

EXHIBIT D

LESSEE RESOLUTION

**RE: Lease With Option to Purchase Agreement dated as of July 12, 2005, between First Capital Equipment Leasing Corporation (Lessor) and City of San Luis (Lessee)**

At a duly called meeting of the Governing Body of the Lessee (as defined in the Agreement) held on 7/28/05 the following resolution was introduced and adopted:

BE IT RESOLVED by the Governing Body of Lessee as follows:

- Determination of Need.** The Governing Body of Lessee has determined that a true and very real need exists for the acquisition of the Equipment described on Exhibit A of the Lease With Option to Purchase Agreement dated as of July 12, 2005, between City of San Luis (Lessee) and First Capital Equipment Leasing Corporation (Lessor).
- Approval and Authorization.** The Governing Body of Lessee has determined that the Agreement, substantially in the form presented to this meeting, is in the best interests of the Lessee for the acquisition of such Equipment, and the Governing Body hereby approves the entering into of the Agreement by the Lessee and hereby designates and authorizes the following person(s) to execute and deliver the Agreement on Lessee's behalf with such changes thereto as such person(s) deem(s) appropriate, and any related documents, including any Escrow Agreement, necessary to the consummation of the transaction contemplated by the Agreement.

**Authorized Individual(s):** Guillermina Fuentes, Mayor  
(Printed or Typed Name and Title of individual(s) authorized to execute the Agreement)

- Adoption of Resolution.** The signatures below from the designated individuals from the Governing Body of the Lessee evidence the adoption by the Governing Body of this Resolution.

**Signature:**   
(Signature of Secretary, Board Chairman or other member of the Governing Body)

**Typed Name & Title** Guillermin Fuentes, Mayor  
(Typed Name and Title of individual who signed directly above)

**Attested By:**    
(Signature of one additional person who can witness the passage of this Resolution)

**Typed Name & Title:** Rosalicia Cordova, City Administrator/Clerk  
(Typed name of individual who signed directly above)