duties of the District with respect to the annual budget requirements of the CID Act.

5. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors. All capitalized terms not defined herein shall have the same meaning attributed to them in the Financing Agreement.

Approved this 31 day of May, 2011.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors



Exhibit A

Budget

SEE ATTACHED

Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2011 through June 30, 2012

	Revenues Under Bond Indenture										Revenues Under Supplemental Trust Indenture				
	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance		75,000													
Summary of Receipts															
Sales Tax Revenue	300,000														
Note Proceeds															
Interest Earnings	8														
From Special Trust Fund		300,008													
From Revenue Fund			15,000	277,108											
Total Receipts and Beginning Balance	300,008	375,008	15,000	277,108	0	0	0	0	0	0	0	0	0	0	0
Summary of Disbursements															
To Revenue Fund	(300,008)														
To Operating Fund		(15,000)													
To Debt Service Fund		(277,108)													
To Debt Service Reserve Fund															
To Project Fund															
To Rebate Fund															
To Excess Revenue Fund															
Operating Expenses:															
Bank Fees			(50)												
Administrative Costs		(7,900)	(4,950)												
Insurance Expenses															
Legal Expenses			(5,000)												
Audit Fee			(5,000)												
Project Expenses															
Debt Instrument - Cost of Issuance															
Debt Service				(277,108)											
Total Disbursements	(300,008)	(300,008)	(15,000)	(277,108)	0	0	0	0	0	0	0	0	0	0	0
Other Financing Sources (Uses)															
Transfers In	300,008	375,008	15,000	277,108	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(300,008)	(300,008)	(15,000)	(277,108)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	75,000	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenues

RESOLUTION NO. 2011-03

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capita of all property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to the Bylaws of the District, the officers of the District shall be elected or appointed annually by the Board of Directors, to serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified.; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District

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

1. The Board of Directors hereby elects the following individuals to serve the office set forth opposite his or her name, each to hold such office until the next annual meeting of the Board of Directors of the District, or until said individual no longer serves as a member of the Board of Directors of the District, or until his or her successor shall have been duly elected:

Chair: Michael L. Anthon
Treasurer: David Ramirez
Vice Chair &
Secretary: Franklin Sears

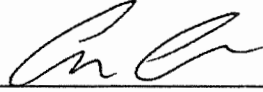
2. The District shall reimburse each officer of the District for his or her reasonable out-of-pocket expenses incurred in the performance of their duties as such officer.

3. The District officers are hereby authorized to take such actions and file such reports as are required under the CID Act.

4. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

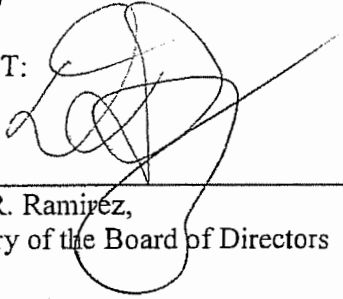
Approved this 3rd day of May, 2011.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



David R. Ramirez,
Secretary of the Board of Directors



RESOLUTION NO. 2011-01

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT CONFIRMING APPOINTMENT AND CONTINUATION OF TERMS FOR BOARD MEMBERS WHOSE COMMISSIONS HAVE EXPIRED

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of more than fifty percent per capita of all property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to the Bylaws of the District, the officers of the District shall be elected or appointed annually by the Board of Directors, to serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified.; and

WHEREAS, effective May 18, 2010, Board Member Franklin Sears' commission as a member of the Board of Directors of the District expired; and

WHEREAS, effective May 19, 2011, Board Member Michael L. Anthon's commission as a member of the Board of Directors of the District expired; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District.

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

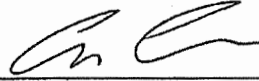
1. The Board of Directors hereby acknowledges the appointment of Franklin Sears as a member of the Board of Directors of the District, effective upon the appointment by the Mayor of the City of St. Louis dated October 29, 2010, and continuing until his successor shall have been duly elected.

2. The Board of Directors hereby acknowledges the continuation of Michael L. Anthon as a member of the Board of Directors of the District, in accordance with the terms of the CID Act and the District's bylaws and pending reappointment by the Mayor of the City of St. Louis, and continuing until his successor shall have been duly elected.

3. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

Approved this 3rd day of May, 2011.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



David R. Ramirez,
Secretary of the Board of Directors



Patricia A. Wharton

From: Patrick Brown <BrownPa@stlouiscity.com>
Sent: Wednesday, February 22, 2012 4:50 PM
To: Patricia A. Wharton
Subject: Loughborough Commons & Crowne Plaza
Attachments: Crowne Plaza CID 2-17-12.pdf; Loughborough Commons CID 2-17-12.pdf

Ms. Wharton -

Please find appointment letters for Loughborough Commons and Crowne Plaza CID's attached.

Thank you!

Kindly,

PRB

--

Patrick R. Brown
Mayor's Office
City Hall, Room 200
(O) 314/622.3757
(F) 314/622.4061



OFFICE OF THE MAYOR
CITY OF ST. LOUIS
MISSOURI

RANCIS G. SLAY
MAYOR

CITY HALL - ROOM 200
1200 MARKET STREET
SAINT LOUIS, MISSOURI 63103-2877
(314) 622-3201
FAX: (314) 622-4061

February 17, 2012

Ms. Jill Duchinsky
3736 Connecticut
St. Louis, MO 63116

Dear Ms. Duchinsky,

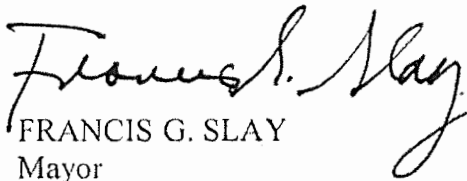
I am pleased to inform you that I have appointed you as a member of the Loughborough Commons Community Improvement District, with a term ending May 19th, 2014.

Your formal appointment has been filed in the office of the City Register, Room 118 City Hall. Please contact the Register's Office at 622-4145 at your earliest convenience to take the oath of office and qualify.

Should your home or work address or phone numbers change during your term, please notify Patrick R. Brown in my office at 622-3757.

Thank you for accepting this assignment.

Sincerely,


FRANCIS G. SLAY
Mayor



**OFFICE OF THE MAYOR
CITY OF ST. LOUIS
MISSOURI**

**RANCIS G. SLAY
MAYOR**

**CITY HALL - ROOM 200
1200 MARKET STREET
SAINT LOUIS, MISSOURI 63103-2877
(314) 622-3201
FAX: (314) 622-4061**

February 17, 2012

Mr. Christopher Bertel
43 Newberry Drive
St. Peters, MO 63376

Dear Mr. Bertel,

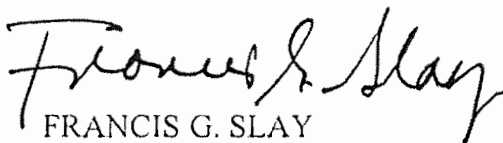
I am pleased to inform you that I have reappointed you as a member of the Loughborough Commons Community Improvement District, with a term ending May 19th, 2014.

Your formal reappointment has been filed in the office of the City Register, Room 118 City Hall. Please contact the Register's Office at 622-4145 at your earliest convenience to take the oath of office and qualify.

Should your home or work address or phone numbers change during your term, please notify Patrick R. Brown in my office at 622-3757.

Thank you for accepting this assignment.

Sincerely,


FRANCIS G. SLAY
Mayor



**OFFICE OF THE MAYOR
CITY OF ST. LOUIS
MISSOURI**

**RANCIS G. SLAY
MAYOR**

**CITY HALL - ROOM 200
1200 MARKET STREET
SAINT LOUIS, MISSOURI 63103-2877
(314) 622-3201
FAX: (314) 622-4061**

February 17, 2012

Mr. Michael L. Anthon
127 Whitebridge
St. Louis, MO 63141

Dear Mr. Anthon,

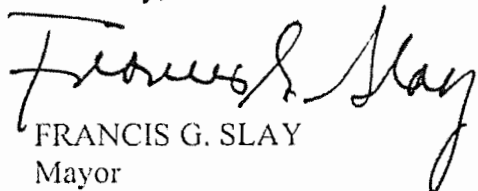
I am pleased to inform you that I have reappointed you as a member of the Loughborough Commons Community Improvement District, with a term ending May 19th, 2014.

Your formal reappointment has been filed in the office of the City Register, Room 118 City Hall. Please contact the Register's Office at 622-4145 at your earliest convenience to take the oath of office and qualify.

Should your home or work address or phone numbers change during your term, please notify Patrick R. Brown in my office at 622-3757.

Thank you for accepting this assignment.

Sincerely,


FRANCIS G. SLAY
Mayor



LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

March 28, 2012

VIA CERTIFIED MAIL NO. 91 7199 9991 7031 3728 5929

RETURN RECEIPT REQUESTED

Lewis E. Reed, President
St. Louis City Board of Aldermen
1200 Market Street
St. Louis, MO 63103

**Re: Loughborough Commons Community Improvement District (the "District")
Budget**

Dear President Reed:

Pursuant to Section 67.1471 of the Missouri Revised Statutes, no earlier than one hundred eighty days (January 1) and no later than ninety days (April 1) prior to the first day of the fiscal year (July 1) the board of the District shall submit to the St. Louis City Board of Aldermen (the "Board of Aldermen") a proposed annual budget, setting forth expected expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year. The Board of Aldermen may review and comment to the board on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments to the board no later than sixty (60) days prior to the first day of the fiscal year.


Enclosed herewith please find a draft budget for the District for the fiscal year ending June 30, 2013 for review and comment by the Board of Aldermen.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT

By:



Jill Duchinsky, Treasurer

Enclosure

cc: Patricia Wharton, Greensfelder, Hemker & Gale, P.C.
Tracy R. Ring, Greensfelder, Hemker & Gale, P.C.

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

March 28, 2012

VIA CERTIFIED MAIL NO. 91 7199 9991 7031 3728 5936
RETURN RECEIPT REQUESTED

Alderman Matt Villa
St. Louis City Board of Aldermen
City Hall, Room 230
1200 Market Street
St. Louis, MO 63103

**Re: Loughborough Commons Community Improvement District (the "District")
Budget**

Dear Alderman Villa:

Pursuant to Section 67.1471 of the Missouri Revised Statutes, no earlier than one hundred eighty days (January 1) and no later than ninety days (April 1) prior to the first day of the fiscal year (July 1) the board of the District shall submit to the St. Louis City Board of Aldermen (the "Board of Aldermen") a proposed annual budget, setting forth expected expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year. The Board of Aldermen may review and comment to the board on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments to the board no later than sixty (60) days prior to the first day of the fiscal year.

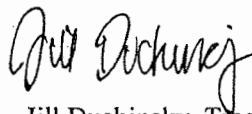
Enclosed herewith please find a draft budget for the District for the fiscal year ending June 30, 2013 for review and comment by the Board of Aldermen.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT

By:



Jill Duchinsky, Treasurer

Enclosure

cc: Patricia Wharton, Greensfelder, Hemker & Gale, P.C.
Tracy R. Ring, Greensfelder, Hemker & Gale, P.C.

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FISCAL YEAR JULY 1, 2012 TO JUNE 30, 2013
BUDGET MESSAGE
BY
JILL DUCHINSKY, TREASURER

Pursuant to the official results of the mail-in ballot from the qualified voters of the District of an election held on Tuesday, September 26, 2006, as certified by the St. Louis City Board of Election Commissioners September 28, 2006, the qualified voters of the District approved the imposition of a sales and use tax pursuant to Section 67.1545 of the CID Act in an aggregate amount equal to 1.000% (the "CID Sales Tax") for the purpose of financing the costs of certain community improvements and paying the costs of formation and operation of the District

On December 22, 2006, the District approved Resolution No. 2006-05 which authorized the execution of a development agreement between the District and Loughborough Commons, L.L.C. (the "Developer"), as the same may be amended from time to time (the "Agreement"). Pursuant to the Agreement, the Developer agreed to construct and implement the Project (as defined in the Agreement), and the District agreed to issue obligations to reimburse the Developer for such costs. The District began issuing such obligations to the Developer in 2007.

The District anticipates collecting approximately \$330,000 of tax revenues from the CID Sales Tax in the 2012-2013 Budget Year. It is hereby requested that such tax revenues be appropriated for transfer to UMB Bank, N.A. (the "Trustee") pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis. The CID Sales Tax will then be allocated to the various accounts and funds as required by the Trust Indenture between the District and the Trustee.

The District budget for the fiscal year ending June 30, 2013 will be submitted to the City of St. Louis Board of Aldermen and the District's Board of Directors for adoption and approval.

A summary comparative statement of estimated total receipts and transfers-in (excluding any beginning balances) and estimated total expenditures and transfers-out of certain funds for the 2012-2013 Budget Year and the three years next preceding is set forth below:

	2012-2013	2011-2012	2010-2011	2009-2010
	BUDGET	BUDGET	ACTUAL	ACTUAL
TOTAL RECEIPTS	\$330,009	\$300,005	\$303,594	\$310,769
TOTAL DISBURSEMENTS:				
Debt Service	(\$307,109)	(\$277,105)	(\$259,977)	(\$294,796)
Operating Fund	(15,000)	(15,000)		
Professional Fees, Services and costs	(\$7,900)	(7,900)	(3,548)	(7,962)

Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2012 through June 30, 2013

Revenues Under Bond Indenture

Revenues Under Supplemental Trust Indenture

	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance		75,000													
Summary of Receipts															
Sales Tax Revenue	330,000														
Note Proceeds															
Interest Earnings	9														
From Special Trust Fund		330,009													
From Revenue Fund			15,000	307,109											
Total Receipts and Beginning Balance	330,009	405,009	15,000	307,109	0	0	0	0	0	0	0	0	0	0	0
Summary of Disbursements															
To Revenue Fund	(330,009)														
To Operating Fund		(15,000)													
To Debt Service Fund		(307,109)													
To Debt Service Reserve Fund															
To Project Fund															
To Rebate Fund															
To Excess Revenue Fund															
Operating Expenses:															
Bank Fees			(50)												
Administrative Costs		(7,900)	(4,950)												
Insurance Expenses															
Legal Expenses			(5,000)												
Audit Fee			(5,000)												
Project Expenses															
Debt Instrument - Cost of Issuance															
Debt Service				(307,109)											
Total Disbursements	(330,009)	(330,009)	(15,000)	(307,109)	0	0	0	0	0	0	0	0	0	0	0
Other Financing Sources (Uses)															
Transfers In	330,009	405,009	15,000	307,109	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(330,009)	(330,009)	(15,000)	(307,109)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	75,000	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenues

**LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT**

Notice of Open Meeting of the Board of Directors

Notice is hereby given that the Board of Directors of Loughborough Commons Community Improvement District will conduct a meeting at 10:30 a.m. on Wednesday, May 30, 2012. at the offices of Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, to consider and act upon the following:

1. Roll Call
2. Adoption of Resolution No. 2012-01, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING APPOINTMENT FOR NEW BOARD
MEMBER.**

3. Adoption of Resolution No. 2012-02, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING RE-APPOINTMENT FOR BOARD
MEMBER WHOSE COMMISSION HAD EXPIRED,**

4. Adoption of Resolution No. 2012-03, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING APPOINTMENT FOR NEW BOARD
MEMBER.**

5. Adoption of Resolution No. 2012-04, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS HELD ON MAY 31, 2011.**

6. Adoption of Resolution No. 2012-05, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS.**

7. Adoption of Resolution No. 2012-06, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2013.**

8. New business.

9. Discussion regarding setting date, time and place for the next meeting of the Board of Directors.

Some of the Board of Directors may participate by telephone or other electronic means. Any member of the public may observe and attend the meeting at the office identified above. Representatives of the news media may obtain copies of this notice by contacting: Patricia A. Wharton c/o Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, 314-335-6834. Persons with disabilities wishing to attend may contact Patricia A. Wharton at the address and telephone number provided above prior to the meeting if accommodations are required.

AFFIDAVIT

State of Missouri)
) ss.
City of St. Louis)

I, David W. Sweeney, Clerk to the Board of Aldermen of the City of St. Louis, Missouri, being first duly sworn, state and certify that the attached notice of the meeting of the Board of Directors of the Loughborough Commons Community Improvement District to be held at 10:30 a.m. on May 30, 2012, (1) was posted at least 24 hours prior to the commencement of the meeting on a bulletin board or other prominent place at St. Louis City Hall, 1200 Market Street, St. Louis, Missouri 63103, which is easily accessible to the public, and (2) was made available to any representative of the news media who requested notice of the meeting.

David W. Sweeney,
Clerk to the Board of Aldermen of the City
of St. Louis, Missouri

Subscribed and sworn to before me this ____ day of May, 2012.

Notary Public

(SEAL)

My commission expires:

AFFIDAVIT

State of Missouri)
) ss.
City of St. Louis)

I, Patricia A. Wharton, counsel to the Loughborough Commons Community Improvement District, being first duly sworn, state and certify that the attached notice of the meeting of the Board of Directors of the Loughborough Commons Community Improvement District to be held at 10:30 a.m. on May 30, 2012, (1) was posted at least 24 hours prior to the commencement of the meeting on a bulletin board or other prominent place at the offices of Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, which is easily accessible to the public, and (2) was made available to any representative of the news media who requested notice of the meeting.

Patricia A. Wharton
Patricia A. Wharton, counsel to the
Loughborough Commons Community
Improvement District

Subscribed and sworn to before me this 25th day of May, 2012.

Joan M. Wise
Notary Public

(SEAL)

My commission expires:



JOAN M. WISE
My Commission Expires
December 22, 2015
St. Louis City
Commission #11404903

RESOLUTION NO. 2012-01

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING APPOINTMENT FOR NEW BOARD
MEMBER**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) by assessed value of all real property within the District, and (b) per capita of all real property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to the Bylaws of the District, the officers of the District shall be elected or appointed annually by the Board of Directors, to serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified.; and

WHEREAS, David Ramirez was elected to the office of Treasurer at the annual meeting of the Board of Directors on May 31, 2011; and

WHEREAS, it was the intent of the Board of Directors to appoint Jill Duchinsky as Treasurer of the District upon receipt of her Commission from the Mayor of the City, at which time David Ramirez would relinquish the office of Treasurer; and

WHEREAS, effective March 9, 2012, Jill Duchinsky was appointed by the Mayor of the City as a Member of Board of Directors of the District, as evidenced by the Certificate attached hereto as Exhibit A; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District.

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

1. David Ramirez has relinquished his office of Treasurer of the District effective as of March 9, 2012.

2. The Board of Directors hereby simultaneously (a) acknowledges the appointment of Jill Duchinsky as a Member of the Board of Directors of the District effective as of her appointment by the Mayor on March 9, 2012; and (b) accepts David Ramirez' resignation from the office of Treasurer of the District; and (c) elects Jill Duchinsky to serve as Treasurer, effective as of her appointment to the Board of Directors on March 9, 2012, to hold such office

until the next annual meeting of the Board of Directors of the District, or until said individual no longer serves as a member of the Board of Directors of the District, or until his or her successor shall have been duly elected.

3. Any and all actions heretofore taken by Jill Duchinsky, as Treasurer of the District, including, but not limited to, the execution and delivery of such instruments, certificates and other documents and the incurrence of such costs and expenses as they may have been deemed necessary or desirable to carry out and perform her duties as Treasurer of the District and as required under the CID Act, be and are hereby approved, authorized, ratified and confirmed in all respects.

4. The District shall reimburse Jill Duchinsky for her reasonable out-of-pocket expenses, if any, incurred in the performance of her duties as Treasurer of the District.

5. This Resolution shall take effect and be in full force effective as of said March 9, 2012.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

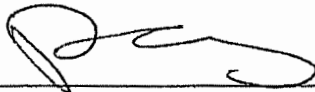
Approved this 30th day of May, 2012.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors

EXHIBIT A

JILL DUCHINSKY COMMISSION APPOINTMENT CERTIFICATE

[See attached.]

COMMISSION
CITY OF ST. LOUIS

To all whom it may concern

Be it known That Jill Duchinsky

of the City of St. Louis, in the State of Missouri, having been appointed by the Honorable

Francis G. Slay, Mayor

of the City of St. Louis,

to the position of Member of the Loughborough Commons C. I. D.

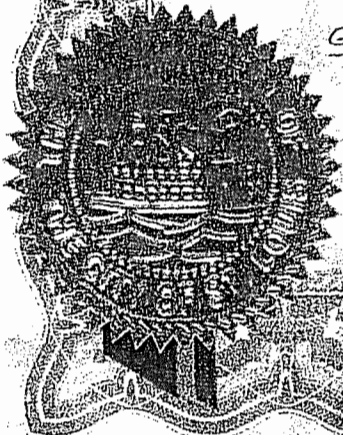
To Have and to Hold said Office and exercise the several duties, functions and franchises appertaining
thereto according to Charter and Ordinance for the term ending May 19th, 2014

unless sooner removed from office and until his successor shall be duly selected and qualified.

Given under my hand and the Corporate Seal of the said City this 9th

day of March A.D. 2012

Wynne Marshall, Deputy
REGISTER



RESOLUTION NO. 2012-02

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING RE-APPOINTMENT FOR BOARD
MEMBER WHOSE COMMISSION HAD EXPIRED**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) by assessed value of all real property within the District, and (b) per capita of all real property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to the Bylaws of the District, the officers of the District shall be elected or appointed annually by the Board of Directors, to serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified.; and

WHEREAS, the appointment of Michael L. Anthon as a Member of the Board of Directors of the District expired on May 19, 2011; and

WHEREAS, pursuant to that certain Resolution 2011-01 dated May 31, 2011, the Board acknowledged the continuation of Michael L. Anthon as a member of the Board of Directors of the District and an officer of the District pending reappointment by the Mayor of the City; and

WHEREAS, Michael L. Anthon was elected to the office of Chairman pursuant to that certain Resolution 2011-03 made by the Board of Directors of the District; and

WHEREAS, effective April 12, 2012, Michael L. Anthon was reappointed by the Mayor of the City as a Member of Board of Directors of the District, as evidenced by the Certificate attached hereto as **Exhibit A**; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District.

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

1. The Board of Directors hereby acknowledges the reappointment of Michael L. Anthon as a Member of the Board of Directors of the District effective as of his appointment by the Mayor on April 12, 2012 and his continuation in the office of Chairman effective as of said April 12, 2012, to hold such office until the next annual meeting of the Board of Directors of the

District, or until said individual no longer serves as a member of the Board of Directors of the District, or until his or her successor shall have been duly elected.

2. Any and all actions heretofore taken by Michael L. Anthon, as Chairman of the District, including, but not limited to, the execution and delivery of such instruments, certificates and other documents and the incurrence of such costs and expenses as they may have been deemed necessary or desirable to carry out and perform his duties as Chairman of the District and as required under the CID Act, be and are hereby approved, authorized, ratified and confirmed in all respects.

3. The District shall reimburse Michael L. Anthon for his reasonable out-of-pocket expenses, if any, incurred in the performance of his duties as Chairman of the District.

4. This Resolution shall take effect and be in full force effective as of said April 12, 2012.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

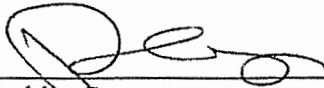
Approved this 30th day of May, 2012.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors

EXHIBIT A

MICHAEL L. ANTHON COMMISSION REAPPOINTMENT CERTIFICATE

[See attached.]

**COMMISSION
CITY OF ST. LOUIS**

To all whom it may concern

Be it known That Michael L. Anthon

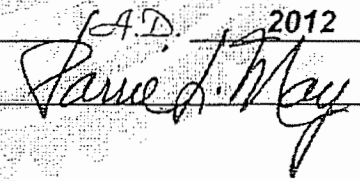
of the City of St. Louis, in the State of Missouri, having been reappointed by the Honorable
Francis G. Slay, Mayor of the City of St. Louis,

to the position of Member of the Loughborough Commons CID

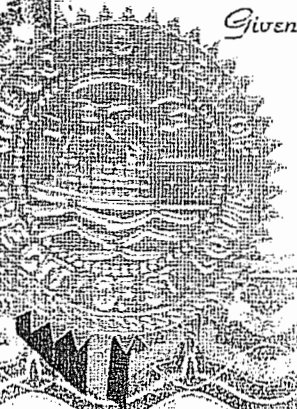
To Have and to Hold said Office and exercise the several duties, functions and franchises appertaining
thereto according to Charter and Ordinance for the term ending May 19, 2014
unless sooner removed from office and until his successor shall be duly selected and qualified.

Given under my hand and the Corporate Seal of the said City this 12th

day of April A.D. 2012



REGISTER



RESOLUTION NO. 2012-03

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING APPOINTMENT FOR NEW BOARD
MEMBER**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) by assessed value of all real property within the District, and (b) per capita of all real property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to the Bylaws of the District, the officers of the District shall be elected or appointed annually by the Board of Directors, to serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified.; and

WHEREAS, Franklin Sears was elected to the office of Vice Chair and Secretary at the annual meeting of the Board of Directors on May 31, 2011; and

WHEREAS, it was the intent of the Board of Directors to appoint Christopher P. Bertel as Vice Chair of the District upon receipt of his Commission from the Mayor of the City, at which time Franklin Sears would relinquish the office of Vice Chair; and

WHEREAS, effective April 16, 2012, Christopher P. Bertel was appointed by the Mayor of the City as a Member of the Board of Directors of the District, as evidenced by the Certificate attached hereto as Exhibit A; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT AS
FOLLOWS:**

1. Franklin Sears has relinquished the office of Vice Chair of the District effective as of April 16, 2012.

2. The Board of Directors hereby simultaneously (a) acknowledges the appointment of Christopher P. Bertel as a Member of the Board of Directors of the District effective as of his appointment by the Mayor on April 16, 2012; and (b) accepts Franklin Sears' resignation from the office of Vice Chair of the District; and (c) elects Christopher P. Bertel to serve as Vice Chair, effective as of his appointment to the Board of Directors on April 16, 2012, to hold such

office until the next annual meeting of the Board of Directors of the District, or until said individual no longer serves as a member of the Board of Directors of the District, or until his or her successor shall have been duly elected.

