

Grace and Holy Trinity Cathedral

Minutes, Regular Meeting of the Vestry

Thursday, March 25, 2021

Members Present: The Very Rev. Dr. Andrew C. Keyse, *Dean*; Candy McDowell, *Senior Warden*; Richard Morse, *Junior Warden*; Phaedra Fahnestock, *Clerk*; Jeff Johnson, Amy Cornwell, Ken Stewart, Ron Michka, Pat Decker, Nick Smith, Sharon Cheers, Robin Rusconi

Members Absent: Bill Colvin

Others Present: David Barker, *Treasurer*; Steve Moore, *Chancellor*

The meeting was held via Zoom teleconference due to the COVID-19 pandemic and was called to order at 5:30 p.m. by Dean Andy in prayer.

1. Approval of previous meeting's minutes

Phaedra Fahnestock presented the minutes from the previous Regular Vestry meeting on February 25, 2021.

Sharon commented that it would be proper to add the following to the end of all minutes going forward:

"Respectfully Submitted, Phaedra Fahnestock, Clerk of the Vestry".

Ken moved to accept the 02/25 minutes, Richard seconded the motion, and they were approved by unanimous voice vote.

Phaedra then presented the minutes from the Special Meeting held March 11, 2021. Ron suggested that Minutes need to be amended to state that after deliberation, the Vestry elected Candy McDowell to fill Paula Connor's term and Dean Andy appointed her as Senior Warden through January, 2022. The Vestry did also elect Sarah Ingram-Eiser as an alternate in the event that Candy does not accept her election. Jeff moved to accept the amended minutes, Robin seconded the motion, and the amended minutes were approved by unanimous voice vote.

2. Dean's Report

Dean Andy welcomed Candy and expressed gratitude for her presence on the Vestry.

He reminded the group of the upcoming Drive Through event this Saturday, 3/27, scheduled from 11am-1pm, to hand out Palms and Communion. All Vestry members are welcome to attend, as able, to greet and talk to people.

Also reflected in the February minutes, but as a reminder, here is the schedule for Holy Week:

Holy Week and Easter at GHTC (all live-streamed)

Monday, March 29: 7 pm - Evening Prayer (Dean Andy)

Tuesday, March 30: 10 am - Joint liturgy with bishops from the Dioceses of Missouri, West Missouri, Kansas, Western Kansas, and Central States Synod (Bishops, Dean Andy)

7 pm – Evening Prayer (Dean Andy)

Wednesday, March 31: 7 pm – Evening Prayer (Dean Andy)

Maundy Thursday, April 1: 7 pm – Holy Eucharist with stripping of the Altar (Bishop Marty assist, Dean Andy preside/preach)

Good Friday, April 2: 12 n - Good Friday Liturgy (Bishop Marty assist, Dean Andy preach)
Holy Saturday, April 3: 9 am – Holy Saturday Liturgy (Dean Andy)
Easter Vigil, April 3: 7 pm – Diocesan Vigil with HE from Cathedral. Diocese will help stream in others from around the diocese to do readings, psalms, etc. (Dean Andy assist, Bishop Marty preside/preach)
Easter Day, April 4: 10:15 am – Holy Eucharist (Dean Andy assist, Bishop Marty preside/preach)

The weather reports indicate that Easter Sunday should be a nice day so we will plan to hold outdoor services. Registration has been opened up to allow 100 people to attend a 1pm service. As of today, we have 45 registered. If the 1pm service fills, we will add a 3pm service in an effort to accommodate anyone who wishes to come in person. The 10:15am service will still be streamed online.

We will be reopening the Cathedral for 5pm service on April 11, for which 24 people have already registered.

This past Sunday Dean Andy announced that he has hired a new Children's Ministry Coordinator. Her name is Brittany Sparrow Savage. She is currently a member at Saint Augustine's in Kansas City and has a background in children's education. She will start Tuesday, April 6th. Linda Martin and Julie Brogno will help her with the transition. A letter went out to the parents of the Cathedral children, introducing Brittany.

