

RESOLUTION NO. 55-97

CITY OF CENTERVILLE, OHIO

SPONSORED BY COUNCILMEMBER SUSAN LIENESCH ON
THE 18th DAY OF AUGUST, 1997.

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 August 23, 1997 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 Star Bank, NA of Montgomery County, Ohio as follows:

For Active Deposits

Maximum of Five Million Dollars (\$5,000,000.00)

For Interim Deposits

Maximum of Fifteen Million Dollars (\$15,000,000.00)

For Inactive Deposits

No Bid (\$0)

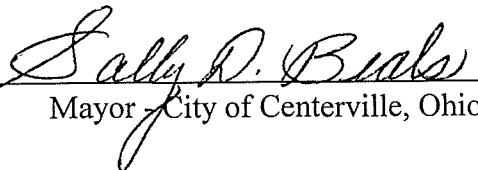
A copy of said application with a copy of the financial statement of said Star Bank, NA of Montgomery County, Ohio are attached hereto, incorporated herein by reference, and marked Exhibit "A", and

WHEREAS, Council finds that the said Star Bank, NA of Montgomery County, Ohio applied for active 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:

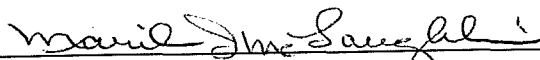
That deposit of the active and interim deposits of the City, up to the maximum amounts set forth herein, as determined by council, be awarded to Star Bank, NA of Montgomery County, Ohio which bank shall become a depository for the monies of the City for a period of two years by written Memorandum of Agreement to be executed by the City with said depository.

PASSED this 18th day of AUGUST, 1997.



Mayor of City of Centerville, Ohio

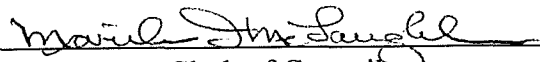
ATTEST:



Clerk of the Council of the
City of Centerville, Ohio

C E R T I F I C A T E

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. 55-97, passed by the Council of the City of Centerville, Ohio, on the 18th day of AUGUST, 1997.



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 FUNDS

EXHIBIT "A"

TO: COUNCIL

CITY OF CENTERVILLE

MONTGOMERY COUNTY, OHIO

Star Bank, N.A. which is located and doing business in Montgomery County through an office in the City of Centerville hereby applies to be designated as a depository for Active and Interim Funds belonging to the City of Centerville from August 23, 1997 through August 22, 1999 inclusive.

The total amount applied for as specified below will be \$20,000,000.00 which amount, in addition to those public funds held under Sections 135.01 through 135.21 of the Ohio Revised Code, is not in excess of thirty percent (30%) of its total assets of \$9,983,518,000.00 as revealed by the financial statements attached hereto.

The maximum amount of public monies which the applicant desires to receive and have on deposit as active funds at any one time during the period covered by this offer is \$5,000,000.00.

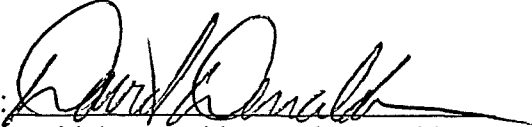
The maximum amount of such public monies which the applicant desires to receive and have on hand as interim deposits at any one time during the period is a total of \$15,000,000.00. Star Bank, N.A. will bid competitive rates on the customer's interim deposits as they become available.

For interim deposits the bank will issue Certificates of Deposit during the period of designation in the amount desired. Interest will be payable at the maturity thereof, or at the time of withdrawal prior thereto. Interest rates are subject to change from time to time. Current interest rate quotations are available from the bank during normal business hours.

This application is accompanied by the required financial statement of the applicant under the oath of Joseph V. Murphy-V.P. and Assistant Controller and in such detail to show the assets and the capital funds of the applicant as of the date of its latest report to the Office of the Comptroller of the Currency adjusted to show any changes therein made after the report, but prior to the date of this application.

Star Bank, N.A., if subsequently designated as a depository, will comply in all respects with the laws, regulations and rules of Ohio and the United States relative to the deposit of such funds and will furnish, at the bank's option, security for funds as provided under either Section 135.18 or 135.181.

Star Bank, N.A.

By: 
David A. Donaldson, Vice President



Please refer to page i,
Table of Contents, for
the required disclosure
of estimated burden.

1

Consolidated Reports of Condition and Income for A Bank With Domestic and Foreign Offices—FFIEC 031

Report at the close of business March 31, 1997

(970331)
(RCRI 9999)

This report is required by law: 12 U.S.C. §324 (State member banks); 12 U.S.C. §1817 (State nonmember banks); and 12 U.S.C. §161 (National banks).

