

San Ignacio Vistas, Inc.
Homeowners Association
Minutes Board Meeting
September 12, 2005

Approved by the Board October 3, 2005

Present: Marianne Bishop, Doug Cameron, Gorman Fisher, and Ron Sorenson as well as George Jones, chair MC, Susan Trecartin, chair AC and Bob Puttock from the AC. Elmer Silaghi arrived in the middle of the meeting.

The meeting was called to order at 9:00 AM, and proceeded using the agenda as distributed.

1. Reading of the Minutes

The draft minutes of the May 2, 2005 Board Meeting were distributed to the Board via email.

Doug Cameron made a motion to approve the minutes as distributed, seconded by Gorman Fisher. All members were in favor.

2. Officers' Reports

A. Secretary

There have been six resales since May. Three more are expected to close in the coming month. About 15 residents communicated address changes most were received via email or by using the link on our website. The Neighborhood Directory was mailed in late May. The Secretary is in the process of preparing a mailing to include the September issue of the SIV View, update sheets for the 2006 GVCCC telephone directory and the AC Review Submittal form if the AC has approved it.

B. Treasurer

The Treasurer was unable to attend the meeting and the Statement of Financial Condition as of 8-31-05 was distributed to the board prior to the meeting. It is included with these minutes as "Attachment A". Because Ron had some questions regarding amounts shown in Operating Funds versus Reserves it was suggested that these questions be communicated to the Treasurer for her to address at the next meeting.

C. President

The President was unable to attend.

As no board meetings were held during June July and August, two projects required work prior to the monsoons. The president requested approval from the board via email for the following:

1. 4967 S. View Ridge Drainage in common area backs onto homeowner's property for the sum of \$518.20
2. Gloria Vista Drive: Drainage in common area to eliminate dirt in the street for the sum of \$2,627.27

These projects, having previously been unanimously approved by the board, were ratified.

3. Committee Reports

A. Maintenance Committee

George Jones submitted the report (Attachment B).

Doug Cameron commented that some of the drainage swales in the common areas are filling with dirt and weeds and acting as water chutes washing dirt onto our streets. He requested the MC get estimates to correct this situation.

The board received a request from Elmer Silaghi requesting permission from SIV to trim the growth in the common area in the rear of property behind Lot 62. This matter was referred to our insurance company who was of the opinion that a signed release form or a hold harmless agreement would be sufficient to relieve the Association from liability stemming from Mr. Silaghi trimming the shrubs in common area.

After much discussion, it was agreed that Ron Sorenson would draft a document authorizing a homeowner to work on the common area with appropriate release and hold harmless language. The document will be presented to our lawyer for his review and approval. Any homeowner wishing to perform maintenance on common area behind their lot will be required to sign this release.

Doug Cameron made a motion that, as requested by a homeowner living on a perimeter street, the board will prepare a release, indemnity and hold harmless agreement. This agreement will authorize him to do his own pruning of vegetation behind his patio wall, under the supervision of the Maintenance Committee. The motion was seconded by Ron Sorenson and approved by the board.

Mr. Silaghi thanked the Board for their consideration and then excused himself from the meeting.

B. Architectural Committee

Susan Trecartin presented the report (Attachment C).

Ron Sorenson made a motion that the language on the AC Review Submittal Form be changed to read "Current state law provides that unlicensed contractors may not engage in projects having a total cost in excess of \$750." The motion was seconded by Doug Cameron and passed unanimously.

With this change, the Architectural Review Submittal Form was approved (Attachment D). This form will be mailed to all homeowners as well as being posted on the website.

C. GVCCC

Since GVCCC had no meetings during the summer, there was no report.

D. Communications Committee – Doug Cameron

The CC has prepared a September issue of the SIV View, which is ready to email as well as distribute via mail. The secretary applauded the committee on the redesign of the website making it much easier to navigate and improving the homepage making it less crowded and easier to read.

4. Continuing Business

A. Bylaws Changes required by Homeowners Omnibus, HB 2154

Ron Sorenson had distributed a Resolution regarding changes to the Bylaws. He explained to the board the need for these changes:

The amendments set forth in paragraphs 1 through 10 were made necessary by the adoption by the legislature of HB2154. That bill, among other things, abolished the use of proxy voting by members and provided instead for absentee ballots and set forth certain document retention requirements and procedures for Members' removal of directors.

