

**Envision
Creative Support for People with Developmental Disabilities**

**REGULAR MEETING OF THE BOARD OF DIRECTORS
December 5, 2013**

Members Present

Erica Herman
Erica Mooss
Richard Hanks
Kathi Sargent
Linda Brainard
Erin Hunter

Members Absent

Joanna Martinson
Monica Wickstrom
Tanya Unrein
Lesley Brooks
Doug Seery

Others

Angela Deabler
Mary Lu Walton
Kay Wells
8 Staff Members

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

Roll call indicated attendance as above.

There were no agenda additions.

Motion was made and seconded (Sargent/Mooss) to approve the minutes of the November 7, 2013 meeting as written. Motion carried.

Marty Kennedy reviewed the financial report for the period ending October 31, 2013. Total revenue was \$830,766.00. Total expenses, including depreciation of \$9,165.00, were \$862,883.00; leaving a net income of -\$32,117.00.

Marty explained that a Resolution to remove a name from the Morgan Stanley account needed to be approved by the board in order to remove the name of the past president from the account. Motion was made and seconded (Brainard/Mooss) to approve the following Portfolio Loan Account Certification for Corporation. Motion carried.

"The undersigned certifies that I am the Secretary or an Assistant Secretary of the Corporation indicated under the signature line below ('Corporation') and that Corporation is a duly organized and validly existing Corporation in good standing in the jurisdiction in which it is incorporated.

"I also certify that:

1. The following resolutions were duly adopted by the Board of Directors at a duly called meeting or by unanimous written consent by the Board of Directors of Corporation.

Now, Therefore, Be It Resolved That:

A. Corporation is authorized and empowered to borrow money, enter into a loan and security agreement, and/or other agreements and documents with Morgan Stanley Bank, N.A. (the 'Bank') to establish and maintain one or more loan accounts ('Portfolio Loan Account') for the benefit of Corporation; and/or enter into a pledge agreement and/or other agreements and documents for the benefit of Bank under which Corporation will pledge collateral to Bank to secure the obligations of the third party named below, arising under or in connection with the third party's Portfolio Loan Account with Bank, as applicable (collectively, 'Loan Documents').

B. Corporation is authorized to borrow and have letters of credit issued at any time and from time to time under the Portfolio Loan Account established by Bank for Corporation; and pledge, mortgage, assign or subject to a security interest or lien any property of any sort of Corporation as security for any liability of Corporation under the Loan Documents.

C. Bank may deal with each of the corporate officers named in the signature area below (each, an 'Authorized Individual') as though dealing with Corporation directly.

D. Each of the Authorized Individuals, acting alone, is authorized to act on behalf of Corporation to:

1. execute and deliver to Bank on behalf of Corporation any and all Loan Documents and/or other agreements and documents that Bank may require in connection with any Portfolio Loan Account or advance or letter of credit that may be made by Bank;
2. enter into Loan Documents, establish Portfolio Loan Accounts and pledge Corporation's assets as collateral under the Loan Documents or any related agreement, as applicable; and/or enter into Loan Documents and/or other agreements and documents and pledge Corporation's assets as collateral under the Loan Documents or any other agreement to secure the obligations of the third party named below arising under or in connection with the third party's Portfolio Loan Account with Bank, as applicable;
3. bind Corporation with respect to any agreements entered into with Bank; and
4. take any other actions necessary and appropriate to carry out the intent of these resolutions.

E. Each of the Authorized Individuals acting as specified in this certification is authorized to appoint one or more attorneys-in-fact or agents to act on behalf of Corporation in the same capacity as set forth in these resolutions, and is authorized to execute and deliver to the Bank any powers of attorney or other documents to effect or evidence the appointment.

F. The undersigned duly elected officer of Corporation is hereby authorized, empowered and directed to certify in connection with the foregoing:

1. a true copy of these resolutions;
2. specimen signatures of each and every individual empowered by these resolutions; and
3. the charter and governing documents of Corporation, including its articles or certificate of incorporation and bylaws, empower it to transact the business and take the actions contemplated in these resolutions, and that no limitations has been imposed upon such powers by constitution, statute, rule, regulation, charter or otherwise.

G. Bank may rely upon any certification given in accordance with these resolutions which the Bank may assume are continuing, have not been rescinded or modified, and are in full force and effect unless and until it shall have received due written notice of an amendment, modification or rescission, of such resolutions or certification.

Further resolved that the Bank shall not be liable for any action taken or not taken upon instruction of any Authorized Individual prior to the actual receipt by the Bank of written notice of the termination or impairment of such person's authority. The failure to supply any specimen signature or any other documentation shall not invalidate any transaction which is in accordance with authority actually granted.

H. Corporation shall indemnify Bank, its affiliates and their respective directors, officers and employees and hold each of them harmless from any and all claims, liabilities and expenses which may arise from accepting instructions from Authorized Individuals or which may arise from continued reliance on this Certification. The provisions of this paragraph shall survive the termination of the Portfolio Loan Account and any Loan Documentation.

2. The Authorized Individuals have been duly elected or appointed, have been duly qualified and on the date of this certification are officers of Corporation, holding the respective offices set forth below opposite their names, and the signatures set forth under their names are genuine. Subject to Bank's policies, if Bank receives conflicting instructions from different Authorized Individuals, or reasonably believes instructions from one Authorized Individual might conflict with the wishes of another Authorized Individual, Bank may do any of the following: (a) choose which instructions to follow and which to disregard; (b) suspend all activity in the Portfolio Loan Account until written instructions signed by all Authorized Individuals are received; (c) close the Portfolio Loan Account; and/or (d) take other legal action.
3. The charter and governing documents of Corporation, including its articles or certificate of incorporation and bylaws, empower it to transact the business and take the actions contemplated in these resolutions, and that no limitation has been imposed upon such powers by constitution, statute, rule, regulation, charter or otherwise.

"IN WITNESS WHEREOF, I have subscribed my name by order of the Board of Corporation this 5th day of December, 2013.

"By: /s/Lesley Brooks _____
"(SIGNATURE OF SECRETARY OF ASSISTANT SECRETARY)

"4. Please complete the following:

"Envision Creative Support for People with Developmental Disabilities _____

"FULL LEGAL NAME OF CORPORATION

"Colorado _____ Colorado _____

"JURISDICTION WHERE CORPORATION IS INCORPORATED

JURISDICTION OF ORGANIZATION

" _____

"NAME OF THIRD PARTY ESTABLISHING PORTFOLIO LOAN ACCOUNT FOR WHICH CORPORATION IS PLEDGING ASSETS (IF APPLICABLE)"

Motion was made and seconded (Mooss/Hunter) to elect Angela Deabler to a three-year term on the board of directors. Motion carried.

Mary Lu and Celeste provided an update on fund raising events. The months of January and February, 2014 will be an art show at Zoe's with the closing gala on February 28 from 6:00 – 9:00 PM. Flyers are being finalized for sponsorship for the 5K In My Shoes set for April 27, 2014. The course has been set and is certified.

Person Centered Thinking training has produced many positive comments. A number of outside individuals attended the 2-day session in November. A fifth session will be added for March.

Samantha Whittington gave the Employee Committee report. The silent auction netted approximately \$425.00. The committee is sponsoring a Secret Santa and Ugly Sweater event during the holidays.

Celeste Ewert, Director of Program Services, presented information on Adult Day/Residential and Family Support Services programs.

Mary Lu reviewed the Executive Director's Report for November, 2013.

A volunteer from the board offered to assist in setting up and cleaning up for the Art Show Gala.

There were no audience comments.

The meeting was adjourned by the President.