



Resolution 2008-135  
 Village of Vernon Hills Payroll Account

(Name and Address of Bank)

**CORPORATE RESOLUTION**

Taxpayer I.D. No. 36-2689307

I, the undersigned Clerk ~~Secretary~~ of the Village of Vernon Hills

a corporation organized under the laws of the State of Illinois, do hereby certify that at a duly called meeting of the Board of Directors of said corporation held on, \_\_\_\_\_ a quorum being present, the following resolution was duly adopted and is set forth in the minutes of the said meeting; and that the said resolution had not been rescinded or modified, and that there is nothing in the regulations, by-laws, or directors' or stockholders' resolutions of said corporation which in any way limits or restricts its borrowing power or conflicts with said resolution.

RESOLVED, That Fifth Third Bank

(Name and Address of Bank)

(hereinafter referred to as "Bank"), be and the same is hereby designated as a depository for the bankable papers and funds of this corporation, including checks, drafts and current items of every character whatsoever, which shall be deposited in the name of this corporation endorsed with a rubber stamp or otherwise.

BE IT FURTHER RESOLVED, That any two \_\_\_\_\_ of the following:

**CHECK SIGNING**

Insert titles  
 only of officers  
 and names of  
 persons signing  
 without titles

Village President, Village Clerk,  
Village Manager, Assistant Treasurer,  
Assistant Village Manager,  
Treasurer,

are hereby authorized to sign on behalf of this corporation any and all checks, drafts, acceptances and other instruments and/or orders for the payment and/or withdrawal of any and all moneys, credits, items and property at any time held by said Bank for the accounts of this corporation, including those drawn to the individual order of any such officer(s) or person(s) signing the same, without further inquiry or regard to the authority of said officer(s) or person(s) or the use of said checks, drafts, and orders, or the proceeds thereof.

BE IT FURTHER RESOLVED, That the Bank be and it hereby is authorized and directed to honor as genuine and authorized instruments of this corporation any and all checks, drafts or other orders for the payment of money drawn in the name of the corporation and signed on its behalf with the facsimile signature of any one of the following:

**FACSIMILE SIGNATURE**

Insert titles  
 only of officers  
 and names of  
 persons signing  
 without titles

and that the clerk or secretary is authorized and directed to certify to said Bank by specimen the form(s) of facsimile signatures authorized by this corporation for use by the above-named officer(s) or person(s) and that this corporation assumes full responsibility for any and all payments made by said Bank in reliance upon the facsimile signature of any officer(s) or person(s) named above and agrees to indemnify and hold harmless said Bank against any and all loss, cost, damage or expense suffered or incurred by said Bank arising out of the misuse or unlawful or unauthorized use by any person of such facsimile signature or signatures.

BE IT FURTHER RESOLVED, That any one of those officer(s) or person(s) described in the preceding paragraphs, as well as any one of the following:

**STOP PAYMENTS**

Insert titles  
 only of officers  
 and names of  
 persons signing  
 without titles

Finance Director  
Assistant Finance Director  
Jayshree Taswala  
Mary Grampo

are hereby authorized on behalf of this corporation to issue stop payment orders pertaining to any and all instruments executed under the authority of the preceding paragraphs.

BE IT FURTHER RESOLVED, That any \_\_\_\_\_ (Insert Number) \_\_\_\_\_ of the following:

**BORROWING & GUARANTEES**

Insert titles  
 only of officers  
 and names of  
 persons signing  
 without titles

are hereby authorized to borrow or to lease from time to time in behalf of this corporation from said Bank such sums of money, for such times and upon such terms as may seem advisable to such officer(s) or person(s), to sign and deliver on behalf of this corporation notes or leases therefor, and to pledge or mortgage all or any of the assets of this corporation as security for such loans or leases under such terms and conditions as may seem advisable to such officer(s) or person(s); and also are hereby authorized to endorse in the name of this corporation and to negotiate to said Bank all or any of the notes, bills receivable, accounts receivable and assets of this corporation upon such terms as may seem advisable to such officer(s) or person(s).

