

2014-45

RESOLUTION OF GOVERNING BODY

LESSEE: Town of Griffith

At a duly called meeting of the governing body of Lessee held on the 3<sup>RD</sup> day of NOVEMBER, 2014, the following resolution was introduced and adopted.

RESOLVED, whereas the governing body of Lessee has determined that a true and very real need exists for the acquisition and financing of the Equipment described in Schedule No. 8023146 pursuant to Master Lease Agreement No. 850039719, dated October 24, 2014 (collectively, the "Agreement") presented to this meeting; and

WHEREAS, the governing body of Lessee has taken the necessary steps, including any legal bidding requirements under applicable law to arrange for the acquisition and financing of such Equipment,

WHEREAS, the governing body hereby directs its legal counsel to review the Agreement and negotiate appropriate modifications to said Agreement so as to assure compliance with state law and local statutory law, prior to execution of the Agreement by that person so authorized by the governing body for such purposes,

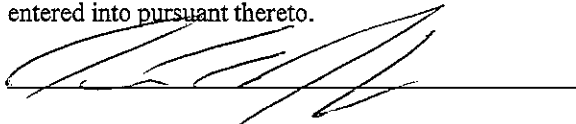
BE IT RESOLVED, by the governing body of Lessee that the terms of said Agreement are in the best interests of Lessee for the acquisition and financing of such Equipment, and the governing body of Lessee designates and confirms the following person to execute and deliver the Agreement, including the Schedule to be entered into pursuant thereto, and any related documents necessary to the consummation of the transactions contemplated by the Agreement, including any Notice and Acknowledgment of Assignment by Lessee (if required in connection with such transaction).

RESOLVED, the acquisition, installation and financing of the Equipment, under the terms and conditions provided for in the Agreement and the Schedule to be entered into pursuant thereto is necessary, convenient, in the furtherance of, and will at all times be used in connection with, Lessee's governmental and proprietary purposes and functions and are in the best interests of Lessee, and no portion of the Equipment will be used directly or indirectly in any trade or business carried on by any person other than a governmental unit of the State on a basis different from the general public.

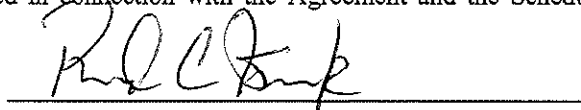
RESOLVED, the form, terms and provisions of the Agreement (including the Schedule), and the other documents and instruments in connection therewith are hereby approved in the forms presented at this meeting, with such insertions, omissions and changes (including changes in the final equipment configuration and resulting equipment cost) as shall be approved by the COUNCIL PRESIDENT of the Lessee (Authorized Officers) executing the same, the execution of such documents being conclusive evidence of such approval. The Authorized Officers of the Lessee are each hereby authorized and directed to sign and deliver the Agreement, the Schedule to be entered into pursuant thereto, and any related exhibits attached thereto if and when required. The Authorized Officers may sign and deliver the Agreement and the Schedule to the Lessor on behalf of the Lessee pursuant to the Agreement on such terms and conditions (together with such insertions, omissions and changes) as they shall determine are in the best interests of the Lessee.

RESOLVED, the Authorized Officers and other officers and employees of the Lessee shall take all action necessary or reasonably required to carry out, give effect to and consummate the transactions contemplated by the Agreement (including, but not limited to, the execution and delivery of the certificates contemplated therein, including appropriate arbitrage certifications, IRS information reporting returns (including, without limitation, Form 8038, if applicable) and designation of the lease contemplated by the Agreement and Schedule as bank qualified) and to take all action necessary on conformity therewith, including, without limitation, the execution and delivery of

any closing and other documents required to be delivered in connection with the Agreement and the Schedule entered into pursuant thereto.

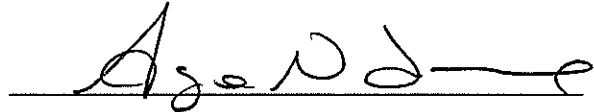


Signature & Title of Party to Sign Agreement and Exhibits



Signature & Title of Party to Sign Delivery and Acceptance Certificate

*Full Force and Effect.* The undersigned further certifies that the above resolution has not been repealed or amended and remains in full force and effect and further certifies that the above and foregoing Agreement is the same as presented at said meeting of the governing body of Lessee.



Board Secretary/Clerk

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