

RESOLUTION NO. 2022-24

A Resolution Approving Entering into a Contract with KeyBank.

RECITALS:

Whereas, the City of McMinnville wishes to implement Purchase cards to replace the use of the current US Bank Visa Cards.

Whereas, the City desires to contract with KeyBank as the administrator to provide the P-Card services.

NOW, THEREFORE, BE IT RESOLVED BY THE COMMON COUNCIL OF THE CITY OF McMINNVILLE, OREGON, as follows:

1. That entry into a contract between the City of McMinnville and Keybank is hereby approved.
2. The City Manager is hereby authorized and directed to execute the agreement with KeyBank.
3. That this resolution shall take effect immediately upon passage and shall continue in full force and effect until modified, revoked, or replaced.

Adopted by the Common Council of the City of McMinnville at a regular meeting held the 26th day of April 2022 by the following votes:

Ayes: Drabkin, Garvin, Geary, Menke, Peralta, Chenoweth

Nays: _____

Approved this 26th day of April, 2022.



MAYOR

Approved as to form:

Attest:



City Attorney

City Recorder

EXHIBITS:

- A. KeyBank Contract for purchasing cards

Officer's Certification

Key2Purchase[®] Program

For KeyBank Use Only
TIN # (required):
Account # (optional):
Doc Type: Treasury Services Agreement
Aux Doc Type: Public/Governmental Entity
KeyBank Contact Name:
Phone:
Modified <input type="checkbox"/> YES <input type="checkbox"/> NO

Public/Governmental Entity (herein "Government Entity" or "Entity") City of McMinnville		
State of Organization Oregon		
Principal Address of Business 230 NE Second Street McMinnville, OR 97128-4831		
Federal Tax Identification Number 93-6002204		
<p>1. Government Entity Information. This Certificate of Authority has been completed on behalf of the Government Entity identified above.</p> <p>2. Program. The Government Entity has determined that it is in the best interests of the Entity to obtain and establish a corporate charge card program, known as the Key2Purchase Program, from KeyBank National Association ("KeyBank"), which program may consist of one or more charge card accounts with one or more authorized users being provided an access device in the form of charge cards for such account(s) (herein referred to as the "Program"), provided that the maximum amount of credit extended under such Program will not exceed:</p>		
<p>\$ (the "Credit Limit"): 225,000/month</p>		
<p>The Program requires the Entity to designate a Program Administrator (as such term is defined in the Documentation) to provide day-to-day operational instruction and direction to KeyBank for maintenance of the Program.</p>		
<p>3. Authorized Persons. In accordance with the governance rules relating to the Government Entity, the following individuals (the "Authorized Person(s)") are authorized, on behalf of the Government Entity, to execute and deliver to KeyBank the Key2Purchase Application, its incorporated Terms and Conditions as well as any applicable Addendums thereto, and any other documentation and disclosures provided by KeyBank to Entity relative to the Program (collectively the "Documentation") for the purpose of establishing the Program, extending credit, and providing related services to the Government Entity with KeyBank in the United States (collectively, the "Services");</p>		
Name Jennifer Cuellar	Title Finance Director	Signature
Name Ronda Gretzon	Title Senior Accountant	Signature
Name	Title	Signature
<p>4. Execution Requirements. The governance rules relating to the Government Entity require the following number of Authorized Persons to sign the Documents for the Services (choose only <u>one</u>):</p> <p><input type="checkbox"/> One (1) Authorized Person <input checked="" type="checkbox"/> Two (2) Authorized Persons</p>		
<p>5. Execution. By signing the Documents, each individual signing in his or her capacity as an authorized signing officer of the Government Entity and not in his or her personal capacity, certifies and warrants that (a) all action required by Government Entity's organizational documents to authorize the signer(s) to act on behalf of the Government Entity in all actions taken under the Documents, including but not limited to, the authority to incur debt on behalf of the Government Entity, has been taken, (b) each signer is empowered in the name of and on behalf of the Government Entity to enter into all transactions and Services contemplated in the Documents and (c) the signatures appearing on all supporting documents of authority are authentic.</p>		

Officer's Certification – Key2Purchase Program

6. Officer's Assurances. The Authorized Person(s) indicated above, in addition to being authorized to execute the Documentation and bind the Entity, have also been put on notice as to the operation of the Program and Services, such that the Authorized Person(s) were/are fully aware, before execution of the Documentation, that:

