

CITY OF MILLWOOD

RESOLUTION 2025-09

JUNE 10, 2025

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MILLWOOD, WASHINGTON, DESIGNATING CERTAIN CITY OFFICIALS OR EMPLOYEES AS AUTHORIZED AGENTS FOR BANKING PURPOSES; AND PROVIDING FOR OTHER MATTERS RELATED THERETO.

WHEREAS, the City of Millwood (the “City”), Spokane County, Washington is a non-charter code city, by virtue of the Constitution and laws of the State of Washington; and

WHEREAS, the Council of the City (the “Council”) may adopt and enforce resolutions of all kinds relating to and regulating its local or municipal affairs and appropriate to the good government of the City; and

WHEREAS, the Council regularly reviews existing policies and establishes additional policies to promote fiscal responsibility and the efficient transaction of City business; and

WHEREAS, the City maintains one or more accounts with Banner Bank (the “Bank”), with certain City officials or employees designated as authorized agents for certain powers or actions with the Bank; and

WHEREAS, the Council desires to designate certain City officials or employees for certain powers or actions with the Bank in accordance with this Resolution; and

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF MILLWOOD, WASHINGTON, HEREBY RESOLVES AS FOLLOWS:

Section 1. Incorporation of Recitals: The recitals set forth herein are hereby incorporated as a part of this Resolution.

Section 2. Authorized Agents of the City for Certain Powers or Actions with the Bank: The Council hereby designates the following individuals as authorized agents for certain powers or action with the City’s Bank accounts to act in accordance with Council approved expenditures and authorizations: Mayor, Kevin Freeman; Councilmember, Shawna Beese; Councilmember, Shaun Culler; and/or Deputy Treasurer, Daniel Heacox. Each individual shall be identified as an “Authorized Agent” for the purposes of this Resolution, and two or more such individuals shall be identified as “Authorized Agents” for the purposes of this Resolution. All such Authorized Agents identified in this Resolution shall have the authority to act on behalf of the City as set forth in this Resolution.

Section 3. Powers or Actions of the Authorized Agents. The Council hereby authorizes the Authorized Agents to have the following power or authority to act on behalf of the City in connection with the Bank:

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- A. To open or maintain any deposit or share account(s) in the name of the City, and to make authorized payment on behalf of the City from such account(s);
- B. To endorse checks and orders for the payment of money or otherwise withdraw or transfer funds on deposit with the Bank;
- C. Upon proof of specific authorization by the Council, to borrow money on behalf and in the name of the City, and to sign, execute and deliver promissory notes or other evidence of indebtedness related thereto;
- D. Upon proof of specific authorization by the Council, to endorse, assign, transfer, mortgage, or pledge bills or accounts receivable, receipts, real estate or other property now owned or hereafter owned or acquired by the City as security for sums borrowed, and to discount the same, unconditionally guarantee payment of all bills received, negotiated or discounted and to waive demand, presentment, protest, notice of protest and notice of non-payment; and
- E. In accordance with applicable law and policy of the City, to deposit monies of the City for the purposes of investment.

Section 4. Required Number of Signatures for Checks. There shall be at least two signatures by Authorized Agents on all checks of the City.

Section 5. Further Resolution of the Council. The Council further resolves that:

- A. The Bank is designated as a depository for the funds of the Corporation and to provide other financial accommodations indicated in this Resolution.
- B. All transactions, if any, with respect to any deposits, withdrawals, rediscounts and borrowings by or on behalf of the City with the Bank prior to the adoption of this Resolution are hereby ratified, approved and confirmed.
- C. The Bank may furnish at its discretion automated access devices to Authorized Agents of the City to facilitate those powers authorized by this Resolution or other resolutions in effect at the time of issuance. The term "automated access device" includes, but is not limited to, credit cards, automated teller machines (ATM), and debit cards.
- D. The Bank may rely on alternative signature and verification codes issued to or obtained from any Authorized Agent. The term "alternative signature and verification codes" includes, but is not limited to, facsimile signatures on file with the Bank, personal identification numbers (PIN), and digital signatures. If a facsimile signature specimen has been provided on this Resolution, (or that are

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filed separately by the City with the Bank from time to time) the Bank is authorized to treat the facsimile signature as the signature of the Authorized Agent(s) regardless of by whom or by what means the facsimile signature may have been affixed so long as it resembles the facsimile signature specimen on file.

