



# Minutes

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**YPSILANTI COMMUNITY UTILITIES AUTHORITY  
BOARD OF COMMISSIONERS MEETING  
Tuesday, November 23, 2010 – 9:00 a.m.  
YCUA Administration Building  
2777 State Road  
Ypsilanti, MI 48198-9112**

**Members Present:** J. Ray Scott, Mark Namatevs, Deedra Climer Bass, Gregory A. Peoples, and Larry J. Doe.

**Members Absent:** None.

1. **CALL TO ORDER:** Mr. Scott called the meeting to order at 9:03 a.m.
2. **MINUTES OF THE PREVIOUS MEETINGS:** Motion by Doe to receive and file the minutes of the October 26, 2010 meeting and October 26, 2010 Closed Session meeting as presented. Support by Bass. In favor: All. Opposed: None. (Motion carried.)
3. **NEW BUSINESS:**
  - A. **Request to Approve – YCUA Resolution No. 10-11 Authorizing Bank Account re: \$1.805 Million 2010 Water Supply System No. 7 Bonds (Ypsilanti Township) – Larry R. Thomas**

Mr. Thomas advised the Board that this bond sale is for the Holmes Road Phase III and Ford Blvd. water main replacement and that it closed on November 17, 2010. He indicated that YCUA sold the 20-year bond at an average interest rate of 4.839097%. Mr. Thomas explained that the funds will be received on or about December 8<sup>th</sup> and that the Authority is required to have a bank account to receive and track the fund usage. He pointed out that this resolution authorizes a new account for that purpose.

Mr. Thomas recommended approval of YCUA Resolution No. 10-11 Authorizing Bank Account re: \$1.805 Million 2010 Water Supply System No. 7 Bonds (Ypsilanti Township).

Motion by Doe to approve YCUA Resolution No. 10-11 Authorizing Bank Account re: \$1.805 Million 2010 Water Supply System No. 7 Bonds (Ypsilanti Township). Support by Peoples. In favor: All. Opposed: None. (Motion carried)

**B. Request to Amend – YCUA Sewer Service Lead Rules – Larry R. Thomas**

Mr. Thomas reminded the Board that, at the last meeting, they approved a new sewer service lead rule after returning from a closed session to discuss correspondence from the attorney. He indicated that he advised the Board that they could vote on the rules at that time. Mr. Thomas explained that, although it is technically correct to add items to the agenda at a regular meeting, after some thought, he believes he should have advised the Board to wait so that an agenda could be posted with that item listed on the agenda for a full public notification and potential discussion. He pointed out that the Authority has always prided itself for operating in an open and transparent manner and that he believes the best course of action was putting this on the agenda as a request to amend so that further discussion can take place in an open meeting. Mr. Thomas also explained that he advised the Board of this decision in a memo and heard no objections to bringing the item back to this agenda. He further advised that the Board had previously approved the rules designating that YCUA will do the repair work on a sewer service lead from curb to main. Mr. Thomas stated that this item can be amended at this time if the Board so desires.

Larry J. Doe advised the Board that he wishes to go back to the lengthy discussion about wording the rules to show that YCUA would continue to do the repair to the right-of-way as well as all the way back to the main. He indicated that YCUA was against the latter option because of the increased liability. Mr. Doe explained that it was also determined that customers will need to sign an agreement with YCUA outlining that ownership of the lead belongs to the property owner. He pointed out that he still has a major concern over the costs of placing the line of demarcation at the curb that the customers will incur. Mr. Doe also explained that he is mostly concerned with elderly customers on fixed incomes who live in older neighborhoods that are more likely to be affected by this.

Gregory A. Peoples inquired as to how many people are likely to be impacted by this decision. Mr. Doe responded that, based on the last three

years' data, 200 people per year are likely to be affected. Deedra Climer Bass interjected that there is no data that actually shows how many of those people actually had repairs done, so this is only anecdotal evidence and opinion.

Mr. Doe stated that he also does not understand how changing the line of demarcation from the property line to the curb can decrease the Authority's risk of liability.

