

**RESOLUTION OF THE COUNTY OF DARE, NORTH CAROLINA REQUESTING THE
RELEASE OF CERTAIN PREMISES RELATED TO CERTIFICATES OF
PARTICIPATION, SERIES 2004**

WHEREAS, the County of Dare, North Carolina (the "*County*") is a political subdivision validly existing under the Constitution, statutes and laws of the State (the "*State*");

WHEREAS, the County entered into (a) an Installment Purchase Contract dated as of August 1, 2004 (the "*Contract*") with the Dare County Public Facilities Corporation, a North Carolina nonprofit corporation (the "*Corporation*"), in order to pay the capital costs of (1) acquiring, constructing, equipping and furnishing a new middle school to be known as Manteo Middle ("*Manteo Middle School*") and (2) acquiring, constructing, equipping and furnishing a new elementary school, including central office facilities, known as Nags Head Elementary School ("*Nags Head Elementary School*") and together with Manteo Middle School, the "*Mortgaged Schools*") and (b) a Deed of Trust and Security Agreement dated as of August 1, 2004 (the "*Deed of Trust*") placing a lien on the Mortgaged Schools to secure the County's obligations under the Contract;

WHEREAS, the Corporation executed and delivered Certificates of Participation, Series 2004, Evidencing Proportionate Undivided Interests in Rights to Receive Certain Revenues Pursuant to the Contract (the "*2004 Certificates*");

WHEREAS, the Dare County Board of Education has requested that the County seek the release of 0.10 acres of property on the Manteo Middle School site in accordance with Section 1.14(a) of the Deed of Trust in order to exchange such strip of land with an adjacent landowner in order to provide a second means of ingress/egress from the Manteo Middle School site;

***NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS
OF THE COUNTY OF DARE, NORTH CAROLINA, AS FOLLOWS:***

Section 1. Request for Release of Premises. That the County hereby requests that the trustee under the Deed of Trust, on receipt of the consent of the Corporation and Ambac Assurance Corporation, release 0.10 acres of property on the Manteo Middle School site in accordance with Section 1.14(a) of the Deed of Trust in order to exchange such strip of land with an adjacent landowner in order to provide a second means of ingress/egress from the Manteo Middle School site. The legal description of the property to be released is contained in the Deed of Partial Release to be executed by the Deed of Trust trustee and recorded in the Dare County Register of Deeds office. The Dare County Board of Education has agreed to provide for the payment of all expenses in connection with the release of property requested pursuant to this Resolution.

Section 2. Actions by the County. That the Chairman of the Board of Commissioners, the Clerk to the Board of Commissioners, the County Manager, the County Finance Officer, the County Attorney and their respective designees, are hereby designated to act on behalf of the County to effectuate the release of property from the Deed of Trust as described in this Resolution, and all actions of such officers on behalf of the County with respect to such release, whether previously or hereinafter taken, are hereby approved, ratified and authorized.

Section 3. Severability. That if any section, phrase or provision of this Resolution shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases or provisions of this Resolution.

Section 4. Repealer. That all motions, orders, resolutions and parts thereof, in conflict herewith are hereby repealed.

Section 5. Effective Date. That this Resolution shall become effective on the date of its adoption.

Adopted, this 5th day of September, 2006.

Chairman, Board of Commissioners

[SEAL]

Frances W. Harris
Clerk to the Board of Commissioners
County of Dare, North Carolina