Just yesterday, Dean Andy finished a Letter of Agreement with the soon-to-be Reverend Ryan Wiksell, to be our new Associate. The Bishop of Washington is ordaining him a Deacon tomorrow in Washington DC. Bishop Martin Field will participate in the examination via Zoom. Ryan is graduating from the Virginia Theological Seminary in May and will join us as a Transitional Deacon mid-June. He is planning to be ordained to the Priesthood in September, to be hosted at the Cathedral. Dean Andy will announce this officially during this Sunday's service and Ryan will participate in Coffee Hour just following.

The Diversity Training course that starts up April 17th is now full. More opportunities will be scheduled for this summer and fall.

Dean Andy spoke to Terri Curran regarding how the Easter offering has been handled historically. Typically, 50% of the offering goes to Outreach and the other 50% stays in-house. Terri has requested that the Outreach portion be distributed to Episcopal Relief and Development. 100% of that goes to world relief for disaster areas. The Vestry confirmed their agreement with that suggestion.

Richard Wolfe has been working with UMB to allow us to add new check signers but before we can do that, the Vestry must adopt the Organization Resolutions and Agreement. Steve commented that this is just a protection for both the Cathedral as well as the bank before giving people authority to sign checks on behalf of the Cathedral. The signers will be Dean Andy, Candy, Richard, and Phaedra. Richard Wolfe writes the check and two officers then sign it. There was some clarifying conversation regarding the forms, which ultimately resulted in a motion, by Jeff, to accept the Organization Resolutions and Agreement. The motion was seconded by Amy, and after no further discussion the motion passed by unanimous voice vote.

Richard and Phaedra will come by during the Drive Through on Saturday to sign the forms required to be added as signers to the UMB checking account (forms attached).

3. Financial Report

Dave commented on what a great bunch this group is to work with.

Pledges were strong in February compared to budget for a second month in a row. The \$8100 number showing in Gifts and Bequests is related to Lola Faye Richard's endowment, which totaled \$300,000 originally. This \$8100 was considered unclaimed assets by the state of Kansas so the executor of her estate gave the money to the Cathedral.

Nothing surprising in Expenses. "The Larger Church" is referring to the Diocese of West Missouri. All of these numbers are pleasantly lower than budget, with the exception of Property. This was due to the combination of the fence and windows repairs. It was about \$7000 to fix the fence after the vehicle drove through it and we have reason to believe that the gentleman's insurance may ultimately cover this expense. The final cost of repairs to the windows following the Thanksgiving-time break in is unknown as the two instances, windows and fence, are lumped together. Steel bars were put over the windows after they were repaired.

Under Assets, on page 5, there's an account called Music Fundraising that has funds left in it to be used at the Vestry's discretion. It's something that Paul Connors brought up during the January meeting. This was money that was raised through parking lot sales in 2020 to fund musical instruments for the children and it was never spent. It could be used to help pay for the playground surface upgrade. The budget for the playground was approximately \$32,000 but we will need to get updated proposals. The grand total of what has been raised is about half of what is needed. Dave wasn't positive as to where this \$15-16,000 is allocated in the financials. Dave's recollection was that, prior to the Covid shut-down that the Vestry was considering cutting a check to pay for the balance of the playground costs. Last year we ended up with two viable vendors, one of which was a parishioner, and we will be reaching back out again this year to have it re-bid.

4. Stewardship Report

Steve doesn't have an updated report but shared with Candy that pledges for 2021 have exceeded budget by about \$20,000. The Cathedral, financially, is doing quite well right now. The plan is to include Rogation Days as part of year-round stewardship. We are hopeful to meet after Easter to further discuss Rogation Days. There are just a couple of pledges that haven't been renewed and we need to get those locked in. Some dates for Rogation have been tossed out but not yet approved by Rick.

