

**RESOLUTION**

A RESOLUTION ESTABLISHING THE DATE AND EVENT OF TERMINATION OF THE MASTER DEVELOPMENT AGREEMENT BY AND BETWEEN THE CITY OF RICHMOND HEIGHTS, MISSOURI AND UNITED PLAZA, LLC, DUE TO BREACH AND DEFAULT BY UNITED PLAZA, LLC, AND AUTHORIZING CERTAIN OTHER ACTIONS IN CONNECTION WITH SUCH TERMINATION.

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WHEREAS, the City Council has previously approved a plan for redevelopment known as the Hadley Township Redevelopment Plan; and

WHEREAS, the City and United Plaza, LLC, a Missouri limited liability company, entered into a Master Development Agreement for the Redevelopment Area dated as of May 25, 2010 (the "Agreement"); and

WHEREAS, United Plaza, LLC has failed to comply with the terms of the Agreement; and

WHEREAS, the City has provided timely notice to United Plaza, LLC of United Plaza, LLC's default and breach of the Agreement; and

WHEREAS, despite United Plaza, LLC's acknowledging its own default and breach and promising to cure said default, United Plaza, LLC still remains in default and breach;

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF RICHMOND HEIGHTS, MISSOURI, AS FOLLOWS:

SECTION 1. The City Council hereby declares the Master Development Agreement terminated due to the default and breach of said Agreement by United Plaza, LLC, effective November 30, 2010 at 5:00 p.m. CST, unless United Plaza, LLC cures the default and breach. Until such cure, United Plaza, LLC is not authorized to take any action on behalf of the City.

SECTION 2. The Redevelopment Plan of the City shall remain in full force and effect. The City shall retain any and all other rights and remedies under the Master Development Agreement with respect to United Plaza, LLC's default and breach of the Agreement.

SECTION 3. The officers, agents and employees of the City are hereby authorized and directed to execute all documents and take such necessary steps as they deem necessary and advisable in order to carry out and perform the purpose of this Resolution.

SECTION 4. The sections of this Resolution shall be severable. If any section of this Resolution is found by a court of competent jurisdiction to be invalid, the remaining sections shall remain valid, unless the court finds that: (a) the valid sections are so essential to and inseparably connected with and dependent upon the void section that it cannot be presumed that the City Council has or would have enacted the valid sections without the void ones; and (b) the valid sections, standing alone, are incomplete and are incapable of being executed in accordance with the legislative intent.

SECTION 5. This Resolution shall take effect and be in full force upon its passage.

ADOPTED this 1st day of November, 2010.

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JAMES J. BECK  
MAYOR

ATTEST:

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PATRICIA S. VILLMER  
DEPUTY CITY CLERK