#11

2272

(Do Not Write Above This Line) 13-R-3261

A RESOLUTION BY COUNCIL MEMBERS MICHAEL JULIAN BOND, C.T. MARTIN, H. LAMAR WILLIS, AND KEISHA LANCE BOTTOMS

A RESOLUTION AUTHORIZING THE MAYOR OR HIS DESIGNEE TO ENTER INTO APPROPRIATE CONTRACTUAL AGREEMENTS AND DOCUMENTS WITH MOTOROLA, INC. TO REFINANCE OUTSTANDING LOANS AND ACCRUED INTEREST FOR THE CITYWIDE PUBLIC SAFETY RADIO SYSTEM FOR A TERM OF FIVE (5) YEARS IN AN AMOUNT NOT TO EXCEED THE SUM OF TWENTY-FIVE MILLION, FIFTY-FIVE THOUSAND DOLLARS AND NO CENTS ($25,055,000.00), SUBJECT TO ACCRUED INTEREST, AT A RATE OF TWO AND FORTY-FOUR ONE HUNDREDTHS PERCENT (2.44%); AND ALSO AUTHORIZING THE MAYOR OR HIS DESIGNEE TO EXECUTE AN ELECTRONIC DEBIT TRANSACTION AUTHORIZATION TO FACILITATE REPAYMENT OF SAID LOAN AGREEMENTS; ALL CONTRACTED REPAYMENTS TO BE CHARGED TO AND PAID FROM FUNDING NUMBERS LISTED HEREIN; AND FOR OTHER PURPOSES.

[] CONSENT REFER
[] REGULAR REPORT REFER
[] ADVERTISE & REFER
[] 1st ADOPT 2ND READ & REFER
[✓] PERSONAL PAPER REFER

Date Referred 6/3/13
Referred To: Finance/Exec
Date Referred
Referred To:
Date Referred
Referred To:

First Reading
Committee
Date
Chair
Referred To

Committee	Committee
Fin / Executive	
Date 6-12-13	Date
Chair	Chair
Action: Fav, Adv, Hold (see rev. side)	Action: Fav, Adv, Hold (see rev. side)
Other: On Substitute	Other
Members	Members
Refer To	Refer To

Committee	Committee
Date	Date
Chair	Chair
Action: Fav, Adv, Hold (see rev. side	Action: Fav, Adv, Hold (see rev. side
Other	Other
Members	Members
ADOPTED BY	
JUN 17 2013	
Refer To: COUNCIL	Refer To

FINAL COUNCIL ACTION
[✓] 2nd [] 1st & 2nd [] 3rd Readings
[✓] Consent [] V Vote [] RC Vote

