

RESOLUTION NO. 43-98

CITY OF CENTERVILLE, OHIO

SPONSORED BY COUNCILMEMBER SUSAN W. LIENESCH ON
THE 16th DAY OF NOVEMBER 1998.

A RESOLUTION DESIGNATING A PUBLIC DEPOSITORY AND AWARDING
PUBLIC MONIES.

WHEREAS, pursuant to Section 135.12 Ohio Revised Code, the Council of the City of Centerville, Ohio must meet in open session and designate a public depository, on the basis of written applications received, for deposit of inactive and/or active and/or interim funds for the period commencing November 16, 1998 and ending August 22, 1999.

WHEREAS, the Council of the City of Centerville, Ohio estimates the probable amount of public monies to be deposited in inactive deposits at the beginning of the period of designation to be up to One Hundred Thousand Dollars (\$100,000.00), and the probable maximum amount to be so deposited at any one time during such period shall be up to Five Hundred Thousand Dollars (\$500,000.00).

WHEREAS, the Council of the City of Centerville, Ohio estimates the probable amount of public monies to be deposited in active deposits at the beginning of the period of designation to be up to Four Hundred Thousand Dollars (\$400,000.00), and the probable maximum amount to be so deposited at any one time during such period shall be up to Nine Hundred Thousand Dollars (\$900,000.00).

WHEREAS, the Council of the City of Centerville, Ohio estimates the probable amount of public monies to be deposited in interim deposits at the beginning of the period of designation to be up to Six Million Dollars (\$6,000,000.00), and the probable maximum amount to be so deposited at any one time during such period shall be up to Nine Million Dollars (\$9,000,000.00).

WHEREAS, written application has been received from The Provident Bank as follows:

For Active Deposits

Maximum of Five Million Dollars (\$5,000,000)

For Interim Deposits

Maximum of Ten Million Dollars (\$10,000,000)

For Inactive Deposits

Maximum of Ten Million Dollars (\$10,000,000)

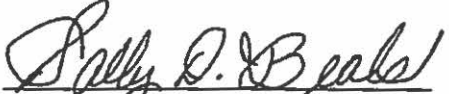
A copy of said application with a copy of the financial statement of said Provident Bank are attached hereto, incorporated herein by reference, and marked Exhibit "A", and

WHEREAS, Council finds that the said Provident Bank applied for active, inactive, and interim deposits, and that the sureties and securities are proper, namely: Such collateral in the amount necessary to sufficiently cover the total deposits as enumerated in Section 135.181 O.R.C.

NOW THEREFORE, THE MUNICIPALITY OF CENTERVILLE HEREBY RESOLVES:

That deposit of active, inactive, and interim deposits of the City, up to the maximum amounts set forth herein, as determined by council, be awarded to The Provident Bank, which bank shall become a depository for the monies of the City for a period of nine months by written Memorandum of Agreement to be executed by the City with said depository.

PASSED this 16th day of NOVEMBER, 1998.



Mayor - City of Centerville

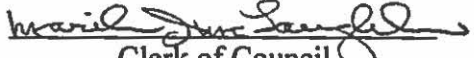
ATTEST:



Clerk of the Council of the
City of Centerville, Ohio

CERTIFICATE

The undersigned, Clerk of Council of the City of Centerville, Ohio, hereby certifies the foregoing to be a true and correct copy of Resolution No. 43-98, passed by the Council of the City of Centerville, Ohio, on the 16th day of NOVEMBER 1998.



Clerk of Council

Approved as to form, consistency
with existing ordinances, the charter
and constitutional provisions.

Department of Law
Robert N. Farquhar
Municipal Attorney

APPLICATION FOR DEPOSIT OF PUBLIC MONEYS

(R.C. 135.06, 135.08, 135.10)

To City of Centerville.

The undersigned Provident Bank of Cincinnati, Ohio hereby makes application to be designated as a depository for inactive and/or interim and/or active funds belonging to said **City of Centerville** for a period of two years from the **23rd day of August, 1997** in the total amount of **Twenty Five Million Dollars (\$25,000,000.00)**, which amount is not in excess of thirty percent of the applicants total non-public deposit liability of **Four Billion Five Hundred Thirty Seven Million Eight Hundred and Forty Four Thousand Dollars (\$ 4,537,844,000.00)** as revealed by the financial statement attached hereto.

