

EXHIBIT A-3
FORM OF INCUMBENCY AND AUTHORIZATION CERTIFICATE


The undersigned, a duly elected or appointed and acting Board Secretary of WARREN COUNTY SCHOOL DISTRICT ("*Lessee*") certifies as follows:

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

B. The Officials and employees are duly authorized, on behalf of Lessee, to negotiate, execute and deliver the Lease Schedule No. **500-3164648-000** dated **OCTOBER 27, 2015** to that certain Master Equipment Lease/Purchase Agreement No. **3164648** dated as of **OCTOBER 27, 2015** by and between Lessee and BANK OF AMERICA, NATIONAL ASSOCIATION ("*Lessor*"), the Escrow Agreement dated as of **OCTOBER 27, 2015** among Lessor, Lessee and Bank of America, National Association, as Escrow Agent, and all documents related thereto and delivered in connection therewith (collectively, the "*Agreements*"), and the 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
Donna L. Zariczny	School Board President	
James M. Grosch	Director of Business Services	
Brian Collopy	Coordinator of Technoogy/Information Management	

Dated: 10/27/15

By: 
Name: Ruth A. Huck
Title: School Board Secretary

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