

**A RESOLUTION TO ESTABLISH ONE OR MORE ACCOUNTS WITH PNC CAPITAL MARKETS LLC AND TO AUTHORIZE THE CLERK-TREASURER AS AGENT FOR THE VILLAGE IN CONNECTION WITH THE ACCOUNT OR ACCOUNTS.**

WHEREAS, Brewster Village Council has determined that it is desirable to establish with or through PNC Capital Markets LLC one or more accounts on behalf of the Village of Brewster for the purpose of the purchase and sale of and dealing and trading in securities and financial instruments, and

WHEREAS, this resolution shall give the Clerk -Treasurer K. Kris King the authority to act as sole agent for the Village of Brewster. and is given authority to enter into agreements and grant authorizations to PNC Capital Markets LLC, consistent with the Customer account agreement with PNC Capital Markets LLC and its requirements, and

**NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE VILLAGE OF BREWSTER, THAT:**

**SECTION 1:** that K. Kris King, Clerk Treasurer of the Village of Brewster is designated as agent for the Village of Brewster and is authorized and empowered to open and maintain with or through PNC Capital Markets LLC ("PNC Capital Markets") on or more accounts on behalf of the Village of Brewster for the purchase and sale of, and dealing and trading in, the following: any and all forms of securities and financial instruments including, without limitation, stocks, bonds, debentures, notes, scrip, rights, warrants, certificates of deposit and certificates of interest or indebtedness of any and every kind and nature whatsoever, contracts for the forward delivery of U.S. Government, federal agency and other securities, standby contracts in such securities, repurchase agreements and reverse repurchase (resale) agreements involving debt instruments, futures contracts and options on futures contracts, and options on any underlying security, group of securities or index of securities, whether debt or equity (hereafter collectively referred to as "Securities").

**SECTION 2:** that the Clerk-Treasurer is fully authorized on behalf and in the name of the Village of Brewster: (a) to give and receive from PNC Capital Markets oral or written instructions, confirmations, notices or demands by telephone, facsimile transmission, e-mail or any other mechanical or electronic means with respect to such accounts and at all times to have complete authority in every way to bind and obligate the Village for the carrying out of any contract, agreement or transaction entered into by the Clerk-Treasurer on behalf of the Village with or through PNC Capital Markets; (b) to pay in cash or by wire transfer, check or draft drawn upon the funds of the Village such sums as may be necessary in connection with any of said accounts; (c) to deliver Securities or other property to and deposit funds with or on the instructions of PNC Capital Markets in any account; (d) to order the transfer or delivery of Securities or other property to such officer or agent or any other person whatsoever, and/or to order the transfer of record of any Securities to any name selected by any of those officers or agents; (e) to affix the Village's seal to any documents or agreements; (f) to endorse any Securities in order to pass title thereto; (g) to direct the sale or exercise of any rights with respect to any Securities; (h) to sign for the Village all releases, assignments, powers of attorney and/or documents in connection with any such account, and to agree to any terms or conditions regarding any such account; (i) to direct PNC Capital Markets to surrender any Securities to the proper agent or party for the purpose of effecting any exchange or conversion, or for the purpose of deposit with any protective or similar committee, or to accept delivery of any Securities; (j) to appoint any other person or persons to do any and all things which any of the said officers and/or agents is hereby empowered to do; and generally (k) to do and take all action necessary in connection with the accounts or considered desirable by such officer and/or agent with respect thereto.

**SECTION 3:** that the opening and maintenance of one or more accounts by the Village with PNC Capital Markets prior to the effective date of these resolutions, and all purchases and sales of Securities and other actions taken in connection with such accounts are hereby ratified and confirmed in all respects.

**SECTION 4:** that the Council of the Village of Brewster has determined that it would be convenient to and in the best interests of the Village to elect to have deposits and withdrawals made to and from the Village of Brewster's account or accounts at any bank or other affiliate of PNC Capital Markets in connection with transactions in the Village's account or accounts with PNC Capital

Markets; and, accordingly, (a) each such affiliate is hereby requested, authorized and directed (i) to honor all orders transmitted to such affiliate by PNC Capital Markets orally, in writing, or by any other mechanical or electronic means, for the payment of money and the delivery of Securities and other property to PNC Capital Markets for the account of the Village , and (ii) to place to the credit of the Village all money, drafts, checks, credits, Securities and other property delivered by PNC Capital Markets to such affiliate for the account of the Village; and (b) PNC Capital Markets is hereby requested, authorized and directed to transmit such orders and to make such deliveries. As used herein, the term "affiliate" means any direct or indirect wholly owned subsidiary of PNC Capital Markets' parent, The PNC Financial Services Group, Inc.

**SECTION 5:** that the Clerk-Treasurer is fully authorized on behalf and in the name of the Village to take all such further action and to execute and deliver all such further instruments and documents and to incur and pay all such fees, expenses and taxes as in their judgment shall be necessary, proper or advisable in order to carry out fully the intent and accomplish the purposes of the foregoing resolutions.

**SECTION 6:** that the Village shall certify to PNC Capital Markets promptly, when and as made, any change in the agent designated herein and such modification when received by you shall be adequate both to terminate the powers of the current agent and to empower the person thereby substituted; and that pursuant to the aforesaid, the powers and authority granted hereunder shall continue to be fully effective until receipt by you of written notice of change or rescission thereof.

**SECTION 7:** that these resolutions shall remain in full force and effect until written notification of their revocation shall be received by PNC Capital Markets.

**SECTION 8:** The Clerk -Treasurer shall be authorized to enter into the Customer Agreement with PNC Capital Markets and to execute all documents necessary to open and maintain the account or accounts.

**SECTION 9:** This ordinance shall be in full force and effect at the earliest date provided by law.

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Mayor Michael E. Schwab

ATTEST:

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Village Clerk Treasurer K. Kris King

CERTIFICATE

I, K. Kris King, hereby certify that the above is a true copy of an ordinance passed at a regular meeting of the Brewster Village Council held on January 18, 2016

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Clerk K. Kris King

I, K. Kris King, Clerk of the Council of the Village of Brewster, State of Ohio, do hereby certify that there is no newspaper printed in said municipality and that publication of the foregoing ordinance was duly made by posting true copies thereof at five of the most public places in said corporation as determined by Council as follows: Office of Brewster Utilities, Belloni's IGA, Brewster Federal Credit Union, Post Office and Brewster Laundromat.

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Clerk K. Kris King