

**RESOLUTION AUTHORIZING THE EXECUTION OF
MEMORANDUM OF AGREEMENT
WITH CANADIAN NATIONAL RAILWAY COMPANY**

WHEREAS, the Village of Barrington Hills (the "Village") and Grand Trunk Corporation, a wholly owned subsidiary of Canadian National Railway Company ("CN") desire to enter into an Memorandum of Agreement (the "Agreement") regarding mitigation of certain impacts to the Village resulting from the merger of CN with the EJ&E Railroad; and

NOW, THEREFORE, BE IT RESOLVED by the President and the Board of Trustees of the Village of Barrington Hills, Cook, Kane, Lake, and McHenry Counties, Illinois, as a home rule municipality the following:

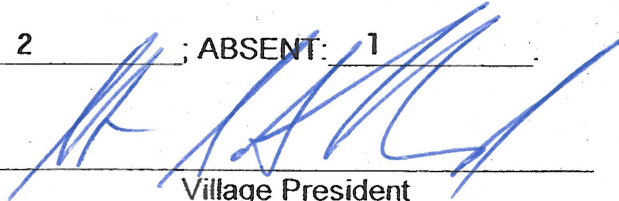
Section One The Village President is hereby authorized to execute the Agreement, substantially on the terms set forth in the copy attached hereto and made a part hereof as Exhibit A with such modifications as may be deemed necessary or desirable by the Village President and the Village Attorney.

Section Two If any part or provision of this Resolution shall be held or deemed to be invalid, such invalidity shall not have the affect of rendering another part or provision of this Resolution invalid.

Section Three This Resolution shall be in full force and affect from and after its passage and approval as provided by law.

APPROVED THIS 25th day of January, 2010.

AYES: 4 ; NAYS: 2 ; ABSENT: 1



Village President

ATTEST:



Village Clerk