This report form is to be filed by banks with branches and consolidated subsidiaries in U.S. territories and possessions, Edge or Agreement subsidiaries, foreign branches, consolidated foreign subsidiaries, or International Banking Facilities.

NOTE: The Reports of Condition and Income must be signed by an authorized officer and the Report of Condition must be attested to by not less than two directors (trustees) for State nonmember banks and three directors for State member and national banks.

The Reports of Condition and Income are to be prepared in accordance with Federal regulatory authority instructions. NOTE: These instructions may in some cases differ from generally accepted accounting principles.

James D. Hogan, S.V.P. and Controller

We, the undersigned directors (trustees), attest to the correctness of this Report of Condition (including the supporting schedules) and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Name and Title of Officer Authorized to Sign Report

I, the named bank do hereby declare that these Reports of Condition and Income (including the supporting schedules) have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

James D Hogan
Signature of Officer Authorized to Sign Report

John R. Biedland Jr.
Director (Trustee)

4/29/97
Date of Signature

[Signature]
Director (Trustee)

[Signature]
Director (Trustee)

For Banks Submitting Hard Copy Report Forms:

State Member Banks: Return the original and one copy to the appropriate Federal Reserve District Bank.

National Banks: Return the original only in the *special return address envelope provided*. If express mail is used in lieu of the special return address envelope, return the original only to the FDIC, c/o Quality Data Systems, 2127 Espey Court, Suite 204, Crofton, MD 21114.

State Nonmember Banks: Return the original only in the *special return address envelope provided*. If express mail is used in lieu of the special return address envelope, return the original only to the FDIC, c/o Quality Data Systems, 2127 Espey Court, Suite 204, Crofton, MD 21114.

FDIC Certificate Number
(RCRI 9050)

CALL NO. 198 31 3/31/97
STBK: 39-1240 00798 STCERT: 39-06548
STAR BANK, NATIONAL ASSOCIATION
P.O. BOX 1038
CINCINNATI, OH 45201



P.O. Box 1038
Cincinnati, Ohio 45201-1038

The following pages of the call report of Star Bank, N.A. as of March 31, 1997 are reproduced to show Total Assets and Total Public Deposits.

Included are:

- | | | | |
|----|-------------|------------------------------|---------------------|
| 1. | Cover Sheet | | |
| 2. | Page RC | Total Assets | \$ 9,983,518,000.00 |
| 3. | Page RC-E | Deposits in Domestic Offices | |

	<u>Column A</u>	<u>Column C</u>	<u>Total</u>
		(In Thousands)	
Line 2 U.S. Government	\$ 3,601	\$ 0	\$ 3,601
Line 3 State & Political	\$ 149,067	\$ 164,273	\$ 313,340
			<hr/>
			\$ 316,941

Legal Title of Bank: Star Bank, N.A.
 Address: 425 Walnut Street
 City, State Zip: Cincinnati, OH 45201
 FDIC Certificate No.: 10615418

Call Date: 3/31/97 ST-BK: 39-1240 FFIEC 031
 Page RC-1

**Consolidated Report of Condition for Insured Commercial
 and State-Chartered Savings Banks for March 31, 1997**

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	C400		
	RCFD	Bil Mil Thou	
ASSETS	//////////		
1. Cash and balances due from depository institutions (from Schedule RC-A):	//////////		
a. Noninterest-bearing balances and currency and coin(1)	0081	443,627	1.a.
b. Interest-bearing balances(2)	0071	0	1.b.
2. Securities:	//////////		
a. Held-to-maturity securities (from Schedule RC-B, column A)	1754	163,981	2.a.
b. Available-for-sale securities (from Schedule RC-B, column D)	1773	1,225,605	2.b.
3. Federal funds sold and securities purchased under agreements to resell	1350	64,215	3.
4. Loans and lease financing receivables:	//////////		
a. Loans and leases, net of unearned income (from Schedule RC-C)	RCFD 2122	7,645,214	4.a.
b. LESS: Allowance for loan and lease losses	RCFD 3123	119,067	4.b.
c. LESS: Allocated transfer risk reserve	RCFD 3128	0	4.c.
d. Loans and leases, net of unearned income, allowance, and reserve (item 4.a minus 4.b and 4.c)	2125	7,526,147	4.d.
5. Trading assets (from Schedule RC-D)	3545	2,935	5.
6. Premises and fixed assets (including capitalized leases)	2145	136,769	6.
7. Other real estate owned (from Schedule RC-M)	2150	1,773	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	2155	21,101	9.
10. Intangible assets (from Schedule RC-M)	2143	218,157	10.
11. Other assets (from Schedule RC-F)	2160	179,208	11.
12. Total assets (sum of items 1 through 11)	2170	9,983,518	12.

