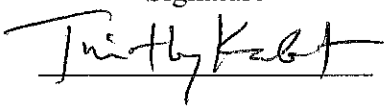



**INCUMBENCY AND AUTHORIZATION CERTIFICATE**

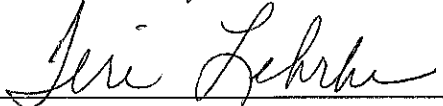
The undersigned, a duly elected or appointed and acting City Clerk of City of La Crosse, Wisconsin ("*Lessee*") certifies as follows:

A. The following listed persons are duly elected or appointed and acting officials of Lessee (the "*Officials*") in the capacity set forth opposite their respective names below and the facsimile signatures below are true and correct as of the date hereof;

B. The Officials are duly authorized, on behalf of Lessee, to negotiate, execute and deliver the Master Equipment Lease/Purchase Agreement dated as of May 14, 2019 by and between Lessee and Banc of America Public Capital Corp ("*Lessor*") and Equipment Schedule No. 002 thereto, the Escrow and Account Control Agreement dated as of November 27, 2019 by and among Lessor, Lessee and Bank of America, National Association, as Escrow Agent, the First Amendment to Equipment Schedule No. 001 dated as of November 27, 2019, all documents related thereto and delivered in connection therewith, and any future modification(s) or amendments thereof (collectively, the "*Operative Agreements*"), and the Operative Agreements each are the binding and authorized agreements of Lessee, enforceable in all respects in accordance with their respective terms.

Name of Official	Title	Signature
Tim Kabat	Mayor	
Valerie Fenske	Director of Finance & Human Resources	_____
Bobbi Johnson	Deputy Director of Finance	_____
Jason Gilman	Director of Planning	_____
Lewis Kuhlman	Environmental Planner	

Dated: November 27, 2019

By:   
Name: Teri Lehrke  
Title: City Clerk

(The signer of this Certificate cannot be listed above as authorized to execute the Operative Agreements.)