Thomas E. Daniels reminded the Board that, at the last meeting, he indicated two things that are worth recalling. He indicated that it is a close call and that the key element is the services agreement that will be signed by the property owners. Mr. Daniels explained that the numbers received from the YCUA service department before he wrote the legal opinion were 451 full excavations and 300 pipe insertions, totaling 700-plus projects over a two-year period.

Mr. Peoples inquired as to whether Mr. Daniels would change his recommendation. Mr. Daniels responded that he will not. He pointed out that the service agreement applies whether the line of demarcation is at the curb or the property line.

Mark Namatevs inquired as to the breakdown between city and township customers of those repair numbers. Gwyn Belcher responded that, per Keenen Crump, about 125 were in the city. She added that another thing she found to be interesting is that the practice has been to do the work from the inside of the sidewalk for city residents.

Mr. Namatevs indicated that he prefers moving the line to the inside of the sidewalk because this way there is no disparity between city and township customers but that a caveat should be added indicating that it be defined as being the inside edge of the sidewalk or property line if such sidewalk does not exist.

J. Ray Scott advised the Board that it seems to him that, when there is opposition to ideas on the floor, something needs to be improved. He indicated that YCUA has counsel for situations such as these when a consensus cannot be reached and that counsel's recommendation should be relied upon. Mr. Scott explained that Mr. Daniels has made a recommendation on this matter twice and it should be relied upon as well.

Mr. Namatevs asked Mr. Daniels if there is any additional onerous liability involved if YCUA goes with the inside edge of the sidewalk. Mr. Daniels responded that this requires him to move from a strictly legal area into public policy, with which this Board struggles issue after issue. He pointed out that there are cases in which issues of cost to the constituents and pure politics equalize or trump the legal position when it is a position like this that is centered on the services agreement. He further advised that, when he pictures himself in court, the scale still tips slightly toward using the curb.

Mr. Peoples interjected that the Board asked counsel for an opinion, which was given, and if his opinion isn't honored, it is pointless to ask for it. Ms. Bass concurred and added that if the decision is going to be changed and Mr. Daniels opinion not relied on, there needs to be some concrete data supporting the change in decision. She indicated that she is disappointed that the Board is going back to hyperbole and re-hashing this again.

Ms. Belcher interjected that the number one objection was to minimize the potential of liability relative to Public Act 222. She indicated that through internal conversations with Tom, the service agreement for the most part meets that objective. Ms. Belcher explained that the next objective was to give the people in the field a defensible position when talking to customers and provide them a method of identifying the line of demarcation that does not involve having to guess where the property line is. She pointed out that she would suggest making a compromise on the line or demarcation issue for the next year, during which time some real concrete data can be collected firmly supporting one option or the other.

Ms. Bass responded that she does not feel strongly one way or the other but suggested that the Board continue to operate within sound procedure and with integrity and that thus far she is disappointed with how the Board has acted procedurally. Mr. Namatevs concurred.

Mr. Scott commented that this is all speculative discussion not backed by any evidence and that, when this occurs, the attorney's recommendation should be relied upon provided it fits within the parameters of procedure and policy. He added that Mr. Doe's concern is duly noted now in three discussions. Mr. Scott also indicated that a study of the data over the next year or two is certainly something the Board is flexible enough to consider.

Mr. Namatevs advised the Board that he supports moving back to the edge of the sidewalk if that is the wish of the Board as long as the actual data can be collected over the next year and this issue be re-visited at that time.

Mr. Daniels interjected that the proper procedure for bringing this back to the Board was to allow the Board to vote on an amendment to the policy.

Mr. Peoples also interjected that, in the future, that all available information be presented before items are voted on by the Board.

Motion by Namatevs to amend the YCUA Sewer Service Lead Rules to reflect the definition of the scope of YCUA's services to the inside edge of the sidewalk or property line if a sidewalk does not exist. Support by Peoples. In favor: All. Opposed: None. (Motion carried)

**C. 2011 YCUA Board Meeting Schedule – Larry R. Thomas**

Mr. Thomas advised the Board that the regular December 2011 Board meeting date falls between Christmas and New Year and that he recommends moving the meeting to December 20<sup>th</sup> in order to avoid any possible attendance issues relative to the holidays.