- The Program (i) will have an initial three-year term (unless otherwise stated in Terms and Conditions) which term will be automatically extended thereafter until cancelled upon 90 days written notice, and (ii) will provide an extension of credit to be paid in full by Entity each month, such extension of credit, including fees, not to exceed the Credit Limit together with other terms as set forth in the Documentation, and which fees and other terms are subject to change in accordance with the provisions of the Documentation.
- A Program Administrator designated by any one of the authorized officers listed above has the full power and authority to act in accordance with the duties and responsibilities of a Program Administrator as set forth in the Documentation, including, but not limited to the ability to (i) establish new accounts and/or cards under the Program, (ii) add or delete Cardholders from the Program, (iii) revise ACLs (as such term is defined in the Documentation), (iv) make electronic payment from depository accounts for the Entity for payment of the accounts established under the Program, (v) direct application of rebates under the Program, (vi) to initiate payment to vendors of Entity through single use and ghost accounts and/or cards, and (vii) take all other commercially reasonable administrative and operational actions appropriate for a Program Administrator.
- KeyBank may accept instructions from any authorized officer or Program Administrator orally, electronically (including through the electronic portal established to administer the Program), or via a writing, and may further conclusively assume that all actions of such individuals are authorized by the Entity until receipt by KeyBank of a written notice to the contrary, in accordance with the provisions of the Documentation.
- KeyBank is not responsible for reviewing the transactions of Entity employees for Entity's compliance with the Documentation requirement that the charge cards under the Program are to be used for business purposes only, and therefore KeyBank will process and pay all transactions of cardholders under the Program without inquiry as to the circumstances of the use of the charge cards, subject to the terms of the Documentation.

7. Certifications.

I certify that I am the (Title of Individual):

and I am acting in my official capacity as an authorized officer who has been given the authority by the Government Entity make this Certification, and further to specifically certify that the Authorized Person(s) has/have the full power and authority under applicable law and the governance rules relating to the Government Entity to execute and deliver to KeyBank, on behalf of the Government Entity, and to bind the Government Entity under, the Documents for the purpose of establishing and extending the Services. I also certify that the name(s) and title(s) of the Authorized Person(s) set forth above are correct and that the signature appearing beside each name is a true and genuine specimen of his/her signature.

Printed Name of Individual Signing related to Section 7

Jeff Towery

Title

City Manager

Signature of Individual Signing Above (**Cannot** be an Authorized Person listed in Section 3)

Date

I certify that I am an officer of the Government Entity and that my title is:

I certify that the above named individuals in Section 3 and Section 7 are acting in their designated capacity on behalf of the Government Entity and/or the Governing Body of the Government Entity, as appropriate. I further certify the signature below is my genuine signature and the signature above is the genuine signature of the individual listed in Section 7.

Printed Name of Individual Signing

Scott Hill

Title

Mayor

Signature

Date

Officer's Certification – Key2Purchase Program

Instructions for completing the Certificate of Authority (COA)

Note that at least three different individuals must sign this document – one in section 3, two in section 7.

Section 1. Governmental Entity Information	Enter the entity/agency name and the Tax ID number on the document. Note that the entity/agency name must match exactly the name of the Participation Addendum and it must be the legal name of the entity. An exact match is required. If you do not know the legal name please consult with your legal department.
Section 2. Program	No action required.
Section 3. Authorized Persons	The individual who signed the Documentation (as that term is defined in the Officer's Certificate) must complete and sign Section 3.
Section 4. Execution Requirement	Check one box in Section 4 to indicate how many individuals (either 1 or 2) at your entity/agency are required to sign legal documents on behalf of entity/agency.
Section 5. Execution	No action required.
Section 6. Officer's Assurances	No action required.
Section 7. Certifications	The individual authorized to certify as to the Authorized Signers authority is required to sign this section. One other officer of the entity must sign below the signature attesting to the signature of the authorized individual. Note: Two individuals must sign this section. The individual(s) who signed in Section 3 cannot sign in Section 7 or this document is invalid.

Please call your KeyBank representative with any questions.

Note: At Public Entity's election, only one of the following documents needs to be delivered to KeyBank: (1) this Officer's Certification, or (2) the Legal Opinion (in the form provided by KeyBank).