3. Any and all actions heretofore taken by Christopher P. Bertel, as Vice Chair of the District, including, but not limited to, the execution and delivery of such instruments, certificates and other documents and the incurrence of such costs and expenses as they may have been deemed necessary or desirable to carry out and perform his duties as Vice Chair of the District and as required under the CID Act, be and are hereby approved, authorized, ratified and confirmed in all respects.

4. The District shall reimburse Christopher P. Bertel for his reasonable out-of-pocket expenses, if any, incurred in the performance of his duties as Vice Chair of the District.

5. This Resolution shall take effect and be in full force effective as of said April 16, 2012.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

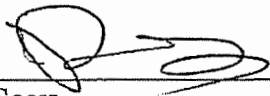
Approved this 3rd day of May, 2012.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors

EXHIBIT A

CHRISTOPHER P. BERTEL COMMISSION APPOINTMENT CERTIFICATE

[See attached.]

RESOLUTION NO. 2012-04

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS HELD ON MAY 31, 2011**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District");

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) assessed value of all real property within the District, and (b) per capital of all real property owners within the District, the Mayor of the City appointed members of the board of directors of the District serving such terms as designated by the Mayor of the City;

WHEREAS, pursuant to Paragraph 8 of Article IV of the Bylaws of the District, the Board of Directors shall conduct all meetings of the Board of Directors in accordance with the Sunshine Law of the State of Missouri; and

WHEREAS, pursuant to Section 610.020.7 of the Revised Statutes of Missouri, the Sunshine Law requires that minutes of meetings be taken and retained by the District.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF
DIRECTORS OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT AS FOLLOWS:**

1. The Board of Directors of the District hereby ratifies the minutes of the meeting of the Board of Directors held on May 31, 2011, attached hereto as Exhibit A and directs the Secretary of the Board of Directors to attest to such minutes as ratified.
2. The Board of Directors of the District further ratifies the following resolutions passed since the last annual meeting of the Board of Directors, including:
 - (a) Resolution 2012-01 confirming: (i) appointment of Jill Duchinsky to the Board of Directors of the District and election of same to the office of Treasurer effective March 9, 2012; and (ii) resignation of the office of Treasurer by David R. Ramirez effective March 9, 2012;
 - (b) Resolution 2012-02 confirming reappointment of Michael L. Anthon to the Board of Directors of the District effective April 12, 2012, and his continuation in the office of Chairman; and

- (c) Resolution 2012-03 confirming: (i) appointment of Christopher P. Bertel to the Board of Directors of the District and election of same to the office of Vice Chair effective April 16, 2012; and (ii) resignation of the office of Vice Chair by Franklin Sears effective April 16, 2012.

3. The Board of Directors of the District hereby directs that the minutes so attested and ratified be retained in the records of the District.

4. This resolution shall be in full force and effect from and after its adoption by the Board of Directors.

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This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

Approved this 30th day of May, 2012.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors

Exhibit A
Minutes of the May 31, 2011 Meeting of the Board of Directors

SEE ATTACHED

MINUTES

**MEETING OF THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT**

MAY 31, 2011

A meeting of the Board of Directors of the Loughborough Commons Community Improvement District ("District") was held at 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, on Tuesday, May 31, 2011 at 1:00 p.m.

1. Roll Call

The following members of the Board of Directors were present in person or via telephone conference and thereby constituted a quorum of the Directors:

Michael Anthon
Franklin Sears
David Ramirez

The following guests of the Board of Directors were present:

Tracy Ring – Greensfelder, Hemker & Gale, PC, District Counsel
Chris Bertel – The DESCO Group, Inc.
Jill Duchinsky – The DESCO Group, Inc.
Kathleen Wildhaber – The DESCO Group, Inc.

2. Considerations and Resolutions

A. The matter of continuation of terms for Board Members whose commissions have expired came on for consideration and was discussed. After consideration and discussion by the Board, Director Anthon moved for adoption of Resolution No. **2011-01**, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING APPOINTMENT AND CONTINUATION
OF TERMS FOR BOARD MEMBERS WHOSE COMMISSIONS HAVE EXPIRED.**

Director Sears seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

B. The matter of ratifying the Minutes of the May 27, 2010 meeting of the Board of Directors of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for the adoption of Resolution No. 2011-02, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS HELD ON MAY 27, 2010.**

Director Ramirez seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

C. The matter of electing the officers of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2011-03, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

Director Ramirez seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

D. The matter of approving an annual budget for the fiscal year beginning July 1, 2011 and ending June 30, 2012 came on for consideration and was discussed. After consideration and discussion by the Board, Director Ramirez made a motion for the adoption of Resolution No. 2011-04, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR 2011.**

Director Sears seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Franklin Sears

Nay: None

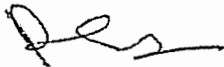
Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

3. New Business

After consideration and voting on the above resolutions, no new business matters came on for consideration:

4. Adjournment

There being no further business to come before the Board of Directors, upon motion duly made by Director Sears, seconded by Director Anthon and unanimously carried by the Board of Directors, the meeting was adjourned.



Franklin Sears, Secretary of the Board of Directors

MINUTES

**MEETING OF THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT**

MAY 31, 2011

A meeting of the Board of Directors of the Loughborough Commons Community Improvement District ("District") was held at 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, on Tuesday, May 31, 2011 at 1:00 p.m.

1. Roll Call

The following members of the Board of Directors were present in person or via telephone conference and thereby constituted a quorum of the Directors:

Michael Anthon
Franklin Sears
David Ramirez

The following guests of the Board of Directors were present:

Tracy Ring – Greensfelder, Hemker & Gale, PC, District Counsel
Chris Bertel – The DESCO Group, Inc.
Jill Duchinsky – The DESCO Group, Inc.
Kathleen Wildhaber – The DESCO Group, Inc.

2. Considerations and Resolutions

A. The matter of continuation of terms for Board Members whose commissions have expired came on for consideration and was discussed. After consideration and discussion by the Board, Director Anthon moved for adoption of Resolution No. **2011-01**, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING APPOINTMENT AND CONTINUATION
OF TERMS FOR BOARD MEMBERS WHOSE COMMISSIONS HAVE EXPIRED.**

Director Sears seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

B. The matter of ratifying the Minutes of the May 27, 2010 meeting of the Board of Directors of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for the adoption of Resolution No. 2011-02, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS HELD ON MAY 27, 2010.**

Director Ramirez seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

C. The matter of electing the officers of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2011-03, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

Director Ramirez seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Franklin Sears

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

D. The matter of approving an annual budget for the fiscal year beginning July 1, 2011 and ending June 30, 2012 came on for consideration and was discussed. After consideration and discussion by the Board, Director Ramirez made a motion for the adoption of Resolution No. 2011-04, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR 2011.**

Director Sears seconded the motion. Thereupon, the resolution was put to a roll call vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Franklin Sears

Nay: None

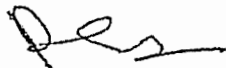
Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

3. New Business

After consideration and voting on the above resolutions, no new business matters came on for consideration:

4. Adjournment

There being no further business to come before the Board of Directors, upon motion duly made by Director Sears, seconded by Director Anthon and unanimously carried by the Board of Directors, the meeting was adjourned.



Franklin Sears, Secretary of the Board of Directors

RESOLUTION NO. 2012-05

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) by assessed value of all real property within the District, and (b) per capita of all property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to the Bylaws of the District, the officers of the District shall be elected or appointed annually by the Board of Directors, to serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District

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

1. The Board of Directors hereby elects the following individuals to serve the office set forth opposite his or her name, each to hold such office until the next annual meeting of the Board of Directors of the District, or until said individual no longer serves as a member of the Board of Directors of the District, or until his or her successor shall have been duly elected:

Chair:	Michael L. Anthon
Treasurer:	Jill Duchinsky
Vice Chair:	Christopher P. Bertel
Secretary:	Franklin Sears

2. The District shall reimburse each officer of the District for his or her reasonable out-of-pocket expenses incurred in the performance of their duties as such officer.

3. The District officers are hereby authorized to take such actions and file such reports as are required under the CID Act.

4. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

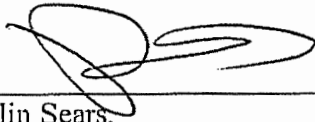
Approved this 30th day of May, 2012.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors

RESOLUTION NO. 2012-06

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2013**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) by assessed value of all real property within the District, and (b) per capita of all real property owners within the District, the Mayor of the City appointed members of the board of directors of the District (the "Board of Directors") serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to Section 67.1471.1 of the CID Act and District Resolution 2006-01, the District's fiscal year is July 1 – June 30; and

WHEREAS, pursuant to Section 67.1471.2 of the CID Act, the District is required to submit a proposed annual budget to the City for review and comment; and

WHEREAS, pursuant to Section 67.1471.3 of the CID Act, the District is required to adopt an annual budget; and

WHEREAS, pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis dated as of November 1, 2007 (the "Financing Agreement"), the Treasurer of the District shall include in the budget proposal submitted to the Board of Directors of the District a request for an appropriation of the CID Revenues for transfer to the Trustee; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District.

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

1. The District acknowledges that it has submitted a proposed budget to the City for review and comment for the fiscal year beginning July 1, 2012 and ending June 30, 2013 and that the City provided no comments thereto.

2. Each member of the Board of Directors acknowledges that he or she has received and reviewed, and the District hereby approves, the budget in substantially the form attached hereto as Exhibit A.

3. The Board of Directors hereby appropriates all CID Revenues to the Trustee for application in accordance with the Financing Agreement.

4. The District shall, and the officials, agents and employees of the District are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments, as may be necessary or desirable to carry out and comply with the intent of this Resolution, and to carry out, comply with and perform the duties of the District with respect to the annual budget requirements of the CID Act.

5. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors. All capitalized terms not defined herein shall have the same meaning attributed to them in the Financing Agreement.

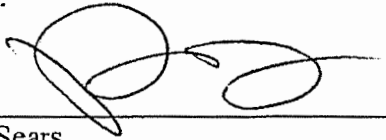
Approved this 30th day of May, 2012.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors

Exhibit A

Budget

SEE ATTACHED

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FISCAL YEAR JULY 1, 2012 TO JUNE 30, 2013
BUDGET MESSAGE
BY
JILL DUCHINSKY, TREASURER

Pursuant to the official results of the mail-in ballot from the qualified voters of the District of an election held on Tuesday, September 26, 2006, as certified by the St. Louis City Board of Election Commissioners September 28, 2006, the qualified voters of the District approved the imposition of a sales and use tax pursuant to Section 67.1545 of the CID Act in an aggregate amount equal to 1.000% (the "CID Sales Tax") for the purpose of financing the costs of certain community improvements and paying the costs of formation and operation of the District

On December 22, 2006, the District approved Resolution No. 2006-05 which authorized the execution of a development agreement between the District and Loughborough Commons, L.L.C. (the "Developer"), as the same may be amended from time to time (the "Agreement"). Pursuant to the Agreement, the Developer agreed to construct and implement the Project (as defined in the Agreement), and the District agreed to issue obligations to reimburse the Developer for such costs. The District began issuing such obligations to the Developer in 2007.

The District anticipates collecting approximately \$330,000 of tax revenues from the CID Sales Tax in the 2012-2013 Budget Year. It is hereby requested that such tax revenues be appropriated for transfer to UMB Bank, N.A. (the "Trustee") pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis. The CID Sales Tax will then be allocated to the various accounts and funds as required by the Trust Indenture between the District and the Trustee.

The District budget for the fiscal year ending June 30, 2013 will be submitted to the City of St. Louis Board of Aldermen and the District's Board of Directors for adoption and approval.

A summary comparative statement of estimated total receipts and transfers-in (excluding any beginning balances) and estimated total expenditures and transfers-out of certain funds for the 2012-2013 Budget Year and the three years next preceding is set forth below:

	2012-2013	2011-2012	2010-2011	2009-2010
	BUDGET	BUDGET	ACTUAL	ACTUAL
TOTAL RECEIPTS	\$330,009	\$300,005	\$303,594	\$310,769
TOTAL DISBURSEMENTS:				
Debt Service	(\$307,109)	(\$277,105)	(\$259,977)	(\$294,796)
Operating Fund	(15,000)	(15,000)		
Professional Fees, Services and costs	(\$7,900)	(7,900)	(3,548)	(7,962)

Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2012 through June 30, 2013

	Revenues Under Bond Indenture							Revenues Under Supplemental Trust Indenture							
	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance		75,000													
Summary of Receipts															
Sales Tax Revenue	330,000														
Note Proceeds															
Interest Earnings	9														
From Special Trust Fund		330,009													
From Revenue Fund			15,000	307,109											
Total Receipts and Beginning Balance	330,009	405,009	15,000	307,109	0	0	0	0	0	0	0	0	0	0	0
Summary of Disbursements															
To Revenue Fund	(330,009)														
To Operating Fund		(15,000)													
To Debt Service Fund		(307,109)													
To Debt Service Reserve Fund															
To Project Fund															
To Rebate Fund															
To Excess Revenue Fund															
Operating Expenses:															
Bank Fees			(50)												
Administrative Costs		(7,900)	(4,950)												
Insurance Expenses															
Legal Expenses			(5,000)												
Audit Fee			(5,000)												
Project Expenses															
Debt Instrument - Cost of Issuance															
Debt Service				(307,109)											
Total Disbursements	(330,009)	(330,009)	(15,000)	(307,109)	0	0	0	0	0	0	0	0	0	0	0
Other Financing Sources (Uses)															
Transfers In	330,009	405,009	15,000	307,109	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(330,009)	(330,009)	(15,000)	(307,109)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	75,000	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenues

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

March 28, 2012

VIA CERTIFIED MAIL NO. 91 7199 9991 7031 3728 5936
RETURN RECEIPT REQUESTED

Alderman Matt Villa
St. Louis City Board of Aldermen
City Hall, Room 230
1200 Market Street
St. Louis, MO 63103

**Re: Loughborough Commons Community Improvement District (the "District")
Budget**

Dear Alderman Villa:

Pursuant to Section 67.1471 of the Missouri Revised Statutes, no earlier than one hundred eighty days (January 1) and no later than ninety days (April 1) prior to the first day of the fiscal year (July 1) the board of the District shall submit to the St. Louis City Board of Aldermen (the "Board of Aldermen") a proposed annual budget, setting forth expected expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year. The Board of Aldermen may review and comment to the board on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments to the board no later than sixty (60) days prior to the first day of the fiscal year.

Enclosed herewith please find a draft budget for the District for the fiscal year ending June 30, 2013 for review and comment by the Board of Aldermen.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT

By: 
Jill Duchinsky, Treasurer

Enclosure

cc: Patricia Wharton, Greensfelder, Hemker & Gale, P.C.
Tracy R. Ring, Greensfelder, Hemker & Gale, P.C.

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

March 28, 2012

VIA CERTIFIED MAIL NO. 91 7199 9991 7031 3728 5929
RETURN RECEIPT REQUESTED

Lewis E. Reed, President
St. Louis City Board of Aldermen
1200 Market Street
St. Louis, MO 63103

**Re: Loughborough Commons Community Improvement District (the "District")
Budget**

Dear President Reed:

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IMPROVEMENT DISTRICT

By:



Jill Duchinsky, Treasurer

Enclosure

cc: Patricia Wharton, Greensfelder, Hemker & Gale, P.C.
Tracy R. Ring, Greensfelder, Hemker & Gale, P.C.

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FISCAL YEAR JULY 1, 2012 TO JUNE 30, 2013
BUDGET MESSAGE
BY
JILL DUCHINSKY, TREASURER

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TOTAL DISBURSEMENTS:				
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Operating Fund	(15,000)	(15,000)		
Professional Fees, Services and costs	(\$7,900)	(7,900)	(3,548)	(7,962)

Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2012 through June 30, 2013

Revenues Under Bond Indenture

Revenues Under Supplemental Trust Indenture

	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance		75,000													
Summary of Receipts															
Sales Tax Revenue	330,000	*													
Note Proceeds															
Interest Earnings	9														
From Special Trust Fund		330,009													
From Revenue Fund			15,000	307,109											
Total Receipts and Beginning Balance	330,009	405,009	15,000	307,109	0	0	0	0	0	0	0	0	0	0	0
Summary of Disbursements															
To Revenue Fund	(330,009)														
To Operating Fund		(15,000)													
To Debt Service Fund		(307,109)													
To Debt Service Reserve Fund															
To Project Fund															
To Rebate Fund															
To Excess Revenue Fund															
Operating Expenses:															
Bank Fees			(50)												
Administrative Costs		(7,900)	(4,950)												
Insurance Expenses															
Legal Expenses			(5,000)												
Audit Fee			(5,000)												
Project Expenses															
Debt Instrument - Cost of Issuance															
Debt Service				(307,109)											
Total Disbursements	(330,009)	(330,009)	(15,000)	(307,109)	0	0	0	0	0	0	0	0	0	0	0
Other Financing Sources (Uses)															
Transfers In	330,009	405,009	15,000	307,109	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(330,009)	(330,009)	(15,000)	(307,109)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	75,000	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenues

Patricia A. Wharton

From: Duchinsky, Jill <jduchinsky@Descogroup.com>
Sent: Wednesday, August 01, 2012 7:09 PM
To: Patricia A. Wharton
Cc: Wildhaber, Kathleen (DESCO)
Subject: FW: AOB Filing Confirmation Loughborough Commons Community Improvement
Distric - S073683

Hi Pat,

The notice was received by the former Treasurer, David Ramirez, on Friday. He completed the submission today and also changed the contact information to me.

Thank you for following up with us.

Please let me know if you have any questions.

Thanks!
Jill

Jill Duchinsky
Controller
The DESCO Group, Inc.
314.994.4221
jduchinsky@descogroup.com

From: PFDOnline@mec.mo.gov [mailto:PFDOnline@mec.mo.gov]
Sent: Wednesday, August 01, 2012 4:22 PM
To: Duchinsky, Jill
Cc: Wildhaber, Kathleen (DESCO); Duchinsky, Jill
Subject: AOB Filing Confirmation Loughborough Commons Community Improvement Distric - S073683

Thank you for filing your Annual Operating Budget statement with our office.

You have indicated Loughborough Commons Community Improvement Distric has an Annual Operating Budget of **\$1 million or under** for the 2012 budget year..

The information was electronically submitted on 8/1/2012 4:21:53 PM.

If you have any questions or need further assistance please contact our office.

Missouri Ethics Commission
573-751-2020
800-392-8660

Patricia A. Wharton

From: Duchinsky, Jill <jduchinsky@Descogroup.com>
Sent: Thursday, October 25, 2012 12:46 PM
To: polysubfs@auditor.mo.gov
Cc: Wildhaber, Kathleen (DESCO); Patricia A. Wharton
Subject: Financial Report for Loughborough Commons CID
Attachments: Missouri State Auditor Financial Report_2012.pdf

Please see the attached fiscal 2012 financial report for Loughborough Commons CID.

Please contact me with any questions.

Thank you,

Jill Duchinsky
Controller
The DESCO Group, Inc.
314.994.4221
jduchinsky@descogroup.com

MISSOURI LOCAL GOVERNMENT FINANCIAL STATEMENT	1. Financial Statement Summary for the Year Ended	Month June	Year 2012
	2. Name of political subdivision	Loughborough Commons CID	
	3. Political subdivision number	17-115-0002	
	4. Name of county	St. Louis City	
5. Name of contact Jill Duchinsky	6. Mailing address 25 North Brentwood Blvd		
7. Telephone number 314-994-4221	8. Fax number 314-994-4073	9. Email address jduchinsky@descogroup.com	
10. List up to 3 funds (other than General Fund) in the order you want them to appear in the Local Government Financial Statement (omit the word "fund")			
1. CID _____			
2. _____			
3. _____			

INSTRUCTIONS FOR COMPLETING FINANCIAL REPORT FOR POLITICAL SUBDIVISIONS

Please mail the completed form to
 State Auditor's Office
 P.O. Box 869
 Jefferson City, MO 65102
 OR Email to: polysubs@auditor.mo.gov

Part I – FINANCIAL STATEMENT

A. Receipts (pages 2 and 3)

1. **Property Tax** – Include real, personal, and other property tax, but do not include any tax revenues which you collect as agent for another governmental entity.
2. **Sales Tax** – Include any and all sales taxes by fund and type. Municipalities in St. Louis County should report their share of the county sales tax.
3. **Amusement Sales Tax** – Taxes on admission tickets and on gross receipts of all or specified types of amusement businesses.
4. **Motor Fuel Tax** – Taxes on gasoline, diesel oil, aviation fuel, gasohol, "ethanol," and any other fuels used in motor vehicles or aircraft.
5. **Public Utilities Sales Tax** – Taxes imposed distinctively on public utilities, and measured by gross receipts, gross earnings, or units of service sold, either as a direct tax on consumers or as a percentage of gross receipts of utility.
6. **Tobacco Products Tax** – Taxes on tobacco products and synthetic cigars and cigarettes, including related products like cigarette tubes and paper.
7. **Hotel/Motel and Restaurant/Meals Tax** – Sales tax on hotel/motel and restaurant/meals.
8. **Alcoholic Beverages Licensing and Permit Taxes** – Licenses for manufacturing, importing, wholesaling, and retailing of alcoholic beverages.
9. **Amusements Licensing and Permit Taxes** – Licenses on amusement businesses generally and on specific types of amusement enterprises or devices.
10. **Motor Vehicles Licensing and Permit Taxes** – Licenses imposed on owners or operators of motor vehicles for the right to use public roads.
11. **Franchise Tax (Public Utilities Tax)** – Licenses distinctively imposed on public utilities, whether privately or publicly owned.
12. **Occupation and Business Licensing and Permit Taxes** – Licenses required of persons engaged in particular professions, trades, or occupations.
13. **Other Licenses and Permit Fees** – License and inspections charges on buildings, animals, marriage, guns, etc.
14. **Intergovernmental Receipts** – Specify source of intergovernmental grants and monies received (federal, state or local).
15. **Charges for Services** – Include fees and service revenue.
17. **Utility Receipts** – Gross receipts of any water, electric, gas, or transit systems operated by your government, from utility sales and charges.

18. **Interest Earned** – Interest earned from investments.
19. **Fines, Costs, and Forfeitures** – Receipts from penalties imposed for violations of law and civil penalties.
20. **Rents** – Revenues from temporary possession or use of government-owned buildings, land, and other properties.
21. **Donations** – Gifts of cash or securities from private individuals or corporations.
22. **Other Receipts and Transfers** – Include any other receipts that your political subdivision receives that would not be included in the above categories.

Sections B and C Disbursements – Should be broken down by function and/or object. Governments having multiple functions, (such as police, fire, etc.) or objects (salaries, supplies, etc.) should provide both (if available) and the totals of both should agree.

- B. Disbursements By Function (pages 4 and 5)** – List amounts on the line pertaining to the category or write in a category on one of the blank lines.
- C. Disbursements By Object (pages 5 and 6)** – List amounts on the line pertaining to the category or write in a category on one of the blank lines.
- D. Statement Of Indebtedness (pages 6 and 7)** – This section requests information on debt issued by your political subdivision. Debt outstanding at the beginning of the fiscal year, plus debt issued less debt retired should equal the debt outstanding at the end of the fiscal year. All types of debt (e.g., general obligation bonds, revenue bonds, leases, notes) should be reported here.
- E. Interest on Debt – (page 7)** – Amounts of interest paid, including any interest paid on short-term or non-guaranteed obligations as well as general obligations.
- F. Statement of Assessed Valuation and Tax Rates (page 7)** – The assessed valuation information, will be available from your county. The tax rate information will pertain to the tax rate set for the fiscal year reported.

Part II – FINANCIAL STATEMENT SUMMARY (page 8)

Five columns are provided, one for the total of all funds, one for your General Fund, and three for any other funds which you may have. If you have funds in addition to your General Fund, such as a Debt Service, Street, Water, or Sewer Fund, you need to insert the name of any such fund in the blanks provided. If you have more than three funds in addition to your General Fund, you will need to attach a separate page showing the additional funds.

The beginning balance of each fund, plus total receipts, less total disbursements should equal your ending balance. Total receipts for each fund should equal the total receipts shown on page 3. Total disbursements for each fund should equal the total disbursements shown on page 6.

If you have any questions regarding the completion of this form, please feel free to call the Missouri State Auditor's Office, telephone (573) 751-4213.

NOTICE – State law requires political subdivisions to file a financial report with the State Auditor's Office each year pursuant to Section 105.145, RSMo, and 15 CSR 40-3.030.