Jeff commented that February stewardship was above budget, following January, which was also above budget, and that the two together suggest a trend that could potentially wind up to be as much as \$600,000. If this continues, we should look into analyzing what has precipitated such a generous response and then keep doing more of that. The streaming services seem to be connecting with the audience. Ron suggested that we look into the ASA (Average Sunday Attendance) analytics, which is a requirement for our recordkeeping. Next month can we look at which specific people have left and joined the Cathedral so that we can better understand what's driving it? Dean Andy said that the only official records that we have are through the formal transfers of people in and out, which wouldn't capture anyone who left or joined without an official transfer. Dean Andy shared that as far as views of streaming services, we normally have 100-115 digital units on a Sunday morning and then by the end of that week, the views is up to between 1,000-2,000. The church has given us a different way to report ASA numbers in light of Covid. They now ask us to take the numbers from last January and February and just use that for the whole year in 2020. They won't attempt to capture online attendance. Ron further suggested that having a better understanding of what drives online attendance, and which of that may remain online attendance even after we can go back to the Cathedral for in-person services, could potentially help justify the expenses related to streaming equipment.

Jeff shared that the Parish Profile should be a model for how we inform and promote and also be a diary of what the Parish has accomplished. We should be reflecting, assessing, and dreaming year-round.

5. Junior Warden's Report

Richard had nothing major to report this month other than to participate in upcoming meetings and conversations regarding year-round stewardship.

6. Senior Warden's Report

Candy didn't have a report prepared as she was just recently elected and appointed but she is planning on reaching out to each Vestry member over the next couple of weeks. Over the past 14 months, she felt comfortable that the Cathedral was in the very capable hands of the Vestry, for which she is grateful. She's happy to be part of the group once again. She has been reading through minutes and the annual report to get caught up and is excited to be part of this group again. She's very honored to be elected to the Vestry and humbled to stand on the shoulders of previous Wardens to do God's will.

7. Vestry Liaison Reports

Sharon, Cheers, *Safety*

Sharon submitted her report via email. It reads as follows:

I thought of a few things that I am involved with respect to our work at the Cathedral. I want to pass along some resources from MARC (Mid America Regional Council), our neighbor at 600 Broadway, about emergency preparedness resources and environmental/energy resources. Not surprisingly, the Cathedral is already working on some of these matters. marc.org/environment

1. Energy resources plus numerous other tabs including, climate action plan, green spaces, solid waste management, recycling, etc. marc.org/emergency services-911

2. Emergency Preparedness plus numerous other tabs including, weather, homeland security, public safety, etc.

3. Indoor Signage- the Safety/Security Committee talked about signage(s) for severe weather events and/or other emergency situations inside rooms/spaces that would indicate emergency info. such as turn out lights, lock and secure doors, stay away from windows, call 911, etc.

4. Outdoor Signage- I learned that KCAV (Kansas City Audio-Video) provides large outdoor signage displays, such as large digital signage, banners, message boards, and other sign displays.

The nice part is that the MARC resources are of no cost and may coincide with our work on buildings/space assessments and safety.

Earlier in the work of the Safety/Security Committee, we suggested the idea to add to the GHTC website, an Environmental Resource page and, an Emergency Preparedness Resource page, to include info about our downtown public safety partners.

As always, please feel free to share info with others at the Cathedral who may be interested

She also added concerns regarding staff safety.

Ron Michka, **Community Engagement**

Ron didn't have much regarding Community Engagement other than to share some information on Tuesday Coffee. There have been between 4 and 8 people in attendance at the last several Tuesday Coffee meetings, 3 of which are Vestry Members including Sharon, Amy, and Jeff. It's a good place to collect feedback from Cathedral members. People are anxious to attend live and are somewhat frustrated that we're not as progressive as some other churches. They really want to come back to the Cathedral in-person. They want more music and guest musicians. There's concern about our strategic plan and committee structure. There are some worries about members leaving and there's also a desire to invite more new people to the Cathedral. We should be communicating that there's more people joining than leaving, that stewardship is up, these are the things that people need to know. All of the positive things that are going on need to be shared via a variety of mediums. Maybe it's time to start talking about ecumenical services with other churches.

