



Officer's Certification
 (Public/Governmental Entity)
 (Business Credit Card)

Public/Governmental Entity (herein "Entity"): TOWN OF CLAYTON
 State of Organization: NEW YORK
 Principal Address of Business: 405 Riverside Drive Clayton, NY 13624

This certificate is delivered to KeyBank, National Association (herein "KeyBank") in connection with the application for or administration of a KeyBank credit card. The undersigned hereby certifies that he/she is the secretary or other authorized officer of the Board of Trustees/Council (or such other governing body (herein the "Governing Body") as is authorized to approve lending arrangements and to transact or delegate the authority to transact the banking business of the Entity) of the Entity, which is duly organized, validly existing and in good standing under the laws applicable to the Entity, with its principal place of business at the above address. The undersigned certifies that the Governing Body has passed resolution(s)/ordinance(s) (herein the "Resolutions") specifically authorizing Entity to establish the Program and its operation as more fully described below and that such resolution(s)/ordinance(s) is/are now in full force and effect, and said proceedings and the resolution(s)/ordinance(s) adopted thereby are in conformity with and do not in any respect contravene the provisions of applicable statutes, regulations, administrative code or any other document governing the Entity, and are the only resolutions adopted by the Governing Body in relation to the subject matter thereof and were duly adopted in accordance with the provisions of the laws and regulations governing Entity. The Resolutions have not been rescinded, amended or otherwise modified since the date of their adoption and are in full force and effect on the date hereof. The undersigned Officer certifies that the Resolutions encompass the following terms, conditions and representations set forth below and that this certification of the content of such Resolution may be relied on by KeyBank in continuing to extend credit to Entity.

Officer's Certifications:

- The Governing Body has determined that it is in the best interests of the Entity to obtain and establish a corporate credit card program from KeyBank, which program may consist of one or more credit card accounts with one or more authorized users being provided an access device in the form of credit cards for such account (the "Program"), provided that the maximum amount of revolving credit extended under such Program will not exceed \$ 5500 (herein the "Maximum Credit Limit").
- The Governing Body has reviewed the documentation necessary to maintain the credit card Program from KeyBank including the Business Credit Card Application, the Cardmember Agreement, and any other documentation and disclosures provided by KeyBank to Entity (collectively the "Documentation").
- The Governing Body has determined that the credit card Program is hereby authorized; is budgeted for; and is an appropriate expenditure for the Entity.
- The Governing Body does hereby authorize the Entity (i) to apply to KeyBank to establish the Program, (ii) to enter into the Program with KeyBank where such Program is a revolving credit arrangement with no set termination date, bearing the interest rates, fees and other terms as set forth in the Documentation, and which rates, fees and other terms are subject to change in accordance with the provisions of the Documentation, and (iii) to maintain the Program in accordance with the Documentation provided that the maximum amount of credit to be extended under the Program shall not exceed the Maximum Credit Limit.
- The Governing Body represents there are no provisions of any law, or any certificate of incorporation, charter or bylaws, or any agreement of any kind binding upon the Entity that prohibit the Entity from entering into and performing its obligations under the Documentation, which Documentation shall constitute binding obligations of the Entity.
- The Governing Body recognizes that KeyBank is the issuer of the credit card accounts established under the Program and that such accounts will be opened in the name of the Entity. The Governing Body hereby authorizes any one (1) of the authorized officers listed below (herein referred to as an "authorized officer" or an "Officer") to (i) execute and deliver all necessary applications, instruments, agreements, schedules, certificates and directions as may be required, all of which shall become part of the Documentation, (ii) open and close accounts, and (iii) to further designate other authorized representatives to provide day-to-day operational instruction and direction to KeyBank for maintenance of the Program, such operational instruction to include the ability to designate new authorized users of credit cards under the Program, to cancel authorized users from the Program, to adjust the spend limit assigned to an authorized user, among other things. Each of the persons named below is a duly elected, qualified and acting officer of the Entity holding the office or offices set forth opposite his or her name, the signature appearing opposite each name below is the true and genuine signature of that person, and each of the persons named below is authorized to execute and deliver on behalf of the Entity, each document to which the Entity is a party and all other agreements, documents and certificates to be delivered by the Entity pursuant thereto. The execution signature of any one (1) of the authorized officers below shall be conclusive evidence of the Entity's approval of the terms and conditions contained in such Documentation.

