

**RESOLUTIONS OF THE BOARD OF COMMISSIONERS OF
THE HOUSING AUTHORITY OF ST. LOUIS COUNTY, MISSOURI**

WHEREAS, the Housing Authority of St. Louis County, Missouri (“County Housing”) is municipal corporation duly formed and organized under Chapter 99 of the Revised Statutes of Missouri; and

WHEREAS, County Housing has determined that acquisition of a fleet of vehicles by County Housing, through lease or purchase, will assist in aligning County Housing with its rebranding efforts, including County Housing’s new moniker, website and uniforms; and

WHEREAS, County Housing has determined that acquisition of such fleet of vehicles will promote and enhance the safety of County Housing’s residents, staff, employees and other persons by providing consistent, well-maintained and easily identifiable vehicles; and

WHEREAS, County Housing estimates that County Housing will achieve immediate savings of approximately \$70,000 annually by acquiring such fleet of vehicles; and

WHEREAS, Ford Motor Credit Company LLC has offered to provide County Housing with a fleet of approximately 14 vehicles consisting of 2025 Ford Escape vehicles and 2025 Ford F-150 vehicles (the “Fleet”) under a Ford Motor Credit Company LLC Master Equipment Lease Purchase Agreement, Lease No. 9628500, with accompanying schedules (collectively, the “Lease”); and

WHEREAS, the Board of Commissioners of County Housing deems it advisable and in the best interests of County Housing, its residents and employees to acquire the Fleet under the Lease.

NOW, THEREFORE, the Board of Commissioners adopts the following resolutions:

BE IT RESOLVED, that, in the judgment of the Board of Commissioners of County Housing, it is desirable and in the best interests of County Housing, its residents, employees, staff and other interested parties that County Housing acquire the Fleet and that County Housing enter into and execute the Lease; and it is further

RESOLVED, that the Executive Director of County Housing is hereby authorized, empowered and directed, in the name and on behalf of County Housing, to execute and deliver the Lease and all related documents, including all schedules and exhibits to the Lease; and it is further

RESOLVED, that, any and all past actions heretofore taken by the Executive Director or other officers of County Housing in the name and on behalf of County Housing in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed and approved.

Dated as of the ____ day of April 2025.

**OFFICER’S CERTIFICATE
HOUSING AUTHORITY OF ST. LOUIS COUNTY**

The undersigned, David Nehrt-Flores , the duly appointed and acting Chair of the Housing Authority of St. Louis County (“HASLC”), hereby certifies as follows as of the date hereof:

1. HASLC is a municipal corporation organized under Chapter 99 of the Revised Statutes of the State of Missouri.

2. Attached hereto as Exhibit A is a true, correct and complete copy of the resolution adopted by the Board of Commissioners of HASLC (the “**Board**”) authorizing the execution, delivery and performance of a Master Equipment Lease-Purchase Agreement (the “**Agreement**”) with Ford Motor Credit Company LLC and the documents and transactions contemplated thereby to which HASLC is a party (the “**Board Resolutions**”), which resolution that (a) were duly adopted by the Board at a duly called and noticed hearing of the Board of Commissioners, have not been modified, amended or revoked and are in full force and effect on the date hereof in the form adopted without modification or amendment, and (b) have been duly filed with the minutes of proceedings of the Board. As of the date thereof, there were no vacancies or unfilled newly-created commissioners on the Board. The Board Resolution is the only resolution adopted by the Board or any committee thereof relating to the Agreement.

3. _____ is the duly appointed and acting Executive Director of HASLC and is authorized to execute the Agreement on behalf of HASLC. _____ signature is set forth below and is true and correct.

Executive Director

4. Attached hereto as Exhibit B and incorporated herein by this reference is a true, correct and complete copy of the Bylaws of HASLC and all amendments thereto as in full force and effect on the date hereof, and no action for any amendment of such Bylaws is pending.

