

**RESOLUTION NO. R2020-04**

**AN EMERGENCY RESOLUTION OF LODGE, ASSOCIATION OR OTHER SIMILAR ORGANIZATION**

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The Ohio Valley Bank Company  
420 Third Avenue, PO Box 240  
Gallipolis, Oh 45631

City of Gallipolis  
333 Third Avenue, PO Box 339  
Gallipolis, Oh 45631

*Referred to in this document as "Financial Institution"      Referred to in this document as "Association"*

I, Annette M. Landers, certify that I am Secretary (clerk) of the above named association organized under the laws of Ohio, Federal employer I.D. Number 31-6400226, and that the resolutions on this document are a correct copy of the resolutions adopted at a meeting of the Association duly and properly called and held on August 4, 2020. These Resolutions appear in the minutes of this meeting and have not been rescinded or modified.

**Agents.** Any Agent listed below, subject to any written limitations, is authorized to exercise the powers granted as indicated below:

Name and Title or Position	Signature	Facsimile Signature (if used)
A. <u>Annette M Landers</u> Auditor/Clerk/ Treasurer	X <u>Annette M Landers</u>	X _____
B. <u>Brynn S Noe</u> City Solicitor	X <u>Brynn S Noe</u>	X _____
C. <u>Theodore R Lozier</u> City Manager	X <u>Theodore R Lozier</u>	X _____
D. <u>Whitney R Vilfer</u> Assistant Treasurer	X <u>Whitney R Vilfer</u>	X _____

The City Manager has recommended in writing the passage of this Resolution as an emergency measure as it is necessary for the immediate preservation of the public peace, health, safety and property and in order to provide for the usual operations of the municipal departments.

**Powers Granted.** (Attach one or more Agents to each power by placing the letter corresponding to their name in the area before each power. Following each power indicate the number of Agent signatures required to exercise the power.)

Indicate A, B, C, D, E, and/or F	Description of Power	Indicate numbers of signatures required
<u>A, C</u>	(1) Exercise all of the powers listed in this resolution	<u>2</u>
_____	(2) Open any deposit or share account(s) in the name of the association	_____
<u>B, D</u>	(3) Endorse checks and orders for the payment of money or otherwise withdraw or transfer funds on deposit with this Financial Institution	<u>2</u>
_____	(4) Borrow money on behalf and in the name of the Association, sign, execute and deliver promissory notes or other	_____

- evidences of indebtedness
- \_\_\_\_\_ (5) Endorse, assign, transfer, mortgage or pledge bills receivable, warehouse receipts, bills of lading, stocks, bonds, real estate or other property now owned or hereafter owned or acquired by the Association as security for sums borrowed, and to discount the same, unconditionally guarantee payment of all bills received, negotiated or discounted and to waive demand, presentment, protest, notice of protest and notice of non-payment
- \_\_\_\_\_ (6) Enter into a written lease for the purpose of renting, maintaining, accessing and terminating a Safe Deposit Box in this Financial Institution
- B, D \_\_\_\_\_ (7) Other: Access Safe Deposit Box \_\_\_\_\_ 1

**Limitations on Powers.** The following are the Association's express limitations on the powers granted under this resolution.

### Resolutions

**The Association named on this resolution resolves that,**

- (1) The Financial Institution is designated as a depository for the funds of the Association and to provide other financial accommodations indicated in this resolution.
- (2) This resolution shall continue to have effect until express written notice of its rescission or modification has been received and recorded by the Financial Institution. Any and all prior resolutions adopted by the Association and certified to the financial Institution as governing the operation of this association's account(s), are in full force and effect, until the Financial institution receives and acknowledges an express written notice of its revocation, modification or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to the Financial Institution, establishing the authority for the changes.
- (3) The signature of an Agent on this resolution is conclusive evidence of their authority to act on behalf of the Association. Any Agent, so long as they act in a representative capacity as an agent of the Association, is authorized to make any and all other contracts, agreements, stipulations and orders which they may deem advisable for the effective exercise of the powers indicated in this resolution, from time to time with the Financial Institution, subject to any restrictions on this resolution or otherwise agreed to in writing.
- (4) All transactions, if any, with respect to any deposits, withdrawals, rediscounts and borrowings by or on behalf of the Association with the Financial Institution prior to the adoption of this resolution are hereby ratified, approved and confirmed.
- (5) The Association agrees to the terms and conditions of any account agreement, properly opened by any Agent of the Association. The Association authorizes the Financial institution, at any time, to charge the Association for all checks, drafts, or other orders, for the payment of money, that are drawn of the Financial Institution, so long as they contain the required number of signatures for this purpose.
- (6) ~~The Association acknowledges and agrees that the Financial Institution may furnish at its discretion automated access devices to Agents of the Association to facilitate those powers authorized by this resolution or other resolutions in effect at the time of issuance. The term "automated access device" includes, but is not limited to, credit cards, automated teller machines (ATM), and debit cards.~~

- (7) The Association acknowledges and agrees that the Financial Institution may rely on alternative signature and verification codes issued to or obtained from the Agents named on this resolution. The term "alternative signature and verification codes" includes, but is not limited to, facsimile signatures on file with the Financial Institution, personal identification numbers (PIN), and digital signatures. If a facsimile signature specimen has been provided on this resolution, (or that are filed separately by the Association with the Financial Institution from time to time) the Financial Institution is authorized to treat the facsimile signature as the signature of the Agent(s) regardless of by whom or by what means the facsimile signature may have been affixed so long as it resembles the facsimile signature specimen on file. The Association authorizes each Agent to have custody of the Association's private key used to create a digital signature and to request issuance of a certificate listing the corresponding public key. The Financial institution shall have no responsibility or liability for unauthorized use of alternative signature and verification codes unless otherwise agreed in writing.

**Effect on Previous Resolutions.** This resolution supersedes resolution dated October 1, 2019. This resolution shall be effective upon passage as an emergency measure.

**Certification of Authority**

I further certify that the Association has, and at the time of adoption of this resolution had, full power and lawful authority to adopt the resolutions stated above to confer the powers granted above to the persons named who have full power and lawful authority to exercise the same. (Apply seal below where appropriate.)

X  If checked, the Association is a non-profit lodge, association or similar organization.

Date Adopted: August  4 , 2020

Annette M. Landon  
(Secretary/Clerk)

CJC Adbell  
(Attest: Other Officer-President)

By SR  
(Attest: Other Officer-City Solicitor)  
Approved as to form