# MINUTES OF THE BOARD OF TRUSTEES OF THE CINCINNATI AND HAMILTON COUNTY PUBLIC LIBRARY

Date: December 12, 2023

Meeting: Annual

Place: Main Library

#### **ANNUAL MEETING**

## CALL TO ORDER

#### ROLL CALL

Trustees Present:	Ms. Allen, Mr. Harding, Ms. Louis, Mr. Olson, Ms. Redden and Ms. Reynolds
Trustees Absent:	Mr. Hendon
Present:	Paula Brehm-Heeger, Kathy Bach, Molly DeFosse, Staci Dennison, Kyla Hardin, Holbrook Sample, and Beth Yoke

#### **ELECTION OF OFFICERS**

Ms. Allen moved the following:

The following officers were presented for 2024 election:

President: Gregory W. Olson

Vice-President: Christopher A. Harding

Secretary: Colleen M. Reynolds

The following 2024 committee assignments were presented:

Development Karen R. Louis, Chair Nadine L. Allen Diane Cunningham Redden

Facilities Finance and Audit Robert G. Hendon, Chair Nadine L. Allen Diane Cunningham Redden

Human Resources Diane Cunningham Redden, Chair Christopher A. Harding Karen R. Louis

#### Nominating

Gregory W. Olson, Chair Christopher A. Harding Colleen M. Reynolds

#### Operations

Nadine L. Allen, Chair Robert G. Hendon Colleen M. Reynolds

#### Technology

Colleen M. Reynolds, Chair Christopher A. Harding Karen R. Louis

#### Strategy

Christopher A. Harding, Chair Robert G. Hendon Colleen M. Reynolds

Ms. Redden seconded.

Voting for the motion: Ms. Allen, Mr. Harding, Ms. Louis, Mr. Olson, Ms. Redden, Ms. Reynolds...6 ayes. The motion carried. **(23-2023)**.

#### **REPORT OF THE HUMAN RESOURCES COMMITTEE MEETING**

Ms. Allen moved the following:

- Appoint Molly DeFosse, Chief Finance and Facilities Officer, as Fiscal Officer. The Board approved a stipend of \$5,000 annually for the duties of the Fiscal Officer for Ms. DeFosse.
- Appoint Paula Brehm-Heeger, Eva Jane Romaine Coombe Director, as Interim Deputy Fiscal Officer. Ms. Brehm-Heeger receives no additional compensation for serving in this capacity.
- Continue the appointment of Paula Brehm-Heeger as Eva Jane Romaine Coombe Director at an annual base salary of \$257,649.60 for 2024.

Mr. Harding seconded.

Voting for the motion: Ms. Allen, Mr. Harding, Ms. Louis, Mr. Olson, Ms. Redden, Ms. Reynolds...6 ayes. The motion carried. **(24-2023)**.

After the completion of the original report, it was realized that the salary for Eva Jane Romaine Coombe Director, Paula Brehm-Heeger was incorrect. The salary was then recalculated and went up for a second vote:

Mr. Olson moved the following:

• Approve an annual base salary of \$262,787.20 for Eva Jane Romaine Coombe Director Paula Brehm-Heeger for 2024.

Ms. Reynolds seconded.

Voting for the motion: Ms. Allen, Mr. Harding, Ms. Louis, Mr. Olson, Ms. Redden, Ms. Reynolds...6 ayes. The motion carried. **(25-2023)**.

Ms. Allen moved the following:

The Ohio Department of Taxation has set our 2024 Public Library Fund receipts at \$49,503,419 and Hamilton County has estimated property tax levy receipts of \$38,789,132. Using these amounts, total General Fund resources are estimated to be **\$91,100,000**, as follows:

#### 2024 GENERAL FUND RESOURCES

91,100,000.00
2,007,119.00
2,807,449.00
38,789,132.00
49,503,419.00
29,500,000.00
27,350,000.00
\$2,150,000.00

It is recommended that the 2024 General Fund appropriation (spending authority) be set at **\$96,315,000** distributed by account as follows. Overall, the 2024 budget includes an adjustment to the salary schedule, merit increases based on performance, funding to supplement employee Ohio Library Council dues up to 50% of the membership cost (up to \$45 per employee), support for Main Library employee parking stipend, anticipated operational increases related to the Main Library reopening, increased spending in Library materials to meet customer demand of electronic materials and support for current operations and planned initiatives.

