

**RESOLUTION NO. 107-11**

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF RICHMOND  
AUTHORIZING THE EXECUTION AND DELIVERY OF A MASTER LEASE  
AGREEMENT, EQUIPMENT SCHEDULE, ESCROW AGREEMENT AND  
RELATED INSTRUMENTS, AND DETERMINING OTHER MATTERS IN  
CONNECTION THEREWITH**

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**WHEREAS**, the City of Richmond (“Lessee”) desires to obtain certain equipment ( the “Equipment”) described in Equipment Schedule No. 1 to the Master Lease Agreement (collectively, the “Lease”) with Holman Capital Corporation, the form of which has been available for review by the governing body of Lessee prior to the meeting; and

**WHEREAS**, the Equipment is essential for the Lessee to perform its governmental functions; and

**WHEREAS**, the funds made available under the Lease will be deposited with Deutsche Bank Trust Company Americas (the “Escrow Agent” 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 Holman Capital Corporation and the Escrow Agreement with the Escrow Agent substantially in the forms presented to this meeting.

**NOW, THEREFORE, BE IT RESOLVED**, by the Council of the City of Richmond 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 to this meeting and incorporated in this resolution are in the best interests of the 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 Finance Director of Lessee and any other officer of Lessee 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 Debt Analyst of the Lessee and any other officer of the 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.

**BE IT FURTHER RESOLVED**, that the Council of the City of Richmond hereby authorizes and directs the proper officers of Lessee 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.

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I certify that the foregoing resolution was passed and adopted by the City Council of the City of Richmond at a special meeting held on Tuesday, November 22, 2011, by the following vote:

Ayes: Councilmembers Bates, Beckles, Booze, Ritterman, Rogers, Vice Mayor Butt, and Mayor McLaughlin.

Noes: None.

Abstentions: None.

Absent: None.

DIANE HOLMES  
Clerk of the City of Richmond

(SEAL)

Approved:

GAYLE MCLAUGHLIN  
Mayor

Approved as to form:

RANDY RIDDLE  
City Attorney

State of California            }  
County of Contra Costa        }        : ss.  
City of Richmond               }

I certify that the foregoing is a true copy of **Resolution No. 107-11**, finally passed and adopted by the City Council of the City of Richmond at a special meeting held on November 22, 2011.