

**ACTION BY UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS
AMENDMENT OF QUALIFIED RETIREMENT PLAN**

The undersigned, being all the members of the Board of Directors of Tahoe Donner Association ("Employer"), hereby consent to the following resolutions:

WHEREAS, the Employer has maintained the Tahoe Donner Association Salary Savings Plan ("Plan") since 1-1-1991 for the benefit of eligible employees;

WHEREAS, the Employer has decided to amend the above-referenced Plan;

WHEREAS, the Board of Directors has reviewed and evaluated the proposed amendment(s) to the Plan; and

WHEREAS, Section 14.01(b) of the Plan authorizes the Employer to amend the selections under the Adoption Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves the proposed amendment(s) to the Tahoe Donner Association Salary Savings Plan, and authorizes the Employer to adopt the amendment(s), to be effective on the date the amendment is executed by the Employer;

RESOLVED FURTHER that the President of the Employer is authorized to execute the Plan amendment and authorize the performance of any other actions necessary to implement the adoption of the Plan amendment. The President may designate any other authorized person to execute the Plan amendment and perform the necessary actions to adopt the amended Plan. The Employer will maintain a copy of the Plan amendment, as approved by the Board of Directors, in its files; and

RESOLVED FURTHER, if the Plan amendment modified the provisions of the Summary Plan Description, Plan participants will receive a Summary Plan Description incorporating the changes under the Plan amendment.

DIRECTORS:

_____	_____	_____
[Name of Director]	[Signature]	[Date]
_____	_____	_____
[Name of Director]	[Signature]	[Date]
_____	_____	_____
[Name of Director]	[Signature]	[Date]
_____	_____	_____
[Name of Director]	[Signature]	[Date]
_____	_____	_____
[Name of Director]	[Signature]	[Date]

**AMENDMENT TO
TAHOE DONNER ASSOCIATION SALARY SAVINGS PLAN (“the Plan”)**

WHEREAS, Tahoe Donner Association (the “Employer”) maintains the Tahoe Donner Association Salary Savings Plan (the “Plan”) for its employees;

WHEREAS, Tahoe Donner Association has decided that it is in its best interest to amend the Plan;

WHEREAS, Section 14.01(b) of the Plan authorizes the Employer to amend the selections under the Tahoe Donner Association Salary Savings Plan Adoption Agreement.

NOW THEREFORE BE IT RESOLVED, that the Tahoe Donner Association Salary Savings Plan Adoption Agreement is amended as follows. The amendment of the Plan is effective as of the date the amendment is executed by the Employer.

1. The Adoption Agreement is amended to read: David Mickaelian and Erika Stohl are added and Tom Knill is removed as a Trustee.

TRUSTEE DECLARATION

The Trustee’s investment powers are:

- (a) **Discretionary.** The Trustee has discretion to invest Plan assets, unless specifically directed otherwise by the Plan Administrator, the Employer, an Investment Manager or other Named Fiduciary or, to the extent authorized under the Plan, a Plan Participant.

Trustee Signature. By executing this Adoption Agreement, the designated Trustee(s) accept the responsibilities and obligations set forth under the Plan and Adoption Agreement. By signing this Trustee Declaration Page, the individual(s) below represent that they have the authority to sign on behalf of the Trustee. If a separate trust agreement is being used, list the name of the Trustee. No signature is required if a separate trust agreement is being used under the Plan or if there is no named Trustee under the Plan.

David Mickaelian

(Print name of Trustee)

(Signature of Trustee or authorized representative)

(Date)

Erika Stohl

(Print name of Trustee)

(Signature of Trustee or authorized representative)

(Date)



42155

CRES

Bundle ID

Account Number

CERTIFICATE OF CORPORATE RESOLUTION

In this form, "Firm(s)" refers to the broker/dealer and, if applicable, the registered investment advisor firm that has been contracted to provide advisory services and "Clearing Firm" refers to broker/dealer's clearing firm.

CIP Notice: To help the government fight financial crimes, federal law requires financial institutions to obtain, verify and record information that identifies each person who opens your account. When you open an account, the financial institution is required to collect and verify your name, date of birth, address, and a government-issued ID number as well as that of any other person authorized to make transactions in the account. Federal law also requires financial institutions to obtain and verify the beneficial owners and control persons of legal entity customers. For certain entities, such as trusts, estates, corporations, partnerships, or other organizations, additional identifying documentation may be required. Requiring the disclosure of key individuals who own or control a legal entity helps law enforcement investigate and prosecute crimes. Your account may be restricted or closed if this information cannot be obtained and verified and the Firms and Clearing Firm will not be responsible for any losses or damages (including, but not limited to, lost opportunities) that may result.

ACCOUNT INFORMATION

Official Full Name of Company/Business

Tahoe Donner Association

Tax ID Number

23-7173283

Type of Business

Homeowner's Association

Customer Due Diligence (CDD) Rule - Federal Regulations require financial institutions to obtain, verify and record information about the beneficial owners of legal entity customers, unless the entity is exempt from the regulation.

The corporation is exempt from the CDD Rule. Please note the type of exemption:

CERTIFICATIONS

I, hereby certify the following:

That the corporation identified above is duly organized and existing under the laws of the State of and has the power to take the action called for by the resolutions on this form.

That the resolutions on this form were duly adopted by the Board of Directors at a meeting held on (MM/DD/YYYY)

at which a quorum of said Board of Directors was present and acting throughout; that no action has been taken to rescind or amend said resolutions, and that the same are now in full force and effect.

WHEREAS this Corporation is duly authorized and permitted by its Charter and Bylaws to:

- (1) Engage in cash and margin transactions in any and all forms of securities including, but not limited to, stocks, options, stock options, stock index options, foreign currency options and debt instrument options, bond debentures, notes, scrips, participation certificates, rights to subscribe, warrants, certificates of deposit, mortgages, chooses in action, evidences of indebtedness, commercial paper certificates or indebtedness, and certificates of interest of any and every kind and nature whatsoever, secured or unsecured, whether represented by trust, participating and/or other certificates or otherwise, and margin transactions, including short sales.
- (2) Receive on behalf of the Corporation or deliver to the Corporation or third parties monies, stocks, bonds, and other securities. To sell, assign, and endorse for transfer, certificates representing stocks, bonds, or other securities now registered or hereafter registered in the name of the Corporation.
- (3) Establish and maintain an asset management account with debit card, check writing, and margin privileges, from which account funds are directly spent, the responsibility for which is entirely that of the Corporation, such that checkwriting and debit card privileges will be limited to the Authorized Officers designated on this form by the Corporation:

NOW THEREFORE BE IT RESOLVED, that this Corporation open an account or accounts in its name with the Firms through Clearing Firm or directly with the product sponsor and that each of the Authorized Individuals named in this Resolution has been duly elected and is now legally holding the office set under his/her name and that any one of them acting individually be and they hereby are authorized to (1) give orders in the said account or accounts for the purchase, sale or other disposition of stocks, bonds and other securities, (2) deliver and receive on behalf of this Corporation, monies, stocks, bonds and other securities, (3) sign acknowledgements of the correctness of all statements of account and (4) make execute and deliver under the corporate seal any and all written endorsements and documents necessary or proper to effectuate the authority hereby conferred; the within authorization to each of said officers to remain in full force and effect until written notice of the revocation thereof shall have been received by the Firms at their respective offices.