The amendments set forth in paragraphs 11 and 12 made uniform the use of the word "Board" when referring to the board of directors.

Resolutions 13 through 16 were adopted to make the appointment of an Audit Committee and a Financial Advisory Committee optional rather than mandatory.

Paragraph 17 was adopted to conform the Bylaws to the Articles of Incorporation.

Ron Sorenson moved that the Proposed Bylaw Amendments as set forth in these minutes as Attachment E be approved. Doug Cameron seconded the motion and all Board were in favor.

B. Resolution Regarding the Imposition of Fines and Penalties

This Resolution required changes because of H.B. 2154

Ron Sorenson moved that the Resolution Regarding the Imposition of Fines and Penalties be amended to read as set forth in Attachment F. Doug Cameron seconded the motion and all Board members approved.

C. Articles of Incorporation

The Secretary will obtain a copy of the Change in Statutory Agent from Tanis Duncan to David McEvoy prior to reprinting the Bylaws, Resolutions and Rules booklet and distributing it to the homeowners.

D. CC&R Revision

Both a clean and marked copy of the latest draft of the CC&Rs dated July 18, 2005 was distributed to the Board prior to the meeting. These changes conform the proposed CC&Rs to the existing CC&Rs with regard to references to views as was approved at the May board meeting. Ron Sorenson explained each change that was made.

Ron advised of the need to reinsert language in Section 5.1 (J), as follows:

"The enforcement of the provisions of this Declaration, including, but not limited to, the Use Restrictions provided for herein;"

Ron also advised that Section 15.6 must be revised by inserting the following language at the beginning of the first paragraph:

"Except as otherwise provided herein, this"

Gorman Fisher pointed out that the end of the last sentence of Section 12.9 should be changed to read: "any 30 day period".

Ron Sorenson made a motion that the above changes be made to Section 5.1(J), Section 12.9 and Section 15.6. Gorman Fisher seconded the motion and all agreed, except Doug Cameron.

Several homeowners who own RVs have asked the Board to reconsider the timeframes presented in Section 12.9: Vehicle Parking and Storage. They have been invited to the board meeting in October to make a presentation regarding suggestions to accommodate their needs for loading and unloading.

Ron made a motion that he be given authority to contact David McEvoy once Ron has had a chance to study the relevant statutes for requirements for presenting the revised CC&Rs to the homeowners. He would also like McEvoy to assist in preparation of a formal ballot to be used for the voting process. Gorman Fisher seconded the motion. All members voted yes, except Doug Cameron who is against including any mention of views in the CC&Rs.

5. New Business

- A. The Board then discussed an email received from John Lucas requesting permission to turn their home over to a couple of evacuees and their minor children. Following considerable discussion Ron Sorenson made the following Resolution.

RESOLUTION:

BE IT RESOLVED that:

- 1) the Board commends John and Marcia Lucas for their proposal to turn their home over to a displaced couple and their minor children;
- 2) Section 16.6 (F) of the CC&Rs provides as follows: "no minor (any person less than 18 years of age) shall reside on any Lot for more than three months during any 12 month period. Nothing in this Declaration shall be construed to permit occupancy by minors."
- 3) Since the Board has no authority to amend the CC&Rs but has a fiduciary duty to enforce them, the Board must respectfully decline the Lucas request; and
- 4) The Board suggests the Lucas' consider adult evacuees.

- B. Ron Sorenson resigned as the chair for the Nominating Committee. He then made the following Resolution:

RESOLUTION:

BE IT RESOLVED that:

Prior to each annual meeting of Members the Board will fix a date by which the autobiographical information of each prospective candidate must be submitted to the chair of the Nominating Committee in order that such candidates' name can appear on the ballot for voting at the Annual Meeting.

Doug Cameron moved for acceptance of the Resolution, seconded by Marianne Bishop. All members were in favor.

6. Adjournment

There being no further business to come before the board the meeting was adjourned at 11:06 AM.