The maximum amount of such public moneys which this applicant desires to receive and have on deposit as **inactive** deposits at any one time during the period covered by this designation is a total of **Ten Million Dollars (\$10,000,000.00)** to be held: \$ _____ for not less than _____ days at _____ per cent interest; *at market rates at the time of bid solicitation for specific amounts and maturities*

The maximum amount of such public moneys which this applicant desires to receive and have on deposit as **interim** deposits at any one time during the period covered by this designation is a total of **Ten Million Dollars (\$10,000,000.00)**, to be held: *at market rates at the time of bid solicitation for specific amounts and maturities,* \$ _____ for not less than _____ days at _____ per cent interest;

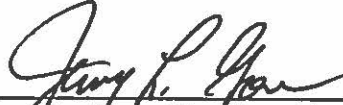
The maximum amount of such public moneys which this applicant desires to receive and have on deposit as **active** deposits at any one time during the period covered by this designation is **Five Million Dollars (\$5,000,000.00)**.

This application is accompanied by a financial statement of the applicant under oath of its Comptroller in such detail as to show the capital funds of the applicant as of the date of its latest report to the superintendent of banks or comptroller of the currency, adjusted to show any changes there in made prior to the date of the application.

The undersigned bank, if designated as said depository, will comply in all respects with the laws of Ohio relative to the deposits of such funds and will furnish as security for funds deposited over the amount insured by the Federal Deposit Insurance Corporation*, As defined in Revised Code 135.18 and 135.181, in the aggregate amount of **Twenty Five Million Dollars (\$25,000,000.00)**.

IN WITNESS WHEREOF, we have by authority of our board of directors, caused our corporate seal to be hereunto affixed and these presents to be signed by our Vice-President, this **13th day of November, 1998**.

The Provident Bank



Jerry L. Gore, Vice-President

* Surety company bond; acceptable securities as enumerated in R.C.131.18; first mortgages as provided in R.C. 131.09. These securities shall be deposited with the treasurer of the governing board, or as otherwise authorized by law.

EXHIBIT "A"

Consolidated Report of Income
 for the period January 1, 1998-September 30, 1998

1 Report of Income schedules are to be reported on a calendar year-to-date basis in thousands of dollars.

Schedule RI--Income Statement

| Dollar Amounts in Thousands | 1998 | | |
|---|-------------|---------------|------------------|
| | RIAD | Bill Mil Thou | |
| Interest income: | | | |
| a. Interest and fee income on loans: | | | |
| (1) In domestic offices: | | | |
| (a) Loans secured by real estate | 4011 | 86,771 | 1.a. (1) (a) |
| (b) Loans to depository institutions | 4013 | 0 | 1.a. (1) (b) |
| (c) Loans to finance agricultural production and other loans to farmers | 4024 | 0 | 1.a. (1) (c) |
| (d) Commercial and industrial loans | 4012 | 187,454 | 1.a. (1) (d) |
| (e) Acceptances of other banks | 4025 | 0 | 1.a. (1) (e) |
| (f) Loans to individuals for household, family, and other personal expenditures: | | | |
| (1) Credit cards and related plans | 4054 | 9,727 | 1.a. (1) (f) (1) |
| (2) Other | 4055 | 31,269 | 1.a. (1) (f) (2) |
| (g) Loans to foreign governments and official institutions | 4056 | 0 | 1.a. (1) (g) |
| (h) Obligations (other than securities and leases) of states and political subdivisions in the U.S.: | | | |
| (1) Taxable obligations | 4503 | 0 | 1.a. (1) (h) (1) |
| (2) Tax-exempt obligations | 4504 | 220 | 1.a. (1) (h) (2) |
| ii) All other loans in domestic offices | 4058 | 0 | 1.a. (1) (i) |
| (2) In foreign offices, Edge and Agreement subsidiaries, and IBFs | 4059 | 0 | 1.a. (2) |
| b. Income from lease financing receivables: | | | |
| (1) Taxable leases | 4505 | 59,081 | 1.b. (1) |
| (2) Tax-exempt leases | 4307 | 0 | 1.b. (2) |
| c. Interest income on balances due from depository institutions: (1) | | | |
| (1) In domestic offices | 4105 | 4 | 1.c. (1) |
| (2) In foreign offices, Edge and Agreement subsidiaries, and IBFs | 4106 | 0 | 1.c. (2) |
| d. Interest and dividend income on securities: | | | |
| (1) U.S. Treasury securities and U.S. Government Agency obligations | 4027 | 32,245 | 1.d. (1) |
| (2) Securities issued by states and political subdivisions in the U.S.: | | | |
| (a) Taxable securities | 4506 | 0 | 1.d. (2) (a) |
| (b) Tax-exempt securities | 4507 | 79 | 1.d. (2) (b) |
| (3) Other domestic debt securities | 3657 | 39,231 | 1.d. (3) |
| (4) Foreign debt securities | 3658 | 0 | 1.d. (4) |
| (5) Equity securities (including investments in mutual funds) | 3659 | 1,372 | 1.d. (5) |
| e. Interest income from trading assets | 4069 | 4,086 | 1.e. |

(1) Includes interest income on time certificates of deposit not held for trading.

