

RESOLUTION NO. 2194

A RESOLUTION OF THE MAYOR AND COMMON COUNCIL OF THE TOWN OF PAYSON, ARIZONA, APPROVING AND AUTHORIZING GLENN W. SMITH, CHIEF FISCAL OFFICER OF THE TOWN OF PAYSON, TO EXECUTE A CERTIFICATION OF BANKING RESOLUTIONS, AUTHORIZING BANKING SERVICES WITH JPMORGAN CHASE BANK, N.A., AND BANK SUBSIDIARIES THEREOF, AND DESIGNATING SIGNATORIES RELATING TO THE VARIOUS ACCOUNTS TO BE MAINTAINED AT JPMORGAN CHASE BANK, AND DECLARING AN EMERGENCY.

WHEREAS, the Town of Payson desires to designate JPMorgan Chase Bank, N.A., and its bank subsidiaries as a depository for funds of the Town of Payson; and

WHEREAS, the Town wishes to utilize JPMorgan Chase Bank, N.A., for banking services,

NOW, THEREFORE, THE MAYOR AND COMMON COUNCIL OF THE TOWN OF PAYSON, ARIZONA, DO HEREBY RESOLVE AS FOLLOWS:

Section 1. Any bank subsidiary of JPMorgan Chase Bank, N.A. (each a "Bank"), is designated a depository in which funds of the Town may be deposited electronically, or by checks, drafts, items, instruments, notes, bills of exchange, and orders for the payment of money, with or without indorsement, including those payable to the Town in any trade name or style used by the Town.

Section 2. Any one of F. Robert Edwards, Mayor of the Town of Payson, Timothy Fruth, Vice-Mayor of the Town of Payson, Frederick C. Carpenter, Town Manager of the Town of Payson, Silvia Smith, Town Clerk of the Town of Payson, or Glenn W. Smith, Chief Fiscal Officer of the Town of Payson, and the other persons from time to time designated by the Town (each an "Authorized Person"), is hereby authorized to do any or all of the following on behalf of the Town:

- A. Banking Services. Open accounts, manually sign checks and utilize any other treasury management services including, without limitation, electronic, investment, loan sweep and financial advisory services and to authorize and direct Bank in writing to honor checks bearing or purporting to bear the facsimile signature(s) made by using any name (including, without limitation, a trade or assumed name), word, mark or symbol (whether made with or generated by signature plate, any similar device, computer or machine), including those payable to the individual order of any person whose name appears as signer thereon, regardless by whom or by what means the actual or purported facsimile signature(s) may have been affixed to the checks. the Bank shall be indemnified and held harmless by the Town against any forgery, or unauthorized use or misuse of facsimile signature, or the facsimile signing devices, the protection and security of such device being the sole responsibility of the Town.
- B. Agreements. Execute and deliver agreement, documents and instruments (and amendments or waivers thereto or terminations thereof); and take, or refrain from taking, action to carry into effect this Resolution and all the parts hereof, and the transactions contemplated

thereby, upon such terms and conditions as such Authorized Persons deem advisable as evidenced by such execution, delivery, action or non-action. The Town hereby accepts and agrees to be bound by the terms and conditions of any agreements and service terms applicable to any services of the Bank that the Town uses.

- C. Delegation of Authority. Delegate, or amend or revoke such delegation, in writing, at any time and from time to time, any of the authority referred to in this Resolution or any part hereof to one or more other persons acting as specified in the delegation. The Town shall be bound by any action taken by, or non-action of, such persons.

Section 3. This Resolution and any delegation made pursuant to it shall continue in full force and effect until express written notice of its revocation or modification has been provided to and received by Bank and Bank has had a reasonable opportunity to act upon such notice. If the authority contained in this resolution or any delegation is revoked or terminated by operation of law without such notice, for the purpose of inducing Bank to act under this Resolution and any delegation, the Town shall indemnify and hold Bank harmless from any loss suffered or liability incurred by Bank in so acting after such revocation or termination without such notice.

Section 4. Glenn W. Smith, Chief Fiscal Officer of the Town of Payson, is hereby authorized to execute on behalf of the Town the certifications as attached hereto, marked Exhibit "A" and made a part hereof by this reference as though set forth in full at this point.

Section 5. The Town of Payson is hereby authorized to take such other and further actions as are necessary or appropriate to carry out the purposes and intents of this Resolution Number 2194.

Section 6. If any section, subsection, sentence, clause, phrase or portion of this Resolution Number 2194 is for reason held to be invalid or unconstitutional by the decision of any court of competent jurisdiction, such decision shall not affect the validity of the remaining portions of this Resolution.

