

BOARD OF SARPY COUNTY AND CITIES WASTEWATER AGENCY

RESOLUTION AUTHORIZING THE TREASURER OF THE SARPY COUNTY AND CITIES WASTEWATER AGENCY TO OPEN A BANK ACCOUNT ON BEHALF OF THE AGENCY

WHEREAS, pursuant to the Interlocal Cooperation Act, set out at Neb. Rev. Stat. § 13-801 et seq., (hereinafter the “Act”), Sarpy County and the Cities of Papillion, Bellevue, Springfield, La Vista and Gretna entered into an agreement, (hereinafter the “Agency Formation Agreement”) and formed the interlocal agency called the Sarpy County and Cities Wastewater Agency (hereinafter the “Agency”); and,

WHEREAS, the Agency is a separate body corporate and politic under the Act; and,

WHEREAS, pursuant to Agency Formation Agreement, the powers of the Agency as a body are exercised by the Agency Board; and,

WHEREAS, pursuant to Section III of the Agency Formation Agreement, the Treasurer shall be the custodian of and receive all monies belonging to the Agency; and,

WHEREAS, the Treasurer previously opened a bank account in the Agency’s name on behalf of the Agency at Pinnacle Bank; and,

WHEREAS, pursuant to Resolution 2018-022, the Agency Board approved the Bank Proposal from Five Points Bank for the Agency and entered into a contractual agreement with Five Points Bank; and,

WHEREAS, the Treasurer now desires to close the Agency bank account at Pinnacle Bank and to open a bank account in the Agency’s name on behalf of the Agency at Five Points Bank; and

WHEREAS, the Agency Board deems it appropriate that the Treasurer and Chair be appointed as Authorized Representatives authorized to drawn down Agency funds and exercise the authorities as identified in the attached Certificate Regarding Resolutions from Five Points Bank.

NOW, THEREFORE, BE IT RESOLVED BY THE AGENCY BOARD that the Treasurer shall be authorized to close the bank account in the Agency’s name on behalf of the Agency at Pinnacle Bank; and,

NOW, THEREFORE, BE IT RESOLVED BY THE AGENCY BOARD that the Chair and Treasurer shall be appointed as Authorized Representatives authorized to draw down Agency funds and exercise the authorities as identified in the attached Certificate Regarding Resolutions from Five Points Bank; and,

NOW, THEREFORE, BE IT FURTHER RESOLVED BY THE AGENCY BOARD that the Treasurer shall be authorized to open a bank account in the Agency’s name on behalf of the Agency at Five Points Bank; and,

NOW, THEREFORE, IT FURTHER BE RESOLVED BY THE AGENCY BOARD that the Agency Board Chair is hereby authorized to execute, on behalf of the Agency Board, any and all documents associated with or in furtherance of the opening of the Agency's bank account at Five Points Bank, including the attached Certificate Regarding Resolutions from Five Points Bank.

The above Resolution was approved by a vote of the Sarpy County and Cities Wastewater Agency Board at a public meeting duly held in accordance with applicable law on the 26th day of June 2018.

A handwritten signature in black ink, appearing to read "David R. Kelly", written over a horizontal line.

Sarpy County and Cities Wastewater
Agency Board Chairman

Exhibit A

Certificate Regarding Resolutions

Certificate Regarding Resolutions

Name of Entity:	SARPY COUNTY AND CITIES WASTEWATER AGENCY
Type of Entity:	GOVERNMENT ENTITY
State of Organization:	NEBRASKA
Entity's Address:	1210 GOLDEN GATE DR PAPILLION, NE 68046
Federal Tax ID Number:	82-4177340
Governing Body:	Sarpy County and Cities Wastewater Agency Board
Date of Resolution:	June 26, 2018

The undersigned, on behalf of the entity set forth in the table above (the "Company"), certifies to Five Points Bank (the "Bank"), that he or she is a duly appointed Authorized Representative (as defined in the Resolutions referred to below) of the Company holding the title set forth in the signature block below, with authority to act on behalf of the Company, and that:

