**CERTIFICATE OF THE TRUSTEE(S)**

**OF THE**

**OPEB FUND OF [*Insert Name of Governmental Unit*]**

The undersigned certifies/certify that, as of this \_\_\_day of \_\_\_\_\_\_\_\_\_\_\_ 20\_\_, he/she/they are the trustee(s) of the OTHER POST EMPLOYMENT BENEFITS LIABILITY TRUST FUND OF [*insert name of governmental unit*] (the “OPEB FUND”) and that, as such, he/she/they are authorized to execute this Certificate in the name and on behalf of the OPEB FUND and further certifies to the State Retiree Benefits Trust Fund Board of Trustees and the Pension Reserves Investment Management Board that:

1. Attached hereto as Exhibit A is a true, correct and complete copy of the Declaration of Trust of the OPEB FUND adopted by the undersigned pursuant to M.G.L. Chapter 32B, Section 20 (the “Declaration of Trust”), filed with the chief executive officer and clerk of [governmental unit] on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_ and remains in full force and effect on \_\_\_\_\_\_\_, \_\_\_\_. .
2. Attached hereto as Exhibit B is a true, correct and complete copy of resolutions, duly adopted by the trustee(s) on \_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_ in accordance with the Declaration of Trust. Said resolutions have not been altered, amended, rescinded, or repealed, in whole or in part, and remain in full force and effect on the date hereof.

IN WITNESS WHEREOF, we have hereunto set our hands as of the date first written above.

 Trustees

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Trustee, and not individually

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Trustee, and not individually

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Trustee, and not individually

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Trustee, and not individually

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Trustee, and not individually

2796\0001\412387.1

**Exhibit A**

**Resolutions**

2796\0001\412387.1