

RESOLUTION NO. 2006-04

RESOLUTION AND CERTIFICATE OF INCUMBENCY

Municipality/Lessee:

WHEREAS, the Municipality is a political subdivision of the State in which Municipality is located in Indiana and is duly organized and existing pursuant to the Constitution and laws of the State.

WHEREAS, pursuant to applicable law, the governing body of the Municipality, the Town of Nashville, is authorized to acquire, dispose of and encumber real and personal property, including, without limitation, rights and interest in property, leases and easements necessary to the functions or operations of the Municipality.

WHEREAS, the Governing Body hereby finds and determines that the execution of one or more Master Lease-Purchase Agreements or lease schedules (“Leases”) in the principal amount not exceeding the amount stated above for the purpose of acquiring the property (“Equipment”) to be described in the Leases is appropriate and necessary to the functions and operations of the Municipality.

WHEREAS, National City Commercial Capital Corporation (“Lessor”) shall act as Lessor under said Leases.

NOW, THEREFORE, Be It Ordained by the Governing Body of the Municipality:

Section 1. Either the Nashville Town Council President OR the Nashville Acting Town Superintendent (each an “Authorized Representative”) acting on behalf of the Municipality, is hereby authorized to negotiate, enter into, execute, and deliver one or more Leases in substantially the form set forth in the document presently before the Governing Body, which document is available for public inspection at the office of the Municipality. Each Authorized Representative acting on behalf of the Municipality is hereby authorized to negotiate, enter into, execute, and deliver such other documents relating to the Lease as the Authorized Representative deems necessary and appropriate. All other related contracts and agreements necessary and incidental to the Leases are hereby authorized.

Section 2. By a written instrument signed by any Authorized Representative, said Authorized Representative may designate specifically identified officers or employees of the Municipality to execute and deliver agreements and documents relating to the Leases on behalf of the Municipality.


Section 3. The aggregate original principal amount of the Leases shall not exceed the amount stated above and shall bear interest as set forth in the Leases and the Leases shall contain such options to purchase by the Municipality as set forth therein.

Section 4. The Municipality's obligations under the Leases shall be subject to annual appropriation or renewal by the Governing Body as set forth in each Lease and the Municipality's obligations under the Leases shall not constitute general obligations of the Municipality or indebtedness under the Constitution or laws of the State.

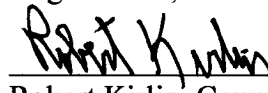
Section 5. As to each Lease, the Municipality reasonably anticipates to issue not more than \$10,000,000.00 of tax-exempt obligations (other than "private activity bonds" which are not "qualified 501(c)(3) bonds") during the fiscal year in which each such Lease is issued and hereby designates each Lease as a qualified tax-exempt obligation for purposes of Section 265(b) of the Internal Revenue Code of 1986, as amended.

Section 6. This resolution shall take effect immediately upon the adoption and approval.

Section 7. I, the undersigned Clerk-Treasurer identified below, does hereby certify that I am the duly elected Clerk-Treasurer of the above Municipality, a political subdivision duly organized and existing under the laws of the State where Lessee is located, that I have the title stated below, and that, as of the date hereof, the individuals named below are the duly elected officers of the Lessee holding the offices set forth opposite their respective names.

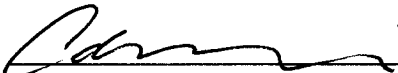


Roger Kelso, Council President Yea Nay Abstain



Robert Kirlin, Council Vice President Yea Nay Abstain

R. Dale Cassiday, Council Member Yea Nay Abstain




Charles King, Council Member Yea Nay Abstain



Arthur Omberg, Council Member Yea Nay Abstain

ATTEST:



Brenda Young, Clerk-Treasurer

ADOPTED AND APPROVED on this 20th day of April, 2006.

The undersigned Clerk-Treasurer of the above-named Municipality hereby certifies and attests that the undersigned has access to the official records of the Governing Body of the Municipality, that the foregoing resolutions were duly adopted by said Governing Body of the Municipality at a meeting of said Governing Body and that such resolutions have not been amended or altered and are in full force and effect on the date stated below.

LESSEE:

Brenda Young
Brenda Young, Clerk-Treasurer

SEAL:

Printed Name: BRENDA YOUNG

Official Title: CLERK-TREASURER

DATE: 4-20-06