

RESOLUTION

Municipality/Lessee: City of Hearne _____

Principal Amount Expected To Be Financed: \$ _____

WHEREAS, the City of Hearne is a political subdivision of the State of Texas in which the City of Hearne is located (the "State") 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 City of Hearne ("City of Hearne Council") 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 City of Hearne.

WHEREAS, the Governing Body hereby finds and determines that the execution of one or more Master Lease-Purchase Agreements ("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 City of Hearne.

WHEREAS, PNC Equipment Finance, LLC ("Lessor") shall act as Lessor under said Leases.

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

Section 1. Either one of the _____ OR _____ (each an "Authorized Representative") acting on behalf of the City of Hearne, 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 City of Hearne. Each Authorized Representative acting on behalf of the City of Hearne 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 City of Hearne to execute and deliver agreements and documents relating to the Leases on behalf of the City of Hearne.

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 City of Hearne as set forth therein.

Section 4. The City of Hearne'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 City of Hearne's obligations under the Leases shall not constitute general obligations of the City of Hearne or indebtedness under the Constitution or laws of the State.

Section 5. As to each Lease, the City of Hearne reasonably anticipates to issue not more than \$10,000,000 of tax-exempt obligations (other than "private activity bonds" which are not "qualified 501(c)(3) bonds") during the current calendar 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 its adoption and approval.

ADOPTED AND APPROVED on this _____, 2017.

The undersigned Secretary/Clerk of the above-named City of Hearne hereby certifies and attests that the undersigned has access to the official records of the Governing Body of the City of Hearne, that the foregoing resolutions were duly adopted by said Governing Body of the City of Hearne 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: _____

Signature of Secretary/Clerk of City of Hearne

[SEAL]

Print Name: _____

Official Title: _____

Date: _____