

**TOWN OF LYONS, COLORADO
RESOLUTION NO. 2020 - 61**

**A RESOLUTION OF THE TOWN OF LYONS, COLORADO APPROVING
AN AMENDMENT TO A SITE LEASE BETWEEN THE TOWN AND UMB
BANK, N.A. FOR THE PURPOSES DESCRIBED HEREIN; APPROVING
DOCUMENTATION RELATING TO THE AMENDMENT OF THE SITE
LEASE; AND PROVIDING OTHER DETAILS IN CONNECTION WITH
THE AMENDMENT OF THE SITE LEASE**

WHEREAS, the Board of Trustees (the "Board") of the Town of Lyons, Colorado (the "Town") possesses the authority to enter into lease agreements for real property owned by the Town when determined by the Board to be in the best interest of the Town; and

WHEREAS, in order to assist the Lyons Regional Library District (the "District") with financing a portion of the costs of constructing the District's new library (the "Library") within the Town, the Board previously authorized the Town to convey a long-term leasehold interest to UMB Bank, n.a. (in its capacity as trustee under that certain Indenture of Trust dated March 1, 2018, the "Trustee") in certain property owned by the Town (the "Site"); and

WHEREAS, the Town and the District previously entered into an Intergovernmental Agreement dated November 17, 2016, as amended by both parties in December of 2017 (the "IGA"), identifying the property to be used as the Site and providing for the leasing of the Site in accordance with the Lease Financing (as defined below); and

WHEREAS, in accordance with the IGA, the Town, as lessor, leased the Site to the Trustee, as lessee, under a Site Lease dated March 1, 2018 (the "Site Lease") and the Trustee, as lessor, subleased the Site and the improvements thereon, including the Library (as such, the "Leased Property"), to the District, as lessee, pursuant to a Lease Purchase Agreement dated March 1, 2018 (the "Lease" and together with the Site Lease, the "Lease Financing"); and

WHEREAS, in order to generate additional funding to complete the construction of the Library, including additional Library capital improvements, the District's supporting Foundation, a 501(c)(3) nonprofit corporation of the State of Colorado, previously applied for and was awarded a Worthy Cause IV Grant (the "Worthy Cause Grant") from Boulder County, Colorado (the "County") for the sole purpose of passing the proceeds of the Worthy Cause Grant to the District, to be applied to the completion of the Library and such improvements; and

WHEREAS, pursuant to the terms of the Boulder County Worthy Cause Funding Agreement (the "Grant Agreement"), the County requires that a leasehold deed of trust (the "Deed of Trust") be recorded in connection with the Library, encumbering the

property and preventing the property from being used for any purpose other than as provided in the Grant Agreement for a term of 99 years; and

WHEREAS, the District intends to continue operating the Library as a public library facility, in compliance with the Grant Agreement and IGA; and

WHEREAS, the Site Lease and the Lease provide a list of permissible encumbrances to the title of the Leased Property (the "Permitted Encumbrances") and the Site Lease and the Lease, in their current forms, do not permit any encumbrances in connection with the Leased Property which are not included in the Permitted Encumbrances; and

WHEREAS, in order to satisfy the requirements of the Grant Agreement, the Deed of Trust must be authorized as a Permitted Encumbrance under the Site Lease and the Lease, requiring an amendment to the Site Lease and the Lease; and

WHEREAS, any amendment of the Site Lease and Lease, including an amendment to permit the recording of the Deed of Trust as well as the resulting lien on the Leased Property (the "Amendment"), must be authorized by the Trustee and the Town; and

WHEREAS, the District anticipates receipt of the Trustee's consent and authorization of the Amendment, with the acknowledgment that the Amendment is necessary for the District to receive the proceeds of the Worthy Cause Grant; and

WHEREAS, the Board hereby determines that the Amendment of the Site Lease in order to permit the recording of the Deed of Trust in connection with the receipt by the District of the Worthy Cause Grant proceeds, to be used to complete the construction of the Library and additional capital improvements, is in the best interests of the Town and its inhabitants; and

WHEREAS, upon receipt of the Trustee's written consent, the Board desires to authorize the Amendment; and

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF LYONS, COLORADO:

Section 1. Authorization of Site Lease Amendment; Execution and Delivery of Documents. The amendment to the Permitted Encumbrances attached to the Site Lease, as described in **Exhibit A** attached hereto, with any amendments or revisions thereto as necessary to carry out the intent of this Resolution, is in all respects approved, authorized and confirmed. The Mayor or Mayor Pro Tem in her absence are hereby authorized to execute, deliver and record for and on behalf of the Town any and all agreements, certificates, documents and other papers and to perform all other acts that they may deem necessary or appropriate in order to implement and carry out the

Amendment of the Site Lease and other matters authorized or contemplated by this Resolution.

