

BCC Mtg. Date: July 12, 2016

RESOLUTION NO. 2016-M-22

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY, FLORIDA, APPROVING THE EXECUTION AND DELIVERY BY THE ORANGE COUNTY SHERIFF'S OFFICE, ON BEHALF OF THE COUNTY, AS LESSEE, OF A MASTER LEASE AGREEMENT WITH **JPMORGAN CHASE BANK, N.A.**, AS LESSOR; PROVIDING FOR CERTAIN OTHER MATTERS IN CONNECTION THEREWITH; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Orange County Sheriff (the "Sheriff"), a constitutional officer of Orange County, Florida (the "County"), is authorized by law to acquire personal property that is needed to carry out its governmental functions and to acquire such personal property by lease-purchase; and

WHEREAS, the Sheriff and the County have determined that it is necessary to acquire by lease-purchase certain items of personal property for the use and benefit of the Sheriff; and

WHEREAS, **JPMORGAN CHASE BANK, N.A.**, is willing to acquire such items of personal property and lease-purchase them to the Sheriff pursuant to a Master Lease Agreement to be entered into by and between the County and **JPMORGAN CHASE BANK, N.A.**, a form of which is attached hereto as Exhibit A (the "Lease"); and

WHEREAS, the Board of County Commissioners of the County (the "Governing Body") finds it desirable to authorize the execution and delivery of the Lease by the Sheriff as provided herein; and

WHEREAS, the Sheriff has requested that the Governing Body approve the Lease in order to satisfy federal income tax requirements for interest on the Lease to be treated as excluded from gross income for federal income tax purposes so that the Sheriff can lower the interest cost on the Lease;

NOW THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Orange County, Florida, that:

Section 1. Authority for this Resolution. This Resolution is adopted pursuant to Article VIII, Section 1 of the Constitution of the State of Florida, Section 125.01, Florida Statutes, and other applicable provisions of law (the "Act").

Section 2. Findings and Determinations. It is hereby ascertained, determined and declared that:

A. The County has all powers of local self government under the act to perform County functions and to render services in a manner not inconsistent with general or special law and such power may be exercised by the adoption of ordinances and resolutions.

B. The County and the Sheriff are authorized under the Act to enter into lease agreements for the acquisition of various items of personal property, including the items of personal property described on Exhibit A attached to the Lease (the "Equipment") for the use and benefit of the Sheriff.

C. The Sheriff's staff has reviewed the proposal submitted by **JPMORGAN CHASE BANK, N.A.** and has recommended that it is in the best interest of the County and the Sheriff's office to accept such proposal.

D. It is in the best interest of the County for the Sheriff to accept the proposal of **JPMORGAN CHASE BANK, N.A.**

Section 3. Authorization of Master Lease Agreement Acquisition. The acquisition and lease-purchase of the Equipment by the Sheriff pursuant to the Lease is hereby authorized.

Section 4. Approval of Master Lease Agreement. The proposed form of the Lease attached as Exhibit A to this Resolution is hereby approved subject to such changes, insertions and filling of blanks therein as may be approved and made in the form of such Lease by the Sheriff executing the same in a manner consistent with the terms of this Resolution, such execution to be conclusive evidence of such approval. The Sheriff of Orange County or his duly authorized designee is hereby authorized to execute the Lease for and on behalf of the County and the Sheriff pursuant to the terms hereof and of the Lease. The signature of the Sheriff of Orange County or his duly authorized designee on the Lease shall be conclusive evidence of the acceptance thereof. The Sheriff of Orange County or his duly authorized designee is hereby authorized and directed to deliver the Lease following execution thereof in accordance with this Resolution to the representative of **JPMORGAN CHASE BANK, N.A.**

The Sheriff of Orange County or his duly authorized designee, and such other officers and employees of the County as may be designated by the Chairman or Vice-Chairman, are each designated as agents of the County in connection with the execution and delivery of the Lease and are authorized and empowered, collectively, or individually, to take all action and steps and to execute all instruments, documents and contracts on behalf of the County that are necessary or desirable in connection with the execution and delivery of the Lease, and which are specifically authorized or are not inconsistent with the terms and provisions of this Resolution or any action relating to the Lease hereto or taken by the County.

