

EXHIBIT A

RESOLUTION No 1625 of the Governing Board of the

**San Rafael City Elementary School District
County of Marin, State of California**

**AUTHORIZATION FOR THE APPROVAL OF THE MASTER EQUIPMENT LEASE PURCHASE
AGREEMENT**

San Rafael, California

February 9, 2015

At a duly called meeting of the Board of Education of the San Rafael City Elementary School District held on February 9, 2015, the following Resolution was introduced and adopted:

WHEREAS, the San Rafael City Elementary Schools Board of Education ("Board") of Lessee has determined that a true and very real need exists for the acquisition of the Equipment described in the Master Equipment Lease Purchase Agreement with PNC Equipment Finance, LLC presented to this meeting; and

WHEREAS, the Board of Lessee has taken the necessary steps, including any legal bidding requirements, under applicable law to arrange for the acquisition of such Equipment.

BE IT RESOLVED, by the Board of Lessee that the terms of said Master Equipment Lease Purchase Agreement are in the best interests of Lessee for the acquisition of such Equipment, and the governing body of Lessee designates and confirms the following persons to execute and deliver, and to witness (or attest), respectively, the Master Equipment Lease Purchase Agreement and any related documents necessary to the consummation of the transactions contemplated by the Master Equipment Lease Purchase Agreement. The aggregate principal component of Rent Payments under all Leases entered into pursuant to the Master Equipment Lease Purchase Agreement shall not exceed \$115,000.00

FURTHERMORE BE IT RESOLVED, that the Board of Lessee hereby represents that the reasonably anticipated amount of qualified tax-exempt obligations which have been and will be issued by the Lessee does not exceed \$10,000,000 for the calendar year within which this Master Equipment Lease Purchase Agreement is to be "qualified tax-exempt obligation" pursuant to Section 265(b)(3) of the Internal Revenue Code.

PASSED AND ADOPTED by the Board of Education of the San Rafael City Elementary School District, County of Marin. State of California on the 9th day of February, 2015 by the following vote:

AYES _____ ABSENT _____

NOES _____

Chris Thomas
Chief Business Official

The undersigned further certifies that the above resolution has not been repealed or amended and remains in full force and effect and further certifies that the above and foregoing Master Equipment Lease Purchase Agreement is the same as presented at said meeting of the Board of Lessee.

Natu Tuatagaloa, President
San Rafael City Elementary School District

Dr. Michael Watenpaugh, Secretary

Date