Although the current year budget does result in a deficit, it is in line with the projected ending fund balance of approximately \$24M at 12/31/2024 that is included in the Facility Master Plan timeline of capital transfers.

Salaries	\$36,500,000.00
Retirement Benefits	5,110,000.00
Insurance Benefits	7,367,000.00
Supplies	2,230,000.00
Purchased & Contracted Services	13,223,000.00
Library Materials & Information	12,335,000.00
Capital Outlay	825,000.00
Other Objects	725,000.00
Other Financing Uses - Transfer	18,000,000.00
TOTAL APPROPRIATION	\$96,315,000.00

#### 2024 GENERAL FUND APPROPRIATION

In addition to the General Fund, estimated resources and appropriations have been prepared for special revenue, capital and permanent (trust) funds. These recommendations plus unencumbered carry-forward balances for all funds are detailed in **Exhibit A** and summarized below. Trust fund principals, a total of \$6,776,403 are excluded from permanent fund balances.

FUND	2024 ES TIMATED AVAILABLE	2024 ES TIMATED	2024 APPROPRIATION
	BALANCE	RESOURCES	
General Fund	\$29,500,000.00	\$91,100,000.00	\$96,315,000.00
Building & Repair Capital Fund	16,800,000.00	18,000,000.00	32,050,000.00
Special Revenue (4 funds)	1,789,000.00	798,000.00	689,000.00
Permanent (44 funds)	1,329,106.87	165,520.00	331,000.00
Total	\$49,418,106.87	\$110,063,520.00	\$129,385,000.00

(1) Includes \$18 million capital transfer to Building & Repair.

(2) Includes \$18 million transfer from General Fund.

(3) Balances are estimates at 12/31/23. Final actual balances will be reported to the County and confirmed in 2024.

The Special Revenue and Permanent Funds appropriations include routine spending, as well as appropriations from the Armstrong Fund to be used as necessary in working towards our supporting staff morale, support in the community engagement process and the events surrounding reopening the Main Library in 2024 (all which may include the purchase of refreshments), and to supplement the tuition assistance plan.

It is recommended that the Board adopt a Resolution to provide for expenditures during the fiscal year ending December 31, 2024, the resources of the Library be appropriated at the fund and object levels outlined in **Exhibit A**. Upon approval by the Board, this information will be submitted to the Hamilton County Budget Commission as the Library's **2024 Annual Appropriation Resolution** and **Certificate of Sources Available for Expenditure**.

Ms. Redden seconded.

Voting for the motion: Ms. Allen, Mr. Harding, Ms. Louis, Mr. Olson, Ms. Redden, Ms. Reynolds...6 ayes. The motion carried. **(26-2023)**.

### ANNUAL MEETING RESPONSIBILITIES

Mr. Olson requested:

- Approve executing a public official bond in the name of Molly DeFosse, Fiscal Officer in the amount of \$500,000 for term commencing December 31, 2023 and ending December 31, 2024 in accordance with Section 3375.32 of the Ohio Revised Code.
- It is requested that the Board adopt the resolution attached as **Exhibit A**, which is based on the provisions in the Ohio Revised Code Sections 3375.32-38.

The annual change of officers of the Board and the annual appointment of a Fiscal Officer requires notification to our banking service providers. In addition, they require a resolution of the Board assigning the authority for financial transactions.

Our bankers also need to know who is authorized to enter into contracts and agreements. As previously established, the attached resolution designates that "the Fiscal Officer, Deputy Fiscal Officer and the President or Vice President jointly are authorized". The resolution also incorporates the specific resolution requirements of Fifth Third Bank.

Finally, the proposed resolution states that the Eva Jane Romaine Coombe Director or Fiscal Officer is authorized to sell donated stock.

Mr. Harding seconded.

Voting for the motion: Ms. Allen, Mr. Harding, Ms. Louis, Mr. Olson, Ms. Redden, Ms. Reynolds...6 ayes. The motion carried. **(27-2023)**.

The Annual Meeting was then adjourned.

