

**RESOLUTION NO. 2009-22**

**A RESOLUTION OF THE GROVE COMMUNITY IMPROVEMENT DISTRICT AUTHORIZING AND DIRECTING THE SECRETARY TO EXECUTE AN AGREEMENT, SUBSTANTIALLY IN A FORM TO BE APPROVED BY THE FINANCE COMMITTEE, WITH NICHOLS, ZIEMANN, AHMED & CO. TO PERFORM AN AUDIT OF THE DISTRICT'S ACCOUNTS FOR THE FISCAL YEAR ENDING JUNE 30, 2009, AT A COST NOT TO EXCEED SIX THOUSAND DOLLARS (\$6,000).**

WHEREAS, the Grove Community Improvement District (the "District") is a community improvement district organized pursuant to Sections 67.1401 to 67.1571 of the Revised Statutes of Missouri ("RSMo"), as amended (the "CID Act"), and established by the Board of Aldermen of the City of St. Louis by Ordinance No. 68107 (the "Ordinance") as a political subdivision of the State of Missouri; and

WHEREAS, Section 67.1461(5) of the CID Act authorizes the District, "to employ or contract for such managerial, engineering, legal, services, clerical, accounting, or other assistance as it deems advisable;" and

WHEREAS, Article X of the District By-Laws provides, in pertinent part, that the Board of Directors, "shall provide for the annual independent audits for the accounts of the District[;]" and

WHEREAS, the Treasurer solicited bids for an audit of the District's accounts for the fiscal year ending June 30, 2009 from more than ten (10) accounting firms in the Greater St. Louis Area; and subsequently recommended to the Finance Committee that the District contract with Nichols, Ziemann, Ahmed & Co., 10425 Old Olive Street Road, St. Louis, MO 63141, to perform said audit; and

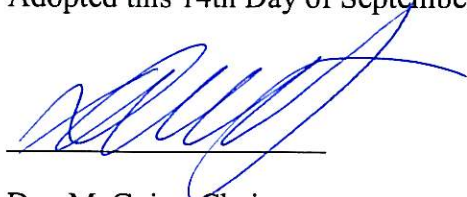
WHEREAS, the Finance Committee met on September 9, 2009 and also recommended that the District contract with said Nichols, Ziemann, Ahmed & Co. to perform said audit: and

WHEREAS, at the regular meeting of the Board of Directors convened at 12:00 p.m., September 14, 2009 at 4353 Manchester Ave., St. Louis, MO 63110, at which was present a quorum of the directors, the directors took the action further described herein;

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

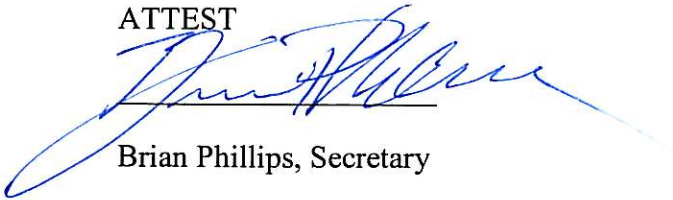
The Board of Directors of the District hereby authorizes and directs the Secretary to execute an agreement, substantially in a form to be approved by the Finance Committee, with Nichols, Ziemann, Ahmed & Co., 10425 Old Olive Street Road, St. Louis, MO 63141, to perform an audit of the District's accounts for the Fiscal Year ending June 30, 2009, at a cost not to exceed Six Thousand Dollars (\$6,000).

Adopted this 14th Day of September, 2009

A handwritten signature in blue ink, appearing to read 'Dan McGuire', written over a horizontal line.

Dan McGuire, Chairman

ATTEST

A handwritten signature in blue ink, appearing to read 'Brian Phillips', written over a horizontal line.

Brian Phillips, Secretary