Mr. Thomas recommended approval of the 2011 YCUA Board Meeting Schedule.

Motion by Doe to approve the 2011 YCUA Board Meeting Schedule. Support by Bass. In favor: All. Opposed: None. (Motion carried)

**D. Request to Approve – Vehicle Purchases – T. Michael Jessee**

Mr. Jessee advised the Board that sealed bids were requested for six vehicles: two sedans, a half-ton pickup, a one-ton pickup, and two one-ton pickups with built-in tool boxes. He indicated that the low bid on the sedans was from Gene Butman Ford in the amount of \$32,889.72. Mr. Jessee explained that these sedans will replace two high mileage older sedans with extensive repair histories which are used for administration and engineering staff.

He pointed out that the half-ton pickup low bid was from Signature Ford in the amount of \$18,926, which will replace a 1992 F-250 pickup with high mileage. Mr. Jessee also explained that the one-ton cab and chassis item resulted in three low bids but that, with the 3% consideration for local

vendors as outlined in the YCUA purchasing policy, Gene Butman Ford should be considered as the low bidder in the amount of \$24,800. He further advised that this replaces a 1997 F-250 with high mileage and extensive repair history.

Mr. Jessee stated that the low bid on the one-ton pickups was received from Gene Butman Ford once the 3% allowance is applied. He acknowledged that the bid was in the amount of \$53,718.79 but that YCUA is recommending an amount of \$55,380.20. Mr. Jessee confirmed that this replaces two 1997 F-250s with high mileage and extensive repair histories.

Mr. Jessee recommended approval of the vehicle purchases in the total amount of \$131,995.92.

Motion by Namatevs to approve the vehicle purchase as presented. Support by Bass. In favor: All. Opposed: None. (Motion carried)

**E. Request to Approve – Wastewater Treatment Plant Solids Blending Tank Improvements Phase II Project – T. Michael Jessee**

Mr. Jessee reminded the Board that, approximately one year ago, they approved the purchase of two aspirators for blending tanks. He indicated that the tanks were installed and they have worked wonderfully in controlling odors for the Authority. Mr. Jessee explained that YCUA has saved approximately \$250,000 in chemical costs alone. He pointed out that staff would now like to purchase two more aspirators, which will complete all four blending tanks.

Mr. Jessee also explained that staff would prefer to have all four aspirators from the same supplier, so a sole source bid was prepared. He further advised that the manufacturer came back with a bid in the amount of \$68,000 for the two aspirators.

Mr. Jessee recommended approval of the Wastewater Treatment Plant Solids Blending Tank Improvements Phase II Project in the amount of \$68,000.

Motion by Namatevs to approve the Wastewater Treatment Plant Solids Blending Tank Improvements Phase II Project as submitted. Support by Bass. In favor: All. Opposed: None. (Motion carried)

**F. Request to Approve – Cortland Street Emergency Sanitary Sewer Repair Project – T. Michael Jessee**

Mr. Jessee advised the Board that, approximately two weeks ago, staff was in the process of cleaning this backyard sanitary main in preparation for having it lined. He indicated that, as the main was root cut, it was discovered that the bottom of the main was completely deteriorated. Mr. Jessee explained that a \$800 root cutter was actually lost through the bottom of the main. He pointed out that this is a major problem and that televising later uncovered evidence that the main was more deteriorated than was originally thought, so bids were immediately sought.

Mr. Jessee also explained that Pamar Inc. came back with a pipe-bursting method at a cost of \$142,150. He further advised that this is an 8-inch main approximately 350 feet long and runs behind the apartments on the north side of Washtenaw east of Cortland. Mr. Jessee stated that staff is also asking for a 5.5% contingency in the amount of \$7,850 for a total budget amount of \$150,000. He acknowledged that this does not include replacing the root cutter, which will be left where it was lost because the demolition of nearby fencing makes the recovery of the root cutter cost prohibitive.

