

STATE OF GEORGIA

COUNTY OF CLAYTON

RESOLUTION 2011 - 90

RESOLUTION OF CLAYTON COUNTY GOVERNMENTAL FINANCE CORPORATION

WHEREAS, the Clayton County Governmental Finance Corporation (the "Corporation") is a nonprofit corporation organized and existing under the laws of the State of Georgia; and

WHEREAS, in order to provide energy savings and conservation measures in Clayton County, Georgia, Clayton County, Georgia (the "County") entered into a Performance Agreement for Comfort from Trane, dated as of April 12, 2011 (the "Performance Contract") between the County and Trane U.S. Inc. ("Trane") pursuant to which Trane agrees (i) to furnish certain services to the County designed to reduce energy consumption and operational costs at certain sites within the County, including particularly the construction and installation of two electric power generators that will utilize methane gas from a County landfill through a methane extraction system, the redesign of certain boilers and the installation of a new hot water pump and two new water heaters at the H.R. Banke Justice Center site, and in each case, the acquisition and installation of associated energy savings and performance equipment (collectively, the "Equipment"); (ii) to perform specified maintenance on such Equipment and facilities; and (iii) to guarantee a specified minimum level of energy savings, and the County agrees to pay Trane a fixed sum for such services to be specified in the Performance Contract and additional sums for maintenance throughout the term of the Performance Contract; and

WHEREAS, in order to finance the cost of the Equipment and related services specified in the Performance Contract, the County desires to enter into a multi-year Master Lease-Purchase Agreement, dated as of June 28, 2011 (together with all addenda, schedules, exhibits, attachments, and supplements thereto, the "Lease Agreement"), between the Corporation and County, under the terms of which the County agrees to pay certain semi-annual payments ("Rent Payments") and the Corporation agrees (i) to provide funds to acquire the Equipment, (ii) to lease the Equipment to the County, and (iii) to deem that upon the payment of all Rent Payments as set forth in any particular Payment Schedule to the Master Lease and the fulfillment of all other conditions thereto, that the County shall own the item or items of Equipment relating thereto; and

WHEREAS, certain of the Corporation's rights and obligations under the Lease Agreement have been assigned and transferred to JPMorgan Chase Bank, N.A. (the "Bank") under the terms of a Purchase and Assignment Agreement, dated as of June 28, 2011 (together with all addenda, schedules, exhibits, attachments, and supplements thereto, the "Assignment"), between the Corporation and the Bank; and

WHEREAS, the Corporation is empowered to enter into the Lease Agreement and the Assignment pursuant to applicable law, including particularly Section 14-3-302 of the Official Code of Georgia Annotated, as amended; and

WHEREAS, Board of Directors of the Corporation has been presented with a form of the following documents:

- (i) the Performance Contract, attached to this Resolution as Exhibit A;
- (ii) the Lease Agreement, attached to this Resolution as Exhibit B;
- (iii) the Lease Schedule, together with its Payment Schedule, dated as of June 28, 2011, attached to this Resolution as Exhibit C;
- (iv) the Assignment, attached to this Resolution as Exhibit D; and
- (v) the Escrow Agreement, dated as of June 28, 2011 (together with all addenda, schedules, exhibits, attachments, and supplements thereto, the "Escrow Agreement"), between the Corporation, the County, and JPMorgan Chase Bank, N.A., in its capacity as escrow agent, attached to this Resolution as Exhibit E.

NOW, THEREFORE, upon motion made, duly seconded and unanimously carried, the Board of Directors of the Clayton County Governmental Finance Corporation resolves as follows:

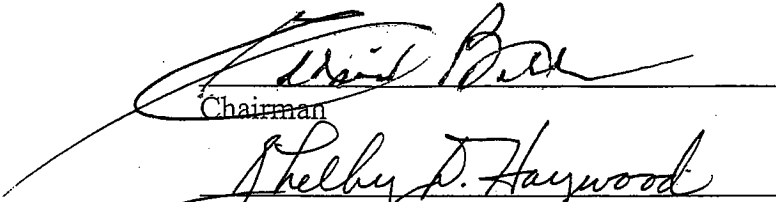
Section 1. Forms of Documents. The Board of Directors of the Corporation hereby approves the forms of the Lease Agreement, the Assignment, and the Escrow Agreement attached hereto as Exhibits B, D, and E, respectively, together with any modifications, additions or changes as the Chairman, President or Secretary-Treasurer shall determine to make, the execution and delivery of such documents by the Chairman, President or Secretary-Treasurer being conclusive of the approval of the Board of Directors of the Corporation of the matters therein contained.

Section 2. Terms. The Board of Directors of the Corporation hereby approves of the terms contained in the Lease Agreement, including, among others, the maximum Acquisition Amount for the Equipment, the associated interest component payable in respect of Rent Payments, and the final Renewal Term, all as further set forth in the Lease Schedule and Payment Schedule attached hereto as Exhibit C.

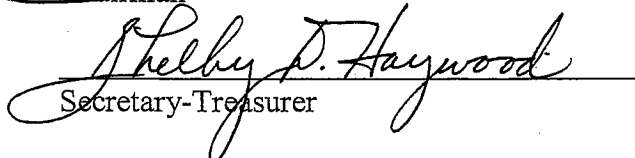
Section 3. Authorization to Execute. The Board of Directors of the Corporation hereby authorizes the Chairman, President or Secretary-Treasurer of the Corporation to execute, deliver and perform, in the name and on behalf of the Corporation, the Lease Agreement, the Assignment, and the Escrow Agreement.

Section 4. General Authority. From and after the date of the adoption of this Resolution, the officers of the Corporation are hereby authorized to do such acts and things, and to execute and deliver all such certificates, documents and agreements, including but not limited to a Non-Arbitrage Certificate, as may be necessary or desirable in connection with the execution, performance and delivery of the Lease Agreement, the Assignment, and the Escrow Agreement. All actions of the officers and agents the Corporation taken in connection with the execution, delivery and performance of the Lease Agreement, the Assignment, and the Escrow Agreement, are hereby ratified and confirmed.

CLAYTON COUNTY GOVERNMENTAL
FINANCE CORPORATION



Chairman



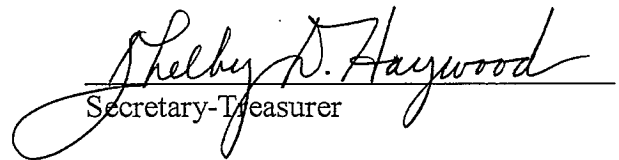
Secretary-Treasurer

Date: June 21, 2011

SECRETARY-TREASURER'S CERTIFICATE

The undersigned Secretary-Treasurer of the Clayton County Governmental Finance Corporation (the "Corporation") DOES HEREBY CERTIFY that the foregoing pages of typewritten matter pertaining to, among other things, the execution, delivery and performance of the Lease Agreement, the Assignment, and the Escrow Agreement, constitute a true and correct copy of the Resolution adopted on June 21, 2011, by the Board of Directors of the Corporation in a meeting duly called and assembled, and that the original of said Resolution appears of record in the Minute Book of the Corporation which is in the undersigned's custody and control.

WITNESS my hand and the official seal of the Corporation, this 21st day of June, 2011.


Secretary-Treasurer