CERTIFIED
JUN 17 2013
ATLANTA CITY COUNCIL PRESIDENT

CERTIFIED
JUN 17 2013
Rhonda Dauphin Johnson
MUNICIPAL CLERK

MAYOR'S ACTION
APPROVED
JUN 26 2013
WITHOUT SIGNATURE BY OPERATION OF LAW

CITY COUNCIL
ATLANTA, GEORGIA

13-R-3261

A RESOLUTION
BY COUNCIL MEMBERS MICHAEL JULIAN BOND, C.T. MARTIN, H. LAMAR WILLIS, AND KEISHA LANCE BOTTOMS

AS SUBSTITUTED BY FINANCE/ EXECUTIVE COMMITTEE

A RESOLUTION AUTHORIZING THE MAYOR OR HIS DESIGNEE TO ENTER INTO APPROPRIATE CONTRACTUAL AGREEMENTS AND DOCUMENTS WITH BANC OF AMERICA PUBLIC CAPITAL CORP, LLC OR ITS AFFILIATE, ON BEHALF OF THE CITY OF ATLANTA, TO REFINANCE OUTSTANDING LOANS AND ACCRUED INTEREST PREVIOUSLY SERVICED BY MOTOROLA SOLUTIONS CREDIT COMPANY, LLC FOR THE CITYWIDE PUBLIC SAFETY RADIO SYSTEM FOR A TERM OF FIVE (5) YEARS IN AN AMOUNT NOT TO EXCEED THE SUM OF TWENTY-FIVE MILLION, FIFTY-FIVE THOUSAND DOLLARS AND NO CENTS ($25,055,000.00), SUBJECT TO ACCRUED INTEREST, AT A RATE NOT TO EXCEED TWO AND ONE HUNDRED NINETY-ONE THOUSANDTHS PERCENT (2.191%); AND ALSO AUTHORIZING THE MAYOR OR HIS DESIGNEE TO EXECUTE AN ELECTRONIC DEBIT TRANSACTION AUTHORIZATION TO FACILITATE REPAYMENT OF SAID LOAN AGREEMENTS; ALL CONTRACTED REPAYMENTS TO BE CHARGED TO AND PAID FROM FUNDING NUMBERS LISTED HEREIN; AND FOR OTHER PURPOSES.

WHEREAS, Motorola Inc. ("Motorola") designed, installed, optimized, and has continuously maintained the Citywide Public Safety Radio System (hereinafter, "System") upon which the City of Atlanta ("City") relies to provide communication support for its public safety services for several years; and

WHEREAS, the City entered into Agreement number FC-6007000017 with Motorola to upgrade and lease-purchase the digital P-25 Radio System, in the amount of Forty-One Million, Six Hundred Two Thousand, Thirty-Five Dollars and No Cents ($41,602,035.00) pursuant to Resolution 07-R-2163, adopted by the Atlanta City Council ("Council") and approved by the Mayor on November 5, 2007; and

WHEREAS, the City also entered into appropriate loan agreements ("Lease number 22909") serviced by Motorola Solutions Credit Company, LLC ("Motorola Solutions Credit"), to finance said lease-purchase of the System for a period of ten (10) years; and

WHEREAS, Lease number 22909 bears Twenty-Two Million, Eight Hundred Forty-Two Thousand, One Hundred Forty-Six Dollars and Twenty-Three Cents ($22,842,146.23) remaining in principal amount at an interest rate of Three and Eleven One Hundredths percent (3.11%) and would require two (2) semi-annual payments per year for the remainder of the ten (10) year term in an amount not to exceed Two Million, Four Hundred Forty-Six Thousand, Fifty-Five Dollars and Seventy-Four Cents ($2,446,055.74); and

WHEREAS, the System required an upgrade that included equipment, software, project management, installation, and training in an amount not to exceed Four Million, Seven Hundred Five Thousand, Six Hundred Five Dollars and No Cents ($4,705,605.00), but Motorola Solutions Credit had previously offered the City a pre-negotiated credit of Two Million, Five Hundred Seven Thousand Six Hundred Twenty-Three Dollars and No Cents ($2,507,623.00), with a February 28, 2013 expiration date, for use towards said upgrade from version 7.6 to version 7.13; and

WHEREAS, the City also entered into appropriate loan agreements ("Lease number 23384") for the System upgrade with funding loaned by Banc Of America Public Capital Corp, LLC ("BAPCC") and serviced through Motorola Solutions Credit, pursuant to Resolution 13-R-0415, adopted by Council on March 4, 2013 and approved as per City Charter Section 2-403 on March 13, 2013; and

WHEREAS, the final cost of the System upgrade minus the pre-negotiated Motorola credit was Two Million, One Hundred Ninety-Seven Thousand Nine Hundred Eighty-Two Dollars and No Cents ($2,197,982.00); and

WHEREAS, Lease number 23384 bears Two Million, Two Hundred Eleven Thousand Two Hundred Seventy-Nine Dollars and Seventy-Nine Cents ($2,211,279.79) remaining in principal amount at an interest rate of Two and Forty-Two One Hundredths percent (2.42%) and would require twelve (12) quarterly payments in an amount not to exceed One Hundred Ninety Thousand, Four Hundred Forty-Seven Dollars and Seventy-Eight Cents ($190,447.78) during a three (3) year term; and

