

Commnty. 6/16/04 J.C.

DEPOSITORY BANK RESOLUTION

AND NOW, this 16th day of June 2004, comes the COUNTY OF DAUPHIN, a County of the Third Class of the Commonwealth of Pennsylvania, having its principal place of business located at 2 South Second Street, Harrisburg, Pennsylvania 17101 and COMMERCE BANK, a financial institution authorized to do business within the Commonwealth of Pennsylvania, having its principal place of business situate at 100 Senate Avenue, Camp Hill, Pennsylvania 17011 and make the following declarations:

WHEREAS, the County of Dauphin is desirous of establishing a depository bank account, with a financial institution authorized to conduct business in the Commonwealth of Pennsylvania, in accordance with the provisions of the County Code, as set forth at 16 P.S. § 1762, on which checks, drafts, advices of debit, notes and other orders or instruments of payment could be drawn; and

WHEREAS, the Treasurer of the County of Dauphin, concurs in this desire, on the part of the County of Dauphin to establish a depository account with a financial institution on which checks, drafts, advices of debit, notes and other orders or instruments of payment could be drawn; and

WHEREAS, Commerce Bank is a financial institution authorized to do business in the Commonwealth of Pennsylvania and can and does provide the banking services that the County of Dauphin is desirous of securing; and

WHEREAS, in accordance with the provisions of applicable law, Commerce Bank has agreed furnished an individual collateral account, in an amount equal to the deposits of the County with Commerce Bank, which account is to be held by the Federal Reserve Bank of Philadelphia pursuant to a letter dated 7 June 2004 from Commerce Bank to Dauphin County, the contents of which letter are incorporated herein, by reference thereto, as if fully set forth at length hereinbelow, as well as a Pledgee Agreement Form executed in conjunction herewith, the contents whereof are incorporated herein, by reference thereto, as if fully set forth hereinbelow ; and

WHEREAS, the Treasurer of Dauphin County is agreeable to the designation and selection of Commerce Bank as an approved depository institution for the County of Dauphin; and will, upon the execution hereof, transfer the funds designated for deposit with Commerce Bank to that institution; and

WHEREAS, the County of Dauphin and the County Treasurer, desire to appoint certain authorized signatories for the account to be established with Commerce Bank.

NOW, THEREFORE, BE IT RESOLVED, that Commerce Bank, at any one or more of its offices or branches be and hereby is designated as the Financial Institution of and depository for the funds of the County of Dauphin, which funds may be withdrawn on checks, drafts, advices of debit, notes or other orders for payment of monies bearing the one (1) of the signatures of the following panel of authorized officers or employees of the County of Dauphin: Deputy Treasurer, Accountant, Accountant Assistant II or Budget Director. The Financial Institution is authorized to honor and pay the same whether or not they are payable to the bearer or to the individual order of any Agent or Agents signing the same.

Name and Title or Position

Signature

Barbara Carney, Deputy TreasurerBarbara A CarneyTeresa Sikorsky, Treasurer AccountantTeresa H SikorskyHilary Wenrich, Treasurer Accounting Asst.Hilary WenrichMichael Yohe, Budget DirectorMichael Yohe

BE IT FURTHER RESOLVED, that the Financial Institution is hereby directed to accept and pay without further inquiry any item drawn against any of the County of Dauphin's accounts with the Financial Institution bearing the signature or signatures of one of the Agents, authorized above, even though drawn or endorsed to the order of such Agent signing or tendering the instrument for cashing or in payment of the individual obligation of such Agent or for deposit into the Agent's individual account, and the Financial Institution shall not be required or be under any obligation to inquire as to the circumstances of the issue or use of any item signed in accordance with the resolutions contained herein, or the application or disposition of such item or the proceeds thereof.

BE IT FURTHER RESOLVED, that any one of such Agents is authorized to endorse all checks, drafts, notes and other items payable to or owned by the County of Dauphin for deposit with the Financial Institution or for collection or discount by the Financial Institution, and to accept drafts and other items payable at the Financial Institution.

BE IT FURTHER RESOLVED, that Commerce Bank is authorized to conduct Check Card/ATM Card transactions in accordance with Commerce Bank's Business Check Card Agreement and Business Check Card Terms and Conditions.

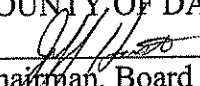
BE IT FURTHER RESOLVED, that the above-named Agents are authorized and empowered to execute such other agreement, including, but not limited to, special depository agreement and arrangements regarding the manner, conditions, or purposes for which funds, checks or items of the County of Dauphin may be deposited, collected or withdrawn and to perform such other acts as they deem reasonable and necessary to carry out the provisions of these resolutions.

BE IT FURTHER RESOLVED, that the authority hereby conferred upon the above-named Agents shall be and remain in full force and effect until written notice of the revocation thereof shall have been delivered to and received by the Financial Institution at each location where an account is maintained.

IT IS FURTHER CERTIFIED that the persons named above occupy the position set forth opposite their respective names and signatures; that the foregoing resolutions now stand of record in the books of the County of Dauphin; that they are in full force and effect and have not been modified in any manner whatsoever.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals on the date first above written.

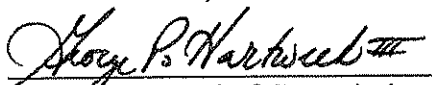
COUNTY OF DAUPHIN

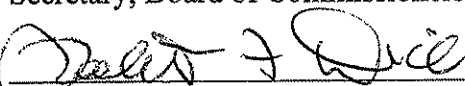

Chairman, Board of Commissioners

COMMERCE BANK


(SEAL)

Vice-Chairman, Board of Commissioners


Secretary, Board of Commissioners


County Treasurer

(SEAL)