

Board of Directors

Board Meeting: December 15, 2009

San Francisco, CA

ACTION: Resolution 12-15-09/E: Passed Unanimously by Directors Kawasaki, Moss, Wald & Wiltshire

RESOLUTION: To ratify actions taken by the Board of Directors in 2009 outside of scheduled Board of Director meeting.

1. Banking Resolution - April 2, 2009

On April 2, 2009, the Board of Directors approved, via fax, a banking resolution to:

- Change banking institutions
- Open checking account
- Open money market account
- Visa/Debit card approval

Exloco's Board of Directors authorized Kimery Wiltshire, Board member and corporate officer, to take the following actions:

1. Open a checking account at Tamalpais Bank (Mill Valley, CA branch). The signers on this account are Harriet Moss, Johanna Wald and Kimery Wiltshire. Two signatures are required on checks in the amount of \$10,000 or more.
2. Open a money market at Tamalpais Bank (Mill Valley, CA branch). Withdrawals from this money market account can only be made in the form of transfers to Exloco's checking account. Kimery Wiltshire and Kristin Johnson, Exloco's Business Manager are authorized to make transfers from the money market account to the checking account.
3. A VISA/debit card may be issued to Kimery Wiltshire, linked to the Tamalpais Bank checking account. Daily use may not exceed \$1,500; cash withdrawals not to exceed \$200 a day.
4. Once the accounts are established at Tamalpais Bank, Kimery Wiltshire may close the West America checking account and the linked VISA/debit card.

2. Addendum to the April 2, 2009, Banking Resolution

As Kristin Johnson is no longer works at Exloco, Harriet Moss is, as of this date, authorized to make transfers from the Tamalpais Bank money market account to the Tamalpais Bank checking account.

3. Addition of Lillian Kawasaki to the Board of Directors

On September 4, 2009, Board members were asked to approve the addition of Lillian Kawasaki to the Exloco Board of Directors via email from Kimery Wiltshire. That action was approved via email by members Harriet Moss, Johanna Wald and Kimery Wiltshire.

4. Approval of Collaborative Environmental Leadership Project

On November 3, 2009, Board members were asked to approve, via email from Kimery Wiltshire, project sponsorship of the Collaborative Environmental Leadership project based on pending approval of full funding of this project by the Bullitt Foundation. That action was approved via email by members Lillian Kawasaki, Harriet Moss, Johanna Wald and Kimery Wiltshire.

Approved by:

Johanna Wald
Exloco Board Secretary

Date: