

EXHIBIT C

RESOLUTION NO. _____ OF Independent School District 197
 AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY
 OF A MASTER LEASE PURCHASE AGREEMENT;
 AND APPROVING THE EXECUTION AND DELIVERY OF
 SCHEDULE NO. 11 TO THE MASTER LEASE PURCHASE AGREEMENT.

WHEREAS, the Independent School District 197 (the "School District"), is authorized by the laws of the state of Minnesota (the "State") to enter into a lease purchase agreement in order to acquire personal property equipment and other property for governmental or proprietary purposes; and

WHEREAS, the School District has an immediate need to acquire and finance certain computer equipment, software, maintenance, and support services as applicable, which are more fully described on Exhibit A hereto (the "Equipment"); and

WHEREAS, in order to finance the costs of acquiring the Equipment, the School District desires to execute and deliver the Master Lease Purchase Agreement with Apple Inc. (the "Master Lease") and Schedule No. 11 thereto, which together constitute the "Lease"; and

WHEREAS, all acts, conditions and things required by the Constitution and laws of the State, and requirements of the School District, to happen, exist and be performed precedent to, and as a condition of, the adoption of this Resolution have happened, exist and have been performed in the time and manner required to make this Resolution and the Master Lease and Lease valid and binding obligations of the School District.

NOW, THEREFORE, IT IS RESOLVED BY THE [GOVERNING BODY] AS FOLLOWS:

Section 1. The School District hereby authorizes and approves the execution and delivery of the Master Lease;

Section 2. The School District hereby authorizes and approves the execution and delivery of Schedule No. 11 to the Master Lease in an amount not to exceed \$841,685.00 for the purpose of financing the costs of the acquisition and installation of the Project;

Section 3. The persons of the School District listed below (each an " Authorized Officer") are each hereby authorized and empowered, for and on behalf of the School District, to execute, with such changes therein and modifications thereto as may be approved by the Authorized Officer executing the same, together with any contracts or agreements and certificates and other documents necessary or appropriate in connection therewith, as approved by such Authorized Officer, which approval will be conclusively evidenced by such Authorized Officer's execution and delivery thereof:

Name	Title
Jason Stegeman	Director of Finance
Peter Olson-Skog	Superintendent

Section 4. The Authorized Officers are each hereby authorized and empowered, for and on behalf of the School District, to take such actions and execute, or attest, as the case may be, and deliver, such instruments, agreements and certificates as may be necessary or appropriate to consummate the transactions authorized and approved hereby.

Section 5. The appropriate officials and employees of the School District are authorized and directed to take all such actions as may be necessary and appropriate to carry out and perform the School District's obligations and agreements pursuant thereto.

Section 6. All actions of the officers, agents and employees of the School District whether heretofore or hereafter taken that are in conformity with the purposes and intent of the foregoing resolutions be, and the same are hereby, in all respects, authorized, approved, ratified and confirmed.

PASSED AND ADOPTED BY THE [GOVERNING BODY] ON [DATE OF RESOLUTION].

 Signatory

Attest: _____

District Clerk