

**RESOLUTION OF THE BOARD OF EDUCATION
OF
DOUGLAS COUNTY SCHOOL DISTRICT, RE-1**

WHEREAS, Douglas County School District (the "Lessee"), a body politic and corporate duly organized and existing as a political subdivision of the State of Colorado, is authorized by the laws of the State of Colorado to purchase, acquire and lease personal property for the benefit of the Lessee and its inhabitants and to enter into contracts with respect thereto; and

WHEREAS, the Lessee desires to purchase, acquire and lease certain equipment constituting personal property necessary for the Lessee to perform essential governmental functions; and

WHEREAS, in order to acquire such equipment, the Lessee proposes to enter into that certain Equipment Lease-Purchase Agreement (the "Agreement") with All American Investment Group, LLC (the "Lessor") and that certain Escrow Agreement (the "Escrow Agreement") with the Lessor and SunTrust Bank, as Escrow Agent, the forms of which have been presented to the governing body of the Lessee at this meeting; and

WHEREAS, the governing body of the Lessee deems it for the benefit of the Lessee and for the efficient and effective administration thereof to enter into the Agreement and the Escrow Agreement for the purchase, acquisition and leasing of the equipment therein described on the terms and conditions therein provided, subject to approval of the District's legal counsel;

NOW, THEREFORE, BE IT AND IT IS HEREBY RESOLVED;

Section 1. Approval of Documents. The form, terms and provisions of the Agreement and the Escrow Agreement are hereby approved in substantially the form presented at this meeting, with insertions, omissions and changes as shall be approved by counsel of the Lessee, the execution of such documents being conclusive evidence of such approval; and the President of the Lessee is hereby authorized and directed to execute, the Agreement and the Escrow Agreement and any related exhibits attached thereto, and the Secretary/Clerk of the Lessee is hereby authorized to affix the seal of the Lessee to such documents.

Section 2. Other Actions Authorized. The Chief Financial Officer of the Lessee shall, after consultation with the District's legal counsel, take all action necessary or reasonably required by the parties to the Agreement and the Escrow Agreement to carry out, give effect to and consummate the transactions contemplated thereby (including the execution and delivery of the Acceptance Certificate contemplated in the Agreement, including appropriate arbitrage certifications) and to take all action necessary in conformity therewith, including, without limitation, the execution and delivery of any closing and other documents required to be delivered in connection with the Agreement and the Escrow Agreement.

Section 3. No General Liability. Nothing contained in this Resolution, the Agreement, the Escrow Agreement nor any other instrument shall be construed with respect to the Lessee as incurring a pecuniary liability or charge upon the general credit of the Lessee or against its taxing power, nor shall the breach of any agreement contained in this Resolution, the Agreement, the Escrow Agreement or any other instrument or document executed in connection therewith impose any pecuniary liability upon the Lessee or any charge upon its general credit or against its taxing power, except to the extent that the Rental Payments payable under the Agreement are special limited obligations of the Lessee as provided in the Agreement.

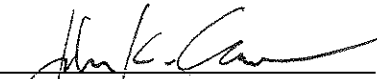
Section 4. Severability. If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

Section 5. Repealer. All bylaws, orders and resolutions or parts thereof, inconsistent herewith, are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed as reviving any bylaw, order, resolution or ordinance or part thereof.

Section 6. Effective Date. This Resolution shall be effective immediately upon its approval and adoption.

Adopted and Approved by the governing body of the Lessee this 14th day of March, 2013. The undersigned further certifies that the above resolution has not been repealed or amended.

APPROVED this 14th day of March, 2013, by a vote of 7-0



President, Board of Education

ATTEST: 