Mr. Jessee recommended approval of Cortland Street Emergency Sanitary Sewer Repair Project in the amount of \$150,000.

Motion by Doe to approve Cortland Street Emergency Sanitary Sewer Repair Project as presented. Support by Peoples. In favor: All. Opposed: None. (Motion carried)

**G. Fund Balance Report - Larry R. Thomas**

Mr. Thomas directed the Board's attention to the Fund Balance Report for October 31, 2010. He then proceeded to give a detailed report of the information contained in the report and answered questions from the Board.

Informational only; no motion from the Board required.

**H. Financial Report – Authority Net Assets - Larry R. Thomas**

Mr. Thomas directed the Board's attention to the Financial Report – Authority Net Assets Report for October 31, 2010. He then proceeded to

give a detailed report of the information contained in the report and answered questions from the Board.

Informational only; no motion from the Board required.

**I. Usage Report – Consumption Report - Larry R. Thomas**

Mr. Thomas directed the Board's attention to the Consumption Report. He then proceeded to give a detailed report of the information contained in the report and answered questions from the Board.

Informational only; no motion from the Board required.

**J. Attorney's Report – Thomas E. Daniels**

Mr. Daniels advised the Board that he has no report this month.

**K. Director's Report - Larry R. Thomas**

Mr. Thomas advised the Board that the EPA has promulgated some new rules regarding sewer sludge incinerators that would impact YCUA's incinerator. He indicated that Authority staff is working with Tetra Tech to prepare a response to their draft rules, which is due Monday. Mr. Thomas explained that other organizations across the country are preparing responses as well, which will require a formal response from the EPA.

He pointed out that YCUA's first objection to the proposed rules focuses on the fact that the EPA's emissions data does not correlate with YCUA's. Mr. Thomas also explained that the response states that the Authority believes the EPA's data to be in error, which would require the EPA to illustrate how they used YCUA's data to come up with the numbers in the rules.

He further advised that the second objection deals with the handling of the air emissions. Mr. Thomas stated that there are two types of controls that incinerators can use to reduce its air emissions, either wet or dry, each with its own strengths and weaknesses, and that these cannot be intermixed. He acknowledged that the YCUA system is a wet system, using water to reduce the pollutants emitted by the incinerator. Mr. Thomas confirmed that the EPA's draft rules seem to be trying to take the best of both systems and combine them in the emissions standards.



Ms. Bass inquired as to whether YCUA would be presently unable to comply with the proposed rules as they are written. Mr. Thomas responded that additional capital expense would be required in order to comply. Perry M. Thomas provided the Board with a detailed report on the potential costs of complying with the proposed rules.

Mr. Namatevs asked that the Board continue to be kept apprised of the situation.

Informational only; no motion from the Board required.

**4. OLD BUSINESS:**

**L. Request to Approve – Purchase of Sanitary Pump Station Systems – T. Michael Jessee**

Mr. Jessee reminded the Board that this item was tabled at the October meeting. He indicated that YCUA staff recently discovered that the company involved may be in foreclosure and that further research needs to be done.

Informational only; no motion from the Board required.

**5. OTHER BUSINESS:**

There was no other business for the month.

**6. STATEMENTS AND CHECKS:** Motion by Bass to pay the bills in the amount of \$2,712,264.11 with an addendum in the amount of \$817. Support by Namatevs. In favor: All. Opposed: None. (Motion carried)

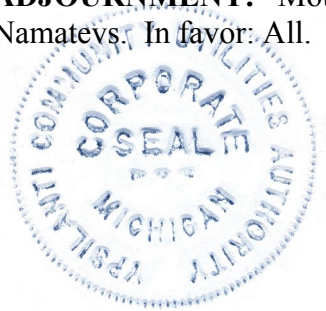
**7. PUBLIC COMMENTS:** Pat Morris, Chief Steward of AFSCME, addressed the Board and commented that he agrees with Mr. Doe that it is the low income customers who will be negatively affected by the new sewer service lead rules. He added that he feels the Board made a rash decision in not having all of the information and not doing a study to obtain that information before making a decision. Mr. Morris indicated that he preferred the line of demarcation the way it is now. Mr. Namatevs responded that the decision came about today was to not to change the line of demarcation from where it is until the specific data can be collected and the issue re-visited. Ms. Bass added that she is 100% on the side of the citizenry and that her frustration was with the way the lack of information caused the issue to be re-hashed three times until a decision could be arrived upon that pleased everyone.