Respectfully submitted,



Marianne Bishop, Secretary

ATTACHMENT 'A'

SAN IGNACIO VISTAS, INC.
HOMEOWNERS ASSOCIATION

Statement of Financial Condition

8/31/2005

2005 Assets and Liabilities

Assets

Operating Funds	15,299.18
Reserves (<i>Face Value</i>)	<u>149,481.22</u>
Total	164,780.40

Liabilities

2006 dues paid in advance	-
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2005 Income and Expenditures

Income

Dues	71,592.00
Operating Funds Interest	263.38
Reserve Interest	3,303.98
Other Income: Reserves	<u>6,766.00</u>
Total	81,925.36

Expenditures

Operations Expenses	33,590.20
Reserve Projects	<u>5,761.77</u>
Total	39,351.97

Homeowner's Reserve Equity

Total Reserve Equity	149,481.22
Reserve equity, per member	655.62

Unaudited

ATTACHMENT 'B'

MAINTENANCE COMMITTEE REPORT

(September 12, 2005)

Common Area Maintenance

Throughout the summer, Groundskeeper failed to comply with contract terms, and as a result, the common area has not been well maintained. After they fell behind with maintenance in the spring, I notified the District Manager on May 1, 2005, that I believed they were not meeting the contract terms. The District Manager visited SIV and after observing the unkempt condition of the common areas assigned additional staff to cut the weeds and grass. He assured me that they valued our business and that they would keep the area well maintained. In addition, the supervisor of the work crew added a third staff member to the crew. However, they soon fell behind again and despite repeated assurance from the site supervisor that they would assign additional staff and bring the area up to the standards specified in the contract, they did not. In July, I contacted the District Manager again. We toured the common areas and prepared a lengthy checklist of work that needed to be done. The District Manager replaced the on-site supervisor and assigned a new crew leader. He also assured me that they would assign additional staff to perform the tasks on the checklist. Groundskeeper completed a few of the items, such as cutting suckers from trees, cutting lower tree branches to clear site triangles at street intersections and off sidewalks and spraying drainage channels with herbicide. However, they did not complete the checklist as agreed and I contacted the District Manager, who made a visit on August 22nd with the site supervisor. After this visit, the crews begin cutting weeds and grass on the interior common area. However, they cut the grass on only one street each week beginning with Gloria View Ct. and working west. They still have not cut the grass on all the interior area or completed items on the checklist. On September 7, SIV sent the District Manager a letter to notify them that their work was unsatisfactory and that further payments would not be made until they comply with the terms of the contract.

Three landscape maintenance companies have been contacted requesting bids on a draft maintenance agreement. No bids have been received to date.

Additional Projects

The drainage swale was reworked behind a yard wall to correct a drainage problem caused by improper installation of the drainage swale by the developer.

Trees on the common area behind the homes on Sonoran View were topped to clear owner's views and to remove tree limbs that were growing over yard walls.

Three "NO PARKING ANY TIME" signs were installed on the Gloria View Ct. cul-de-sac.

ATTACHMENT 'C'

AC Committee Report
(September 12, 2005)

- Lot 027 Approved trees: 2 dwarf citrus, 3 flowering plum fruitless and 1 podacarpus
- Lot 056 Contacted homeowner to take care of yard maintenance
- Lot 108 Approved enclosure of outside area to an inside 10' x 10' living space
- Lot 141 Letter sent requesting they paint their vent/chimney
- Lot 185 Approved estate sale set for Sept. 22, 23 and 24 2005

Business for April thru July 2005

- Lot 108 Approved addition to rear of house
- Lot 126 Approved ramada
- Lot 134 Approved ramada
- Lot 125 Trimmed mesquite for neighbor's view
- Lot 066 Matched security door paint to house trim
- Lot 157 Approved planting of 3 photinia; roof coating (not in compliance—will follow-up when they return home)
- Lot 177 After several requests, a building permit was received and the extension of porch roof was ultimately approved
- Lot 004 Approved planting of African sumac

Approved repainting: Lots 002; 049; 108; 120; 155; 176; 217; 222

ATTACHMENT 'D'
SAN IGNACIO VISTAS, INC. HOMEOWNERS ASSOCIATION
PO BOX 1150
GREEN VALLEY, AZ 85614

ARCHITECTURAL REVIEW SUBMITTAL FORM
SUBMIT IN DUPLICATE

1. Homeowner Name: _____ Date _____
Address: _____ Lot # _____
Please provide the following if need to contact you for additional information/clarification:
Home Phone: _____ (Other) _____ Email: _____
- 2.. Description of proposed work: _____

Date work is to begin: _____ Estimated completion: _____

A copy of an approved building permit from Pima County must be submitted to the AC prior to the start of any construction or reconstruction of the subject property.