Section 6. Severability: If any section, sentence, clause, or phrase of this Resolution should be held to be invalid or unconstitutional by a court of competent jurisdiction, such invalidity or unconstitutionality shall not affect the validity or constitutionality of any other section, sentence, clause or phrase of this Resolution.

Section 7. Repealer: All resolutions, laws, and regulations, or parts thereof in conflict with this resolution are, to the extent of said conflict, hereby repealed.

Section 8. Effect: This Resolution shall be in full force and effect from and after its adoption by the Council.

KEVIN FREEMAN, MAYOR

Attest:

LISA CASSELS, CITY CLERK

CORPORATE AUTHORIZATION RESOLUTION

Banner Bank
PO Box 907
Walla Walla, WA 99362

By:

City of Millwood
9103 E Frederick Avenue
Millwood, WA 99206

Referred to in this document as "Financial Institution"

Referred to in this document as "Corporation"

I, Kevin M. Freeman, certify that I am an Officer of the above named corporation organized under the laws of the State of Washington, Federal Employer I.D. Number _____, engaged in business under the trade name of City of Millwood, Washington, and that the resolutions on this document are a correct copy of the resolutions adopted at a meeting of the Board of Directors of the Corporation duly and properly called and held on June 10, 2025 (date). These resolutions appear in the minutes of this meeting and have not been rescinded or modified.

AGENTS Any Agent listed below, subject to any written limitations, is authorized to exercise the powers granted as indicated below:

Name and Title or Position	Signature	Facsimile Signature (if used)
A. <u>Kevin M. Freeman, Mayor</u>	X _____	X _____
B. <u>Shawna Beese, Councilmember</u>	X _____	X _____
C. <u>Shaun Culler, Councilmember</u>	X _____	X _____
D. <u>Daniel Heacox, Assistant Treasurer</u>	X _____	X _____
E. _____	X _____	X _____
F. _____	X _____	X _____

POWERS GRANTED (Attach one or more Agents to each power by placing the letter corresponding to their name in the area before each power. Following each power indicate the number of Agent signatures required to exercise the power.)

Indicate A, B, C, D, E, and/or F	Description of Power	Indicate number of signatures required
_____	(1) Exercise all of the powers listed in this resolution.	_____
<u>A, B, C, D</u>	(2) Open any deposit or share account(s) in the name of the Corporation.	<u>2</u>
<u>A, B, C, D</u>	(3) Endorse checks and orders for the payment of money or otherwise withdraw or transfer funds on deposit with this Financial Institution.	<u>2</u>
<u>A, B, C, D</u>	(4) Borrow money on behalf and in the name of the Corporation, sign, execute and deliver promissory notes or other evidences of indebtedness.	<u>2</u>
<u>A, B, C, D</u>	(5) Endorse, assign, transfer, mortgage or pledge bills receivable, warehouse receipts, bills of lading, stocks, bonds, real estate or other property now owned or hereafter owned or acquired by the Corporation as security for sums borrowed, and to discount the same, unconditionally guarantee payment of all bills received, negotiated or discounted and to waive demand, presentment, protest, notice of protest and notice of non-payment.	<u>2</u>
_____	(6) Enter into a written lease for the purpose of renting, maintaining, accessing and terminating a Safe Deposit Box in this Financial Institution.	_____
<u>A, B, C, D</u>	(7) Other <u>In accordance with applicable law and policy of the City, to deposit monies of the City for the purposes of investment.</u>	<u>2</u>

LIMITATIONS ON POWERS The following are the Corporation's express limitations on the powers granted under this resolution.

Items (4) and (5) of POWERS GRANTED require proof of specific authorization by the Millwood City Council in the form of an approved Resolution.