Lewis Rice LLC may rely on this Certificate for purposes of issuing of its legal opinion to Ford Motor Credit Company LLC on or about the date hereof.

IN WITNESS WHEREOF, I have caused my signature to be affixed hereto this ___ day of April 2025.

EXHIBIT A
Resolution

EXHIBIT B
Bylaws

BY-LAWS
OF
THE HOUSING AUTHORITY OF ST. LOUIS COUNTY, MISSOURI
(Amended and Restated as of September 13, 2022)

ARTICLE I

THE AUTHORITY

Section 1. Name of Authority. The name of the Authority is the "Housing Authority of St. Louis County, Missouri."

Section 2. Seal of Authority. The seal of the Authority is in the form of a circle and bears the name of the Authority and the year of its organization, 1952.

Section 3. Office of Authority. The Office of the Authority will be at such place in Saint Louis County, State of Missouri, as the Board of Commissioners of the Authority (the "Board") may designate by Resolution from time to time.

ARTICLE II

OFFICERS

Section 1. Officers. The officers of the Authority are a Chair, a Vice Chair and a Secretary. The Executive Director will serve as Secretary.

Section 2. Chair. The Chair presides at all meetings of the Board. Except as otherwise authorized by Resolution of the Board, the Executive Director signs all contracts, deeds and other instruments made by the Authority. At each meeting of the Board, the Executive Director may submit such recommendations and information as they may consider proper about the business, affairs, finances, and policies of the Authority.

Section 3. Vice Chair. The Vice Chair will perform the duties of the Chair in the absence or incapacity of the Chair. In case of the resignation or death of the Chair, the Vice Chair will perform the duties of the Chair until such time as the Board shall select a new Chair.

Section 4. Secretary. The Executive Director will serve as the Board's Secretary. The Secretary will keep the records of the Authority, will act as secretary of the meetings of the Authority and record all votes, and will keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and will perform all duties incident to their office. They will keep in safe custody the seal of the Authority and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Authority.

As Executive Director, the Secretary has general supervision over the administration of the Authority's business and affairs, subject to the direction of the Board. The Executive Director is responsible for management of the Authority's housing projects. They will have care and custody of all funds of the Authority and will deposit all funds in the name of the Authority in

such bank or banks as the Authority may select. They will sign all orders and checks for the payment of money and will pay out and disburse such moneys under the direction of the Authority. They will keep regular books of accounts showing receipts and expenditures and will render to the Authority, at each regular meeting (or oftener when requested), an account of the transactions and also of the financial condition of the Authority. They will give such bond for the faithful performance of their duties as the Authority may designate.

The Executive Director may delegate any of the foregoing responsibilities to such employees and agents of the Authority as the Executive Director in their reasonable discretion may believe to be appropriate.

Section 5. Additional Duties. The officers of the Authority will perform such other duties and functions as may from time to time be required by Chapter 99, RSMo., the Board, by-laws or the rules and regulations of the Authority.

Section 6. Election or Appointment. The Chair and Vice Chair will be elected at the annual meeting of the Board from among the Commissioners and will hold office for one year or until their successors are elected and qualified.

The Board appoints the Executive Director on such term as the Board may fix. No Commissioner is eligible to serve as Executive Director, whether by resignation, death, or disability.

Section 7. Vacancies. Should the office of Chair or Vice Chair become vacant, the Board will elect a successor from the Commissioners at the Board's next regular meeting, for the unexpired term of the office. When the office of Secretary becomes vacant, the Acting Executive Director of the Authority will fill the office until such time as the Board appoints a new Executive Director, who will then fill the post as Secretary.

Section 8. Additional Personnel. The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by The Housing Authorities Law, Sections 99.010 to 99.230, RSMo, as amended, and all other laws of the State of Missouri applicable thereto. The selection and compensation of such personnel (including the Executive Director) will be determined by the Board or as delegated to the Executive Director.

