

“Authorized Officers”) or other officers of the governing body of Lessee executing the same, the execution of such documents being conclusive evidence of such approval; and the Authorized Officers or other officers of Lessee are hereby authorized and directed to execute, and the Authorized Officers or other officers of Lessee are hereby authorized and directed to attest and countersign the Agreement and the Escrow Fund and Account Control Agreement and any related Exhibits attached thereto and to deliver the Agreement and the Escrow Fund and Account Control Agreement (including such Exhibits) to the respective parties thereto, and the Secretary or other officers of Lessee are hereby authorized to affix the seal of Lessee to such documents.

Section 2. Other Actions Authorized. The officers and employees of Lessee shall take all action necessary or reasonably required by the parties to the Agreement and the Escrow Fund and Account Control Agreement to carry out, give effect to and consummate the transactions contemplated thereby (including the execution and delivery of disbursement requests and any tax certificate and agreement, as contemplated in the Agreement) and to take all action necessary in 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 Escrow Fund and Account Control Agreement.

Section 3. Appointment of Authorized Lessee Representatives. The Authorized Officers of Lessee are each hereby designated to act as authorized representatives of Lessee for purposes of the Agreement and the Escrow Fund and Account Control Agreement until such time as the governing body of Lessee shall designate any additional or different authorized representative for purposes of the Agreement.

Section 4. Information Reporting. Any officer of Lessee is hereby authorized to sign and file or cause to be filed a completed I.R.S. Form 8038-G, “Information Return for Tax-Exempt Governmental Obligations,” as required by Section 149(e) of the Internal Revenue Code of 1986, as amended (the “Code”).

Section 5. Non-Arbitrage Certificate. Any officer of Lessee is hereby authorized to execute a non-arbitrage certificate in order to comply with Section 148 of the Code, and the applicable income tax regulations thereunder.

Section 6. No Personal Liability. No stipulation, obligation or agreement herein contained or contained in the Agreement or the Escrow Fund and Account Control Agreement shall be deemed to be a stipulation, obligation or agreement of any member, officer, agent or employee of Lessee in his or her individual capacity.

Section 7. Actions Ratified, Approved and Confirmed. All acts and doings of the officers of Lessee which are in conformity with the purposes and intents of this Resolution and the execution, delivery and performance of the Agreement and the Escrow Fund and Account Control Agreement shall be, and the same hereby are, in all respects ratified, approved and confirmed.

Section 8. Severability. If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or