

**RUTHERFORD COUNTY, TENNESSEE
RESOLUTION FOR FACSIMILE SIGNATURE
RUTHERFORD COUNTY PAYROLL ACCOUNT
ACCOUNT NUMBER 7020038118**

WHEREAS, SunTrust Bank Nashville, Nashville, Tennessee is the Depository Bank for the Rutherford County Payroll Account; and

WHEREAS, the undersigned is the County Mayor for Rutherford County, Tennessee; and

WHEREAS, SunTrust Bank Nashville is authorized and directed to honor checks, drafts or other orders for the payment of money drawn on the **RUTHERFORD COUNTY PAYROLL ACCOUNT – ACCOUNT NUMBER 7020038118** bearing or purporting to bear the facsimile signatures as follows:

General Fund:	Ernest G. Burgess, County Mayor Lisa A. Nolen, Finance Director
Road & Bridge Fund:	Gregory A. Brooks, Road Superintendent Ernest G. Burgess, County Mayor Lisa A. Nolen, Finance Director
General Purpose School Fund:	Mark Byrnes, Chairman of the Board Marvin D. Odom, Director of Schools Lisa A. Nolen, Finance Director

WHEREAS, SunTrust Bank Nashville shall be entitled to honor and to charge the account for such checks, drafts or other orders, regardless of by whom or by what means the actual or purported facsimile signature thereon may have been affixed thereto, if such signature resembles the facsimile specimen duly certified to or filed with SunTrust Bank Nashville.

NOW, THEREFORE, BE IT RESOLVED by the Rutherford County Board of Commissioners of Rutherford County, Tennessee that the County Mayor and other appropriate officials of Rutherford County be and are hereby authorized to execute the Corporate Resolution and Certificate of Incumbency (Deposit Accounts) a copy of the same being attached hereto as “Exhibit 1” and incorporated herein by reference as if set forth herein at length verbatim authorizing the facsimile signatures for the Rutherford County Payroll Account as listed in the foregoing resolution effective September 1, 2012.

RESOLVED this 16th day of August, 2012.

RUTHERFORD COUNTY, TN

BY: _____
ERNEST G. BURGESS, Chairman

ATTEST:

LISA CROWELL, County Clerk



Deposit Account Resolution And
Authorization For Business Entities

I. Business Entity Account Information

Name Rutherford County Business Type Corporation (Inc.)
Taxpayer Identification Number 62-6000818 Date Resolution and Authorization Adopted August 16, 2012
Account Number(s) 7020038118

The undersigned in Section IX or X hereby certify to SunTrust Bank ("Bank") that the above named Business Entity is organized and existing under the laws of the state of Tennessee and has been registered in the manner prescribed by law and is currently in full compliance with all requirements relating to its organization and continued existence under applicable law.

These resolutions and authorizations apply to the above referenced deposit account(s) (hereinafter "Account") currently open with the Bank and any additional Accounts opened in the future in the name of the Business Entity. For purposes of this resolution and authorization, Accounts will include any certificates of deposit in the name of the Business Entity. These resolutions and authorizations shall remain in full force and effect until written notice in a form acceptable to the Bank of their rescission or modification certified by the appropriate authorized individual(s) applicable to the Business Entity has been received by Bank and the Bank has had a reasonable time to act on said change. Receipt of such notice shall not affect any action taken by Bank prior thereto and Bank shall be held harmless from any claims, demands, expenses, loss, or damage resulting from, or growing out of, honoring the acts or instructions of any individual so certified or authorized in these resolutions to sign by delegation of authority in accordance herewith or refusing to honor any signature not so certified or authorized.

II. Authority to sign, act, give instructions, access information, use Bank's services, perform transactions, enter into agreements and delegate authority on behalf of Business Entity

Resolved, that Bank be and is hereby designated a depository for the Business Entity; that any one of the individuals or entities named in Section III below is an "Authorized Signer" and is authorized to act, give instructions, access information, use Bank's services, and perform transactions on behalf of Business Entity with respect to any Accounts of Business Entity with Bank or services provided to Business Entity by the Bank, to enter into on behalf of the Business Entity any of Bank's agreements including checking, savings, certificates of deposit, wire or electronic funds transfer, night deposit, cash management, or other treasury management services agreements and to delegate to any other individual or entity his or her authority to act, give instructions, access information, use Bank's services, perform transactions, and enter into agreements on behalf of the Business Entity, including agreements that delegate his or her authority to other individuals or entities with respect to the Business Entity's Accounts or Bank's services; that the Business Entity shall be bound by the terms and conditions of all such agreements and Bank's Rules and Regulations for Deposit Accounts related thereto, all as now existing or as amended from time to time; and that any Authorized Signer named in Section III, is authorized on behalf of this Business Entity to sign and to endorse for deposit, negotiation or collection, any and all checks, drafts, certificates of deposit, savings certificates, items or other instruments or written orders for the payment of money payable by or to the order of this Business Entity. Signatures and endorsements, if any, may be in writing, by stamp, or otherwise affixed, with or without designation or signature of the person so endorsing, it being understood that all prior endorsements on such items are guaranteed by this Business Entity, regardless of the lack of an express guarantee in the endorsement of this Business Entity.