BE IT FURTHER RESOLVED, That the designation of the Bank as a depository for this corporation and the grants of the foregoing authority to said officer(s) or person(s) shall continue until a certified copy of a resolution of this Board revoking or changing said designation of authority is filed with said Bank by this corporation.

BE IT FURTHER RESOLVED, That this resolution and the terms and conditions appearing on the signature card(s) constitute the Deposit Agreement(s) between this corporation and the Bank and that the Secretary of this corporation is empowered to subscribe to such Deposit Agreement(s) on behalf of this corporation.

BE IT FURTHER RESOLVED, That the persons or officers identified immediately above are hereby authorized to GUARANTEE the payment of the debts, loans, leases, or other indebtedness of another, for such times and for such sums of money and upon such terms as may seem advisable to such officer(s) or person(s); to sign and deliver on behalf of this corporation guarantee bonds or other documents therefor as may be required; and to pledge or mortgage all or any of the assets of this corporation as security for such guarantees or as security for the obligations of others under such terms and conditions as may seem advisable to such officer(s) or person(s).

BE IT FURTHER RESOLVED, That any one of those officer(s) or person(s) described in the preceding paragraphs, as well as any one of the following:

**TREASURY MANAGEMENT SERVICES**

Insert titles  
 only of officers  
 and names of  
 persons signing  
 without titles

Finance Director  
Assistant Finance Director  
Jayshree Taswala  
Mary Grampo

are hereby authorized on behalf of this corporation to (i) execute the Fifth Third Bank Treasury Management Services Terms and Conditions; (ii) enter into and utilize various treasury management services offered from time to time by Bank (whether pursuant to the Fifth Third Bank Treasury Management Services Terms and Conditions or not), including without limitation wire transfer services, automated clearing house transactions, electronic data interchange, sweep services, deposit management services and lockbox services; (iii) authorize outgoing wire transfer requests and transfer to and from the accounts of this corporation using the funds transfer system of the automated clearing house; and (iv) designate to the Lender in writing from time to time employees of this corporation permitted to undertake or initiate the transactions contemplated in clauses (ii) or (iii) of this resolution.

I further certify that the following named persons are the officers of the said corporation, duly qualified and now acting as such:

President	<u>Roger Byrne</u>	Ass't Secretary	_____
<del>xxxxxxx</del>	<u>Michael Allison</u>	Ass't Treasurer	<u>Peggy Koperski</u>
<del>xxxxxxx</del>	<u>John Kalmar</u>	_____	_____
<del>xxxxxxx</del>	<u>Linda Pelletier</u>	_____	_____
Treasurer	<u>Laurence Nakrin</u>	_____	_____

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal of the said corporation, this 14th day of July, 2008

*Linda Pelletier*  
 (Secretary)

Vill Manager  
 Ass't Vill Mgr  
 Clerk



Fifth Third Bank

Resolution 2008-136

Village of Vernon Hills Credit Card Payroll Account

(Name and Address of Bank)

CORPORATE RESOLUTION

Taxpayer I.D. No. 36-2689307

I, the undersigned, Clerk of the Village of Vernon Hills

a corporation organized under the laws of the State of Illinois, do hereby certify that at a duly called meeting of the Board of Directors of said corporation held on, a quorum being present, the following resolution was duly adopted and is set forth in the minutes of the said meeting; and that the said resolution had not been rescinded or modified, and that there is nothing in the regulations, by-laws, or directors' or stockholders' resolutions of said corporation which in any way limits or restricts its borrowing power or conflicts with said resolution.

RESOLVED, That Fifth Third Bank

(Name and Address of Bank)

(hereinafter referred to as "Bank"), be and the same is hereby designated as a depository for the bankable papers and funds of this corporation, including checks, drafts and current items of every character whatsoever, which shall be deposited in the name of this corporation endorsed with a rubber stamp or otherwise.

