Resolution No. UA 2022-02

Master Resolution and Authorization for Depository Accounts and Treasury Management Services

The undersigned certifies as follows to PNC Bank, National Association and to PNC Bank Canada Branch[1], if the undersigned has accounts there (collectively, the "Bank")

1. **Name of Client** Fort Pierce Utilities Authority ("Client")

   Trade name(s), if applicable: _____

   Taxpayer ID (United States) / CA Business Number (Canada): 59-1547357

2. **Type of Organization:** (check one)

☐ **Corporation.** The Client is a corporation organized under the laws of the _____ of _____, and the undersigned Secretary of the Client certifies that the following is a true copy of resolutions adopted by the Board of Directors of the Client pursuant to a notice and the articles of incorporation and regulations or by-laws of the Client and at which a quorum was present, or adopted without a meeting by the written approval of the directors of the Client.

☐ **Partnership.** The Client is a partnership and the undersigned general partners of such partnership certify that the following is a resolution adopted by all of the general partners of such partnership.

☐ **Unincorporated Association.** The Client is an unincorporated association and the undersigned Secretary of the Client certifies that the following is a true copy of resolutions adopted by the Members, Trustees, Executive Committee, Board of Directors, etc. of the Client pursuant to, and in compliance with, its organizational documents.

☐ **Limited Liability Company.** The Client is a limited liability company organized under the laws of the _____ of _____ and the undersigned members charged with managing the business affairs of the Client certify that the following is a resolution adopted by all members of such limited liability company.

- ☐ **Manager Managed LLC**
- ☐ **Member Managed LLC**
- ☐ **Single Member LLC**

☐ **Sole Proprietorship.** The Client is a sole proprietorship doing business under the name _____ and authorizes the following.

☒ **Other.** Municipality.

3. **Resolutions**:

A. Authorization of Depository. Resolved, that the Bank is hereby designated a depository of the Client and is hereby authorized to accept monies, wire and other electronic fund transfers, checks, drafts, notes, acceptances or other evidences of indebtedness for deposit, or for collection by the Bank and deposit upon receipt of payment therefore by the Bank, (including deposits and collections of payments in such foreign currencies as the Bank may accept from time to time), to the credit of the Client in such account or accounts as the Client may have with the Bank, without the endorsement of the Client appearing thereon, and Client promises to pay the Bank for any Items that are returned for lack of endorsement. The persons so indicated on Part C of the Attachments, are authorized to open or close deposit accounts with the Bank, and to instruct the Bank as to the disposition of funds in any account to be closed, all by written instruction to the Bank, (electronically or otherwise), by any one such person. The depository accounts to which these resolutions and authorizations apply include existing depository accounts of the Client and all future depository accounts opened by the Client with the Bank pursuant to this Section 3A, and may include accounts denominated in one or more foreign currencies offered by the Bank from time to time.

B. Authorization to Sign Checks and Other Instruments and Withdrawal Orders and to Designate Other Persons Who Have Such Authority. Resolved, that any one of the persons so indicated on Part C of the Attachments is authorized to sign, execute, deliver and negotiate checks, drafts, bills of exchange, acceptances and other instruments or withdrawal orders from or drawn on the depository accounts of the Client with the Bank ("Items") and to designate other persons who are authorized to sign, execute, deliver and negotiate Items. The signatures of all authorized signers must appear on the account signature card for the applicable account. As confirmation of the authority of such persons, the account signature card shall be executed by an authorized person so indicated on Part C of the Attachments.

Authorization for Use of Facsimile Signature. If the Facsimile Signature section is completed on Part B of the Attachments, it authorizes the use of facsimile signatures in accordance with this Section 3B. Such facsimile signatures must be provided on account signature cards properly executed in accordance with these Resolutions.

[1] PNC Bank Canada Branch is a branch of PNC Bank, N.A.

Resolved, that if so indicated on Part B of the Attachments, the Bank is hereby requested, authorized and directed to honor any and all Items when bearing the facsimile signature made by machine or other mechanical device, or rubber stamp of any person whose facsimile signatures appear on signature cards given by Client to the Bank from time to time and executed in accordance with these Resolutions. The Client assumes full responsibility for all payments made by the Bank in good faith reliance upon such facsimile signature(s) of such person or persons and the Bank shall be entitled to pay and charge to the account of the Client any and all such Items, regardless of by whom or by what means such facsimile signature(s) thereon may have been affixed thereto.

The Bank is authorized to make payments from the funds of the Client on deposit with the Bank, upon and according to such Items and other written instructions, whether given by manual or facsimile signature, in each case regardless of whether payment is requested to be made to the order of or for the benefit of, or whether payment is to be deposited to the individual credit of or tendered in payment of the obligation to the Bank of, the person making the withdrawal or transfer or any person listed in Part C of the Attachments.