EXHIBIT "A"

Schedule RI--Continued

Dollar Amounts in Thousands

| | Year-to-date | | |
|--|--------------|---------------|---------------|
| | RIAD | \$11 Mil Thou | |
| 1. Interest income (continued) | | | |
| f. Interest income on federal funds sold and securities purchased under agreements to resell | 4020 | 354 | 1.f. |
| g. Total interest income (sum of items 1.a through 1.f) | 4107 | 441,893 | 1.g. |
| 2. Interest expense: | | | |
| a. Interest on deposits: | | | |
| (1) Interest on deposits in domestic offices: | | | |
| (a) Transaction accounts (NOW accounts, ATS accounts, and telephone and preauthorized transfer accounts) | 4508 | 3,757 | 2.a.(1)(a) |
| (b) Nontransaction accounts: | | | |
| (1) Money market deposit accounts (MMDAs) | 4509 | 27,330 | 2.a.(1)(b)(1) |
| (2) Other savings deposits | 4511 | 3,236 | 2.a.(1)(b)(2) |
| (3) Time deposits of \$100,000 or more | 4517 | 53,253 | 2.a.(1)(b)(3) |
| (4) Time deposits of less than \$100,000 | 4518 | 60,496 | 2.a.(1)(b)(4) |
| (2) Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs | 4172 | 0 | 2.a.(2) |
| b. Expense of federal funds purchased and securities sold under agreements to repurchase | 4180 | 32,339 | 2.b. |
| c. Interest on demand notes issued to the U.S. Treasury, trading liabilities, and other borrowed money | 4185 | 23,586 | 2.c. |
| d. Not applicable | | | |
| e. Interest on subordinated notes and debentures | 4200 | 23,590 | 2.e. |
| f. Total interest expense (sum of items 2.a through 2.e) | 4073 | 237,797 | 2.f. |
| 3. Net interest income (item 1.g minus 2.f) | | | |
| | RIAD 4074 | 204,096 | 3. |
| 4. Provisions: | | | |
| a. Provision for credit losses | | | |
| b. Provision for allocated transfer risk | | | |
| | RIAD 4230 | 19,189 | 4.a. |
| | RIAD 4243 | 0 | 4.b. |
| 5. Noninterest income: | | | |
| a. Income from fiduciary activities | 4070 | 4,343 | 5.a. |
| b. Service charges on deposit accounts in domestic offices | 4080 | 18,262 | 5.b. |
| c. Trading revenue (must equal Schedule RI, sum of Memorandum items 8.a through 8.d) | 4220 | (1,820) | 5.c. |
| d.-a. Not applicable | | | |
| f. Other noninterest income: | | | |
| (1) Other fee income | 5407 | 33,543 | 5.f.(1) |
| (2) All other noninterest income* | 5408 | 96,525 | 5.f.(2) |
| g. Total noninterest income (sum of items 5.a through 5.f) | | | |
| | RIAD 4079 | 151,643 | 5.g. |
| 6. a. Realized gains (losses) on held-to-maturity securities | | | |
| b. Realized gains (losses) on available-for-sale securities | | | |
| | RIAD 3521 | 0 | 6.a. |
| | RIAD 3196 | 9,523 | 6.b. |
| 7. Noninterest expense: | | | |
| a. Salaries and employee benefits | 4235 | 88,127 | 7.a. |
| b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest) | 4217 | 42,069 | 7.b. |
| c. Other noninterest expense* | 4092 | 67,328 | 7.c. |
| d. Total noninterest expense (sum of items 7.a through 7.c) | | | |
| | RIAD 4093 | 197,524 | 7.d. |
| 8. Income (loss) before income taxes and extraordinary items and other adjustments (item 3 plus or minus items 4.a, 4.b, 5.g, 6.a, 6.b, and 7.d) | | | |
| | RIAD 4301 | 148,549 | 8. |
| 9. Applicable income taxes (on item 8) | | | |
| | RIAD 4302 | 52,300 | 9. |
| 10. Income (loss) before extraordinary items and other adjustments (item 8 minus 9) | | | |
| | RIAD 4300 | 96,249 | 10. |
| 11. Extraordinary items and other adjustments, net of income taxes* | | | |
| | RIAD 4320 | 0 | 11. |
| 12. Net income (loss) (sum of items 10 and 11) | | | |
| | RIAD 4340 | 96,249 | 12. |

*Describe on Schedule RI-E--Explanations.

