

Mr. Oberdorfer then informed the Board that there were certain other housekeeping matters to which it would be prudent for the Board to turn its attention. Pursuant to the remarks of Mr. Oberdorfer, Mr. Smith read and moved, seconded by Mr. Montejano, the following resolution, which was passed by unanimous voice vote with no discussion:

RESOLVED, that the Chairman or his designee is hereby authorized and directed to do, or cause to be done, all such things as shall be necessary or appropriate, including without limitation the execution, filing and delivery of necessary or appropriate documents, to ensure that:

a. the Corporation complies with such federal, state and local laws relating to its organization and its authority to transact business, as may be applicable, and

b. the Corporation qualifies for all available exemptions from applicable federal, state and local taxes.