1. The Company is: (a) the Type of Entity set forth in the table above; (b) duly organized, validly existing and in good standing under the laws of its State of Organization set forth in the table above; and (c) registered in the manner (if any) required by, and is in compliance with all requirements relating to its organization and continued existence under, the laws of its State of Organization set forth in the above. In that regard, "State of Organization" means the State under whose laws the Company is organized or, if those laws do not require organization, the jurisdiction where the Company's chief executive office is located.
2. The resolutions attached to this Certificate as Exhibit A (the "Resolutions"): (a) are true and correct copies of resolutions properly adopted under the Company's organizational documents either (i) at a duly called meeting of the Company's Governing Body set forth in the table above held on the Date of Resolution/Consent set forth in the table above, or (ii) by written consent of all of the members of the Company's Governing Body set forth in the table above in lieu of meeting on the Date of Resolution/Consent set forth in the table above; (b) have not been altered, rescinded or amended, are in full force and effect and are recorded in the minutes or records of the Company; and (c) are not limited or prohibited by the Company's organizational documents or any agreement by which the Company is bound. In that regard, "Governing Body" means the individual or group of individuals having the power under the Company's organizational documents to adopt resolutions regarding the matters addressed in the Resolutions on behalf of, and to bind, the Company with respect to such matters.

As a duly appointed Authorized Representative of the Company, I have subscribed my name and affixed the Company's seal (if applicable) below.

Company Don Kelly
[*] _____
By: Don Kelly
Authorized Representative

Name: SARPY COUNTY AND CITIES WASTEWATER AGENCY

Title: Chair

Date: June 26, 2018

(seal)

As a duly appointed Authorized Representative of the Company, I certify that the person named in the signature block above is a duly appointed Authorized Representative of the Company holding the title set forth in the signature block above and that the signature set forth in the signature block above is such person's genuine signature.

Company Don Kelly
[*] _____
By: SARPY COUNTY AND CITIES WASTEWATER AGENCY
Authorized Representative
Name: Don Kelly
Title: Chair
Date: June 26, 2018

EXHIBIT A
RESOLUTIONS

WHEREAS, Five Points Bank (the "Bank") offers a variety of deposit accounts (each, an "Account") to its customers under the terms of the Bank's [Account Agreement] as published by the Bank from time to time (the "Account Agreement"); and

WHEREAS, the Bank also offers a variety of cash management services (each, a "Service") to its customers under the terms of the Bank's Cash Management Master Agreement (the "Master Agreement") and the other documents comprising the "Agreement" as specified in the Master Agreement as published by the Bank from time to time; and

WHEREAS, [*], a [*] (the "Company"), desires to open, [*] or more Accounts and to use one or more of the Services.

NOW, THEREFORE, BE IT RESOLVED, that the Company is authorized to establish, operate and close one or more Accounts and to use one or more of the Services.

FURTHER RESOLVED, that each person holding any office or title listed below (each, an "Authorized Representative"), acting alone, is authorized and directed to execute and deliver on behalf of the Company all agreements and documents relating to the Accounts and the Services as the Bank may require from time to time, including the Deposit Agreement and the Master Agreement in the forms reviewed by the Company's governing body adopting these resolutions, with such terms, changes, revisions, additions and deletions as the Authorized Representative executing and delivering the Deposit Agreement and/or the Master Agreement deems necessary, advisable or appropriate, with that determination to be conclusively evidenced by that Authorized Representative's execution and delivery of the Deposit Agreement and/or the Master Agreement:

Office or Title
of Authorized Representatives

Treasurer	_____
Chair	_____ <i>David R. Kelly</i> _____

THE OFFICE OR TITLE IN THE LIST ABOVE MUST MATCH THE OFFICE OR TITLE IN THE COMPANY'S CERTIFICATE REGARDING AUTHORIZED REPRESENTATIVES.
PLEASE DO NOT ENTER A PERSON'S NAME IN THE LIST ABOVE.

FURTHER RESOLVED, that each Authorized Representative, acting alone, is authorized to:

1. Act on behalf of the Company with respect to the Accounts and the Services and give the Bank instructions, access information and otherwise perform transactions on behalf of the Company regarding the Accounts and the Services;
2. Sign (manually, by facsimile signature, or otherwise) and endorse (manually, by facsimile signature, or otherwise in the name of the Company) all checks, drafts, notes, or other instruments issued by or payable to the Company, including those payable to "Cash" or the Authorized Representative signing or endorsing them;

