

CERTIFICATE OF INCUMBENCY

I, the undersigned, do hereby certify that I am the duly elected or appointed and acting Secretary/Clerk of Mount Diablo Unified School District (“*Lessee*”), a political subdivision duly organized and existing under the laws of the State where Lessee is located, that I have the title stated below, and that, as of the date hereof, the individuals named below are the duly elected or appointed officers of Lessee holding the offices set forth opposite their respective names and are authorized on behalf of Lessee to enter into (a) that certain Master Equipment Lease-Purchase Agreement dated November 24, 2010 (the “*Master Lease*”) and separate Lease Schedules relating thereto from time to time as provided in the Master Lease (collectively, the “*Schedules*”), each between Lessee and PNCEF, LLC, dba PNC Equipment Finance, as lessor, and (b) that certain Escrow Agreement dated November 24, 2010 (the “*Escrow Agreement*”), among Lessee, the foregoing lessor and the escrow agent therein identified.

<u>Dr. Steven Lawrence</u> Name	<u>Superintendent</u> Title	_____ Signature
<u>Bryan Richards</u> Name	<u>Chief Financial Officer</u> Title	_____ Signature

I hereby further certify that the individual named below holds the office set forth opposite his/her name and is duly authorized to execute Requisition Requests, Certificates of Acceptance and other documents under the Escrow Agreement or otherwise relating to the Master Lease and the Schedules.

<u>Dr. Steven Lawrence</u> Name	<u>Superintendent</u> Title	_____ Signature
<u>Bryan Richards</u> Name	<u>Chief Financial Officer</u> Title	_____ Signature

IN WITNESS WHEREOF, I have duly executed this Certificate and affixed the seal of Lessee on this ____ day of _____, 2010.

LESSEE: Mount Diablo Unified School District

(Secretary/Clerk)
Print Name: _____
Official Title: _____
(other than the person signing the documents)

[SEAL]