Section 2. Acknowledgement and Approval of Lease Purchase Agreement Amendment. The amendment to the Permitted Encumbrances attached to the Lease, as described in Exhibit B attached hereto, with any amendments or revisions thereto as necessary to carry out the intent of this Resolution, is in all respects acknowledged and approved.

Section 3. Ratification of Prior Actions. All actions heretofore taken (not inconsistent with the provisions of this Resolution) by the Board or by the officers and employees of the Town directed toward the Amendment of the Site Lease are hereby ratified, approved and confirmed.

Section 4. Severability. It is hereby expressly declared that all provisions hereof and their application are intended to be and are severable. In order to implement such intent, if any provision hereof or the application thereof is determined by a court or administrative body to be invalid or unenforceable, in whole or in part, such determination shall not affect, impair or invalidate any other provision hereof or the application of the provision in question to any other situation; and if any provision hereof or the application thereof is determined by a court or administrative body to be valid or enforceable only if its application is limited, its application shall be limited as required to most fully implement its purpose.

Section 5. Effective Date. This Resolution shall be in full force and effect immediately upon adoption by the Board.

ADOPTED AND APPROVED THIS 6TH DAY OF APRIL, 2020.

By Connie Sullivan
Connie Sullivan, Mayor

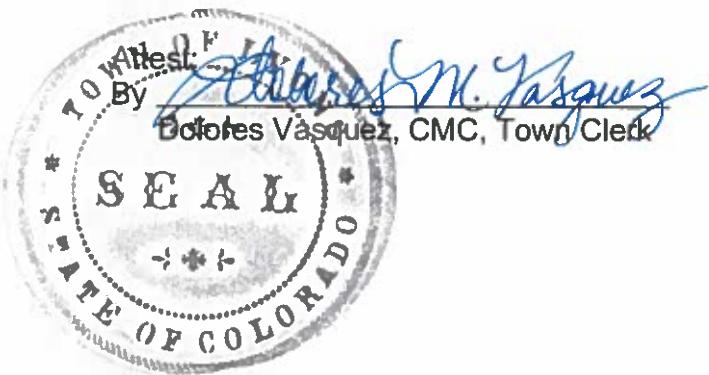


Exhibit A
(see Amendment to Site Lease attached)

Exhibit B
(see Amendment to Lease Purchase Agreement attached)

2020-61

Final Audit Report

2020-04-09

Created:	2020-04-08
By:	Town of Lyons (recreation@townoflyons.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAA4KZ4qrR0T6ecoJyJYw5o1QAYyDuG0wdL

"2020-61" History

-  Document created by Town of Lyons (recreation@townoflyons.com)
2020-04-08 - 9:42:11 PM GMT- IP address: 65.101.227.171
-  Document emailed to Connie Sullivan (csullivan@townoflyons.com) for signature
2020-04-08 - 9:42:36 PM GMT
-  Email viewed by Connie Sullivan (csullivan@townoflyons.com)
2020-04-09 - 12:42:31 PM GMT- IP address: 65.113.156.32
-  Document e-signed by Connie Sullivan (csullivan@townoflyons.com)
Signature Date: 2020-04-09 - 12:43:07 PM GMT - Time Source: server- IP address: 65.113.156.32
-  Signed document emailed to Town of Lyons (recreation@townoflyons.com) and Connie Sullivan (csullivan@townoflyons.com)
2020-04-09 - 12:43:07 PM GMT



Adobe Sign

Amendment to Site Lease

Page 13 of that certain Site Lease dated as of March 1, 2018 (recorded March 16, 2018 by the office of the Clerk and Recorder of Boulder County, Colorado under reception number 03645544) between the Town of Lyons, Colorado, as lessor, and UMB Bank, n.a., as lessee solely in its capacity as Trustee under that certain Indenture of Trust dated as of March 1, 2018, is hereby deleted in its entirety and replaced by the following:

13. TERMS, CONDITIONS, PROVISIONS, BURDENS AND OBLIGATIONS AS SET FORTH IN QUIT CLAIM DEED RECORDED DECEMBER 12, 1991 UNDER RECEPTION NO. 1148353.