President

Attest: Secretary

## 2024 ESTIMATED RESOURCES and APPROPRIATIONS

Γ	General Fund	Building & Repair Fund	TOTAL Special	TOTAL Permanent	TOTAL
	100	401	Revenue Funds	Funds	-
Unencumbered Balance	29,500,000.00	16,800,000.00	1,789,000.00	1,329,106.87	49,418,106.87
ESTIMATED RESOURCES			•		
Intergovernmental Receipts	88,292,551.00	-	-	-	88,292,551.00
Patron Fines & Fees	150,449.00	-	-	-	150,449.00
Services Provided to Other Entities	10,000.00	-	-	-	10,000.00
Contributions, Gifts, and Donations	110,000.00	-	650,000.00	-	760,000.00
Earnings on Investments	2,037,000.00	-	148,000.00	165,520.00	2,350,520.00
Miscellaneous Revenue	500,000.00	-	-	-	500,000.00
Other Financing Sources	-	18,000,000.00	-	-	18,000,000.00
Total Resources	91,100,000.00	18,000,000.00	798,000.00	165,520.00	110,063,520.00
APPROPRIATION					
Salaries	36,500,000.00	-	-	-	36,500,000.00
Retirement Benefits	5,110,000.00	-	-	-	5,110,000.00
Insurance Benefits	7,367,000.00		-	-	7,367,000.00
Other Employee Benefits	-	-	-	51,500.00	51,500.00
Purchased/Contracted Services	13,223,000.00	4,050,000.00	203,000.00	70,500.00	17,546,500.00
Supplies	2,230,000.00	8,000,000.00	465,000.00	122,500.00	10,817,500.00
Library Materials and Information	12,335,000.00	-	21,000.00	86,500.00	12,442,500.00
Other Objects	725,000.00	-	-	-	725,000.00
Capital Outlay	825,000.00	20,000,000.00	-	-	20,825,000.00
Debt Service	-	-	-	-	-
Other Financing Uses	18,000,000.00	-	-	-	18,000,000.00
Contingency	-	-	-	-	-
Total Appropriation	96,315,000.00	32,050,000.00	689,000.00	331,000.00	129,385,000.00

## 2024 ESTIMATED RESOURCES and APPROPRIATIONS - Special Revenue Funds

	Г	Insurance	And/MW	Lib Program	Gifts	TOTAL
		209	201	252	299	-
	. <u>.</u> . –					Special Rev
	pered Balance	150,000.00	109,000.00	240,000.00	1,290,000.00	1,789,000.00
ESTIMATED RESOURCES	_	<b>r</b>				
Intergovernmental Receipts		-	-	-	-	-
Patron Fines & Fees		-	-	-	-	-
Services Provided to Other Entities		-	-	-	-	-
Contributions, Gifts, and Donations		-	-	400,000.00	250,000.00	650,000.00
Earnings on Investments		-	3,000.00	20,000.00	125,000.00	148,000.00
Miscellaneous Revenue	Γ	-	-	-	-	-
Other Financing Sources	Γ	-	-	-	-	-
То	tal Resources	-	3,000.00	420,000.00	375,000.00	798,000.00
APPROPRIATION						
Salaries	Γ	-	-	-	-	-
Retirement Benefits		-	-	-	-	-
Insurance Benefits		-	-	-	-	-
Other Employee Benefits		-	-	-	-	-
Purchased/Contracted Services		-	18,000.00	25,000.00	160,000.00	203,000.00
Supplies		-	10,000.00	255,000.00	200,000.00	465,000.00
Library Materials and Information	-	-	1,000.00	-	20,000.00	21,000.00
Other Objects	-	-	-	-	-	-
Capital Outlay		-	_	-	_	-
Debt Service		-	-	_		-
Other Financing Uses	-	-	-	-	-	-
Contingency						
0,	Appropriation	-	29,000.00		380,000.00	689.000.00
Total	Appropriation	-	29,000.00	200,000.00	300,000.00	009,000.00