EXHIBIT "A"

Schedule RI--Continued

| Memoranda | Dollar Amounts in Thousands | | Year-to-date | | M. |
|---|-----------------------------|--------------|----------------------------|--------|--------|
| | RIAD | Bil Mil Thou | Bil Mil Thou | Number | |
| 1. Interest expense incurred to carry tax-exempt securities, loans, and leases acquired after August 7, 1986, that is not deductible for federal income tax purposes | 4513 | 27 | | | M.1. |
| 2. Income from the sale and servicing of mutual funds and annuities in domestic offices (included in Schedule RI, item 8) | 6431 | 6,069 | | | M.2. |
| 3.-4. Not applicable | | | | | |
| 5. Number of full-time equivalent employees at end of current period (round to nearest whole number) | 4150 | 2,372 | | | M.5. |
| 6. Not applicable | | | | | |
| 7. If the reporting bank has restated its balance sheet as a result of applying push down accounting this calendar year, report the date of the bank's acquisition(1) | RIAD 9106 | | CC YY MM DD 00 00 00 00 | | M.7. |
| 8. Trading revenue (from cash instruments and off-balance sheet derivative instruments) (sum of Memorandum items 8.a through 8.d must equal Schedule RI, item 5.c): | | | Bil Mil Thou | | |
| a. Interest rate exposures | 8757 | 0 | | | M.8.a. |
| b. Foreign exchange exposures | 8758 | 0 | | | M.8.b. |
| c. Equity security and index exposures | 8759 | (1,030) | | | M.8.c. |
| d. Commodity and other exposures | 8760 | 0 | | | M.8.d. |
| 9. Impact on income of off-balance sheet derivatives held for purposes other than trading: | | | | | |
| a. Net increase (decrease) to interest income | 8761 | 566 | | | M.9.a. |
| b. Net (increase) decrease to interest expense | 8762 | 6,023 | | | M.9.b. |
| c. Other (noninterest) allocations | 8763 | 360 | | | M.9.c. |
| 10. Credit losses on off-balance sheet derivatives (see instructions) | 2251 | 0 | | | M.10. |
| 11. Does the reporting bank have a Subchapter S election in effect for federal income tax purposes for the current tax year? | AS10 | | YES NO | | M.11. |
| 12. Deferred portion of total applicable income taxes included in Schedule RI, items 9 and 11 (to be reported with the December Report of Income) | 6772 | N/A | Bil Mil Thou | | M.12. |

(1) For example, a bank acquired on June 1, 1997, would report 19970601.

Address: 1 East Fourth Street
City, State Zip: Cincinnati, OH 45202
RC Certificate No.: 101071414

Printed 10/30/1998 at 14:33

EXHIBIT "A"

Consolidated Report of Condition for Insured Commercial and State-Chartered Savings Banks for September 30, 1998

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC--Balance Sheet

| | | Dollar Amounts in Thousands | | C\$00 | | |
|---|---|-----------------------------|-----------|-------|------|------|
| | | RCFD | Bil | Mill | Thou | |
| ASSETS | | | | | | |
| 1. Cash and balances due from depository institutions (from Schedule RC-A): | | | | | | |
| a. | Noninterest-bearing balances and currency and coin(1) | 0081 | 132,303 | | | 1.a. |
| b. | Interest-bearing balances(2) | 0073 | 106 | | | 1.b. |
| 2. Securities: | | | | | | |
| a. | Held-to-maturity securities (from Schedule RC-B, column A) | 1754 | 0 | | | 2.a. |
| b. | Available-for-sale securities (from Schedule RC-B, column D) | 1773 | 1,422,209 | | | 2.b. |
| 3. Federal funds sold and securities purchased under agreements to resell | | | | | | |
| | | 1250 | 1,000 | | | 3. |
| 4. Loans and lease financing receivables: | | | | | | |
| a. | Loans and leases, net of unearned income (from Schedule RC-C) | RCFD 2122 | 5,218,933 | | | 4.a. |
| b. | LESS: Allowance for loan and lease losses | RCFD 2123 | 75,744 | | | 4.b. |
| c. | LESS: Allocated transfer risk reserve | RCFD 2128 | 0 | | | 4.c. |
| d. | Loans and leases, net of unearned income, allowance, and reserve (item 4.a minus 4.b and 4.c) | 2125 | 5,451,189 | | | 4.d. |
| 5. Trading assets (from Schedule RC-D) | | | | | | |
| | | 3545 | 98,958 | | | 5. |
| 6. Premises and fixed assets (including capitalized leases) | | | | | | |
| | | 2145 | 69,506 | | | 6. |
| 7. Other real estate owned (from Schedule RC-M) | | | | | | |
| | | 2150 | 1,406 | | | 7. |
| 8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M) | | | | | | |
| | | 2130 | 0 | | | 8. |
| 9. Customers' liability to this bank on acceptances outstanding | | | | | | |
| | | 2153 | 1,599 | | | 9. |
| 10. Intangible assets (from Schedule RC-M) | | | | | | |
| | | 2143 | 21,739 | | | 10. |
| 11. Other assets (from Schedule RC-P) | | | | | | |
| | | 2180 | 652,246 | | | 11. |
| 12. Total assets (sum of items 1 through 11) | | | | | | |
| | | 2170 | 7,912,461 | | | 12. |

