

RESOLUTION AUTHORIZING THE EXECUTION, DELIVERY AND PERFORMANCE OF A MASTER EQUIPMENT LEASE AND A SCHEDULE TO THE MASTER LEASE BETWEEN BANC OF AMERICA PUBLIC CAPITAL CORP AND THE CITY OF MEMPHIS, TENNESSEE, RELATING TO THE ACQUISITION OF RED LIGHT CAMERA EQUIPMENT AND TO APPROVE CERTAIN OTHER MATTERS RELATING THERETO FOR THE LEASE

WHEREAS, on June 21, 2005, the Council of the City of Memphis approved a traffic control photographic system to provide for the health, safety and welfare of the citizens of Memphis; and

WHEREAS, the City of Memphis (the "City") and American Traffic Solutions, Inc. ("ATS") entered into a Professional Services Agreement dated as of September 10, 2009 (the "Professional Services Agreement"), for the monitoring and enforcement of red light violations and other traffic movements; and

WHEREAS, the Profession Services Agreement provides for the sale and installation of a photographic system to be installed by ATS (the "Camera System"), which Camera System shall become the sole property of the City pursuant to a municipal lease; and

WHEREAS, the City desires to enter into a Master Equipment Lease with Banc of America Public Capital Corp (the "Master Equipment Lease") and the execution of such Master Equipment Lease will require the City to execute certain documents including a Schedule to the Master Lease, a Tax and Non-Arbitrage Certificate and other certificates and forms necessary to effect the lease transaction described therein (collectively, the "Lease Documents"); and

WHEREAS the Camera System will be leased to the City in accordance with the terms of the Lease Documents, which such Lease Documents are attached hereto and made a part hereof by this reference; and

WHEREAS, the Master Equipment Lease is subject to termination for non-appropriation, without cause, in any year; and

WHEREAS, Council approval is required prior to the Mayor's execution of the Lease Documents.

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis as follows:

Section 1. Authorization of Lease Documents. The form, terms and provisions of the Lease Documents presented to this Council are hereby approved, and all of the terms and provisions thereof, including the annual rentals payable thereunder, are hereby incorporated herein by this reference as if the Lease Documents were set out in this Resolution in its entirety. The Mayor of the City or his designee are hereby

authorized, empowered and directed to execute, acknowledge and deliver the Lease Documents. The Lease Documents shall be in substantially the forms attached hereto and hereby approved, with such changes, insertions or omissions as may be deemed reasonably necessary by the persons executing the same, upon advice of counsel, to accomplish the purposes of the transaction contemplated therein and in this Resolution and as shall not be inconsistent with or contrary to such purposes. The execution of the Lease Documents shall constitute conclusive evidence that the Lease Documents and any and all changes thereto have been approved by the persons executing Lease Documents.

Section 2. Appropriation. An amount equal to the total amount of payments payable by the City under the Lease Documents as disclosed therein for the current fiscal year has been appropriated by the Council upon the approval of the City Court Clerk's FY 2011 Operating Budget.

Section 3. Information Reporting. Any officer of the City is hereby authorized to sign and file or cause to be filed a completed I.R.S. Form 8038-G, "Information Return for Tax-Exempt Governmental Obligations," as required by Section 149(e) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 4. Non-Arbitrage Certificate. Any officer of the City is hereby authorized to execute a non-arbitrage certificate in order to comply with Section 148 of the Code, and the applicable income tax regulations thereunder.

Section 5. No Personal Liability. No stipulation, obligation or agreement herein contained or contained in the Lease Documents shall be deemed to be a stipulation, obligation or agreement of any commissioner, officer, agent or employee of the City in his individual capacity.

Section 6. General Authority. From and after the execution and delivery of the documents hereinabove authorized and consented to, the Mayor of the City, his designee, and the proper officers, agents and employees of the City are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of said documents as executed and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the execution and delivery of the Lease Documents and to document compliance with the Code.

Section 7. Actions Ratified, Approved and Confirmed. All acts and doings of the officers of the City which are in conformity with the purposes and intents of this Resolution and the execution, delivery and performance of the Lease Documents shall be, and the same hereby are, in all respects ratified, approved and confirmed.

Section 8. Severability of Invalid Provisions. If any one or more of the agreements or provisions herein contained shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or

against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof.

Section 9. Repealing Clause. All resolutions or parts thereof of the City in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Section 10. Effective Date. This Resolution shall take effect immediately upon its adoption.

ADOPTED this _____ day of December, 2010.

MEMPHIS CITY COUNCIL

Harold Collins, Chairman

ATTEST:

Comptroller