1	Anderson	Armstrong	K Brown	Cochran	Feld	Inc Expense	Glueck	Goldsmith	Greider	Abell	Hadley
	801	802	806	808	812	814	816	817	818	819	820
								<b>.</b>			
Unencumbered Balance *	4,958.40	691,005.21	906.25	19,127.93	41,323.00	68,288.52	1,120.98	1,179.99	690.60	6,306.40	40,822.53
ESTIMATED RESOURCES											
Intergovernmental Receipts	-	-	-	-	-	-	-	-	-	-	-
Patron Fines & Fees	-	-	-	-	-	-	-	-	-	-	-
Services Provided to Other Entities	-	-	-	-	-	-	-	-	-	-	-
Contributions, Gifts, and Donations	-	-	-	-	-	-	-	-	-	-	-
Earnings on Investments	1,000.00	30,000.00	500.00	800.00	25,000.00	4,000.00	200.00	400.00	50.00	1,000.00	2,000.00
Other Financing Sources	-	-	-	-	-	-	-	-	-	-	-
Total Resources	1,000.00	30,000.00	500.00	800.00	25,000.00	4,000.00	200.00	400.00	50.00	1,000.00	2,000.00
APPROPRIATIONS											
Salaries	-	-	-	-	-	-	-	-	-	-	-
Retirement Benefits	-	-	-	-	-	-	-	-	-	-	-
Insurance Benefits	-	-	-	-	-	-	-	-	-	-	-
Other Employee Benefits	-	30,000.00	500.00	-	-	-	-	-	-	-	10,000.00
Purchased/Contracted Services	-	1,000.00	-	-	-	2,500.00	-	-	-	-	-
Supplies	-	35,000.00	-	-	-	10,000.00	-	-	-	-	-
Library Materials and Information	-	-	-	-	30,000.00	-	1,000.00	-	-	2,000.00	-
Other Objects	-	-	-	-	-	-	-	-	-	-	-
Capital Outlay	-	-	-	-	-	-	-	-	-	-	-
Debt Service	-	-	-	-	-	-	-	-	-	-	-
Other Financing Uses	-	-	-	-	-	-	-	-	-	-	-
Contingency	-	-	-	-	-	-	-	-	-	-	-
Total Appropriation	-	66,000.00	500.00	-	30,000.00	12,500.00	1,000.00	-	-	2,000.00	10,000.00

Γ	Hatfield	Heekin	HeiselDunlap	Heunefeld	lacobucci	Lib Materials	Kahn	KaneMerton	Kersten	King	Lenke
•	821	823	824		826	827	828	829	830	832	833
	-		-	825		-					
Unencumbered Balance *	1,946.93	1,107.55	38,760.80	1,877.12	1,026.99	859.80	601.46	1,052.27	217,321.03	1,142.27	1,009.20
ESTIMATED RESOURCES											
Intergovernmental Receipts	-	-	-	-	-	-	-	-	-	-	-
Patron Fines & Fees	-	-	-	-	-	-	-	-	-	-	-
Services Provided to Other Entities	-	-	-	-	-	-	-	-	-	-	-
Contributions, Gifts, and Donations	-	-	-	-	-	-	-	-	-	-	-
Earnings on Investments	100.00	100.00	2,000.00	300.00	50.00	200.00	50.00	50.00	60,000.00	200.00	100.00
Other Financing Sources	-	-	-	-	-	-	-	-	-	-	-
Total Resources	100.00	100.00	2,000.00	300.00	50.00	200.00	50.00	50.00	60,000.00	200.00	100.00
APPROPRIATIONS											
Salaries	-	-	-	-	-	-	-	-	-	-	-
Retirement Benefits	-	-	-	-	-	-	-	-	-	-	-
Insurance Benefits	-	-	-	-	-	-	-	-	-	-	-
Other Employee Benefits	-	-	10,000.00	-	-	-	-	-	-	-	-
Purchased/Contracted Services	-	1,000.00	-	-	-	-	-	-	35,000.00	-	-
Supplies	-	-	-	-	-	-	-	-	75,000.00	-	-
Library Materials and Information	1,500.00	-	-	1,000.00	1,000.00	-	-	1,000.00	-	-	1,000.00
Other Objects	-	-	-	-	-	-	-	-	-	-	-
Capital Outlay	-	-	-	-	-	-	-	-	-	-	-
Debt Service	-	-	-	-	-	-	-	-	-	-	-
Other Financing Uses	-	-	-	-	-	-	-	-	-	-	-
Contingency	-	-	-	-	-	-	-	-	-	-	-
Total Appropriation	1,500.00	1,000.00	10,000.00	1,000.00	1,000.00	-	-	1,000.00	110,000.00	-	1,000.00

