



**FOOTHILLS GATEWAY, INC.
BOARD OF DIRECTORS MEETING
March 4, 2019**

Present

Carol Morris
Steve Dandaneau
John Haley
Punkie Whitely
Tracy Katz
Mikel Zimmerman
Amanda O’Hayre
Mark Durand

Excused

Romie Tobin
Linda Drees

Absent

Guests

Staff

Erin Eulenfeld
Debbie Klein
Debbie Lapp
Carla Conrardy
Brandee Boice-Street

Vice-President Mark Durand called the meeting of the Foothills Gateway, Inc. Board of Directors to order at 7:57pm and welcomed guests.

OPEN FORUM:

Mark Durand invited guests to speak.

- No guests present wished to speak.

CONSENT AGENDA:

- Approval of Board Meeting Minutes – February 19, 2019

M-S-C (Whitely/Zimmerman) Approve the February 19, 2019 Board Minutes.

OLD BUSINESS:

- **2019-2020 Meeting Schedule** – Erin shared that the meeting schedule had been approved previously, though making the July meeting TBD has also been discussed but not voted on as yet.

M-S-C (Katz/Haley) Approve indicating that the July Board Meeting will be ‘TBD’ for the 2019-2020 Meeting Schedule.

NEW BUSINESS:

- **Board Officers** – The new slate of officers that has been proposed is as follows:
 - Mark Durand – President
 - Doris Whitely - Vice President
 - John Haley - Treasurer
 - Tracy Katz – Secretary

M-S-C (Morris/Zimmerman) approve the new slate of Board Officers as listed above.

The above minutes are tentative until voted on and approved at the following month’s board meeting.

- **Corporate Resolutions** – Debbie K read the Corporate Resolutions as follows. The resolutions were then signed as appropriate:

CORPORATE RESOLUTION

The undersigned Secretary of FOOTHILLS GATEWAY, INC. (“Company”), a corporation duly organized and existing under the laws of the State of COLORADO hereby certified that, at a meeting of the Board of Directors of the Company duly called and held at 301 W. SKYWAY DRIVE, City of FORT COLLINS, County of LARIMER, State of COLORADO on March 4, 2019, at which meeting a quorum was continuously present, the following resolutions were unanimously adopted, are now in full force and effect, and have not been modified or rescinded in any manner:

RESOLVED, that the following persons:

*PRESIDENT, MARK DURAND and
TREASURER, JOHN HALEY, jointly or*

Any two of:

*CHIEF OPERATING OFFICER SERVICES, ERIN EULENFELD,
CHIEF OPERATING OFFICER CASE MANAGEMENT, DEBORAH LAPP, and
CHIEF ADMINISTRATIVE OFFICER, DEBRA KLEIN, jointly*

(cumulatively “Authorized Party”) is authorized and empowered to perform one or more of the following actions for and on behalf of the Company and on such terms and conditions as any Authorized Party may deem advisable in his sole discretion:

- a) Obtain one or more loans or other forms of financing in any amount from a Lender;*
- b) Assign for security purposes, pledge, hypothecate, mortgage, or grant to a Lender a lien, security interest, or other encumbrance upon any of the Company’s personal or real property (including, but not limited to, the assignments for security purposes, pledges, hypothecations, mortgages, deeds of trust, liens, security interests and encumbrances contained in loan documents pertaining to promissory note(s), line(s) of credit, or guaranty described above);*
- c) Assign, convey, sell, lease, or otherwise transfer to a Lender or any third party any of the Company’s personal or real property;*
- d) Purchase personal or real property, and;*
- e) Execute any document and take or refrain from taking any action on behalf of the Company;*

FURTHER RESOLVED, that any of the foregoing or related activities taken by any Authorized Party prior to the adoption of the preceding resolutions are hereby ratified and declared to be binding obligations of the Company in a full and complete manner;

FURTHER RESOLVED, that the authority and power of any Authorized Party as provided in the preceding resolutions will continue in full force and effect until the Board of Directors of the

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Company adopt a resolution amending, modifying or revoking one or more of the preceding resolutions;

FURTHER RESOLVED, that the Secretary of the Company is authorized to certify the adoption of the foregoing resolutions, the continuing effect of these resolutions, and the incumbency of the various parties authorized to exercise the rights in these resolutions from time to time.

M-S-C – (Durand/Zimmerman) Move to accept the Corporate Resolution as detailed above.

CORPORATE RESOLUTION

The undersigned Secretary certifies that the following persons are duly elected officers or otherwise authorized to act on behalf of the Company in the capacities set forth below and that the following original signatures are genuine in all respects:

The undersigned Secretary of Foothills Gateway, Inc. (“Company”), a corporation duly organized and existing under the laws of the State of Colorado hereby certified that, at a meeting of the Board of Directors of the Company duly called and held at 301 W. Skyway Drive, City of Fort Collins, County of Larimer, State of Colorado on March 4, 2019, at which meeting a quorum was continuously present, the following resolutions were unanimously adopted, are now in full force and effect, and have not been modified or rescinded in any manner:

RESOLVED, that any one of the following persons:

*PRESIDENT, MARK DURAND,
CHIEF OPERATING OFFICER SERVICES, ERIN EULENFELD,
CHIEF OPERATING OFFICER CASE MANAGEMENT, DEBORAH LAPP, and
CHIEF ADMINISTRATIVE OFFICER, DEBRA KLEIN*

(cumulatively “Authorized Party”) is authorized and empowered to perform one or more of the following actions for and on behalf of the Company and on such terms and conditions as any Authorized Party may deem advisable in his sole discretion:

- a) Execute and deliver CONTRACTS, amendments thereto, and ancillary and supporting documents, on behalf of the Company;*

FURTHER RESOLVED, that any of the foregoing or related activities taken by any Authorized Party prior to the adoption of the preceding resolutions are hereby ratified and declared to be binding obligations of the Company in a full and complete manner;

FURTHER RESOLVED, that the authority and power of any Authorized Party as provided in the preceding resolutions will continue in full force and effect until the Board of Directors of the Company adopt a resolution amending, modifying or revoking one or more of the preceding resolutions;

FURTHER RESOLVED, that the Secretary of the Company is authorized to certify the adoption of the foregoing resolutions, the continuing effect of these resolutions, and the incumbency of the various parties authorized to exercise the rights in these resolutions from time to time.

The undersigned Secretary certifies that the following persons are duly elected officers or otherwise authorized to act on behalf of the Company in the capacities set forth below and that the following original signatures are genuine in all respects:

M-S-C – (Whitely/Zimmerman) Move to accept the Corporate Resolutions as detailed above.

Other:

- a) John asked about the Legislative Affairs Meeting time. The meeting time has been changed to 8:15am. The Meeting Schedule will be reissued with that time noted.
- b) Attendance to Committee Meetings was discussed, Amanda will be joining the Property and Finance Committee.
- c) John asked about the funding of a Sign Language Class for staff. Erin shared that this stemmed from employee interest and is being pursued by FGI.

ADJOURNMENT

M-S-C (Zimmerman/Dandaneau) Adjourn the meeting at 8:20 pm.

Respectfully submitted by,

Tracy Katz
Tracy Katz, Secretary

**The next regularly scheduled meeting of the Foothills Gateway, Inc.
Board of Directors is April 16, 2019 at 7:00 pm.**

The above minutes are tentative until voted on and approved at the following month's board meeting.