

EXHIBIT C-1

[Escrow]

Lease Number: 08638  
Equipment Schedule: 01

**RESOLUTION OF GOVERNING BODY**

At a duly called meeting of the governing body of Lessee held in accordance with all applicable legal requirements, including open meeting laws, on the 19 day of August, 2012, the following resolution was introduced and adopted:

**RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A MASTER LEASE AGREEMENT, EQUIPMENT SCHEDULE NO. 01, AN ESCROW AGREEMENT, AND RELATED INSTRUMENTS, AND DETERMINING OTHER MATTERS IN CONNECTION THEREWITH.**

WHEREAS, the governing body of **THE COUNTY COMMISSIONERS OF QUEEN ANNE’S COUNTY, MD** (“Lessee”) desires to obtain certain equipment (the “Equipment”) described in Equipment Schedule No. 01 to the Master Lease Agreement (collectively, the “Lease”) with **SUNTRUST EQUIPMENT FINANCE & LEASING CORP.**, the form of which has been available for review by the governing body of Lessee prior to this meeting; and

WHEREAS, the Equipment is essential for the Lessee to perform its governmental functions; and

WHEREAS, the funds made available under the Lease will be deposited with **SUNTRUST BANK** (the “Escrow Agent”) pursuant to an Escrow Agreement between Lessee and the Escrow Agent (the “Escrow Agreement”) and will be applied to the acquisition of the Equipment in accordance with said Escrow Agreement; and

WHEREAS, Lessee has taken the necessary steps, including those relating to any applicable legal bidding requirements, to arrange for the acquisition of the Equipment; and

WHEREAS, Lessee proposes to enter into the Lease with **SUNTRUST EQUIPMENT FINANCE & LEASING CORP.** and the Escrow Agreement with the Escrow Agent substantially in the forms presented to this meeting.

**NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF LESSEE AS FOLLOWS:**

Section 1. It is hereby found and determined that the terms of the Lease and the Escrow Agreement (collectively, the “Financing Documents”) in the forms presented to this meeting and incorporated in this resolution are in the best interests of Lessee for the acquisition of the Equipment.

Section 2. The Financing Documents and the acquisition and financing of the Equipment under the terms and conditions as described in the Financing Documents are hereby approved. The Director of Finance of Lessee and any other officer of Lessee who shall have power to execute contracts on behalf of Lessee be, and each of them hereby is, authorized to execute, acknowledge and deliver the Financing Documents with any changes, insertions and omissions therein as may be approved by the officers who execute the Financing Documents, such approval to be conclusively evidenced by such execution and delivery of the Financing Documents. The Budget Analyst of the Lessee and any other officer of Lessee who shall have power to do so be, and each of them hereby is, authorized to affix the official seal of Lessee to the Financing Documents and attest the same.

Section 3. The proper officers of Lessee be, and each of them hereby is, authorized and directed to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents and to do or cause to be done any and all other acts and things necessary or proper for carrying out this resolution and the Financing Documents.

Section 4. Pursuant to Section 265(b) of the Internal Revenue Code of 1986, as amended (the “Code”), Lessee hereby specifically designates the Lease as a “qualified tax-exempt obligation” for purposes of Section 265(b)(3) of the Code.

The undersigned further certifies that the above resolution has not been repealed or amended and remains in full force and effect and further certifies that the Lease and Escrow Agreement executed on behalf of Lessee are the same as presented at such meeting of the governing body of Lessee, excepting only such changes, insertions and omissions as shall have been approved by the officers who executed the same.

Date: Aug 14, 2012

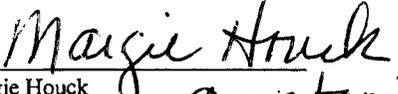
**THE COUNTY COMMISSIONERS OF  
QUEEN ANNE'S COUNTY, MD,**

Lessee

By: 

Name: Steven Arentz

Title: President of the County Commissioners

Attested By: 

Name: Margie Houck

Title: Executive assistant



**SCHEDULE I**

**INFORMATION TO COMPLETE ESCROW AGREEMENT**

Lease Number: 08638

Equipment Schedule: 001

Date of Escrow Agreement: July 26, 2012

Name of Lessee: THE COUNTY COMMISSIONERS OF QUEEN ANNE'S COUNTY, MD

Lessee's State / Commonwealth: Maryland

Escrow Agent Fee: \$250.00  
Investment Fees, if any, are more fully defined on the attached prospectus, if any  
Extension and other fees may be applicable if not disbursed by Ending Date.

Initial Deposit Amount: \$564,073.00

Date of Master Lease Agreement: July 26, 2012

Beneficiary Name for Fund: THE COUNTY COMMISSIONERS OF QUEEN ANNE'S COUNTY, MD

Ending Date: January 26, 2014

Lessee's Address: 107 North Liberty Street  
Centreville, MD 21617

Attention: Jon Seeman

Lessee's Telephone: 410/758-4064

Lessee's Facsimile: 410/758-3036

Lessee's Taxpayer Identification Number: 52-1011271

Lessee's Authorized Representatives: Jon Seeman, Director of Finance [signature]  
Steven Arentz, President of the County Commissioners [signature]

Escrow Agent's Address: SunTrust Bank, Escrow Services Richmond  
919 East Main Street, 7th Floor  
Richmond, VA 23219  
Attention: Matthew Ward

Escrow Agent's Telephone: (804) 782-7182

Escrow Agent's Facsimile: (804) 782-7855

Lessor's Address: SUNTRUST EQUIPMENT FINANCE & LEASING CORP.  
300 East Joppa Road, 7th Floor  
Towson, Maryland 21286  
Attention: Escrow Disbursement Coordinator

Lessor's Telephone: (410) 307-6749

Lessor's Facsimile: (410) 307-6665

Lessor's Taxpayer Identification Number: 26-1256148