



Corporate Deposit Resolution

I, Debra M. Lane, hereby certify that I am the duly elected Secretary/Clerk of

Town of Cape Elizabeth

(the "Corporation") a Corporation duly organized and existing under the laws of the State of Maine and keeper of the records and corporate seal of said Corporation. I also certify that the following is a true and correct copy of resolutions duly adopted by unanimous written consent without holding a meeting of the Board of Directors of said Corporation, pursuant to 13-C M.R.S.A. section 822, or at a regular meeting of the Board of Directors of said Corporation in which a quorum was present and held in accordance with applicable law, its Articles of Incorporation and the By-Laws of said Corporation and any agreement by which it is bound, at its offices at 320 Ocean House Road, Cape Elizabeth, ME on the 15 day of August 2008. Each resolution is now in full force and effect; and shall remain in full force and effect until a Certificate of a duly adopted modifying or terminating Resolution of this Corporation has been delivered to, and acknowledged by, GORHAM SAVINGS BANK ("the Bank").

Resolved:

All Authorized Persons of this Corporation whose names and signatures appear below are authorized for and on behalf of this Corporation to open, maintain and/or close a depository account or accounts of the Corporation with the Bank, including safe deposit boxes, subject to the terms and conditions specified in the applicable Account Agreement(s), and to endorse and deposit with said Bank negotiable instruments or other orders for the payment of money, which endorsements may be made in writing or by stamp and without designation of the person endorsing;

All Authorized Persons named whose signatures appear below are authorized for and on behalf of the Corporation to sign checks and orders for the payment of money withdrawing funds from a depository account or accounts regardless of whether such action will create or increase an overdraft of the involved account (payment or nonpayment of an item which would create an overdraft of the involved account shall be at the sole option of the Bank) and are authorized to access any safe deposit box held by the Corporation;

All Authorized Persons named whose signatures appear below can endorse for negotiation, negotiate, and receive the proceeds of any negotiable instruments or orders for the payment of money payable to or belonging to the Corporation, can approve, endorse, guarantee and identify the endorsement of any payee or any endorser of any checks or drafts whether drawn by the Corporation or anyone else and can guarantee the payment of any checks or drafts, and can delegate to others the authority to identify, endorse, approve and guarantee the endorsement of any payee or endorser on any such checks or drafts and to guarantee the payment of any such checks or drafts;

All Authorized Persons whose signatures appear below are authorized for and on behalf of the Corporation to enroll the Corporation in the Bank's Online Banking & Bill Payer Service and its Cash Manager business banking system; to execute such documents as the Bank may require in connection therewith, including but not limited to the execution of the Bank's standard Commercial Funds Transfer Agreement, and the Automated Clearing House Payment Agreement, to the extent applicable; and to designate the Authorized Representatives of this Corporation for purposes of engaging in such activities and transactions and accessing such related or underlying accounts as may be available via the system and these Agreements.;

All Authorized Persons named whose signature appear below can establish, manage, maintain or terminate sweep/repurchase agreements for and on behalf of the Corporation.

The Bank shall have no liability for any delay in the presentment or return of any negotiable instrument or other order for payment of money that is not properly endorsed;

The Bank is directed and authorized to act upon any inquiry of any Authorized Persons regarding the account; to act upon and honor any withdrawal instructions issued and to honor, pay and charge to any account(s) of the Corporation, all checks or orders for the payment of money so drawn when signed consistent with this Resolution without inquiring as to the disposition of proceeds or the circumstances surrounding the issuance of the check or order for the payment of the money involved, however such item is made payable, endorsed, negotiated, deposited or tendered;

This certification shall remain in full force and effect, and the Bank can rely on the information contained herein until such time as notice in writing is received promptly relating any change(s) in the forgoing resolutions or the instructions given therein, including authorization of the use of a designated facsimile signature device, and any and all changes of Authorized Persons.



<u>Name/Title</u>	<u>Signature</u>
Michael K. McGovern, Town Manger	
Pauline Aportria, School Business Manager	

It is Further Resolved,

that the Corporation certifies to the Bank:

All items deposited with prior endorsements are guaranteed by the Corporation;

The Bank is authorized and requested to honor checks, drafts or other orders for the payment of money drawn in the Corporation's name, including those drawn to the individual order of any person or persons whose name or names appear on any checks, drafts or other orders for the payment of money, as signer or signers of the checks, drafts or other orders for the payment of money, one bearing or purporting to bear the facsimile signature of all Authorized Persons named whose signatures appear above and to allow access of any person(s) whose name(s) appear above to any safe deposit box held by the Corporation;

The Bank shall be entitled to honor and charge the Corporation for all such checks, drafts or other orders regardless of by whom or by what means that facsimile signature(s) may have been affixed, if such facsimile signature(s) resemble facsimile specimens duly certified to or filed with the Bank by any of the named Authorized Persons;

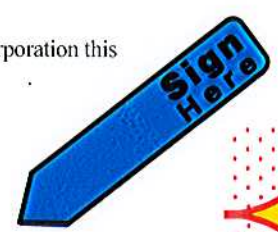
The Bank shall be indemnified for any claims, expenses or losses resulting from the honoring of any signatures certified or refusing to honor any signature not so certified or the granting of access of any person(s) whose name(s) appear below to any safe deposit box held by the Corporation;

Notwithstanding any modification or termination of the power of any Authorized Persons or other person to represent the Corporation, this Resolution shall remain in full force and bind the Corporation and its legal representatives, heirs and the Corporation's successors or assigns until written notice to the contrary shall have been received by the Bank from an Authorized Person or its Secretary/Clerk, and a receipt of such notice shall not affect any action taken by the Bank prior to receipt of such notice and reliance on this Resolution;

Notwithstanding any of the provisions of this Resolution and the knowledge of the Bank of the dissolution of the Corporation, the Bank may continue to honor any remaining signatures certified, except as to such matters concerning which the Bank shall have received notice signed by or on behalf of the Corporation that the same are not in connection with the winding up of the Corporation's affairs. All prior acts of officers or agents on behalf of the Corporation are ratified.

WITNESS my hand and the seal of the Corporation this _____ day of _____, 200_____.

(SEAL)



Secretary/Clerk of the Corporation
Debra M. Lane