1	Lewis	Marsh	Meister	Nolan	O'Brien	Plaut	DeMarke	Rhein	Hattendorf	SchildScore	Sackett
	834	837	839	845	847	851	854	855	857	859	860
Unencumbered Balance *	707.77	848.01	646.66	2,686.65	222.85	1,317.46	666.03	4,867.95	1,068.12	598.71	110,404.94
ESTIMATED RESOURCES		ı	ı			/ I		,	,	I	·
Intergovernmental Receipts	-	-	-	-	-	-	-	-	-	-	-
Patron Fines & Fees	-	-	-	-	-	-	-	-	-	-	-
Services Provided to Other Entities	-	-	-	-	-	-	-	-	-	-	-
Contributions, Gifts, and Donations	-	-	-	-	-	-	-	-	-	-	-
Earnings on Investments	100.00	50.00	50.00	100.00	20.00	100.00	50.00	200.00	100.00	50.00	20,000.00
Other Financing Sources	-	-	-	-	-	-	-	-	-	-	-
Total Resources	100.00	50.00	50.00	100.00	20.00	100.00	50.00	200.00	100.00	50.00	20,000.00
APPROPRIATIONS											
Salaries	-	-	-	-	-	-	-	-	-	-	-
Retirement Benefits	-	-	-	-	-	-	-	-	-	-	-
Insurance Benefits	-	-	-	-	-	-	-	-	-	-	-
Other Employee Benefits	-	-	-	-	-	-	-	-	-	-	-
Purchased/Contracted Services	-	-	-	2,000.00	-	-	-	1,500.00	-	-	-
Supplies	-	-	-	-	-	-	-	1,500.00	-	-	-
Library Materials and Information	-	-	-	-	-	1,000.00	-	-	-	-	30,000.00
Other Objects	-	-	-	-	-	-	-	-	-	-	-
Capital Outlay	-	-	-	-	-	-	-	-	-	-	-
Debt Service	-	-	-	-	-	-	-	-	-	-	-
Other Financing Uses	-	-	-	-	-	-	-	-	-	-	-
Contingency	-	-	-	-	-	-	-	-	-	-	-
Total Appropriation	-	-	-	2,000.00	-	1,000.00	-	3,000.00	-	-	30,000.00

1	Dwyer	Stern, Ruth	Stern.Martha	Gillespie	Striker	T&R	Trager	Howard	ValerioFamily	Levesav	Dehner
· · · · · · · · · · · · · · · · · · ·	863	864	865	866	870	872	874	875	879	883	884
Unencumbered Balance *	3,918.76	841.78	1,271.49	3,307.47	930.54	1,160.95	957.48	14,268.36	34,416.63	817.80	745.23
	3,910.70	041.70	1,271.49	3,307.47	930.54	1,100.95	957.40	14,200.30	34,410.03	017.00	745.25
ESTIMATED RESOURCES											
Intergovernmental Receipts	-	-	-	-	-	-	-	-	-	-	-
Patron Fines & Fees	-	-	-	-	-	-	-	-	-	-	-
Services Provided to Other Entities	-	-	-	-	-	-	-	-	-	-	-
Contributions, Gifts, and Donations	-	-	-	-	-	-	-	-	-	-	-
Earnings on Investments	1,000.00	100.00	300.00	100.00	100.00	500.00	200.00	12,000.00	1,500.00	50.00	750.00
Other Financing Sources	-	-	-	-	-	-	-	-	-	-	-
Total Resources	1,000.00	100.00	300.00	100.00	100.00	500.00	200.00	12,000.00	1,500.00	50.00	750.00
APPROPRIATIONS											
Salaries	-	-	-	-	-	-	-	-	-	-	-
Retirement Benefits	-	-	-	-	-	-	-	-	-	-	-
Insurance Benefits	-	-	-	-	-	-	-	-	-	-	-
Other Employee Benefits	-	-	-	-	-	-	-	-	-	-	1,000.00
Purchased/Contracted Services	-	500.00	-	2,000.00	-	-	-	-	25,000.00	-	-
Supplies	1,000.00	-	-	-	-	-	-	-	-	-	-
Library Materials and Information	1,000.00	-	1,000.00	-	-	1,000.00	-	14,000.00	-	-	-
Other Objects	-	-	-	-	-	-	-	-	-	-	-
Capital Outlay	-	-	-	-	-	-	-	-	-	-	-
Debt Service	-	-	-	-	-	-	-	-	-	-	-
Other Financing Uses	-	-	-	-	-	-	-	-	-	-	-
Contingency	-	-	-	-	-	-	-	-	-	-	-
Total Appropriation	2,000.00	500.00	1,000.00	2,000.00	-	1,000.00	-	14,000.00	25,000.00	-	1,000.00