BE IT FURTHER RESOLVED, That any two of the following:

CHECK SIGNING
Insert titles only of officers and names of persons signing without titles

Village President, Village Clerk, Village Manager, Assistant Treasurer, Assistant Village Manager, Treasurer,

are hereby authorized to sign on behalf of this corporation any and all checks, drafts, acceptances and other instruments and/or orders for the payment and/or withdrawal of any and all moneys, credits, items and property at any time held by said Bank for the accounts of this corporation, including those drawn to the individual order of any such officer(s) or person(s) signing the same, without further inquiry or regard to the authority of said officer(s) or person(s) or the use of said checks, drafts, and orders, or the proceeds thereof.

BE IT FURTHER RESOLVED, That the Bank be and it hereby is authorized and directed to honor as genuine and authorized instruments of this corporation any and all checks, drafts or other orders for the payment of money drawn in the name of the corporation and signed on its behalf with the facsimile signature of any one of the following:

FACSIMILE SIGNATURE
Insert titles only of officers and names of persons signing without titles

and that the clerk or secretary is authorized and directed to certify to said Bank by specimen the form(s) of facsimile signatures authorized by this corporation for use by the above-named officer(s) or person(s) and that this corporation assumes full responsibility for any and all payments made by said Bank in reliance upon the facsimile signature of any officer(s) or person(s) named above and agrees to indemnify and hold harmless said Bank against any and all loss, cost, damage or expense suffered or incurred by said Bank arising out of the misuse or unlawful or unauthorized use by any person of such facsimile signature or signatures.

BE IT FURTHER RESOLVED, That any one of those officer(s) or person(s) described in the preceding paragraphs, as well as any one of the following:

STOP PAYMENTS
Insert titles only of officers and names of persons signing without titles

Finance Director
Assistant Finance Director
Jayshree Taswala
Mary Grampo

are hereby authorized on behalf of this corporation to issue stop payment orders pertaining to any and all instruments executed under the authority of the preceding paragraphs.

BE IT FURTHER RESOLVED, That any (Insert Number) of the following:

BORROWING & GUARANTEES
Insert titles only of officers and names of persons signing without titles

are hereby authorized to borrow or to lease from time to time in behalf of this corporation from said Bank such sums of money, for such times and upon such terms as may seem advisable to such officer(s) or person(s), to sign and deliver on behalf of this corporation notes or leases therefor, and to pledge or mortgage all or any of the assets of this corporation as security for such loans or leases under such terms and conditions as may seem advisable to such officer(s) or person(s); and also are hereby authorized to endorse in the name of this corporation and to negotiate to said Bank all or any of the notes, bills receivable, accounts receivable and assets of this corporation upon such terms as may seem advisable to such officer(s) or person(s).

BE IT FURTHER RESOLVED, That the designation of the Bank as a depository for this corporation and the grants of the foregoing authority to said officer(s) or person(s) shall continue until a certified copy of a resolution of this Board revoking or changing said designation of authority is filed with said Bank by this corporation.

BE IT FURTHER RESOLVED, That this resolution and the terms and conditions appearing on the signature card(s) constitute the Deposit Agreement(s) between this corporation and the Bank and that the Secretary of this corporation is empowered to subscribe to such Deposit Agreement(s) on behalf of this corporation.

BE IT FURTHER RESOLVED, That the persons or officers identified immediately above are hereby authorized to GUARANTEE the payment of the debts, loans, leases, or other indebtedness of another, for such times and for such sums of money and upon such terms as may seem advisable to such officer(s) or person(s); to sign and deliver on behalf of this corporation guarantee bonds or other documents therefor as may be required; and to pledge or mortgage all or any of the assets of this corporation as security for such guarantees or as security for the obligations of others under such terms and conditions as may seem advisable to such officer(s) or person(s).

