

**EAST STROUDSBURG AREA SCHOOL DISTRICT
BOARD OF EDUCATION
REGULAR MEETING –October 19, 2015**

Carl T. Secor Administration Center – Board Room

7:00 P.M.

ADDENDUM A

XIX. FISCAL ITEMS

W. First Niagara Leasing, Inc. – Resolution and Declaration of Official Intent

RECOMMENDATION: Motion to approve the formal Resolution and Declaration of Official Intent as presented to the Board at this meeting approving the Master Lease-Purchase Agreement dated as of October 9, 2015 with First Niagara Leasing, Inc. for the technology equipment set forth therein and to authorize the Board President or District Chief Financial Officer to execute all documents required to conclude this transaction.

(See page 2-4)

**RESOLUTION AND
DECLARATION OF OFFICIAL INTENT**

Lessee: East Stroudsburg Area School District

Principal Amount Expected To Be Financed: \$612,936.00

WHEREAS, the above Lessee is a political subdivision of the Commonwealth of Pennsylvania (the "Commonwealth") and is duly organized and existing pursuant to the Constitution and laws of the Commonwealth.

WHEREAS, pursuant to applicable law, the governing body of the Lessee ("Governing Body") is authorized to acquire, dispose of and encumber real and personal property, including, without limitation, rights and interests in property, leases and easements necessary to the functions or operations of the Lessee.

WHEREAS, the Governing Body hereby finds and determines the execution of one or more lease-purchase agreements ("Equipment Leases") in the principal amount not exceeding the amount stated above ("Principal Amount") for the purpose of acquiring the property generally described below ("Property") and to be described more specifically in the Equipment Leases is appropriate and necessary to the functions and operations of the Lessee.

Brief Description of Property:

Technology Equipment

600 Lenovo Thinkpad Yoga 11E Chrome

200 Lenovo Thinkpad Yoga 11E Chrome

37 HP CTO Elitedesk 800 G1 DT Mini

37 HP Prodisplay P22Va 21.5in Mon

37 HP IWC DT Mini TC

25 HP CTO IDS UMA 17-4600U 17/9480M

29 HP Prodisplay P222VA 21.5in Mon

24 HPULTRASLIM DOCKING STATION G2

37 HP IWC Mini TC

WHEREAS, First Niagara Leasing, Inc. ("Lessor") is expected to act as the Lessor under the Equipment Leases.

WHEREAS, the Lessee may pay certain capital expenditures in connection with the property prior to its receipt of proceeds of the Equipment Leases ("Lease Purchase Proceeds") for such expenditures and such expenditures are not expected to exceed the Principal Amount.

WHEREAS, the U.S. Treasury Department regulations do not allow the proceeds of a tax-exempt borrowing to be spent on working capital and the Lessee shall hereby declare its official intent to be reimbursed for any capital expenditures for Property from the Lease Purchase Proceeds.

NOW, THEREFORE, Be It Resolved by the Governing Body of the Lessee:

Section 1. The Lessee hereby determines that it has critically evaluated the financing alternatives and that entering into the Equipment Leases and financing the acquisition of the Property thereby is in the best interests of the Lessee. Such evaluation shall be available as a public record.

Section 2. The Lessee is hereby authorized to acquire and install the Property (the "Project") and is hereby authorized to finance the Project by entering into the Equipment Leases. Any action taken by the Lessee in connection therewith is hereby ratified and confirmed.

↪ Section 3. Either one of the Board President OR the District Chief Financial Officer (each an "Authorized Representative") acting on behalf of the Lessee is hereby authorized to negotiate, enter into, execute, and deliver one or more Equipment Leases in substantially the form set forth in the document presently before the Governing Body, which document is available for public inspection at the office of the Lessee. Each Authorized Representative acting on behalf of the Lessee is hereby authorized to negotiate, enter into, execute, and deliver such other documents relating to the Equipment Lease (including, but not limited to, escrow agreements) as the Authorized Representative deems necessary and appropriate. All other related contracts and agreements necessary and incidental to the Equipment Leases are hereby authorized.

Section 4. By a written instrument signed by any Authorized Representative, said Authorized Representative may designate specifically identified officers or employees of the Lessee to execute and deliver agreements and documents relating to the Equipment Leases on behalf of the Lessee.

Section 5. The aggregate original principal amount of the Equipment Leases shall not exceed the Principal Amount and shall bear interest as set forth in the Equipment Leases and the Equipment Leases shall contain such options to purchase by the Lessee as set forth therein.

Section 6. The Lessee's obligations under the Equipment Leases shall be subject to annual appropriation or renewal by the Governing Body as set forth in each Equipment Lease and the Lessee's obligations under the Equipment Leases shall not constitute general obligations of the lessee laws of the Commonwealth.

Section 7. It is hereby determined that the purpose of the Project is an object or purpose permitted under the laws governing the Lessee.

Section 8. The Governing Body of Lessee anticipates that the Lessee may pay certain capital expenditures in connection with the Property prior to the receipt of the Lease Purchase Proceeds for the Property. The Governing Body of Lessee hereby declares the Lessee's official intent to use the Lease Purchase Proceeds to reimburse itself for Property expenditures. This section of the Resolution is adopted by the Governing Body of Lessee for the purpose of establishing compliance with the requirements of Section 1.150-2 of Treasury Regulations. This section of the Resolution does not bind the Lessee to make any expenditure, incur any indebtedness, or proceed with the purchase of the Property.

Section 9. As to each Equipment Lease, the Lessee reasonably anticipates to issue not more than \$10,000,000 of tax-exempt obligations (other than "private activity bonds" which are not "qualified 501(c)(3) bonds" and current refunding obligations to the extent of the principal amount of the obligations refunded thereby) during the calendar year in which each such Equipment Lease is issued and hereby designates each Equipment Lease as a qualified tax-exempt obligation for purposes of Section 265(b) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 10. The Authorized Representative is further authorized to take such actions and execute such documents as may be necessary to ensure the continued status of the interest on the Equipment Leases authorized by this resolution as excludable from gross income for federal income tax purposes pursuant to Section 103 of the Code.

Section 11. This Resolution shall take effect immediately upon its adoption and approval.

⇒ ADOPTED AND APPROVED on this 19th Day of October, 2015.

The undersigned Secretary/Clerk of the above-named Lessee hereby certifies and attests that (i) the undersigned has access to the official records of the Governing Body of the Lessee, (ii) the foregoing resolutions were duly adopted by the favorable vote of not less than [two-thirds/three-fifths] of all the members of said Governing Body of the Lessee at a [regular/special] meeting of said Governing Body duly called, regularly convened and attended throughout by the requisite quorum of the members thereof, (iii) such resolutions have not been amended or altered and are in full force and effect on the date stated below and (iv) such meeting of the Governing Body relating to the authorization and delivery of the Equipment Lease has been (a) held within the geographic boundaries of the Lessee; (b) open to the public, allowing all people to attend (c) conducted in accordance with internal procedures of the Governing Body and (d) conducted in accordance with the charter of the Lessee, if any, and laws of the Commonwealth.

⇒ _____
Signature of Secretary/Clerk of Lessee

⇒ Print Name: Patricia L. Rosado

⇒ Official Title: Board Secretary

⇒ Date: 10/19/15