	TOTAL
	Permanent
Unencumbered Balance *	1,329,106.87
ESTIMATED RESOURCES	
Intergovernmental Receipts	-
Patron Fines & Fees	-
Services Provided to Other Entities	-
Contributions, Gifts, and Donations	-
Earnings on Investments	165,520.00
Other Financing Sources	-
Total Resources	165,520.00
APPROPRIATIONS	
Salaries	-
Retirement Benefits	-
Insurance Benefits	-
Other Employee Benefits	51,500.00
Purchased/Contracted Services	70,500.00
Supplies	122,500.00
Library Materials and Information	86,500.00
Other Objects	-
Capital Outlay	-
Debt Service	-
Other Financing Uses	-
Contingency	-
Total Appropriation	331,000.00

#### RESOLUTION/AUTHORIZATION LIBRARY OFFICERS

I, the undersigned, Secretary of the Board of Trustees of the Cincinnati and Hamilton County Public Library, do hereby certify that at the Annual Meeting of the Board of Trustees of the Cincinnati and Hamilton County Public Library duly called and held at the Main Library on 12<sup>th</sup> day of December, 2023, at which a quorum was present:

1. officers were duly elected for the ensuing year or until their successors are chosen and qualified:

Name	Title	Specimen Signature
Gregory W. Olson	President	
Christopher A. Harding	Vice President	
Colleen M. Reynolds	Secretary	
Molly DeFosse	Fiscal Officer	

2. a Deputy Fiscal Officer was appointed for the ensuing year:

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3. the following authorizations were established:

<u>Withdrawals and Transfers</u>. Any funds deposited to the credit of any account of the Cincinnati and Hamilton County Public Library may be withdrawn by check or other order for the payment of money, signed by the **President or Vice President**, and **Fiscal Officer**.

Any funds deposited to the credit of the Cincinnati and Hamilton County Public Library may be transferred by wire transfer or ACH transaction to another Library account or investment instrument, as authorized either in writing, by telephone or computer by the **Fiscal Officer or Deputy Fiscal Officer**.

<u>Products and Services</u>. The **Fiscal Officer**, and the **President** or **Vice President** jointly are authorized to enter into contracts and agreements, written or verbal, for any products or services offered by an authorized public depository, including but not limited to cash management services and computer/internet based products and services. In addition, approve the attached template resolution for Fifth Third Bank Multi Product Resolution (Exhibit I) and authorize the Fiscal Officer to complete based on services provided.

<u>Sale of Stock</u>. The **Eva Jane Romaine Coombe Director** or **Fiscal Officer** are authorized to sell stock donations.

The authority herein given is to remain irrevocable so far as the public depository is concerned until it is notified in writing of a new resolution modifying or revoking such authority.

Executed this 12<sup>th</sup> day of December, 2023.

Secretary of the Board of Trustees Cincinnati & Hamilton County Public Library



38 Fountain Square Plaza Cincinnati, Ohio 45263

# **Banking Services Resolution**

Fifth Third Bank | Banking Services Resolution September 2023

#### **Banking Services Resolution** DEPOSIT ACCOUNTS & OTHER TREASURY MANAGEMENT SERVICES

Effective as of the date of execution, the named person(s) in the Authorized Persons Section is/are duly authorized representative(s) of the Company, Corporation, Partnership, Organization, Government, Trust and/or Plan reflected on the Signature Page hereof ("Entity") and hold the title(s) set forth opposite his or her respective name(s), said authorized persons is/are authorized to act on behalf of this Entity, and on behalf of those entities named in the Affiliates Section hereof ("Affiliates"), as an "Authorized Person" in transactions with Fifth Third Bank, National Association, or an affiliate of Fifth Third Bancorp (collectively, "Bank"), with the authority detailed in the following resolutions:

### Section I. DEPOSIT ACCOUNTS & OTHER TREASURY MANAGEMENT SERVICES:

RESOLVED, that the Bank is hereby designated as an authorized depository of this Entity and that one or more checking, savings, or other deposit accounts ("Accounts") be opened and maintained with the Bank in the name of the Entity.

RESOLVED, that the opening and maintaining of the Accounts, all transactions in connection with the Accounts and all related services will be governed by written agreements provided by the Bank, and by such rules, regulations and policies as the Bank shall from time to time establish.