EFFECT ON PREVIOUS RESOLUTIONS This resolution supersedes resolution dated ANY. If not completed, all resolutions remain in effect.

CERTIFICATION OF AUTHORITY

I further certify that the Board of Directors of the Corporation has, and at the time of adoption of this resolution had, full power and lawful authority to adopt the resolutions on page 2 and to confer the powers granted above to the persons named who have full power and lawful authority to exercise the same. (Apply seal below where appropriate.)

☒ If checked, the Corporation is a non-profit corporation.

In Witness Whereof, I have subscribed my name to this document and affixed the seal of the Corporation on _____ (date).

Attest by One Other Officer _____

Officer _____

RESOLUTIONS

The Corporation named on this resolution resolves that,

- (1) The Financial Institution is designated as a depository for the funds of the Corporation and to provide other financial accommodations indicated in this resolution.
- (2) This resolution shall continue to have effect until express written notice of its rescission or modification has been received and recorded by the Financial Institution. Any and all prior resolutions adopted by the Board of Directors of the Corporation and certified to the Financial Institution as governing the operation of this corporation's account(s), are in full force and effect, until the Financial Institution receives and acknowledges an express written notice of its revocation, modification or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to the Financial Institution, establishing the authority for the changes.
- (3) The signature of an Agent on this resolution is conclusive evidence of their authority to act on behalf of the Corporation. Any Agent, so long as they act in a representative capacity as an Agent of the Corporation, is authorized to make any and all other contracts, agreements, stipulations and orders which they may deem advisable for the effective exercise of the powers indicated on page one, from time to time with the Financial Institution, subject to any restrictions on this resolution or otherwise agreed to in writing.
- (4) All transactions, if any, with respect to any deposits, withdrawals, rediscounts and borrowings by or on behalf of the Corporation with the Financial Institution prior to the adoption of this resolution are hereby ratified, approved and confirmed.
- (5) The Corporation agrees to the terms and conditions of any account agreement, properly opened by any Agent of the Corporation. The Corporation authorizes the Financial Institution, at any time, to charge the Corporation for all checks, drafts, or other orders, for the payment of money, that are drawn on the Financial Institution, so long as they contain the required number of signatures for this purpose.
- (6) The Corporation acknowledges and agrees that the Financial Institution may furnish at its discretion automated access devices to Agents of the Corporation to facilitate those powers authorized by this resolution or other resolutions in effect at the time of issuance. The term "automated access device" includes, but is not limited to, credit cards, automated teller machines (ATM), and debit cards.
- (7) The Corporation acknowledges and agrees that the Financial Institution may rely on alternative signature and verification codes issued to or obtained from the Agent named on this resolution. The term "alternative signature and verification codes" includes, but is not limited to, facsimile signatures on file with the Financial Institution, personal identification numbers (PIN), and digital signatures. If a facsimile signature specimen has been provided on this resolution, (or that are filed separately by the Corporation with the Financial Institution from time to time) the Financial Institution is authorized to treat the facsimile signature as the signature of the Agent(s) regardless of by whom or by what means the facsimile signature may have been affixed so long as it resembles the facsimile signature specimen on file. The Corporation authorizes each Agent to have custody of the Corporation's private key used to create a digital signature and to request issuance of a certificate listing the corresponding public key. The Financial Institution shall have no responsibility or liability for unauthorized use of alternative signature and verification codes unless otherwise agreed in writing.

Pennsylvania. The designation of an Agent does not create a power of attorney; therefore, Agents are not subject to the provisions of 20 Pa.C.S.A. Section 5601 et seq. (Chapter 56; Decedents, Estates and Fiduciaries Code) unless the agency was created by a separate power of attorney. Any provision that assigns Financial Institution rights to act on behalf of any person or entity is not subject to the provisions of 20 Pa.C.S.A. Section 5601 et seq. (Chapter 56; Decedents, Estates and Fiduciaries Code).

FOR FINANCIAL INSTITUTION USE ONLY

Acknowledged and received on _____ (date) by _____ (initials) ☐ This resolution is superseded by resolution dated _____.

Comments: