

VOTE TO BE ADOPTED
Exeter Region Cooperative School District
Exeter, New Hampshire

Voted: The Superintendent of Schools is authorized to execute and deliver a tax-exempt lease purchase agreement with M.S.T. Government Leasing, LLC in the name and on behalf of the **Exeter Region Cooperative School District** (the “Issuer”), for the purpose of financing the purchase of PowerSchool student information management software, any service agreements specifically financed in connection with certain equipment, consulting fees, and related costs of issuance, with an aggregate purchase price not exceeding **One Hundred Fifty-Two Thousand Two Hundred Forty-Nine Dollars and No Cents (\$152,249.00)**, at a rate of interest of not more than **4.10%** per year through **August 1, 2008**, and otherwise in such form as the Superintendent may approve; and that the appropriate officials of the Issuer be and hereby are authorized to execute and deliver on behalf of the Issuer such other documents and certificates as may be required in connection with such tax-exempt lease purchase agreement; and that no part of the proceeds of said tax-exempt lease purchase agreement shall be used, directly or indirectly, to acquire any securities or obligations, the acquisition of which would cause the tax-exempt lease purchase agreement to be a “private activity bond” or an “arbitrage bond” within the meaning of Sections 141 and 148, respectively, of the Internal Revenue Code of 1986, as amended (the “Code”); and that the tax-exempt lease purchase agreement issued pursuant hereto be designated as a qualified tax-exempt obligation within the meaning of Section 265(b)(3)(B) of said Code; and that the Superintendent be and hereby is authorized to covenant on behalf of the Issuer to file any information report and pay any rebate due to the United States in connection with the issuance of said tax-exempt lease purchase agreement, and to take all other lawful actions necessary to insure that the interest portion of the rental payments under and pursuant to the tax-exempt lease purchase agreement will be excluded from the gross income of the owners thereof for purposes of federal income taxation and to refrain from taking any action which would cause such interest portion of the rental payments to become includable in the gross income of the owners thereof.