WHEREAS, the Department of Finance and the Department of Information Technology determined that it is in the City's best interest to refinance the outstanding loan amounts and accrued interest for Lease number 22909 and Lease number 23384, such that the combined balance will total an amount not to exceed Twenty-Five Million, Fifty-Five Thousand Dollars And No Cents ($25,054,525.21) and will bear an interest rate not to exceed Two And One Hundred Ninety-One Thousandths Percent (2.191%) for a term of five (5) years.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF ATLANTA, GEORGIA, that the Mayor or his designee be authorized to enter into appropriate contractual agreements and documents with Banc Of America Public Capital Corp, LLC ("BAPCC") or its affiliate to refinance outstanding loans and accrued interest previously serviced by Motorola Solutions Credit as Lease number 22909 and Lease number 23384 for the Citywide Public Safety Radio System.

BE IT FURTHER RESOLVED, that the BAPCC refinance agreement for Lease number 22909 and Lease number 23384 shall have a term of five (5) years, an interest rate not to exceed Two and One Hundred Ninety-One Thousandths Percent (2.191%), and a loan total in an amount not to exceed Twenty-Five Million, Fifty-Five Thousand Dollars and No Cents ($25,055,000.00).

BE IT FURTHER RESOLVED, per the BAPCC refinance agreement Amortization Schedule, attached hereto as Exhibit A, said refinance terms will require the City to make ten (10) semi-

annual payments commencing as of July 1, 2013 in an amount not to exceed Two Million, Four Hundred Forty-Six Thousand, Fifty-Five Dollars and Seventy-Four Cents ($2,446,055.74), the same payment amount currently required by the City for Lease number 22909.

BE IT FURTHER RESOLVED, that, per Exhibit A, said BAPCC refinance agreement would also extend the lease term by six (6) months and add one (1) additional payment of One Million, Nine Hundred Fifty-Three Thousand, Two Hundred Twelve Dollars and Two Cents ($1,953,212.02) due on July 1, 2018, which represents the final lease payment.

BE IT FURTHER RESOLVED, that the Mayor or his designee is also authorized to execute an electronic debit transaction authorization to facilitate repayment of said loan agreements.

BE IT FURTHER RESOLVED, that all contracted Principal repayments shall be charged to and paid from the following Fund, Department Organization, Account, and Function Activity ("FDOA") sources and for other purposes: 1001 (General Fund) 200886 (Atlanta Public Safety-Motorola Radio) 5812005 (Lease/Purchase-Equipment) 8000000 (Debt Service).

BE IT FURTHER RESOLVED, that all contracted Interest repayments shall be charged to and paid from the following FDOA sources and for other purposes: 1001 (General Fund) 200886 (Atlanta Public Safety-Motorola Radio) 5822005 (Cap. Lease Interest-Equipment) 8000000 (Debt Service).

BE IT FURTHER RESOLVED, that the Chief Financial Officer or his designee, in consultation with the City Attorney, be hereby directed to prepare the appropriate contractual agreements and documents for execution by the Mayor or his designee.

BE IT FINALLY RESOLVED, that said contractual agreements shall not become binding upon the City, and the City shall incur no liability upon the same until such contract is approved by the City Attorney or her designee as to form, executed by the Mayor or his designee, attested to by the Municipal Clerk, and delivered to the contracting parties.

A true copy,

Deputy Clerk

ADOPTED by the Atlanta City Council JUN 17, 2013
APPROVED as per City Charter Section 2-403 JUN 26, 2013

Bank of America

June 6, 2013

City of Atlanta, GA

Re: Non-Bank Qualified Tax-Exempt Financing for Communication System Refinancing for the City of Atlanta ("Atlanta")

Banc of America Public Capital Corp (BAPCC) is pleased to submit our financing proposal of indicative interest rates and terms as stated below. The proposal reflects indicative fixed interest rates of both BAPCC and its Affiliate. The transaction will be structured in one schedule as identified below.

