

RESOLUTION NO. 2009-12

A RESOLUTION AUTHORIZING A MASTER TREASURY MANAGEMENT SERVICES AGREEMENT WITH A DESIGNATED DEPOSITORY, MAKING CERTAIN TREASURY MANAGEMENT RESOLUTIONS AND DIRECTING PORT AUTHORITY OFFICERS TO TAKE STEPS NECESSARY TO IMPLEMENT THE AGREEMENTS NECESSARY TO PROCURE VARIOUS TREASURY MANAGEMENT SERVICES.

WHEREAS, pursuant to Resolution No. 2007-09 adopted by this Board of the Port of Greater Cincinnati Development Authority (the "Board") on October 18, 2007, National City Bank was designated an authorized depository of the public moneys of the Port of Greater Cincinnati Development Authority; and

WHEREAS, pursuant to Resolution No. 2007-10 adopted by this Board on October 18, 2007, the Board entered into a master agreement with National City Bank for treasury management services; and

WHEREAS, National City Bank requires the Board to enter into a new master agreement for treasury management services because of a change in the persons authorized to take action pursuant to the master agreement; and

WHEREAS, National City Bank requires this Board, by resolution, to make certain representations regarding the treasury management services master agreement; and

WHEREAS, National City Bank further requires an officer of the Port Authority to certify that the Board has made the necessary representations regarding the treasury management services master agreement; and

WHEREAS, it may be necessary from time to time for officers of the Port of Greater Cincinnati Development Authority to enter into additional agreements with National City Bank to obtain specific services governed by the master treasury services agreement;

NOW, THEREFORE, BE IT RESOLVED by the Board of the Port of Greater Cincinnati Development Authority:

Section 1. This Board makes each and every resolution set forth in the form of Certified Treasury Management Resolutions attached to this Resolution as Exhibit A.

Section 2. This Board authorizes the President or Vice President to enter into a Master Treasury Management Services Agreement with National City Bank.

Section 3. The Board authorizes the Chair, Vice-Chair, President or Vice President to enter into such other agreements for treasury services with National City Bank as they shall deem appropriate or necessary, or as directed by this Board, to carry out the treasury function of the Port of Greater Cincinnati Development Authority.

Section 4. The Board finds and determines that all formal actions of this Board and any of its committees concerning and relating to the adoption of this resolution were taken, and that all deliberations of this Board and of any of its committees that resulted in such formal action were held in meetings open to the public in compliance with the law.

Section 5. This resolution shall be in full force and effect upon its adoption.

Adopted: August 27, 2009

Yeas: 9

Nays: 0

\_\_\_\_\_  
Chairperson

Attest: \_\_\_\_\_  
Secretary

**EXHIBIT A**



**CERTIFIED TREASURY MANAGEMENT RESOLUTIONS  
For Corporations, Unincorporated Associations, and Governmental Entities**

I, \_\_\_\_\_ of the \_\_\_\_\_  
(Name) (Title)  
\_\_\_\_\_ of \_\_\_\_\_ (the "entity"), a(n)  
(Governing Body) (Name of Corporation, Association, or Governmental Entity)  
\_\_\_\_\_ organized under the laws of the State/Commonwealth of \_\_\_\_\_ (the "State")  
(Type of Entity)

do hereby certify that (a) at a meeting of the governing body duly called and held, at which meeting a quorum of the governing body was present and voting, or (b) by an action without a meeting as authorized under the laws of the State, such as a writing or writings filed with or entered upon the records of the entity, resolutions, of which the following are a full and true copy as appears by said records, were duly adopted, and the proceedings of the governing body were in accordance with the rules and regulations, if any, of the entity, and that the resolutions as set forth below are now in full force and effect.

RESOLVED, that National City Bank ("Bank") is designated a depository of this entity with full authority to accept deposits of money, checks, and other instruments (collectively, "Items") to the credit of this entity in accounts with Bank in accordance with the oral or written instructions of any person making the deposit and subject to the present or subsequently amended Business Account Agreement (the "Account Agreement") receipt of which is hereby acknowledged; and that this entity hereby guarantees to Bank the payment of all Items which are deposited in its account(s) and the certification of these resolutions by the undersigned shall bind this entity upon this guaranty.

RESOLVED FURTHER, that Bank is authorized to pay or otherwise honor or apply in accordance with the Account Agreement without inquiry and without regard to the application of the proceeds thereof, all checks, drafts, and other orders for the payment, transfer, or withdrawal of money from any and all accounts maintained by this entity with Bank, including those drawn to the individual order of a signer, when signed, accepted, or indorsed by any of the following, namely:

Name	Title	Name	Title

RESOLVED FURTHER, that a facsimile signature of any or all of the above-named signers, regardless of by whom or by what means the facsimile signature is affixed, is to be relied on by Bank without any duty on the part of Bank to determine the genuineness of or authorization for said facsimile signature.

RESOLVED FURTHER that any of the above-named signers may access safe deposit boxes, if any, leased in the name of this entity.

RESOLVED FURTHER, that this entity enter into agreements with Bank from time to time, to furnish treasury management services to this entity, which agreements may relate to one or more of the deposit accounts of this entity with Bank;

RESOLVED FURTHER, that, in connection herewith, (a) any of the following, namely: \_\_\_\_\_ be and each of them is authorized for and on behalf of this entity to execute and deliver to Bank such agreements and other writings, if any, as Bank may require, which agreements and other writings, if any, each shall be in such form and contain such representations, agreements, authorizations, waivers, and other provisions as Bank may require and as the person executing such agreements on behalf of this entity may approve, and (b) any of the following, namely: \_\_\_\_\_ be and each of them is authorized for and on behalf of this entity to make and do all such further and other acts and things, including, but not limited to, supplying operational and procedural information to Bank, as Bank may from time to time deem necessary or advisable in connection with the foregoing, and, in each case, any such person's execution thereof or other acts in connection therewith shall be conclusive evidence of his or her approval and the approval of this governing body;

RESOLVED FURTHER, that the authority of the aforesaid individuals shall not impinge upon or expand the authority previously, concurrently, or hereafter granted to certain employees of this entity for the transaction of business in connection with deposit accounts of this entity with Bank, and that Bank's treasury management personnel may rely exclusively on the authority herein granted without reference to any such resolution of this governing body;

RESOLVED FURTHER, that all such agreements and other writings heretofore executed and delivered to Bank and other acts taken in connection therewith on behalf of this entity are hereby ratified, confirmed, and approved by this governing body; and

RESOLVED FURTHER, that a certified copy of these resolutions and a certification of the names, titles and specimen signatures of the persons herein authorized to act on behalf of this entity shall be furnished to Bank, and that Bank is authorized to rely on these resolutions and such certification until written notice of any change therein, in a form satisfactory to Bank, shall have been received by an appropriate officer of Bank.

I further certify that set forth below is the name, title, if any, and specimen signature of each person authorized above to act on behalf of the entity and that, where a title appears, such person is a duly elected and acting officer of the entity with the title indicated.

Name	Title	Specimen Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Certified at \_\_\_\_\_, \_\_\_\_\_, on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

**SIGNED:** \_\_\_\_\_  
Title: