

CERTIFICATE OF RESOLUTIONS AND INCUMBENCY

I, **John Warfel**, do hereby certify that (i) I am the Secretary of BLOCK ISLAND UTILITY DISTRICT (hereinafter called the "District"); (ii) the following are true and correct copies of resolutions duly adopted by the board of commissioners of the District at a meeting held on **Monday, December 27, 2021 at 3:30 PM**; (iii) the meeting was duly and regularly called and held in accordance with the State of Rhode Island General Laws and the bylaws of the District; (iv) the District is duly organized, validly existing and in good standing under the laws of the state of its organization and there is no pending or contemplated proceeding for the merger, consolidation, sale of assets or business or dissolution of the District; (v) none of the following resolutions has been rescinded or modified as of this date; and (vii) the persons authorized below have been duly elected or appointed to their respective positions:

RESOLVED, that the District borrow from National Rural Utilities Cooperative Finance Corporation (CFC), from time to time as determined by the persons designated by the board of commissioners of the District, an aggregate amount not to exceed \$300,000.00, as set forth in a loan agreement with CFC governing such loan, in such form as the individuals authorized herein may negotiate with CFC (the "9007 Loan Agreement"); and

RESOLVED, that the District also borrow from CFC, from time to time as determined by the persons designated by the board of commissioners of the District, an aggregate amount not to exceed \$1,500,000.00, as set forth in a loan agreement with CFC governing such loan, in such form as the individuals authorized herein may negotiate with CFC (the "9008 Loan Agreement"); and

RESOLVED, that the proceeds of these loans be used for refinancing certain amounts outstanding under the District's line of credit with CFC and financing the District's voltage conversion project, respectively; and

RESOLVED, that the individuals listed below are hereby authorized to execute and to deliver to CFC the following documents (including as many counterparts as may be required):

- a) the 9007 Loan Agreement and the 9008 Loan Agreement;
- b) one or more secured promissory notes payable to the order of CFC, which in the aggregate shall not exceed the principal amount of \$300,000.00, in such form as the individuals authorized herein may negotiate with CFC;
- c) one or more secured promissory notes payable to the order of CFC, which in the aggregate shall not exceed the principal amount of \$1,500,000.00, in such form as the individuals authorized herein may negotiate with CFC; and
- d) if required by CFC, a mortgage and security agreement with CFC as mortgagee, for purposes of securing the loans provided for herein, in such form as the individuals authorized herein may negotiate with CFC.

RESOLVED, that each of the following individuals is hereby authorized in the name and on behalf of the District to execute and to deliver all such other documents and instruments as may be necessary or appropriate, to execute any future amendments to said 9007 Loan Agreement and said 9008 Loan Agreement as such individual may deem appropriate within the amount of the promissory notes so authorized herein and to do all such other acts as in the opinion of such authorized individual acting may be necessary or appropriate in order to carry out the purposes and intent of the foregoing resolutions:

<u>Office or Title</u>	<u>Name (typed or printed)</u>
President	Jeffery M. Wright
Board Chair	Barbara A. MacMullan
Treasurer	Tom Risom

IN WITNESS WHEREOF I have hereunto set my hand as of the date shown below.

Secretary

Date: _____