

*Meeting of the City Commission  
Commission Chambers / City Hall Annex  
14150 5<sup>th</sup> Street  
Dade City, Florida*

**ADDENDUM #1**

**REGULAR AGENDA**

**TUESDAY, FEBRUARY 28, 2006  
5:30 p.m.**

**CONSENT AGENDA:**

Supplemental to E 1. Award of Financing – INCODE Software –  
Banc of America Leasing & Capital

RESOLUTION No. 2006-0897

A RESOLUTION OF THE CITY COMMISSION OF THE CITY OF DADE CITY, FLORIDA, AUTHORIZING THE EXECUTION AND DELIVERY OF A MASTER LEASE/PURCHASE AGREEMENT WITH BANC OF AMERICA LEASING & CAPITAL, LLC; AUTHORIZING A LEASE OF A MUNICIPAL INFORMATION SYSTEM THEREUNDER; AUTHORIZING THE EXECUTION OF SUCH OTHER DOCUMENTS AS MAY BE NECESSARY TO COMPLETE THE TRANSACTIONS CONTEMPLATED HEREBY; AND PROVIDING AN EFFECTIVE DATE.

**RESOLUTION NO. 2006-0897**

A RESOLUTION OF THE CITY COMMISSION OF THE CITY OF DADE CITY, FLORIDA, AUTHORIZING THE EXECUTION AND DELIVERY OF A MASTER LEASE/PURCHASE AGREEMENT WITH BANC OF AMERICA LEASING & CAPITAL, LLC; AUTHORIZING A LEASE OF A MUNICIPAL INFORMATION SYSTEM THEREUNDER; AUTHORIZING THE EXECUTION OF SUCH OTHER DOCUMENTS AS MAY BE NECESSARY TO COMPLETE THE TRANSACTIONS CONTEMPLATED HEREBY; AND PROVIDING AN EFFECTIVE DATE.

BE IT RESOLVED by the City Commission of the City of Dade City, Florida (the "City") as follows:

Section 1. Findings. It is hereby ascertained, determined and declared that:

(a) The City deems it necessary, desirable and in the best financial interest of the City and its inhabitants that it enter into a Master Equipment Lease/Purchase Agreement (the "Master Lease/Purchase Agreement") with Banc of America Leasing & Capital, LLC (the "Lessor"), to provide for the lease and purchase from time to time of equipment essential to the governmental, municipal or public purposes or functions of the City or to the services the City provides its inhabitants.

(b) The City has an immediate need for municipal information system hardware and software (the "Equipment") for the welfare of its citizens, and it is in the best financial interest of the City that the Equipment be leased pursuant to the Master Lease/Purchase Agreement.

(c) The City is authorized and empowered by the Constitution and laws of the State of Florida, including particularly Chapter 166, Florida Statutes, and other applicable provisions of law (the "Act").

(d) The City is authorized and empowered by the Act to enter into transactions such as those contemplated by the Master Lease/Purchase Agreement and to fully perform its obligations thereunder in order to acquire the Equipment.

(e) The small size of the lease financing, current market conditions and other circumstances require that the Master Lease/Purchase Agreement and the leases of equipment thereunder be negotiated at private sale rather than offered by competitive bid.

Section 2. Authorization of Execution and Delivery of Master Lease/Purchase Agreement. The Master Lease/Purchase Agreement, substantially in the form attached hereto as Exhibit A, with such omissions, insertions and variations as may be approved on behalf of the City by the Mayor, such approval to be evidenced conclusively by the Mayor's execution thereof, is hereby approved and authorized. The City hereby authorizes and directs the Mayor to execute the Master Lease/Purchase Agreement and deliver the same to the Lessor. All of the provisions of the Master Lease/Purchase Agreement, when executed, dated and delivered by or on behalf of the City as authorized herein and by or on behalf of the Lessor, shall be deemed to be part of this Resolution as fully and to the same extent as if incorporated verbatim herein.

Section 3. Authorization of Leases of the Equipment. The lease of the Equipment pursuant to the Master Lease/Purchase Agreement, as set forth on Schedule of Property (together with the Rental Payment Schedules associated therewith, the "Schedules"), is hereby approved. The City hereby authorizes and directs the Mayor to execute each of the Schedules and deliver the same to the Lessor. All of the Schedules, when executed, dated and delivered by or on behalf of the City as authorized herein and by or on behalf of the Lessor, shall be deemed to be part of this Resolution as fully and to the same extent as if incorporated verbatim herein.

Section 4. General Authority. The Mayor, the City Clerk and the officers, attorneys and other agents and employees of the City are hereby authorized to do all acts and things required of them by this Resolution or desirable or consistent with the requirements hereof for the full, punctual and complete performance of all of the terms, covenants and agreements contained in the Master Lease/Purchase Agreement and the Schedules, and they are hereby authorized to execute and deliver all certificates and documents which shall reasonably be required by the Lessor to effectuate the transactions described herein, including without limitation the documents described in Exhibits B, C and E of the Master Lease/Purchase Agreement.

Section 5. Severability of Invalid Provisions. If any one or more of the covenants, agreements or provisions of this Resolution shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements and provisions shall be null and void and shall be deemed separable from the remaining covenants, agreements and provisions of this Resolution, and shall in no way affect the validity of any of the other covenants, agreements or provisions hereof.

Section 6. Effective Date. This Resolution shall become effective immediately upon its passage.

(Balance of this Page left blank intentionally.)

PASSED AND ADOPTED in regular session this 28<sup>th</sup> day of February,  
2006.

[OFFICIAL SEAL]

ATTEST:

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P. Hutchison Brock II., Mayor

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James D. Class, City Clerk

Approved as to legal form

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Karla S. Owens, Esq., City Attorney