

**TOWN OF FREDERICK, COLORADO
RESOLUTION NO. 16-R-84**

**A RESOLUTION OF THE TOWN OF FREDERICK, COLORADO,
AUTHORIZING THE EXECUTION AND DELIVERY OF A MASTER
GOVERNMENTAL LEASE-PURCHASE AGREEMENT, AN ESCROW
AGREEMENT AND SUPPLEMENT WITH RESPECT TO THE ACQUISITION,
PURCHASE, FINANCING AND LEASING OF CERTAIN EQUIPMENT FOR THE
PUBLIC BENEFIT; AUTHORIZING THE EXECUTION AND DELIVERY OF
DOCUMENTS REQUIRED IN CONNECTION THEREWITH; AND
AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO
THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY
THIS RESOLUTION.**

WHEREAS, the Town of Frederick (the "Lessee"), a body politic and corporate duly organized and existing is a municipal corporation of the State of Colorado is authorized by the State of Colorado to purchase, acquire and lease personal property for the benefit of the Lessee and its inhabitants and to enter into contracts with respect thereto; and

WHEREAS, the Lessee desires to purchase, acquire and lease certain equipment constituting personal property necessary for the Town to perform its essential governmental functions, specifically a street sweeper; and

WHEREAS, in order to acquire such equipment the Lessee proposes to enter into that certain Master Governmental Lease Purchase Agreement Number 54632 dated as of November 30, 2016 (the "Agreement"), and Supplement No. 548632-400 dated as of November 30, 2016 thereto (the "Supplement" and together with the Agreement, the "Lease"), each with Wells Fargo Bank, National Association (the "Lessor") and that certain Escrow Agreement with the Lessor as lessor and escrow agent, the forms of which have been presented to the governing body of the Lessee at this meeting; and

WHEREAS, the Board of Trustees deems it for the benefit of the Lessee and for the efficient and effective administration thereof to enter into the Supplement and Escrow Agreement as provided in the Agreement for the purchase, acquisition and leasing of the equipment to be therein described (street sweeper) on the terms and conditions therein provided

Now, THEREFORE, BE IT AND IT IS HEREBY RESOLVED by the Town of Frederick Board of Trustees as follows:

Section 1. Approval of Documents. The form, terms and provisions of the Agreement, the Escrow Agreement and the Supplement are hereby approved in substantially the forms presented at this meeting, with such insertions, omissions and changes as shall be approved by the Board of Trustees executing the same, the execution of such documents be conclusive evidence of such approval; and the Town Manager is hereby authorized and directed to execute, and the Town Clerk is hereby authorized and directed to attest and countersign, the Agreement, the Escrow Agreement and Supplement and any related Exhibits attached thereto and to deliver the Agreement, the Escrow Agreement and the Supplement (including such Exhibits) to the respective parties thereto and the Town Clerks is hereby authorized to affix the seal of the Lessee to such documents.

Section 2. Other Actions Authorized. The officers and employees of the Lessee shall take all action necessary or reasonably required by the parties to the Agreement, the Escrow Agreement and the Supplement to carry out, give effect to and consummate the transactions contemplated thereby (including

the execution and delivery of an acceptance certificate and a tax certificate and agreement with respect to the Supplement, as contemplated in the Agreement) and to take all action necessary in conformity therewith, including without limitation, the execution and delivery of any closing and other documents required to be delivered in connection with the Agreement, the Escrow Agreement and the Supplement.

Section 3. No General Liability. Nothing contained in this Resolution, the Agreement, the Escrow Agreement, the Supplement nor any other instrument shall be construed with respect to the Lessee incurring a pecuniary liability or charge upon the general credit of the Lessee or against its taxing power, nor shall the breach of any agreement contained in this Resolution, the Agreement, the Escrow Agreement, the Supplement or any other instrument or document executed in connection therewith impose any pecuniary liability upon the Lessee or any charge upon its general credit or against its taxing power, except to the extent that the rental payments payable under the Lease are special limited obligations of the Lessee as provided therein.

Section 4. Appointment of Authorized Town Representatives. The Town Manager and Town Clerk of the Lessee are each hereby designated to act as authorized representatives of the Lessee for purposes of the Agreement, the Escrow Agreement and the Supplement until such time as the governing body of the Lessee shall designate any other or different authorized representative for purposes of the Agreement, the Escrow Agreement and Supplement.

Section 5. Severability. If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

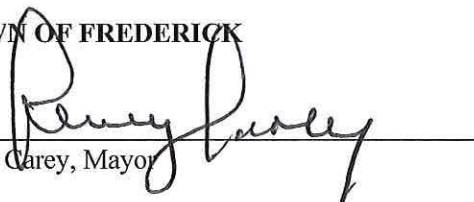
Section 6. Repealer. All bylaws, orders and resolutions, or parts thereof, inconsistent herewith, are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed as reviving any bylaw, order, resolution or ordinance or part thereof.

Section 7. Effective Date. This Resolution shall be effective immediately upon its approval and adoption.

ADOPTED AND APPROVED by the governing body of the Lessee this 13th day of December, 2016.

ATTEST:

By 
Meghan C. Martinez, CMC, Town Clerk

TOWN OF FREDERICK
By 
Tony Carey, Mayor