Part I - FINANCIAL STATEMENT

Loughborough Commons CID

A. Receipts

FUNDS - Report in whole dollars

		TOTAL all funds	General Fund	CID Fund	Fund	Fund
1. Total property tax	T01	\$ 0	\$	\$	\$	\$
2. Total sales tax	T09	329,487		329,487		
3. Amusement sales tax	T11	0				
4. Motor fuel tax	T13	0				
5. Public utilities sales tax	T15	0				
6. Tobacco products tax	T16	0				
7. Hotel/Motel and restaurant/meals tax	T19	0				
8. Alcoholic beverages licensing and permit taxes	T20	0				
9. Amusement licensing and permit taxes	T21	0				
10. Motor vehicles licensing and permit taxes	T24	0				
11. Franchise tax (public utilities tax)	T27	0				
12. Occupation and business licensing and permit taxes	T28	0				
13. Other licenses and permit fees	T29	0				
14. Intergovernmental receipts						
a. _____		0				
b. _____		0				
c. _____		0				
d. _____		0				
e. _____		0				
f. _____		0				
g. _____		0				
h. _____		0				
i. TOTAL <i>Sum of lines 14a-h</i>		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
15. SUBTOTAL <i>Sum of items 1-14i</i>		\$ 329,487	\$ 0	\$ 329,487	\$ 0	\$ 0

Part I - FINANCIAL STATEMENT - Continued

Loughborough Commons CID
A. Receipts - Continued

		FUNDS - Report in whole dollars				
		TOTAL all funds	General Fund	CID Fund	Fund	Fund
15. SUBTOTAL <i>(from page 2)</i>		\$ 329,487	\$ 0	\$ 329,487	\$ 0	\$ 0
16. Charges for Services						
a.		0				
b.		0				
c.		0				
d. TOTAL <i>Sum of lines 16a-c</i>		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
17. Utility receipts						
a.		0				
b.		0				
c.		0				
d.		0				
e. TOTAL <i>Sum of lines 17a-d</i>		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
18. Interest earned	U20	8		8		
19. Fines, costs, and forfeitures	U30	0				
20. Rents	U40	0				
21. Donations	U50	0				
22. Other receipts and transfers						
a.		0				
b.		0				
c. Interfund transfers		0				
d. TOTAL <i>Sum of lines 22a-c</i>		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
23. TOTAL RECEIPTS Sum of items 15 through 22d		\$ 329,495	\$ 0	\$ 329,495	\$ 0	\$ 0

PLEASE CONTINUE WITH DISBURSEMENTS ON PAGE 4

Part I - FINANCIAL STATEMENT - Continued

Loughborough Commons CID
B. Disbursements (by function)

		FUNDS - Report in whole dollars				
		TOTAL all funds	General Fund	CID Fund	Fund	Fund
1. Highways and streets	E44	\$ 0	\$	\$	\$	\$
2. Financial administration	E23	0				
3. Central administration	E29	4,430		4,430		
4. Fire	E24	0				
5. Parks and recreation	E61	0				
6. Solid waste management	E81	0				
7. Sewerage	E80	0				
8. Water supply system	E91	0				
9. Hospitals	E36	0				
10. Health (other than hospital)	E32	0				
11. Police	E62	0				
12. Judicial and legal	E25	0				
13. Correctional institutions	E04	0				
14. Probation	E05	0				
15. General public buildings	E31	0				
16. Libraries	E52	0				
17. Public welfare	E79	0				
18. Protective inspection and regulation	E66	0				
19. Housing and community development	E50	0				
20. Economic development	E89	0				
21. Natural resources	E59	0				
22. Airports	E01	0				
23. SUBTOTAL Sum of lines 1-22		\$ 4,430	\$ 0	\$ 4,430	\$ 0	\$ 0

Part I - FINANCIAL STATEMENT - Continued

Loughborough Commons CID
B. Disbursements (by function)
 Continued

FUNDS - Report in whole dollars

		TOTAL all funds	General Fund	CID Fund	Fund	Fund
23. SUBTOTAL	(from page 4)	\$ 4,430	\$ 0	\$ 4,430	\$ 0	\$ 0
24.	Electric power system E92	0				
25.	Parking facilities E60	0				
26.	Gas supply system E93	0				
27.	Transit or bus system E94	0				
28.	Sea and inland port facilities E87	0				
29.	Miscellaneous commercial activities E09	0				
30.	Other - Specify					
a.	Debt Payments	326,605		326,605		
b.		0				
c.		0				
31.	Interfund transfers	0				
32.	TOTAL DISBURSEMENTS (by function) Sum of items 23-31	\$ 331,035	\$ 0	\$ 331,035	\$ 0	\$ 0
C. Disbursements (by object)						
1.	Salaries Z00	0				
2.	Fringe benefits	0				
3.	Operations	4,430		4,430		
4.	SUBTOTAL Sum of items C1-3	\$ 4,430	\$ 0	\$ 4,430	\$ 0	\$ 0

PLEASE CONTINUE WITH DISBURSEMENTS ON PAGE 6

Part I - FINANCIAL STATEMENT - Continued

Loughborough Commons CID
 B. Disbursements (by object) -
 Continued

	FUNDS - Report in whole dollars				
	TOTAL all funds	General Fund	CID Fund	Fund	Fund
4. SUBTOTAL (from page 5)	\$ 4,430	\$ 0	\$ 4,430	\$ 0	\$ 0
5. Capital expenditures - Specify					
a. _____	0				
b. _____	0				
c. _____	0				
d. _____	0				
e. _____	0				
f. _____	0				
g. _____	0				
6. Interfund transfers - Specify					
a. Debt Payments	326,605		326,605		
b. _____	0				
7. TOTAL DISBURSEMENTS (by object) Sum of items 4-6b	\$ 331,035	\$ 0	\$ 331,035	\$ 0	\$ 0

	FUNDS - Report in whole dollars			
	Outstanding Beginning of Fiscal Year	During Fiscal Year --		Outstanding End of Fiscal Year
		Issued	Retired	
D. Statement of Indebtedness				
1. General obligation bonds				
a. _____	19U	29U	39U	49U
b. _____				0
c. _____				0
2. Revenue bonds				
a. CID Bond 1	19U	29U	39U	49U
	1,174,800	0	205,200	969,600
b. CID Bond 2				
	2,768,040	0	0	2,768,040
c. _____				0
4. SUBTOTAL Sum of items D1 and 2	\$ 3,942,840	\$ 0	\$ 205,200	\$ 3,737,640

Part I - FINANCIAL STATEMENT - Continued

Loughborough Commons CID

D. Statement of Indebtedness
Continued

	FUNDS - Report in whole dollars			
	Outstanding Beginning of Fiscal Year	During Fiscal Year --		Outstanding End of Fiscal Year
		Issued	Retired	
3. SUBTOTAL (from page 6)	\$ 3,942,840	\$ 0	\$ 205,200	\$ 3,737,640
4. Other debt - Specify				
a. Developer Note	142,500	0	0	142,500
b.				0
c.				0
5. Conduit debt				0
6. TOTAL STATEMENT OF INDEBTEDNESS Sum of Items 3-5	\$ 4,085,340	\$ 0	\$ 205,200	\$ 3,880,140

E. Interest on Debt

1. Interest on water supply system debt	191	\$ _____
2. Interest on electric power system debt	192	\$ _____
3. Interest on gas supply system debt	193	\$ _____
4. Interest on transit or bus system debt	194	\$ _____
5. Interest on all other debt	189	\$ _____

F. Statement of Assessed Valuation and Tax Rates

1. Real estate	\$ _____
2. Personal property	_____
3. State assessed railroad and utility	_____
TOTAL VALUATION	
4. Sum of items F1-3	\$ _____ 0

Tax Rates Funds - Specify	Tax rate (per \$100)
1. _____	_____
2. _____	_____
3. _____	_____
4. _____	_____
5. _____	_____
6. _____	_____

Part II - FINANCIAL STATEMENT SUMMARY

Loughborough Commons CID

		FUNDS - Report in whole dollars			
TOTAL all funds		General Fund	CID Fund	Fund	Fund
A. Beginning balance	\$ 504,111	\$	\$ 504,111	\$	\$
B. Total receipts	329,495	0	329,495	0	0
C. Total disbursements	331,035	0	331,035	0	0
D. Ending balance	\$ 502,571	\$ 0	\$ 502,571	\$ 0	\$ 0

NOTES

Please use this space to provide additional explanations if the space provided for any item was not sufficient. Be sure to reference the item number.

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

April 1, 2013

VIA CERTIFIED MAIL NO. 91 7199 9991 7032 6966 6665
RETURN RECEIPT REQUESTED

Lewis E. Reed, President
St. Louis City Board of Aldermen
1200 Market Street
St. Louis, MO 63103

**Re: Loughborough Commons Community Improvement District (the "District")
Budget**

Dear President Reed:

Pursuant to Section 67.1471 of the Missouri Revised Statutes, no earlier than one hundred eighty days (January 1) and no later than ninety days (April 1) prior to the first day of the fiscal year (July 1) the board of the District shall submit to the St. Louis City Board of Aldermen (the "Board of Aldermen") a proposed annual budget, setting forth expected expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year. The Board of Aldermen may review and comment to the board on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments to the board no later than sixty (60) days prior to the first day of the fiscal year.

Enclosed herewith please find a draft budget for the District for the fiscal year ending June 30, 2014 for review and comment by the Board of Aldermen.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT

By:



Jill Duchinsky, Treasurer

Enclosure

cc: Patricia Wharton, Greensfelder, Hemker & Gale, P.C.
Tracy R. Ring, Greensfelder, Hemker & Gale, P.C.

**LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FISCAL YEAR JULY 1, 2013 TO JUNE 30, 2014
BUDGET MESSAGE
BY
JILL DUCHINSKY, TREASURER**

Pursuant to the official results of the mail-in ballot from the qualified voters of the District of an election held on Tuesday, September 26, 2006, as certified by the St. Louis City Board of Election Commissioners September 28, 2006, the qualified voters of the District approved the imposition of a sales and use tax pursuant to Section 67.1545 of the CID Act in an aggregate amount equal to 1.000% (the "CID Sales Tax") for the purpose of financing the costs of certain community improvements and paying the costs of formation and operation of the District

On December 22, 2006, the District approved Resolution No. 2006-05 which authorized the execution of a development agreement between the District and Loughborough Commons, L.L.C. (the "Developer"), as the same may be amended from time to time (the "Agreement"). Pursuant to the Agreement, the Developer agreed to construct and implement the Project (as defined in the Agreement), and the District agreed to issue obligations to reimburse the Developer for such costs. The District began issuing such obligations to the Developer in 2007.

The District anticipates collecting approximately \$310,000 of tax revenues from the CID Sales Tax in the 2013-2014 Budget Year. It is hereby requested that such tax revenues be appropriated for transfer to UMB Bank, N.A. (the "Trustee") pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis. The CID Sales Tax will then be allocated to the various accounts and funds as required by the Trust Indenture between the District and the Trustee.

The District budget for the fiscal year ending June 30, 2014 will be submitted to the City of St. Louis Board of Aldermen and the District's Board of Directors for adoption and approval.

A summary comparative statement of estimated total receipts and transfers-in (excluding any beginning balances) and estimated total expenditures and transfers-out of certain funds for the 2013-2014 Budget Year and the three years next preceding is set forth below:

	2013-2014	2012-2013	2011-2012	2010-2011
	BUDGET	BUDGET	ACTUAL	ACTUAL
TOTAL RECEIPTS	\$310,009	\$330,009	\$329,495	\$303,594
TOTAL DISBURSEMENTS:				
Debt Service	(\$287,109)	(\$307,109)	(\$326,605)	(\$259,977)
Operating Fund	(15,000)	(15,000)		
Professional Fees, Services and costs	(\$7,900)	(7,900)	(4,430)	(3,548)

Loughborough Commons Commun. Improvement District
Operating Budget

For the Fiscal Year July 1, 2013 through June 30, 2014

	Revenues Under Bond Indenture										Revenues Under Supplemental Trust Indenture				
	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance		90,000													
Summary of Receipts															
Sales Tax Revenue	310,000														
Note Proceeds															
Interest Earnings	9														
From Special Trust Fund		310,009													
From Revenue Fund			15,000	287,109											
Total Receipts and Beginning Balance	310,009	400,009	15,000	287,109	0	0	0	0	0	0	0	0	0	0	0
Summary of Disbursements															
To Revenue Fund	(310,009)														
To Operating Fund		(15,000)													
To Debt Service Fund		(287,109)													
To Debt Service Reserve Fund															
To Project Fund															
To Rebate Fund															
To Excess Revenue Fund															
Operating Expenses:															
Bank Fees			(50)												
Administrative Costs		(7,900)	(4,950)												
Insurance Expenses															
Legal Expenses			(5,000)												
Audit Fee			(5,000)												
Project Expenses															
Debt Instrument - Cost of Issuance															
Debt Service				(287,109)											
Total Disbursements	(310,009)	(310,009)	(15,000)	(287,109)	0	0	0	0	0	0	0	0	0	0	0
Other Financing Sources (Uses)															
Transfers In	310,009	400,009	15,000	287,109	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(310,009)	(310,009)	(15,000)	(287,109)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	90,000	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenues

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

April 1, 2013

VIA CERTIFIED MAIL NO. 91 7199 9991 7032 6966 6672
RETURN RECEIPT REQUESTED

Alderman Matt Villa
St. Louis City Board of Aldermen
City Hall, Room 230
1200 Market Street
St. Louis, MO 63103

**Re: Loughborough Commons Community Improvement District (the "District")
Budget**

Dear Alderman Villa:

Pursuant to Section 67.1471 of the Missouri Revised Statutes, no earlier than one hundred eighty days (January 1) and no later than ninety days (April 1) prior to the first day of the fiscal year (July 1) the board of the District shall submit to the St. Louis City Board of Aldermen (the "Board of Aldermen") a proposed annual budget, setting forth expected expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year. The Board of Aldermen may review and comment to the board on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments to the board no later than sixty (60) days prior to the first day of the fiscal year.

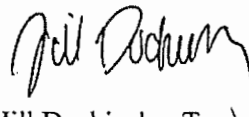
Enclosed herewith please find a draft budget for the District for the fiscal year ending June 30, 2014 for review and comment by the Board of Aldermen.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT

By:



Jill Duchinsky, Treasurer

Enclosure

cc: Patricia Wharton, Greensfelder, Hemker & Gale, P.C.
Tracy R. Ring, Greensfelder, Hemker & Gale, P.C.

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FISCAL YEAR JULY 1, 2013 TO JUNE 30, 2014
BUDGET MESSAGE
BY
JILL DUCHINSKY, TREASURER

Pursuant to the official results of the mail-in ballot from the qualified voters of the District of an election held on Tuesday, September 26, 2006, as certified by the St. Louis City Board of Election Commissioners September 28, 2006, the qualified voters of the District approved the imposition of a sales and use tax pursuant to Section 67.1545 of the CID Act in an aggregate amount equal to 1.000% (the "CID Sales Tax") for the purpose of financing the costs of certain community improvements and paying the costs of formation and operation of the District

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The District budget for the fiscal year ending June 30, 2014 will be submitted to the City of St. Louis Board of Aldermen and the District's Board of Directors for adoption and approval.

A summary comparative statement of estimated total receipts and transfers-in (excluding any beginning balances) and estimated total expenditures and transfers-out of certain funds for the 2013-2014 Budget Year and the three years next preceding is set forth below:

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Professional Fees, Services and costs	(\$7,900)	(7,900)	(4,430)	(3,548)

Loughborough Commons Communi. Improvement District
Operating Budget

For the Fiscal Year July 1, 2013 through June 30, 2014

	Revenues Under Bond Indenture										Revenues Under Supplemental Trust Indenture				
	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance		90,000													
Summary of Receipts															
Sales Tax Revenue	310,000														
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Interest Earnings	9														
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From Revenue Fund			15,000	287,109											
Total Receipts and Beginning Balance	310,009	400,009	15,000	287,109	0	0	0	0	0	0	0	0	0	0	0
Summary of Disbursements															
To Revenue Fund	(310,009)														
To Operating Fund		(15,000)													
To Debt Service Fund		(287,109)													
To Debt Service Reserve Fund															
To Project Fund															
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Operating Expenses:															
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Insurance Expenses															
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Project Expenses															
Debt Instrument - Cost of Issuance															
Debt Service				(287,109)											
Total Disbursements	(310,009)	(310,009)	(15,000)	(287,109)	0	0	0	0	0	0	0	0	0	0	0
Other Financing Sources (Uses)															
Transfers In	310,009	400,009	15,000	287,109	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(310,009)	(310,009)	(15,000)	(287,109)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	90,000	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenues

**LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT**

Notice of Open Meeting of the Board of Directors

Notice is hereby given that the Board of Directors of Loughborough Commons Community Improvement District will conduct a meeting at 10:30 a.m. on Tuesday, May 28, 2013, at the offices of Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, to consider and act upon the following:

1. Roll Call
2. Adoption of Resolution No. 2013-01, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE
MEETING OF THE BOARD OF DIRECTORS HELD ON MAY 30, 2012.**

3. Adoption of Resolution No. 2013-02, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS.**

4. Adoption of Resolution No. 2013-03, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2014.**

5. New business.
6. Discussion regarding setting date, time and place for the next meeting of the Board of Directors.

Some of the Board of Directors may participate by telephone or other electronic means. Any member of the public may observe and attend the meeting at the office identified above. Representatives of the news media may obtain copies of this notice by contacting: Tracy R. Ring, c/o Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, 314-335-6834. Persons with disabilities wishing to attend may contact Tracy R. Ring at the address and telephone number provided above prior to the meeting if accommodations are required.

Part
COPY

AFFIDAVIT

State of Missouri)
) ss.
City of St. Louis)

From TRR

I, David W. Sweeney, Clerk to the Board of Aldermen of the City of St. Louis, Missouri, being first duly sworn, state and certify that the attached notice of the meeting of the Board of Directors of the Loughborough Commons Community Improvement District to be held at 10:30 a.m. on May 28, 2013, (1) was posted at least 24 hours prior to the commencement of the meeting on a bulletin board or other prominent place at St. Louis City Hall, 1200 Market Street, St. Louis, Missouri 63103, which is easily accessible to the public, and (2) was made available to any representative of the news media who requested notice of the meeting.

David W. Sweeney

David W. Sweeney,
Clerk to the Board of Aldermen of the City
of St. Louis, Missouri

Subscribed and sworn to before me this 28th day of May, 2013.

Sherril E. Bill

Notary Public

(SEAL)

SHERRIL E. BILL Notary Public - Notary Seal State of Missouri Commissioned for St. Louis City My Commission Expires: March 18, 2017 Commission Number: 13237438

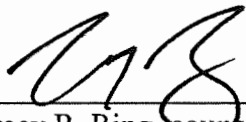
My commission expires:

*Tracy sent the
original to
Kathleen at
DESCO*

AFFIDAVIT

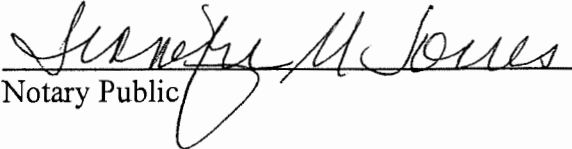
State of Missouri)
) ss.
City of St. Louis)

I, Tracy R. Ring, counsel to the Loughborough Commons Community Improvement District, being first duly sworn, state and certify that the attached notice of the meeting of the Board of Directors of the Loughborough Commons Community Improvement District to be held at 10:30 a.m. on May 28, 2013, (1) was posted at least 24 hours prior to the commencement of the meeting on a bulletin board or other prominent place at the offices of Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, which is easily accessible to the public, and (2) was made available to any representative of the news media who requested notice of the meeting.



Tracy R. Ring, counsel to the Loughborough
Commons Community Improvement
District

Subscribed and sworn to before me this 24th day of May, 2013.



Notary Public

(SEAL)

My commission expires:



JENNIFER M. JONES
My Commission Expires
August 28, 2016
St. Louis County
Commission #12388909

RESOLUTION NO. 2013-01

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS HELD ON MAY 30, 2012**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District");

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) assessed value of all real property within the District, and (b) per capital of all real property owners within the District, the Mayor of the City appointed members of the board of directors of the District serving such terms as designated by the Mayor of the City;

WHEREAS, pursuant to Paragraph 8 of Article IV of the Bylaws of the District, the Board of Directors shall conduct all meetings of the Board of Directors in accordance with the Sunshine Law of the State of Missouri; and

WHEREAS, pursuant to Section 610.020.7 of the Revised Statutes of Missouri, the Sunshine Law requires that minutes of meetings be taken and retained by the District.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF
DIRECTORS OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT AS FOLLOWS:**

1. The Board of Directors of the District hereby ratifies the minutes of the meeting of the Board of Directors held on May 30, 2012, attached hereto as Exhibit A and directs the Secretary of the Board of Directors to attest to such minutes as ratified.
2. The Board of Directors of the District hereby directs that the minutes so attested and ratified be retained in the records of the District.
3. This resolution shall be in full force and effect from and after its adoption by the Board of Directors.

[This space intentionally blank; signature page to follow]

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

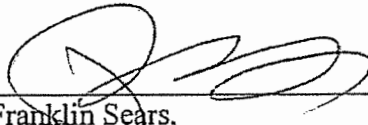
Approved this 28th day of May, 2013.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors



Exhibit A
Minutes of the May 30, 2012 Meeting of the Board of Directors

SEE ATTACHED

MINUTES

**MEETING OF THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT**

MAY 30, 2012

A meeting of the Board of Directors of the Loughborough Commons Community Improvement District ("District") was held at 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, on Wednesday, May 30, 2012 at 10:30 a.m.

1. Roll Call

The following members of the Board of Directors were present in person or via telephone conference and thereby constituted a quorum of the Directors:

Michael L. Anthon
Franklin Sears
David Ramirez
Christopher P. Bertel
Jill Duchinsky

The following guests of the Board of Directors were present:

Patricia A. Wharton – Greensfelder, Hemker & Gale, PC, District Counsel
Kathleen Wildhaber – The DESCO Group, Inc.

2. Considerations and Resolutions

A. The matter of new Board Member Jill Duchinsky and her appointment as Treasurer and resignation of David Ramirez as Treasurer came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for adoption of Resolution No. 2012-01, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING APPOINTMENT FOR NEW BOARD
MEMBER.**

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

B. The matter of the re-appointment of Board Member Michael L. Anthon whose term had expired and his continuation as Chairman came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for adoption of Resolution No. 2012-02, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING RE-APPOINTMENT FOR BOARD
MEMBER WHOSE COMMISSION HAD EXPIRED.**

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

C. The matter of new Board Member Chris Bertel and his appointment as Vice Chair and resignation of Franklin Sears as Vice Chair came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for adoption of Resolution No. 2012-03, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING APPOINTMENT FOR NEW BOARD
MEMBER.**

Director Anthon seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Chris Bertel
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

D. The matter of ratifying the Minutes of the May 31, 2011 meeting of the Board of Directors of the District came on for consideration and was discussed. After consideration and

discussion by the Board, Director Sears moved for the adoption of Resolution No. 2012-04, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS HELD ON MAY 31, 2011.**

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

E. The matter of electing the officers of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2012-05, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS.**

Director Anthon seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Chris Bertel
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

F. The matter of approving an annual budget for the fiscal year beginning July 1, 2012 and ending June 30, 2013 came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2012-06, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2013.**

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

3. New Business

After consideration and voting on the above resolutions, no new business matters came on for consideration:

4. Discussion regarding next Annual Meeting

All parties present acknowledged the next Annual Meeting would be held in May of 2013.

5. Adjournment

There being no further business to come before the Board of Directors, upon motion duly made by Director Sears, seconded by Director Bertel and unanimously carried by the Board of Directors, the meeting was adjourned.



Franklin Sears, Secretary of the Board of Directors

MINUTES

**MEETING OF THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT**

MAY 30, 2012

A meeting of the Board of Directors of the Loughborough Commons Community Improvement District ("District") was held at 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, on Wednesday, May 30, 2012 at 10:30 a.m.

1. Roll Call

The following members of the Board of Directors were present in person or via telephone conference and thereby constituted a quorum of the Directors:

Michael L. Anthon
Franklin Sears
David Ramirez
Christopher P. Bertel
Jill Duchinsky

The following guests of the Board of Directors were present:

Patricia A. Wharton – Greensfelder, Hemker & Gale, PC, District Counsel
Kathleen Wildhaber – The DESCO Group, Inc.

2. Considerations and Resolutions

A. The matter of new Board Member Jill Duchinsky and her appointment as Treasurer and resignation of David Ramirez as Treasurer came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for adoption of Resolution No. **2012-01**, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING APPOINTMENT FOR NEW BOARD
MEMBER.**

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

B. The matter of the re-appointment of Board Member Michael L. Anthon whose term had expired and his continuation as Chairman came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for adoption of Resolution No. 2012-02, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING RE-APPOINTMENT FOR BOARD
MEMBER WHOSE COMMISSION HAD EXPIRED.**

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

C. The matter of new Board Member Chris Bertel and his appointment as Vice Chair and resignation of Franklin Sears as Vice Chair came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for adoption of Resolution No. 2012-03, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING APPOINTMENT FOR NEW BOARD
MEMBER.**

Director Anthon seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Chris Bertel
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

D. The matter of ratifying the Minutes of the May 31, 2011 meeting of the Board of Directors of the District came on for consideration and was discussed. After consideration and

discussion by the Board, Director Sears moved for the adoption of Resolution No. 2012-04, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS HELD ON MAY 31, 2011.**

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

E. The matter of electing the officers of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2012-05, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS.**

Director Anthon seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Chris Bertel
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

F. The matter of approving an annual budget for the fiscal year beginning July 1, 2012 and ending June 30, 2013 came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2012-06, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2013.**

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

3. New Business


After consideration and voting on the above resolutions, no new business matters came on for consideration:

4. Discussion regarding next Annual Meeting

All parties present acknowledged the next Annual Meeting would be held in May of 2013.

5. Adjournment

There being no further business to come before the Board of Directors, upon motion duly made by Director Sears, seconded by Director Bertel and unanimously carried by the Board of Directors, the meeting was adjourned.



Franklin Sears, Secretary of the Board of Directors

RESOLUTION NO. 2013-02

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) by assessed value of all real property within the District, and (b) per capita of all property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to the Bylaws of the District, the officers of the District shall be elected or appointed annually by the Board of Directors, to serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District

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

1. The Board of Directors hereby elects the following individuals to serve the office set forth opposite his or her name, each to hold such office until the next annual meeting of the Board of Directors of the District, or until said individual no longer serves as a member of the Board of Directors of the District, or until his or her successor shall have been duly elected:

Chair:	Michael L. Anthon
Treasurer:	Jill Duchinsky
Vice Chair:	Christopher P. Bertel
Secretary:	Franklin Sears

2. The District shall reimburse each officer of the District for his or her reasonable out-of-pocket expenses incurred in the performance of their duties as such officer.