Section 7. Whereas, it is necessary for the preservation of the peace, health, and safety of the Town of Payson, Arizona, and to facilitate the orderly continuation of the Town's banking services without interruption, an emergency is declared to exist, and this Resolution shall become immediately operative and in full force and effect from and after the date of its enactment.

PASSED AND ADOPTED BY THE MAYOR AND COMMON COUNCIL OF THE TOWN OF PAYSON, ARIZONA, this ____ day of June, 2006, by the following vote:

AYES ____ NOES ____ ABSTENTIONS ____ ABSENT ____

F. Robert Edwards, Mayor

ATTEST:

APPROVED AS TO FORM:

Silvia Smith, Town Clerk

Samuel I. Streichman, Town Attorney

Business Signature Card | JPMORGAN CHASE BANK, N.A.

V1.2_0506_(0106)

CHECK ONE	<input type="checkbox"/> Signatures for this/ these New Account(s)	<input type="checkbox"/> Additional Signatures for this/these Account(s)	<input checked="" type="checkbox"/> Replace <u>All</u> Signatures on this/these Account(s)	Card 1 of 1
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Account Title ("Depositor"): Town of Payson - General Account

Address: 303 N. Beeline Highway City, State: Payson, AZ 85541

Account Number(s): 90133471 Telephone Number: _____

Tin: 86-0287228

The Customer certifies that it has reviewed the information contained in this Signature Card, the Certificate Regarding Accounts, or any other account authorization document, and finds it accurate on this date. The Customer has received and agrees to be bound by the terms and conditions governing the operation of accounts and services provided by JPMorgan Chase Bank, National Association, (the "Bank"), including the Account Terms and Service Terms, as they may be amended or supplemented from time to time.

THIS/THESE ACCOUNTS ARE NOT TRANSFERABLE.

USE BLACK OR BLUE INK. PLACE THE MANUAL SIGNATURE OR FACSIMILE SIGNATURE WITHIN THE BOX BOUNDARIES ONLY. DO NOT OVERLAP SIGNATURES. INDICATE IF THE SIGNATURE IS MANUAL OR A FACSIMILE IN THE "PRINT NAME" BOX. WHEN PROVIDING A FACSIMILE SIGNATURE, PROVIDE A MANUAL SIGNATURE TOO.

NOTE TO DEPOSITOR: FOR YOUR SECURITY, LINE OUT ALL UNUSED SIGNATURE BOXES BEFORE SIGNING THE BUSINESS ENTITY CERTIFICATION BELOW.

PRINT NAME	TITLE	SIGNATURE
<input type="checkbox"/> Manual or <input type="checkbox"/> Facsimile		
<input type="checkbox"/> Manual or <input type="checkbox"/> Facsimile		
<input type="checkbox"/> Manual or <input type="checkbox"/> Facsimile		
<input type="checkbox"/> Manual or <input type="checkbox"/> Facsimile		

BUSINESS ENTITY CERTIFICATION

The undersigned is authorized to certify the names, titles, and signatures of authorized signers on this/these account(s) pursuant to the Certificate Regarding Accounts or, if applicable, another account authorization document (e.g., a corporate resolution, partnership letter & security agreement, limited liability company letter & security agreement). The undersigned certifies that the (No.) _____ signatures presented on these pages are the signatures of persons authorized to sign and otherwise act on behalf of the Depositor with respect to account transactions. The Bank is entitled to rely on the authority of the named person(s) until the Bank receives written revocation of such authority.

Signature: _____	Title: _____	Date: _____
Signature: _____	Title: _____	Date: _____

INTERNAL USE ONLY		
THE ABOVE INFORMATION AND SIGNATURE(S) WERE VERIFIED BY:		
Print Name: _____	Initials: _____	Dept. No./Br. No.: _____
Completion Date: _____	Entity Type: Select Entity Type	
Bank Number: Select Option	Cost Center _____	

EXHIBIT "A"
to Resolution No. 2194

Business Signature Card | JPMORGAN CHASE BANK, N.A.

