

**Resolution of the Ouray County Board of County Commissioners
And
Incumbency Certificate
(Lease-Purchase Agreement)**

I, Linda Munson-Haley hereby certify as follows:

1. I am the duly appointed Deputy Clerk of the Board and official custodian of certain records for Ouray County, a political subdivision or agency duly organized and existing under the laws of the State of Colorado; and
2. That the following is a true and accurate transcript of resolutions duly adopted at a meeting of the governing body of Ouray County held on February 6, 2006 at which meeting there was present and acting throughout a quorum authorized to transact the business hereinafter described and that said resolution has not been amended or revoked and is in full force and effect:

Whereas, the governing body of Ouray County has determined that a true and very real need exists for the acquisition of the equipment described in the Lease Agreement presented at the February 6, 2006 meeting; and

Whereas, the governing body of Ouray County has taken necessary steps, including any legal bidding requirements, to arrange for the acquisition of such equipment.

Now, Therefore, Be It Resolved that the Board of Ouray County Commissioners enter into a Lease Agreement to be assigned to DaimlerChrysler Services North America, LLC, in substantially the form presented at the February 6, 2006 meeting, and that the representatives of Ouray County whose names and signatures are set forth below are authorized to: a) execute and deliver said Lease Agreement in the name and on behalf of Ouray County, either in the form presented at the February 6, 2006 meeting or with such changes therein as the representatives of Ouray County executing the same may approve, his or her approval and authority to be conclusively evidenced by his or her execution thereof, such execution to be valid and binding on Ouray County with or without the seal of the County, b) carry out the obligations and enforce the rights of Ouray County under said Lease Agreement, c) execute and deliver in the name and on behalf of Ouray County such other documents as may be requested or required by DaimlerChrysler Services North America, LLC., in connection with said Lease Agreement, d) exercise any renewal, purchase, or other option of Ouray County under said Lease Agreement, and e) take all other action deemed by them necessary or advisable in connection with the foregoing.

Be It Further Resolved that any actions previously taken by any representative of Ouray County identified below in connection with said Lease Agreement are hereby ratified and approved in all respects.

3. That the persons listed below are duly authorized representatives of Ouray County in the capacity set forth opposite their names and that their signatures are true and correct, and as of the date hereof, have proper authority to execute and deliver the above-referenced Lease Agreement and any documents required in connection therewith, and shall continue to have such authority until Ouray County notifies DaimlerChrysler Services North America, LLC., otherwise.

Name	Titles	Signatures
<u>Heidi M. Albritton</u>	<u>Chair</u>	_____
<u>Don Batchelder</u>	<u>Vice-Chair</u>	_____
<u>Kristi R. Westfall</u>	<u>Commissioner Member</u>	_____

Adopted this 6th day of February, 2006

BOARD OF COUNTY COMMISSIONERS
OURAY COUNTY, COLORADO

ATTEST:

Heidi M. Albritton, Chair

Michelle Nauer, Clerk and Recorder

Don Batchelder, Vice-Chair

By: _____
Linda Munson-Haley,
Clerk of the Board

Kristi R. Westfall, Member