C. Authorization to Obtain Treasury Management Services and to Designate Other Persons Who Have Such Authority. Resolved, that any one of the persons so indicated in Part C of the Attachments is authorized from time to time (1) to obtain for the Client from the Bank such treasury management services as he or she so elects in his or her sole discretion including, without limitation, services for the initiation or origination of transfers or withdrawals of funds from the accounts of Client with the Bank, either in United States dollars or in such foreign currencies as Bank may make available from time to time; (2) to accept, execute and/or deliver, including to electronically accept, execute and/or deliver, such agreements, instruments and documents as may be required by the Bank in its sole discretion in connection with the furnishing of such services or transactions; and (3) to designate, in writing, other persons who are authorized to obtain for the Client such treasury management services or to enter into such transactions or to give instructions to the Bank with respect to such services or transactions and to accept, execute and/or deliver, including to electronically accept, execute and/or deliver, such agreements, instruments and documents, all without further action by the Client.

D. Authorization to Conduct Foreign Exchange Transactions and to Designate Other Persons Who Have Such Authority. **{NOTE: This authorization is applicable to PNC Bank, National Association, only, and is not applicable to PNC Bank Canada Branch.}** Resolved, that any one of the persons so indicated on Part C of the Attachments is also authorized from time to time (1) to obtain for the Client from the Bank services and products related to foreign exchange transactions (including spots, forwards, options and swaps or any other similar transaction) (2) to execute to and in favor of the Bank any and all agreements or documents, including amendments or modifications thereto, in connection with such foreign exchange transactions (3) to designate, in writing, any other person or persons to do any and all things which such person so indicated on Part C of the Attachments is authorized to do with respect to such foreign exchange transactions (4) to designate, in writing (in substantially the form attached hereto as Part D of the Attachments, or such other form acceptable to the Bank), those persons who are authorized to execute and/or confirm such transactions on behalf of the Client.

E. Authorization to Make Changes. Resolved, that any one of the persons so indicated on Part C of the Attachments is also authorized to (i) add or remove Subsidiaries from Part A of the Attachments and (ii) add or remove persons authorized to act hereunder from Part C of the Attachments; in each case as evidenced by written instructions executed by such authorized person and delivered to the Bank.

F. Requests Made by Facsimile or Other Means. Resolved, that the Bank is authorized, in its sole discretion, to take any action authorized hereunder based upon: (i) the telephone request of any person purporting to be a person authorized to act hereunder, (ii) the signature of any person authorized to act hereunder that is delivered to the Bank by facsimile transmission, or (iii) electronic mail that Bank reasonably believes is from any person authorized to act hereunder.

G. Authorization for Subsidiaries, Divisions and Trade Names. Resolved, as to each entity (other than the Client) listed in Part A of the Attachments, all of which are direct or indirect subsidiaries of the Client and whose activities are controlled by Client and 51% or more of whose voting stock is owned directly or indirectly by the Client or whose interests are owned 51% percent or more by the Client in the case of non-stock subsidiaries (each a "Subsidiary") that (i) the Client hereby (a) adopts all of the preceding and following resolutions on behalf of each Subsidiary, and (b) instructs each Subsidiary to cause these resolutions to be filed with its corporate records, and to adopt all of these resolutions on behalf of Subsidiaries all of whose voting interests are owned by each Subsidiary.

H. General. Resolved, that a certified copy of these resolutions be delivered to the Bank and that they and the authority vested in the persons specified herein will remain in full force and effect until a certified copy of a resolution of the Client revoking or modifying these resolutions and such authority has been filed with the Bank and the Bank has had a reasonable time to act on it. These resolutions supersede any prior resolution of Client provided to the Bank.

4. Incumbency and Specimen Signatures: Each of the persons listed in Part C of the Attachments holds the office, title or status with the Client and/or its Subsidiaries specified therein and the actual signature of each such person appears on Part C of the Attachments.

5. Organizational Documents: Copies of any organizational or other documents, including but not limited to the articles or certificate of incorporation, the by-laws or regulations, or other organizational documents of the Client or applicable Subsidiary, that the Client or any such Subsidiary may deliver to the Bank at the Bank's request with these Resolutions or from time to time, shall be, and the Bank shall be entitled to rely on such copies as, true, complete and correct copies thereof with all amendments thereto as in effect on the date of such delivery.

6. Additional Certifications of Secretary: These Master Resolutions and Authorizations now stand of record on the books of the Client, are in full force and effect and have not been modified or revoked in any manner whatsoever. Nothing in the foregoing resolutions violates the articles or certificate of incorporation, the by-laws or regulations, or other organizational documents of the Client or applicable Subsidiary. The undersigned has taken all actions and made such notification as are required under section 3F above with respect to each Subsidiary.

Note:

For Partnerships, all general partners must sign unless the partnership agreement outlines other signing authorities.

For Limited Liability Companies, all members must sign unless the operating agreement identifies one or more managers, in which case the managers must sign.

For Corporations, Unincorporated Associations and Other Organizations: the Secretary, as attesting officer must sign.

If the Secretary, as the attesting officer, is also granted authorization to act in Part C, then one other authorized representative must sign below.

DATE:

IN WITNESS WHEREOF, and intending to be legally bound hereby, the undersigned have hereunto set their hands and seals this 18th day of January, 2022.