Mr. Doe interjected that his request for bringing this item back to the Board for a third time was not an attempt to change the vote rather it was to provide the public with an

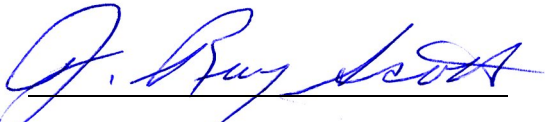
opportunity to hear the individual Board members' stands on the issue because previously it had only been discussed in closed session.

Mr. Scott commented that he does not feel that any of the discussion was wasted because a consensus was reached, a sound decision arrived upon, and the citizenry served. He added that the YCUA Board has high integrity, behind which he will continue to stand.

8. **ADJOURNMENT:** Motion by Doe to adjourn the meeting at 10:35 a.m. Support by Namatevs. In favor: All. Opposed: None. (Motion carried)



Respectfully submitted,

  
J. RAY SCOTT, Chair

# YCUA Resolution No. 10-11 and Authorization for Depository Accounts and Treasury Management Services

PNC Bank, National Association

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The undersigned certifies as follows to PNC Bank, National Association

1. **Name of Client** Ypsilanti Community Utilities Authority (YCUA) (“Client”)

2. **Type of Organization:** (check one)

**Corporation.** The Client is a corporation organized under the laws of the \_\_\_\_\_ of \_\_\_\_\_, and the undersigned Secretary of the Client certifies that the following is a true copy of resolutions adopted by the Board of Directors of the Client pursuant to a notice and the articles of incorporation and regulations or by-laws of the Client and at which a quorum was present, or adopted without a meeting by the written approval of the directors of the Client.

**Partnership.** The Client is a partnership and the undersigned general partners of such partnership certify that the following is a resolution adopted by all of the general partners of such partnership.

**Unincorporated Association.** The Client is an unincorporated association and the undersigned Secretary of the Client certifies that the following is a true copy of resolutions adopted by the Members, Trustees, Executive Committee, Board of Directors, etc. of the Client pursuant to, and in compliance with, its organizational documents.

**Limited Liability Company.** The Client is a limited liability company organized under the laws of the \_\_\_\_\_ of \_\_\_\_\_ and the undersigned members charged with managing the business affairs of the Client certify that the following is a resolution adopted by all members of such limited liability company.

**Sole Proprietorship.** The Client is a sole proprietorship doing business under the name \_\_\_\_\_ and authorizes the following.

**Other.** \_\_\_\_\_.

3. **Resolutions:**

**A. Authorization of Depository.** Resolved, that the Bank is hereby designated a depository of the Client and is hereby authorized to accept monies, wire and other electronic fund transfers, checks, drafts, notes, acceptances or other evidences of indebtedness for deposit, or for collection by the Bank and deposit upon receipt of payment therefor by the Bank, (including deposits and collections of payments in such foreign currencies as the Bank may accept from time to time), to the credit of the Client in such account or accounts as the Client may have with the Bank, without the endorsement of the Client appearing thereon, and Client promises to pay Bank for any Items that are returned for lack of endorsement. The persons so indicated on Part C of the Attachments are authorized to open or close deposit accounts with the Bank and to instruct the Bank as to the disposition of funds in any account to be closed, all by written instruction to the Bank signed by any one of such persons. The depository accounts to which these resolutions and authorizations apply include existing depository accounts of the Client, as listed on Part D of the Attachments, and all future depository accounts opened by the Client with the Bank pursuant to this Section 3A, and may include accounts denominated in one or more foreign currencies offered by the Bank from time to time.

