

## **RESOLUTION 2024-46**

### **A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF FRUITA, COLORADO AUTHORIZING THE CITY TO ENTER INTO A DEVELOPMENT AGREEMENT WITH 2 FORKS VENTURES, INC FOR THE LAUNCH PROJECT**

**WHEREAS**, the City of Fruita, Colorado (the “City”) is a home rule municipality and political subdivision of the State of Colorado (the “State”) organized and existing under its home rule charter pursuant to Article XX of the Constitution of the State; and

**WHEREAS**, the City is the owner of certain real property located within the boundaries of the City as described in Exhibit A to the Development Agreement (defined below) (the “Property”); and

**WHEREAS**, the City and 2 Forks Ventures, Inc (the “Developer”) desire to work together to develop the Property for public and private use, including a mixed use development and public amenities that create valuable river access (the “Launch Project”); and

**WHEREAS**, the City and the Developer have heretofore entered into a Memorandum of Understanding (the “MOU”), setting forth the parties’ desire to pursue a public-private partnership for the development of the Launch Project; and

**WHEREAS**, the preliminary work completed by the parties, as contemplated by the MOU, has shown that development of the Property meets the shared vision and goals of the City and the Developer, and is financially viable; and

**WHEREAS**, the City Council has determined and now hereby determines that it is necessary, desirable and in the best interests of the City and its residents to enter into a development agreement with the Developer for the development of the Launch Project in substantially the form of the Development Agreement, The Launch, 879 Raptor Rd. by and between the City and the Developer (the “Development Agreement”) presented to the City Council and on file with the City Clerk.

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF FRUITA, COLORADO:**

**Section 1. Recitals Incorporated.** The foregoing recitals are incorporated herein by reference and adopted as findings and determinations of the City Council.

**Section 2. Ratification and Approval of Prior Actions.** All action heretofore taken (not inconsistent with the provisions of this Resolution) by the City Council or the officers, agents or employees of the City relating to the Launch Project and Development Agreement is hereby ratified, approved and confirmed.

**Section 3. Approval of the Development Agreement.** The Development Agreement, in substantially the form presented to the City Council and on file with the City Clerk, is in all respects approved, authorized and confirmed. The City Manager of the City (or the Interim City

Manager) (collectively, the “City Manager”) is hereby authorized and directed for and on behalf of the City to execute and deliver the Development Agreement in substantially the form presented to the City Council and on file with the City Clerk; provided that such document may be completed, corrected or revised as deemed necessary or appropriate by the parties thereto in order to carry out the purposes of this Resolution.

**Section 4. Authorization to Execute Collateral Documents.** The City Clerk is hereby authorized and directed to attest all signatures and acts of any official of the City in connection with the matters authorized by this Resolution and to place the seal of the City on any document authorized and approved by this Resolution. The Mayor, the City Clerk, the City Manager and any and all appropriate City officials are hereby authorized and directed to execute and deliver for and on behalf of the City any and all additional certificates, documents, instruments and other papers, and to perform all other acts that they deem necessary or appropriate in order to implement and carry out the transactions and other matters authorized by this Resolution. The approval hereby given to the various documents referred to above includes an approval of such additional details therein as may be necessary and appropriate for their completion, deletions therefrom and additions thereto as may be approved by counsel to the City prior to the execution of the documents. The execution of any document or instrument by the aforementioned officials or employees of the City or members of the City Council shall be conclusive evidence of the approval by the City Council of such document or instrument in accordance with the terms hereof and thereof.

The Mayor, the City Clerk, the City Manager and all other employees and officials of the City that are authorized or directed to execute any agreement, document, certificate, instrument or other paper in accordance with this Resolution (collectively, the “Authorized Documents”) are hereby authorized to execute Authorized Documents electronically via facsimile or email signature. Any electronic signature so affixed to any Authorized Document shall carry the full legal force and effect of any original, handwritten signature. This provision is made pursuant to Article 71.3 of Title 24, C.R.S., also known as the Uniform Electronic Transactions Act. It is hereby determined that the transactions described herein may be conducted and related documents may be stored by electronic means. Copies, telecopies, facsimiles, electronic files and other reproductions of original executed documents shall be deemed to be authentic and valid counterparts of such original documents for all purposes, including the filing of any claim, action or suit in the appropriate court of law.

**Section 5. Severability.** If any section, subsection, paragraph, clause or other provision of this Resolution for any reason is invalid or unenforceable, the invalidity or unenforceability of such section, subsection, paragraph, clause or other provision shall not affect any of the remaining provisions of this Resolution, the intent being that the same are severable.

**Section 6. Effective Date.** This Resolution shall be in full force and effect from and after its passage and approval, in accordance with law.

ADOPTED this 17th day of December, 2024.

CITY OF FRUITA, COLORADO

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Mayor

ATTEST:

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City Clerk