3. The District officers are hereby authorized to take such actions and file such reports as are required under the CID Act.

4. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

Approved this 28th day of May, 2013.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors

RESOLUTION NO. 2013-03

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2014**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) by assessed value of all real property within the District, and (b) per capita of all real property owners within the District, the Mayor of the City appointed members of the board of directors of the District (the "Board of Directors") serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to Section 67.1471.1 of the CID Act and District Resolution 2006-01, the District's fiscal year is July 1 – June 30; and

WHEREAS, pursuant to Section 67.1471.2 of the CID Act, the District is required to submit a proposed annual budget to the City for review and comment; and

WHEREAS, pursuant to Section 67.1471.3 of the CID Act, the District is required to adopt an annual budget; and

WHEREAS, pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis dated as of November 1, 2007 (the "Financing Agreement"), the Treasurer of the District shall include in the budget proposal submitted to the Board of Directors of the District a request for an appropriation of the CID Revenues for transfer to the Trustee; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District.

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

1. The District acknowledges that it has submitted a proposed budget to the City for review and comment for the fiscal year beginning July 1, 2013 and ending June 30, 2014 and that the City provided no comments thereto.
2. Each member of the Board of Directors acknowledges that he or she has received and reviewed, and the District hereby approves, the budget in substantially the form attached hereto as Exhibit A.

3. The Board of Directors hereby appropriates all CID Revenues to the Trustee for application in accordance with the Financing Agreement.

4. The District shall, and the officials, agents and employees of the District are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments, as may be necessary or desirable to carry out and comply with the intent of this Resolution, and to carry out, comply with and perform the duties of the District with respect to the annual budget requirements of the CID Act.

5. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors. All capitalized terms not defined herein shall have the same meaning attributed to them in the Financing Agreement.

Approved this 28th day of May, 2013.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors



Exhibit A

Budget

SEE ATTACHED

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

April 1, 2013

VIA CERTIFIED MAIL NO. 91 7199 9991 7032 6966 6665

RETURN RECEIPT REQUESTED

Lewis E. Reed, President
St. Louis City Board of Aldermen
1200 Market Street
St. Louis, MO 63103

**Re: Loughborough Commons Community Improvement District (the "District")
Budget**

Dear President Reed:

Pursuant to Section 67.1471 of the Missouri Revised Statutes, no earlier than one hundred eighty days (January 1) and no later than ninety days (April 1) prior to the first day of the fiscal year (July 1) the board of the District shall submit to the St. Louis City Board of Aldermen (the "Board of Aldermen") a proposed annual budget, setting forth expected expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year. The Board of Aldermen may review and comment to the board on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments to the board no later than sixty (60) days prior to the first day of the fiscal year.

Enclosed herewith please find a draft budget for the District for the fiscal year ending June 30, 2014 for review and comment by the Board of Aldermen.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT

By:



Jill Duchinsky, Treasurer

Enclosure

cc: Patricia Wharton, Greensfelder, Hemker & Gale, P.C.
Tracy R. Ring, Greensfelder, Hemker & Gale, P.C.

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FISCAL YEAR JULY 1, 2013 TO JUNE 30, 2014
BUDGET MESSAGE
BY
JILL DUCHINSKY, TREASURER

Pursuant to the official results of the mail-in ballot from the qualified voters of the District of an election held on Tuesday, September 26, 2006, as certified by the St. Louis City Board of Election Commissioners September 28, 2006, the qualified voters of the District approved the imposition of a sales and use tax pursuant to Section 67.1545 of the CID Act in an aggregate amount equal to 1.000% (the "CID Sales Tax") for the purpose of financing the costs of certain community improvements and paying the costs of formation and operation of the District

On December 22, 2006, the District approved Resolution No. 2006-05 which authorized the execution of a development agreement between the District and Loughborough Commons, L.L.C. (the "Developer"), as the same may be amended from time to time (the "Agreement"). Pursuant to the Agreement, the Developer agreed to construct and implement the Project (as defined in the Agreement), and the District agreed to issue obligations to reimburse the Developer for such costs. The District began issuing such obligations to the Developer in 2007.

The District anticipates collecting approximately \$310,000 of tax revenues from the CID Sales Tax in the 2013-2014 Budget Year. It is hereby requested that such tax revenues be appropriated for transfer to UMB Bank, N.A. (the "Trustee") pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis. The CID Sales Tax will then be allocated to the various accounts and funds as required by the Trust Indenture between the District and the Trustee.

The District budget for the fiscal year ending June 30, 2014 will be submitted to the City of St. Louis Board of Aldermen and the District's Board of Directors for adoption and approval.

A summary comparative statement of estimated total receipts and transfers-in (excluding any beginning balances) and estimated total expenditures and transfers-out of certain funds for the 2013-2014 Budget Year and the three years next preceding is set forth below:

	2013-2014	2012-2013	2011-2012	2010-2011
	BUDGET	BUDGET	ACTUAL	ACTUAL
TOTAL RECEIPTS	\$310,009	\$330,009	\$329,495	\$303,594
TOTAL DISBURSEMENTS:				
Debt Service	(\$287,109)	(\$307,109)	(\$326,605)	(\$259,977)
Operating Fund	(15,000)	(15,000)		
Professional Fees, Services and costs	(\$7,900)	(7,900)	(4,430)	(3,548)

Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2013 through June 30, 2014

Revenues Under Bond Indenture

Revenues Under Supplemental Trust Indenture

	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance		90,000													
Summary of Receipts															
Sales Tax Revenue	310,000														
Note Proceeds															
Interest Earnings	9														
From Special Trust Fund		310,009													
From Revenue Fund			15,000	287,109											
Total Receipts and Beginning Balance	310,009	400,009	15,000	287,109	0	0	0	0	0	0	0	0	0	0	0
Summary of Disbursements:															
To Revenue Fund	(310,009)														
To Operating Fund		(15,000)													
To Debt Service Fund		(287,109)													
To Debt Service Reserve Fund															
To Project Fund															
To Rebate Fund															
To Excess Revenue Fund															
Operating Expenses:															
Bank Fees			(50)												
Administrative Costs		(7,900)	(4,950)												
Insurance Expenses															
Legal Expenses			(5,000)												
Audit Fee			(5,000)												
Project Expenses															
Debt Instrument - Cost of Issuance															
Debt Service				(287,109)											
Total Disbursements	(310,009)	(310,009)	(15,000)	(287,109)	0	0	0	0	0	0	0	0	0	0	0
Other Financing Sources (Uses)															
Transfers In	310,009	400,009	15,000	287,109	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(310,009)	(310,009)	(15,000)	(287,109)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	90,000	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenues

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

April 1, 2013

VIA CERTIFIED MAIL NO. 91 7199 9991 7032 6966 6672
RETURN RECEIPT REQUESTED

Alderman Matt Villa
St. Louis City Board of Aldermen
City Hall, Room 230
1200 Market Street
St. Louis, MO 63103

**Re: Loughborough Commons Community Improvement District (the "District")
Budget**

Dear Alderman Villa:

Pursuant to Section 67.1471 of the Missouri Revised Statutes, no earlier than one hundred eighty days (January 1) and no later than ninety days (April 1) prior to the first day of the fiscal year (July 1) the board of the District shall submit to the St. Louis City Board of Aldermen (the "Board of Aldermen") a proposed annual budget, setting forth expected expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year. The Board of Aldermen may review and comment to the board on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments to the board no later than sixty (60) days prior to the first day of the fiscal year.

Enclosed herewith please find a draft budget for the District for the fiscal year ending June 30, 2014 for review and comment by the Board of Aldermen.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT

By:



Jill Duchinsky, Treasurer

Enclosure

cc: Patricia Wharton, Greensfelder, Hemker & Gale, P.C.
Tracy R. Ring, Greensfelder, Hemker & Gale, P.C.

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FISCAL YEAR JULY 1, 2013 TO JUNE 30, 2014
BUDGET MESSAGE
BY
JILL DUCHINSKY, TREASURER

Pursuant to the official results of the mail-in ballot from the qualified voters of the District of an election held on Tuesday, September 26, 2006, as certified by the St. Louis City Board of Election Commissioners September 28, 2006, the qualified voters of the District approved the imposition of a sales and use tax pursuant to Section 67.1545 of the CID Act in an aggregate amount equal to 1.000% (the "CID Sales Tax") for the purpose of financing the costs of certain community improvements and paying the costs of formation and operation of the District

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The District anticipates collecting approximately \$310,000 of tax revenues from the CID Sales Tax in the 2013-2014 Budget Year. It is hereby requested that such tax revenues be appropriated for transfer to UMB Bank, N.A. (the "Trustee") pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis. The CID Sales Tax will then be allocated to the various accounts and funds as required by the Trust Indenture between the District and the Trustee.

The District budget for the fiscal year ending June 30, 2014 will be submitted to the City of St. Louis Board of Aldermen and the District's Board of Directors for adoption and approval.

A summary comparative statement of estimated total receipts and transfers-in (excluding any beginning balances) and estimated total expenditures and transfers-out of certain funds for the 2013-2014 Budget Year and the three years next preceding is set forth below:

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Professional Fees, Services and costs	(\$7,900)	(7,900)	(4,430)	(3,548)

Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2013 through June 30, 2014

Revenues Under Bond Indenture

Revenues Under Supplemental Trust Indenture

	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance		90,000													
Summary of Receipts															
Sales Tax Revenue	310,000														
Note Proceeds															
Interest Earnings	9														
From Special Trust Fund		310,009													
From Revenue Fund			15,000	287,109											
Total Receipts and Beginning Balance	310,009	400,009	15,000	287,109	0	0	0	0	0	0	0	0	0	0	0
Summary of Disbursements															
To Revenue Fund	(310,009)														
To Operating Fund		(15,000)													
To Debt Service Fund		(287,109)													
To Debt Service Reserve Fund															
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Operating Expenses:															
Bank Fees			(50)												
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Legal Expenses			(5,000)												
Audit Fee			(5,000)												
Project Expenses															
Debt Instrument - Cost of Issuance															
Debt Service				(287,109)											
Total Disbursements	(310,009)	(310,009)	(15,000)	(287,109)	0	0	0	0	0	0	0	0	0	0	0
Other Financing Sources (Uses)															
Transfers In	310,009	400,009	15,000	287,109	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(310,009)	(310,009)	(15,000)	(287,109)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	90,000	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenues

103004

MINUTES

**MEETING OF THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT**

MAY 28, 2013

A meeting of the Board of Directors of the Loughborough Commons Community Improvement District ("District") was held at 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, on Wednesday, May 28, 2013 at 10:30 a.m.

1. Roll Call

The following members of the Board of Directors were present in person or via telephone conference and thereby constituted a quorum of the Directors:

Michael L. Anthon
Franklin Sears
David Ramirez
Christopher P. Bertel
Jill Duchinsky

The following guests of the Board of Directors were present:

Tracy R. Ring – Greensfelder, Hemker & Gale, PC, District Counsel
Kathleen Wildhaber – The DESCO Group, Inc.

2. Considerations and Resolutions

A. The matter of ratifying the Minutes of the May 30, 2012 meeting of the Board of Directors of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for the adoption of Resolution No. **2013--01**, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS HELD ON MAY 30, 2012.**

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

B. The matter of electing the officers of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. **2013-02**, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS.**

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

C. The matter of approving an annual budget for the fiscal year beginning July 1, 2013 and ending June 30, 2014 came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. **2013-03**, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2014.**

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

3. New Business

After consideration and voting on the above resolutions, no new business matters came on for consideration:

4. Discussion regarding next Annual Meeting

All parties present acknowledged the next Annual Meeting would be held in May of 2014.

5. Adjournment

There being no further business to come before the Board of Directors, upon motion duly made by Director Sears, seconded by Director Bertel and unanimously carried by the Board of Directors, the meeting was adjourned.



Franklin Sears, Secretary of the Board of Directors

Patricia A. Wharton

From: PFDOnline@mec.mo.gov
Sent: Friday, July 26, 2013 3:12 PM
To: jduchinsky@descogroup.com
Cc: kwildhaber@descogroup.com
Subject: AOB Filing Confirmation Loughborough Commons Community Improvement Distric - S073683

Thank you for filing your Annual Operating Budget statement with our office.

You have indicated Loughborough Commons Community Improvement Distric has an Annual Operating Budget of **\$1 million or under** for the 2013 budget year..

The information was electronically submitted on 7/26/2013 3:11:48 PM.

If you have any questions or need further assistance please contact our office.

Missouri Ethics Commission
573-751-2020
800-392-8660

Total Control Panel

[Login](#)

To: jduchinsky@descogroup.com
From: pfdonline@mec.mo.gov

Message Score: 1
My Spam Blocking Level: Low

High (60): Pass
Medium (75): Pass
Low (90): Pass

[Block](#) this sender
[Block](#) mec.mo.gov

This message was delivered because the content filter score did not exceed your filter level.

Patricia A. Wharton

From: Duchinsky, Jill <jduchinsky@Descogroup.com>
Sent: Friday, October 25, 2013 11:24 AM
To: 'polysubfs@auditor.mo.gov'
Cc: Wildhaber, Kathleen (DESCO); Patricia A. Wharton
Subject: Financial Report for Loughborough Commons CID
Attachments: Loughborough CID_Financial_Statement_06.30.13.pdf

Please see the attached fiscal 2013 financial report for Loughborough Commons CID.

Please contact me with any questions.

Thank you,

Jill Duchinsky
Controller
The DESCO Group, Inc.
314.994.4221
jduchinsky@descogroup.com

MISSOURI LOCAL GOVERNMENT FINANCIAL STATEMENT

1. Financial Statement Summary for the Year Ended	Month June	Year 2013
2. Name of political subdivision	Loughborough Commons CID	
3. Political subdivision number	17-115-0002	
4. Name of county	St. Louis City	
5. Name of contact Jill Duchinsky	6. Mailing address 25 North Brentwood Blvd	
7. Telephone number 314-994-4221	8. Fax number 314-994-4073	9. Email address jduchinsky@descogroup.com
10. List up to 3 funds (other than General Fund) in the order you want them to appear in the Local Government Financial Statement (omit the word "fund")	1. CID _____ 2. _____ 3. _____	

INSTRUCTIONS FOR COMPLETING FINANCIAL REPORT FOR POLITICAL SUBDIVISIONS

Please mail the completed form to **State Auditor's Office**
 P.O. Box 869
 Jefferson City, MO 65102
 OR Email to: polysubs@auditor.mo.gov

Part I – FINANCIAL STATEMENT

A. Receipts (pages 2 and 3)

- 1. Property Tax** – Include real, personal, and other property tax, but do not include any tax revenues which you collect as agent for another governmental entity.
- 2. Sales Tax** – Include any and all sales taxes by fund and type. Municipalities in St. Louis County should report their share of the county sales tax.
- 3. Amusement Sales Tax** – Taxes on admission tickets and on gross receipts of all or specified types of amusement businesses.
- 4. Motor Fuel Tax** – Taxes on gasoline, diesel oil, aviation fuel, gasohol, "ethanol," and any other fuels used in motor vehicles or aircraft.
- 5. Public Utilities Sales Tax** – Taxes imposed distinctively on public utilities, and measured by gross receipts, gross earnings, or units of service sold, either as a direct tax on consumers or as a percentage of gross receipts of utility.
- 6. Tobacco Products Tax** – Taxes on tobacco products and synthetic cigars and cigarettes, including related products like cigarette tubes and paper.
- 7. Hotel/Motel and Restaurant/Meals Tax** – Sales tax on hotel/motel and restaurant/meals.
- 8. Alcoholic Beverages Licensing and Permit Taxes** – Licenses for manufacturing, importing, wholesaling, and retailing of alcoholic beverages.
- 9. Amusements Licensing and Permit Taxes** – Licenses on amusement businesses generally and on specific types of amusement enterprises or devices.
- 10. Motor Vehicles Licensing and Permit Taxes** – Licenses imposed on owners or operators of motor vehicles for the right to use public roads.
- 11. Franchise Tax (Public Utilities Tax)** – Licenses distinctively imposed on public utilities, whether privately or publicly owned.
- 12. Occupation and Business Licensing and Permit Taxes** – Licenses required of persons engaged in particular professions, trades, or occupations.
- 13. Other Licenses and Permit Fees** – License and inspections charges on buildings, animals, marriage, guns, etc.
- 14. Intergovernmental Receipts** – Specify source of intergovernmental grants and monies received (federal, state or local).
- 16. Charges for Services** – Include fees and service revenue.
- 17. Utility Receipts** – Gross receipts of any water, electric, gas, or transit systems operated by your government, from utility sales and charges.

- 18. Interest Earned** – Interest earned from investments.
- 19. Fines, Costs, and Forfeitures** – Receipts from penalties imposed for violations of law and civil penalties.
- 20. Rents** – Revenues from temporary possession or use of government-owned buildings, land, and other properties.
- 21. Donations** – Gifts of cash or securities from private individuals or corporations.
- 22. Other Receipts and Transfers** – Include any other receipts that your political subdivision receives that would not be included in the above categories.

Sections B and C Disbursements – Should be broken down by function and/or object. Governments having multiple functions, (such as police, fire, etc.) or objects (salaries, supplies, etc.) should provide both (if available) and the totals of both should agree.

- B. Disbursements By Function (pages 4 and 5)** – List amounts on the line pertaining to the category or write in a category on one of the blank lines.
- C. Disbursements By Object (pages 5 and 6)** – List amounts on the line pertaining to the category or write in a category on one of the blank lines.
- D. Statement Of Indebtedness (pages 6 and 7)** – This section requests information on debt issued by your political subdivision. Debt outstanding at the beginning of the fiscal year, plus debt issued less debt retired should equal the debt outstanding at the end of the fiscal year. All types of debt (e.g., general obligation bonds, revenue bonds, leases, notes) should be reported here.
- E. Interest on Debt – (page 7)** – Amounts of interest paid, including any interest paid on short-term or non-guaranteed obligations as well as general obligations.
- F. Statement of Assessed Valuation and Tax Rates (page 7)** – The assessed valuation information, will be available from your county. The tax rate information will pertain to the tax rate set for the fiscal year reported.

Part II – FINANCIAL STATEMENT SUMMARY (page 8) –

Five columns are provided, one for the total of all funds, one for your General Fund, and three for any other funds which you may have. If you have funds in addition to your General Fund, such as a Debt Service, Street, Water, or Sewer Fund, you need to insert the name of any such fund in the blanks provided. If you have more than three funds in addition to your General Fund, you will need to attach a separate page showing the additional funds.

The beginning balance of each fund, plus total receipts, less total disbursements should equal your ending balance. Total receipts for each fund should equal the total receipts shown on page 3. Total disbursements for each fund should equal the total disbursements shown on page 6.

If you have any questions regarding the completion of this form, please feel free to call the Missouri State Auditor's Office, telephone (573) 751-4213.

NOTICE – State law requires political subdivisions to file a financial report with the State Auditor's Office each year pursuant to Section 105.145, RSMo, and 15 CSR 40-3.030.

Part I - FINANCIAL STATEMENT

Loughborough Commons CID
A. Receipts

		FUNDS - Report in whole dollars				
		TOTAL all funds	General Fund	CID Fund	Fund	Fund
1. Total property tax	T01	\$ 0	\$	\$	\$	\$
2. Total sales tax	T09	289,516		289,516		
3. Amusement sales tax	T11	0				
4. Motor fuel tax	T13	0				
5. Public utilities sales tax	T15	0				
6. Tobacco products tax	T16	0				
7. Hotel/Motel and restaurant/meals tax	T19	0				
8. Alcoholic beverages licensing and permit taxes	T20	0				
9. Amusement licensing and permit taxes	T21	0				
10. Motor vehicles licensing and permit taxes	T24	0				
11. Franchise tax (public utilities tax)	T27	0				
12. Occupation and business licensing and permit taxes	T28	0				
13. Other licenses and permit fees	T29	0				
14. Intergovernmental receipts						
a. _____		0				
b. _____		0				
c. _____		0				
d. _____		0				
e. _____		0				
f. _____		0				
g. _____		0				
h. _____		0				
i. TOTAL Sum of lines 14a-h		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
15. SUBTOTAL Sum of items 1-14i		\$ 289,516	\$ 0	\$ 289,516	\$ 0	\$ 0

Part I - FINANCIAL STATEMENT - Continued

Loughborough Commons CID
A. Receipts - Continued

		FUNDS - Report in whole dollars				
		TOTAL all funds	General Fund	CID Fund	Fund	Fund
15. SUBTOTAL <i>(from page 2)</i>	\$	289,516	\$ 0	\$ 289,516	\$ 0	\$ 0
16. Charges for Services						
a.		0				
b.		0				
c.		0				
d. TOTAL <i>Sum of lines 16a-c</i>	\$	0	\$ 0	\$ 0	\$ 0	\$ 0
17. Utility receipts						
a.		0				
b.		0				
c.		0				
d.		0				
e. TOTAL <i>Sum of lines 17a-d</i>	\$	0	\$ 0	\$ 0	\$ 0	\$ 0
18. Interest earned	U20	7		7		
19. Fines, costs, and forfeitures	U30	0				
20. Rents	U40	0				
21. Donations	U50	0				
22. Other receipts and transfers						
a.		0				
b.		0				
c. Interfund transfers		0				
d. TOTAL <i>Sum of lines 22a-c</i>	\$	0	\$ 0	\$ 0	\$ 0	\$ 0
23. TOTAL RECEIPTS Sum of items 15 through 22d	\$	289,523	\$ 0	\$ 289,523	\$ 0	\$ 0

PLEASE CONTINUE WITH DISBURSEMENTS ON PAGE 4

Part I - FINANCIAL STATEMENT - Continued

Loughborough Commons CID
B. Disbursements (by function)

		FUNDS - Report in whole dollars				
		TOTAL all funds	General Fund	CID Fund	Fund	Fund
1. Highways and streets	E44	\$ 0	\$	\$	\$	\$
2. Financial administration	E23	0				
3. Central administration	E29	7,133		7,133		
4. Fire	E24	0				
5. Parks and recreation	E61	0				
6. Solid waste management	E81	0				
7. Sewerage	E80	0				
8. Water supply system	E91	0				
9. Hospitals	E36	0				
10. Health (other than hospital)	E32	0				
11. Police	E62	0				
12. Judicial and legal	E25	0				
13. Correctional institutions	E04	0				
14. Probation	E05	0				
15. General public buildings	E31	0				
16. Libraries	E52	0				
17. Public welfare	E79	0				
18. Protective inspection and regulation	E66	0				
19. Housing and community development	E50	0				
20. Economic development	E89	0				
21. Natural resources	E59	0				
22. Airports	E01	0				
23. SUBTOTAL						
Sum of lines 1-22		\$ 7,133	\$ 0	\$ 7,133	\$ 0	\$ 0

Part I - FINANCIAL STATEMENT - Continued

Loughborough Commons CID
B. Disbursements (by function)
 Continued

FUNDS - Report in whole dollars

		TOTAL all funds	General Fund	CID Fund	Fund	Fund
23. SUBTOTAL (from page 4)		\$ 7,133	\$ 0	\$ 7,133	\$ 0	\$ 0
24.						
Electric power system	E92	0				
25.						
Parking facilities	E60	0				
26.						
Gas supply system	E93	0				
27.						
Transit or bus system	E94	0				
28.						
Sea and inland port facilities	E87	0				
29.						
Miscellaneous commercial activities	E03	0				
30. Other - Specify						
a. Debt Payments		304,675		304,675		
b.		0				
c.		0				
31.						
Interfund transfers		0				
32. TOTAL DISBURSEMENTS (by function) Sum of items 23-31		\$ 311,808	\$ 0	\$ 311,808	\$ 0	\$ 0
C. Disbursements (by object)						
1. Salaries	Z00	0				
2. Fringe benefits		0				
3. Operations		7,133		7,133		
4. SUBTOTAL Sum of items C1-3		\$ 7,133	\$ 0	\$ 7,133	\$ 0	\$ 0

PLEASE CONTINUE WITH DISBURSEMENTS ON PAGE 6

Part I - FINANCIAL STATEMENT - Continued

Loughborough Commons CID
B. Disbursements (by object) - Continued

	FUNDS - Report in whole dollars				
	TOTAL all funds	General Fund	CID Fund	Fund	Fund
4. SUBTOTAL (from page 5)	\$ 7,133	\$ 0	\$ 7,133	\$ 0	\$ 0
5. Capital expenditures - Specify					
a. _____	0				
b. _____	0				
c. _____	0				
d. _____	0				
e. _____	0				
f. _____	0				
g. _____	0				
6. Interfund transfers - Specify					
a. Debt Payments	304,675		304,675		
b. _____	0				
7. TOTAL DISBURSEMENTS (by object) Sum of items 4-6b	\$ 311,808	\$ 0	\$ 311,808	\$ 0	\$ 0

	FUNDS - Report in whole dollars			
	Outstanding Beginning of Fiscal Year	During Fiscal Year --		Outstanding End of Fiscal Year
		Issued	Retired	
D. Statement of Indebtedness				
1. General obligation bonds	19U	29U	39U	49U
a. _____				0
b. _____				0
c. _____				0
2. Revenue bonds	19U	29U	39U	49U
a. CID Bond 1	969,600	0	212,400	757,200
b. CID Bond 2	2,768,040	0	0	2,768,040
c. _____				0
4. SUBTOTAL Sum of items D1 and 2	\$ 3,737,640	\$ 0	\$ 212,400	\$ 3,525,240

Part I - FINANCIAL STATEMENT - Continued

Loughborough Commons CID

**D. Statement of Indebtedness
Continued**

	FUNDS - Report in whole dollars			Outstanding End of Fiscal Year
	Outstanding Beginning of Fiscal Year	During Fiscal Year --		
		Issued	Retired	
3. SUBTOTAL (from page 6)	\$ 3,737,640	\$ 0	\$ 212,400	\$ 3,525,240
4. Other debt - Specify				
a. Developer Note	142,500	0	0	142,500
b. _____				0
c. _____				0
5. Conduit debt				0
6. TOTAL STATEMENT OF INDEBTEDNESS Sum of items 3-5	\$ 3,880,140	\$ 0	\$ 212,400	\$ 3,667,740

E. Interest on Debt

1. Interest on water supply system debt	191	\$ _____
2. Interest on electric power system debt	192	\$ _____
3. Interest on gas supply system debt	193	\$ _____
4. Interest on transit or bus system debt	194	\$ _____
5. Interest on all other debt	189	\$ _____

**F. Statement of Assessed Valuation
and Tax Rates**

1. Real estate	\$ _____
2. Personal property	_____
3. State assessed railroad and utility	_____

TOTAL VALUATION

4. Sum of items F1-3 \$ _____ 0

Tax Rates Funds - Specify
Tax rate (per \$100)

1. _____	_____
2. _____	_____
3. _____	_____
4. _____	_____
5. _____	_____
6. _____	_____

Part II - FINANCIAL STATEMENT SUMMARY

Loughborough Commons CID

<i>FUNDS - Report in whole dollars</i>					
TOTAL all funds	General Fund	CID Fund	Fund	Fund	Fund
A. Beginning balance	\$ 502,571	\$ 502,571			
B. Total receipts	289,523	0	289,523	0	0
C. Total disbursements	311,808	0	311,808	0	0
D. Ending balance	\$ 480,286	\$ 0	\$ 480,286	\$ 0	\$ 0

NOTES

Please use this space to provide additional explanations if the space provided for any item was not sufficient. Be sure to reference the item number.

