

**Certificate: Authorizing Resolutions, Incumbency, Appropriation and Essential Use**


In connection with that Municipal Lease Agreement 9938841("Lease") dated and effective as of September 29, 2017 between CARLETON EQUIPMENT COMPANY which, together with any successor or assignee (including Wells Fargo Vendor Financial Services, LLC), is referred to as "Lessor" and TUSCOLA COUNTY, MICHIGAN a political subdivision organized and existing under the Constitution and laws of the State of MICHIGAN which is referred to as "Lessee," the undersigned does hereby certify to Lessor as follows:

Board of Commissioners

1. I am the duly appointed/elected (choose one) and acting Clerk/Secretary of the Tuscola County (give name of agency, if any) ("Governing Body") of Lessee, and I have custody of the records of said Governing Body.

2. The resolutions attached hereto as Exhibit A and made a part hereof are a true and correct copy of the resolutions adopted and ratified by the Governing Body of Lessee according to its rules of procedure at its public meeting held on August 10, 2017 and said resolutions have not been rescinded or modified and are still in full force and effect.

3. The individuals named below are the duly elected or appointed officers of Lessee holding the offices or positions set forth after their names, and that their signatures below are genuine:

Name	Title	Signature
	<u>Chair Board of Commissioners</u>	<u>THOMAS BARBEREN</u>
_____	_____	_____
_____	_____	_____

4. Lessee has an immediate need for and expects to make immediate use of all of the Equipment described in the Lease in the performance of its governmental and proprietary functions and such need is not expected to diminish during the term of the Lease. Specifically, the Equipment will be used as follows: Recycling Operations.

5. All payments due by Lessee under the Lease for the current fiscal year are within the fiscal year budget for the fiscal year ending 2017 and are included within an unrestricted and unencumbered appropriation currently available for the lease/purchase of the Equipment.

6. The Equipment is essential to the immediate performance of a governmental or proprietary function by Lessee within the scope of its authority.

7. There is no litigation, action, suit or proceeding pending or before any court, administrative agency, arbitrator or government body that challenges the organization or existence of Lessee, the authority of its officers, the authorization, approval and/or execution of the Documents (as defined in the Lease), the appropriation of funds in connection therewith for the current fiscal year, or the ability of the Lessee to perform its obligations under the Lease and the transactions contemplated thereby.

[SEAL]

Jodi Gettling L.S.  
(Name of Secretary) Tuscola County Clerk

## RESOLUTION

WHEREAS, TUSCOLA COUNTY, MICHIGAN (the "Lessee") is a validly existing political subdivision of the State of MI (the "State"), existing as such under and by virtue of the Constitution, statutes and laws of the State;

WHEREAS, the Chairman of the Lessee (the "Governing Body") has the power under the laws of the State to lease or purchase personal property for use by the Lessee; and the Governing Body has determined, and hereby determines, that it is in the best interests of the Lessee to enter into a Municipal Lease Agreement with CARLETON EQUIPMENT COMPANY ("Lessor") which lease will be assigned to Wells Fargo Vendor Financial Services, LLC ("Assignee") pursuant to an assignment by Lessor to Assignee (such Municipal Lease Agreement and Assignment are herein together referred to as the "Lease") for the purpose of financing the acquisition of the equipment (the "Equipment") described in Exhibit A to the Lease, and that the use of such Equipment is essential to the Lessee's proper, efficient and economic operation;

WHEREAS, the Governing Body has taken the necessary and appropriate steps under applicable law, including, without limitation, any public bidding requirements, to arrange for the acquisition and financing of the Equipment under the Lease;

WHEREAS, the Lease terminates, and the Lessee's obligations thereunder are extinguished, if the Governing Body fails to appropriate money for the ensuring fiscal year for the payment of the amounts due in such fiscal year;

WHEREAS, there has been presented to the Governing Body the form of the Lease, including Exhibit A thereto, which the Lessee proposes to approve, enter into and deliver, as applicable, to effectuate the proposed financing of the Equipment; and it appears that the Lease and its Exhibit A are in appropriate form and are appropriate instruments for the purposes intended.

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


Section 1. That all actions of the Lessee in effectuating the Lease are hereby approved, ratified and authorized pursuant to and in accordance with the transactions contemplated by the Lease.

Section 2. That sums be and hereby are allocated from the budget of the Governing Body for the fiscal year ending on 2017 sufficient to meet all obligations of the Lessee under the Lease, including without limitation Monthly Rent in the amount of \$699.99 per month.

Section 3. The Governing Body hereby approves the acquisition by the Lessee of the Equipment described in Exhibit A to the Lease, such acquisition to be financed by Lessor/Assignee pursuant to and in accordance with the terms of the Lease, which will be a valid, legal and binding obligation of the Lessee enforceable in accordance with its terms. The form and content of the Lease are in all respects authorized, approved and confirmed and the Chairman of the Lessee, or his designee is authorized, empowered and directed to execute and deliver the Lease and the other Documents (as defined in the Lease) for and on behalf of the Lessee in substantially the form attached hereto, but with such changes, modifications, additions or deletions therein as shall to him seem necessary, desirable or appropriate.

BE IT FURTHER RESOLVED THAT this Resolution take effect from and after its passage.

Approved this 10<sup>th</sup> day of August, 2017.

  
Name: \_\_\_\_\_  
Title: Board of Commissioner Chair

Attachment