RESOLVED, this Entity is authorized to obtain banking services from the Bank including treasury management, the sale or purchase of foreign currencies, and to enter into such agreements and documentation for such services as are required by the Bank from time to time, including a Master Treasury Management Agreement, Online Channel Access Agreement, Schedules to the Online Channel Access Agreement, Signature Card, Terms and Conditions for various banking services, Commercial Card Service Agreement, Deposit Account Rules & Regulations, and/or Commercial Account Rules, as applicable ("Banking Agreements"), each of which, when accepted or signed by an Authorized Person described below is approved and authorized in all respects.

RESOLVED, that the Entity is authorized to incur and repay indebtedness, grant or give security, and incur and perform related liabilities and obligations to the Bank in connection with the banking services obtained by the Entity under the relevant Banking Agreements, including, without limiting the foregoing, with respect to: (a) transactions executed for the Entity by the Bank (b) credit card services under the Commercial Card Service Agreement, and (b) import and export services for letters of credit as provided in the terms and conditions for such import and export services and related reimbursement, financing and security or collateral arrangements.

RESOLVED, that the Entity is authorized to enter into, execute and deliver to the Bank applications, documents, notes and agreements reflecting or evidencing such indebtedness, security, liabilities and obligations including those related to letters of credit, confirmation and payment services, reimbursement arrangements and related loans, lines of credit or similar financing arrangements, and security and collateralization arrangements, and a note or notes, security, pledge or similar agreement evidencing or securing such arrangements ("Banking Services Financing Agreements"), each of which, when submitted, accepted or signed by an Authorized Person is authorized and approved in all respects.

RESOLVED: that a) any of the Authorized Persons as designated in the Authorized Person(s) Section, acting alone or together with other Authorized Persons, b) each person serving or named as an executive or finance officer of the Corporation (such as the Chief Executive Officer, President, Chief Financial Officer, Controller and Vice President-Finance or similar title (each, an *"Executive Officer"*) from time to time, and (c) any other person designated by any such individual, whose identity is provided to Fifth Third Bank (each, an *"Authorized Person"* and for purposes of certain Banking Agreements, an *"Authorized Agent"*) is authorized to act for the Entity, and any named Affiliates if the same are joined to the Banking Services Agreements, to do any of the following:

Section 1.1. Accounts and Agreements. Open or close any deposit or other Account and execute on behalf of the Entity signature cards (and designate persons with check signing authority), application forms, authorization, set-up and other documentation and agreements with the Bank with respect to the Accounts and any services related to the Accounts including each of the Banking Agreements and Banking Services Financing Agreements;

**Section 1.2.** Payment Instructions. Issue, and designate persons with the authority to issue written, telephonic, electronic, internet-based, or oral instructions and payment orders for the transfer or payment of funds of the Entity on deposit with the Bank (or at any other financial institution) including by wire transfer, automated clearing house debit, book transfer and other physical and electronic means;

**Section 1.3.** Foreign Currency Transactions. Agree to buy or sell foreign currencies via spot contracts, execute on behalf of the Entity confirmation of such spot transactions, and deliver such currencies as required under the spot transactions to the Bank, including by wire transfer, automated clearing house debit, book transfer and other physical and electronic means;

**Section 1.4.** Implementation and Setup. Select the services the Entity will obtain from the Bank and instruct the Bank on service options and features desired by the Entity, and the set-up, implementation and security procedures relating to the services selected.

**Section 1.5 Designate others with Authority.** Designate and advise the Bank of the identity of persons (including officers and employees of this Entity or its service providers) who have some or all of the authority of an Authorized Person with respect to one or more Accounts of the Entity Banking Agreements entered into by Entity or services utilized by the Entity, and limitations on the scope of such authority, if any, including a person or persons who will serve as administrator or service administrator with respect to a service or services obtained by the Entity and have authority to: manage the service on behalf of the Entity; select and administer security and operating procedures; designate persons as authorized users of a service; and, enable and administer user identification codes, passwords and other identification data.

RESOLVED, that the Authorized Person(s), and any persons designated by the same in accordance with the foregoing resolutions, is/are hereby authorized to take such other actions as may be necessary or desirable to carry out the intent of the foregoing.

