

RESOLUTION OF GOVERNING BODY

At a duly called meeting of the governing body of County of Gaston, North Carolina, as Purchaser held in accordance with all applicable legal requirements, including open meeting laws, on the 26th day of January, 2016, the following resolution was introduced and adopted:

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A SCHEDULE TO ITS EXISTING MASTER EQUIPMENT FINANCING AGREEMENT, AND RELATED INSTRUMENTS, AND DETERMINING OTHER MATTERS IN CONNECTION THEREWITH.

WHEREAS, the governing body of County of Gaston, North Carolina ("Purchaser") desires to finance certain equipment (the "Equipment") described in the Schedule of Property No. 3 to the Master Equipment Financing Agreement dated as of February 14, 2013 (collectively, the "Agreement") in an amount not to exceed \$3,320,000 with Banc of America Public Capital Corp ("Lender"), the form of which has been available for review by the governing body of Purchaser prior to this meeting; and

WHEREAS, the Equipment is essential for the Purchaser to perform its governmental functions; and

WHEREAS, Purchaser has taken the necessary steps, including those relating to any applicable legal bidding requirements, to arrange for the acquisition of the Equipment; and

WHEREAS, Purchaser proposes to enter into the Agreement with Lessor substantially in the forms presented to this meeting.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF PURCHASER AS FOLLOWS:

Section 1. It is hereby found and determined that the terms of the Agreement in the forms presented to this meeting and incorporated in this resolution are in the best interests of Purchaser for the acquisition of the Equipment.

Section 2. The Agreement and the acquisition and financing of the Equipment under the terms and conditions as described in the Agreement are hereby approved. The County Manager of Purchaser and any other officer of Purchaser who shall have power to execute contracts on behalf of Purchaser be, and each of them hereby is, authorized to execute, acknowledge and deliver the Agreement with any changes, insertions and omissions therein as may be approved by the officers who execute the Agreement, such approval to be conclusively evidenced by such execution and delivery of the Agreement. The Clerk to the Board of the Purchaser and any other officer of Purchaser who shall have power to do so be, and each of them hereby is, authorized to affix the official seal of Purchaser to the Agreement and attest the same.

Section 3. The proper officers of Purchaser be, and each of them hereby is, authorized and directed to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents and to do or cause to be done any and all other acts and things necessary or proper for carrying out this resolution and the Agreement.

Section 4. The Purchaser's obligation under the Agreement will not be designated as a qualified tax exempt obligation under Section 265(b) of the Internal Revenue Code of 1986, as amended (the "Code"), and therefore such obligation is "non-bank qualified" for purposes of Section 265(b)(3)(ii) of the Code.

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 Agreement executed on behalf of Purchaser is the same as presented at such meeting of the governing body of Purchaser, excepting only such changes, insertions and omissions as shall have been approved by the officers who executed the same.

Date: January 26th, 2016

County of Gaston, North Carolina
Purchaser

By: _____
(Signature of Secretary, Board Chairman or other member of the Governing Body)

Name: Tom Keigher

Title: Chairman of the Board of Commissioners

Attested By: _____

(Signature of one additional person who can witness the passage of this Resolution)

Name: Donna Buff

Title: Clerk to the Board