

OFFICER'S CERTIFICATE

TO: Bank of Montreal (“**BMO**”)

The undersigned, _____, _____,
(insert first and last name) *(insert title)*
 of _____
(insert the name of the organization)

certifies for and on behalf of the FRASER VALLEY REGIONAL DISTRICT
without personal liability, intending that the same may be relied upon by you, that:

General

1. I am a duly appointed officer of the FRASER VALLEY REGIONAL DISTRICT and have knowledge of the matters hereinafter certified.
2. I have reviewed the books and records and other documents of the FRASER VALLEY REGIONAL DISTRICT and have made such enquiries and investigations as I consider necessary or advisable for the purpose of verifying the matters set out below.

Matters Pertaining to the Public Body

3. The FRASER VALLEY REGIONAL DISTRICT is a public body and broader public sector participant under the Government of British Columbia
(insert one: "laws of the [State/Province/Territory] of [name]" or "federal laws of Canada")
4. There are no provisions in the FRASER VALLEY REGIONAL DISTRICT articles or the by-laws or any shareholders' agreement relating to the FRASER VALLEY REGIONAL DISTRICT which restrict or limit the powers of the FRASER VALLEY REGIONAL DISTRICT or its directors with respect to the ability of the FRASER VALLEY REGIONAL DISTRICT to borrow, give financial assistance or create security interests in its property, assets and undertaking.
5. Attached as Schedule "A" is a true copy of the resolutions (the "**Authorizing Resolutions**") passed by the board of directors of the FRASER VALLEY REGIONAL DISTRICT authorizing the FRASER VALLEY REGIONAL DISTRICT to borrow from, and incur other obligations to, BMO. The Authorizing Resolutions remain in full force and effect, unamended, and there exist no other resolutions of the board of directors of the FRASER VALLEY REGIONAL

DISTRICT relating to the matters set out in the Authorizing Resolutions. The FRASER VALLEY REGIONAL DISTRICT has full power and authority to execute, deliver and perform its obligations contained in the documents as contemplated by the Authorizing Resolutions (all such documents, hereafter the “Documents”).

6. All Documents executed by the FRASER VALLEY REGIONAL DISTRICT and delivered to BMO are, respectively, in a form contemplated in the Authorizing Resolutions. Each person who executed and delivered the Documents to BMO had full authority to do so on behalf of the FRASER VALLEY REGIONAL DISTRICT and each signature affixed to the Documents is the true and proper signature of the signatory.

Incumbency

7. Each person whose name is set out below is, as of the date of this certificate, an authorized signatory who is authorized to execute documents on behalf of the FRASER VALLEY REGIONAL DISTRICT and the signature set out beside each person’s name and title is the true signature of that person:

Name	Title	Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____

[The balance of this page is intentionally left blank; the signature page follows]

This certificate may be relied upon by BMO in connection with any dealings it may have with the FRASER VALLEY REGIONAL DISTRICT from time to time.

DATED this ____ day of _____, 20____.

Name:

Title:

Execution Page – Officer's Certificate

SCHEDULE "A"
Authorizing Resolutions

**RESOLUTION OF THE DIRECTORS OF
FRASER VALLEY REGIONAL DISTRICT**

(insert the name of the Corporation)
(the "Corporation")

WHEREAS the Corporation has the power and capacity to borrow money upon the credit of the Corporation and to mortgage and charge all or any of the real and personal property of the Corporation;

AND WHEREAS it is in the best interest of the Corporation to enter into an arrangement with Bank of Montreal ("**BMO**") to provide the Corporation with credit by way of a corporate credit card account (an "**Account**");

NOW THEREFORE, BE IT RESOLVED THAT:

1. The Corporation is hereby authorized to enter into an arrangement with BMO to provide the Corporation with credit by way of an Account, under which arrangement the Corporation may request that BMO issue cards on the Account, and the Corporation will be responsible for the payment of all amounts (including fees and interest) charged to the Account, the whole substantially on the terms and conditions set out in the draft corporate card agreement (the "**Agreement**") submitted to, and hereby approved by, the directors;

2. THAT *(select one)*:

☐ the person with the title of: _____ is
(insert title)

☐ any one of the following persons with the titles of: _____ is
(insert titles)

☐ any two of the following persons with the titles of: _____ are
(insert titles)

hereby authorized to sign the Agreement with BMO substantially on the terms and conditions of the draft thereof approved by the directors, with such changes or modifications as the persons so signing may in their sole discretion deem appropriate, and to sign from time to time such other documents, agreements, amendments to, and restatements of, the Agreement and to do such other things they in their sole discretion

deem appropriate or advisable in connection with, or to give effect to, such Agreement and the program contemplated thereunder.

The execution and delivery of any other agreements, instruments or documents ancillary or incidental to the documents referred to in this resolution which may have been executed or delivered prior to the enactment of this resolution, regardless of the officer or other employee of the Corporation who executed such agreement, instrument or document, and regardless of any informality in such execution or delivery, are hereby ratified, approved and confirm