Note: Current state law provides that if your project has a total cost (labor and materials) in excess of \$750 you should use a licensed contractor otherwise the homeowner assumes all liability for the project.

If Contractor is being used complete Section 3, otherwise skip to Section 4

3. Contractor Name: _____
Address: _____
Phone: _____ License Number: _____
4. Type of materials to be used: _____
5. Color(s) to be used: _____
6. Other information: _____
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SECTIONS FROM CC&Rs FOR YOUR CONVENIENCE: (Procedures for Approval)

Prior to the construction of any Improvement upon a Lot the Owner must obtain the written approval of the Architectural Committee which approval may be given is the sole discretion of the Architectural Committee. The Owner must submit to the Architectural Committee two complete sets of plans and specifications ("Plans") as provided in Section 11.5 of the CC&Rs, for the proposed Improvement. Approval of the Plans will be evidenced by the written endorsement of the Architectural Committee on the Plans. One set of the endorsed Plans will be returned to the Owner prior to the beginning of any construction or alteration and one set of Plans will be retained by the Architectural Committee. No changes or deviations from the Plans, insofar as the exterior of the proposed Improvements are concerned, may be made without the written approval of the Architectural Committee. After construction or other alteration is completed, no further change, including any change in the exterior color, may be made without the written permission of the Architectural Committee.

Minimum Criteria for Plans

All Plans must meet the following minimum criteria and such further criteria as the Board may from time to time promulgate:

- A. Plans for Improvements other than landscaping must include the following: a) a full description of the work to be performed, including the type of finish (stucco, brick, wood, etc.), exterior color and any other appropriate detail; b) an architectural drawing or equivalent with dimensions (height, width, length); c) location on the Lot; and d) name, address, and telephone number of the Owner.
- B. Except for removal of and like kind replacement of dead or dying vegetation, Plans for landscaping must include the following: a) a full description of the proposed landscaping changes; (b) the types of vegetation and locations of proposed additions; and (c) name, address, and telephone number of the Owner;
- C. The Plans must be in accordance with the provisions of the Governing Documents and may not involve material changes to the original Dwelling Unit, without specific written waiver of this subsection in the sole discretion of the Architectural Committee;
- D. The Plans must be in sufficient detail to permit the Architectural Committee to make its determination;
- E. The Plans must be complete and ready for submittal to obtain a building permit, if required, from Pima County or other governmental entity; and
- F. Plans must show that only first-class materials and workmanship will be used.

The Architectural Committee will review and must either approve or disapprove said Plans within 60 days from receipt. Any Plans not approved or disapproved within that time period will be deemed approved.

Expiration of Approval

Commencement of any Improvement, the Plans for which have been approved, or deemed approved, by the Architectural Committee must occur within 6 months of the date of such approval, or the approval will expire and the Plans for such Improvement must be resubmitted to the Architectural Committee for its subsequent approval.

HOMEOWNER SIGNATURE _____ DATE SUBMITTED: _____

FOR ARCHITECTURAL COMMITTEE USE: If Applicable: Meeting Date: _____ Response Sent to Homeowner: _____ Action taken: _____ _____ _____

ATTACHMENT 'E'

BYLAW AMENDMENTS RESOLUTION

RESOLVED, That the bylaws of San Ignacio Vistas, Inc. are hereby amended as follows:

1. Article III, Section 5 is amended to read in its entirety as follows:

"Section 5. Quorum. The presence at the meeting, in person or by absentee ballot, of 10% of the Members who are entitled to vote will constitute a quorum for any action except as otherwise provided in the Declaration, the articles of incorporation, these bylaws or the laws of the State of Arizona. If, however, a quorum is not present or represented at any meeting, the Members present at the meeting in person will have the power to adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum is present."

2. Article III, Section 6 is amended to read in its entirety as follows:

"Section 6. Absentee Ballots. An absentee ballot must set forth each proposed action, provide an opportunity to vote for or against each proposed action and specify the time by which it must be delivered to the Association in order to be counted, which may not be less than 10 business days after the date that the Association mails the absentee ballot. An absentee ballot cannot be invalidated, provided, however, that an absentee ballot will be automatically revoked when a Member conveys his/her Lot. An absentee ballot or its envelope must bear the signature of the Member.

