

City of Marine City, Michigan  
County of St. Clair  
Resolution No. 025-2023

**A RESOLUTION AUTHORIZING THE EXECUTION OF DOCUMENTS WITH HUNTINGTON BANK, JP MORGAN CHASE BANK AND NORTHSTAR BANK TO MAKE NECESSARY SIGNATURE AND ACCOUNT AUTHORIZATIONS**

Effective as of the date of execution, the named person(s) in the Entity Authorization Section is/are duly authorized representatives of

The City of Marine City, ("Entity") authorizes and hold the title(s) set forth in this resolution, as authorized representative(s) of the Entity and is/are authorized to act on behalf of this Entity, as an "Authorized Person" in transactions with Huntington Bank, JP Morgan Chase, and Northstar Bank, and their authorized affiliates (collectively, "Bank"), with the authority designated in the appropriate Authorization Section and 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, 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 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 any of the Authorized Persons as designated in the Entity Authorization Section, acting alone or together with other Authorized Persons, is authorized to act for the Entity, and (as designated) its Affiliates if the same are joined to the Banking Services Agreements or Commercial Card Service Agreement, and in its name 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 II. COMMERCIAL CARD:

RESOLVED, that this Entity desires to obtain financial accommodations from the Bank, including the use of a number of the Bank’s Commercial Cards (the “Commercial Cards”) by the officers and agents of this Entity.

RESOLVED, that this Entity agrees to assume responsibility for the use of each and every one of the Commercial Cards and to pay the Bank for all indebtedness incurred by the use of such Commercial Cards.

RESOLVED, that at any of the Authorized Persons as designated in the Entity Authorization Section acting alone or together with other Authorized Persons, be and hereby are authorized to act for and in the name of this Entity, and its Affiliates, if the same are joined to the Banking Services Agreements or Commercial Card Service Agreement, to (i) apply to the Bank for the issuance of such Commercial Cards, (ii) enter into and execute the Commercial Card Service Agreement and such application forms, agreements and documents to pay and provide security for payment of all indebtedness incurred by use

of such Commercial Cards, whether authorized or unauthorized, as the Bank may require in accordance with the terms and conditions of the Commercial Card Service Agreement, and (iii) to obtain and forward Commercial Cards to those officers or agents it designates from time to time to receive and use a card.

### Section III. OTHER

RESOLVED FURTHER: that the undersigned representatives are appointed as agents of the Entity to act on behalf of the Entity with respect to all matters authorized in these DDA/TM Resolutions set forth above including to manage Entity's Accounts and services including the authority to establish Accounts, and execute and act as agents under the Banking Agreements, and make deposits to, withdrawals from and otherwise deal with such Accounts and to obtain and use Fifth Third Bank treasury management services on behalf of Entity, and to appoint individuals to act as their authorized representatives and as Authorized Persons for such services.

RESOLVED, that any of the Authorized Person(s) designated in the Entity Authorization Section, acting alone or together with other Authorized Person(s), is/are hereby authorized to act for and in the name of the Entity to: (i) borrow or lease, and designate persons with the authority to borrow or lease, from time to time on behalf of this Entity from the Bank such sums of money or property (as applicable), for such times and upon such terms as may seem advisable to such Authorized Person(s) or his or her designee(s); (ii) request advances, pay fees and perform any function related to the purpose of borrowing or leasing, and, in connection therewith, to issue, and designate persons with the authority to issue, written, telephonic, electronic, internet-based or oral instructions;

(iii) sign and deliver on behalf of this Entity (a) credit and loan agreements, notes, leases, and any other documentation in connection with borrowing or leasing, including, without limitation, agreements providing defined remedies (e.g., confessions of judgment), (b) any documentation for the purpose of obtaining letters of credit, and (c) any documentation for the purpose of pledging, mortgaging, deeding or granting liens upon all or any of the assets of this Entity as security for such loans or leases under such terms and conditions as may seem advisable to such officer(s); (iv) sign and deliver on behalf of this Entity any ISDA Master Agreements and any other rate management agreements entered into to govern transactions intended to hedge risks associated with changes in interest rates and any and all documents related to such rate management transactions; (v) endorse in the name of this Entity and to negotiate to the Bank all or any of the notes, bills receivable, accounts receivable and assets of this Entity upon such terms as may seem advisable to such Authorized Person(s); and (vi) in connection with any of the foregoing, sign and deliver to the Bank renewals, extensions, amendments, modifications, refinancings, consolidations, substitutions or the like.