(1) Includes cash items in process of collection and unposted debits.

(2) Includes time certificates of deposit not held for trading.

EXHIBIT "A"

Schedule RC--Continued

| | Dollar Amounts in Thousands | \$11 Mil Thou | |
|--|-----------------------------|---------------|----------|
| LIABILITIES | | | |
| 3. Deposits: | | | |
| a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I) | | | 13.a. |
| (1) Noninterest-bearing (1) | RCOM 6611 511,598 | | 13.a.(1) |
| (2) Interest-bearing | RCOM 6616 4,454,692 | | 13.a.(2) |
| b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II) | RCFN 2200 0 | | 13.b. |
| (1) Noninterest-bearing | RCFN 6631 0 | | 13.b.(1) |
| (2) Interest-bearing | RCFN 6636 0 | | 13.b.(2) |
| 4. Federal funds purchased and securities sold under agreements to repurchase | RCFD 2800 777,388 | | 14. |
| 5. a. Demand notes issued to the U.S. Treasury | RCOM 3040 1,500 | | 15.a. |
| b. Trading liabilities (from Schedule RC-D) | RCFD 3548 90,028 | | 15.b. |
| 6. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases): | | | |
| a. With a remaining maturity of one year or less | RCFD 2332 266,392 | | 16.a. |
| b. With a remaining maturity of more than one year through three years | RCFD A547 320,731 | | 16.b. |
| c. With a remaining maturity of more than three years | RCFD A548 256,511 | | 16.c. |
| 17. Not applicable | | | |
| 18. Bank's liability on acceptances executed and outstanding | RCFD 2920 1,599 | | 18. |
| 19. Subordinated notes and debentures (2) | RCFD 3200 174,606 | | 19. |
| 20. Other liabilities (from Schedule RC-G) | RCFD 2930 349,500 | | 20. |
| 21. Total liabilities (sum of items 13 through 20) | RCFD 2948 7,224,562 | | 21. |
| 22. Not applicable | | | |
| EQUITY CAPITAL | | | |
| 23. Perpetual preferred stock and related surplus | RCFD 3838 0 | | 23. |
| 24. Common stock | RCFD 3230 50,000 | | 24. |
| 25. Surplus (exclude all surplus related to preferred stock) | RCFD 3838 127,460 | | 25. |
| 26. a. Undivided profits and capital reserves | RCFD 3632 505,286 | | 26.a. |
| b. Net unrealized holding gains (losses) on available-for-sale securities | RCFD 8434 5,153 | | 26.b. |
| 27. Cumulative foreign currency translation adjustments | RCFD 3284 0 | | 27. |
| 28. Total equity capital (sum of items 23 through 27) | RCFD 3210 687,839 | | 28. |
| 29. Total liabilities and equity capital (sum of items 21 and 28) | RCFD 3300 7,912,401 | | 29. |

Memorandum

To be reported only with the March Report of Condition.

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 1997

Number
 RCFD 6724 N/A N.1.

- 1 - Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank
- 2 - Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)
- 3 - Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)
- 4 - Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)
- 5 - Review of the bank's financial statements by external auditors
- 6 - Compilation of the bank's financial statements by external auditors
- 7 - Other audit procedures (excluding tax preparation work)
- 8 - No external audit work

(1) Includes total demand deposits and noninterest-bearing time and savings deposits.
 (2) Includes limited-life preferred stock and related surplus.