Further Resolved, Bank is hereby directed to honor, pay and charge to the Accounts of this Business Entity, without inquiry as to the circumstances of the issuance or application of the proceeds of, any checks, drafts, items or other written orders on any of this Business Entity's Accounts with Bank, whether payable to, endorsed or negotiated by or for the credit of any person signing the same or any other of the Authorized Signers named in Section III when signed by any of the Authorized Signers named in Section III.

III. Officers/Owner/General Partners/Members/Managers/Governors authorized to act, give instructions, access information, use Bank's services, perform transactions, enter into agreements, and delegate authority on behalf of the Business Entity

The full name, title, and signature of each person authorized to act, give instructions, access information, use Bank's services, perform transactions, enter into agreements, and delegate his or her authority on behalf of the Business Entity as described in the resolutions set forth in this document is immediately below. [Instruction: If the General Partner, Member or Manager is also an entity (e.g., a corporation, LLC, or partnership), the name of the entity is entered in the column headed "Name", applicable title of General Partner, Member or Manager is entered in the column headed "Title", and the name of the individual signing on behalf of that entity and individual's title or position are entered in the column headed "Signature" and the individual signs directly underneath his/her name and title. The individual must provide a resolution on that entity reflecting the individual's authority.]

Table with 3 columns: Name, Title, Signature. Rows include Ernest G Burgess (County Mayor), Lisa A Nolen (Finance Director), Gregory A. Brooks (Highway Superintendent), Mark Byrnes (Chairman of Board), and Marvin D. Odom (Director of Schools). Each row contains a handwritten signature.

User ID UTEW25 Account Number 7020038118

IV. Facsimile Signatures (Complete this section only if machine or facsimile stamped signatures are to be used on items.)

Further Resolved, that Bank is hereby requested, authorized and directed to honor any check, draft, item or other written order on any of this Business Entity's Accounts with Bank when bearing or purporting to bear the following authorized machine or facsimile signature of any of the above named individuals whose signatures are reproduced below, regardless of by whom or by what means the actual or purported machine or facsimile signatures may have been affixed. The Business Entity shall indemnify and hold the Bank harmless from any and all claims, expenses, losses, damages and costs, including attorneys' fees, resulting from, or growing out of the Bank's honoring the facsimile signature of any of the following individuals, its refusal to honor any facsimile signature of an individual not named below, or resulting from the unauthorized use of the instrument used to provide the facsimile signatures by persons other than authorized individuals.

Name of Authorized Signer Listed in Section III

Machine or Facsimile Stamped Signature of Authorized Signer

SEE ATTACHED

V. Additional Signatories on Business Entity's Accounts

Further resolved, the following individual(s) are authorized as additional signatories only to sign and to endorse for deposit or collection any checks, drafts, or other instruments or written orders for the payment of money payable to the order of the Business Entity and to sign checks, drafts, items or other written orders, and initiate wire or funds transfers and execute Bank's Funds Transfer Authorization wire request and disclosure form on any of the Business Entity's Accounts with Bank. [Instruction: If an additional signatory is not authorized to sign on all Accounts, specify the Account Number applicable to the signatory as indicated below.] **Refer to the Signature Card(s) on the Account(s) for signatures of the Additional Signatories.**

Additional Signatory's Name

Position with Entity

Specific Deposit Account Number(s) Applicable to Signatory
(Complete only if signatory is not authorized on all accounts)

VI. Qualification Certification for Public Fund, Organization, Political Organization, Homeowners and Condominium Owners Association or Corporation Not Operated for Profit to earn interest on a checking account (NOW Account)

Mark this section with an "X" only if Business Entity is eligible to earn interest on a checking account.

I/We further certify that the above named Business Entity is eligible to earn interest on a checking account (referred to as a Negotiable Order of Withdrawal or NOW Account) in compliance with Regulation D of the Federal Reserve Act (12CFR 204) as a Public Fund or a Non-Profit Organization that is operated primarily for Religious, Philanthropic, Charitable, Educational, Political or other similar purposes under one of the following sections: Organization – Section 501 (C) (3) through (13), and (19) of the Internal Revenue Code (26 USC (IRC 1954) 501 (C) (3) – (13) and (19). Political Organization – Section 527 of the Internal Revenue Code (26 USC (IRC 1954) 527). Homeowners and Condominium Owners Associations – Section 528 of the Internal Revenue Code (26 USC (IRC 1954) 528).