3. Request automated clearing house debit and credit entries, incoming and outgoing wire transfers, and other electronic funds transfers, to and from the Accounts in connection with the Services or otherwise;
4. Create overdrafts and incur other obligations in connection with the Accounts and the Services; and
5. Delegate to any other person(s) all or any portion of that Authorized Representative's authority regarding the Accounts and the Services (including the authority set forth in items 1 through 4 above), (a) designating any such person(s) (each, an "Authorized User") as being authorized to access and use the Accounts and the Services on behalf of the Company; (b) designating any such person(s) (each, a "Security Administrator") as being authorized to designate Authorized Users and administer usernames, passwords and other credentials assigned to Authorized Users in connection with their access to and use of the Accounts and the Services on behalf of Company; (c) designating any such person(s) (each, an "Authorized Signer") as having authority to write checks on an Account on behalf of Company; or (d) further delegating that Authorized Representative's authority;

FURTHER RESOLVED, that the Company will be bound by: (a) the terms and conditions, now in effect or as amended from time to time, of all agreements relating to the Accounts and the Services entered into by an Authorized Representative; (b) all transactions regarding the Accounts and the Services authorized by a Service Representative; and (c) all checks drawn on an Account by an Authorized Signer;

FURTHER RESOLVED, that the Bank is directed to accept for deposit, honor, pay, or charge to an Account, without inquiry as to the circumstances of the issuance or application of the proceeds of: (a) any checks, drafts, notes, or other instruments issued by or payable to the Company on that Account if signed or endorsed by any Authorized Representative, Authorized User or Authorized Signer; and (b) any automated clearing house debit or credit entries, incoming or outgoing wire transfers, and other electronic funds transfers to or from that Settlement Account if authorized by any Authorized Representative or Authorized User;

FURTHER RESOLVED, that with respect to any Service involving the use of usernames, passwords or other credentials, the use of any such credentials associated with an Authorized Representative or Authorized User will be deemed to be the signature or authorization of that Authorized Representative or Authorized User;

FURTHER RESOLVED, that the Bank may act upon any oral or written instructions regarding the Accounts and the Services that it believes in good faith to have been given by one of Company's Authorized Representatives or Authorized Users;

FURTHER RESOLVED, that: (a) any Authorized Representative is authorized to certify to the Bank (i) the adoption of these resolutions and (ii) the names and specimen signatures of the Authorized Representatives Authorized Users and Authorized Signers from time to time; and (b) these resolutions and any such certification will continue in effect until the Bank has received written notice that they have been amended, modified, replaced, terminated or are no longer in effect and has had a reasonable opportunity to act on that notice;

FURTHER RESOLVED, that all acts authorized by these resolutions performed prior to their adoption are approved and ratified in all respects; and

FURTHER RESOLVED, that these resolutions are in addition to, and not by way of limitation on, other resolutions, if any, of the Company in favor of the Bank or any of its affiliates.

* * * * *

CERTIFICATE REGARDING AUTHORIZED REPRESENTATIVES

This Certificate Regarding Authorized Representatives (the "Certificate") relates to the [Account Agreement] and the Cash Management Master Agreement between Five Points Bank the)"Bank") and the Customer identified in the signature block below. Each person named in this Certificate holds the office or title indicated for such person as of the date of this Certificate, and the signature appearing opposite such person's name is such person's authentic signature.

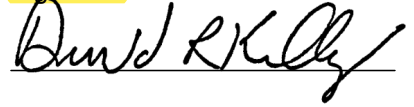
Authorized Representative's
Name

Authorized Representative's
Office or Title

Authorized Representative's
Signature

Don Kelly

Chair



Amber Powers

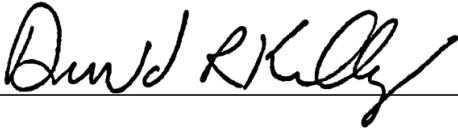
Treasurer

THE OFFICE OR TITLE IN THE LIST ABOVE MUST MATCH THOSE IN THE RESOLUTIONS THAT ARE ATTACHED TO THE COMPANY'S CERTIFICATE REGARDING RESOLUTIONS.

This Certificate completely replaces any similar forms or certifications the Company has given the Bank in the past regarding the Accounts or the Services.

Company

[*]



By: Don Kelly
Authorized Representative

Name: SARPY COUNTY AND CITIES WASTEWATER AGENCY

Title: Chair

Date: June 26, 2018

(seal)