Section 5. Limited Obligation; Neither Credit Nor Taxing Power Pledged. Payment by the Sheriff of lease payments under the Lease for the County's then current fiscal year ("Fiscal Year") shall constitute an expenditure of the current Fiscal Year

and shall not in any way be construed to be a debt of the County or the Sheriff in contravention of any applicable constitutional, statutory or charter limitations or requirements concerning the creation of indebtedness by the County. NOTWITHSTANDING ANYTHING TO THE CONTRARY CONTAINED HEREIN OR IN THE LEASE, THE PAYMENTS DUE UNDER THE LEASE ARE TO BE MADE ONLY AFTER AN APPROPRIATION IS LAWFULLY MADE THEREFOR FROM THE COUNTY'S LEGALLY AVAILABLE AND APPROPRIATED REVENUES FROM SOURCES OTHER THAN AD VALOREM OR OTHER TAXES AND NEITHER THE COUNTY NOR THE STATE OF FLORIDA, NOR ANY POLITICAL SUBDIVISION OR AGENCY THEREOF, SHALL BE OBLIGATED TO MAKE ANY APPROPRIATION FOR ANY SUMS DUE TO **JPMORGAN CHASE BANK, N.A.** UNDER THE LEASE FROM AD VALOREM OR OTHER TAXES AND NEITHER THE FULL FAITH AND CREDIT OF THE COUNTY NOR THE STATE OF FLORIDA, NOR ANY POLITICAL SUBDIVISION OR AGENCY THEREOF IS PLEDGED FOR PAYMENT OF SUCH SUMS DUE UNDER THE LEASE AND THE LEASE DOES NOT CONSTITUTE AN INDEBTEDNESS OF THE COUNTY OR THE STATE OF FLORIDA, OR ANY POLITICAL SUBDIVISION OR AGENCY THEREOF, WITHIN THE MEANING OF ANY CONSTITUTIONAL, STATUTORY OR CHARTER PROVISION OR LIMITATION.

Section 6. Covenants Binding. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Sheriff or the County by the provisions of the Lease shall be exercised or performed by the Sheriff or by such officers, board, body or commission as may be authorized by law to exercise such powers or to perform such duties.

No covenant, stipulation, obligation or agreement herein contained shall be deemed to be a covenant, stipulation, obligation or agreement of any present or future member of the Governing Body or officer, agent or employee of the County in his or her individual capacity, and neither the members of the Sheriff's Office or the Governing Body nor any officer, agent or employee of the County executing the Lease shall be liable personally on the Lease or be subject to any personal liability or accountability by reason of the execution thereof.

Section 7. Severability of Invalid Provisions. If any one or more of the covenants, agreements or provisions in this Resolution and the Lease any other document or agreement hereby authorized 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 or provisions shall be null and void and shall be deemed separate from the remaining covenants, agreements or provisions of this Resolution and the Lease and shall in no way affect the validity of any of the other provisions hereof or of the Lease or any other document or agreement hereby authorized.

Section 8. Receipt of Disclosures; Payment of Costs of Issuance. The Sheriff, on behalf of the County has received all disclosures required pursuant to Florida law, and has been advised of the costs of issuance of the Lease and payment of same from legally available funds appropriated to the Sheriff as hereby approved, authorized and directed.

Section 9. Effective Date. This Resolution shall be effective immediately upon its adoption.

Approved and adopted by the Board of County Commissioners of Orange County, Florida in open session this ___ day of _____, 2016.

JUL 1 2 2016



BOARD OF COUNTY COMMISSIONERS,
ORANGE COUNTY, FLORIDA

By: *Teresa Jacobs*
Teresa Jacobs
Orange County Mayor

(SEAL)

ATTEST:

By: *Katie Smith*
Name: **Katie Smith**
Title: Deputy Clerk
~~Katie Smith~~