Amy Cornwell, **Children's Formation**

Amy reported that Linda Martin hosted an online Zoom session for parents. It was hosted by Dr. Brian Cowley regarding the impact of a pandemic on children. Amy very much appreciated all that Dr. Cowley presented and how relational it was. If we have an opportunity to do that again, we should encourage it.

Phaedra Fahnstock, **Outreach**

No updates this month but expect to have a detailed report next month.

Ken Stewart, **Communications**

Ken reported that the Communications Committee met for a second time and are working on putting together a charge. There's a wide range of interest in the various methods of communication. Ken will send the proposed charge to the Vestry for review. What's being suggested is "To get the right information to the right people in a current manner in the format they prefer", which covers everything that was gathered in reviewing Cathedral Conversations. Responsibilities and guidelines haven't been discussed yet but we want to make sure that we have measurable results. We're working in conjunction with Melissa.

Nick Smith, **Young Adult**

Nick shared that Young Adults are planning the first in-person gathering outdoors at Messenger Coffee on a Saturday, perhaps the 24th. There were people who hadn't been attending the Zooms that were looking forward to an in-person gathering. Still need to work on the content of that meeting. In other news, Nick is recently engaged and looking forward to a wedding at the Cathedral!!!!

8. Old and New Business

Old Business

The updated bid for the livestreaming equipment was shared today with notes but there's already been another change. We talked about mounting a third camera under the choir loft and wondered if we would need a stabilizer due to organ vibrations. We do need it, but it was not in the bid. The desktop camera controller model that was listed is no longer available, so bumping up to the next model did add some cost. The total cost between the two comes to \$500, which brings the base bid to \$37,359. The production desk, camcorder and tripod would be additional, and Chris is looking into options for those items. It also doesn't include the computer that's needed to run the software, the software itself, or the livestreaming software. The new bid

does take into account of all the concerns we've discussed. This system will integrate into our existing sound system. Also, the microphones that Paul purchased will be hung. Once all of this is installed, we will no longer need to borrow sound system components from Founders. The custom floorplate will work for HDMI and audio output. The mixer board in this bid does incorporate sound. This system will allow us to have full in-person attendance and streaming services simultaneously. Richard asked if there's an option for an extended warranty beyond the one-year that the bid comes with. Dean Andy will find out about that and any liability that may be associated with the system. Jeff motioned to accept the base bid for up to \$40,000, which would include the computer, the software and subscription and that the Vestry also recommends further discussion around extended warranty and that the funds would come from surplus cash. Robin seconded the motion. Ron suggested the benefit of having a desk at the back of the Nave rather than having that downstairs, but Dean Andy was previously advised by Chris that it doesn't make a difference as to whether it's actually in the space or not. The motion passed by unanimous voice vote.

Robin shared that the soonest she may become a Postulant would be June, but it could be late summer.

We are still waiting for the facility assessment proposal from Strada. Dean Andy has touched base with them, and they should have their proposal to us by Monday, March 26th.

New Business

As an item of new business, Dean Andy is adding a Dean's Thoughts and Musings weekly email where he will communicate on a variety of topics.

Ken asked for more details on the new Assistant, Ryan Wiksell. Dean Andy shared that Ryan is from the Diocese of West Missouri. His sponsoring parish is Christ Church Springfield. His family moved to the area when he was young. His parents live in Overland Park. His wife grew up in Kansas City. They have twin five-year-olds.

Sharon emailed about high school seniors with upcoming graduations. Since there's no Youth Director, Sharon suggests that the Vestry could help coordinate Youth Sunday and honor the graduating seniors.

Sharon would also like the Vestry to express an acknowledgement of Paula Connor's birthday, which is Easter Sunday.

The meeting adjourned at 7:45 p.m. The next regular meeting of the Vestry will be Thursday, April 22, 2021.