V1.2_0506_(0106)

CHECK ONE	<input type="checkbox"/> Signatures for this/these New Account(s)	<input type="checkbox"/> Additional Signatures for this/these Account(s)	<input checked="" type="checkbox"/> Replace <u>All</u> Signatures on this/these Account(s)	Card <u>1</u> of <u>1</u>
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Account Title ("Depositor"): Town of Payson - Payroll Account

Address: 303 N. Beeline Highway City, State: Payson, AZ 85541

Account Number(s): 90133578 Telephone Number: Tin: 86-0287228

The Customer certifies that it has reviewed the information contained in this Signature Card, the Certificate Regarding Accounts, or any other account authorization document, and finds it accurate on this date. The Customer has received and agrees to be bound by the terms and conditions governing the operation of accounts and services provided by JPMorgan Chase Bank, National Association, (the "Bank"), including the Account Terms and Service Terms, as they may be amended or supplemented from time to time.

THIS/THESE ACCOUNTS ARE NOT TRANSFERABLE.

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PRINT NAME	TITLE	SIGNATURE
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<input type="checkbox"/> Manual or <input type="checkbox"/> Facsimile		
<input type="checkbox"/> Manual or <input type="checkbox"/> Facsimile		
<input type="checkbox"/> Manual or <input type="checkbox"/> Facsimile		

BUSINESS ENTITY CERTIFICATION

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Signature:	Title:	Date:
Signature:	Title	Date:

INTERNAL USE ONLY		
THE ABOVE INFORMATION AND SIGNATURE(S) WERE VERIFIED BY:		
Print Name:	Initials:	Dept. No./Br. No.:
Completion Date:	Entity Type: <u>Select Entity Type</u>	
Bank Number: <u>Select Option</u>	Cost Center	

Business Signature Card | JPMORGAN CHASE BANK, N.A.

V1.2_0506_(0106)

CHECK ONE	<input type="checkbox"/> Signatures for this/ these New Account(s)	<input type="checkbox"/> Additional Signatures for this/these Account(s)	<input checked="" type="checkbox"/> Replace <u>All</u> Signatures on this/these Account(s)	Card <u>1</u> of <u>1</u>
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Account Title ("Depositor"): Town of Payson - Employee Health Plan Account

Address: 303 N. Beeline Highway City, State Zip: Payson, AZ 85541

Account Number(s): 634958664 Telephone Number: _____

Tin: 86-0287228

The Customer certifies that it has reviewed the information contained in this Signature Card, the Certificate Regarding Accounts, or any other account authorization document, and finds it accurate on this date. The Customer has received and agrees to be bound by the terms and conditions governing the operation of accounts and services provided by JPMorgan Chase Bank, National Association, (the "Bank"), including the Account Terms and Service Terms, as they may be amended or supplemented from time to time.

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<input type="checkbox"/> Manual or <input type="checkbox"/> Facsimile		

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Signature: _____	Title: _____	Date: _____
Signature: _____	Title: _____	Date: _____
INTERNAL USE ONLY		
THE ABOVE INFORMATION AND SIGNATURE(S) WERE VERIFIED BY:		
Print Name: _____	Initials: _____	Dept. No./Br. No.: _____
Completion Date: _____	Entity Type: Select Entity Type	
Bank Number: Select Option	Cost Center _____	

Certificate of Incumbency | JPMORGAN CHASE BANK, N.A.

V1.1_0206_(0705)

Check if below signatures are applicable to a Lender or Secured Party of a Multi-Party Blocked Agreement

The undersigned certifies that: I am an authorized official of _____ (Lender/Secured Party), and that the persons named below are presently holding the offices set forth opposite their respective signatures below; and each such signature is his or her genuine signature; and each are authorized to act on behalf of the Lender/Secured Party.

The undersigned certifies that: I am an authorized official of Town of Payson _____, duly organized and existing under the laws of the State of Arizona _____, ("Organization"); the persons named below are presently holding the offices set forth opposite their respective signatures below; and each such signature is his or her genuine signature:

[Insert the name of the Organization]
[Insert the State in which the Organization is established]

Type or Print Name	Signatures (Please sign inside the box)	Phone and Fax
(Name)		(Phone)
(Title)		(Fax)
(Name)		(Phone)
(Title)		(Fax)
(Name)		(Phone)
(Title)		(Fax)
(Name)		(Phone)
(Title)		(Fax)
(Name)		(Phone)
(Title)		(Fax)
(Name)		(Phone)
(Title)		(Fax)
(Name)		(Phone)
(Title)		(Fax)
(Name)		(Phone)
(Title)		(Fax)
(Name)		(Phone)
(Title)		(Fax)

In Witness Whereof, I have hereunto subscribed my name and affixed the seal of the Organization, if applicable, this _____ Day of _____ 20 .

By: _____
 Signature

 Print Name

 Title

By:

Signature

Print Name

Title