Patricia A. Wharton

From: Duchinsky, Jill <jduchinsky@Descogroup.com>
Sent: Monday, October 28, 2013 11:28 AM
To: 'missouridevelopment@ded.mo.gov'
Cc: Patricia A. Wharton; Wildhaber, Kathleen (DESCO)
Subject: Community Improvement District Annual Report
Attachments: CID Annual Report Form.pdf; 20130528-LoughboroughCommonsCID-Resolution2013-01-Rat05302012Min.pdf; 20130528-LoughboroughCommonsCID-Resolution2013-02-ApptOfficers.pdf; 20130528-LoughboroughCommonsCID-Resolution2013-03-AdoptFiscalBudget.pdf

Please see the attached 2013 Annual Report and resolutions for Loughborough Commons CID. Please contact me with any questions.

Thank you,

Jill Duchinsky
Controller
The DESCO Group, Inc.
314.994.4221
jduchinsky@descogroup.com

MISSOURI DEPARTMENT OF ECONOMIC DEVELOPMENT

COMMUNITY IMPROVEMENT DISTRICT ANNUAL REPORT

2013 FISCAL YEAR

67.1471.4 RSMo "Within one hundred twenty days after the end of each fiscal year, the District shall submit a report to the Municipal Clerk and the Missouri Department of Economic Development stating the services provided, revenues collected and expenditures made by the district during such fiscal year, and copies of written resolutions approved by the Board during the fiscal year. The Municipal Clerk shall retain this report as part of the official records of the municipality and shall also cause this report to be spread upon the records of the governing body.

Section 1: Description

1. Name of C.I.D . Loughborough Commons Community Improvement District
2. Name of municipality City of Saint Louis, MO
3. Report period, from 7/1/12 to 6/30/13
4. Name of person preparing this report Jill Duchinsky
5. Contact information: Municipality
 - a. Responsible department / agency _____
 - b. Contact person _____
 - c. Phone _____ Fax _____
 - d. Email address _____
6. Contact information: C.I.D.
 - a. Chief officer of the governing board Michael Anthon
 - b. Phone 314-994-4452 Fax 314-994-4450
 - c. Email address manthon@descogroup.com

7. Names of the members of the governing board of the C.I.D. as of the date of the most recent Annual Meeting:

Michael Anthon – Chair

Franklin Sears – Secretary & Vice Chair

Jill Duchinsky – Treasurer

Chris Bertel – Vice Chair

8. Date of the most recent Annual Meeting of the C.I.D. 5/28/13

9. Original date of establishment of the C.I.D. 5/17/06

10. C.I.D. establishing Ordinance No. 67088

Section 2: Purpose

1. State the primary responsibility(s) of the C.I.D., and the specific services provided during the previous fiscal year.

To assist in the completion and funding of certain transportation, utility and other physical improvements within the district, including the demolition of existing structures and the excavation, removal, grading, construction, installation, repair and maintenance of various transportation, parking, utility, drainage, screening and other related improvements.

Section 3: Financials

1. The C.I.D. is established as a: Political subdivision
 Not-for-profit Corporation
2. State the total amount of C.I.D. revenues collected during the previous fiscal year, and list revenues by their source (special assessments, rent, fees, grants, etc.)

<u>\$ Amount</u>	<u>Source</u>
------------------	---------------

\$289,516	Sales tax receipts
-----------	--------------------

\$7	Interest
-----	----------

<u>\$ 289,523</u>	<u>Total</u>
-------------------	--------------

3. List all expenditures made by the C.I.D. during the previous fiscal year.

\$304,675	Debt Payments
-----------	---------------

\$7,133	Legal and accounting fees
---------	---------------------------

Section 4: Administrative

1. Attach copies of any written resolutions approved by the governing board of the C.I.D. during the previous fiscal year.

Send Report To:

**Missouri Department of Economic Development
Attn: Community Improvement District Annual Report
301 W. High Street, P.O. Box 118
Jefferson City, MO 65102
Fax 573-522-9462
Email missouridevelopment@ded.mo.gov**

For further information or assistance please call 573-526-8004 or 573-526-0748

RESOLUTION NO. 2013-02

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) by assessed value of all real property within the District, and (b) per capita of all property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to the Bylaws of the District, the officers of the District shall be elected or appointed annually by the Board of Directors, to serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT AS
FOLLOWS:**

1. The Board of Directors hereby elects the following individuals to serve the office set forth opposite his or her name, each to hold such office until the next annual meeting of the Board of Directors of the District, or until said individual no longer serves as a member of the Board of Directors of the District, or until his or her successor shall have been duly elected:

Chair:	Michael L. Anthon
Treasurer:	Jill Duchinsky
Vice Chair:	Christopher P. Bertel
Secretary:	Franklin Sears

2. The District shall reimburse each officer of the District for his or her reasonable out-of-pocket expenses incurred in the performance of their duties as such officer.

3. The District officers are hereby authorized to take such actions and file such reports as are required under the CID Act.

4. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

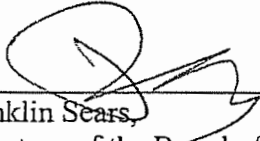
Approved this 28th day of May, 2013.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors



RESOLUTION NO. 2013-01

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS HELD ON MAY 30, 2012**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District");

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) assessed value of all real property within the District, and (b) per capital of all real property owners within the District, the Mayor of the City appointed members of the board of directors of the District serving such terms as designated by the Mayor of the City;

WHEREAS, pursuant to Paragraph 8 of Article IV of the Bylaws of the District, the Board of Directors shall conduct all meetings of the Board of Directors in accordance with the Sunshine Law of the State of Missouri; and

WHEREAS, pursuant to Section 610.020.7 of the Revised Statutes of Missouri, the Sunshine Law requires that minutes of meetings be taken and retained by the District.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF
DIRECTORS OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT AS FOLLOWS:**

1. The Board of Directors of the District hereby ratifies the minutes of the meeting of the Board of Directors held on May 30, 2012, attached hereto as Exhibit A and directs the Secretary of the Board of Directors to attest to such minutes as ratified.
2. The Board of Directors of the District hereby directs that the minutes so attested and ratified be retained in the records of the District.
3. This resolution shall be in full force and effect from and after its adoption by the Board of Directors.

[This space intentionally blank; signature page to follow]

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

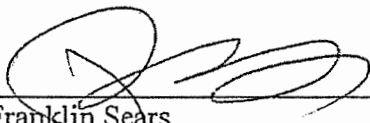
Approved this 28th day of May, 2013.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors



Exhibit A
Minutes of the May 30, 2012 Meeting of the Board of Directors

SEE ATTACHED

MINUTES

MEETING OF THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT

MAY 30, 2012

A meeting of the Board of Directors of the Loughborough Commons Community Improvement District ("District") was held at 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, on Wednesday, May 30, 2012 at 10:30 a.m.

1. Roll Call

The following members of the Board of Directors were present in person or via telephone conference and thereby constituted a quorum of the Directors:

Michael L. Anthon
Franklin Sears
David Ramirez
Christopher P. Bertel
Jill Duchinsky

The following guests of the Board of Directors were present:

Patricia A. Wharton – Greensfelder, Hemker & Gale, PC, District Counsel
Kathleen Wildhaber – The DESCO Group, Inc.

2. Considerations and Resolutions

A. The matter of new Board Member Jill Duchinsky and her appointment as Treasurer and resignation of David Ramirez as Treasurer came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for adoption of Resolution No. 2012-01, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING APPOINTMENT FOR NEW BOARD
MEMBER.**

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

B. The matter of the re-appointment of Board Member Michael L. Anthon whose term had expired and his continuation as Chairman came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for adoption of Resolution No. 2012-02, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING RE-APPOINTMENT FOR BOARD
MEMBER WHOSE COMMISSION HAD EXPIRED.**

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

C. The matter of new Board Member Chris Bertel and his appointment as Vice Chair and resignation of Franklin Sears as Vice Chair came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for adoption of Resolution No. 2012-03, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING APPOINTMENT FOR NEW BOARD
MEMBER.**

Director Anthon seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Chris Bertel
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

D. The matter of ratifying the Minutes of the May 31, 2011 meeting of the Board of Directors of the District came on for consideration and was discussed. After consideration and

discussion by the Board, Director Sears moved for the adoption of Resolution No. 2012-04, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS HELD ON MAY 31, 2011.**

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

E. The matter of electing the officers of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2012-05, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS.**

Director Anthon seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Chris Bertel
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

F. The matter of approving an annual budget for the fiscal year beginning July 1, 2012 and ending June 30, 2013 came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2012-06, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2013.**

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

3. New Business

After consideration and voting on the above resolutions, no new business matters came on for consideration:

4. Discussion regarding next Annual Meeting

All parties present acknowledged the next Annual Meeting would be held in May of 2013.

5. Adjournment

There being no further business to come before the Board of Directors, upon motion duly made by Director Sears, seconded by Director Bertel and unanimously carried by the Board of Directors, the meeting was adjourned.



Franklin Sears, Secretary of the Board of Directors

RESOLUTION NO. 2013-03

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2014**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) by assessed value of all real property within the District, and (b) per capita of all real property owners within the District, the Mayor of the City appointed members of the board of directors of the District (the "Board of Directors") serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to Section 67.1471.1 of the CID Act and District Resolution 2006-01, the District's fiscal year is July 1 – June 30; and

WHEREAS, pursuant to Section 67.1471.2 of the CID Act, the District is required to submit a proposed annual budget to the City for review and comment; and

WHEREAS, pursuant to Section 67.1471.3 of the CID Act, the District is required to adopt an annual budget; and

WHEREAS, pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis dated as of November 1, 2007 (the "Financing Agreement"), the Treasurer of the District shall include in the budget proposal submitted to the Board of Directors of the District a request for an appropriation of the CID Revenues for transfer to the Trustee; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District.

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

1. The District acknowledges that it has submitted a proposed budget to the City for review and comment for the fiscal year beginning July 1, 2013 and ending June 30, 2014 and that the City provided no comments thereto.
2. Each member of the Board of Directors acknowledges that he or she has received and reviewed, and the District hereby approves, the budget in substantially the form attached hereto as Exhibit A.

3. The Board of Directors hereby appropriates all CID Revenues to the Trustee for application in accordance with the Financing Agreement.

4. The District shall, and the officials, agents and employees of the District are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments, as may be necessary or desirable to carry out and comply with the intent of this Resolution, and to carry out, comply with and perform the duties of the District with respect to the annual budget requirements of the CID Act.

5. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors. All capitalized terms not defined herein shall have the same meaning attributed to them in the Financing Agreement.

Approved this 28th day of May, 2013.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors



Exhibit A

Budget

SEE ATTACHED

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

April 1, 2013

VIA CERTIFIED MAIL NO. 91 7199 9991 7032 6966 6665
RETURN RECEIPT REQUESTED

Lewis E. Reed, President
St. Louis City Board of Aldermen
1200 Market Street
St. Louis, MO 63103

Re: Loughborough Commons Community Improvement District (the "District")
Budget

Dear President Reed:

Pursuant to Section 67.1471 of the Missouri Revised Statutes, no earlier than one hundred eighty days (January 1) and no later than ninety days (April 1) prior to the first day of the fiscal year (July 1) the board of the District shall submit to the St. Louis City Board of Aldermen (the "Board of Aldermen") a proposed annual budget, setting forth expected expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year. The Board of Aldermen may review and comment to the board on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments to the board no later than sixty (60) days prior to the first day of the fiscal year.

Enclosed herewith please find a draft budget for the District for the fiscal year ending June 30, 2014 for review and comment by the Board of Aldermen.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT

By:



Jill Duchinsky, Treasurer

Enclosure

cc: Patricia Wharton, Greensfelder, Hemker & Gale, P.C.
Tracy R. Ring, Greensfelder, Hemker & Gale, P.C.

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FISCAL YEAR JULY 1, 2013 TO JUNE 30, 2014
BUDGET MESSAGE
BY
JILL DUCHINSKY, TREASURER

Pursuant to the official results of the mail-in ballot from the qualified voters of the District of an election held on Tuesday, September 26, 2006, as certified by the St. Louis City Board of Election Commissioners September 28, 2006, the qualified voters of the District approved the imposition of a sales and use tax pursuant to Section 67.1545 of the CID Act in an aggregate amount equal to 1.000% (the "CID Sales Tax") for the purpose of financing the costs of certain community improvements and paying the costs of formation and operation of the District

On December 22, 2006, the District approved Resolution No. 2006-05 which authorized the execution of a development agreement between the District and Loughborough Commons, L.L.C. (the "Developer"), as the same may be amended from time to time (the "Agreement"). Pursuant to the Agreement, the Developer agreed to construct and implement the Project (as defined in the Agreement), and the District agreed to issue obligations to reimburse the Developer for such costs. The District began issuing such obligations to the Developer in 2007.

The District anticipates collecting approximately \$310,000 of tax revenues from the CID Sales Tax in the 2013-2014 Budget Year. It is hereby requested that such tax revenues be appropriated for transfer to UMB Bank, N.A. (the "Trustee") pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis. The CID Sales Tax will then be allocated to the various accounts and funds as required by the Trust Indenture between the District and the Trustee.

The District budget for the fiscal year ending June 30, 2014 will be submitted to the City of St. Louis Board of Aldermen and the District's Board of Directors for adoption and approval.

A summary comparative statement of estimated total receipts and transfers-in (excluding any beginning balances) and estimated total expenditures and transfers-out of certain funds for the 2013-2014 Budget Year and the three years next preceding is set forth below:

	2013-2014	2012-2013	2011-2012	2010-2011
	BUDGET	BUDGET	ACTUAL	ACTUAL
TOTAL RECEIPTS	\$310,009	\$330,009	\$329,495	\$303,594
TOTAL DISBURSEMENTS:				
Debt Service	(\$287,109)	(\$307,109)	(\$326,605)	(\$259,977)
Operating Fund	(15,000)	(15,000)		
Professional Fees, Services and costs	(\$7,900)	(7,900)	(4,430)	(3,548)

Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2013 through June 30, 2014

Revenues Under Bond Indenture

Revenues Under Supplemental Trust Indenture

	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance		90,000													
Summary of Receipts															
Sales Tax Revenue	310,000														
Note Proceeds	9														
Interest Earnings		310,009													
From Special Trust Fund			15,000	287,109											
From Revenue Fund															
Total Receipts and Beginning Balance	310,009	400,009	15,000	287,109	0	0	0	0	0	0	0	0	0	0	0
Summary of Disbursements															
To Revenue Fund	(310,009)														
To Operating Fund		(15,000)													
To Debt Service Fund		(287,109)													
To Debt Service Reserve Fund															
To Project Fund															
To Rebate Fund															
To Excess Revenue Fund															
Operating Expenses:															
Bank Fees			(50)												
Administrative Costs		(7,900)	(4,950)												
Insurance Expenses															
Legal Expenses			(5,000)												
Audit Fee			(5,000)												
Project Expenses															
Debt Instrument - Cost of Issuance															
Debt Service				(287,109)											
Total Disbursements	(310,009)	(310,009)	(15,000)	(287,109)	0	0	0	0	0	0	0	0	0	0	0
Other Financing Sources (Uses)															
Transfers In	310,009	400,009	15,000	287,109	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(310,009)	(310,009)	(15,000)	(287,109)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	90,000	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenues

1000004

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

April 1, 2013

VIA CERTIFIED MAIL NO. 91 7199 9991 7032 6966 6672

RETURN RECEIPT REQUESTED

Alderman Matt Villa
St. Louis City Board of Aldermen
City Hall, Room 230
1200 Market Street
St. Louis, MO 63103

**Re: Loughborough Commons Community Improvement District (the "District")
Budget**

Dear Alderman Villa:

Pursuant to Section 67.1471 of the Missouri Revised Statutes, no earlier than one hundred eighty days (January 1) and no later than ninety days (April 1) prior to the first day of the fiscal year (July 1) the board of the District shall submit to the St. Louis City Board of Aldermen (the "Board of Aldermen") a proposed annual budget, setting forth expected expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year. The Board of Aldermen may review and comment to the board on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments to the board no later than sixty (60) days prior to the first day of the fiscal year.

Enclosed herewith please find a draft budget for the District for the fiscal year ending June 30, 2014 for review and comment by the Board of Aldermen.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT

By:



Jill Duchinsky, Treasurer

Enclosure

cc: Patricia Wharton, Greensfelder, Hemker & Gale, P.C.
Tracy R. Ring, Greensfelder, Hemker & Gale, P.C.

**LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FISCAL YEAR JULY 1, 2013 TO JUNE 30, 2014
BUDGET MESSAGE
BY
JILL DUCHINSKY, TREASURER**

Pursuant to the official results of the mail-in ballot from the qualified voters of the District of an election held on Tuesday, September 26, 2006, as certified by the St. Louis City Board of Election Commissioners September 28, 2006, the qualified voters of the District approved the imposition of a sales and use tax pursuant to Section 67.1545 of the CID Act in an aggregate amount equal to 1.000% (the "CID Sales Tax") for the purpose of financing the costs of certain community improvements and paying the costs of formation and operation of the District

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The District anticipates collecting approximately \$310,000 of tax revenues from the CID Sales Tax in the 2013-2014 Budget Year. It is hereby requested that such tax revenues be appropriated for transfer to UMB Bank, N.A. (the "Trustee") pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis. The CID Sales Tax will then be allocated to the various accounts and funds as required by the Trust Indenture between the District and the Trustee.

The District budget for the fiscal year ending June 30, 2014 will be submitted to the City of St. Louis Board of Aldermen and the District's Board of Directors for adoption and approval.

A summary comparative statement of estimated total receipts and transfers-in (excluding any beginning balances) and estimated total expenditures and transfers-out of certain funds for the 2013-2014 Budget Year and the three years next preceding is set forth below:

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Professional Fees, Services and costs	(\$7,900)	(7,900)	(4,430)	(3,548)

Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2013 through June 30, 2014

	Revenues Under Bond Indenture										Revenues Under Supplemental Trust Indenture				
	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
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Summary of Disbursements															
To Revenue Fund	(310,009)														
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To Excess Revenue Fund															
Operating Expenses:															
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Administrative Costs		(7,900)	(4,950)												
Insurance Expenses			(5,000)												
Legal Expenses			(5,000)												
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Project Expenses															
Debt Instrument - Cost of Issuance				(287,109)											
Debt Service															
Total Disbursements	(310,009)	(310,009)	(15,000)	(287,109)	0	0	0	0	0	0	0	0	0	0	0
Other Financing Sources (Uses)															
Transfers In	310,009	400,009	15,000	287,109	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(310,009)	(310,009)	(15,000)	(287,109)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	90,000	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenues



*Asset
Management*

VIA COURIER SERVICE

October 25, 2013

Brokerage

*Construction
Management*

Parrie May, City Register
City Hall Room 118
1200 Market Street
St. Louis, MO 63103

*Corporate
Real Estate*

Dear Ms. May:

Development

Enclosed please find the annual financial report for Loughborough Commons CID for fiscal year ending June 30, 2013. Also enclosed are the resolutions approved during the fiscal year.

*Property
Management*

If you have any questions or require any additional information, feel free to contact me at 314-994-4221.

Sincerely,

A handwritten signature in cursive script that reads "Jill Duchinsky".

Jill Duchinsky
Controller

Enclosures

cc: Vince Garozzo (w/o enc)

MISSOURI DEPARTMENT OF ECONOMIC DEVELOPMENT

COMMUNITY IMPROVEMENT DISTRICT ANNUAL REPORT 2013 FISCAL YEAR

67.1471.4 RSMo "Within one hundred twenty days after the end of each fiscal year, the District shall submit a report to the Municipal Clerk and the Missouri Department of Economic Development stating the services provided, revenues collected and expenditures made by the district during such fiscal year, and copies of written resolutions approved by the Board during the fiscal year. The Municipal Clerk shall retain this report as part of the official records of the municipality and shall also cause this report to be spread upon the records of the governing body.

Section 1: Description

1. Name of C.I.D . Loughborough Commons Community Improvement District
2. Name of municipality City of Saint Louis, MO
3. Report period, from 7/1/12 to 6/30/13
4. Name of person preparing this report Jill Duchinsky
5. Contact information: Municipality
 - a. Responsible department / agency _____
 - b. Contact person _____
 - c. Phone _____ Fax _____
 - d. Email address _____
6. Contact information: C.I.D.
 - a. Chief officer of the governing board Michael Anthon
 - b. Phone 314-994-4452 Fax 314-994-4450
 - c. Email address manthon@descogroup.com

7. Names of the members of the governing board of the C.I.D. as of the date of the most recent Annual Meeting:

Michael Anthon – Chair

Franklin Sears – Secretary & Vice Chair

Jill Duchinsky – Treasurer

Chris Bertel – Vice Chair

8. Date of the most recent Annual Meeting of the C.I.D. 5/28/13

9. Original date of establishment of the C.I.D. 5/17/06

10. C.I.D. establishing Ordinance No. 67088

Section 2: Purpose

1. State the primary responsibility(s) of the C.I.D., and the specific services provided during the previous fiscal year.

To assist in the completion and funding of certain transportation, utility and other physical improvements within the district, including the demolition of existing structures and the excavation, removal, grading, construction, installation, repair and maintenance of various transportation, parking, utility, drainage, screening and other related improvements.

Section 4: Administrative

1. Attach copies of any written resolutions approved by the governing board of the C.I.D. during the previous fiscal year.

Send Report To:

**Missouri Department of Economic Development
Attn: Community Improvement District Annual Report
301 W. High Street, P.O. Box 118
Jefferson City, MO 65102**

Fax 573-522-9462

Email missouridevelopment@ded.mo.gov

For further information or assistance please call 573-526-8004 or 573-526-0748

RESOLUTION NO. 2013-01

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS HELD ON MAY 30, 2012**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District");

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) assessed value of all real property within the District, and (b) per capital of all real property owners within the District, the Mayor of the City appointed members of the board of directors of the District serving such terms as designated by the Mayor of the City;

WHEREAS, pursuant to Paragraph 8 of Article IV of the Bylaws of the District, the Board of Directors shall conduct all meetings of the Board of Directors in accordance with the Sunshine Law of the State of Missouri; and

WHEREAS, pursuant to Section 610.020.7 of the Revised Statutes of Missouri, the Sunshine Law requires that minutes of meetings be taken and retained by the District.


**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF
DIRECTORS OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT AS FOLLOWS:**

1. The Board of Directors of the District hereby ratifies the minutes of the meeting of the Board of Directors held on May 30, 2012, attached hereto as Exhibit A and directs the Secretary of the Board of Directors to attest to such minutes as ratified.
2. The Board of Directors of the District hereby directs that the minutes so attested and ratified be retained in the records of the District.
3. This resolution shall be in full force and effect from and after its adoption by the Board of Directors.

[This space intentionally blank; signature page to follow]

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

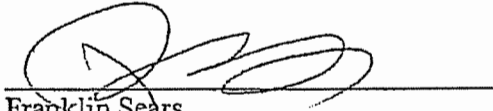
Approved this 28th day of May, 2013.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors

Exhibit A
Minutes of the May 30, 2012 Meeting of the Board of Directors

SEE ATTACHED

MINUTES

MEETING OF THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT

MAY 30, 2012

A meeting of the Board of Directors of the Loughborough Commons Community Improvement District ("District") was held at 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, on Wednesday, May 30, 2012 at 10:30 a.m.

1. Roll Call

The following members of the Board of Directors were present in person or via telephone conference and thereby constituted a quorum of the Directors:

Michael L. Anthon
Franklin Sears
David Ramirez
Christopher P. Bertel
Jill Duchinsky

The following guests of the Board of Directors were present:

Patricia A. Wharton – Greensfelder, Hemker & Gale, PC, District Counsel
Kathleen Wildhaber – The DESCO Group, Inc.