**B. Authorization to Sign Checks and Other Instruments and Withdrawal Orders and to Designate Other Persons Who Have Such Authority.** Resolved, that any one of the persons so indicated on Part C of the Attachments is authorized to sign, execute, deliver and negotiate checks, drafts, bills of exchange, acceptances and other instruments or withdrawal orders from or drawn on the depository accounts of the Client with the Bank (“Items”) and to designate other persons who are authorized to sign, execute, deliver and negotiate Items. The signatures of all authorized signers must appear on the account signature card for the applicable account. As confirmation of the authority of such persons, the account signature card shall be executed by an authorized person so indicated on Part C of the Attachments.

**Authorization for Use of Facsimile Signature.** If the Facsimile Signature section is completed on Part C of the Attachments, it authorizes the use of facsimile signatures in accordance with this Section 3B. Such facsimile signatures must be provided on account signature cards properly executed in accordance with these Resolutions.

Resolved, that if so indicated on Part C of the Attachments, the Bank is hereby requested, authorized and directed to honor any and all Items when bearing the facsimile signature made by machine or other mechanical device, or rubber stamp of any person whose facsimile signatures appear on signature cards given by Client to Bank from time to time and executed in accordance with these Resolutions. The Client assumes full responsibility for all payments made by the Bank in good faith reliance upon such facsimile signature(s) of such person or persons and

# YCUA Resolution No. 10-11 and Authorization for Depository Accounts and Treasury Management Services

PNC Bank, National Association

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the Bank shall be entitled to pay and charge to the account of the Client any and all such Items, regardless of by whom or by what means such facsimile signature(s) thereon may have been affixed thereto.

The Bank is authorized to make payments from the funds of the Client on deposit with the Bank, upon and according to such Items and other written instructions, whether given by manual or facsimile signature, in each case regardless of whether payment is requested to be made to the order of or for the benefit of, or whether payment is to be deposited to the individual credit of or tendered in payment of the obligation to the Bank of, the person making the withdrawal or transfer or any person listed in Part C of the Attachments.

**C. Authorization to Obtain Treasury Management Services and to Designate Other Persons Who Have Such Authority**. Resolved, that any one of the persons so indicated in Part C of the Attachments is authorized from time to time (1) to obtain for the Client from the Bank such treasury management services as he or she so elects in his or her sole discretion including, without limitation, services for the initiation or origination of transfers or withdrawals of funds from the accounts of Client with the Bank, either in United States dollars or in such foreign currencies as Bank may make available from time to time; (2) to accept, execute and/or deliver such agreements, instruments and documents as may be required by the Bank in its sole discretion in connection with the furnishing of such services or transactions; and (3) to designate, in writing, other persons who are authorized to obtain for the Client such treasury management services or to enter into such transactions or to give instructions to the Bank with respect to such services or transactions and to accept, execute and/or deliver such agreements, instruments and documents, all without further action by the Client.

**D. Authorization to Designate Other Persons Who are Authorized to Conduct Certain Foreign Exchange Transactions**. Resolved, that any one of the persons so indicated on Part C of the Attachments is also authorized to designate, in writing (in substantially the form attached hereto as Part E of the Attachments, or such other form acceptable to the Bank), those persons who are authorized to initiate and/or confirm on behalf of the Client foreign exchange transactions (including spot and forward foreign currency purchases and sales), with the Bank in foreign currencies offered by the Bank from time to time.

**E. Authorization to Make Changes**. Resolved, that any one of the persons so indicated on Part C of the Attachments is also authorized to (i) add or remove Subsidiaries from Part A of the Attachments; (ii) add or remove division names, trade names or Federal Tax Identification Numbers from Part B of the Attachments; (iii) add or remove persons authorized to act hereunder from Part C of the Attachments; and (iv) change the scope of the authority granted in Part C of the Attachments to any person authorized to act hereunder; in each case as evidenced by written instructions executed by such authorized person and delivered to the Bank.