BE IT FURTHER RESOLVED, That any one of those officer(s) or person(s) described in the preceding paragraphs, as well as any one of the following:

TREASURY MANAGEMENT SERVICES
Insert titles only of officers and names of persons signing without titles

Finance Director
Assistant Finance Director
Jayshree Taswala
Mary Grampo

are hereby authorized on behalf of this corporation to (i) execute the Fifth Third Bank Treasury Management Services Terms and Conditions; (ii) enter into and utilize various treasury management services offered from time to time by Bank (whether pursuant to the Fifth Third Bank Treasury Management Services Terms and Conditions or not), including without limitation wire transfer services, automated clearing house transactions, electronic data interchange, sweep services, deposit management services and lockbox services; (iii) authorize outgoing wire transfer requests and transfer to and from the accounts of this corporation using the funds transfer system of the automated clearing house; and (iv) designate to the Lender in writing from time to time employees of this corporation permitted to undertake or initiate the transactions contemplated in clauses (ii) or (iii) of this resolution.

I further certify that the following named persons are the officers of the said corporation, duly qualified and now acting as such:

President: Roger Byrne
Vill Manager: Michael Allison
Ass't Vill Mgr: John Kalmar
Clerk: Linda Pelletier
Treasurer: Laurence Nakrin
Ass't Secretary: Peggy Koperski

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal of the said corporation, this 1st day of July, 2008

Signature of Linda Pelletier, Clerk



Village of Vernon Hills Compensating Balance Account

Resolution 2008-137

(Name and Address of Bank)

CORPORATE RESOLUTION

Taxpayer I.D. No. 36-2689307

I, the undersigned, Clerk of the Village of Vernon Hills

a corporation organized under the laws of the State of Illinois, do hereby certify that at a duly called meeting of the Board of Directors of said corporation held on, a quorum being present, the following resolution was duly adopted and is set forth in the minutes of the said meeting; and that the said resolution had not been rescinded or modified, and that there is nothing in the regulations, by-laws, or directors' or stockholders' resolutions of said corporation which in any way limits or restricts its borrowing power or conflicts with said resolution.

RESOLVED, That Fifth Third Bank

(Name and Address of Bank)

(hereinafter referred to as "Bank"), be and the same is hereby designated as a depository for the bankable papers and funds of this corporation, including checks, drafts and current items of every character whatsoever, which shall be deposited in the name of this corporation endorsed with a rubber stamp or otherwise.

BE IT FURTHER RESOLVED, That any two of the following:

CHECK SIGNING Insert titles only of officers and names of persons signing without titles

Village President, Village Clerk, Village Manager, Assistant Treasurer, Assistant Village Manager, Treasurer.

are hereby authorized to sign on behalf of this corporation any and all checks, drafts, acceptances and other instruments and/or orders for the payment and/or withdrawal of any and all moneys, credits, items and property at any time held by said Bank for the accounts of this corporation, including those drawn to the individual order of any such officer(s) or person(s) signing the same, without further inquiry or regard to the authority of said officer(s) or person(s) or the use of said checks, drafts, and orders, or the proceeds thereof.

BE IT FURTHER RESOLVED, That the Bank be and it hereby is authorized and directed to honor as genuine and authorized instruments of this corporation any and all checks, drafts or other orders for the payment of money drawn in the name of the corporation and signed on its behalf with the facsimile signature of any one of the following:

FACSIMILE SIGNATURE Insert titles only of officers and names of persons signing without titles

and that the clerk or secretary is authorized and directed to certify to said Bank by specimen the form(s) of facsimile signatures authorized by this corporation for use by the above-named officer(s) or person(s) and that this corporation assumes full responsibility for any and all payments made by said Bank in reliance upon the facsimile signature of any officer(s) or person(s) named above and agrees to indemnify and hold harmless said Bank against any and all loss, cost, damage or expense suffered or incurred by said Bank arising out of the misuse or unlawful or unauthorized use by any person of such facsimile signature or signatures.

