

North Shoal Creek Neighborhood Association  
Board Meeting Minutes  
April 17, 2007

The meeting was called to order by President, Malcolm St. Romain, at 7 p.m. The following board members were present: Malcolm St. Romain, Jeff Russell, Helene Maham, Roger Wines, Sandy Perkins, Mary Jane Wier, Mary Arnett and Claudell Migl. Trey Hamilton had an excused absence.

Malcolm introduced Steve Ynostrosa, Christy Wells and Debbie Luna from the Randolph-Brooks Credit Union, who indicated an interest to join our Association. A contribution from Randolph-Brooks in the amount of \$1,000 is anticipated for the newsletter. Roger Wines moved that we accept Randolph-Brooks as an associate member. Chris Jones seconded. Discussion followed and it was agreed that in the future if a business wants to become an associate member, that it be presented to the Board for pre-approval. Vote taken and motion passed. The acceptance of Randolph-Brooks Credit Union as an associate member will be announced at the next general meeting.

The minutes of the previous board meeting were approved after correcting the spelling of Liz Haltom's name.

The various committees of the association will be posted on the Web along with a description of each committee as to when they meet, how often, etc. and for committee chairs to have the info to Chis Jones by next month.

Malcolm discussed his meeting with Laura Huffman regarding the term sheet. The City will continue to look for feedback from the neighborhood associations.

Jeff Russell, traffic chairperson, reported on the traffic committee meeting. The committee is working on a cut-through traffic analysis and presented a draft of a great report.

Helene Maham presented the budget. In reference to the liability insurance shown on the report, it was the consensus of the Board to check further into this item – perhaps see if we could obtain an “event only” type of coverage. Roger Wines moved that we accept the budget as presented except remove the \$1570.00 for insurance and add \$125.00 for garage sale. Mary Arnett seconded. Motion passed.

The Association will sponsor a garage sale on May 12 chaired by Aleda Johnson.

Claudell Migl reported that the Association needed a bank resolution to be filed with the Bank of America. Claudell on motion duly made, seconded by Jeff Russell and unanimously adopted, it was

RESOLVED, that the treasurer be and hereby is authorized to open a checking account in behalf of the Corporation with Bank of America located at 7900 Shoal Creek, Austin, Texas, and a resolution for that purpose on the printed form of said bank is adopted and is ordered appended to the minutes of this meeting.

BEING FURTHER RESOLVED, that the treasurer be and hereby is authorized to open a certificate of deposit in behalf of the Corporation with Bank of America located at 7900 Shoal Creek, Austin, Texas, and a resolution for the purpose on the printed form of said bank is adopted and is ordered appended to the minutes of this meeting.

Malcolm announced that John Menegy and Betsy Todd will now co-chair the newly created

development committee due to the resignation of Liz Haltom from the Board..

Jeff reported that the by-laws committee will work on the by-laws later in the year.

To replace a board member for Liz Haltom will be open to the membership at the next general meeting on May 1, 2007.

Chris Jones discussed on-line ads. Ads will be placed only on NSCNA.org and not Yahoo for those that pay an annual fee for the newsletter. The Board approved accepting individuals and organizations.

No further business coming before the meeting, Jeff Russell moved that we adjourn, seconded by Sandy Perkins. Meeting adjourned at 8:55 p.m.

Submitted by

  
Claudell Migl, Secretary

APPROVED BY:

  
Malcolm St. Romain



BANK OF AMERICA, N.A. (THE "BANK")

**Certified Copy of Corporate Resolutions - Opening and Maintaining Deposit Accounts and Services**

North Shoal Creek Neighborhood Association

Name of Corporation

I, the undersigned, hereby certify to Bank of America, that I am the Secretary/Assistant Secretary and the designated keeper of the records and minutes of North Shoal Creek Neighborhood Association, duly organized and existing under the laws of the State of Texas (the "Corporation"); that the following is a true copy of resolutions duly adopted by the Board of Directors of said Corporation at a meeting duly held on the 17th day of April, 2007, at which a quorum was present and acted throughout or adopted by the unanimous written consent of the Board of Directors; and that such resolutions are in full force and effect and have not been amended or rescinded.

