

Resolution 5814

A RESOLUTION OF THE GOVERNING BODY OF CITY OF SEBASTOPOL, AUTHORIZING THE EXECUTION AND DELIVERY OF A GOVERNMENTAL LEASE-PURCHASE AGREEMENT, AN ESCROW AGREEMENT AND A 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 City of Sebastopol (the "*Lessee*"), a body politic and corporate duly organized and existing as a political subdivision, municipal corporation or similar public entity of the State of California is authorized by the laws of the State of California 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 Lessee to perform essential governmental functions; and

WHEREAS, in order to acquire such equipment, the Lessee proposes to enter into that certain Governmental Lease-Purchase Agreement (the "*Agreement*", and Supplement No. 320323-400 thereto (the "*Supplement*" and together with the Agreement, the "*Lease*"), each with Wells Fargo Equipment Finance, Inc. (the "*Lessor*", and that certain Escrow Agreement with the Lessor as escrow agent, the forms of which have been presented to the governing body of the Lessee at this meeting; and

WHEREAS, the governing body of the Lessee deems it for the benefit of the Lessee and for the efficient and effective administration thereof to enter into the Supplement as provided in the Agreement for the purchase, acquisition and leasing of the equipment to be therein described on the terms and conditions therein provided:

Now, THEREFORE, BE IT AND IT IS HEREBY RESOLVED by the governing body of the City of Sebastopol 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 of the Lessee or other members of the governing body of the Lessee executing the same, the execution of such documents being conclusive evidence of such approval; and the of the Lessee is hereby authorized and directed to execute, and the of the Lessee is hereby authorized and directed to attest and countersign, the Agreement, the Escrow Agreement and the 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 of the Lessee 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 as 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 Lessee Representatives. The City Manager and Admin. Services Dir. 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 the 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.

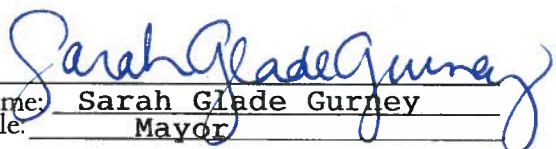
Section 7. Effective Date. This Resolution shall be effective immediately upon its approval and adoption.

Section 8. Pursuant to Section 265(b) of the Internal Revenue Code of 1986, as amended (the "Code"), Lessee hereby specifically designates the Lease as a "qualified tax-exempt obligation" for purposes of Section 265(b)(3) of the Code.

ADOPTED AND APPROVED by the governing body of the Lessee this 7th day of September 2010

City of Sebastopol
as lessee

By:


Name: Sarah Glade Gurney
Title: Mayor

ATTEST

By:


Name: Mary C. Gourley
Title: City Clerk

VOTE:

Ayes: Councilmember Shaffer, Vice Mayor Wilson and Mayor Gurney

Noes: None

Absent: Councilmembers Kelley and Robinson

Abstain: None