ATTESTATION:

Signature

Secretary
Title

Signature

Title

Signature

Title

Signature

Board Chairman
Title

Approved as to Form and Correctness:

RNK
Signature

Fort Pierce Utilities Authority Attorney
Title

Signature

Title

ATTACHMENTS

PART A – ADDITIONAL SUBSIDIARIES, AFFILIATES AND TRADE NAMES TO WHICH RESOLUTIONS AND AUTHORIZATIONS APPLY

Name of Legal Entity	Trade Name if Applicable	Taxpayer ID/CA Business Number	State of Formation
1. NONE			
2.			
3.			
4.			
5.			
6.			
7.			
8.			
9.			
10.			
11.			
12.			
13.			
14.			
15.			
16.			
17.			
18.			
19.			
20.			

Master Resolution and Authorization for Depository Accounts and Treasury Management Services

PART D – TRADE AND CONFIRMATION AUTHORIZATION LETTER FOR FOREIGN EXCHANGE TRANSACTIONS {NOTE: THIS PART D IS APPLICABLE TO PNC BANK, NATIONAL ASSOCIATION, ONLY, AND IS NOT APPLICABLE TO PNC BANK CANADA BRANCH.}

The undersigned (the "Designator"), a duly authorized representative of Client who is authorized to execute this authorization letter on behalf of Client, certifies as follows to PNC Bank, National Association ("Bank"):

The Designator, acting pursuant to the authority delegated to him/her by the Client resolutions delivered to the Bank (the "Resolutions") authorizing the Designator to delegate to any other person or persons the authority to execute and/or confirm on behalf of Client, foreign exchange transactions, does hereby establish and confirm the authority of each of the person(s) whose names are set forth below to execute on behalf of Client foreign exchange transactions described in the Resolutions, and/or confirm on behalf of Client such executed foreign exchange transactions as such authority is set forth below.

Each person below has complete authority at all times to bind Client to the performance of any such transactions. Bank may rely on the authority vested in these individuals until the close of business on the second business day after Bank receives written notice from Client of any changes in such authority at its offices at the following address: PNC Bank, National Association, PNC Investment Operations, 116 Allegheny Center Mall, Pittsburgh, PA 15212 Attention: Derivative Operations, or any other address which has been provided by Bank to Client for such purpose.

Consent for E-mail Delivery: By signing below, the Designator acknowledges that Client has consented to receive confirmations for foreign exchange transactions via electronic mail.

PERSONS AUTHORIZED TO EXECUTE AND/OR CONFIRM FOREIGN EXCHANGE TRANSACTIONS

Check applicable boxes to grant authorities to individuals.

PRINTED NAME, EMAIL AND TELEPHONE OF AUTHORIZED INDIVIDUAL	Authorized to EXECUTE	Authorized to CONFIRM	Authorized to EXECUTE AND CONFIRM the same transaction (Single person authorization)
Name: Email: NONE Telephone:	☐	☐	☐ Yes ☐ No
Name: Email: Telephone:	☐	☐	☐ Yes ☐ No
Name: Email: Telephone:	☐	☐	☐ Yes ☐ No
Name: Email: Telephone:	☐	☐	☐ Yes ☐ No
Name: Email: Telephone:	☐	☐	☐ Yes ☐ No

Client Name:

By: _____

Name: Frank H. Fee, IV

Title: Chairman

Authorized Representative per Part C of the Master Resolution

Master Resolution and Authorization for Depository Accounts and Treasury Management Services

PART B – AUTHORIZATION FOR USE OF FACSIMILE SIGNATURES

AUTHORIZATION FOR USE OF FACSIMILE SIGNATURE

If this box ☐ is checked, it authorizes the use of facsimile signatures in accordance with Section 3B. Such facsimile signatures must be provided on account signature cards properly executed in accordance with these Resolutions.

PART C – PERSONS AUTHORIZED TO ACT

If this box ☐ is checked, additional names of Persons Authorized to Act are set forth on the accompanying Continuation of Part C.

THE INDIVIDUALS LISTED BELOW ARE GRANTED ALL OF THE AUTHORITIES AS OUTLINED IN SECTION 3 OF THIS RESOLUTION INCLUDING THE AUTHORITY TO:

- OPEN AND CLOSE DEPOSIT ACCOUNTS
- SIGN CHECKS AND OTHER INSTRUMENTS AND WITHDRAWAL ORDERS AND DELEGATE SUCH AUTHORITY TO OTHERS
- OBTAIN TREASURY MANAGEMENT SERVICES AND DELEGATE SUCH AUTHORITY TO OTHERS
- OBTAIN SERVICES RELATED TO FOREIGN EXCHANGE TRANSACTIONS AND DELEGATE SUCH AUTHORITY TO OTHERS
- MAKE CHANGES TO ATTACHMENTS

PRINT NAME	PRINT TITLE	SIGNATURE
1. Javier Cisneros	Director of Utilities	
2. Barbara A. Mika	Director of Financial Services	
3. Paul Jakubczak	Director of Electric & Gas Systems	
4. Bowdoin Hutchinson	Director of Water & Wastewater Systems	
5.		
6.		
7.		
8.		
9.		
10.		