ARTICLE III

MEETINGS

Section 1. Annual Meeting. The annual meeting of the Board will be held concurrently with the regular meeting for the month of January. If no regular meeting is held that month, the annual meeting shall be held concurrently with the next succeeding regular meeting.

Section 2. Regular Meeting. Regular meetings will be held at such time and place as the Board may determine from time to time. The Board may make provisions to allow participation in or attendance at any meeting by video conferencing and may adopt such rules and regulations as may be reasonable to allow such video meetings or hybrid in-person and video meetings to run smoothly. The Board will endeavor to provide a

schedule of planned meeting for the year in December of the preceding year and will also endeavor to give advance notice of each meeting in excess of the minimum notice requirements set by Missouri Law.

Section 3. Special Meetings. The Chair may, when they deem it expedient, and shall, upon the written request of two Commissioners, call a special meeting of the Board for the purpose of transacting any business. The call for a special meeting will detail the matters to be discussed and decided at the special meeting. The call for a special meeting must be delivered to each Commissioner at least two days before the date of the special meeting. Emailing of the call to a Commissioner's email address will be sufficient notice; if a Commissioner does not promptly acknowledge receipt of the email notice, the Secretary will telephone the Commissioner to alert them about the meeting. At such special meeting no business will be considered other than those matters stated in the call for the meeting, provided, however, that if all of the Commissioners are present at a special meeting, any and all of the Authority's normal business may be considered at the special meeting.

Section 4. Internet meetings. As permitted by Section 610.010(5), RSMo., the Board of Commissioners may hold meetings by means of communications equipment, including conference call, video conference, internet chat, or internet message board, and other similar tools that may currently exist or that may come into existence in the future. All such meetings will be made accessible to the public in the same way that in-person meetings are made public, including closing such meetings for executive session on proper notice for permitted reasons. These meetings may be asynchronous, meaning that all Board members need not participate at the same time in internet chat and internet message board meetings. For such asynchronous meetings, the public will be given read only access to all the posts or messages made by the Board members, all of which together will be preserved like any other public record. Upon the conclusion of the Board's chat or message board discussions, the Board may vote on any resolutions made. The vote will be completed when a quorum of the Commissioners have voted, but no sooner than 24 hours after voting has begun.

Section 5. Quorum. The powers of the Board of Commissioners of the Authority are vested collectively in the Commissioners then in office. A simple majority of the Commissioners constitutes a quorum for conducting the Board's business and exercising its powers, but even a single Commissioner is sufficient to adjourn a meeting from time to time until a quorum is obtained. If a quorum is attained, the meeting remains in session and effective even if one or more Commissioners depart to reduce attendance below a quorum. When a meeting of the Board is in session, Board action may be taken upon a vote of a majority of the Commissioners then present.

Section 6. Order of Business. At the regular meetings of the Board the following shall be the order of business:

1. Call to Order.
2. Roll Call.
3. Reading and approval of the minutes of previous meetings.
4. Public Comments.
5. Report of the Executive Director.

6. Reports of Officers and Employees.
7. Unfinished Business.
8. New business.
9. Executive session (if needed).
10. Announcements.
11. Adjournment.

All resolutions will be in writing, or if made orally will be reduced to writing, and be copied in the journal of the proceedings of the Authority.

Section 7. Manner of Voting. The voting on all questions coming before the Board will be by voice vote, unless a Commissioner requests a roll call, and the yeas and nays will be entered upon the minutes of such meeting. In the case of the elections of Chair or Vice Chair, the vote may be taken by secret ballot upon the request of any Commissioner.

ARTICLE IV

AMENDMENTS

Amendments to By-Laws. The By-Laws of the Authority can be amended only with the approval of at least a quorum plus one of the Commissioners at a regular or special meeting of the Board of Commissioners.

ADOPTED BY THE BOARD OF COMMISSIONERS OF THE HOUSING AUTHORITY OF ST. LOUIS COUNTY, MISSOURI THIS 13th DAY OF SEPTEMBER, 2022.



Chair



Secretary

(seal)