2. Considerations and Resolutions

A. The matter of new Board Member Jill Duchinsky and her appointment as Treasurer and resignation of David Ramirez as Treasurer came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for adoption of Resolution No. 2012-01, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING APPOINTMENT FOR NEW BOARD
MEMBER.**

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

B. The matter of the re-appointment of Board Member Michael L. Anthon whose term had expired and his continuation as Chairman came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for adoption of Resolution No. 2012-02, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING RE-APPOINTMENT FOR BOARD
MEMBER WHOSE COMMISSION HAD EXPIRED.**

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

C. The matter of new Board Member Chris Bertel and his appointment as Vice Chair and resignation of Franklin Sears as Vice Chair came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for adoption of Resolution No. 2012-03, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT CONFIRMING APPOINTMENT FOR NEW BOARD
MEMBER.**

Director Anthon seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Chris Bertel
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

D. The matter of ratifying the Minutes of the May 31, 2011 meeting of the Board of Directors of the District came on for consideration and was discussed. After consideration and

discussion by the Board, Director Sears moved for the adoption of Resolution No. 2012-04, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS HELD ON MAY 31, 2011.**

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

E. The matter of electing the officers of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2012-05, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS.**

Director Anthon seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Chris Bertel
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

F. The matter of approving an annual budget for the fiscal year beginning July 1, 2012 and ending June 30, 2013 came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2012-06, titled as follows:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2013.**

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

3. New Business

After consideration and voting on the above resolutions, no new business matters came on for consideration:

4. Discussion regarding next Annual Meeting

All parties present acknowledged the next Annual Meeting would be held in May of 2013.

5. Adjournment

There being no further business to come before the Board of Directors, upon motion duly made by Director Sears, seconded by Director Bertel and unanimously carried by the Board of Directors, the meeting was adjourned.



Franklin Sears, Secretary of the Board of Directors

RESOLUTION NO. 2013-02

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) by assessed value of all real property within the District, and (b) per capita of all property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to the Bylaws of the District, the officers of the District shall be elected or appointed annually by the Board of Directors, to serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT AS
FOLLOWS:**

1. The Board of Directors hereby elects the following individuals to serve the office set forth opposite his or her name, each to hold such office until the next annual meeting of the Board of Directors of the District, or until said individual no longer serves as a member of the Board of Directors of the District, or until his or her successor shall have been duly elected:

Chair:	Michael L. Anthon
Treasurer:	Jill Duchinsky
Vice Chair:	Christopher P. Bertel
Secretary:	Franklin Sears

2. The District shall reimburse each officer of the District for his or her reasonable out-of-pocket expenses incurred in the performance of their duties as such officer.

3. The District officers are hereby authorized to take such actions and file such reports as are required under the CID Act.

4. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

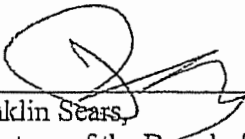
Approved this 28th day of May, 2013.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors



RESOLUTION NO. 2013-03

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2014**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) by assessed value of all real property within the District, and (b) per capita of all real property owners within the District, the Mayor of the City appointed members of the board of directors of the District (the "Board of Directors") serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to Section 67.1471.1 of the CID Act and District Resolution 2006-01, the District's fiscal year is July 1 – June 30; and

WHEREAS, pursuant to Section 67.1471.2 of the CID Act, the District is required to submit a proposed annual budget to the City for review and comment; and

WHEREAS, pursuant to Section 67.1471.3 of the CID Act, the District is required to adopt an annual budget; and

WHEREAS, pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis dated as of November 1, 2007 (the "Financing Agreement"), the Treasurer of the District shall include in the budget proposal submitted to the Board of Directors of the District a request for an appropriation of the CID Revenues for transfer to the Trustee; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT AS
FOLLOWS:**

1. The District acknowledges that it has submitted a proposed budget to the City for review and comment for the fiscal year beginning July 1, 2013 and ending June 30, 2014 and that the City provided no comments thereto.

2. Each member of the Board of Directors acknowledges that he or she has received and reviewed, and the District hereby approves, the budget in substantially the form attached hereto as Exhibit A.

3. The Board of Directors hereby appropriates all CID Revenues to the Trustee for application in accordance with the Financing Agreement.

4. The District shall, and the officials, agents and employees of the District are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments, as may be necessary or desirable to carry out and comply with the intent of this Resolution, and to carry out, comply with and perform the duties of the District with respect to the annual budget requirements of the CID Act.

5. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors. All capitalized terms not defined herein shall have the same meaning attributed to them in the Financing Agreement.

Approved this 28th day of May, 2013.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors



Exhibit A

Budget

SEE ATTACHED

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

April 1, 2013

VIA CERTIFIED MAIL NO. 91 7199 9991 7032 6966 6665
RETURN RECEIPT REQUESTED

Lewis E. Reed, President
St. Louis City Board of Aldermen
1200 Market Street
St. Louis, MO 63103

Re: **Loughborough Commons Community Improvement District (the "District")
Budget**

Dear President Reed:

Pursuant to Section 67.1471 of the Missouri Revised Statutes, no earlier than one hundred eighty days (January 1) and no later than ninety days (April 1) prior to the first day of the fiscal year (July 1) the board of the District shall submit to the St. Louis City Board of Aldermen (the "Board of Aldermen") a proposed annual budget, setting forth expected expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year. The Board of Aldermen may review and comment to the board on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments to the board no later than sixty (60) days prior to the first day of the fiscal year.

Enclosed herewith please find a draft budget for the District for the fiscal year ending June 30, 2014 for review and comment by the Board of Aldermen.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT

By: 
Jill Duchinsky, Treasurer

Enclosure

cc: Patricia Wharton, Greensfelder, Hemker & Gale, P.C.
Tracy R. Ring, Greensfelder, Hemker & Gale, P.C.

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FISCAL YEAR JULY 1, 2013 TO JUNE 30, 2014
BUDGET MESSAGE
BY
JILL DUCHINSKY, TREASURER

Pursuant to the official results of the mail-in ballot from the qualified voters of the District of an election held on Tuesday, September 26, 2006, as certified by the St. Louis City Board of Election Commissioners September 28, 2006, the qualified voters of the District approved the imposition of a sales and use tax pursuant to Section 67.1545 of the CID Act in an aggregate amount equal to 1.000% (the "CID Sales Tax") for the purpose of financing the costs of certain community improvements and paying the costs of formation and operation of the District

On December 22, 2006, the District approved Resolution No. 2006-05 which authorized the execution of a development agreement between the District and Loughborough Commons, L.L.C. (the "Developer"), as the same may be amended from time to time (the "Agreement"). Pursuant to the Agreement, the Developer agreed to construct and implement the Project (as defined in the Agreement), and the District agreed to issue obligations to reimburse the Developer for such costs. The District began issuing such obligations to the Developer in 2007.

The District anticipates collecting approximately \$310,000 of tax revenues from the CID Sales Tax in the 2013-2014 Budget Year. It is hereby requested that such tax revenues be appropriated for transfer to UMB Bank, N.A. (the "Trustee") pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis. The CID Sales Tax will then be allocated to the various accounts and funds as required by the Trust Indenture between the District and the Trustee.

The District budget for the fiscal year ending June 30, 2014 will be submitted to the City of St. Louis Board of Aldermen and the District's Board of Directors for adoption and approval.

A summary comparative statement of estimated total receipts and transfers-in (excluding any beginning balances) and estimated total expenditures and transfers-out of certain funds for the 2013-2014 Budget Year and the three years next preceding is set forth below:

	2013-2014	2012-2013	2011-2012	2010-2011
	BUDGET	BUDGET	ACTUAL	ACTUAL
TOTAL RECEIPTS	\$310,009	\$330,009	\$329,495	\$303,594
TOTAL DISBURSEMENTS:				
Debt Service	(\$287,109)	(\$307,109)	(\$326,605)	(\$259,977)
Operating Fund	(15,000)	(15,000)		
Professional Fees, Services and costs	(\$7,900)	(7,900)	(4,430)	(3,548)

Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2013 through June 30, 2014

	Revenues Under Bond Indenture										Revenues Under Supplemental Trust Indenture				
	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Robate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance		90,000													
Summary of Receipts															
Sales Tax Revenue	310,000														
Note Proceeds															
Interest Earnings	0														
From Special Trust Fund		310,009													
From Revenue Fund			15,000	287,109											
Total Receipts and Beginning Balance	310,009	400,009	15,000	287,109	0	0	0	0	0	0	0	0	0	0	0
Summary of Disbursements															
To Revenue Fund	(310,009)														
To Operating Fund		(15,000)													
To Debt Service Fund		(287,109)													
To Debt Service Reserve Fund															
To Project Fund															
To Robate Fund															
To Excess Revenue Fund															
Operating Expenses:															
Bank Fees			(50)												
Administrative Costs		(7,900)	(4,950)												
Insurance Expenses															
Legal Expenses			(5,000)												
Audit Fee			(5,000)												
Project Expenses															
Debt Instrument - Cost of Issuance				(287,109)											
Debt Service															
Total Disbursements	(310,009)	(310,009)	(15,000)	(287,109)	0	0	0	0	0	0	0	0	0	0	0
Other Financing Sources (Uses)															
Transfers In	310,009	400,000	15,000	287,109	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(310,009)	(310,009)	(15,000)	(287,109)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	90,000	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenues

1005304

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

April 1, 2013

VIA CERTIFIED MAIL NO. 91 7199 9991 7032 6966 6672
RETURN RECEIPT REQUESTED

Alderman Matt Villa
St. Louis City Board of Aldermen
City Hall, Room 230
1200 Market Street
St. Louis, MO 63103

Re: Loughborough Commons Community Improvement District (the "District")
Budget

Dear Alderman Villa:

Pursuant to Section 67.1471 of the Missouri Revised Statutes, no earlier than one hundred eighty days (January 1) and no later than ninety days (April 1) prior to the first day of the fiscal year (July 1) the board of the District shall submit to the St. Louis City Board of Aldermen (the "Board of Aldermen") a proposed annual budget, setting forth expected expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year. The Board of Aldermen may review and comment to the board on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments to the board no later than sixty (60) days prior to the first day of the fiscal year.

Enclosed herewith please find a draft budget for the District for the fiscal year ending June 30, 2014 for review and comment by the Board of Aldermen.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT

By:



Jill Duchinsky, Treasurer

Enclosure

cc: Patricia Wharton, Greensfelder, Hemker & Gale, P.C.
Tracy R. Ring, Greensfelder, Hemker & Gale, P.C.

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FISCAL YEAR JULY 1, 2013 TO JUNE 30, 2014
BUDGET MESSAGE
BY
JILL DUCHINSKY, TREASURER

Pursuant to the official results of the mail-in ballot from the qualified voters of the District of an election held on Tuesday, September 26, 2006, as certified by the St. Louis City Board of Election Commissioners September 28, 2006, the qualified voters of the District approved the imposition of a sales and use tax pursuant to Section 67.1545 of the CID Act in an aggregate amount equal to 1.000% (the "CID Sales Tax") for the purpose of financing the costs of certain community improvements and paying the costs of formation and operation of the District

On December 22, 2006, the District approved Resolution No. 2006-05 which authorized the execution of a development agreement between the District and Loughborough Commons, L.L.C. (the "Developer"), as the same may be amended from time to time (the "Agreement"). Pursuant to the Agreement, the Developer agreed to construct and implement the Project (as defined in the Agreement), and the District agreed to issue obligations to reimburse the Developer for such costs. The District began issuing such obligations to the Developer in 2007.

The District anticipates collecting approximately \$310,000 of tax revenues from the CID Sales Tax in the 2013-2014 Budget Year. It is hereby requested that such tax revenues be appropriated for transfer to UMB Bank, N.A. (the "Trustee") pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis. The CID Sales Tax will then be allocated to the various accounts and funds as required by the Trust Indenture between the District and the Trustee.

The District budget for the fiscal year ending June 30, 2014 will be submitted to the City of St. Louis Board of Aldermen and the District's Board of Directors for adoption and approval.

A summary comparative statement of estimated total receipts and transfers-in (excluding any beginning balances) and estimated total expenditures and transfers-out of certain funds for the 2013-2014 Budget Year and the three years next preceding is set forth below:

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Debt Service	(\$287,109)	(\$307,109)	(\$326,605)	(\$259,977)
Operating Fund	(15,000)	(15,000)		
Professional Fees, Services and costs	(\$7,900)	(7,900)	(4,430)	(3,548)

Patricia A. Wharton

From: Duchinsky, Jill <jduchinsky@Descogroup.com>
Sent: Monday, October 28, 2013 6:26 PM
To: 'Krippner, Brian P.' (LUMB)
Cc: Wildhaber, Kathleen (DESCO); Patricia A. Wharton
Subject: Loughborough Commons Statement of Receipts and Disbursements
Attachments: Loughborough Commons CID Stmt of Receipts and Disbursements_2013_RB.pdf

Hi Brian,

Please see the attached Statement of Receipts and Disbursements for Loughborough Commons CID for the year ended June 30, 2013.

Please contact me with any questions.

Thank you,
Jill

Jill Duchinsky
Controller
The DESCO Group, Inc.
314.994.4221
jduchinsky@descogroup.com

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FINANCIAL STATEMENT
JUNE 30, 2013

Contents

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Accountants' Compilation Report	1
 Financial Statement	
Statement Of Receipts And Disbursements	
On The Cash Basis	2



RubinBrown LLP
Certified Public Accountants
& Business Consultants

One North Brentwood
Saint Louis, MO 63105

T 314.290.3300
F 314.290.3400

W rubinbrown.com
E info@rubinbrown.com

Accountants' Compilation Report

The Board of Directors
Loughborough Commons Community
Improvement District
St. Louis, Missouri

We have compiled the accompanying statement of receipts and disbursements on the cash basis of Loughborough Commons Community Improvement District (the District) for the year ended June 30, 2013. We have not audited or reviewed the accompanying financial statement and, accordingly, do not express an opinion or provide any assurance about whether the financial statement is in accordance with the cash basis of accounting.

Management is responsible for the preparation and fair presentation of the financial statement in accordance with the cash basis of accounting and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statement.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of a financial statement without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statement.

Management has elected to omit substantially all of the disclosures ordinarily included in a financial statement prepared in accordance with the cash basis of accounting. If the omitted disclosures were included in the financial statement, they might influence the user's conclusions about the District's receipts and disbursements. Accordingly, the financial statement is not designed for those who are not informed about such matters.

RubinBrown LLP

October 25, 2013

**LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT**

**STATEMENT OF RECEIPTS AND DISBURSEMENTS
ON THE CASH BASIS
For The Year Ended June 30, 2013**

Receipts	
Sales tax receipts	\$ 289,516
Interest income	7
Total Receipts	<u>289,523</u>
Disbursements	
Debt payments	304,675
Professional fees, services and costs	7,133
Total Disbursements	<u>311,808</u>
Excess Of Disbursements Over Receipts	(22,285)
Cash Balance - Beginning Of Year	<u>502,571</u>
Cash Balance - End Of Year*	<u><u>\$ 480,286</u></u>

* Includes a 24% interest in restricted debt reserve account

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

March 31, 2014

VIA CERTIFIED MAIL NO. _____ 9171 9690 0935 0074 7800 34
RETURN RECEIPT REQUESTED
Lewis E. Reed, President
St. Louis City Board of Aldermen
1200 Market Street
St. Louis, MO 63103

**Re: Loughborough Commons Community Improvement District (the "District")
Budget**

Dear President Reed:

Pursuant to Section 67.1471 of the Missouri Revised Statutes, no earlier than one hundred eighty days (January 1) and no later than ninety days (April 1) prior to the first day of the fiscal year (July 1) the board of the District shall submit to the St. Louis City Board of Aldermen (the "Board of Aldermen") a proposed annual budget, setting forth expected expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year. The Board of Aldermen may review and comment to the board on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments to the board no later than sixty (60) days prior to the first day of the fiscal year.

Enclosed herewith please find a draft budget for the District for the fiscal year ending June 30, 2015 for review and comment by the Board of Aldermen.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT

By:



Jill Duchinsky, Treasurer

Enclosure

cc: Patricia Wharton, Greensfelder, Hemker & Gale, P.C.

**LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FISCAL YEAR JULY 1, 2014 TO JUNE 30, 2015
BUDGET MESSAGE
BY
JILL DUCHINSKY, TREASURER**

Pursuant to the official results of the mail-in ballot from the qualified voters of the District of an election held on Tuesday, September 26, 2006, as certified by the St. Louis City Board of Election Commissioners September 28, 2006, the qualified voters of the District approved the imposition of a sales and use tax pursuant to Section 67.1545 of the CID Act in an aggregate amount equal to 1.000% (the "CID Sales Tax") for the purpose of financing the costs of certain community improvements and paying the costs of formation and operation of the District

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The District budget for the fiscal year ending June 30, 2015 will be submitted to the City of St. Louis Board of Aldermen and the District's Board of Directors for adoption and approval.

A summary comparative statement of estimated total receipts and transfers-in (excluding any beginning balances) and estimated total expenditures and transfers-out of certain funds for the 2014-2015 Budget Year and the three years next preceding is set forth below:

	2013-2014	2013-2014	2012-2013	2011-2012
	BUDGET	BUDGET	ACTUAL	ACTUAL
TOTAL RECEIPTS	\$310,007	\$310,009	\$289,523	\$329,495
TOTAL DISBURSEMENTS:				
Debt Service	(\$287,109)	(\$287,109)	(\$304,675)	(\$326,605)
Operating Fund	(15,000)	(15,000)		
Professional Fees, Services and costs	(\$7,900)	(\$7,900)	(7,133)	(4,430)

Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2014 through June 30, 2015

Revenues Under Bond Indenture

Revenues Under Supplemental Trust Indenture

	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance		60,000													
Summary of Receipts															
Sales Tax Revenue	310,000														
Note Proceeds	7														
Interest Earnings		310,007													
From Special Trust Fund			15,000	287,107											
From Revenue Fund															
Total Receipts and Beginning Balance	310,007	370,007	15,000	287,107	0	0	0	0	0	0	0	0	0	0	0
Summary of Disbursements															
To Revenue Fund	(310,007)														
To Operating Fund		(15,000)													
To Debt Service Fund		(287,107)													
To Debt Service Reserve Fund															
To Project Fund															
To Rebate Fund															
To Excess Revenue Fund															
Operating Expenses:															
Bank Fees			(50)												
Administrative Costs		(7,900)	(4,950)												
Insurance Expenses															
Legal Expenses			(5,000)												
Audit Fee			(5,000)												
Project Expenses															
Debt Instrument - Cost of Issuance															
Debt Service				(287,107)											
Total Disbursements	(310,007)	(310,007)	(15,000)	(287,107)	0	0	0	0	0	0	0	0	0	0	0
Other Financing Sources (Uses)															
Transfers In	310,007	370,007	15,000	287,107	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(310,007)	(310,007)	(15,000)	(287,107)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	60,000	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenues

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

March 31, 2014

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RETURN RECEIPT REQUESTED
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Budget**

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If you have any questions or comments, please do not hesitate to call.

Very truly yours,

LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT

By:



Jill Duchinsky, Treasurer

Enclosure

cc: Patricia Wharton, Greensfelder, Hemker & Gale, P.C.

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FISCAL YEAR JULY 1, 2014 TO JUNE 30, 2015
BUDGET MESSAGE
BY
JILL DUCHINSKY, TREASURER

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Operating Fund	(15,000)	(15,000)		
Professional Fees, Services and costs	(\$7,900)	(\$7,900)	(7,133)	(4,430)

Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2014 through June 30, 2015

Revenues Under Bond Indenture

Revenues Under Supplemental Trust Indenture

	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance		60,000													
Summary of Receipts															
Sales Tax Revenue	310,000														
Note Proceeds	7														
Interest Earnings		310,007													
From Special Trust Fund			15,000	287,107											
From Revenue Fund															
Total Receipts and Beginning Balance	<u>310,007</u>	<u>370,007</u>	<u>15,000</u>	<u>287,107</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Summary of Disbursements															
To Revenue Fund	(310,007)														
To Operating Fund		(15,000)													
To Debt Service Fund		(287,107)													
To Debt Service Reserve Fund															
To Project Fund															
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To Excess Revenue Fund															
Operating Expenses:															
Bank Fees			(50)												
Administrative Costs		(7,900)	(4,950)												
Insurance Expenses															
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Project Expenses															
Debt Instrument - Cost of Issuance															
Debt Service				(287,107)											
Total Disbursements	<u>(310,007)</u>	<u>(310,007)</u>	<u>(15,000)</u>	<u>(287,107)</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Other Financing Sources (Uses)															
Transfers In	310,007	370,007	15,000	287,107	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(310,007)	(310,007)	(15,000)	(287,107)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	<u>0</u>	<u>60,000</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>

*CID Portion of CID Sales Tax Revenues

**LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT**

Notice of Open Meeting of the Board of Directors

Notice is hereby given that the Board of Directors of Loughborough Commons Community Improvement District will conduct a meeting at 2:00 p.m. on Wednesday, May 28, 2014, at the offices of Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, to consider and act upon the following:

1. Roll Call
2. Adoption of Resolution No. 2014-01, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE
MEETING OF THE BOARD OF DIRECTORS HELD ON MAY 28, 2013.**

3. Adoption of Resolution No. 2014-02, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS.**

4. Adoption of Resolution No. 2014-03, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2015.**


5. New business.
6. Discussion regarding setting date, time and place for the next meeting of the Board of Directors.

Some of the Board of Directors may participate by telephone or other electronic means. Any member of the public may observe and attend the meeting at the office identified above. Representatives of the news media may obtain copies of this notice by contacting: Patricia Wharton, c/o Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, 314-335-6834. Persons with disabilities wishing to attend may contact Patricia Wharton at the address and telephone number provided above prior to the meeting if accommodations are required.

AFFIDAVIT

State of Missouri)
) ss.
City of St. Louis)

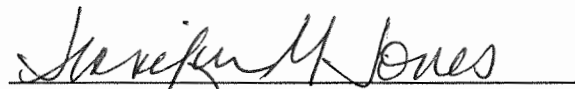
I, Patricia Wharton, counsel to the Loughborough Commons Community Improvement District, being first duly sworn, state and certify that the attached notice of the meeting of the Board of Directors of the Loughborough Commons Community Improvement District to be held at 2:00 p.m. on May 28, 2014, (1) was posted at least 24 hours prior to the commencement of the meeting on a bulletin board or other prominent place at the offices of Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, which is easily accessible to the public, and (2) was made available to any representative of the news media who requested notice of the meeting.


Patricia Wharton, counsel to the
Loughborough Commons Community
Improvement District

Subscribed and sworn to before me this 27th day of May, 2014.



JENNIFER M. JONES
My Commission Expires
August 28, 2016
St. Louis County
Commission #12388909

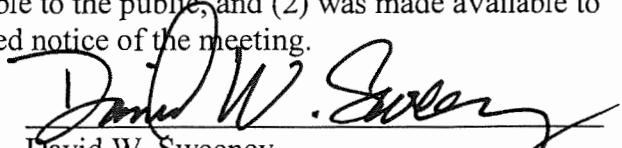

Notary Public

My commission expires:

AFFIDAVIT

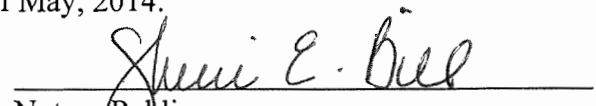
State of Missouri)
) ss.
City of St. Louis)

I, David W. Sweeney, Clerk to the Board of Aldermen of the City of St. Louis, Missouri, being first duly sworn, state and certify that the attached notice of the meeting of the Board of Directors of the Loughborough Commons Community Improvement District to be held at 2:00 p.m. on May 28, 2014, (1) was posted at least 24 hours prior to the commencement of the meeting on a bulletin board or other prominent place at St. Louis City Hall, 1200 Market Street, St. Louis, Missouri 63103, which is easily accessible to the public, and (2) was made available to any representative of the news media who requested notice of the meeting.



David W. Sweeney,
Clerk to the Board of Aldermen of the City
of St. Louis, Missouri

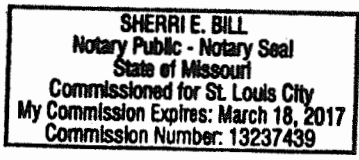
Subscribed and sworn to before me this 27 day of May, 2014.



Notary Public

(SEAL)

My commission expires:



RESOLUTION NO. 2014-01

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS HELD ON MAY 28, 2013**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District");

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) by assessed value of all real property within the District, and (b) per capital of all real property owners within the District, the Mayor of the City appointed members of the board of directors of the District serving such terms as designated by the Mayor of the City;

WHEREAS, pursuant to Paragraph 8 of Article IV of the Bylaws of the District, the Board of Directors shall conduct all meetings of the Board of Directors in accordance with the Sunshine Law of the State of Missouri; and

WHEREAS, pursuant to Section 610.020.7 of the Revised Statutes of Missouri, the Sunshine Law requires that minutes of meetings be taken and retained by the District.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF
DIRECTORS OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT AS FOLLOWS:**

1. The Board of Directors of the District hereby ratifies the minutes of the meeting of the Board of Directors held on May 28, 2013, attached hereto as Exhibit A and directs the Secretary of the Board of Directors to attest to such minutes as ratified.
2. The Board of Directors of the District hereby directs that the minutes so attested and ratified be retained in the records of the District.
3. This resolution shall be in full force and effect from and after its adoption by the Board of Directors.

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This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

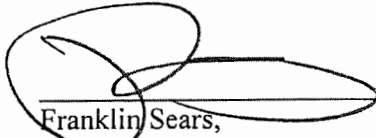
Approved this 28th day of May, 2014.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors

Exhibit A
Minutes of the May 28, 2013 Meeting of the Board of Directors

SEE ATTACHED

MINUTES

**MEETING OF THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT**

MAY 28, 2013

A meeting of the Board of Directors of the Loughborough Commons Community Improvement District ("District") was held at 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, on Tuesday, May 28, 2013 at 10:30 a.m.

