

RESOLUTION NO. 2008 - 11

**A RESOLUTION OF THE GROVE COMMUNITY IMPROVEMENT DISTRICT
ESTABLISHING A NOMINATIONS COMMITTEE**

Whereas Article VII of the By-Laws provides, in pertinent part, that, "The Board may from time to time establish committees and confer upon them such powers as it deems expedient for the conduct of the District's business;"

NOW, THEREFORE BE IT RESOLVED by the Board of Directors for the Grove Community Improvement District, as follows:

1. Nominations Committee. The Nominations Committee shall consist of three (3) Directors to be appointed by the Board at each Annual Meeting in May or as soon thereafter as practical. Committee members shall serve until their successors have been duly appointed. The Board shall also appoint one of said three (3) members to act as Committee Chair.

The Nominations Committee shall nominate persons to serve as members of the Board of Directors and as Officers of the Board of Directors. In addition to nominations made by the Nominations Committee, any Director may also make nominations to the Board of Directors.

In the case of an Existing Director not being able to serve his or her full term, the Committee shall nominate one or more persons, of the same qualifications as said Existing Director; and, as provided in the Petition to establish the District, the remaining Existing Directors shall elect the person to serve as Interim Director for the remainder of any such term.

In the case of Successor Directors, the Committee shall nominate to the Board of Directors at the Regular March Meeting in even numbered years a slate of qualified persons to serve full terms as Directors. The Existing Directors present at said March Meeting will then adopt a slate for submission to the City Register.

2. Actions of Committee in Lieu of Meeting. Any action which is required to be or may be taken at a meeting of the committee may be taken without a meeting if consents in writing, setting forth the action also taken, are signed by all members of the committee. The consents shall have the same force and effect as a unanimous vote of the committee at a meeting duly held and may be stated as such in any certificate or document filed pursuant to the provisions of Missouri law. The consents shall be filed with the minutes of the meetings of the committee.

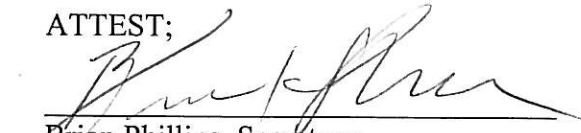
3. Committee Reports. The committee shall report all of its decisions and actions to the Board of Directors at the next meeting of the Board thereafter occurring and shall at all times be subject to the general supervision and control of the Board of Directors.

Adopted this 5th Day of December 2008



Dan McGuire, Chairman

ATTEST;



Brian Phillips, Secretary