EXHIBIT B

CERTIFICATE
TOWN OF STRATTON
COUNTY OF KIT CARSON
RESOLUTION NO. 2004-05

WHEREAS, pursuant to Colorado Revised State Statue, the Town Council is expressly empowered to lease for such term as the Town Council shall determine, which may include a term in excess of one year, any real or personal property; and

WHEREAS, the Town Council has determined that the following items of equipment are needed by the town to carry out its lawful functions:

(1) **Model 463, Bobcat Skidsteer Loader S/N 522212614**
(1) **Model 7000, 48" Marval Angle Boom S/N 700000285**
(1) **Model 8292, 44" Utility Bucket S/N 67290113**
(1) **Model 7054, 48" Utility Blade S/N 705300340**
(1) **Model SB150 48" Snowblower S/N 71330014**

("Equipment"); and

WHEREAS, the Town Council deems it to be in the best interest of the Town and of its inhabitants to lease the Equipment, which Equipment Bankers' Bank of the West Leasing Company, Inc., a Colorado corporation, has agreed to purchase and to lease to the Town of Stratton, all upon the terms and conditions of a certain Municipal Lease/Purchase Agreement and Exhibits and Certificates attached thereto in the form presented to this meeting; and

WHEREAS, the Town Council has determined, and has taken such action and made such investigations as are necessary, in its judgment, to support its determination, that the proposed rental for the equipment is fair and reasonable; and

WHEREAS, in the opinion of the town's attorney for the Town of Stratton, the Town has full power and authority to make and enter into such Municipal Lease/Purchase Agreement with Bankers' Bank of the West Leasing Company, Inc. for the purposes and upon the terms and conditions set forth in such proposed Municipal Lease/Purchase Agreement and attached Exhibits and Certificates without incurring an indebtedness or other obligation on the part of the Town of Stratton, which might be deemed a general obligation debt as provided in the Constitution and Statutes of the State of Colorado;

WHEREAS, the Town Council has designated that the Municipal Lease/Purchase Agreement, Exhibits and Certificates attached thereto is a "Qualified Tax-Exempt Obligation" under Section 265(b)(3)(B)(ii) of the Internal Revenue Code of 1986.

NOW THEREFORE BE IT RESOLVED, that the Municipal Lease/Purchase Agreement and Exhibits and Certificates attached hereto in the form submitted to this meeting, a copy of which is hereby directed to be attached to this Resolution and made a part of the Minutes of this meeting, providing for the leasing of the equipment by the Town of Stratton from Bankers' Bank of the West Leasing Company, Inc. for a period of 4 years, at the rentals and upon the terms and conditions therein provided for, are hereby authorized approved and confirmed.

FURTHER RESOLVED, that the appropriate officials of the Town of Stratton by and they hereby are authorized, empowered and directed in the name of the Town of Stratton, and on behalf of the Town Council, to make, execute and deliver any and all documents, certifications and other instruments necessary, required, or desirable in the opinion of the Town Attorney or the Town of Stratton to effectuate the leasing of the Equipment upon the terms and conditions present to this Town Council and set forth in the documents referenced herein.

CERTIFICATION

The undersigned, the duly elected, qualified and acting Town Clerk of the Town of Stratton, Colorado, does hereby state and certify that at a meeting of the Town Council of the Town of Stratton, Colorado, duly called and held at Stratton, Colorado on the 24th day of June, 2004, at which a quorum was present and acting throughout, the foregoing Resolution was unanimously adopted, that said Resolution is in the Minutes of said meeting, and that the same have not been amended, rescinded or revoked.

Dated this 28, day of June, 2004.

Suzette Thompson

~~(County~~ Clerk)
Town of Stratton, Colorado

TOWN OF STRATTON, COLORADO
SEAL

m resolu
A MUNI LSE