Respectfully Submitted,

Phaedra Fahnstock, Vestry Clerk

ORGANIZATION RESOLUTIONS AND AGREEMENT

UMB i1120001 (R 03/2018)

Commercial Deposit Accounts and Related Services; Borrowing

Full Legal Name of Organization: _____
(the "**Organization**") is a _____ (*insert type of entity*) organized and existing under the laws of the State of _____.

The Federal Tax Identification Number of Organization is: _____.

The undersigned officer of the Organization certifies to UMB Bank, N. A. (the "Bank**") as follows:**

- 1. Recordkeeper.** I am the Secretary or Assistant Secretary, or officer, partner, owner, principal, manager, member or other individual having lawful custody of the official records of the Organization. I am duly authorized by the official records of the Organization to provide and execute these Resolutions and Agreement to the Bank on behalf of the Organization.
- 2. Resolution and Agreement.** At a meeting of the governing body of the Organization duly held on (*insert date*) _____, 2____ and at which a quorum was present and acting throughout, or pursuant to the unanimous written consent of its members, the following Resolutions and Agreement were duly adopted and approved and are currently in full force and effect, and has not been amended or rescinded.
- 3. Authorized Signers.** Each individual identified below is an officer and Authorized Signer of the Organization and is duly authorized to exercise the powers that are described either in section 4.A., and/or section 4.B., and/or section 4.C. below and granted as specified beside his/her specimen signature.

NAME	TITLE OR POSITION	SPECIMEN SIGNATURE	POWERS GRANTED (A,B AND/OR C)

- 4. Powers Granted.** The Organization has granted to each Authorized Signer one or more of the following powers specified in the **Powers Granted** space adjacent to the respective Authorized Signer's specimen signature above:

A. Establishing and Maintaining Deposit Accounts. This Authorized Signer is duly authorized and given the power by the Organization to establish and maintain with the Bank one or more checking, savings, and/or time deposit accounts denominated in the name of and owned by the Organization (each an "**Account**") as determined from time to time by this Authorized Signer. Each Account is governed by the terms and provisions of the Bank's deposit account agreement (and the documents referred to therein as "*Supplemental Disclosures*") as amended by the Bank from time to time.

Each Authorized Signer having this power to establish and maintain deposit accounts acting alone has the authority, on behalf of the Organization and in its name, to: (1) sign and deliver any application, signature card, or other document required by the Bank to establish or maintain any Account, and to close any Account; (2) sign or endorse for deposit or collection checks, drafts, acceptances, time deposit receipts, and any other orders for the payment of money by the Organization (and the Bank is hereby authorized and directed to honor the same, regardless of whether such items are payable to the order of the individual signing or countersigning the same, or

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whether such items are deposited to the credit of the individual signing or countersigning the same or to the credit of any officer, employee or other Authorized Signer); (3) issue stop payment orders with respect to any item drawn on any Account; (4) obtain from the Bank such services as may be available from time to time that provide electronic, telephonic, computer or other form of information access to any Account; and (5) obtain from the Bank one or more debit cards for the purpose of making electronic fund transfers to or from any Account that permits such access. Endorsements of items made payable to the Organization also may be made by typing, writing or stamping the name of the Organization without adding the name of any individual below that signature.

The Authorized Signer also is duly authorized and given the power by the Organization to appoint and duly authorize one or more officers and/or employees of the Organization solely to issue and sign checks and drafts drawn on the Account on behalf of the Organization (each a "**Check Signer**"). The Bank is hereby requested, authorized and directed to honor checks, drafts or other orders for the payment of money drawn in the Organization's name when bearing or purporting to bear the facsimile signature of this Authorized Signer or of an individual identified as a Check Signer on the Organization's signature card for an Account, and the Bank also is entitled to honor all such checks, drafts or other orders, regardless of by whom or by what means the facsimile signature thereon may have been affixed, if such facsimile signature resembles the facsimile specimen(s) duly certified to or filed with the Bank by this Authorized Signer.

