RESOLUTION NO. 12-04-20

A RESOLUTION OF THE VILLAGE COUNCIL OF ISLAMORADA, VILLAGE OF ISLANDS, FLORIDA APPROVING THE FIFTH AMENDMENT TO THE AGREEMENT BETWEEN DLT ENTERPRISES, INC. AND ISLAMORADA, VILLAGE OF ISLANDS TO PROVIDE PROFESSIONAL SOFTWARE CONSULTING SERVICES; AUTHORIZING VILLAGE OFFICIALS TO IMPLEMENT THE TERMS AND CONDITIONS OF THE FIFTH AMENDMENT TO THE AGREEMENT; AUTHORIZING THE VILLAGE MANAGER TO EXPEND BUDGETED FUNDS; AUTHORIZING THE VILLAGE MANAGER TO EXECUTE THE FIFTH AMENDMENT TO THE AGREEMENT; AND PROVIDING FOR AN EFFECTIVE DATE

WHEREAS, Islamorada, Village of Islands (the “Village”) has retained the services of DLT Enterprises, Inc. (the “Consultant”) for Professional Software Consulting Services in support of implementation of CityView software products for various Village departments; and

WHEREAS, the Village Council approved the Fourth Amendment to the Agreement extending the term for one year pursuant to Section V of the Agreement on September 22, 2011; and

WHEREAS, the Consultant has prepared a Fifth Amendment to the Agreement (the “Fifth Amendment”) to provide continued services during the implementation of CityView software products (the “Services”); and

WHEREAS, the Consultant has agreed to provide the Services described in the Fifth Amendment; and

WHEREAS, the Village Council finds that approval of the Fifth Amendment between the Consultant and the Village attached hereto is in the best interest of the Village.
NOW, THEREFORE, BE IT RESOLVED BY THE VILLAGE COUNCIL OF
ISLAMORADA, VILLAGE OF ISLANDS, FLORIDA, AS FOLLOWS:

Section 1. Recitals. The above recitals are true and correct and incorporated into this Resolution by this reference.

Section 2. Approval of Fifth Amendment to the Agreement. The Fifth Amendment to the Agreement (the "Fifth Amendment") between DLT Enterprises, Inc. (the "Consultant") and the Village to provide Professional Software Consulting Services, a copy of which is attached as Exhibit "A," together with such non-material changes as may be acceptable to the Village Manager and approved as to form and legality by the Village Attorney, is approved.

Section 3. Authorization of Village Officials. The Village Manager and/or his designee and the Village Attorney are authorized to take all actions necessary to implement the terms and conditions of the Fifth Amendment.

Section 4. Authorization of Fund Expenditure. Notwithstanding the limitations imposed upon the Village Manager pursuant to the Village’s Purchasing Procedures Ordinance, the Village Manager is authorized to expend budgeted funds to implement the terms and conditions of the Fifth Amendment.

Section 5. Execution of Fifth Amendment to the Agreement. The Village Manager is authorized to execute the Fifth Amendment on behalf of the Village, to execute any required agreements and/or documents to implement the terms and conditions of the Fifth Amendment and to execute any extensions and/or amendments to the Fifth Amendment, subject to the approval as to form and legality by the Village Attorney.

Section 6. Effective Date. This Resolution shall take effect immediately upon
adoption.

PASSED AND ADOPTED this 12th day of April, 2012.

Motion to adopt by Councilman Achenberg, second by Vice Mayor Philipson.

FINAL VOTE AT ADOPTION
Mayor Michael Reckwerdt       Yes
Vice Mayor Ken Philipson       Yes
Councilman Don Achenberg      Yes
Councilman Ted Blackburn      Yes
Councilman Dave Purdo          Yes

[Signature]
KEN PHILIPSON, VICE MAYOR

ATTEST:

[Signature]
DEBRA EASTMAN, MMC
VILLAGE CLERK

APPROVED AS TO FORM AND LEGALITY FOR THE
USE AND BENEFIT OF ISLAMORADA, VILLAGE OF ISLANDS:

[Signature]
VILLAGE ATTORNEY
FIFTH AMENDMENT TO ISLAMORADA
VILLAGE OF ISLANDS, FLORIDA
AGREEMENT FOR PROFESSIONAL SOFTWARE CONSULTING SERVICES

This Fifth Amendment to the Agreement for Professional Software Consulting Services (the “Fifth Amendment) made and entered into this 30th day of [ ], 2012, by and between Islamorada, Village of Islands, Florida, a municipal corporation of the State of Florida (the “Village”), and DLT Enterprises, Inc., (the “Consultant”).

WHEREAS, on January 16, 2009, the Village and the Consultant entered into an Agreement whereby the Consultant shall perform professional software consulting services for the Village (the “Agreement”), attached as Exhibit 1; and

WHEREAS, on June 25, 2009, the Village Council approved Resolution 09-06-44 approving the First Amendment which amended the Fees for Services addressed in the Agreement; and

WHEREAS, on October 8, 2009, the Village Council approved Resolution 09-10-93 approving the Second Amendment which amended the Fees for Services and extended the Term of the Agreement, and

WHEREAS, on September 29, 2010, the Village Manager approved the Third Amendment to extend the term for one year pursuant to Section V of the Agreement; and

WHEREAS, on September 22, 2011, the Village Council approved the Fourth Amendment to increase the total Fees for Service and extend the Term under the agreement; and

WHEREAS, the parties now wish to revise the Fees for Services and Term of Performance addressed in the Agreement.

NOW THEREFORE, in consideration of the mutual covenants set forth in this Fifth Amendment, the parties agree as follows:
Section 1. Amendment to Agreement. The parties hereby agree to amend the Agreement as follows:

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III. FEES FOR SERVICES.

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D. Total fees under the Agreement shall not exceed $92,000.00 $152,000.00 unless modified in writing by amendment to this Agreement. Accordingly, Consultant shall notify the Director when the total fees approach such limit and shall curtail any work which would exceed such limit, unless the Agreement is amended.

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V. TERM OF PERFORMANCE.

A. This Agreement shall commence on December 1, 2008 (retroactively) and shall continue in full force and effect until September 30, 2012 September 30, 2013 unless otherwise terminated pursuant to section VI or other applicable provisions of this Agreement. The Village Manager, in his sole discretion, may extend the term of this Agreement through written notification to the Consultant.

Section 2. No Further Modifications. All other provisions of the Agreement, other than as specifically addressed herein, shall remain in full force and effect.

Section 3. Effective Date. This Fifth Amendment shall be effective on October 4, 2011 April 13, 2012.

IN WITNESS WHEREOF, the parties hereto have accepted, made and executed this First Amendment upon the terms and conditions above stated on the day and year first above written.

1 Additions to existing text are shown by underline, deletions from existing text are shown by strikethrough.
ISLAMORADA, VILLAGE OF ISLANDS:

Edward Koconis, Village Manager

Date: 5-3-12

Approved as the form and legal sufficiency for the use and benefit of Islamorada, Village of Islands:

Village Attorney

Date: 5/3/12

Attest:

Debra Eastman, Village Clerk

Date: 5/3/12

DLT ENTERPRISES, INC.:

By: RoseAnn Hightower

Name: RoseAnn Hightower

Title: President

Date: 4/30/12