

CLERK’S CERTIFICATE OF INCUMBENCY

The undersigned, the duly elected and acting City Clerk of the City of Sacramento, California (“Lessee”) certifies as follows:

A. The following listed persons are duly elected and acting officials of Lessee (the “Officials”) in the capacity set forth opposite their respective names below and that the facsimile signatures are true and correct as of the date hereof;

B. The Officials are duly authorized, on behalf of Lessee, to negotiate, execute, and deliver following agreements (collectively, the “Agreements”): the Master Equipment Lease/Purchase Agreement dated as of March 16, 2004, by and between Lessee and Banc of America Leasing & Capital, LLC, and the existing and future Schedule(s) thereunder by and between Lessee and Banc of America Public Capital Corp. The Agreements are binding and authorized agreements of Lessee, enforceable in all respects in accordance with their terms.

Name of Official	Title	Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: _____ By: _____
Name: _____
Title: _____

(The signer of this Certificate cannot be listed above as authorized to execute the Agreements.)