

RESOLUTION NO.

ENTITLED: A RESOLUTION AUTHORIZING THE CITY OF LARAMIE, STATE OF WYOMING, TO LEASE, WITH AN OPTION TO PURCHASE, CERTAIN EQUIPMENT FROM SECURITY FIRST BANK.

WHEREAS, the governing body (the "Governing Body") of the City of Laramie, State of Wyoming (the "Lessee") has determined that the needs of the Lessee include certain equipment listed on EXHIBIT C of that certain Lease and Option to Purchase Agreement (the "Agreement") and made a part hereof by this reference (the "Equipment"); and

WHEREAS, pursuant to this resolution (the "Authorizing Resolution"), Lessee intends to enter into the Agreement with Security First Bank, (the "Lessor"), to which this Authorizing Resolution constitutes EXHIBIT A, to provide for the payment of the costs of acquisition of the Equipment; and

WHEREAS, the Lessee is a municipality, duly organized and validly existing under the constitution and laws of the State of Wyoming; and

WHEREAS, the City of Laramie has the requisite power and authority to execute and deliver the Lease Agreement and to incur and perform the obligations of Lessee as set forth in the Agreement; and

WHEREAS, the Lease Agreement will be duly authorized and executed by Lessee and will be a valid and binding agreement of Lessee enforceable in accordance with its terms, except insofar as the enforcement thereof may be limited by any applicable bankruptcy, insolvency, moratorium, reorganization or other laws or equitable principles of general application or of application to Wyoming municipalities or public entities such as Lessee affecting remedies or creditors' rights; and

WHEREAS, the authorization and execution of the Agreement and all other proceedings of Lessee relating to the transactions contemplated thereby, including without limitation the acquisition and operation of the Equipment, will be performed in accordance with all open meeting laws, public bidding laws and all other applicable laws.

WHEREAS, the Lessee will obtain all necessary licenses, permits and approvals, if any, required by all governing bodies or agencies having jurisdiction over the acquisition and operation of the Equipment; and

WHEREAS, the Equipment to be leased pursuant to the Agreement constitutes personal property and when subjected to use by Lessee will not be or become a fixture under applicable law; and

WHEREAS, to the best of the City's knowledge, there is no proceeding pending or threatened against or affecting Lessee in any court or before any governmental authority or arbitration board or tribunal that, if adversely determined would adversely affect the validity or enforceability of the Agreement, the ability of Lessee to perform its obligations under the Agreement the transactions contemplated by the Agreement or the security interest of Lessor or its assigns in the Equipment; and

WHEREAS, the Governing Body of Lessee desires to authorize certain officers of the Lessee and members of the Governing Body of Lessee to proceed to finalize the form of the Agreement and all other documents necessary to effect the financing and to negotiate the necessary terms and provisions thereof;

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY OF LARAMIE, STATE OF WYOMING, THAT:

Section 1. All action heretofore taken (not inconsistent with the provisions of this Authorizing Resolution) by the Governing Body of Lessee or officers of Lessee, directed toward the financing of the Equipment, are hereby ratified, approved and confirmed by the Mayor or his Designee.

Section 2. The Agreement, including the Exhibits, in substantially the same form as presented at this meeting, with such additions, omissions and changes as may be requested by the Lessee or its Legal Counsel and persons executing the same, their execution being conclusive evidence of their approval of any such additions, omissions, and changes, is hereby approved by the Mayor or his Designee, where appropriate, are authorized and directed to affix his, her or their signatures and the official corporate seal of Lessee thereto.

Section 3. No provision of this Authorizing Resolution or the Agreement shall be construed as creating or constituting a general obligation or other indebtedness of Lessee or a mandatory payment obligation of Lessee in any ensuing Fiscal Year beyond the current Fiscal Year.

Section 4. The Governing Body of Lessee hereby represents that the reasonably anticipated amount of qualified tax-exempt obligations which have been and will be issued by Lessee does not exceed \$10,000,000 for the 2012 calendar year and hereby designates the Agreement to be a "qualified tax-exempt obligation" pursuant to Section 265 (b) (3) of the Internal Revenue Code of 1986, as amended.

Section 5. If any section, paragraph, clause or provision of this Authorizing 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 Authorizing Resolution.

Section 6. All resolutions, or parts thereof, inconsistent with this Authorizing Resolution or with any of the documents hereby approved, are hereby repealed only to the extent of such inconsistency. This repealer shall not be construed as reviving any resolution or part

thereof.

Section 7. This Authorizing Resolution shall be in full force and effect upon its passage and adoption.

ADOPTED AND APPROVED as of the 18th day of December, 2012.

(SEAL)

CITY OF LARAMIE
STATE OF WYOMING

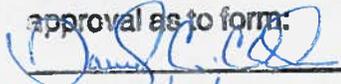


Mayor or Designee

ATTESTED:

By: Sue Maria Jones, WMC
Title: City Clerk

City Attorney's Office
approval as to form:



Date: 12/14/12