

Envision
Creative Support for People with Developmental Disabilities

REGULAR MEETING OF THE BOARD OF DIRECTORS
November 6, 2014

Members Present

Erica Herman
Tanya Unrein
Linda Brainard
Richard Hanks
Doug Seery
Kathi Sargent
Angela Deabler
Monica Wickstrom
Erin Hunter
Joanna Martinson
Eric Mooss
Lesley Brooks

Members Absent

Others

Mary Lu Walton
Kay Wells
Cal Logan
11 Staff Members

The meeting was called to order by the President at 7:30 AM.

Roll call indicated attendance as above.

There were no agenda additions.

Motion was made and seconded (Sargent/Deabler) to approve the minutes of the October 2, 2014 meeting as written. Motion carried.

The annual audit report was presented by Cal Logan of Logan, Thomas and Johnson.

Marty Kennedy reviewed the financial statement for the period ending September 30, 2014. Total revenue was \$843,263.00. Total expenses were \$923,727.00; leaving a net income of -\$80,464.00.00.

Marty Kennedy presented information for approval of "Authorized Persons and Enabling Resolutions for Corporations" for the Morgan Stanley investment account. Motion was made and seconded (Brooks/Brainard) to approve the Resolution. Motion carried. The Resolution reads:

"Authorized Persons and Enabling Resolutions for Corporations"

"In consideration of Morgan Stanley Smith Barney LLC ('MSSB') opening and/or maintaining one or more accounts for the corporation named below, I, the undersigned duly authorized officer, hereby certifies and agrees as follows:

"1. General Information

"The full legal name of the corporation (the 'Corporation') to which this document applies is:

Envision Creative Support for People with Developmental Di Colorado

Name of Corporation

State of Incorporation or Non-U.S. Jurisdiction

"2. Authorized Persons

"MSSB is hereby authorized to accept investment instructions and other instructions from the officers of the Corporation and/or other individuals listed below ('Authorized Persons'). These privileges include, but are not limited to, the authority to make distributions (e.g., of cash or securities) and transfers by check or otherwise to anyone, including the undersigned officers and/or other individuals.

"If MSSB receives conflicting instructions from different Authorized Persons, or reasonably believes instructions from one Authorized Person might conflict with the wishes of another Authorized Person, MSSB may do any of the following: (a) choose which instructions to follow and which to disregard; (b) suspend all activity in the account until written instructions signed by all Authorized Persons are received; (c) close the account and deliver all securities and other property, net of debits or liabilities, to the address of record; and/or (d) take other action deemed necessary to protect the interests of MSSB.

"(ALL AUTHORIZED PERSONS MUST COMPLETE THIS SECTION, EVEN IF ALSO SIGNING ON BEHALF OF THE CORPORATION AT THE END OF THIS DOCUMENT.)

"Erica Herman	<u>1111 Country Acres Drive, Johnstown, CO 80534</u>		
"Name	Primary Residence; Address		
"/s/Erica Herman	XXX-XXX-XXXX	xx/xx/xxxx	President
"Signature	Social Security Number	Date of Birth	Title
"Joanna Martinson	<u>17353 WCR 42, LaSalle, CO 80645</u>		
"Name	Primary Residence; Address		
"/s/ Joanna Martinson	XXX-XXX-XXXX	xx/xx/xxxx	Vice President
"Signature	Social Security Number	Date of Birth	Title
"Lesley Clark Brooks	<u>1874 26th Avenue, Greeley, CO 80634</u>		
"Name	Primary Residence; Address		
"/s/ Lesley Clark Brooks	XXX-XXX-XXXX	xx/xx/xxxx	Secretary-Treasurer
"Signature	Social Security Number	Date of Birth	Title
"Mary Lu Walton	<u>601 E 19th Street Drive, Greeley, CO 80631</u>		
"Name	Primary Residence; Address		
"/s/ Mary Lu Walton	XXX-XXX-XXXX	xx/xx/xxxx	Executive Director
"Signature	Social Security Number	Date of Birth	Title

"3. Enabling Resolutions

"The following is a full, true and correct copy of Resolutions duly and regularly adopted by vote of the Board of Directors of the Corporation. Such Resolutions have not been rescinded or modified and are in full force and effect.