3. Article III, Section 8 is amended by deleting the word "proxy" and by substituting therefor the words "absentee ballot."

4. Article III is amended by adding the following new Section 10.

"Section 10. Absentee and Written Ballots. Neither an absentee ballot nor a written ballot may authorize another person to cast the vote for a Member. Absentee and written ballots are valid only for one specified election or meeting and automatically expire after such election or meeting.

5. Article III, Section 9 is amended by adding the following sentence at the end of the existing Section 9:

"Each such ballot or its envelope must bear the signature of the Member."

6. Article IV, Section 3 is amended as follows:

(a) by deleting the word "proxy" in the first sentence thereof and substituting therefor the words "absentee ballot";

(b) by deleting the number "20%" in the second sentence thereof and substituting therefor the number "25%"; and

(c) by deleting the third sentence thereof and substituting therefor the following:

"The Board must hold a special meeting of Members within 30 days after receiving a valid petition. The presence at the meeting, in person or by absentee ballot, of 20% of the Members who are entitled to vote will constitute a quorum for any such meeting."

7. Article IV is amended by adding new Sections 4, 5 and 6 as follows:

"Section 4. Certain Documents. The Board must retain all documents related to the removal process for at least one year after the date of the special meeting, and must permit any Member or his/her designated representative to inspect the documents in accordance with existing law.

"Section 5. Limitation on Removal Proceedings. Members cannot petition to remove the same director more than once during his/her term of office.

"Section 6. Attorneys' Fees. If a civil suit is filed resulting from, pertaining to or arising out of any proceeding for the removal or attempted removal of a director, the prevailing party will be awarded its reasonable attorneys' fees, litigation expenses, costs or other expenses incurred in connection therewith."

8. Article IV is hereby amended by renumbering existing Sections 4 and 5 as Sections 7 and 8, respectively.

9. The first sentence of Article V, Section 2 is amended to read in its entirety as follows:

"Election to the Board will be by written ballot, including absentee ballot."

10. The second sentence of Article V, Section 2 is amended by deleting therefrom the words "or their proxies."

11. Sections 3, 4 and 7 of Article VI are amended by deleting therefrom the words "board of directors" wherever they appear and substituting therefor the word "Board."

12. Section 1, Article VII is hereby amended by deleting the words "board of directors" therefrom and substituting therefor the word "Board."

13. Section 1, Article IX is amended by deleting therefrom the following:

"(b) The Audit Committee" and "(c) The Financial Advisory Committee" and by redesignating subsections (d) and (e) as subsections (b) and (c), respectively.

14. The fourth sentence of Section 1, Article IX is amended to read as follows:

"The Board may appoint such other committees, including but not limited to, an Audit Committee and a Financial Advisory Committee, as it deems desirable."

15. The first sentence of Section 3, Article IX is amended to read as follows:

"Section 3: Audit Committee. The Audit Committee, if one is appointed, will be composed of a minimum of three and a maximum of five Members of the Association, including the president as Board representative and the treasurer as ex-officio member."

16. The first sentence of Section 4, Article IX is amended to read as follows:

"Section 4: Financial Advisory Committee. The Financial Advisory Committee, if one is appointed, will be composed of the president, treasurer and a Member of the Association qualified in accounting and cost-analysis methodologies or, if an Association Member is unavailable, a non-Member elected by the Board."

17. The second sentence of Section 1, Article XIV is amended to read as follows:

"To be adopted by the Members, any such amendment, repeal, or new bylaws, must be approved by the affirmative vote of at least three-fourths (3/4ths) of the total votes of the Members entitled to vote, voting in person or by absentee ballot or a written ballot without a meeting of the members."