(1) Includes cash items in process of collection and unposted debits.
 (2) Includes time certificates of deposit not held for trading.

Legal Title of Bank: Star Bank, N.A.
 Address: 425 Walnut Street
 City, State Zip: Cincinnati, OH 45201
 FDIC Certificate No.: 10615418

Call Date: 3/31/97 ST-BK: 39-1240 FrIEC 03i
 Page RC-2

Schedule RC--Continued

	Dollar Amounts in Thousands		////// Bil Mil Thou	
LIABILITIES			//////	
13. Deposits:			//////	
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I)			//////	
(1) Noninterest-bearing(1)	RCON 6631	1,534,483	//////	13.a.(1)
(2) Interest-bearing	RCON 6636	6,380,537	//////	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II)			//////	
(1) Noninterest-bearing	RCFN 6631	0	//////	13.b.(1)
(2) Interest-bearing	RCFN 6636	25,559	//////	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase	RCFD 2800	831,632	//////	14.
15. a. Demand notes issued to the U.S. Treasury	RCON 2840	2,497	//////	15.a.
b. Trading liabilities (from Schedule RC-D)	RCFD 3548	0	//////	15.b.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases):			//////	
a. With a remaining maturity of one year or less	RCFD 2332	939	//////	16.a.
b. With a remaining maturity of more than one year	RCFD 2333	0	//////	16.b.
17. Not applicable			//////	
18. Bank's liability on acceptances executed and outstanding	RCFD 2920	21,101	//////	18.
19. Subordinated notes and debentures(2)	RCFD 3200	247,437	//////	19.
20. Other liabilities (from Schedule RC-G)	RCFD 2930	163,603	//////	20.
21. Total liabilities (sum of items 13 through 20)	RCFD 2948	9,207,788	//////	21.
22. Not applicable			//////	
EQUITY CAPITAL			//////	
23. Perpetual preferred stock and related surplus	RCFD 3838	0	//////	23.
24. Common stock	RCFD 3230	18,200	//////	24.
25. Surplus (exclude all surplus related to preferred stock)	RCFD 3839	266,382	//////	25.
26. a. Undivided profits and capital reserves	RCFD 3632	490,013	//////	26.a.
b. Net unrealized holding gains (losses) on available-for-sale securities	RCFD 8434	1,135	//////	26.b.
27. Cumulative foreign currency translation adjustments	RCFD 3284	0	//////	27.
28. Total equity capital (sum of items 23 through 27)	RCFD 3210	775,730	//////	28.
29. Total liabilities, limited-life preferred stock, and equity capital (sum of items 21 and 28)	RCFD 3300	9,983,518	//////	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 1996

	Number
RCFD 6724	2

- 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.

SECRETARY'S CERTIFICATE

STAR BANK, NATIONAL ASSOCIATION

I, Jennie P. Carlson, do hereby certify that:

1. I am the duly elected, qualified and acting Senior Vice President, General Counsel and Secretary of Star Bank, National Association (the "Bank");
2. The attached Resolution has been adopted by the Board of Directors of the Bank held Tuesday, March 11, 1997 and remains in full force and effect.

Signed this 28th day of May, 1997.



Jennie P. Carlson
Senior Vice President, General Counsel and
Secretary

AUTHORIZATION RESOLUTIONS: Signature authorizations for the conduct of business of the Bank were next considered and it was duly resolved

