

District I
PERCY DEAL
P.O. Box 365
Oraibi, AZ 86039
Phone 726-3460

District II
JESSE THOMPSON
P.O. Box 604
Kykotsmovi, AZ 86034
Phone 657-3665

District III
MARLIN F. GILLESPIE
216 Encanto Dr.
Holbrook, AZ 86025
Phone 524-3014

District IV
PETE SHUMWAY
P.O. Box 161
Taylor, AZ 85939
Phone 536-4060

District V
LARRY A. LAYTON
HC 62 Box 46188
Pinetop, AZ 85935
Phone 369-0712

NAVAJO COUNTY BOARD OF SUPERVISORS
Governmental Complex
P.O. Box 668 - 100 E. Carter Drive
Holbrook, AZ 86025
(520) 524-4053 FAX (520) 524-4239

Edward J. Koury
COUNTY MANAGER

Judy Jones
CLERK OF THE BOARD

**CERTIFIED
RESOLUTION**

OF BOARD OF SUPERVISORS (THE "GOVERNING BOARD") OF NAVAJO COUNTY, A POLITICAL SUBDIVISION OR MUNICIPALITY OF THE STATE OF ARIZONA ("MUNICIPALITY")

Adopted: November 6, 1995
Resolution # 65-95

CERTIFICATE

The undersigned being the duly elected and acting Clerk of the Governing Body of the Municipality hereby certifies that the following resolutions were duly adopted by a vote of 4 in favor, 0 against, and 0 abstaining at a meeting of the Governing Body duly called and held on the 6th day of November, 1995 at which meeting a quorum was present and acting throughout and that such resolutions have not been rescinded, amended, or modified in any respect and are in full force and effect as the of the date of this Certificate.

RESOLVED, that this Municipality is authorized to enter into a Master Equipment Lease Purchase Agreement (the "Agreement") with Banc One Arizona Leasing Corporation, an Arizona corporation ("LESSOR"), for the acquisition of the use and possession of the equipment described below:

COMPUTER SYSTEM WITH AN APPROXIMATE TOTAL COST OF \$70,000.00

(the "Equipment") for an aggregate cost not to exceed \$70,000.00 (not including interest), payable over a period of 36 months, not to exceed 36 months, and in accordance with the terms of the Agreement, subject to the right of the Municipality to (i) terminate and cancel such Agreement and the Municipality's obligations on one date each year during the term of the Agreement and (ii) acquire the Equipment at such times and on such terms as may be set forth in the Agreement;

RESOLVED FURTHER, that the following officer of the Municipality, Edward J. Koury, its County Manager is authorized, empowered, and directed to (i) negotiate the terms of and execute and deliver the Agreement and such other documents as may be necessary or appropriate, together with changes therein as such officer shall deem necessary and desirable and (ii) take such other actions as may be necessary or appropriate to consummate the transactions contemplated in the Agreement and to cause the full and timely performance of all of the Municipality's agreements and obligations in connection with the Agreement; such officer's execution and delivery of the Agreement and other documents or the taking of such actions to evidence such officer's approval of the document or action, respectively;

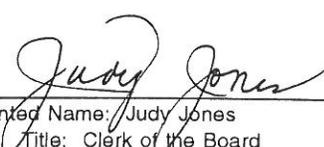
RESOLVED FURTHER, that the Municipality does hereby designate the Agreement as a "qualified tax-exempt obligation" for purposes of Section 265(b)(3)(ii) of the Internal Revenue Code of 1986, as amended;

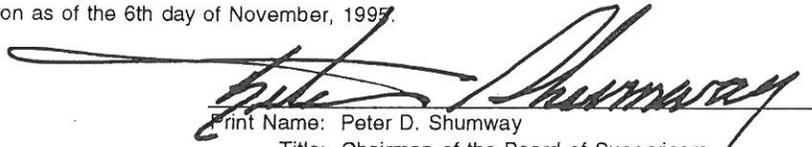
RESOLVED FURTHER, that in connection with the foregoing resolutions, all actions taken by the duly authorized officers of this Municipality with respect to the Agreement or the transactions contemplated by the Agreement prior to the date of this resolution be, and they hereby are, ratified and confirmed as the duly authorized acts of the Municipality; and

RESOLVED FURTHER, that LESSOR may rely on these Resolutions until notified of the revocation, amendment, or modification in writing, and all actions taken by the duly authorized officer of this Municipality in accordance with these Resolutions prior to the LESSOR's receipt of such notice shall be the duly authorized actions of, and binding and enforceable, against the Municipality.

The undersigned has executed this Certificate of Resolution as of the 6th day of November, 1995.

ATTEST:


Printed Name: Judy Jones
Title: Clerk of the Board


Print Name: Peter D. Shumway
Title: Chairman of the Board of Supervisors