BE IT FURTHER RESOLVED, That any one of those officer(s) or person(s) described in the preceding paragraphs, as well as any one of the following:

STOP PAYMENTS Insert titles only of officers and names of persons signing without titles

Finance Director Assistant Finance Director Jayshree Taswala Mary Grampo

are hereby authorized on behalf of this corporation to issue stop payment orders pertaining to any and all instruments executed under the authority of the preceding paragraphs.

BE IT FURTHER RESOLVED, That any (Insert Number) of the following:

BORROWING & GUARANTEES Insert titles only of officers and names of persons signing without titles

are hereby authorized to borrow or to lease from time to time in behalf of this corporation from said Bank such sums of money, for such times and upon such terms as may seem advisable to such officer(s) or person(s), to sign and deliver on behalf of this corporation notes or leases therefor, and to pledge or mortgage all or any of the assets of this corporation as security for such loans or leases under such terms and conditions as may seem advisable to such officer(s) or person(s); and also are hereby authorized to endorse in the name of this corporation and to negotiate to said Bank all or any of the notes, bills receivable, accounts receivable and assets of this corporation upon such terms as may seem advisable to such officer(s) or person(s).

BE IT FURTHER RESOLVED, That the designation of the Bank as a depository for this corporation and the grants of the foregoing authority to said officer(s) or person(s) shall continue until a certified copy of a resolution of this Board revoking or changing said designation of authority is filed with said Bank by this corporation.

BE IT FURTHER RESOLVED, That this resolution and the terms and conditions appearing on the signature card(s) constitute the Deposit Agreement(s) between this corporation and the Bank and that the Secretary of this corporation is empowered to subscribe to such Deposit Agreement(s) on behalf of this corporation.

BE IT FURTHER RESOLVED, That the persons or officers identified immediately above are hereby authorized to GUARANTEE the payment of the debts, loans, leases, or other indebtedness of another, for such times and for such sums of money and upon such terms as may seem advisable to such officer(s) or person(s); to sign and deliver on behalf of this corporation guarantee bonds or other documents therefor as may be required; and to pledge or mortgage all or any of the assets of this corporation as security for such guarantees or as security for the obligations of others under such terms and conditions as may seem advisable to such officer(s) or person(s).

BE IT FURTHER RESOLVED, That any one of those officer(s) or person(s) described in the preceding paragraphs, as well as any one of the following:

TREASURY MANAGEMENT SERVICES Insert titles only of officers and names of persons signing without titles

Finance Director Assistant Finance Director Jayshree Taswala Mary Grampo

are hereby authorized on behalf of this corporation to (i) execute the Fifth Third Bank Treasury Management Services Terms and Conditions; (ii) enter into and utilize various treasury management services offered from time to time by Bank (whether pursuant to the Fifth Third Bank Treasury Management Services Terms and Conditions or not), including without limitation wire transfer services, automated clearing house transactions, electronic data interchange, sweep services, deposit management services and lockbox services; (iii) authorize outgoing wire transfer requests and transfer to and from the accounts of this corporation using the funds transfer system of the automated clearing house; and (iv) designate to the Lender in writing from time to time employees of this corporation permitted to undertake or initiate the transactions contemplated in clauses (ii) or (iii) of this resolution.

I further certify that the following named persons are the officers of the said corporation, duly qualified and now acting as such:

President Roger Byrne Ass't Secretary Ass't Vill Mgr Michael Allison Ass't Treasurer Peggy Koperski Clerk John Kalmar Treasurer Linda Pelletier Laurence Nakrin

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal of the said corporation, this 1st day of July 2008

Jayshree Taswala (Secretary)



# Commercial Card\*

## COMPANY RESOLUTION

Village Clerk

I, the undersigned, ~~Secretary~~ ~~XXXXXXXX~~ of Village of Vernon Hills, a corporation, proprietorship, partnership, limited liability company or limited liability partnership (the "Company") organized under the laws of the State of Illinois, do hereby certify as follows:

- 1) Attached hereto, marked Attachment A, is a true and correct copy of the current Articles of Incorporation of the Company together with all amendments thereto.
- 2) The following persons are the duly elected officers of the Company, holding the office set forth opposite their respective names. Each officer who has executed or will execute any documents in connection with this transaction has set forth his true and customary signature opposite his name.