This proposal letter includes only a brief description of the principal terms of the Proposed Transaction. Please understand that this proposal is not a commitment or offer to finance, and does not create any obligation for BAPCC and its Affiliate. BAPCC or its Affiliate will not be responsible or liable for any damages, consequential or otherwise, that may be incurred or alleged by any person or entity, including Lessor or the Lessee, as a result of this proposal letter. BAPCC will notify you in writing of its decision to proceed with the Proposed Transaction after completing its review and analysis.

BAPCC or its affiliate agrees, subject to an affirmative formal decision by its senior level review committee, to move forward with this proposal under the following parameters:

Borrower:	City of Atlanta ("Atlanta")
Lender:	Banc of America Public Capital Corp ("BAPCC"), or its affiliate
Amount:	$25,053,426.02: the payoff balances at 7/1/13, before making the 7/1/13 Pmts
Payoffs:	2007 Lease: $22,842,146.23; 2013 Lease: $2,211,279.79
Tenor:	5 Years
Periodicity:	11 semiannual payments in advance, starting 7/1/2013
Interest Rate:	2.191%, Non-Bank Qualified Pricing
Annual Payment:	See attached

Index: The Annual Payments shall be calculated using a Rate of Interest ('Interest Rate") that is initially indexed to the 3 year Interest Rate Swap (the "Index Rate") as reported on the Federal Reserve Statistical Release .15 report. This Index Rate corresponds to the average life of the payment structure of this financing. The H15 report can be accessed at:

www.federalreserve.gov/releases/h15

The 3 year Swap Rate used in calculating this proposal is 0.64%, as of 6/3/2013. The Subsequent to the agreed upon date that a rate lock will be set, the interest rate will float until funding based on the general level of interest rates, primarily U.S. Treasury Bills of like maturity. Any upward movement in those rates in excess of 5 basis points will result in the revision of this quote.

Closing Documents: Documents will be consisted with those in place between BAPCC and Atlanta, and will be acceptable to BAPCC, its affiliate, and their counsel prior to funding. Atlanta to supply the following:

- Award letter and ancillary documents, including:
  - Asset Description
- Opinion of Borrower's Attorney
- Evidence of Lessee Authorization (Board Resolution)
- Evidence of Lessee Signatory Authority (Incumbency Certificate)
- Evidence of IRS Registration (8038G)
- UCC Searches (if applicable)
- Proof of Insurance
- Escrow Agreement
- Such other documents as Lender(s) may reasonably require

Credit Review:

BAPCC and Investor requires:
-2 years audited financials and current year budget of Atlanta, if not already received

To accept this proposal, please sign the enclosed copy of this letter and return it, by no later than June 13, 2013, to **Banc of America Leasing & Capital LLC, 135 S. LaSalle Street, 10th Floor, Chicago, Illinois 60604, Attention: Glenn Cackovic, email: glenn.cackovic@baml.com**

Very truly yours,

BANC OF AMERICA PUBLIC CAPITAL CORP

Glenn Cackovic
Senior Vice President

The undersigned, by its authorized representative below, accepts the above proposal, agrees to furnish BAPCC, its successors and assigns, any information available to it relating to the business or financial condition of Lessee or its affiliates, and authorizes BAPCC, Bank of America NA and their affiliates to disclose to, discuss with and distribute such information (and any information they may already have) to any other affiliates or proposed assignees or successors of BAPCC.