B. Additional Banking Services. As used in these Resolutions and Agreement, the term "**Additional Banking Services**" includes, *but is not limited to*: (a) wire transfer of funds services; (b) automated clearing house (ACH) services; (c) lockbox or remote deposit services; (d) obtaining one or more access devices issued by the Bank as a means of accessing the Account(s) including, but not limited to, any card, PIN, code, program or Additional Banking Service that will allow such access for the purpose of obtaining information or to initiate electronic funds transfers to or from an Account, and to request the Bank to issue such access devices to other representatives of the Organization whether or not such other representative is identified in section 3 above; (e) cash or vault services; (f) the purchase or sale of foreign currencies on behalf of the Organization; (g) the investment of funds from the Account(s) into such investments as the Authorized Signer deems appropriate, regardless of whether such investments are offered by the Bank or its affiliates, and whether or not the investments are FDIC-insured; and (h) such other Additional Banking Service(s) as the Bank may offer and the Authorized Signer may request from time to time.

This Authorized Signer is duly authorized and given the power (i) to engage in Additional Banking Services on behalf of the Organization and in its name, to enter into, sign, modify, amend or terminate agreements with the Bank (which may include master agreements) for Additional Banking Services in connection with any Account(s), and (ii) to take any actions or enter into any other agreements and provide whatever instructions or documents relating to any Additional Banking Service as the Bank may require, upon such terms and conditions as this Authorized Signer deems appropriate, and to approve the security procedures and other terms and conditions that become part of such agreement.

This Authorized Signer also is duly authorized and given the power to approve, execute, deliver, amend or cancel one or more service requests (each a "**Service Request**") specifying one or more Additional Banking Services requested by the Organization, authorizing one or more individuals as security administrators for the Organization with respect to an Additional Banking Service, each of such security administrators being authorized on behalf of the Organization to grant, modify and delete identification codes, authorization or access levels for any individual as service representative for the Organization who can access Account(s) and the functions that any such service representative may perform using such Additional Banking Service, to remove such security administrators as this Authorized Signer deems appropriate; and to name or remove one or more service representatives who are authorized to: (1) initiate, confirm, amend, and cancel payment orders or fund transfers (including automated clearing house transfers) as specified in the Service Request, whether or not the individual named in such Service Request is an Authorized Signer identified in section 3 above; and (2) issue or amend instructions related to any Additional Banking Service.

C. Borrowing Authority. Any _____ (____) of these Authorized Signers (*insert required number in print and numeral*) is/are duly authorized and given the power by the Organization to: (i) borrow sums of money from the Bank from time to time on behalf of and in the name of the Organization in such amounts, for such periods of time, and upon such terms as this/these Authorized Signer(s) may deem advisable; (ii) execute on

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behalf of the Organization any guaranty of the obligations of other persons or entities to the Bank; and to execute for and on behalf of the Organization promissory notes, bonds, debentures, other evidences of indebtedness, loan agreements, line of credit agreements, letter of credit agreements, or other similar agreements or guaranties in such form and text as this Authorized Signer may determine; (iii) pledge, hypothecate, mortgage or in any manner encumber or create a lien upon any property of the Organization; (iv) deliver such documents and property to the Bank, whether real or personal, tangible or intangible and including, but not limited to, shares of stock, bonds, debentures, promissory notes, accounts receivable, or other property, upon such terms and conditions as this Authorized Signer may deem advisable to secure payment of sums of money borrowed by the Organization from the Bank or to secure any such guaranty of the obligations of any third party executed on behalf of the Organization; and (v) amend or modify any of the authorities and documents described in clauses (i) through (iv).

This Authorized Signer having borrowing authority, acting alone, also may delegate to any other representative of the Organization the power to borrow money on behalf of the Organization from time to time under any loan agreement, line of credit agreement, letter of credit agreement or other agreement previously approved in accordance with this authorization, even if the individual to whom such authority to borrow money is delegated is not named in these Resolutions and Agreement.