"RESOLVED:

"FIRST, that the Authorized Persons are, and each of them hereby is, authorized and empowered to the fullest extent possible, to act on behalf of the Corporation, to establish and maintain with MSSB one or more cash accounts, margin accounts, BusinessScape accounts, commodities accounts, or any other type of account offered by MSSB and its applicable affiliates ('Account'), for the purpose of purchasing, investing in, or otherwise acquiring, selling (including short selling), possessing, transferring, exchanging, borrowing, pledging or otherwise disposing of, and generally dealing in and with, cash and any and all forms of securities and financial instruments, including but not limited to shares, stocks, bonds, debentures, notes, scrip, participation certificates, rights to subscribe, options, warrants, futures, commodities, commodity futures and/or options on futures, certificates of deposits, mortgages, evidence of indebtedness, commercial paper, and interests of any and every kind and nature whatsoever, secured and unsecured, whether represented by trust, participating and/or other certificates or otherwise.

"SECOND, that, without obligation on MSSB's part to inquire, instructions or actions, by any Authorized Person shall individually have the fullest authority on behalf of the Corporation with respect to the Account including, but not limited to, authority to:

- 1) "give written or oral instructions to MSSB with respect to any securities in, or transaction or service offered in connection with, the Account;
- 2) "deposit or withdraw money, securities and other property of the Corporation to and from the Account;
- 3) "borrow money from MSSB and secure payment thereof with the property of the Corporation;

- 4) "bind the Corporation to any contract, arrangement or transaction, which shall be entered into by any authorized Person with or through MSSB;
- 5) "make payments related to the Account by checks and/or drafts drawn upon the funds of the Corporation;
- 6) "endorse any securities in order to pass ownership thereof or for any other purpose;
- 7) "direct the sale or exercise of any rights with respect to securities therein;
- 8) "sign releases and powers of attorney and enter into contracts and agreements, including but not limited to any MSSB account agreements and documentation relating to any debit or credit card, the checkwriting privilege, online services, electronic fund transfers and other services which are or may be offered in connection with the Account (where available), as such documents may be modified from time to time, and any documentation permitted or contemplated by such agreements, products and services, and to affix the corporate seal to same when necessary;
- 9) "direct MSSB to surrender securities to the proper agent or party for the purpose of effecting any exchange or conversion, or otherwise; and
- 10) "take any and all action in connection with the Account deemed necessary or desirable by any Authorized Person.

"THIRD, that any Authorized Person may appoint any person(s) ('Designated Persons') to: (1) conduct trading in the Account; (2) endorse any securities, or to make, execute and deliver, under the corporate seal of the Corporation or otherwise, any instrument of assignment and/or transfer necessary or proper to pass title to such securities; (3) sign checks (in which event, the signature of the Designated Person shall promptly be provided on any applicable signature card upon request by MSSB); (4) use any associated debit or credit card (where available); or (5) provide instructions to effect electronic fund transfers.

"FOURTH, that each Authorized Person is empowered and authorized to do all things each deems necessary or desirable to implement the foregoing Resolutions.

"FIFTH, that MSSB may deal with any and all of the persons directly or indirectly empowered by foregoing Resolutions as though they are dealing with the Corporation directly.

"SIXTH, that the Secretary of Corporation (or other duly designated officer) is hereby authorized and empowered to certify to MSSB, under the seal of the Corporation or otherwise;

"(a) a true, correct and complete copy of these Resolutions;

"(b) specimen signatures of each Authorized Person and each Designated Person empowered by these Resolutions, if so requested by MSSB;

"(c) a certificate (which, if required by MSSB, shall be supported by an opinion of the general counsel of the Corporation, or other counsel satisfactory to MSSB) that the Corporation is duly organized and in good standing, that the corporate charter authorizes the action or business described in these Resolutions, and that no limitation has been imposed upon such powers by constitution, statute, regulation, charter, by-law or otherwise.