RESOLVED, that the resolutions set forth herein and the authority hereby conferred is in addition to that conferred by any other resolution heretofore or hereafter delivered by this Entity to the Bank and shall continue in full force and effect until the Bank shall have received, and have had a reasonable opportunity to act upon, notice in writing, certified by an authorized representative of this Entity, of the revocation hereof by a resolution duly adopted by the governing body of this Entity. Any such revocation shall be effective only as to credit which is extended or committed by the Bank, or actions which are taken by this Entity pursuant to the resolutions contained herein, subsequent to the Bank's receipt of, and reasonable opportunity to act upon, such notice and shall not affect any acts by Authorized Person(s) performed prior thereto.

RESOLVED, that any and all transactions by or on behalf of this Entity with the Bank and all agreements, applications, documents and authorizations executed and delivered on behalf of this Entity to the Bank prior to the adoption of this resolution (whether involving deposits, withdrawals, borrowings, guarantees, leases or otherwise) be and the same are in all respects ratified, approved, and confirmed.

RESOLVED, that the Bank is authorized to rely in good faith on any telephonic or other oral communication which shall be received by it from anyone reasonably believed by the Bank to be one of the Authorized Person(s) (including any Channel Administrator) until new instructions are received in writing from an Authorized Person of Entity and Bank has had a reasonable time to act on such instructions.

BE IT FURTHER RESOLVED that The United States Electronic Signatures in Global and National Commerce Act, P.L. 106-229 (the "E-Sign Act") applies to the fullest extent possible to this document. The Entity represents, warrants, and covenants that the electronic signatures submitted by the Entity to Bank on this document are created using software and processes that create valid, enforceable, and effective electronic signatures in compliance with the E-Sign Act and all applicable state laws including applicable Uniform Electronic Transactions Act(s). All questions regarding the validity of the electronic signatures on this document shall be governed by the E-Sign Act or, to the extent applicable, by the laws of the State of Ohio, including the Ohio Uniform Transactions Act, OHIO REV. CODE ANN. § 1306.01-23., et seq.

Name of Authorized Person	Title of Authorized Person

### Section II. AUTHORIZED PERSON(S)

NOTE: If additional space is needed, please attach separate copies of this table, labeling each copy "Exhibit to [Name of ENTITY] Banking Services Resolution dated [insert date of this Resolution]."



# **Section III. AFFILIATES** (Optional - Complete only if Entity will act on behalf of one or more entities in which Entity directly or indirectly owns an equity interest (each, an "Affiliate")

RESOLVED, that Entity owns directly or indirectly an equity interest in each Affiliate listed below and Entity resolves that each such Affiliate may join the Banking Agreements, Commercial Card Service Agreement, or other agreement with the Bank as a customer and as permitted by Bank from time to time; and

- Signor is duly authorized under the governing documents and resolutions of each Affiliate to give this certification to the Bank;
- these resolutions are a true copy of resolutions adopted by the governing body of each Affiliate;
- that such resolutions are now in full force and effect and are pursuant to each the governing documents of each Affiliate; and
- each of the Authorized Persons named in the Authorized Person(s) Section is authorized to act on behalf of the Affiliates listed below to the same extent as any Authorized Person is permitted to act on behalf of Entity.

Name of Affiliate	Optional Additional Authorized Pe	rson(s) per Affiliate
	Name of Authorized Person for Affiliate <i>in Addition to those</i> established above	Title of Additional Authorized Person

NOTE: If additional space is needed you may attach separate copies of this table, or a spreadsheet. Each attachment must be labeled "Exhibit to [Name of ENTITY] Banking Services Resolution dated [insert date of this Resolution]" and contain all information required on this table.

### [SIGNATURE PAGE TO FOLLOW]

Fifth Third Bank | Banking Services Resolution September 2023



### SIGNATURE PAGE OF BANKING SERVICES RESOLUTION

I hereby certify that:

- I am duly authorized under the governing documents and resolutions of Entity (and each Affiliate, if applicable) to give this certification to the Bank; and
- the above is a true copy of the resolutions adopted by the governing body of this Entity (and each Affiliate, if applicable), and
- such resolutions are now in full force and effect as of the date set forth below, having been adopted pursuant to the governing documents of Entity and (each Affiliate, if applicable) and not rescinded.

Printed Name:	
Title or Office:	
Full Legal Name of Entity:	
Signature:	-
Date:	_