5. **Changes to Authorized Signer(s).** The Organization agrees that the undersigned individual executing these Resolutions and Agreement on behalf of the Organization, or any individual designated in writing by the undersigned to the Bank, is authorized to certify the names and signatures of those individuals authorized to act on behalf of the Organization under the foregoing Resolutions and Agreement and, from time to time hereafter, to certify any change in the identity of said Authorized Signer(s) and/or Check Signer(s) or to add or delete any Authorized Signer and/or Check Signer, and the undersigned or such designee of the undersigned shall immediately report, furnish and certify such changes to the Bank and submit to the Bank a new signature card, incumbency certificate or other document on behalf of the Organization reflecting such changes as the Bank may require in order to make such change(s) effective.
6. **Bank's Right to Rely on These Resolutions and Agreement.** The undersigned further certifies that the foregoing Resolutions and Agreement are in conformity with the governing documents of the Organization, and the Bank is authorized to rely on and to continue to honor the instructions of and authorizations given by any Authorized Signer(s) identified herein or as subsequently certified to the Bank as described above until the Bank shall have been notified in writing by the undersigned or his/her designee of any amendment or revocation of such instruction or authorization and the Bank shall have had a reasonable period of time to act on such notification. The Organization agrees and acknowledges that neither the Federal Electronic Fund Transfer Act (15 U.S.C. Section 1693 and following) nor Regulation E (12 C.F.R. Part 205) are applicable to any debit card or other access device issued by the Bank to the Organization in connection with any Additional Banking Service. The Organization hereby indemnifies and holds the Bank harmless against any loss, cost, damage, or expense suffered or incurred by the Bank arising out of or in any way related to the Bank's reliance in good faith on the terms and provisions of these Resolutions and Agreement.
7. **Incumbency Certificate.** The undersigned "Recordkeeper" for the Organization certifies that each individual identified in section 3 above as an Authorized Signer is an employee or officer of the Organization and currently holds the office/title specified beside his/her name, and that the specimen signature adjacent thereto is the valid signature of such individual.

Guidelines for executing the following signature boxes for Organizations that are U.S. legal entities:

- **Corporation:** The undersigned **Recordkeeper** described in Section 1 above and executing these Resolutions and Agreement below in the **Recordkeeper** box should be the corporate secretary or assistant secretary of the corporation. The **Additional Officer** may be the Chairperson, President, Chief Executive Officer, Treasurer, Chief Financial Officer, or a Board member, and must execute these Resolutions and Agreement in the **Additional Officer** box.
- **Partnership, Limited Liability Partnership, Limited Liability Company, or Sole Proprietor:** All general partners, all members (if a limited liability company), or the sole proprietor must sign below, unless the Organization's governing documents specify that a manager, managing general partner, or other individual may so act. ***In any event, a second officer of the general partner or***

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member (if a limited liability company) **must sign in the Additional Officer box.** Sole proprietorships or single member limited liability companies do not require a second signature.

- **Governmental Entity:** The Treasurer must sign these Resolutions and Agreement below in the **Recordkeeper** box, unless the Organization’s charter specifies otherwise. The entity’s Chairperson, Vice Chairperson, or equivalent officer, or in-house Legal Counsel must sign in the **Additional Officer** box.

SIGNATURE REQUIRED

SIGNATURE REQUIRED

RECORDKEEPER

ADDITIONAL OFFICER

Name: _____
(Type or print)

Name: _____
(Type or print)

Signature: _____

Signature: _____

Title: _____

Title: _____

In witness whereof, I have signed my name to these Resolutions and Agreement as the Recordkeeper described in Section 1 above and, if appropriate and required, applied the seal of the Organization as of this _____ day of _____, 20__ .

(Affix seal here if required by Organization’s governing documents.)

Additional Signatures of Members, Partners or Other Required Individuals

Each of the undersigned individuals, being a member, general partner, or other person required under the governing documents of the Organization to approve the foregoing Resolutions and Agreement, hereby consents to the adoption thereof.

Signature

Signature

Print Name

Print Name

Title

Title

Signature

Signature

Print Name

Print Name

Title

Title

Signature

Signature

Print Name

Print Name

Title

Title