**1. Resolved**, that Bank of America (the "Bank") is hereby designated as a depository of the Corporation and that deposit accounts and/or time deposits (CDs) be opened and maintained in the name of this Corporation with Bank in accordance with the terms of the Bank's Deposit Agreement and Disclosures and the applicable rules and regulations for such accounts; that any one of the following officers or employees of this Corporation **(insert titles, not names)**:

Treasurer

Title

Title

Title

Title

Title

Title

Title

Title

is hereby authorized, on behalf of this Corporation and in its name, to execute and to sign any application, deposit agreement, signature card and any other documentation required by Bank to open said accounts; to sign checks, drafts, notes, bills of exchange, acceptances, time deposits (CDs) or other orders for payment of money; to endorse checks, drafts, notes, bills, time deposits (CDs) or other instruments owned or held by this Corporation for deposit with Bank or for collection or discount by Bank; to accept drafts, acceptances, and other instruments payable at Bank; to place orders with Bank for the purchase and sale of foreign currencies on behalf of this Corporation; to execute and deliver an electronic fund transfers agreement and to make transfers or withdrawals by electronic transfer on behalf of the Corporation; to obtain an access device (including but not limited to a card, code, or other means of access to the Corporation's accounts) that may be used for the purpose of initiating electronic fund transfers [Corporation agrees and acknowledges that neither the Electronic Funds Transfer Act (15 U.S.C. 1693 et seq.) nor Regulation E (12 C.F.R. Part 205) are applicable to any such access device]; to establish and maintain a night deposit relationship; to execute and deliver a wire transfer agreement and to request, or to appoint or delegate from time to time such persons who may request, wires of funds; to enter into any agreements with the Bank for the provision by Bank of various Treasury Management services to this Corporation as such officer or employee may determine, in his or her sole discretion, and to sign any and all documents and take all actions required by Bank relative to such Treasury Management services or the performance of the Corporation's obligations thereunder, and that any such Treasury Management agreement(s) shall remain in full force and effect until written notice to terminate given in accordance with the terms of any such agreement shall have been received by Bank and that such termination shall not affect any action taken by the Bank prior to such termination; to rent or lease a safe deposit box from Bank, to execute the rental agreement or lease, to enter the safe deposit box and to terminate the rental agreement or lease; to take whatever other actions or enter into whatever other agreements relating to the accounts or investment of funds in such accounts with Bank and to execute, amend, supplement and deliver to Bank such agreements on behalf of the Corporation upon such terms and conditions as such officer or employee may deem appropriate and to appoint and delegate, from time to time, such person(s) who may be authorized to enter into such agreements and take any other actions pursuant to such agreements in connection with said accounts that the officer or employee deems necessary; and to waive presentment, demand, protest, and notice of protest or dishonor of any check, note, bill, draft, or other instrument made, drawn or endorsed by this Corporation; and

**2. Further Resolved**, that the Bank be and is hereby authorized to honor, receive, certify, pay or exchange for money orders or other instruments all instruments signed in accordance with the foregoing resolutions even though such payment may create an overdraft or even though such instruments may be drawn or endorsed to the order of any officer or employee signing the same or tendered by such officer or employee or a third party for exchange or cashing, or in payment of the individual obligation of such officer or employee, or for deposit to such officer's or employee's personal account and Bank shall not be required or be under any obligation to inquire as to the circumstances of the issuance or use of any instrument signed in accordance with the foregoing resolutions or the application or disposition of such instrument or the proceeds thereof; and, further, that the Bank is authorized to honor any instructions regarding withdrawals, orders for payment or transfer of funds whether oral, by telephone or electronic means if such withdrawal, orders or transfer are initiated by an above authorized officer or employee; and

