

RESOLUTION NO. 2010-12

**A RESOLUTION OF THE GROVE COMMUNITY IMPROVEMENT DISTRICT
AMENDING RESOLUTION NO. 2009-01 WHICH ESTABLISHED A MARKETING
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;"

Whereas Resolution 2009-01 establishing a Marketing Committee was adopted on January 12th, 2009;

NOW, THEREFORE BE IT RESOLVED by the Board of Directors for the Grove Community Improvement District, that Resolution 2009-01 is hereby amended to read as follows:

1. Marketing Committee: The Marketing Committee shall consist of seven (7) members, with at least two (2) Directors, to be appointed by the Chairman of 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 Chairman shall also appoint one of the said seven (7) members to act as Committee Chair.

In coordination with the Finance Committee, the Marketing Committee shall prepare the draft Annual Marketing Budget for the District including, but not limited to, marketing materials and special events, for the consideration of the Finance Committee. The Finance Committee will submit its recommendations for the marketing appropriations and special events to the Board of Directors with the rest on its proposed Annual Budget.

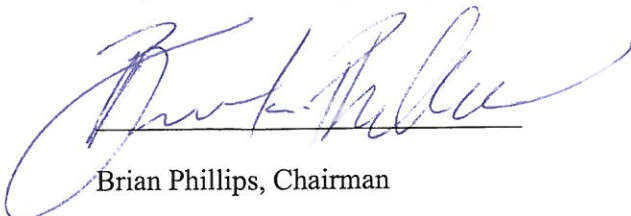
The Marketing Committee shall also handle such other matters as may be assigned by the Board; and will report monthly to the Board on its activities.

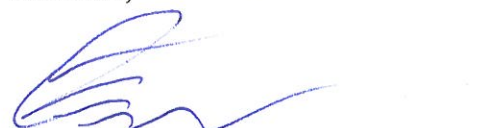
2. Actions of Committee in Lieu of Meeting. Any action which is required to be or may be taken at a meeting of the committee may be taken without a meeting in consents in writing, setting forth the action also taken, are signed by all members of the committee. The consents shall have the same force and 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 12th Day of July, 2010

ATTEST;


Brian Phillips, Chairman


Pete Rothschild, Secretary