<u>Name</u>	<u>Title</u>	<u>Signature</u>
Michael Allison	Village Manager	
Laurence Nakrin	Finance Director	

- 3) Each officer whose personal signature appears above has been duly authorized by resolution of the board of directors of the Company to execute any and all instruments or documents which he may deem necessary or appropriate in connection with this transaction.

- 4) That at a duly called meeting of the ~~Board of Directors~~ <sup>Village Board</sup> of said company held on July 1, 2008, a quorum being present, the following/attached resolution was duly adopted and is set forth in the minutes of the said meeting; and that the said resolution has not been rescinded or modified, and that there is nothing in the regulation, by-laws, or directors' or stockholders' resolutions of said Company which in any way limits or restricts its borrowing power or conflicts with said resolution.

NOW THEREFORE, be it resolved that this Company shall apply to Fifth Third Bank for the issuance of a sufficient number of Commercial Cards as, in the judgement of the officer or officers hereinafter authorized, this company may require;

RESOLVED FURTHER THAT, the President or the Vice President, and the Secretary or the Assistant Secretary of this Company are authorized, directed and empowered, in the name of this Company, to apply to Fifth Third Bank for the issuance of such Commercial Cards, to execute such application forms, agreements and documents to pay and provide security for payment of all indebtedness incurred by use of such Commercial Cards, whether authorized or unauthorized, as Fifth Third Bank may require in accordance with the terms and conditions of The Fifth Third Commercial Card Company Agreement, and to obtain and forward to Fifth Third Bank, The Fifth Third Commercial Card Cardholder Agreement(s) from those officers or agents it designates from time to time to receive and use a card.

RESOLVED FURTHER THAT, Fifth Third Bank is authorized to act upon this resolution until written notice of its revocation is delivered to the Bank and that the authority hereby granted shall apply with equal force and effect to the successors in office of the officers herein named.

IN WITNESS WHEREOF, I have hereunto set my hand as such Secretary, this 1st day of July, 2008.

34518 (1/07)

Secretary Village Clerk

\*The term "Commercial Card" refers to any one of the following card products: Corporate, Purchasing or Corporate Multi-Card.

# STATE OF ILLINOIS

## OFFICE OF THE SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

Whereas, a certified copy of the record of the proceedings of the  
County Court \_\_\_\_\_ of the County \_\_\_\_\_ of  
Lake \_\_\_\_\_, duly authenticated, in the matter of the organization  
and incorporation, on the 16th day of July  
A.D. 1958, of the Village \_\_\_\_\_ of Vernon Hills  
in the County of Lake \_\_\_\_\_ and State aforesaid, has  
been filed in the office of the Secretary of State on the 22nd  
day of September A.D. 1958, under and in accordance  
with the provisions of "An Act concerning cities, villages, and incorpora-  
ted towns, and to repeal certain Acts herein named." Approved August  
15, 1941. Effective January 1, 1942, and all acts amendatory thereof, and

Whereas, it appears from the recitals in said record that the  
provisions of the said acts have been duly complied with,

Now, Therefore, I, CHARLES F. CARPENTIER, Secretary of State of the  
State of Illinois, by virtue of the power and authority vested in me by law,  
do hereby certify that the said \_\_\_\_\_ Vernon Hills  
of \_\_\_\_\_ Lake County \_\_\_\_\_ is a legally organized and incorporated  
Village \_\_\_\_\_ under the laws of this State.

In Testimony Whereof, I hereto set my hand and  
the Great Seal of the State of Illinois. Done at the Capitol  
in the City of Springfield, this the 22nd  
day of September A.D. nineteen  
hundred and fifty-eight \_\_\_\_\_ and of the  
Independence of the United States the one hundred and  
eighty-third \_\_\_\_\_

Charles F. Carpenter  
SECRETARY OF STATE