1. Roll Call

The following members of the Board of Directors were present in person or via telephone conference and thereby constituted a quorum of the Directors:

Michael L. Anthon
Franklin Sears
David Ramirez
Christopher P. Bertel
Jill Duchinsky

The following guests of the Board of Directors were present:

Tracy R. Ring – Greensfelder, Hemker & Gale, PC, District Counsel
Kathleen Wildhaber – The DESCO Group, Inc.

2. Considerations and Resolutions

A. The matter of ratifying the Minutes of the May 30, 2012 meeting of the Board of Directors of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for the adoption of Resolution No. **2013--01**, titled as follows:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON MAY 30, 2012.

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky
Franklin Sears
Christopher Bertel

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

B. The matter of electing the officers of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2013-02, titled as follows:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT ELECTING OFFICERS.

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky
Franklin Sears
Christopher Bertel

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

C. The matter of approving an annual budget for the fiscal year beginning July 1, 2013 and ending June 30, 2014 came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2013-03, titled as follows:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING JUNE 30, 2014.

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky
Franklin Sears
Christopher Bertel

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

3. New Business

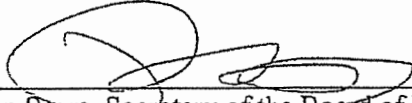
After consideration and voting on the above resolutions, no new business matters came on for consideration.

4. Discussion regarding next Annual Meeting

All parties present acknowledged the next Annual Meeting would be held in May of 2014.

5. Adjournment

There being no further business to come before the Board of Directors, upon motion duly made by Director Sears, seconded by Director Bertel and unanimously carried by the Board of Directors, the meeting was adjourned.



Franklin Sears, Secretary of the Board of Directors

RESOLUTION NO. 2014-02

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) by assessed value of all real property within the District, and (b) per capita of all property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to the Bylaws of the District, the officers of the District shall be elected or appointed annually by the Board of Directors, to serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District

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

1. The Board of Directors hereby elects the following individuals to serve the office set forth opposite his or her name, each to hold such office until the next annual meeting of the Board of Directors of the District, or until said individual no longer serves as a member of the Board of Directors of the District, or until his or her successor shall have been duly elected:

Chair:	Michael L. Anthon
Treasurer:	Jill Duchinsky
Vice Chair:	Christopher P. Bertel
Secretary:	Franklin Sears

2. The District shall reimburse each officer of the District for his or her reasonable out-of-pocket expenses incurred in the performance of their duties as such officer.

3. The District officers are hereby authorized to take such actions and file such reports as are required under the CID Act.

4. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

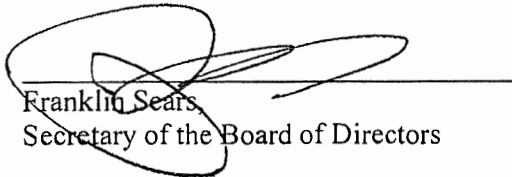
Approved this 28th day of May, 2014.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears
Secretary of the Board of Directors



RESOLUTION NO. 2014-03

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2015**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) by assessed value of all real property within the District, and (b) per capita of all real property owners within the District, the Mayor of the City appointed members of the board of directors of the District (the "Board of Directors") serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to Section 67.1471.1 of the CID Act and District Resolution 2006-01, the District's fiscal year is July 1 – June 30; and

WHEREAS, pursuant to Section 67.1471.2 of the CID Act, the District is required to submit a proposed annual budget to the City for review and comment; and

WHEREAS, pursuant to Section 67.1471.3 of the CID Act, the District is required to adopt an annual budget; and

WHEREAS, pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis dated as of November 1, 2007 (the "Financing Agreement"), the Treasurer of the District shall include in the budget proposal submitted to the Board of Directors of the District a request for an appropriation of the CID Revenues for transfer to the Trustee; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District.

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

1. The District acknowledges that it has submitted a proposed budget to the City for review and comment for the fiscal year beginning July 1, 2014 and ending June 30, 2015 and that the City provided no comments thereto.
2. Each member of the Board of Directors acknowledges that he or she has received and reviewed, and the District hereby approves, the budget in substantially the form attached hereto as Exhibit A.

3. The Board of Directors hereby appropriates all CID Revenues to the Trustee for application in accordance with the Financing Agreement.

4. The District shall, and the officials, agents and employees of the District are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments, as may be necessary or desirable to carry out and comply with the intent of this Resolution, and to carry out, comply with and perform the duties of the District with respect to the annual budget requirements of the CID Act.

5. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors. All capitalized terms not defined herein shall have the same meaning attributed to them in the Financing Agreement.


Approved this 28th day of May, 2014.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors

Exhibit A

Budget

SEE ATTACHED

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

March 31, 2014

VIA CERTIFIED MAIL NO. _____ 9171 9690 0935 0074 7800 34
RETURN RECEIPT REQUESTED
Lewis E. Reed, President
St. Louis City Board of Aldermen
1200 Market Street
St. Louis, MO 63103

Re: Loughborough Commons Community Improvement District (the "District")
Budget

Dear President Reed:

Pursuant to Section 67.1471 of the Missouri Revised Statutes, no earlier than one hundred eighty days (January 1) and no later than ninety days (April 1) prior to the first day of the fiscal year (July 1) the board of the District shall submit to the St. Louis City Board of Aldermen (the "Board of Aldermen") a proposed annual budget, setting forth expected expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year. The Board of Aldermen may review and comment to the board on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments to the board no later than sixty (60) days prior to the first day of the fiscal year.

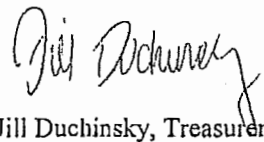
Enclosed herewith please find a draft budget for the District for the fiscal year ending June 30, 2015 for review and comment by the Board of Aldermen.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT

By:


Jill Duchinsky, Treasurer

Enclosure

cc: Patricia Wharton, Greensfelder, Hemker & Gale, P.C.

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FISCAL YEAR JULY 1, 2014 TO JUNE 30, 2015
BUDGET MESSAGE
BY
JILL DUCHINSKY, TREASURER

Pursuant to the official results of the mail-in ballot from the qualified voters of the District of an election held on Tuesday, September 26, 2006, as certified by the St. Louis City Board of Election Commissioners September 28, 2006, the qualified voters of the District approved the imposition of a sales and use tax pursuant to Section 67.1545 of the CID Act in an aggregate amount equal to 1.000% (the "CID Sales Tax") for the purpose of financing the costs of certain community improvements and paying the costs of formation and operation of the District

On December 22, 2006, the District approved Resolution No. 2006-05 which authorized the execution of a development agreement between the District and Loughborough Commons, L.L.C. (the "Developer"), as the same may be amended from time to time (the "Agreement"). Pursuant to the Agreement, the Developer agreed to construct and implement the Project (as defined in the Agreement), and the District agreed to issue obligations to reimburse the Developer for such costs. The District began issuing such obligations to the Developer in 2007.

The District anticipates collecting approximately \$310,000 of tax revenues from the CID Sales Tax in the 2014-2015 Budget Year. It is hereby requested that such tax revenues be appropriated for transfer to UMB Bank, N.A. (the "Trustee") pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis. The CID Sales Tax will then be allocated to the various accounts and funds as required by the Trust Indenture between the District and the Trustee.

The District budget for the fiscal year ending June 30, 2015 will be submitted to the City of St. Louis Board of Aldermen and the District's Board of Directors for adoption and approval.

A summary comparative statement of estimated total receipts and transfers-in (excluding any beginning balances) and estimated total expenditures and transfers-out of certain funds for the 2014-2015 Budget Year and the three years next preceding is set forth below:

	2013-2014	2013-2014	2012-2013	2011-2012
	BUDGET	BUDGET	ACTUAL	ACTUAL
TOTAL RECEIPTS	\$310,007	\$310,009	\$289,523	\$329,495
TOTAL DISBURSEMENTS:				
Debt Service	(\$287,109)	(\$287,109)	(\$304,675)	(\$326,605)
Operating Fund	(15,000)	(15,000)		
Professional Fees, Services and costs	(\$7,900)	(\$7,900)	(7,133)	(4,430)

Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2014 through June 30, 2015

Revenues Under Bond Indenture

Revenues Under Supplemental Trust Indenture

	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance		60,000													
Summary of Receipts															
Sales Tax Revenue	310,000														
Note Proceeds	7														
Interest Earnings From Special Trust Fund		310,007													
From Revenue Fund			15,000	287,107											
Total Receipts and Beginning Balance	310,007	370,007	15,000	287,107	0	0	0	0	0	0	0	0	0	0	0
Summary of Disbursements															
To Revenue Fund	(310,007)														
To Operating Fund		(15,000)													
To Debt Service Fund		(287,107)													
To Debt Service Reserve Fund															
To Project Fund															
To Rebate Fund															
To Excess Revenue Fund															
Operating Expenses:															
Bank Fees			(50)												
Administrative Costs		(7,900)	(4,950)												
Insurance Expenses															
Legal Expenses			(5,000)												
Audit Fee			(5,000)												
Project Expenses															
Debt Instrument - Cost of Issuance															
Debt Service				(287,107)											
Total Disbursements	(310,007)	(310,007)	(15,000)	(287,107)	0	0	0	0	0	0	0	0	0	0	0
Other Financing Sources (Uses)															
Transfers In	310,007	370,007	15,000	287,107	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(310,007)	(310,007)	(15,000)	(287,107)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	60,000	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenues

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

March 31, 2014

VIA CERTIFIED MAIL NO. _____ 9171 9690 0935 0074 7800 27
RETURN RECEIPT REQUESTED

Alderman Matt Villa
St. Louis City Board of Aldermen
City Hall, Room 230
1200 Market Street
St. Louis, MO 63103

**Re: Loughborough Commons Community Improvement District (the "District")
Budget**

Dear Alderman Villa:

Pursuant to Section 67.1471 of the Missouri Revised Statutes, no earlier than one hundred eighty days (January 1) and no later than ninety days (April 1) prior to the first day of the fiscal year (July 1) the board of the District shall submit to the St. Louis City Board of Aldermen (the "Board of Aldermen") a proposed annual budget, setting forth expected expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year. The Board of Aldermen may review and comment to the board on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments to the board no later than sixty (60) days prior to the first day of the fiscal year.

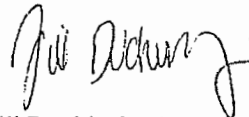
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If you have any questions or comments, please do not hesitate to call.

Very truly yours,

LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT

By:



Jill Duchinsky, Treasurer

Enclosure

cc: Patricia Wharton, Greensfelder, Hemker & Gale, P.C.

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FISCAL YEAR JULY 1, 2014 TO JUNE 30, 2015
BUDGET MESSAGE
BY
JILL DUCHINSKY, TREASURER

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The District budget for the fiscal year ending June 30, 2015 will be submitted to the City of St. Louis Board of Aldermen and the District's Board of Directors for adoption and approval.

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Professional Fees, Services and costs	(\$7,900)	(\$7,900)	(7,133)	(4,430)

Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2014 through June 30, 2015

Revenues Under Bond Indenture

Revenues Under Supplemental Trust Indenture

	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Nota Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance		60,000													
Summary of Receipts															
Sales Tax Revenue	310,000														
Note Proceeds	7														
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Summary of Disbursements															
To Revenue Fund	(310,007)														
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To Debt Service Fund		(287,107)													
To Debt Service Reserve Fund															
To Project Fund															
To Rebate Fund															
To Excess Revenue Fund															
Operating Expenses:															
Bank Fees			(50)												
Administrative Costs		(7,900)	(4,950)												
Insurance Expenses															
Legal Expenses			(5,000)												
Audit Fee			(5,000)												
Project Expenses															
Debt Instrument - Cost of Issuance															
Debt Service				(287,107)											
Total Disbursements	(310,007)	(310,007)	(15,000)	(287,107)	0	0	0	0	0	0	0	0	0	0	0
Other Financing Sources (Uses)															
Transfers In	310,007	370,007	15,000	287,107	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(310,007)	(310,007)	(15,000)	(287,107)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	60,000	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenues

MINUTES

**MEETING OF THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT**

MAY 28, 2014

A meeting of the Board of Directors of the Loughborough Commons Community Improvement District ("District") was held at 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, on Wednesday, May 28, 2014 at 2:00 p.m.

1. Roll Call

The following members of the Board of Directors were present in person or via telephone conference and thereby constituted a quorum of the Directors:

Michael Anthon (in person / via teleconference)
Jill Duchinsky (in person / via teleconference)
David Ramirez (in person / via teleconference)
Franklin Sears (in person / via teleconference)

The following member of the Board of Directors was absent:

Christopher Bertel

The following guests of the Board of Directors were present:

Patricia Wharton – Greensfelder, Hemker & Gale, PC, District Counsel
Kathleen Wildhaber – The DESCO Group, Inc.

2. Considerations and Resolutions

A. The matter of ratifying the Minutes of the May 28, 2013 meeting of the Board of Directors of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for the adoption of Resolution No. **2014--01**, titled as follows:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON MAY 28, 2013.

Director Anthon seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Michael Anthon (aye / nay)
Jill Duchinsky (aye / nay)
David Ramirez (aye / nay)
Franklin Sears (aye / nay)

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

B. The matter of electing the officers of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2014-02, titled as follows:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT ELECTING OFFICERS.

Director Anthon seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Michael Anthon (aye / nay)
Jill Duchinsky (aye / nay)
David Ramirez (aye / nay)
Franklin Sears (aye / nay)

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

C. The matter of approving an annual budget for the fiscal year beginning July 1, 2014 and ending June 30, 2015 came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2014-03, titled as follows:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING JUNE 30, 2015.

Director Ramirez seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Michael Anthon (aye / nay)
Jill Duchinsky (aye / nay)
David Ramirez (aye / nay)
Franklin Sears (aye / nay)

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

3. New Business

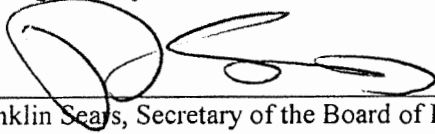
After consideration and voting on the above resolutions, no new business matters came on for consideration.

4. Discussion regarding next Annual Meeting

All parties present acknowledged the next Annual Meeting would be held in May of 2015.

5. Adjournment

There being no further business to come before the Board of Directors, upon motion duly made by Director Sears seconded by Director Anthon and unanimously carried by the Board of Directors, the meeting was adjourned.

A handwritten signature in black ink, appearing to read 'Franklin Sears', written over a horizontal line.

Franklin Sears, Secretary of the Board of Directors

155

missing

Patricia A. Wharton

From: Duchinsky, Jill <jduchinsky@Descogroup.com>
Sent: Monday, October 27, 2014 3:29 PM
To: 'polysubfs@auditor.mo.gov'
Cc: Wildhaber, Kathleen (DESCO); Patricia A. Wharton
Subject: Financial Report for Loughborough Commons CID
Attachments: Loughborough CID_Financial_Statement_06.30.14.pdf

Please see the attached fiscal 2014 financial report for Loughborough Commons CID.

Please contact me with any questions.

Thank you,
Jill

Jill Duchinsky
Controller
The DESCO Group, Inc.
314.994.4221
jduchinsky@descogroup.com

Part I - FINANCIAL STATEMENT

Loughborough Commons CID
A. Receipts

		FUNDS - Report in whole dollars				
		TOTAL all funds	General Fund	CID Fund	Fund	Fund
1. Total property tax	T01	\$ 0	\$	\$	\$	\$
2. Total sales tax	T09	290,683		290,683		
3. Amusement sales tax	T11	0				
4. Motor fuel tax	T13	0				
5. Public utilities sales tax	T15	0				
6. Tobacco products tax	T16	0				
7. Hotel/Motel and restaurant/meals tax	T19	0				
8. Alcoholic beverages licensing and permit taxes	T20	0				
9. Amusement licensing and permit taxes	T21	0				
10. Motor vehicles licensing and permit taxes	T24	0				
11. Franchise tax (public utilities tax)	T27	0				
12. Occupation and business licensing and permit taxes	T28	0				
13. Other licenses and permit fees	T29	0				
14. Intergovernmental receipts						
a. _____		0				
b. _____		0				
c. _____		0				
d. _____		0				
e. _____		0				
f. _____		0				
g. _____		0				
h. _____		0				
i. TOTAL Sum of lines 14a-h		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
15. SUBTOTAL Sum of items 1-14i		\$ 290,683	\$ 0	\$ 290,683	\$ 0	\$ 0

Part I - FINANCIAL STATEMENT - Continued

Loughborough Commons CID
A. Receipts - Continued

		FUNDS - Report in whole dollars				
		TOTAL all funds	General Fund	CID Fund	Fund	Fund
15. SUBTOTAL (from page 2)		\$ 290,683	\$ 0	\$ 290,683	\$ 0	\$ 0
16. Charges for Services						
a. _____		0				
b. _____		0				
c. _____		0				
d. TOTAL <i>Sum of lines 16a-c</i>		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
17. Utility receipts						
a. _____		0				
b. _____		0				
c. _____		0				
d. _____		0				
e. TOTAL <i>Sum of lines 17a-d</i>		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
18. Interest earned	U20	6		6		
19. Fines, costs, and forfeitures	U30	0				
20. Rents	U40	0				
21. Donations	U50	0				
22. Other receipts and transfers						
a. _____		0				
b. _____		0				
c. Interfund transfers		0				
d. TOTAL <i>Sum of lines 22a-c</i>		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
23. TOTAL RECEIPTS Sum of items 15 through 22d		\$ 290,689	\$ 0	\$ 290,689	\$ 0	\$ 0

PLEASE CONTINUE WITH **DISBURSEMENTS** ON PAGE 4

Part I - FINANCIAL STATEMENT - Continued

Loughborough Commons CID
B. Disbursements (by function)

		FUNDS - Report in whole dollars				
		TOTAL all funds	General Fund	CID Fund	Fund	Fund
1. Highways and streets	E44	\$ 0	\$	\$	\$	\$
2. Financial administration	E23	0				
3. Central administration	E29	5,929		5,929		
4. Fire	E24	0				
5. Parks and recreation	E61	0				
6. Solid waste management	E81	0				
7. Sewerage	E80	0				
8. Water supply system	E91	0				
9. Hospitals	E36	0				
10. Health (other than hospital)	E32	0				
11. Police	E62	0				
12. Judicial and legal	E25	0				
13. Correctional institutions	E04	0				
14. Probation	E05	0				
15. General public buildings	E31	0				
16. Libraries	E52	0				
17. Public welfare	E79	0				
18. Protective inspection and regulation	E66	0				
19. Housing and community development	E50	0				
20. Economic development	E89	0				
21. Natural resources	E59	0				
22. Airports	E01	0				
23. SUBTOTAL						
Sum of lines 1-22		\$ 5,929	\$ 0	\$ 5,929	\$ 0	\$ 0

Part I - FINANCIAL STATEMENT - Continued

Loughborough Commons CID
B. Disbursements (by function)
 Continued

FUNDS - Report in whole dollars

		TOTAL all funds	General Fund	CID Fund	Fund	Fund
23. SUBTOTAL	(from page 4)	\$ 5,929	\$ 0	\$ 5,929	\$ 0	\$ 0
24.	Electric power system E92	0				
25.	Parking facilities E60	0				
26.	Gas supply system E93	0				
27.	Transit or bus system E94	0				
28.	Sea and inland port facilities E87	0				
29.	Miscellaneous commercial activities E03	0				
30. Other - Specify						
a.	Debt Payments	268,331		268,331		
b.		0				
c.		0				
31.	Interfund transfers	0				
32. TOTAL DISBURSEMENTS	(by function) Sum of items 23-31	\$ 274,260	\$ 0	\$ 274,260	\$ 0	\$ 0
C. Disbursements	(by object)					
1.	Salaries 200	0				
2.	Fringe benefits	0				
3.	Operations	5,929		5,929		
4. SUBTOTAL	Sum of items C1-3	\$ 5,929	\$ 0	\$ 5,929	\$ 0	\$ 0

PLEASE CONTINUE WITH DISBURSEMENTS ON PAGE 6

Part 1 - FINANCIAL STATEMENT - Continued

Loughborough Commons CID

B. Disbursements (by object) - Continued

	FUNDS - Report in whole dollars				
	TOTAL	General	CID		
	all funds	Fund	Fund	Fund	Fund
4. SUBTOTAL (from page 5)	\$ 5,929	\$ 0	\$ 5,929	\$ 0	\$ 0
5. Capital expenditures - Specify					
a. _____	0				
b. _____	0				
c. _____	0				
d. _____	0				
e. _____	0				
f. _____	0				
g. _____	0				
6. Interfund transfers - Specify					
a. Debt Payments	268,331		268,331		
b. _____	0				
7. TOTAL DISBURSEMENTS (by object) Sum of items 4-6b	\$ 274,260	\$ 0	\$ 274,260	\$ 0	\$ 0

D. Statement of Indebtedness

	FUNDS - Report in whole dollars			
	Outstanding Beginning of Fiscal Year	During Fiscal Year --		Outstanding End of Fiscal Year
		Issued	Retired	
1. General obligation bonds				
a. _____	19U	29U	39U	49U
b. _____				0
c. _____				0
2. Revenue bonds				
a. CID Bond 1	19U	29U	39U	49U
	757,200	0	224,400	532,800
b. CID Bond 2				
	2,768,040	0	0	2,768,040
c. _____				0
4. SUBTOTAL Sum of items D1 and 2	\$ 3,525,240	\$ 0	\$ 224,400	\$ 3,300,840

Part II - FINANCIAL STATEMENT SUMMARY

Loughborough Commons CID

FUNDS - Report in whole dollars					
TOTAL all funds	General Fund	CID Fund	Fund	Fund	Fund
A. Beginning balance	\$ 480,286	\$ 480,286	\$	\$	\$
B. Total receipts	290,689	0	290,689	0	0
C. Total disbursements	274,260	0	274,260	0	0
D. Ending balance	\$ 496,715	\$ 0	\$ 496,715	\$ 0	\$ 0

NOTES

Please use this space to provide additional explanations if the space provided for any item was not sufficient. Be sure to reference the item number.

Patricia A. Wharton

From: Duchinsky, Jill <jduchinsky@Descogroup.com>
Sent: Monday, October 27, 2014 3:37 PM
To: 'missouridevelopment@ded.mo.gov'
Cc: Patricia A. Wharton; Wildhaber, Kathleen (DESCO)
Subject: Community Improvement District Annual Report
Attachments: Loughborough CID Annual Report Form_6.30.14.pdf; 2014-0528 - Loughborough Commons CID - Resolution 2014-01.pdf; 2014-0528 - Loughborough Commons CID - Resolution 2014-02.pdf; 2014-0528 - Loughborough Commons CID - Resolution 2014-03.pdf

Good afternoon,

Please see the attached 2014 Annual Report and resolutions for Loughborough Commons CID. Please contact me with any questions.

Thank you,
Jill

Jill Duchinsky
Controller
The DESCO Group, Inc.
314.994.4221
jduchinsky@descogroup.com



VIA COURIER SERVICE

*Asset
Management*

October 27, 2014

Brokerage

*Construction
Management*

Parrie May, City Register
City Hall Room 118
1200 Market Street
St. Louis, MO 63103

*Corporate
Real Estate*

Dear Ms. May:

Development

Enclosed please find the annual financial report for Loughborough Commons CID for fiscal year ending June 30, 2014. Also enclosed are the resolutions approved during the fiscal year.

*Property
Management*

If you have any questions or require any additional information, feel free to contact me at 314-994-4221.

Sincerely,

A handwritten signature in cursive script that reads "Jill Duchinsky".

Jill Duchinsky
Controller

Enclosures

MISSOURI DEPARTMENT OF ECONOMIC DEVELOPMENT

COMMUNITY IMPROVEMENT DISTRICT ANNUAL REPORT

2014 FISCAL YEAR

67.1471.4 RSMo "Within one hundred twenty days after the end of each fiscal year, the District shall submit a report to the Municipal Clerk and the Missouri Department of Economic Development stating the services provided, revenues collected and expenditures made by the district during such fiscal year, and copies of written resolutions approved by the Board during the fiscal year. The Municipal Clerk shall retain this report as part of the official records of the municipality and shall also cause this report to be spread upon the records of the governing body.

Section 1: Description

1. Name of C.I.D . Loughborough Commons Community Improvement District
2. Name of municipality City of Saint Louis, MO
3. Report period, from 7/1/13 to 6/30/14
4. Name of person preparing this report Jill Duchinsky
5. Contact information: Municipality
 - a. Responsible department / agency _____
 - b. Contact person _____
 - c. Phone _____ Fax _____
 - d. Email address _____
6. Contact information: C.I.D.
 - a. Chief officer of the governing board Michael Anthon
 - b. Phone 314-994-4452 Fax 314-994-4450
 - c. Email address manthon@descogroup.com

7. Names of the members of the governing board of the C.I.D. as of the date of the most recent Annual Meeting:

Michael Anthon – Chair

Franklin Sears – Secretary & Vice Chair

Jill Duchinsky – Treasurer

Chris Bertel – Vice Chair

8. Date of the most recent Annual Meeting of the C.I.D. 5/28/14

9. Original date of establishment of the C.I.D. 5/17/06

10. C.I.D. establishing Ordinance No. 67088

Section 2: Purpose

1. State the primary responsibility(s) of the C.I.D., and the specific services provided during the previous fiscal year.

To assist in the completion and funding of certain transportation, utility and other physical improvements within the district, including the demolition of existing structures and the excavation, removal, grading, construction, installation, repair and maintenance of various transportation, parking, utility, drainage, screening and other related improvements.