**3. Further Resolved**, that the Bank be and is hereby requested, authorized and directed to honor and to treat as authorized, checks, drafts or other orders for the payment of money drawn or purportedly drawn in this Corporation's name, including those payable to the individual order of any person whose name appears thereon as signer thereof, when bearing or purporting to bear the facsimile signature of an officer or employee authorized in the foregoing resolutions and Bank shall be entitled to honor, to treat as authorized, and to charge this Corporation for such checks, drafts, or other orders regardless of by whom or by what means the actual or purported facsimile signature thereon may have been affixed thereto, if such signature resembles the facsimile specimen duly certified to or filed with the Bank by the Secretary or Assistant Secretary or other officer of this Corporation or if such facsimile signature resembles any facsimile signature previously affixed to any check, draft, or other order drawn in the Corporation's name, which check, draft, or other order was accepted and paid without timely objection by the Corporation, thereby ratifying the use of such facsimile signature; and the Corporation hereby indemnifies and holds the Bank harmless against any and all loss, cost, damage or expense suffered or incurred by the Bank arising out of or in any way related to the misuse or unlawful or unauthorized use by a person of such facsimile signature; and

**4. Further Resolved,** that endorsements for deposit may be evidenced by the name of the Corporation being written or stamped on the check or other instrument deposited, without designation of the party making the endorsement, and Bank is authorized to supply any endorsement on any instrument tendered for deposit or collection; and

**5. Further Resolved,** that the Secretary or Assistant Secretary of this Corporation shall certify to Bank names and signatures of persons authorized to act on behalf of this Corporation under the foregoing resolutions and shall from time to time hereafter, as changes in the identity of said officers and employees are made, immediately report, furnish and certify such changes to Bank and shall submit to Bank a new account signature card reflecting such change(s) in order to make such changes effective and Bank shall be fully protected in relying on such certification and shall be indemnified and saved harmless from any claims, demands, expenses, losses, or damages resulting from, or growing out of, honoring the signature of any officer or employee so certified, or refusing to honor any signature not so certified; and

**6. Further Resolved,** the foregoing resolutions shall remain in full force and effect and the authority herein given to all of said persons shall remain irrevocable as far as Bank is concerned until three (3) business days after Bank is notified in writing of the revocation of such authority and that receipt of such notice shall not affect any action taken by said Bank prior thereto; and

**7. Further Resolved,** that all transactions by any officer or employee of this Corporation on its behalf and in its name with Bank prior to the delivery to Bank of a certified copy of the foregoing resolutions are, hereby approved, ratified, confirmed, and affirmed.

**8. Further Resolved,** that the Secretary or Assistant Secretary be and hereby is, authorized and directed to certify these resolutions to said Bank and that the provisions hereof are in conformity with the Charter or Articles of Incorporation and Bylaws of this Corporation and that the Secretary or Assistant Secretary be, and hereby is, authorized and directed to certify, from time to time hereafter, the names of the holders of the above authorized titles and their signatures on any signature card or other documentation required by said Bank.

In Witness Whereof, I have hereunto subscribed my name and affixed the seal of this Corporation, this 19<sup>th</sup> day of April, 2007.

  
Secretary/Assistant Secretary

(Corporate Seal)

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### Bank Information

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Date \_\_\_\_\_

Banking Center Name \_\_\_\_\_

Associate's Name \_\_\_\_\_

Associate's Phone Number \_\_\_\_\_



## CERTIFICATE OF DEPOSIT

BANK OF AMERICA, N.A. (THE "BANK")

**Certified Copy of Corporate Resolutions - Opening  
and Maintaining Deposit Accounts and Services**Name of Corporation North Shoal Creek Neighborhood Association

I, the undersigned, hereby certify to Bank of America, that I am the Secretary/Assistant Secretary and the designated keeper of the records and minutes of North Shoal Creek Neighborhood Association, duly organized and existing under the laws of the State of Texas (the "Corporation"); that the following is a true copy of resolutions duly adopted by the Board of Directors of said Corporation at a meeting duly held on the 17th day of April 2007, at which a quorum was present and acted throughout or adopted by the unanimous written consent of the Board of Directors; and that such resolutions are in full force and effect and have not been amended or rescinded.

