

COUNTY OF CLAYTON

STATE OF GEORGIA

RESOLUTION NO. 2007 – 42

A RESOLUTION AUTHORIZING CLAYTON COUNTY TO ENTER INTO A MASTER EQUIPMENT LEASE WITH CLAYTON COUNTY GOVERNMENTAL FINANCE CORPORATION, TO BE ASSIGNED TO BANC OF AMERICA PUBLIC CAPITAL CORP, PROVIDING FOR THE TERMS AND CONDITIONS UNDER WHICH EQUIPMENT WILL BE LEASED TO THE COUNTY. TO PROVIDE AN EFFECTIVE DATE; AND FOR OTHER PURPOSES.

WHEREAS, Clayton County, Georgia (the “Lessee”), desires to lease certain property (the “Equipment”) from time to time pursuant to the Master Equipment Lease/Purchase Agreement (the “Master Equipment Lease”) with Clayton County Governmental Finance Corporation, to be assigned to Banc of America Public Capital Corp; and

WHEREAS, it is found that the Equipment, and the leasing thereof, is essential to the operation of the governmental functions of Lessee; and

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF CLAYTON COUNTY, GEORGIA AND IT IS HEREBY RESOLVED

Section 1. The Board of Commissioners hereby authorizes Clayton County to enter into a Master Equipment Lease with Clayton County Governmental Finance Corporation, to be assigned to Banc of America Public Capital Corp. The Board of Commissioners hereby authorizes the Chairman or the Vice Chairman to execute, seal and deliver the Master Equipment Lease, and such other documents as shall be deemed by the Chairman or Vice Chairman necessary or desirable to effect the purpose of this Resolution; and such execution shall constitute conclusive evidence that the executed

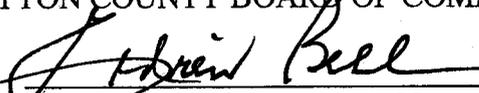
document has been authorized and approved. Further, the Board of Commissioners hereby authorizes the Director of Finance to amend the budget where necessary to reflect an appropriate revenue source and expense, all as may be required under the terms of the Master Equipment Lease. The Master Equipment Lease shall be in substantially the form presented to the Board of Commissioners, subject to such minor changes, insertions or deletions as the Chairman or Vice Chairman of the Board of Commissioners may approve.

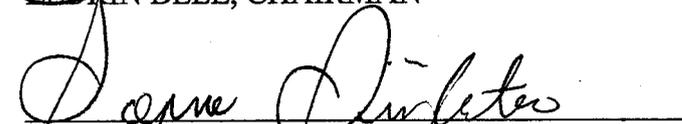
Section 2. The aforesaid officers are further authorized to do all things necessary or appropriate to affect the purposes hereof.

Section 3. This Resolution shall be effective on the date of its approval by the Board of Commissioners.

RESOLVED this 20th day of March, 2007.

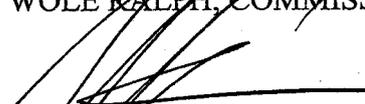
CLAYTON COUNTY BOARD OF COMMISSIONERS

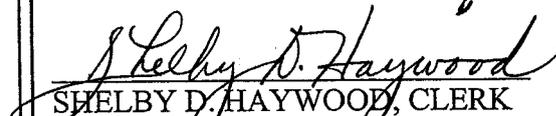

ELDRIN BELL, CHAIRMAN


SONNA SINGLETON, VICE CHAIRMAN


VIRGINIA BURTON GRAY, COMMISSIONER


WOLE RALPH, COMMISSIONER


MICHAEL EDMONDSON

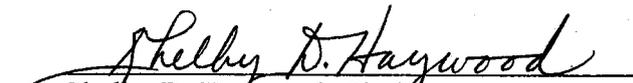

SHELBY D. HAYWOOD, CLERK

ATTESTING OFFICER'S CERTIFICATE

The undersigned hereby certifies that he or she is the officer of Clayton County, Georgia (the "Lessee") as indicated below; that attached hereto is a true copy of the Resolution duly adopted by the governing body of Lessee at a meeting duly held on the 20th day of March, 2007, at which a quorum was present and acting throughout, and that said action has not been rescinded or modified and is now of full force and effect.

GIVEN under the seal of Lessee, this 20th day of March, 2007.

(SEAL)


Shelby D. Haywood, Clerk
Clayton County Board of Commissioners