

**RESOLUTION OF THE BOARD OF DIRECTORS
OF FRIENDS OF THE TOPEKA ZOO, INC.**

Dated: March 3, 2023

The Board of Directors of Friends of the Topeka Zoo, Inc. ("FOTZ") adopts the following resolution in accordance with its Bylaws and Kansas law,

WHEREAS, on March 3, 2023, the Board of Directors of FOTZ (the "Board") convened a special meeting for the purpose of considering a proposed First Amendment to License and Management Agreement by and between the City of Topeka, Kansas and the Friends of Topeka Zoo related to the Topeka Zoo and Conservation Center ("Amendment")

WHEREAS, notice of the special meeting was duly provided to all members of the Board, a quorum of the Board was present at said special meeting, and all other preconditions to the conduct of a lawful meeting under the FOTZ Bylaws and Kansas law were met and satisfied;

WHEREAS, the Amendment was presented to the FOTZ Board members in advance for review, and after review of the Amendment, and discussion relating to the same, on motion duly seconded, the Board unanimously voted to approve the Amendment;

WHEREAS, the FOTZ Board understands that the City of Topeka, by and through its Governing Body, will consider the Amendment subsequent to the date of FOTZ's special meeting, and accordingly, any approval of the Amendment by FOTZ is subject to the City of Topeka's approval.

NOW THEREFORE, the following resolution is adopted and made by the Board as of the date written above:

RESOLVED, that upon review of the Amendment, the Board has determined the execution of the Amendment is in the best interest of FOTZ, the Topeka Zoo and the northeast Kansas community, and will further FOTZ's mission of improving, benefiting and otherwise supporting the Topeka Zoo;

RESOLVED, that FOTZ desires to execute and enter into the Amendment as presented to the Board, subject to any modifications necessitated by further negotiations between FOTZ's Board President and CEO and the City of Topeka which do not alter the intent of the Amendment in any material respects and subject to the City of Topeka's approval to execute and enter into the same;

**RESOLUTION OF THE BOARD OF DIRECTORS
OF THE FRIENDS OF THE TOPEKA ZOO, INC.**

RESOLVED, that FOTZ President Fred Patton is hereby empowered to execute the Amendment on behalf of FOTZ;

RESOLVED, that FOTZ President Fred Patton, is hereby empowered to take any additional actions as necessary to effectuate the intention of this resolution, whether or not expressed within this resolution, including without limitation, finalizing modifications to the Amendment which do not alter the intent of the Amendment in any material respects, delegating any such authority to a designee, in compliance with all applicable laws, rules regulations and the bylaws of the Corporation;

RESOLVED, that any previous actions taken by FOTZ in furtherance of the Amendment are hereby approved and ratified; and

RESOLVED, that this Resolution shall be certified by the FOTZ President and filed with the Minutes of the Corporation.

CERTIFICATION

I, Fred Patton, President of Friends of the Topeka, Zoo, Inc., a Kansas not-for-profit corporation, do certify that I have knowledge of the records and minutes of the proceedings of the Board of Directors of Friends of the Topeka, Zoo, Inc., and that on **March 3, 2023**, there was held a special meeting of the Board of Directors of Friends of the Topeka, Zoo, Inc., which was called and held in accordance the company bylaws and applicable laws, and at which a quorum of the directors was present; and at the meeting the action recited herein was legally taken.

In witness, I have signed and certified this resolution as President of Friends of the Topeka, Zoo, Inc., and this resolution will be filed and maintained in the official records of Friends of the Topeka, Zoo, Inc.

A handwritten signature in black ink, appearing to read 'Fred Patton', is written over a horizontal line.

Fred Patton, President
Friends of the Topeka Zoo, Inc.

**RESOLUTION OF THE BOARD OF DIRECTORS
OF THE FRIENDS OF THE TOPEKA ZOO, INC.**