**1. Resolved**, that Bank of America (the "Bank") is hereby designated as a depository of the Corporation and that deposit accounts and/or time deposits (CDs) be opened and maintained in the name of this Corporation with Bank in accordance with the terms of the Bank's Deposit Agreement and Disclosures and the applicable rules and regulations for such accounts; that any one of the following officers or employees of this Corporation (**insert titles, not names**):

Treasurer AND  
Title \_\_\_\_\_  
President  
Title \_\_\_\_\_  
(Both must act together)  
Title \_\_\_\_\_  
Title \_\_\_\_\_  
Title \_\_\_\_\_

\_\_\_\_\_  
Title \_\_\_\_\_  
\_\_\_\_\_  
Title \_\_\_\_\_  
\_\_\_\_\_  
Title \_\_\_\_\_  
\_\_\_\_\_  
Title \_\_\_\_\_

is hereby authorized, on behalf of this Corporation and in its name, to execute and to sign any application, deposit agreement, signature card and any other documentation required by Bank to open said accounts; to sign checks, drafts, notes, bills of exchange, acceptances, time deposits (CDs) or other orders for payment of money; to endorse checks, drafts, notes, bills, time deposits (CDs) or other instruments owned or held by this Corporation for deposit with Bank or for collection or discount by Bank; to accept drafts, acceptances, and other instruments payable at Bank; to place orders with Bank for the purchase and sale of foreign currencies on behalf of this Corporation; to execute and deliver an electronic fund transfers agreement and to make transfers or withdrawals by electronic transfer on behalf of the Corporation; to obtain an access device (including but not limited to a card, code, or other means of access to the Corporation's accounts) that may be used for the purpose of initiating electronic fund transfers [Corporation agrees and acknowledges that neither the Electronic Funds Transfer Act (15 U.S.C. 1693 et seq.) nor Regulation E (12 C.F.R. Part 205) are applicable to any such access device]; to establish and maintain a night deposit relationship; to execute and deliver a wire transfer agreement and to request, or to appoint or delegate from time to time such persons who may request, wires of funds; to enter into any agreements with the Bank for the provision by Bank of various Treasury Management services to this Corporation as such officer or employee may determine, in his or her sole discretion, and to sign any and all documents and take all actions required by Bank relative to such Treasury Management services or the performance of the Corporation's obligations thereunder, and that any such Treasury Management agreement(s) shall remain in full force and effect until written notice to terminate given in accordance with the terms of any such agreement shall have been received by Bank and that such termination shall not affect any action taken by the Bank prior to such termination; to rent or lease a safe deposit box from Bank, to execute the rental agreement or lease, to enter the safe deposit box and to terminate the rental agreement or lease; to take whatever other actions or enter into whatever other agreements relating to the accounts or investment of funds in such accounts with Bank and to execute, amend, supplement and deliver to Bank such agreements on behalf of the Corporation upon such terms and conditions as such officer or employee may deem appropriate and to appoint and delegate, from time to time, such person(s) who may be authorized to enter into such agreements and take any other actions pursuant to such agreements in connection with said accounts that the officer or employee deems necessary; and to waive presentment, demand, protest, and notice of protest or dishonor of any check, note, bill, draft, or other instrument made, drawn or endorsed by this Corporation; and