Name	Signature	Officer Title
<u>Justin A. Taylor</u>		<u>Supervisor</u>
<u>Christopher D. Matthews</u>		<u>Deputy Supervisor</u>
<u>Kathleen E. LaClair</u>		<u>Town Clerk</u>

7. The Governing Body hereby resolves that KeyBank may accept instructions from an authorized representative designated by an authorized officer and may conclusively assume that all actions of an authorized representative are authorized by the Entity until receipt by KeyBank of a written notice to the contrary, in accordance with the provisions of the Documentation. Notwithstanding the foregoing, only authorized officers are authorized by the Governing Body to make request for an increase in the maximum amount of revolving credit extended under the Program. Notwithstanding the foregoing, an authorized officer would be required to receive additional authority from this Governing Body to request an increase in the maximum amount of revolving credit extended under the Program.
8. The Governing Body hereby directs the Entity to establish reasonable policies and procedures to ensure that all employees of the Entity are using the credit cards established under the Program for business purposes only. The Governing Body recognizes that KeyBank is not responsible for reviewing the transactions of Entity employees for compliance with the business purpose usage of the credit cards under the Program. The Governing Body authorizes KeyBank to process and pay all transactions of cardholders under the Program without inquiry as to the circumstances of the use of the credit cards, subject to the terms of the Documentation.
9. The Governing Body acknowledges that the cash advance feature for the Entity shall be turned off and no cash advances will be available to employees of the Entity.
10. The Governing Body acknowledges that the balance transfer feature for the Entity shall be turned off and no balance transfers will be available to employees of the Entity.
11. The Governing Body hereby resolves that all present and future rules and regulations of KeyBank governing the Program, including without limitation all accounts thereunder, are hereby assented to and shall be binding upon the Entity, and further resolves that all statements and other correspondence to the Entity may be delivered to Entity by mailing the same to the last known address of the Entity as shown by the records of KeyBank or by delivering the same to any authorized officer or authorized representative and any and all such deliveries by KeyBank shall constitute a good and valid delivery to the Entity.
12. The Governing Body hereby resolves that this certification shall remain in full force and effect until written notice of an amendment or rescission shall have been received by KeyBank, and that receipt of notice shall not affect action taken by KeyBank prior to such receipt, and that all previous authorizations for the signing and honoring of items are hereby ratified and continued in full force and effect.
13. The Governing Body hereby resolves that any and all actions heretofore taken by any officer or director of the Entity by any person or persons designated to act by a director or officer of the Entity in connection with the negotiations, execution, delivery and performance of any of the transactions contemplated by the foregoing resolutions, which would have been authorized by the foregoing resolutions except that such actions were taken prior to the adoption of the foregoing resolutions, are hereby severally authorized, ratified, approved, confirmed and adopted as being actions of the Entity.

IN WITNESS WHEREOF, the undersigned secretary or other authorized officer of the Governing Body has executed this Officer's Certificate on behalf of the Entity as of this 24th day of September, 2014.

Day Month, Year

Town of Clayton

Entity Name

By Kathleen E. LaClair

Officer's Name: Kathleen E. LaClair

Title: Town Clerk

The undersigned authorized officer of the Governing Body hereby certifies that the person named above is the duly elected, qualified and acting secretary or other authorized officer of Governing Body, and that the signature appearing above is [his/her] true and genuine signature.

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate on behalf of the Entity as of the date set forth above.

Town of Clayton

Entity Name

By Justin A. Taylor

Officer's Name: Justin A. Taylor

Title: Town Supervisor