"SEVENTH, that MSSB may rely upon any certification given in accordance with these Resolutions as continuing fully effective unless and until MSSB shall receive due written notice of an amendment, modification or rescission of such Resolutions or certification. Further resolved that MSSB shall not be liable for any action taken or not taken upon instruction of any Authorized Person or Designated Person prior to MSSB's actual receipt of written notice of the termination or impairment of such person's authority. The failure to supply any specimen signature shall not invalidate any transaction which is in accordance with authority previously granted. Further resolved that the Corporation shall indemnify and hold harmless MSSB and any of its subsidiaries and affiliates from any and all claims that a transaction was unauthorized or outside the scope of the Corporation's powers, if such transaction was authorized by any of the Authorized Persons or Designated Persons.

"EIGHTH, that in the event of any change in the office or powers of persons hereby empowered, the secretary (or other duly designated officer), shall certify such changes to MSSB, in writing, which certification, when MSSB receives it, shall terminate the powers of the persons previously authorized and empower the persons thereby substituted in accordance with all the provisions of these Corporate Resolutions.

"NINTH, that the Corporation hereby authorizes MSSB to charge any amount due to MSSB under any arrangement with the Corporation, against any or all of the accounts and other property of the Corporation held with MSSB or any of its affiliates, with the Corporation remaining liable for any deficiency and each Authorized Person or

Designated Person is authorized and directed to pay to MSSB by checks and/or drafts drawn upon the funds of the Corporation such sums as may be necessary to discharge the Corporation's obligations to MSSB.

"TENTH, Corporation agrees that MSSB may apply these Resolutions to any accounts in the name of the Corporation.

"4. Certification of the Duly Authorized Officer of the Corporation

"I hereby certify that I am the Duly Authorized Officer of the Corporation named above, a corporation duly organized and existing under the laws of the State of Incorporation or other non-U.S. jurisdiction, that the Corporation is in good standing and qualified to do business in this state or other non-U.S. jurisdiction. I further certify that the Resolutions herein are a true, correct and complete copy of Resolutions duly adopted at a meeting of the Board of Directors of the Corporation held on the date specified below, at which meeting a quorum was present and voting; that such Resolutions are in accordance with the charter and by-laws of the Corporation, are in full force and effect and have not been amended, modified or rescinded.

"IN WITNESS WHEREOF, I have hereunto affixed my hand (and the seal of the Corporation) this 3rd day of November, 2014.

"Lesley Clark Brooks

"Name of Duly Authorized Officer (Print)

"/s/ Lesley Clark Brooks

"Signature of Duly Authorized Officer

11/3/14

Date of Meeting of Board of Directors

"5. Authority of the Corporate Duly Authorized Officer

"The Corporation certifies that the Corporate Duly Authorized Officer, whose name appears above in the Certification, has been duly elected to and now holds that office and that the signature appearing opposite his or her name is his or her true signature.

"/s/Erica Herman

11/3/2014

"Erica Herman

"Print Name of Certifying Party

"President

"Title of Certifying Party"

Richard Hanks proposed an individual to consider for Board membership. Follow-up will occur by Erica Herman and Mary Lu Walton.

Mary Lu and Celeste Ewert reported on the recent art show and opening gala. Revenue after expenses was \$1,794.50.

There was discussion about 50th Anniversary events. Consensus was to discontinue plan for "Envision An Adventure" and focus on 5K scheduled for 4/19/15 and an agency/community picnic in June.

Mary Lu invited the board members and encouraged attendance at the 1st Year Celebration of Person Centered Thinking/Person Centered Organization on Thursday, November 13, 2014 from 12:00 Noon to 1:00 PM.

The Executive Director's Report for October was reviewed by Mary Lu. Department comments were made by department directors along with a report from the Employee Committee. Board members were invited to participate in a Silent Auction sponsored by the Employee Committee by donating and/or bidding on items.

The meeting was adjourned by the President.