**F. Requests Made by Facsimile or Other Means**. Resolved, that the Bank is authorized, in its sole discretion, to take any action authorized hereunder based upon: (i) the telephone request of any person purporting to be a person authorized to act hereunder, (ii) the signature of any person authorized to act hereunder that is delivered to the Bank by facsimile transmission, (iii) electronic mail that Bank reasonably believes is from any person authorized to act hereunder or (iv) the telex which the Bank reasonably believes is originated by any of such persons, tested in accordance with such testing procedures as may be established between the Client and the Bank from time to time.

**G. Authorization for Subsidiaries, Divisions and Trade Names**. Resolved, as to each entity (other than the Client) listed in Part A of the Attachments, all of which are direct or indirect subsidiaries of the Client and whose activities are controlled by Client and 51% or more of whose voting stock is owned directly or indirectly by the Client or whose interests are owned 51% percent or more by the Client in the case of non-stock subsidiaries (each a "Subsidiary") that (i) the Client hereby (a) adopts all of the preceding and following resolutions on behalf of each Subsidiary, and (b) instructs each Subsidiary to cause these resolutions to be filed with its corporate records, and to adopt all of these resolutions on behalf of Subsidiaries all of whose voting interests are owned by each Subsidiary, and (ii) these resolutions apply not only to the Client and each Subsidiary, but also to any bank accounts established with the Bank by, or other treasury management services provided by the Bank to, the Client or each Subsidiary acting under the division name, trade names or other Federal Tax Identification numbers (if any) that are listed in Part B of the Attachments, all as fully as if each Subsidiary, division name or trade name were listed in these resolutions in each instance where the word "Client" appears.

**H. General**. Resolved, that a certified copy of these resolutions be delivered to the Bank and that they and the authority vested in the persons specified herein will remain in full force and effect until a certified copy of a resolution of the Client revoking or modifying these resolutions and such authority has been filed with the Bank and the Bank has had a reasonable time to act on it. These resolutions supercede any prior resolution of Client provided to the Bank.

**4. Incumbency and Specimen Signatures**: Each of the persons listed in Part C of the Attachments holds the office, title or status with the Client and/or its Subsidiaries specified therein and the actual signature of each such person appears on Part C of the Attachments.

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PNC Bank, National Association

**5. Organizational Documents:** Copies of any organizational or other documents, including but not limited to the articles or certificate of incorporation, the by-laws or regulations, or other organizational documents of the Client or applicable Subsidiary, that the Client or any such Subsidiary may deliver to the Bank at the Bank's request with these Resolutions or from time to time, shall be, and the Bank shall be entitled to rely on such copies as, true, complete and correct copies thereof with all amendments thereto as in effect on the date of such delivery.

**6. Additional Certifications of Secretary :** These Master Resolutions and Authorizations now stand of record on the books of the Client, are in full force and effect and have not been modified or revoked in any manner whatsoever. Nothing in the foregoing resolutions violates the articles or certificate of incorporation, the by-laws or regulations, or other organizational documents of the Client or applicable Subsidiary. The undersigned has taken all actions and made such notification as are required under section 3G above with respect to each Subsidiary.

IN WITNESS WHEREOF, and intending to be legally bound hereby, the undersigned have hereunto set their hands and seals this  
23rd day of November, 2010.

<p><b>Note:</b>          For Partnerships, all general partners must sign unless the partnership agreement outlines other signing authorities.           For Limited Liability Companies, all members must sign unless the operating agreement identifies one or more managers, in which case the managers must sign.           For Corporations and Unincorporated Associations: the Corporate or Association Secretary, as attesting officer, and one authorized officer other than the attesting officer must sign.</p>	<p>AFFIX SEAL, if applicable to your state</p>
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 Signature

J. RAY SCOTT, Chair  
 \_\_\_\_\_  
 Title

  
 \_\_\_\_\_  
 Signature

DEEDRA CLIMER BASS, Secretary / Treasurer  
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