

RESOLUTION NO. 54-00

CITY OF CENTERVILLE, OHIO

SPONSORED BY COUNCILMEMBER Roger W. Krass ON THE 18th
DAY OF December, 2000.

A RESOLUTION AUTHORIZING THE CITY MANAGER, ON BEHALF OF
THE CITY OF CENTERVILLE, TO EXECUTE AN AGREEMENT WITH
MERRILL LYNCH & COMPANY, INC.

WHEREAS, The City of Centerville has been researching various options for
the investments of the City, and

WHEREAS, Merrill Lynch & Co., Inc. offers investment brokerage services that
will allow the City of Centerville to diversify its portfolio of investments, and

WHEREAS, It has been determined that it is in the best interest of the City to
open a Working Cash Management Account with Merrill Lynch & Co., Inc. to invest
strictly in securities allowed under the City's investment policy.

NOW THEREFORE, THE CITY OF CENTERVILLE HEREBY RESOLVES:

SECTION 1. That the City Manager be and is hereby authorized to execute an
Agreement between the City of Centerville and Merrill Lynch & Co., Inc., to provide
investment brokerage services for the City of Centerville. A copy of said Agreement is
attached hereto and marked as Exhibit "A."

SECTION 2. That this resolution shall become effective immediately upon
passage.

PASSED this 18th day of December, 2000.

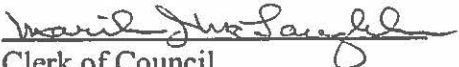
Sally D. Beak
Mayor of the City of Centerville, Ohio

ATTEST:

Marilyn J. MacLaughlin
Clerk of the Council, City of Centerville, Ohio

CERTIFICATE

The undersigned, Clerk of the Council of the City of Centerville, Ohio hereby certifies the foregoing to be a true and correct copy of Resolution No. 54-00, passed by the Council of the City of Centerville, Ohio, on the 18th day of December, 2000.


Clerk of Council

Approved as to form, consistency
With existing ordinances, the charter
And constitutional provisions.

Department of Law
Robert N. Farquhar
Municipal Attorney

WCMA® Account Authorization for Unincorporated Associations,
Public Entities and Non 501(c)(3) Non-Profit Organizations

CERTIFICATION AND EXECUTION OF WCMA AGREEMENT FOR UNINCORPORATED ASSOCIATIONS, PUBLIC ENTITIES AND NON 501(C)(3) NON-PROFIT ORGANIZATIONS

To: Merrill Lynch, Pierce, Fenner & Smith Incorporated
("MLPF&S")

We, _____
(Print or Type Name of Unincorporated Association,
Public Entity or Non-Profit Organization)

hereby warrant, represent and certify that we are organized as a:

_____ (the "Entity").
(Print or Type Name of Entity e.g., Union, Public Entity,
Foundation, etc.)

We further warrant, represent and certify that we are authorized to (i) establish either a (please check appropriate account type)

- Cash Securities Account or a
- Margin Securities Account with the Investor CreditLine®
Service

(hereinafter referred to as the "Securities Account") with MLPF&S for the purchase and sale (including short sales if the Securities Account is established with the Investor CreditLine service) of stocks, bonds, options and/or other securities, commodities and commodity futures, on margin (if the Securities Account is established with the Investor CreditLine service) or otherwise, and (ii) to establish a WCMA Check/Card Account as described in the WCMA Agreement/Program Description Booklet, which WCMA Check/Card Account may be accessed by checks and plastic transaction cards with a bank or banks designated by MLPF&S.