Adopted by the Board of Directors on _____

ATTACHMENT 'F'

**Resolution of the Board of Directors
of San Ignacio Vistas, Inc.
Regarding the Imposition of Fines and Penalties**

This resolution is adopted by the Board of Directors of SAN IGNACIO VISTAS, INC. [the "Association"] pursuant to A.R.S. §33-1803.B which provides that the Association, after notice to the Owner and an opportunity for a hearing before the Board of Directors, is entitled to impose fines and penalties for violations of the Amended and Restated Declaration of Covenants, Conditions and Restrictions for San Ignacio Vistas, recorded on September 8, 1995 at Docket 10122 at Page 1387, *et. seq.* and as amended [the "Declaration"] and any Rules adopted, from time to time, by the Board. The procedure for imposing fines and penalties for such violations is set forth below:

1. Demand. Written Notice of the Violation and Notice of Hearing ["Notice"] shall be given to the Owner of the Lot. The Notice shall specify: (a) the alleged violation; (b) the action required to abate or cure the violation and (c) either a time period for performance of not less than ten (10) days, if the violation is a continuing one, or a statement that any subsequent violation of the same rule or provision of the Declaration may result in the imposition of fines and/or penalties. The Notice shall also contain: (i) the time and place of the hearing; (ii) an invitation to attend the hearing and produce any statement, evidence, and witnesses on his or her behalf; and (iii) the proposed fines and penalties to be imposed. In the event that the Owner is leasing the Lot, the Association may provide a copy of the Notice to the Owner's tenant.
2. Continuing Violations. Each day a violation continues after the Notice has been given by the Board to the Owner shall be a separate violation and shall be subject to a fine and/or penalty.
3. Notice. If the violation continues past the period allowed in the Notice, the Board shall hold the hearing as specified in such Notice.
4. Delivery of Notices. Any notices required to be given to any Owner pursuant to this Resolution shall be in writing and shall be deemed to have been sufficiently given for all purposes when personally delivered to such Owner or sent by First Class US Mail, postage prepaid to the Owner at the Owner's address within San Ignacio Vistas, Green Valley, AZ, or such other address provided by the Owner to the Association. Notice shall be deemed to be received ["Date of Receipt"] when delivered, if delivered personally, or five business days after the date mailed, if mailed. The Owner waives Notice if the Owner attends the hearing.
5. Hearing. The hearing shall be held pursuant to the Notice. The Owner shall be afforded a reasonable opportunity to be heard and may be represented by an attorney. The attorney for the Association may also be in attendance at the request of the Board. If an Owner is unable to attend the hearing the Owner may appear through the Owner's attorney or may designate another person to appear of the Owner's behalf.
6. Minutes. The Association shall attach a copy of the Notice with proof of service to the minutes of the hearing session. The hearing session minutes shall contain a written statement of the results of the hearing and the fines and/or penalties, if any, imposed.
7. Imposition of Fines and any other Sanctions. At the conclusion of the hearing, the Owner, the Owner's attorney or other representative and any witnesses, shall be Excused from the hearing and the Board of Directors shall determine the amount of the fine to be imposed, if any, based on the seriousness of the violation, whether this is a first or a continuing violation, whether the type of offense poses a danger to property or any person, whether the Owner agrees to abate the violation

within the time specified by the Board of Directors, and any other factors deemed relevant by the Board. After the amount of the fine is determined, the Board shall send notice to the Owner of the amount of the fine, any other penalties imposed by the Board and the due date for the payment of such sums assessed against the Owner. The Board has the power to impose a fine for each day that the Owner has been in violation following the Date of Receipt.

8. The Board may also determine that a fine and/or penalty will be imposed for any subsequent violations of the same provisions of the Declaration or Rules of the Association. As part of the reasonable monetary penalty imposed upon the Owner, the Board may require that the Owner reimburse the Association for any attorneys' fees and/or other costs reasonably incurred by the Association which relate to the violation and/or the hearing.
9. Payment of the Fine and/or Penalties. The Board shall advise the Owner that any fine which is not paid within fifteen days of its due date is delinquent and is subject to a late payment penalty of 10% of the amount due or \$15.00, whichever is greater.
10. Collection. Collection of any fines and penalties may be enforced against any Owner pursuant to A.R.S. §33-1807.A, which may result in a civil judgment against the Owner and a judgment lien against the Owner's Lot.
11. Payments. Payments received by the Association in payment of fines and/or penalties must be applied in the following order: (1) the amount of the unpaid monetary fines and/or penalties; (2) unpaid charges for late payment of monetary fines and/or penalties; (3) attorneys' fees and costs; and (4) any other unpaid fees, charges, and interest on any of those amounts.
12. Definition of Terms. The terms used in this Resolution, if not defined herein, have the same definition as set forth in the Declaration.
13. Effective Date. The effective date of this resolution is February 1, 2001.

ADOPTED by the Board of Directors on December 18, 2000 and as amended on September 12, 2005.