

**MONTECITO BANK & TRUST
RESOLUTIONS FOR
ACCEPTANCE OF TREASURY MANAGEMENT SERVICES**

_____ (the "Company")

I/we, the undersigned ("Undersigned"), hereby certify to Montecito Bank & Trust ("Bank") that the undersigned am/are the individual owner of the sole proprietorship, or the secretary of the corporation, or all the general partners, or all the members (if management is by members), or all the managers (if management is by the managers), or all the representatives of the governing body of the Company, and designated keeper of the records and minutes of the Company;

WHEREAS, the following is a true and correct copy of Company Resolutions duly adopted by the Board of Directors (if a corporation), the partners (if a partnership), members/managers (if a limited liability Company), proprietor (if a sole proprietorship) or other governing authority of the Company at a meeting held on the _____ day of _____, 20____, at which a quorum was present and acting throughout, or adopted by the written consent of a majority of those entitled or required to act to bind the Company, and that such Company Resolutions are in full force and effect and have not been amended, modified or repealed;

WHEREAS, the Company has reviewed and approved the Montecito Bank & Trust Acceptance of Treasury Management Services, pursuant to which the Company agrees to be bound by the Montecito Bank & Trust Master Treasury Management Services Agreement, together with each applicable Service Description, including any Supporting Documents, corresponding exhibits, schedules or attachments to the same, which apply to the services designated by Company in the Acceptance (collectively referred to herein as the "Acceptance") to be entered into by and between the Company and Montecito Bank & Trust ("Bank");

WHEREAS, defined terms in this document shall have the meaning provided in the Acceptance, unless otherwise provided herein; and

WHEREAS, the Company has determined that it is in the best interests of the Company to enter into the Acceptance in connection with the Services and subject to the terms and conditions of the Acceptance, as amended from time to time.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

- (a) The Company finds that it is in the best interest of the Company to enter into the Acceptance, as amended from time to time;
- (b) The Company authorizes and appoints each of the officers of the Company and any authorized signer on the Accounts, acting individually or together, to execute and deliver the Acceptance;
- (c) Any one or more of the foregoing persons are authorized to negotiate terms and conditions of the Acceptance, amendments or supplements to the Acceptance, and to enter into such other agreements, supplements and amendments as they individually or jointly determine to be appropriate, including amendments or supplements; and
- (d) The authority given above will continue, and the Bank may rely on the actions of any person referred to above, until such time as the Bank is given formal written notice of the revocation of such authority and the Bank has an opportunity to respond to the same. All acts and deeds taken by any person referred to above shall be deemed the act and deed of the Company for all purposes relating to the Acceptance and to all services described in the Acceptance or provided by the Bank to the Company under the Acceptance.

The Undersigned hereby certifies under penalty of perjury under the laws of the state of California that the forgoing resolutions were duly and legally adopted by the governing body of the Company and that said Resolutions have not been revoked and are currently in full force and effect:

Date: _____
Signature: _____
Title: _____
Print Name: _____

Date: _____
Signature: _____
Title: _____
Print Name: _____