WE, ON BEHALF OF THE ENTITY, HEREBY AGREE TO ALL THE TERMS AND CONDITIONS OF THE WCMA AGREEMENT, WHICH IS INCORPORATED HEREIN BY REFERENCE AND REPRESENTED BY PAGES 1 THROUGH 9 OF THE WCMA AGREEMENT. IN CONNECTION THEREWITH, WE FURTHER ACKNOWLEDGE:

1. THAT, MLPF&S AND ITS AFFILIATES SHALL BE ENTITLED TO FULLY RELY UPON THE ABOVE CERTIFICATIONS, REPRESENTATIONS AND WARRANTIES.
2. THAT, ALL APPROPRIATE RESOLUTIONS HAVE BEEN PASSED BY THE GOVERNING BOARD OF THE ENTITY (IF APPROPRIATE), AUTHORIZING THE ESTABLISHMENT OF A WCMA ACCOUNT WITH MLPF&S BY THOSE SIGNING THIS WCMA ACCOUNT AUTHORIZATION FOR UNINCORPORATED ASSOCIATIONS, PUBLIC ENTITIES, AND NON 501(C)(3) NON-PROFIT ORGANIZATIONS.

3. THAT, IF THE WCMA ACCOUNT IS BEING ESTABLISHED WITH THE INVESTOR CREDITLINE SERVICE, THEN PURSUANT TO PARAGRAPH 13(g) ON PAGE 8 OF THE WCMA AGREEMENT, CERTAIN OF THE ENTITIES SECURITIES MAY BE LENT TO MLPF&S OR LENT OUT TO OTHERS.
4. THAT, IF APPLICABLE, MLPF&S IS AUTHORIZED TO RELY UPON THE WCMA CHECK AND CARD INSTRUCTIONS, AND ANY FUTURE WCMA CHECK AND CARD AUTHORIZATION CHANGE FORMS ADDING OR DELETING CHECK OR CARD SIGNERS EXECUTED BY ANY OF THE NAMED AUTHORIZED ENTITY REPRESENTATIVES LISTED BELOW.
5. THAT, IF APPLICABLE, THE PERSON NAMED ON THE WCMA CASH MANAGER ENROLLMENT FORM AND/OR THE WCMA FUNDS TRANSFER SERVICE ENROLLMENT FORM, AND ANY PERSON AUTHORIZED BY THAT INDIVIDUAL, IS AUTHORIZED TO TRANSFER FUNDS BY MEANS OF THE WCMA CASH MANAGER AND/OR THE FUNDS TRANSFER SERVICE BETWEEN THE WCMA ACCOUNT AND ANY OTHER ACCOUNTS ENROLLED BY THE ENTITY.
6. THAT, IN ACCORDANCE WITH PARAGRAPH 16 ON PAGE 9 OF THE WCMA AGREEMENT, WE AGREE, ON BEHALF OF THE ABOVE NAMED ENTITY TO ARBITRATE ANY CONTROVERSIES WHICH MAY ARISE WITH MLPF&S.
7. RECEIPT OF A COPY OF THE WCMA AGREEMENT CONSISTING OF 16 NUMBERED PARAGRAPHS AS OF THIS DATE.

a. Name	(Authorized Representative)
Signature	
b. Name	(Authorized Representative)
Signature	
c. Name	(Authorized Representative)
Signature	
d. Name	(Authorized Representative)
Signature	

WCMA® Account Authorization for Unincorporated Associations,
Public Entities and Non 501(c)(3) Non-Profit Organizations

CERTIFICATION BY SECRETARY (IF APPROPRIATE)

I, _____
(Name of Entity's Secretary)

Secretary of _____
(Name of Entity)

a _____
(Jurisdiction and Type of Entity)

do hereby certify that the foregoing warranties, representations and certifications are true and correct, and said Entity is duly organized and existing and has the power to take the action called for by the foregoing, and that the above named Entity Representative(s) duly signed this Certification and Execution of WCMA Agreement for Unincorporated Associations, Public Entities and Non 501(c)(3) Non-Profit Organizations, which are incorporated herein by reference, on behalf of the Entity as of this date and that, if applicable, the WCMA Check and Card instructions on pages 5 through 8 and the WCMA Funds Transfer Service Enrollment Form on pages 9 and 10 have been duly authorized.

In Witness Whereof, I have hereunto set my hand and affixed, if one, the seal of the Entity on the _____ day of _____,
_____.

(Place Seal Here)

(Secretary's Signature)