**2. Further Resolved**, that the Bank be and is hereby authorized to honor, receive, certify, pay or exchange for money orders or other instruments all instruments signed in accordance with the foregoing resolutions even though such payment may create an overdraft or even though such instruments may be drawn or endorsed to the order of any officer or employee signing the same or tendered by such officer or employee or a third party for exchange or cashing, or in payment of the individual obligation of such officer or employee, or for deposit to such officer's or employee's personal account and Bank shall not be required or be under any obligation to inquire as to the circumstances of the issuance or use of any instrument signed in accordance with the foregoing resolutions or the application or disposition of such instrument or the proceeds thereof; and, further, that the Bank is authorized to honor any instructions regarding withdrawals, orders for payment or transfer of funds whether oral, by telephone or electronic means if such withdrawal, orders or transfer are initiated by an above authorized officer or employee; and

**3. Further Resolved**, that the Bank be and is hereby requested, authorized and directed to honor and to treat as authorized, checks, drafts or other orders for the payment of money drawn or purportedly drawn in this Corporation's name, including those payable to the individual order of any person whose name appears thereon as signer thereof, when bearing or purporting to bear the facsimile signature of an officer or employee authorized in the foregoing resolutions and Bank shall be entitled to honor, to treat as authorized, and to charge this Corporation for such checks, drafts, or other orders regardless of by whom or by what means the actual or purported facsimile signature thereon may have been affixed thereto, if such signature resembles the facsimile specimen duly certified to or filed with the Bank by the Secretary or Assistant Secretary or other officer of this Corporation or if such facsimile signature resembles any facsimile signature previously affixed to any check, draft, or other order drawn in the Corporation's name, which check, draft, or other order was accepted and paid without timely objection by the Corporation, thereby ratifying the use of such facsimile signature; and the Corporation hereby indemnifies and holds the Bank harmless against any and all loss, cost, damage or expense suffered or incurred by the Bank arising out of or in any way related to the misuse or unlawful or unauthorized use by a person of such facsimile signature; and

**4. Further Resolved,** that endorsements for deposit may be evidenced by the name of the Corporation being written or stamped on the check or other instrument deposited, without designation of the party making the endorsement, and Bank is authorized to supply any endorsement on any instrument tendered for deposit or collection; and

**5. Further Resolved,** that the Secretary or Assistant Secretary of this Corporation shall certify to Bank names and signatures of persons authorized to act on behalf of this Corporation under the foregoing resolutions and shall from time to time hereafter, as changes in the identity of said officers and employees are made, immediately report, furnish and certify such changes to Bank and shall submit to Bank a new account signature card reflecting such change(s) in order to make such changes effective and Bank shall be fully protected in relying on such certifications and shall be indemnified and saved harmless from any claims, demands, expenses, losses, or damages resulting from, or growing out of, honoring the signature of any officer or employee so certified, or refusing to honor any signature not so certified; and

**6. Further Resolved,** the foregoing resolutions shall remain in full force and effect and the authority herein given to all of said persons shall remain irrevocable as far as Bank is concerned until three (3) business days after Bank is notified in writing of the revocation of such authority and that receipt of such notice shall not affect any action taken by said Bank prior thereto; and

**7. Further Resolved,** that all transactions by any officer or employee of this Corporation on its behalf and in its name with Bank prior to the delivery to Bank of a certified copy of the foregoing resolutions are, in all respects, hereby ratified, confirmed, approved and adopted; and

**8. Further Resolved,** that the Secretary or Assistant Secretary be and hereby is, authorized and directed to certify these resolutions to said Bank and that the provisions hereof are in conformity with the Charter or Articles of Incorporation and Bylaws of this Corporation and that the Secretary or Assistant Secretary be, and hereby is, authorized and directed to certify from time to time hereafter, the names of the holders of the above authorized titles and their signatures on any signature card or other documentation required by said Bank.

In Witness Whereof, I have hereunto subscribed my name and affixed the seal of this Corporation, this 19<sup>th</sup> day of April 2007.

Claude M. King  
Secretary/Assistant Secretary

(Corporate Seal)

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### Bank Information

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Date \_\_\_\_\_

ing Center Name \_\_\_\_\_

Associate's Name \_\_\_\_\_

Associate's Phone Number \_\_\_\_\_