

**RESOLUTION NO. 2017-10**

**A RESOLUTION APPROVING THE EXECUTION OF A LEASE PURCHASE TRANSACTION, THE PROCEEDS OF WHICH WILL BE USED TO PAY THE COSTS OF ACQUIRING, CONSTRUCTING AND INSTALLING IMPROVEMENTS FOR THE COUNTY; AND TO APPROVE THE EXECUTION OF CERTAIN DOCUMENTS IN CONNECTION THEREWITH.**

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**WHEREAS**, the Board of County Commissioners (the "Board") of Seward County, Kansas (the "County"), has heretofore considered the need of the County and its residents for energy conservation measures to be located in the buildings and on property owned and operated by the County (the "Equipment") and has found and determined that the acquisition, installation and construction of the Equipment is in the public interest; and

**WHEREAS**, the Equipment constitutes "energy conservation measures" pursuant to the provisions of K.S.A. 75-37,125 (the "Act"), and the County is permitted to enter into a lease purchase agreement for such energy conservation measures under the authority in the Act, K.S.A. 10-1116c, and K.S.A. 19-101 *et seq.*; and

**WHEREAS**, the County has previously adopted Resolution No. 2017-04, determining the advisability of acquiring the Equipment pursuant to the execution of a lease purchase agreement and directing D.A. Davidson & Co., as placement agent (the "Placement Agent"), to identify a lessor/purchaser for such lease purchase agreement; and

**WHEREAS**, the Placement Agent has identified Pinnacle Public Finance, Inc., as purchaser/lessor for the lease purchase agreement (the "Lessor"); and

**WHEREAS**, in order to facilitate the acquisition of the Equipment and the payment for the costs thereof, it is necessary and desirable for the County to take the following actions:

1. Enter into a Master Lease Purchase Agreement and Schedule No. 1 thereto (the "Lease") with the Lessor, pursuant to which the County, as lessee, will lease the Equipment from the Lessor with an option to purchase Lessor's interest in the Equipment, the form of which has been presented to the Board on the date hereof.
2. Enter into an Escrow Agreement (the "Escrow Agreement") with Lessor and The Bank of New York Mellon Trust Company, N.A. (the "Escrow Agent"), pursuant to which the proceeds of the Lease will be held in trust by the Escrow Agent pending the use of such proceeds to purchase the Equipment, the form of which has been presented to the Board on the date hereof.

The Lease and the Escrow Agreement are referred to together herein as the "County Documents."

**THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF SEWARD COUNTY, KANSAS:**

**Section 1. Authorization and Approval of County Documents.**

(a) The County Documents are hereby approved in substantially the forms submitted to and reviewed by the Board on the date hereof, with such changes therein as shall be approved by the County Administrator and County Counselor. The Chairman's execution of the County Documents will be conclusive evidence of such approval.

(b) The Chairman of the Board is hereby authorized and directed to execute and deliver the County Documents and on behalf of and as the act and deed of the County. The County Clerk is hereby authorized, to the extent necessary, to affix the County's seal to the County Documents and attest said seal.

(c) The obligation of the County to make payments under the Lease will not in any way be construed to be a general obligation or indebtedness of the County in contravention of any applicable constitutional or statutory limitation or requirement concerning the creation of indebtedness or liability by the County.

**Section 2. No Publication Required.** The acquisition of the Equipment with the proceeds derived from the Lease is an energy conservation measure under the Act and does not involve the acquisition of land or buildings. Accordingly, publication is not required under the provisions of K.S.A. 10-1116c.

**Section 3. Further Authority.** The County shall, and the officials and agents of the County, the County's legal counsel, and Gilmore & Bell, P.C., Wichita, Kansas, Special Counsel to the County are hereby authorized and directed to, take such actions, expend such funds and draft and execute such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution and to carry out, comply with and perform the duties of the County with respect to the County Documents, the other documents authorized or approved hereby, and the Equipment.

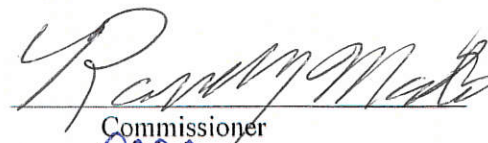
**Section 4. Effective Date.** This Resolution shall take effect and be in full force from and after its adoption by the Board.

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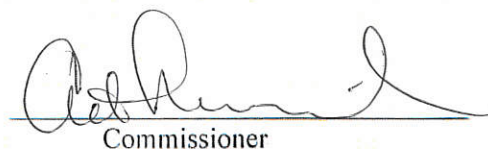
**ADOPTED AND APPROVED** by the Board of County Commissioners of Seward County, Kansas, on May 15, 2017.

  
Chair and Commissioner

  
Commissioner

  
Commissioner

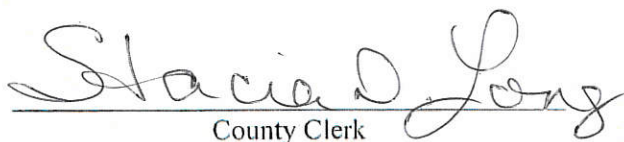
  
Commissioner

  
Commissioner

(SEAL)



**ATTEST:**

  
County Clerk

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