RESOLVED, that the Authorized Person(s) designated in the Entity Authorization Section, acting alone or together with other Authorized Person(s), is/are hereby authorized to guarantee, on behalf of the Entity, the payment of the debts, loans, leases, or other indebtedness of another, for such times and for such sums of money, and upon such terms as may seem advisable to such Authorized Person(s); to sign and deliver on behalf of this Entity, guarantee agreements or other documents therefor; and to pledge, mortgage, deed or grant liens upon all or any of the assets of this Entity as security for such guarantees

or as security for the obligations of others under such terms and conditions as may seem advisable to such Authorized Person(s).

RESOLVED, that this Entity is authorized to enter into, for any and all purposes, the following transactions with the Bank: foreign exchange transactions (including, without limitation, the purchase of spot contracts, contracts for forward or future delivery of currency and options), derivative instruments of any kind based on changes in the prices, rates or values of interest rates, commodities or currencies (including, without limitation, swaps, puts, calls, collars, caps, floors and options), participations in risk associated with any of the foregoing derivative instruments and any other transactions otherwise authorized by the Entity (each a "Transaction" and, together, the "Transactions").

RESOLVED, that any Authorized Person(s), designated in Entity Authorization Section is/are hereby authorized to act for and in the name of the Entity to:

- i. Open one or more accounts in the name of the Entity with the Bank for the purpose of entering into Transactions and to execute in the name of the Entity and deliver to the Bank (i) any agreement or document (including, without limitations, any ISDA Master Agreement, foreign exchange trading agreement, master give-up agreement (including any schedule(s) thereto, addenda thereof or any required or necessary credit support document(s)) and confirmation of any Transaction) that may be necessary or appropriate in connection with any Transaction and (ii) any amendment or revision to any such agreement or document.
- ii. Buy, sell and trade and agree to buy, sell and trade Transactions, on margin or otherwise, which power to sell includes the power to take "short" positions;
- iii. Effect and receive payment and delivery in performance of Transactions and any obligations undertaken in connection therewith;
- v. Receive and promptly comply with any request or demand for additional margin, any notice of intention to liquidate, and any notice or demand of any other nature;
- vi. Receive and acquiesce in the correctness of notices of Transactions, statements of account and other records and documents relating to the Entity's Transactions with the Bank; and
- vii. Borrow funds from the Bank or its affiliate to finance any Transactions effected through or with the Bank, and the satisfaction of each and every obligation of the Entity in connection with the account(s) and the Transactions effected therein.

RESOLVED, that any Authorized Person(s) designated in the Entity Authorization Section is/are hereby authorized to act for and in the name of the Entity to enter into and execute the applicable agreement(s) and other documents or instructions with the Bank as may be required from time to time to provide trustee services, agency, investment management, investment advisory, custodial services, qualified retirement plan and/or nonqualified plan services.

RESOLVED, that any Authorized Person(s) designated in the Entity Authorization Section is/are hereby authorized to act for and in the name of the Entity to open and maintain one or more accounts on behalf of the Entity with any affiliated broker-dealer of the Bank for the purpose of transacting in the following securities (without limiting the generality of such, however): securities owned, issued or guaranteed by a public or private sector entity, including U.S. Government Securities, Federal Agency

Securities, Federally Sponsored Securities, Foreign Sovereign Debt Instruments, Emerging Markets Instruments, Eurobonds, all manner of Money Market Instruments, issued or unissued, including Repurchase and Reverse Repurchase Agreements, corporate fixed income securities, municipal securities and all manner of other securities, and options thereon ("Securities"), Securities further include, without limitation, shares, stocks, bonds, debentures, notes, script, participation certificates, subscription rights, options, warrants, certificates of deposit, mortgages, evidences of indebtedness, commercial paper, certificates of indebtedness and certificates of interest of any and every kind and nature whatsoever, secured or unsecured.

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 the Authorized Person(s) are hereby authorized to 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 any Affiliate, as applicable) and have authority to: manage the service on behalf of the Entity (and Affiliate); 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 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.

AUTHORIZED PERSONS:

NAME	TITLE
Scott A. Adkins	City Manager
Katy Posey	Treasurer/Finance Director
Jason Bell	City Clerk

THEREFORE, this resolution was duly approved by the Marine City Commission at their regular Commission Meeting, held, this 16<sup>th</sup> Day of November, 2023

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Jennifer Vandebossche, Mayor

I, Jason A. Bell, City Clerk in and for the City of Marine City, Michigan, do hereby certify that:

- the above is a true copy of the resolutions adopted by the governing body of this Entity, and
- such resolutions are now in full force and effect as of the date set forth below, having been adopted pursuant to the Entity's governing documents and not rescinded.

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_