



Douglas T. Sloan  
City Attorney

September 10, 2015

KS StateBank  
Michael Daniels  
1010 Westloop, PO Box 69  
Manhattan, KS 66505-0069

**Re: Equipment Lease-Purchasing Agreement dated as of September 10, 2015,  
between KS StateBank (Lessor) and City of Fresno, California (Lessee)**

Ladies and Gentlemen:

As legal counsel to Lessee, I have examined the foregoing Lease and such other opinions, documents and matters of law as I have deemed necessary in connection with this Lease. Based on the foregoing, I am of the following opinions:

1. Lessee is a political subdivision of the State of California, or a constituted authority authorized to issue obligations on behalf of a political subdivision of the State.
2. Lessee has the requisite power and authority to purchase the Equipment and to execute and deliver the Lease and to perform its obligations under the Lease. The lease and the other documents either attached hereto or required herein have been duly authorized, approved and executed by and on behalf of Lessee, and the Lease is a legal, valid and binding obligation of Lessee enforceable in accordance with its terms.
3. The authorization, approval and execution of the Lease and all other proceedings of Lessee relating to the transactions contemplated thereby have been performed in accordance with all open meeting laws, public bidding laws and all other applicable state and federal laws.
4. There is no litigation, action, suit or proceeding pending or before any court, administrative agency, arbitrator or government body that challenges the authority of the Lessee or any of the Lessee's officers or employees to enter into the Lease.
5. The above opinion is for the sole benefit of the Lessor listed above and can only be relied upon by the Lessor or any permitted assignee or subassignee or successor of Lessor under the Lease.

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Sincerely,

  
AMANDA FREEMAN  
Deputy City Attorney

cc: Tim Olday, Management Analyst III, Dept. of Transportation

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