City of Atlanta

By: _____

Title: _____

Date: _____

City of Atlanta, Refinance of 2007, 2013 Motorola Lease

Compound Period:	Semiannual
Nominal Annual Rate:	2.191%

CASH FLOW DATA

	Event	Date	Amount	Number	Period	End Date
1	Loan	7/1/2013	25,053,426.02	1		
2	Payment	7/1/2013	2,446,055.74	10	Semiannual	1/1/2018
3	Payment	7/1/2018	1,953,212.02	1		

AMORTIZATION SCHEDULE - Normal Amortization

	Date	Payment	Interest	Principal	Purchase Option Price
Loan	7/1/2013				
1	7/1/2013	2,446,055.74	0.00	2,446,055.74	$23,059,517.69
2	1/1/2014	2,446,055.74	247,618.30	2,198,437.44	$20,817,111.50
3	7/1/2014	2,446,055.74	223,538.83	2,222,516.91	$18,550,144.25
4	1/1/2015	2,446,055.74	199,195.63	2,246,860.11	$16,258,346.94
5	7/1/2015	2,446,055.74	174,585.79	2,271,469.95	$13,941,447.59
6	1/1/2016	2,446,055.74	149,706.41	2,296,349.33	$11,599,171.27
7	7/1/2016	2,446,055.74	124,554.52	2,321,501.22	$9,231,240.03
8	1/1/2017	2,446,055.74	99,127.14	2,346,928.60	$6,837,372.85
9	7/1/2017	2,446,055.74	73,421.25	2,372,634.49	$4,417,285.67
10	1/1/2018	2,446,055.74	47,433.81	2,398,621.93	$1,970,691.31
11	7/1/2018	1,953,212.02	21,161.72	1,932,050.30	$0.00
Grand Totals		26,413,769.42	1,360,343.40	25,053,426.02	

RCS# 2785
6/17/13
3:39 PM

Atlanta City Council

CONSENT AGENDA SECTION I (PAGES 4-20)
EXCEPT 13-O-1018 & 13-R-3154
ADOPT

YEAS:	11
NAYS:	0
ABSTENTIONS:	0
NOT VOTING:	5
EXCUSED:	0
ABSENT	0

Y Smith	Y Archibong	Y Moore	NV Bond
Y Hall	Y Wan	Y Martin	NV Watson
Y Young	Y Shook	NV Bottoms	Y Willis
NV Winslow	Y Adrean	Y Sheperd	NV Mitchell

+

		06-17-13
ITEMS ADOPTED ON CONSENT	**ITEMS ADOPTED ON CONSENT**	**ITEMS ADVERSED ON CONSENT**
1. 13-O-0431	37. 13-R-3257	54. 13-R-3224
2. 13-O-0438	38. 13-R-3258	55. 13-R-3225
3. 13-O-0312	39. 13-R-3259	56. 13-R-3226
4. 13-O-1078	40. 13-R-3261	57. 13-R-3227
5. 13-O-1066	41. 13-R-3156	58. 13-R-3228
6. 13-O-1067	42. 13-R-3241	59. 13-R-3229
7. 13-O-0607	43. 13-R-3242	60. 13-R-3230
8. 12-O-0991	44. 13-R-3245	61. 13-R-3231
9. 13-O-1045	45. 13-R-3246	62. 13-R-3232
10. 13-O-1068	46. 13-R-3247	63. 13-R-3233
11. 13-O-1069	47. 13-R-3248	64. 13-R-3234
12. 13-O-1071	48. 13-R-3249	65. 13-R-3235
13. 13-O-1072	49. 13-R-3219	66. 13-R-3236
14. 13-O-1076	50. 13-R-3220	67. 13-R-3237
15. 13-O-1080	51. 13-R-3221	68. 13-R-3238
16. 13-O-1088	52. 13-R-3222	
17. 13-O-1090	53. 13-R-3223	
18. 13-O-1048		
19. 13-O-1060		
20. 13-O-1061		
21. 13-O-1062		
22. 13-O-1063		
23. 13-O-1064		
24. 13-R-3239		
25. 13-R-3240		
26. 13-R-3243		
27. 13-R-3244		
28. 13-R-3218		
29. 13-R-3115		
30. 13-R-3205		
31. 13-R-3250		
32. 13-R-3251		
33. 13-R-3252		
34. 13-R-3253		
35. 13-R-3254		
36. 13-R-3256		