RESOLUTION NO. 35-2011

RESOLUTION APPROVING AND AUTHORIZING EXECUTION AND DELIVERY OF RESOLUTIONS AND CERTIFICATE OF RESOLUTIONS FOR CASH MANAGEMENT SERVICES BY TRUSTMARK NATIONAL BANK

WHEREAS, the Board of Mayor and Aldermen has previously approved Trustmark National Bank ("Trustmark") as a depository bank for the City of Millington; and

WHEREAS, Trustmark has requested that the Board adopt and certify the Resolutions and Certificate of Resolutions attached to this Resolution as Exhibit A, in connection with the cash management services provided to the City by Trustmark;

NOW, THEREFORE, BE IT RESOLVED, that the Resolutions and Certificate of Resolutions for Cash Management Services by Trustmark National Bank attached hereto as Exhibit A and incorporated herein by reference be, and the same hereby are, approved.

Each of the persons named in said Resolutions and Certificate of Resolutions are authorized to act on behalf of the City in connection with the internal transfers of funds and other services within the bank which Trustmark currently provides as Cash Management Services for the City.

BE IT FURTHER RESOLVED that this Resolution does not authorize the signing of checks, either by writing on paper or electronically, for payments to third parties, except in accordance with Section 13.14 of the City Charter, which states that checks are to be signed by the Mayor and countersigned by the City Clerk.

This Resolution is adopted as of the 7th day of November, 2011.

Richard L. Hodges, Mayor

Bruce Rasmussen, City Clerk and Recorder

CERTIFICATE OF RESOLUTIONS
CASH MANAGEMENT SERVICES

TO: TRUSTMARK NATIONAL BANK ("Trustmark")

Name and Address of Organization ("Organization"):

City of Millington

P.O. Box 247

Millington, TN 38083

Federal Tax I. D. Number: 62-6000367

Date of Meeting: 11/7/2011

Type of Organization:

X Corporation
____ Partnership
____ Limited Partnership
____ Limited Liability Company
____ Sole Proprietorship
____ Unincorporated Religious Society
____ Unincorporated Association
____ Other:_____

Governing Body:

Board of Directors
Partners
General Partners
Members and/or Managers
Owner
Board of Trustees, Deacons or Elders
Board of Directors or _____

WHEREAS, Organization has designated Trustmark as a depository of this Organization and one or more deposit accounts have been opened by Organization with Trustmark; and,

WHEREAS, in conjunction with Organization's deposit account(s), Organization wishes to use certain services and products offered by Trustmark (collectively referred to as "cash management services and products"); and,

WHEREAS, even if Organization may have designated that two or more signatures are required to withdraw funds from its deposit account(s) at Trustmark ("multiple signature requirement"), Organization does not desire to impose such multiple signature requirement with respect to withdrawals made or initiated by the use of such cash management services and products; and,

WHEREAS, notwithstanding any other resolution or agreement requiring two or more signatures to withdraw funds from certain accounts through which Trustmark's cash management services and products shall be offered, the Organization (in addition to the Authorized Signers designated in any other resolution) desires to designate **any one** of the Authorized Customer Representative(s) set forth below to execute operating, cash management, funds transfer, automated clearing house, sweep services, remote deposit capture services, master repurchase, online banking, night depository, safe deposit box, lockbox, positive pay, electronic balance reporting, and other agreements relating to deposit accounts with Trustmark, and to otherwise initiate transactions or instructions using security procedures applicable to any Trustmark cash management services and products used by Organization; and,

WHEREAS, regardless of the identity of the initiator, Organization further desires to authorize the initiation of transactions or instructions using security procedures applicable to any Trustmark cash management services and products used by Organization.