14. EASEMENT GRANTED TO THE CITY OF LONGMONT, FOR WATER LINE, AND INCIDENTAL PURPOSES, BY INSTRUMENT RECORDED DECEMBER 29, 1999, UNDER RECEPTION NO. 2010830.

15. EASEMENT GRANTED TO TOWN OF LYONS, A MUNICIPAL CORPORATION, FOR DRAINAGE DITCH PURPOSES, AND INCIDENTAL PURPOSES, BY INSTRUMENT RECORDED FEBRUARY 27, 1973, UNDER RECEPTION NO. 55918.

16. TERMS, CONDITIONS, AND PROVISIONS CONTAINED IN THAT CERTAIN CONTRACT #2015-01-025 DATED SEPTEMBER 18, 2014 BY AND BETWEEN STATE OF COLORADO FOR THE BENEFIT OF DEPARTMENT OF HIGHER EDUCATION RECORDED SEPTEMBER 12, 2016, UNDER RECEPTION NO. 03542805 AND CONTRACT AMENDMENT RECORDED SEPTEMBER 12, 2016 UNDER RECEPTION NO. 03542806.

17. EASEMENTS, CONDITIONS, COVENANTS, RESTRICTIONS, RESERVATIONS AND NOTES ON THE ZONING AMENDMENT MAP, AND ON THE PLAT OF LYONS MUNICIPAL CENTER, BOTH RECORDED MARCH 13, 2018 UNDER RECEPTION NO. 03645005.

18. ANY DEFECT, LIEN, ENCUMBRANCE, OR ADVERSE MATTER AFFECTING THE TITLE ARISING OUT OF AN ALLEGATION OR DETERMINATION THAT THE INTEREST OF THE INSURED AS EVIDENCED BY THE SITE LEASE REFERRED TO IN ITEM 3 OF SCHEDULE A OR THE LEASE PURCHASE AGREEMENT REFERRED TO IN ITEM 19 OF SCHEDULE B AND ANY UNRECORDED DOCUMENTS RELATED THERETO SHOULD BE OR HAS BEEN RECHARACTERIZED IN ANY MANNER.

19. TERMS, CONDITIONS, PROVISIONS, BURDENS AND OBLIGATIONS AS SET FORTH IN TOWN OF LYONS ORDINANCE NO. 1029 REGARDING REZONING RECORDED MARCH 07, 2018 UNDER RECEPTION NO. 03644064.

20. TERMS, CONDITIONS AND PROVISIONS AS SET FORTH IN A DEED OF TRUST TO PUBLIC TRUSTEE, BOULDER COUNTY, IF ANY, EXECUTED AND RECORDED IN CONNECTION WITH A BOULDER COUNTY WORTHY CAUSE DEBT.

Amendment to Lease Purchase Agreement

Page 51 of that certain Lease Purchase Agreement dated as of March 1, 2018 (recorded March 16, 2018 by the office of the Clerk and Recorder of Boulder County, Colorado under reception number 03645545) between UMB Bank, n.a., as lessor, solely in its capacity as Trustee under that certain Indenture of Trust dated as of March 1, 2018, and Lyons Regional Library District, as lessee, is hereby deleted in its entirety and replaced by the following:

13. TERMS, CONDITIONS, PROVISIONS, BURDENS AND OBLIGATIONS AS SET FORTH IN QUIT CLAIM DEED RECORDED DECEMBER 12, 1991 UNDER RECEPTION NO. 1148353.

14. EASEMENT GRANTED TO THE CITY OF LONGMONT, FOR WATER LINE, AND INCIDENTAL PURPOSES, BY INSTRUMENT RECORDED DECEMBER 29, 1999, UNDER RECEPTION NO. 2010830.

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