

**EXHIBIT B**

**RESOLUTION AUTHORIZING EXECUTION OF SECOND  
AMENDMENT TO LEASE**

WHEREAS, this Board of School Trustees (the "Board") has previously examined and approved a form of second amendment to lease (the "Second Amendment") proposed by Attica Elementary School Building Corporation (the "Building Corporation") on December 17, 2012; and,

WHEREAS, notice of a hearing on the proposed Second Amendment was given by publication in the *Fountain County Neighbor* on December 18, 2012, and said hearing has been held in accordance with said notice; now therefore,

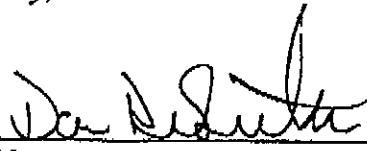
BE IT RESOLVED by the Board of the Attica Consolidated School Corporation (the "School Corporation"), that this Board now finds that the preliminary plans and estimates provide the necessary facility for the pupils of this School Corporation and the same now are hereby approved, and the members of the Board be, and they are hereby authorized and directed to endorse their approval upon such plans and estimates.


BE IT FURTHER RESOLVED, that the proposed Second Amendment with the Building Corporation, as lessor, provides for a fair and reasonable rental and further that the execution of said Second Amendment is necessary and wise.

BE IT FURTHER RESOLVED, that the Secretary is authorized and directed to initial and date a copy of the proposed Second Amendment and to place the same in the minute book immediately following the minutes of this meeting, and said Second Amendment is made a part of this resolution as fully as if the same were set forth herein.

BE IT FURTHER RESOLVED, that the President and Secretary of the Board be, and they are hereby authorized and directed to execute the aforesaid Second Amendment, or any other amendment, as needed to issue the Bonds, on behalf of the School Corporation.

*Passed and Adopted this 25<sup>th</sup> day of February, 2013.*

  
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President

  
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Secretary