

**REQUEST FOR BOARD ACTION**

**HENDERSON COUNTY  
BOARD OF COMMISSIONERS**

**MEETING DATE:** October 1, 2012

**SUBJECT:** TD Bank – Corporate Resolution

**PRESENTER:** J. Carey McLelland, Finance Director

**ATTACHMENTS:** TD Bank - Governmental Unit Corporate Authorization Resolution

**SUMMARY OF REQUEST:**

Staff is requesting that the Board approved the attached bank authorization resolution required by TD Bank to have on file naming the bank as an official depository and authorizing County Finance Department Staff to be able to officially transact County business with the bank.

**BOARD ACTION REQUESTED:**

Staff requests that the Board approve the attached resolution naming the Finance Director and the Assistant Finance Director as authorized staff to transact business with TD Bank on behalf of the County and naming the bank as an official depository.

***Suggested Motion:***

***I move the Board of Commissioners approve the attached resolution naming the Finance Director and Assistant Finance Director as authorized staff to transact County business with TD Bank and naming the bank as an official depository.***

**MUNICIPAL / GOVERNMENTAL UNIT CORPORATE AUTHORIZATION RESOLUTION**

TD BANK, N.A.

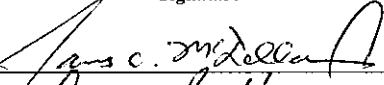
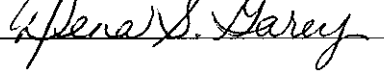
By: Henderson County  
113 N. Main Street  
Hendersonville, NC 28792

Hereinafter referred to as "Bank"

Hereinafter referred to as "Governmental Unit"

I, \_\_\_\_\_, certify that I am Clerk of the above named Governmental Unit organized under the laws of \_\_\_\_\_ North Carolina, Federal Employer I.D. Number 566000307 and that the resolutions on pages 1 & 2 of this document are a correct copy of the resolutions adopted at a meeting of the Governmental Unit Officers (check one:  City Councilors  Town Councilors  Town Selectmen  Other Elected Governing Body (specify) \_\_\_\_\_) duly and properly called and held on \_\_\_\_\_ (date). These resolutions appear in the minutes of this meeting and have not been rescinded or modified.

**AGENTS.** Any agent listed below, subject to any written limitations, is authorized to exercise the powers granted as indicated below:

Name and Title or Position	Signature	Facsimile Signature (if used)
A. <u>James C. McLellan</u> <u>Finance Director</u>	X <u></u>	X _____
B. <u>Donna S. Garey</u> <u>Assistant Finance Director</u>	X <u></u>	X _____
C. _____	X _____	X _____
D. _____	X _____	X _____

**POWERS GRANTED** (Attach one or more Agents to each power by placing the letter corresponding to their name in the area before each power.)

Indicate A, B, C, D, E and/or F	Description of Power
<u>A, B</u>	(1) Exercise all the powers listed in this resolution
_____	(2) Open all deposit or share account(s) in the name of the Governmental Unit
_____	(3) Endorse checks and orders for the payment of money or otherwise withdraw or transfer funds on deposit with the Bank.
_____	(4) Borrow money on behalf and in the name of the Governmental Unit, sign, execute and deliver promissory notes or other evidences of indebtedness
_____	(5) Endorse, assign, transfer, mortgage or pledge bills receivable, warehouse receipts, bills of lading, stocks, bonds, real estate or other property now owned or hereafter owned or acquired by the Governmental Unit as security for sums borrowed, and to discount the same, unconditionally guarantee payment of all bills received, negotiated or discounted and to waive demand, presentment, protest, notice of protest, and notice of non-payment.
_____	(6) Enter into a written lease for the purpose of renting, maintaining, accessing and terminating a Safe Deposit Box in this Bank.
_____	(7) Other: _____

**EFFECT ON PREVIOUS RESOLUTIONS:** This resolution supersedes resolution dated \_\_\_\_\_. If not completed, all resolutions remain in effect.

**CERTIFICATION OF AUTHORITY:** I further certify that the Governmental Unit Officers have, and at the time of adoption of this resolution had, full power and lawful authority to adopt the foregoing resolutions and to confer the powers granted to the persons named who have full power and lawful authority to exercise the same.

Apply seal below where appropriate

In Witness Whereof, I have subscribed my name to this document and affixed the seal of the Governmental Unit on this date: \_\_\_\_\_

\_\_\_\_\_  
Attest by One Other Officer

\_\_\_\_\_  
Governmental Unit Clerk

**RESOLUTIONS**

The Governmental Unit named on this resolution resolves that:

- (1) The Bank is designated as a depository for the funds of the Governmental Unit and to provide other financial accommodations indicated in this resolution.
- (2) This resolution shall continue to have effect until express written notice of its rescission or modification has been received and recorded by the Bank. Any and all prior resolutions adopted by the Governmental Unit Officers of the Governmental Unit and certified to the Bank as governing the operation of this Governmental Unit's account(s) are in full force and effect, until the Bank receives and acknowledges an express written notice of its revocation, modification or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to the Bank, establishing the authority for the changes.
- (3) The signature of an Agent on this resolution is conclusive evidence of their authority to act on behalf of the Governmental Unit. Any Agent, so long as he/she acts in a representative capacity as agent of the Governmental Unit, is authorized to make any and all other contracts, agreements, stipulations and orders which they may deem advisable for the effective exercise of the powers indicated on page one, from time to time with the Bank, subject to any restrictions on this resolution or otherwise agreed to in writing.
- (4) All transactions, if any, with respect to any deposits, withdrawals, rediscounts and borrowings by or on behalf of the Governmental Unit with the Bank prior to the adoption of this resolution are hereby ratified, approved and confirmed.
- (5) The Governmental Unit agrees to the terms and conditions of any account agreement, properly opened by any Agent of the Governmental Unit. The Governmental Unit authorizes the Bank, at any time, to charge the Governmental Unit for all checks, drafts, or other orders, for the payment of money, that are drawn on the Bank, so long as they contain the required signature for this purpose.
- (6) The Governmental Unit acknowledges and agrees that the Bank may furnish at its discretion automated access devices to Agents of the Governmental Unit to facilitate those powers authorized by this resolution or other resolutions in effect at the time of issuance. The term "automated access device" includes, but is not limited to, credit cards, automated teller machines (ATM), and debit cards.
- (7) The Governmental Unit acknowledges and agrees that the Bank may rely on alternative signature and verification codes issued to or obtained from the Agents named on this resolution. The term "alternative signature and verification codes" includes, but is not limited to, facsimile signatures on file with the Bank, personal identification numbers (PIN), and digital signatures. If a facsimile signature specimen has been provided on this resolution (or that are filed separately by the Governmental Unit with the Bank from time to time), the Bank is authorized to treat the facsimile signature as the signature of the Agent(s) regardless of by whom or by what means the facsimile signature may have been affixed so long as it resembles the facsimile signature specimen on file. The Governmental Unit authorizes each Agent to have custody of the Governmental Unit's private key used to create a digital signature and to request issuance of a certificate listing the corresponding public key. The Bank shall have no responsibility or liability for unauthorized use of alternative signature and verification codes unless otherwise agreed in writing.

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**FOR BANK USE ONLY**

Acknowledged and received on \_\_\_\_\_ (date) by \_\_\_\_\_ (initials). This Resolution is superseded by Resolution dated \_\_\_\_\_.

Comments: \_\_\_\_\_  
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\_\_\_\_\_