VII. Power to Act

The undersigned certifies that there are no limits to the undersigned's powers to adopt this Authorization and to attest that the resolutions stated herein are accurate and that this Deposit Account Resolution and Authorization is in conformity with the provisions of the organizational instruments, which include the Business Entity's charter, bylaws, operating agreement, partnership agreement, shareholders' agreement or similar agreements by which the Business Entity or the undersigned party may be bound and does not violate the provisions thereof.

VIII. Prior Acts

All previous acts of or on behalf of the Business Entity as provided for above are hereby approved and ratified.

IX. Certification – Corporation or Professional Corporation

I, the undersigned, hereby certify to Bank that the above is a true copy of resolutions and authorizations of said Business Entity and that such resolutions and authorizations are in full force and effect and have not been amended or rescinded.

In witness whereof, I have hereunto subscribed my name and affixed the seal of the Corporation this 16th day of August, 2012.

(Affix Seal here, if available)

Authorized Signature

LISA CROWELL, County Clerk

Name and Title of President, Secretary, Assistant Secretary or Other Officer as designated in the Corporation's Bylaws

User ID UTEW25

Account Number 7020038118

Ernest A. Burgess COUNTY MAYOR

Jisa Odolen FINANCE DIRECTOR

Bragory A. Brooks HIGHWAY SUPERINTENDEI

Ernest A. Burgess COUNTY MAYOR

Jisa Odolen FINANCE DIRECTOR

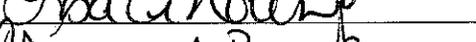
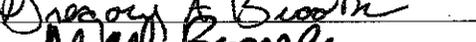
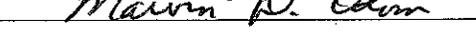
Mal Byrnes CHAIRMAN OF THE BOARD

Martin D. Odem DIRECTOR OF SCHOOLS

Jisa Odolen FINANCE DIRECTOR

X. Certification - Limited Liability Company, Partnership, Public Fund, Sole Proprietorship, Unincorporated Organization or Association, or Other Entity

I/We, the undersigned, hereby certify to Bank that the above is a true copy of resolutions and authorizations of said Business Entity and that such resolutions are in full force and effect and have not been amended or rescinded. [Instruction: If the General Partner, Member or Manager is also an entity (e.g., a corporation, LLC, or partnership), the name of the entity and the word "By" are entered in the column headed "Signature"; the individual signing on behalf of that entity signs directly below the name of the entity; and the name of the individual and individual's title or position are entered in the column headed "Title". The individual must provide a resolution on that entity reflecting the individual's authority.]

Signature	Name and Title	Date
	Ernest G. Burgess, County Mayor	8-8-12
	Lisa A. Nolen, Finance Director	8-8-12
	Gregory A. Brooks, Road Superintendent	8-16-12
	Mark Byrnes, Chairman of the Board	8-9-12
	Marvin D. Odom, Director of Schools	8-16-12

Signature Requirement instructions:

The following signatures are required to complete and certify the Deposit Account Resolution and Authorization to be correct:

- Corporations: Corporate Officers authorized to act on behalf of the corporation named in Section III should include the **President and Secretary** and any other applicable corporate officers, such as Vice President or Treasurer. The **President, Secretary, Assistant Secretary, or other corporate officer as designated in the bylaws of the corporation** is required to certify the Deposit Account Resolution and Authorization under Section IX.

- Limited Liability Companies: Section III and X require the signatures of all **members/managers/board members**, unless the Operating Agreement authorizes one or more members/managers/board members to conduct banking business, in which case the signatures of all such authorized members/managers/board members are sufficient.

- Public Fund Entities: Section III requires the signatures of individuals authorized to sign on behalf of the Public Fund Entity as **designated** by the **governing unit**, e.g., Board of County Commissioners, Mayor, Secretary of State, etc. The individual(s) authorized to **represent the governing unit** is required to certify the Deposit Account Resolution and Authorization under Section X.

- Partnerships: Section III and X require the signatures of all **General Partners**, unless the Partnership Agreement designates one or more partners to conduct banking business and perform banking transactions. In such cases, the designated general partner(s) are named in Section III as the **General Partners** authorized to act on behalf of the entity and these same General Partners will certify the Deposit Account Resolution and Authorization under Section X.

- Sole Proprietorships: Section III and X require the signature of the proprietor (owner) or in the case of a spousal proprietorship, the signatures of the husband and wife who own the Business Entity.

- Unincorporated Organizations or Associations: Section III requires the signatures of the **Officers or Positions** designated in the Organization or Association's bylaws or charter as authorized to act on behalf of the organization or association. The **President or Secretary** of the organization or association (or other individual designated to do so) is required to certify the Deposit Account Resolution and Authorization under Section X.

Bank Use Only			
Prepared By	<u>E Newberry</u>	Phone Number	<u>(615) 748-4195</u>
Center Name	<u>Government & Institutions</u>	Center Number	<u>0203530</u>
Account Number(s)	<u>7020038118</u>	Verification Method	<u>B Williams</u>

User ID UTEW25 Account Number 7020038118