1. THAT certified, cashier's and other official checks or drafts, receipts, proxies, instructions to correspondent banks, certificates of deposit, instruments transferring or disbursing funds, instruments transferring tangible personal property, instruments relating to the transfer of bearer securities, guarantees of signatures, Individual Retirement Account Agreements, authentication of bonds or other evidences of obligations wherefore this Bank acts as trustee or agent, authentications of certificates for stock wherefore this Bank acts as transfer agent or registrar, and dividend and land trust rental checks wherefore this Bank acts as disbursing agent shall require the signature or action of either an officer of this Bank or of an employee designated by the Board of Directors or its Executive Committee for that purpose;
2. THAT agreements and contracts made with respect to loans and discounts made by this Bank, leases of all types to and from the Bank, agreements and contracts made with respect to the opening of brokerage accounts for the purchase and sale of securities on behalf of customers of the Bank, and agreements, contracts, certifications and applications made with respect to normal operations of this Bank (except as covered by any other paragraph of this resolution) shall require the signature of one senior officer or of an employee designated by the Board of Directors or its Executive Committee for that purpose;
3. THAT letters of credit issued by this Bank, or transfers of registered bonds or other evidence of indebtedness and shares of stock owned by the Bank shall require the signatures of two officers, one of which shall be that of a senior officer;
4. THAT instruments executed by this Bank as fiduciary (except as covered by paragraph 1 above) shall require the signature of one senior officer or of two officers or of any employee designated by the Board of Directors or its Executive Committee for that purpose;
5. THAT instruments conveying real property acquired by the Bank through foreclosure, sheriff's sale, deed in lieu of foreclosure or similar process shall require the signature of the Chairman of the Board, the President, any Executive Vice President or any Senior Vice President or of an employee designated by the Board of Directors or Executive Committee for that purpose;
6. THAT instruments conveying, acquiring, selling, or leasing real estate or leasehold interests in real estate by or for this Bank (except as covered by paragraph 5 above) shall require the signature of the Chairman of the Board or the President, or of an officer specifically designated by either one of them in writing for that purpose;
7. THAT instruments evidencing indebtedness incurred by this Bank through borrowing shall require the signatures of the officers designated by the Board of Directors or its Executive Committee in the resolutions authorizing such borrowing;
8. THAT the Chairman of the Board, the President, any Executive Vice President, any Senior Vice President, or Vice President, each be and hereby is authorized to sign for and on behalf of this Bank and to affix the seal of this Bank on proposals, contracts and bonds relating to the deposit of public funds with the Bank and the pledging of securities as collateral for such deposits;
9. THAT the Chairman of the Board, the President, any Executive Vice President, or any Senior Vice President, or the Controller, each be and hereby is authorized to open and close accounts

with other financial institutions and to sign for and on behalf of this Bank written agreements with other financial institutions as a condition to such other financial institutions performing custody, wire transfer of funds or other services for this Bank and to designate other officers and/or employees to give verbal or written instructions under such agreements;

10. That agreements and contracts made with respect to the purchase, sale, pledging or trading of securities or other instruments shall require the signature of the Chairman of the Board, the President, the Executive Vice President and Chief Financial Officer, or of an officer specifically designated by either one of them in writing for that purpose;
11. THAT any officer of this Bank or any other employee of this Bank designated by the Board of Directors or its Executive Committee to have authority to sign instruments may sign over the words "authorized signature" without designating the office held by such officer or employee;
12. THAT, for the purpose of this resolution, the term "senior officer" shall include each of the following, namely: Chairman of the Board the President, each Executive Vice President, each Senior Vice President, each Vice President, the Controller, each Trust Officer elected by the Board of Directors and each Trust Investment Officer;
13. THAT whenever "signature" is referred to herein, the term in the case of a senior officer shall also be deemed to include a facsimile signature of such senior officer;
14. THAT this resolution supersedes all resolutions of prior dates with respect to signatures required on instruments executed by this Bank.

Authorized employees are identified in the attached schedule.

The following resolutions were adopted with respect to authorized signers for the Trust Division of the Bank.

RESOLVED, That the employees identified in the attached schedule have been designated by the Board or its Executive Committee to sign for and on behalf of this Bank, all official Trust Division checks or drafts, receipts, debits or credits transferring or disbursing funds to or from Trust Division accounts, and guarantees of signatures; and

That the employees of the Bank identified in the attached schedule have been authorized to sign the name of this Bank as transfer agent or registrar on certificates for stock of any corporation for which this Bank is acting as transfer agent or registrar and to sign or countersign on behalf of this Bank, checks issued in payment of dividends, land trust rental or interest in registered bonds when such checks carry a legend showing the purpose of such checks, warrants, receipts, legends and records of registration, required in connection with the duties of this Bank as transfer agent, registrar, depository or other agent in connection with the issuance or transfer of bonds or stock of any such corporation. Where a certificate or other document requires two or more signatures for or on behalf of this Bank, signatures of two separate officers or other authorized employees are required; and

That the employees of the Bank identified in the attached schedule have been designated by the Board or its Executive Committee to sign for and on behalf of this Bank, certified, cashier's and other official checks or drafts, receipts, debits or credits transferring or disbursing funds, Individual Retirement Account Agreements, certificates of deposit, certification of registered securities, and guarantees of signatures.