Section 3: Financials

1. The C.I.D. is established as a: X Political subdivision
 Not-for-profit Corporation
2. State the total amount of C.I.D. revenues collected during the previous fiscal year, and list revenues by their source (special assessments, rent, fees, grants, etc.)

<u>\$ Amount</u>	<u>Source</u>
------------------	---------------

\$290,683	Sales tax receipts
-----------	--------------------

\$6	Interest
-----	----------

<u>\$ 290,689</u>	<u>Total</u>
-------------------	--------------

3. List all expenditures made by the C.I.D. during the previous fiscal year.

\$268,331	Debt Payments
-----------	---------------

\$5,929	Legal and accounting fees
---------	---------------------------

Section 4: Administrative

1. Attach copies of any written resolutions approved by the governing board of the C.I.D. during the previous fiscal year.

Send Report To:

**Missouri Department of Economic Development
Attn: Community Improvement District Annual Report
301 W. High Street, P.O. Box 118
Jefferson City, MO 65102
Fax 573-522-9462
Email missouridevelopment@ded.mo.gov**

For further information or assistance please call 573-526-8004 or 573-526-0748

RESOLUTION NO. 2014-01

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS HELD ON MAY 28, 2013**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District");

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) by assessed value of all real property within the District, and (b) per capital of all real property owners within the District, the Mayor of the City appointed members of the board of directors of the District serving such terms as designated by the Mayor of the City;

WHEREAS, pursuant to Paragraph 8 of Article IV of the Bylaws of the District, the Board of Directors shall conduct all meetings of the Board of Directors in accordance with the Sunshine Law of the State of Missouri; and

WHEREAS, pursuant to Section 610.020.7 of the Revised Statutes of Missouri, the Sunshine Law requires that minutes of meetings be taken and retained by the District.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF
DIRECTORS OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT AS FOLLOWS:**

1. The Board of Directors of the District hereby ratifies the minutes of the meeting of the Board of Directors held on May 28, 2013, attached hereto as Exhibit A and directs the Secretary of the Board of Directors to attest to such minutes as ratified.
2. The Board of Directors of the District hereby directs that the minutes so attested and ratified be retained in the records of the District.
3. This resolution shall be in full force and effect from and after its adoption by the Board of Directors.

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This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.


Approved this 28th day of May, 2014.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors



Exhibit A
Minutes of the May 28, 2013 Meeting of the Board of Directors

SEE ATTACHED

MINUTES

**MEETING OF THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT**

MAY 28, 2013

A meeting of the Board of Directors of the Loughborough Commons Community Improvement District ("District") was held at 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, on Tuesday, May 28, 2013 at 10:30 a.m.

1. Roll Call

The following members of the Board of Directors were present in person or via telephone conference and thereby constituted a quorum of the Directors:

Michael L. Anthon
Franklin Sears
David Ramirez
Christopher P. Bertel
Jill Duchinsky

The following guests of the Board of Directors were present:

Tracy R. Ring – Greensfelder, Hemker & Gale, PC, District Counsel
Kathleen Wildhaber – The DESCO Group, Inc.

2. Considerations and Resolutions

A. The matter of ratifying the Minutes of the May 30, 2012 meeting of the Board of Directors of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for the adoption of Resolution No. **2013--01**, titled as follows:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON MAY 30, 2012.

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky
Franklin Sears
Christopher Bertel

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

B. The matter of electing the officers of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2013-02, titled as follows:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT ELECTING OFFICERS.

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky
Franklin Sears
Christopher Bertel

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

C. The matter of approving an annual budget for the fiscal year beginning July 1, 2013 and ending June 30, 2014 came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2013-03, titled as follows:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING JUNE 30, 2014.

Director Bertel seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Aye: David Ramirez
Michael Anthon
Jill Duchinsky
Franklin Sears
Christopher Bertel

Nay: None

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

3. New Business

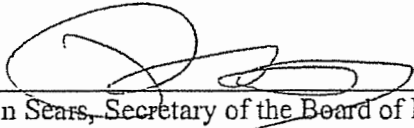
After consideration and voting on the above resolutions, no new business matters came on for consideration.

4. Discussion regarding next Annual Meeting

All parties present acknowledged the next Annual Meeting would be held in May of 2014.

5. Adjournment

There being no further business to come before the Board of Directors, upon motion duly made by Director Sears, seconded by Director Bertel and unanimously carried by the Board of Directors, the meeting was adjourned.



Franklin Sears, Secretary of the Board of Directors

RESOLUTION NO. 2014-02

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) by assessed value of all real property within the District, and (b) per capita of all property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to the Bylaws of the District, the officers of the District shall be elected or appointed annually by the Board of Directors, to serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District

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

1. The Board of Directors hereby elects the following individuals to serve the office set forth opposite his or her name, each to hold such office until the next annual meeting of the Board of Directors of the District, or until said individual no longer serves as a member of the Board of Directors of the District, or until his or her successor shall have been duly elected:

Chair:	Michael L. Anthon
Treasurer:	Jill Duchinsky
Vice Chair:	Christopher P. Bertel
Secretary:	Franklin Sears

2. The District shall reimburse each officer of the District for his or her reasonable out-of-pocket expenses incurred in the performance of their duties as such officer.

3. The District officers are hereby authorized to take such actions and file such reports as are required under the CID Act.

4. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

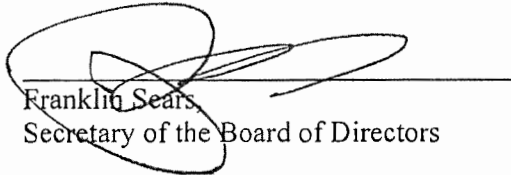
Approved this 28th day of May, 2014.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors



RESOLUTION NO. 2014-03

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2015**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) by assessed value of all real property within the District, and (b) per capita of all real property owners within the District, the Mayor of the City appointed members of the board of directors of the District (the "Board of Directors") serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to Section 67.1471.1 of the CID Act and District Resolution 2006-01, the District's fiscal year is July 1 – June 30; and

WHEREAS, pursuant to Section 67.1471.2 of the CID Act, the District is required to submit a proposed annual budget to the City for review and comment; and

WHEREAS, pursuant to Section 67.1471.3 of the CID Act, the District is required to adopt an annual budget; and

WHEREAS, pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis dated as of November 1, 2007 (the "Financing Agreement"), the Treasurer of the District shall include in the budget proposal submitted to the Board of Directors of the District a request for an appropriation of the CID Revenues for transfer to the Trustee; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District.

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

1. The District acknowledges that it has submitted a proposed budget to the City for review and comment for the fiscal year beginning July 1, 2014 and ending June 30, 2015 and that the City provided no comments thereto.
2. Each member of the Board of Directors acknowledges that he or she has received and reviewed, and the District hereby approves, the budget in substantially the form attached hereto as Exhibit A.

3. The Board of Directors hereby appropriates all CID Revenues to the Trustee for application in accordance with the Financing Agreement.

4. The District shall, and the officials, agents and employees of the District are hereby authorized and directed to, take such further action, and execute such other documents, certificates and instruments, as may be necessary or desirable to carry out and comply with the intent of this Resolution, and to carry out, comply with and perform the duties of the District with respect to the annual budget requirements of the CID Act.

5. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors. All capitalized terms not defined herein shall have the same meaning attributed to them in the Financing Agreement.

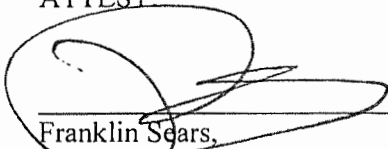
Approved this 28th day of May, 2014.



Michael L. Anthon,
Chairman of the Board of Directors

(SEAL)

ATTEST:



Franklin Sears,
Secretary of the Board of Directors

Exhibit A

Budget

SEE ATTACHED

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

March 31, 2014

VIA CERTIFIED MAIL NO. _____ 9171 9690 0935 0074 7800 34
RETURN RECEIPT REQUESTED

Lewis E. Reed, President
St. Louis City Board of Aldermen
1200 Market Street
St. Louis, MO 63103

**Re: Loughborough Commons Community Improvement District (the "District")
Budget**

Dear President Reed:

Pursuant to Section 67.1471 of the Missouri Revised Statutes, no earlier than one hundred eighty days (January 1) and no later than ninety days (April 1) prior to the first day of the fiscal year (July 1) the board of the District shall submit to the St. Louis City Board of Aldermen (the "Board of Aldermen") a proposed annual budget, setting forth expected expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year. The Board of Aldermen may review and comment to the board on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments to the board no later than sixty (60) days prior to the first day of the fiscal year.


Enclosed herewith please find a draft budget for the District for the fiscal year ending June 30, 2015 for review and comment by the Board of Aldermen.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT

By:


Jill Duchinsky, Treasurer

Enclosure

cc: Patricia Wharton, Greensfelder, Hemker & Gale, P.C.

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FISCAL YEAR JULY 1, 2014 TO JUNE 30, 2015
BUDGET MESSAGE
BY
JILL DUCHINSKY, TREASURER

Pursuant to the official results of the mail-in ballot from the qualified voters of the District of an election held on Tuesday, September 26, 2006, as certified by the St. Louis City Board of Election Commissioners September 28, 2006, the qualified voters of the District approved the imposition of a sales and use tax pursuant to Section 67.1545 of the CID Act in an aggregate amount equal to 1.000% (the "CID Sales Tax") for the purpose of financing the costs of certain community improvements and paying the costs of formation and operation of the District

On December 22, 2006, the District approved Resolution No. 2006-05 which authorized the execution of a development agreement between the District and Loughborough Commons, L.L.C. (the "Developer"), as the same may be amended from time to time (the "Agreement"). Pursuant to the Agreement, the Developer agreed to construct and implement the Project (as defined in the Agreement), and the District agreed to issue obligations to reimburse the Developer for such costs. The District began issuing such obligations to the Developer in 2007.

The District anticipates collecting approximately \$310,000 of tax revenues from the CID Sales Tax in the 2014-2015 Budget Year. It is hereby requested that such tax revenues be appropriated for transfer to UMB Bank, N.A. (the "Trustee") pursuant to the Financing Agreement by and among the District, the Industrial Development Authority, and the City of St. Louis. The CID Sales Tax will then be allocated to the various accounts and funds as required by the Trust Indenture between the District and the Trustee.

The District budget for the fiscal year ending June 30, 2015 will be submitted to the City of St. Louis Board of Aldermen and the District's Board of Directors for adoption and approval.

A summary comparative statement of estimated total receipts and transfers-in (excluding any beginning balances) and estimated total expenditures and transfers-out of certain funds for the 2014-2015 Budget Year and the three years next preceding is set forth below:

	2013-2014	2013-2014	2012-2013	2011-2012
	BUDGET	BUDGET	ACTUAL	ACTUAL
TOTAL RECEIPTS	\$310,007	\$310,009	\$289,523	\$329,495
TOTAL DISBURSEMENTS:				
Debt Service	(\$287,109)	(\$287,109)	(\$304,675)	(\$326,605)
Operating Fund	(15,000)	(15,000)		
Professional Fees, Services and costs	(\$7,900)	(\$7,900)	(7,133)	(4,430)

Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2014 through June 30, 2015

Revenues Under Bond Indenture

Revenues Under Supplemental Trust Indenture

	Special Trust Fund	Revenue Fund	Operating Fund	Debt Service Fund	Debt Service Reserve Fund	Project Fund	Rebate Fund	Excess Revenue Fund	Special Trust Fund	Revenue Fund	Operating Fund	Note Payment Account of Debt Service Fund	Redemption Account of Debt Service Fund	Project Fund	Surplus Fund
Beginning Balance		60,000													
Summary of Receipts															
Sales Tax Revenue	310,000	-													
Note Proceeds	7														
Interest Earnings From Special Trust Fund		310,007													
From Revenue Fund			15,000	287,107											
Total Receipts and Beginning Balance	310,007	370,007	15,000	287,107	0	0	0	0	0	0	0	0	0	0	0
Summary of Disbursements															
To Revenue Fund	(310,007)														
To Operating Fund		(15,000)													
To Debt Service Fund		(287,107)													
To Debt Service Reserve Fund															
To Project Fund															
To Rebate Fund															
To Excess Revenue Fund															
Operating Expenses:															
Bank Fees			(50)												
Administrative Costs		(7,900)	(4,950)												
Insurance Expenses															
Legal Expenses			(5,000)												
Audit Fee			(5,000)												
Project Expenses															
Debt Instrument - Cost of Issuance															
Debt Service				(287,107)											
Total Disbursements	(310,007)	(310,007)	(15,000)	(287,107)	0	0	0	0	0	0	0	0	0	0	0
Other Financing Sources (Uses)															
Transfers In	310,007	370,007	15,000	287,107	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(310,007)	(310,007)	(15,000)	(287,107)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	60,000	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenues

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT

March 31, 2014

VIA CERTIFIED MAIL NO. _____ 9171 9690 0935 0074 7800 27
RETURN RECEIPT REQUESTED

Alderman Matt Villa
St. Louis City Board of Aldermen
City Hall, Room 230
1200 Market Street
St. Louis, MO 63103

Re: Loughborough Commons Community Improvement District (the "District")
Budget

Dear Alderman Villa:

Pursuant to Section 67.1471 of the Missouri Revised Statutes, no earlier than one hundred eighty days (January 1) and no later than ninety days (April 1) prior to the first day of the fiscal year (July 1) the board of the District shall submit to the St. Louis City Board of Aldermen (the "Board of Aldermen") a proposed annual budget, setting forth expected expenditures, revenues, and rates of assessments and taxes, if any, for such fiscal year. The Board of Aldermen may review and comment to the board on this proposed budget, but if such comments are given, the Board of Aldermen shall provide such written comments to the board no later than sixty (60) days prior to the first day of the fiscal year.

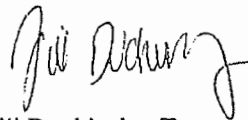
Enclosed herewith please find a draft budget for the District for the fiscal year ending June 30, 2015 for review and comment by the Board of Aldermen.

If you have any questions or comments, please do not hesitate to call.

Very truly yours,

LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT

By:



Jill Duchinsky, Treasurer

Enclosure

cc: Patricia Wharton, Greensfelder, Hemker & Gale, P.C.

LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT
FISCAL YEAR JULY 1, 2014 TO JUNE 30, 2015
BUDGET MESSAGE
BY
JILL DUCHINSKY, TREASURER

Pursuant to the official results of the mail-in ballot from the qualified voters of the District of an election held on Tuesday, September 26, 2006, as certified by the St. Louis City Board of Election Commissioners September 28, 2006, the qualified voters of the District approved the imposition of a sales and use tax pursuant to Section 67.1545 of the CID Act in an aggregate amount equal to 1.000% (the "CID Sales Tax") for the purpose of financing the costs of certain community improvements and paying the costs of formation and operation of the District

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Loughborough Commons Community Improvement District
Operating Budget

For the Fiscal Year July 1, 2014 through June 30, 2015

Revenues Under Bond Indenture

Revenues Under Supplemental Trust Indenture

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Other Financing Sources (Uses)															
Transfers In	310,007	370,007	15,000	287,107	0	0	0	0	0	0	0	0	0	0	0
Transfers Out	(310,007)	(310,007)	(15,000)	(287,107)	0	0	0	0	0	0	0	0	0	0	0
Ending Balance	0	60,000	0	0	0	0	0	0	0	0	0	0	0	0	0

*CID Portion of CID Sales Tax Revenues

**LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT**

Notice of Open Meeting of the Board of Directors

Notice is hereby given that the Board of Directors of Loughborough Commons Community Improvement District will conduct a meeting at 2:30 p.m. on Thursday, May 21, 2015, at the offices of Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, to consider and act upon the following:

1. Roll Call
2. Adoption of Resolution No. 2015-01, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS
COMMUNITY IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE
MEETING OF THE BOARD OF DIRECTORS HELD ON MAY 28, 2014.**

3. Adoption of Resolution No. 2015-02, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS.**

4. Adoption of Resolution No. 2015-03, entitled:

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING
JUNE 30, 2016.**

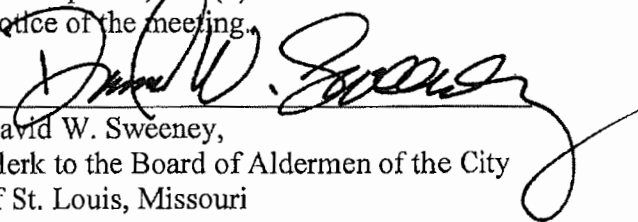
5. New business.
6. Discussion regarding setting date, time and place for the next meeting of the Board of Directors.

Some of the Board of Directors may participate by telephone or other electronic means. Any member of the public may observe and attend the meeting at the office identified above. Representatives of the news media may obtain copies of this notice by contacting: Patricia Wharton, c/o Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, 314-335-6834. Persons with disabilities wishing to attend may contact Patricia Wharton at the address and telephone number provided above prior to the meeting if accommodations are required.

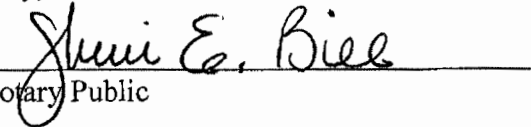
AFFIDAVIT

State of Missouri)
) ss.
City of St. Louis)

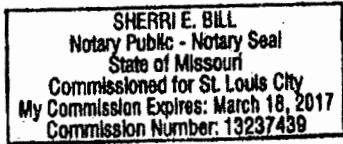
I, David W. Sweeney, Clerk to the Board of Aldermen of the City of St. Louis, Missouri, being first duly sworn, state and certify that the attached notice of the meeting of the Board of Directors of the Loughborough Commons Community Improvement District to be held at 2:30 p.m. on May 21, 2015, (1) was posted at least 24 hours prior to the commencement of the meeting on a bulletin board or other prominent place at St. Louis City Hall, 1200 Market Street, St. Louis, Missouri 63103, which is easily accessible to the public, and (2) was made available to any representative of the news media who requested notice of the meeting.


David W. Sweeney,
Clerk to the Board of Aldermen of the City
of St. Louis, Missouri

Subscribed and sworn to before me this 20th day of May, 2015.


Notary Public

(SEAL)



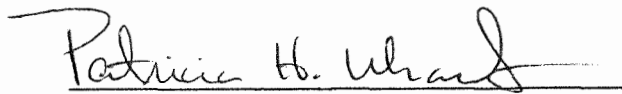
My commission expires:

March 18, 2017

AFFIDAVIT

State of Missouri)
) ss.
City of St. Louis)

I, Patricia Wharton, counsel to the Loughborough Commons Community Improvement District, being first duly sworn, state and certify that the attached notice of the meeting of the Board of Directors of the Loughborough Commons Community Improvement District to be held at 2:30 p.m. on May 21, 2015, (1) was posted at least 24 hours prior to the commencement of the meeting on a bulletin board or other prominent place at the offices of Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, which is easily accessible to the public, and (2) was made available to any representative of the news media who requested notice of the meeting.



Patricia Wharton, counsel to the
Loughborough Commons Community
Improvement District

Subscribed and sworn to before me this 19th day of May, 2015.

(SEAL)



DEBRA J. SPAETHE
My Commission Expires
June 5, 2015
St. Louis County
Commission #11534292



Notary Public

My commission expires:

RESOLUTION NO. 2015-01

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING
OF THE BOARD OF DIRECTORS HELD ON MAY 28, 2014**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District");

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) by assessed value of all real property within the District, and (b) per capital of all real property owners within the District, the Mayor of the City appointed members of the board of directors of the District serving such terms as designated by the Mayor of the City;

WHEREAS, pursuant to Paragraph 8 of Article IV of the Bylaws of the District, the Board of Directors shall conduct all meetings of the Board of Directors in accordance with the Sunshine Law of the State of Missouri; and

WHEREAS, pursuant to Section 610.020.7 of the Revised Statutes of Missouri, the Sunshine Law requires that minutes of meetings be taken and retained by the District.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF
DIRECTORS OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT AS FOLLOWS:**

1. The Board of Directors of the District hereby ratifies the minutes of the meeting of the Board of Directors held on May 28, 2014, attached hereto as Exhibit A and directs the Secretary of the Board of Directors to attest to such minutes as ratified.
2. The Board of Directors of the District hereby directs that the minutes so attested and ratified be retained in the records of the District.
3. This resolution shall be in full force and effect from and after its adoption by the Board of Directors.

[This space intentionally blank; signature page to follow]

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

Approved this _____ day of May, 2015.

(SEAL)

Michael L. Anthon,
Chairman of the Board of Directors

ATTEST:

Franklin Sears,
Secretary of the Board of Directors

Exhibit A
Minutes of the May 28, 2014 Meeting of the Board of Directors

SEE ATTACHED

MINUTES

**MEETING OF THE BOARD OF DIRECTORS OF
THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT**

MAY 28, 2014

A meeting of the Board of Directors of the Loughborough Commons Community Improvement District ("District") was held at 10 South Broadway, Suite 2000, St. Louis, Missouri 63102, on Wednesday, May 28, 2014 at 2:00 p.m.

1. Roll Call

The following members of the Board of Directors were present in person or via telephone conference and thereby constituted a quorum of the Directors:

Michael Anthon (in person / via teleconference)
Jill Duchinsky (in person / via teleconference)
David Ramirez (in person / via teleconference)
Franklin Sears (in person / via teleconference)

The following member of the Board of Directors was absent:

Christopher Bertel

The following guests of the Board of Directors were present:

Patricia Wharton – Greensfelder, Hemker & Gale, PC, District Counsel
Kathleen Wildhaber – The DESCO Group, Inc.

2. Considerations and Resolutions

A. The matter of ratifying the Minutes of the May 28, 2013 meeting of the Board of Directors of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears moved for the adoption of Resolution No. 2014-01, titled as follows:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT RATIFYING THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON MAY 28, 2013.

Director Anthon seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Michael Anthon (aye / nay)
Jill Duchinsky (aye / nay)
David Ramirez (aye / nay)
Franklin Sears (aye / nay)

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

B. The matter of electing the officers of the District came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2014-02, titled as follows:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT ELECTING OFFICERS.

Director Anthon seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Michael Anthon (aye / nay)
Jill Duchinsky (aye / nay)
David Ramirez (aye / nay)
Franklin Sears (aye / nay)

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

C. The matter of approving an annual budget for the fiscal year beginning July 1, 2014 and ending June 30, 2015 came on for consideration and was discussed. After consideration and discussion by the Board, Director Sears made a motion for the adoption of Resolution No. 2014-03, titled as follows:

A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY IMPROVEMENT DISTRICT APPROVING A BUDGET FOR FISCAL YEAR ENDING JUNE 30, 2015.

Director Ramirez seconded the motion. Thereupon, the resolution was put to a vote, and was passed by the following vote:

Michael Anthon (aye / nay)
Jill Duchinsky (aye / nay)
David Ramirez (aye / nay)
Franklin Sears (aye / nay)

Thereupon, the Chairman declared said Resolution duly passed and the Resolution was then signed by the Chairman and attested and certified by the Secretary.

3. New Business

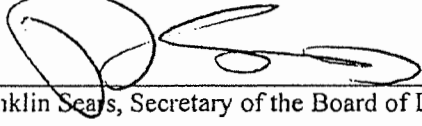
After consideration and voting on the above resolutions, no new business matters came on for consideration.

4. Discussion regarding next Annual Meeting

All parties present acknowledged the next Annual Meeting would be held in May of 2015.

5. Adjournment

There being no further business to come before the Board of Directors, upon motion duly made by Director Sears seconded by Director Anthon and unanimously carried by the Board of Directors, the meeting was adjourned.

A handwritten signature in black ink, appearing to read 'Franklin Sears', is written over a horizontal line.

Franklin Sears, Secretary of the Board of Directors

RESOLUTION NO. 2015-02

**A RESOLUTION OF THE LOUGHBOROUGH COMMONS COMMUNITY
IMPROVEMENT DISTRICT ELECTING OFFICERS**

WHEREAS, pursuant to the Community Improvement District Act, Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri, as amended (the "CID Act"), the City of St. Louis, Missouri (the "City") adopted Ordinance No. 67088 on May 17, 2006 (the "Ordinance"), establishing the Loughborough Commons Community Improvement District (the "District"); and

WHEREAS, pursuant to the Ordinance and the Petition signed by representatives of the owners of record of more than fifty percent (a) by assessed value of all real property within the District, and (b) per capita of all property owners within the District, the Mayor of the City appointed the Board of Directors of the District serving such terms as designated by the Mayor of the City; and

WHEREAS, pursuant to the Bylaws of the District, the officers of the District shall be elected or appointed annually by the Board of Directors, to serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified; and

WHEREAS, pursuant to Section 67.1451.8 of the CID Act, the board of directors of a community improvement district is authorized to act on behalf of the District

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

1. The Board of Directors hereby elects the following individuals to serve the office set forth opposite his or her name, each to hold such office until the next annual meeting of the Board of Directors of the District, or until said individual no longer serves as a member of the Board of Directors of the District, or until his or her successor shall have been duly elected:

Chair:	Michael L. Anthon
Treasurer:	Jill Duchinsky
Vice Chair:	Christopher P. Bertel
Secretary:	Franklin Sears

2. The District shall reimburse each officer of the District for his or her reasonable out-of-pocket expenses incurred in the performance of their duties as such officer.

3. The District officers are hereby authorized to take such actions and file such reports as are required under the CID Act.

4. This Resolution shall take effect and be in full force from and after the date of its adoption by the Board of Directors.

This Resolution was adopted at the meeting of the Board of Directors of the District duly called and held on this date. This Resolution shall be filed by the Custodian of Records of the District with the minutes of the meetings of the Board of Directors.

Approved this _____ day of May, 2015.

(SEAL)

Michael L. Anthon,
Chairman of the Board of Directors

ATTEST:

Franklin Sears,
Secretary of the Board of Directors