NOW THEREFORE,

I hereby certify that the following resolutions were unanimously adopted, approved, and confirmed by the Organization at a meeting of the Governing Body held on the date set forth above, which was duly noticed and attended by a quorum of such persons, or conducted pursuant to a waiver of notice and unanimous consent to action in lieu thereof:

RESOLVED, that the following is/are hereby designated as "Authorized Customer Representative(s)" hereunder and that notwithstanding any other resolution or agreement requiring two or more signatures to withdraw or transfer funds from the deposit account(s) of the Organization, **any one** of the following Authorized Customer Representatives is hereby authorized and vested with full authority to act for and on behalf of Organization:

Name	Title	Specimen Signature
Richard L. Hodges	Mayor	
Bruce Rasmussen	City Clerk	
Tammy Haley	Assistant City Clerk	

RESOLVED, that this Organization may from time to time enter into operating, cash management, funds transfer, automated clearing house, sweep services, remote deposit capture services, master repurchase, online banking, night depository, safe deposit box, lockbox, positive pay, electronic balance reporting, and other agreements relating to deposit accounts with Trustmark and that (in addition to the Authorized Signers designated in the resolutions authorizing deposit accounts and related services) any one of the Authorized Customer Representatives designated above is hereby authorized, for and on behalf of Organization, to (1) complete, accept, execute, amend, supplement, and deliver to Trustmark agreements, applications, forms and other documents, in either paper or electronic form, on behalf of this Organization, upon such terms and conditions as that person may deem appropriate, (2) to appoint and delegate, from time to time, persons who may act on behalf of this Organization pursuant to, and with regard to, such agreements, (3) add, delete, or change any services or products used by this Organization and the Organization accounts for which the services or products may be used, and (4) may further initiate transactions or instructions using security procedures applicable to any Trustmark cash management services and products used by Organization;

RESOLVED, that regardless of the identity of the initiator, the initiation of a transaction or instructions using security procedures applicable to any Trustmark cash management services and products used by Organization constitutes sufficient authorization for Trustmark to execute such transaction or instruction notwithstanding any particular designation by Organization of authorized persons or signature requirements identified on any signature card or other documents relating to Organization's deposit account maintained with Trustmark, and that the submission of transactions and instructions using the security procedures shall be considered the same as an authorized written signature of an authorized signatory(ies) of Organization in authorizing Trustmark to execute each such transaction or instruction;

RESOLVED, that Organization shall be bound by any and all transactions initiated either by any Authorized Customer Representative or solely through the use of security procedures designated for any applicable cash management services and products, whether authorized or unauthorized, and by any and all transactions and activity otherwise initiated by Organization;

RESOLVED, that any and all acts authorized pursuant to these resolutions and performed prior to the passage of these resolutions are hereby ratified and approved;

RESOLVED, that any officer of the Organization or any member of the Governing Body is authorized to certify these resolutions;

RESOLVED, that these resolutions supersede all resolutions of like tenor previously furnished to Trustmark but do not supersede the resolutions authorizing deposit accounts and related services;

RESOLVED, that any officer of the Organization or any member of the Governing Body is authorized to provide written notice to Trustmark in the event these resolutions are hereafter modified or rescinded; and

RESOLVED, that these resolutions will continue in full force and effect and shall remain irrevocable as far as Trustmark is concerned until Trustmark is notified in writing of their modification or rescission, which shall have prospective effect only.

I further certify that I am a person authorized to make the certifications herein and that the foregoing is a complete and correct copy of the resolutions duly adopted by the Organization and affirmatively appearing in the permanent records of the Organization.

I further certify that there is no provision within the articles or incorporation, the by-laws, the articles of organization, the operating agreement, the partnership agreement, or other governing document of the Organization, whichever of the foregoing instruments is applicable, that either restricts the passing of the foregoing resolutions or prevents me from executing this certification, and that these acts were and are duly approved and authorized in conformity with the governing documents and applicable law.

I further certify that the foregoing resolutions (i) have not been modified, amended or rescinded, (ii) are in full force and effect, and (iii) are binding upon the Organization.

I further certify that the Organization is duly organized, validly existing and in good standing under the laws governing its creation and existence, and is duly registered in all states in which it does business.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Organization on the date first set forth above.

Richard L. Hodges
Mayor

Bruce Rasmussen
City Clerk & Treasurer