

EXHIBIT A

Resolution No. _____

Sonoma County Administration Center
Santa Rosa, California

Dated _____

RESOLUTION OF GOVERNING BODY, EXTRACT OF MINUTES, CERTIFICATE OF INCUMBENCY

BUYER: County of Sonoma

At a duly called meeting of the governing body of Buyer held on the _____ day of _____, _____, the following resolution was introduced and adopted.

RESOLVED, whereas the governing body of Buyer has determined that a true and very real need exists for the acquisition of the Equipment described in Installment Purchase Agreement No. S1442 (the "Agreement") and then determined to accept the Municipal Services Group, Inc. financing proposal and execute the Agreement for the acquisition of the Equipment, therefore taking all steps necessary, including any legal bidding requirements, under applicable law, to arrange for the acquisition and financing of the Equipment.

THEREFORE, the governing body hereby directs the Buyer and its legal counsel to review the Agreement and negotiate appropriate modifications to the final form of the Agreement so as to assure compliance with state law and local statutory law, prior to execution of the Agreement by those persons authorized for such purpose,

NOW BE IT RESOLVED, by the governing body of Buyer that:

Finding: Authorized Officers. The covenants, terms and conditions of the Agreement are in the best interests of Buyer for financing the acquisition of the Equipment. The Buyer is hereby authorized to take all action necessary or reasonably required or desirable to carry out, give effect to and consummate the transactions contemplated hereby, including, but not limited to the execution and delivery of the Agreement, with such variations or revisions or all additional certificates, documents and other papers thereto deemed necessary by the Buyer or its counsel in order to implement and carry out the matters authorized in this Resolution.

RESOLVED, the governing body of Buyer hereby confirms that the person or persons designated below are duly authorized to execute and deliver, and to witness (or attest), respectively, the Agreement and any additional certificates, documents and other papers necessary for the consummation of the transactions contemplated herein. Execution by any person designated below shall be deemed to be final approval by the Buyer of all the provisions of the Agreement and any additional related certificates, documents or other papers.

RESOLVED, the acquisition of the Equipment, under the terms and conditions provided for in the Agreement, is necessary, convenient, in the furtherance of, and will at all times be used in connection with, Buyer's governmental and proprietary purposes and functions and are in the best interests of Buyer, and no portion of the Equipment will be used directly or indirectly in any trade or business carried on by any person other than a governmental unit of the state on a basis different from the general public.

RESOLVED, Buyer hereby designates the financing of the Equipment to which the Agreement pertains as a "qualified tax-exempt obligation," as defined by Section 265 (b)(3) of the Internal Revenue Code of 1986, as amended.

Maintenance. Buyer covenants that it will perform all acts within its power which are or may be necessary to insure the maintenance of its legal status as being a duly organized and existing entity under the laws of the state, which status is the basis for the interest portion of the installment payments coming due under the Agreement to at all times remain exempt from federal income taxation under the laws and regulations of the United States of America as presently enacted and construed or as hereafter amended.

Approval of Prior Action. All action heretofore taken (not inconsistent with the provisions of this Resolution) by the governing body of Buyer toward the execution of Agreements and the accomplishment of the transactions herein authorized are hereby ratified, approved and confirmed.

Severability. If any provision of this Resolution should be held invalid, the invalidity of such provisions shall not affect any of the other provisions of this Resolution.

Immediate Effect. This Resolution shall take effect immediately upon its passage.

Signature of Party to Sign Agreement and Exhibits

County of Sonoma Purchasing Agent
Title

Signature of Party to Sign Acceptance Certificate

County of Sonoma Fleet Manager
Title

Signature of Party to Sign Tax Form 8038-GC

County of Sonoma
Revenue and Debt Division Manager
Title

Full Force and Effect. 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 Agreement is the same as presented at said meeting of the governing body of Buyer.

SUPERVISORS:

BROWN _____ KERNS _____ ZANE _____ CARRILLO _____ KELLEY _____

AYES _____ NOES _____ ABSTAIN _____ ABSENT _____

SO ORDERED.

Board Secretary/Clerk signature