



242 Allen's Circle, King and Queen, VA 23085

RESOLUTION FOR ENERGY PERFORMANCE CONTRACTING SERVICES AND FINANCING

A RESOLUTION OF THE KING AND QUEEN COUNTY SCHOOL BOARD, AUTHORIZING THE EXECUTION AND DELIVERY OF AN ENERGY SAVINGS CONTRACT, ENERGY EQUIPMENT INSTALLATION CONTRACT, AND EQUIPMENT LEASE/PURCHASE AGREEMENT WITH RESPECT TO THE ACQUISITION, PURCHASE, FINANCING AND LEASING OF CERTAIN EQUIPMENT FOR THE PUBLIC BENEFIT; AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS REQUIRED IN CONNECTION THEREWITH; AND AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION.

WHEREAS, THE KING AND QUEEN COUNTY SCHOOL BOARD (the "*Board*"), a body politic and corporate duly organized and existing as a political subdivision, municipal corporation or similar public entity of the Commonwealth of Virginia, is authorized by the laws of the Commonwealth of Virginia to purchase, acquire and lease personal property for the benefit of the Board and its inhabitants and to enter into contracts with respect thereto; and

WHEREAS, the Board has determined to undertake capital projects consisting of, but not limited to, all or some of the following: a guaranteed energy savings and conversion project, including the planning, design, purchase, acquisition, installation, construction, equipping and furnishing of energy savings repairs, renovations, upgrades and improvements to buildings and facilities operated by the schools as funds are available to undertake and complete (the "*Project*"); and

WHEREAS, in order to implement the Project, the Board proposes to enter into an Energy Savings Contract and an Energy Equipment Installation Contract with ABM Building Services, LLC (the "*Contracts*"), the forms of which have been presented to the governing body of the Board at this meeting; and

WHEREAS, pursuant to the Contracts, the Board desires to purchase, acquire and lease certain equipment with a cost not to exceed \$1,420,781.00 constituting personal property necessary for the Board to perform essential governmental functions (the "*Equipment*"); and

WHEREAS, in order to acquire such equipment, the Board proposes to enter into that certain Equipment Lease/Purchase Agreement (the "*Agreement*") with Bank of America,

National Association (or one of its affiliates), the form of which has been presented to the governing body of the Board at this meeting; and

WHEREAS, the governing body of the Board deems it for the benefit of the Board and for the efficient and effective administration thereof to enter into the Contracts and the Agreement and the documentation related to the financing of the Equipment for the purchase, acquisition and leasing of the equipment to be therein described on the terms and conditions therein provided;

NOW, THEREFORE, BE IT AND IT IS HEREBY RESOLVED by the Board as follows:

Section 1. Approval of Documents. The form, terms and provisions of the Contracts and the Agreement are hereby approved in substantially the forms presented at this meeting, with such insertions, omissions and changes as shall be approved by the Superintendent, any Assistant Superintendent or the Director of Budget and Finance of the Board or other members of the Board executing the same, the execution of such documents being conclusive evidence of such approval; and the Superintendent of Schools, any Assistant Superintendent and the Director of Budget and Finance of the Board are each hereby authorized and directed to execute, and the Superintendent of Schools, any Assistant Superintendent, the Director of Budget and Finance, the Clerk, the Secretary and any Assistant Secretary of the Board are each hereby authorized and directed to attest and countersign the Contracts, the Agreement and any related Exhibits attached thereto and to deliver the Contracts and Agreement (including such Exhibits) to the respective parties thereto, and the Superintendent of Schools, any Assistant Superintendent, the Director of Budget and Finance, the Clerk, the Secretary or any Assistant Secretary of the Board are each hereby authorized to affix the seal of the Board to such documents.

Section 2. Other Actions Authorized. The officers and employees of the Board shall take all action necessary or reasonably required by the parties to the Contracts and the Agreement to carry out, give effect to and consummate the transactions contemplated thereby (including the execution and delivery of Acceptance Certificates and any tax certificate and agreement, as contemplated in the Contracts and the Agreement) 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 Contracts and the Agreement.

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

Section 4. Appointment of Authorized Board Representatives. The Superintendent of Schools is hereby designated to act as authorized representatives of the Board for purposes of the Contracts and the Agreement until such time as the Board shall designate any other or different authorized representative for purposes of the Contracts and the Agreement.

Section 5. 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 6. 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 7. Effective Date. This Resolution shall be effective immediately upon its approval and adoption.

ADOPTED AND APPROVED by the Board this 10th day of December, 2015.

King and Queen County School Board

[SEAL]

By: _____

Printed Name: _____

Title: Board Chair

ATTEST:

By: _____

Printed: Name: Anne T. Kennedy

Title: Clerk

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