

AN ORDINANCE OF THE CITY OF CHESTERFIELD, MISSOURI, APPROVING A SETTLEMENT AGREEMENT WITH DILLARD'S, INC. AND TSG DOWNTOWN CHESTERFIELD REDEVELOPMENT, LLC AND AUTHORIZING THE CITY ADMINISTRATOR TO EXECUTE THE SAME.

WHEREAS, the City of Chesterfield, Missouri (the "City") has been named as a defendant in a lawsuit brought by Dillard's, Inc. ("Dillard's") on December 22, 2022, and which TSG Downtown Chesterfield Redevelopment, LLC ("TSG") has intervened in, related to the redevelopment of the Chesterfield Mall into and surrounding area into what is commonly referred to as Downtown Chesterfield (the "Redevelopment"), which lawsuit is styled as *Dillard's, Inc. v. City of Chesterfield, Missouri*, Case No. 22SL-CC05317, and is pending in the Circuit Court of St. Louis County, Missouri (the "Lawsuit"); and,

WHEREAS, on February 27, 2024, the City instituted a lawsuit against Dillard's Inc., among others, related to condemning the Amended and Restated Easement, Restriction and Operating Agreement (the "REA"), an agreement between TSG and Dillard's that applies to both of their respective parcels located within the Redevelopment, which lawsuit is styled as *City of Chesterfield, Missouri v. Dillard Department Stores, Inc, et al.*, Case No. 24SL-CC00890, and is pending in the Circuit Court of St. Louis County (the "REA Litigation"); and,

WHEREAS, the City, Dillard's, and TSG want Downtown Chesterfield to be a success for the City, its constituents, and neighboring communities, and have been working together to find a path forward that will ensure Dillard's can remain part of the Downtown Chesterfield plans while at the same time accommodating TSG's need for flexibility with the Redevelopment; and,

WHEREAS, the City, Dillard's, and TSG wish to avoid the expense and uncertainty of continued litigation and desire to settle their disputes without further litigation; and,

WHEREAS, the City desires to approve and accept the Agreement to Settle that has been attached hereto;

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF CHESTERFIELD, MISSOURI AS FOLLOWS:

Section I: The City of Chesterfield, Missouri hereby approves the Agreement to Settle, attached hereto, between the City of Chesterfield, Missouri, Dillard's, Inc., and TSG Downtown Chesterfield Redevelopment, LLC.

Section II: The City Administrator and the City Attorney shall be authorized to execute the necessary documentation for the Agreement to Settle in substantially the form as the Agreement to Settle attached hereto. The City Administrator shall be authorized to make minor changes including, but not limited to, grammatical corrections,

Section III: This ordinance shall be codified within the Municipal Code of the City of Chesterfield.

Section IV: This ordinance shall be in full force and effect from and after its passage and approval.

Passed and approved this 3rd day of June, 2024.

Bob Nation
Presiding Officer

Bob Nation
Bob Nation, Mayor

ATTEST:

Vickie McGownd
Vickie McGownd

FIRST READING HELD: 6/3/2024