

**BILL NO.** \_\_\_\_\_

**RESOLUTION NO.** \_\_\_\_\_

**A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A MASTER LEASE AGREEMENT, EQUIPMENT SCHEDULE NO. 01, AN ESCROW AGREEMENT AND RELATED INSTRUMENTS, AND DETERMINING OTHER MATTERS IN CONNECTION THEREWITH.**

**WHEREAS**, the City of Kirksville (“Lessee”) desires to upgrade its emergency communication system equipment (the “Equipment”) described in Equipment Schedule No. 01 to the Master Lease Agreement (collectively, the “Lease”) with SunTrust Equipment Finance & Leasing Corp., the form of which has been available for review by the City Council; and

**WHEREAS**, the Equipment is essential for the Lessee to perform its governmental functions in accordance with a mandate by the FCC to meet narrow band compliance by December 31, 2012; and

**WHEREAS**, the funds made available under the Lease will be deposited with SunTrust Bank (the “Escrow Agent”) or assignee pursuant to an Escrow Agreement between Lessee and the Escrow Agent (the “Escrow Agreement”) and will be applied to the acquisition of the Equipment in accordance with said Escrow Agreement; and

**WHEREAS**, Lessee has taken the necessary steps, including those relating to any applicable legal bidding requirements, to arrange for the acquisition of the Equipment; and

**WHEREAS**, Lessee proposes to enter into the Lease with SunTrust Equipment Finance & Leasing Corp., and the Escrow agreement with the Escrow Agent substantially in the forms presented.

**NOW, THEREFORE, BE IT FURTHER RESOLVED BY THE CITY COUNCIL AS FOLLOWS:**

**Section 1.** It is hereby found and determined that the terms of the Lease and the Escrow Agreement (collectively, the “Financing Documents”) in the forms presented and incorporated in this resolution are in the best interests of Lessee for the acquisition of the Equipment.

**Section 2.** The Financing Documents and the acquisition and financing of the Equipment under the terms and conditions as described in the Financing Documents are hereby approved. The City Manager of the City of Kirksville and any other officer who shall have power to execute contracts on behalf of Lessee be, and each of them hereby is, authorized to execute, acknowledge and deliver the Financing Documents with any changes, insertions and omissions therein as may be approved by the officers who execute the Financing Documents, such approval to be conclusively evidenced by such execution and delivery of the Financing Documents. The City Manager of the City of Kirksville and any other officer of Lessee who shall have power to do so be, and each of them hereby is, authorized to affix the official seal of Lessee to the Financing Documents and attest the same.

**Section 3.** The proper officers of Lessee be, and each of them hereby is, authorized and directed to execute and deliver any and all papers, instruments, opinions, certificates, affidavits and other documents and to do or cause to be done any and all other acts and things necessary or proper for carrying out this resolution and the Financing Documents.

**Section 4.** 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.

The undersigned further certifies that the foregoing Resolution has not been repealed or amended and remains in full force and effect and further certifies that the Lease and Escrow Agreement executed on behalf of Lessee are the same as presented and duly adopted by the Council of the City of Kirksville, Missouri on September 19, 2011, excepting only such changes, insertions and omissions as shall have been approved by the officers who executed the same.

Passed by the City Council and signed by the Mayor this 19th day of September, 2011.

---

Richard L. Detweiler, Mayor

ATTEST:

---

Vickie Brumbaugh, City Clerk