

RESOLUTION NO. 2026 – 01

A RESOLUTION OF THE VILLAGE COUNCIL OF THE VILLAGE OF ESTERO, FLORIDA, AUTHORIZING THE VILLAGE TO ESTABLISH A PURCHASING CARD ACCOUNT WITH SYNOVUS BANK; MAKING RELATED FINDINGS; PROVIDING FOR SEVERABILITY AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, the Village of Estero is a Florida municipal corporation created pursuant to Florida Statutes § 165.041 provides for the creation of municipalities in Florida; and

WHEREAS, pursuant to the procedures set forth in this statute, the Florida Legislature adopted Chapter Law 2014-249, which created the Village of Estero as a municipal corporation; and

WHEREAS, the Village Council has established a Procurement Code to facilitate the fair, transparent, ethical, and economical acquisition of commodities and services to support the Village’s operations; and

WHEREAS, P-Card programs generally encourage eligible purchases to be made on an authorized central credit card account with the issuing bank agreeing to pay a certain amount (usually characterized as a percent of purchases) as a rebate to the participating government agency; and

WHEREAS, the Village Manager has recommended that, in addition to the procurement methods set forth in the Procurement Code, the Village create a Purchasing Card (P-Card) program; and

WHEREAS, the Village’s Finance Director has researched various available providers of organizational purchasing cards and has identified the program offered by Synovus Bank (Synovus) as being most beneficial to the Village; and

WHEREAS, as part of its approval process, Synovus requires the adoption of a “borrowing resolution” by the agency’s governing board; and

WHEREAS, based on the recommendations of Village management, the Village Council finds that it is in the Village’s best interests to create a P-Card program and to adopt this Resolution containing the terms required by Synovus and provisions related to program implementation.

NOW, THEREFORE BE IT RESOLVED, by the Village Council of the Village of Estero, Florida, that:

Section 1. The Village Council hereby resolves that:

- a. The Village desires to enter a financial transaction with Synovus and the governing body of the Village has deemed it to be in the best interests of the Village to enter a financial transaction with Synovus.
- b. This Resolution shall continue to have effect until express written notice of its rescission or modification has been received and accepted by Synovus. Any and all prior resolutions adopted by the governing body of the Village relating to Synovus as governing the operation of the Village's account(s), are, and shall continue (except as expressly modified hereby), in full force and effect, until Synovus receives and acknowledges express written notice of its revocation, modification or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to Synovus, establishing the authority for such changes.
- c. Any and all actions heretofore taken by any Authorized Person named herein in obtaining loans, lines of credit or other indebtedness or in executing guaranties or the pledging of collateral on behalf of the Village with Synovus and in exercise of the authority and powers granted herein prior to the adoption of this Resolution are hereby ratified, approved and confirmed.
- d. Any of the positions named in Section 3 below (each, an "Authorized Person") are hereby authorized to enter into an agreement with Synovus and/or its affiliates, providing for loans or other extensions of credit to be made to the Village (including obtaining credit cards issued by Synovus) which shall bear interest, require payment of fees and have such other terms and conditions as approved and deemed necessary, appropriate or desirable by the Authorized Person executing the same agreement, the execution thereof by such Authorized Person to be conclusive evidence of such approval and determination.
- e. The Authorized Persons are each independently and without the need of any other Authorized Person hereby authorized (i) to execute and deliver to Synovus such notes or other evidences of indebtedness of the Village for the monies so borrowed, with interest thereon, as Synovus may require, and to execute and deliver from time to time renewals or extensions of such notes or other evidences of indebtedness; and (ii) to perform all acts and execute and deliver all instruments which Synovus may deem necessary or desirable to carry out the purposes of this Resolution.
- f. The Authorized Persons are hereby authorized to execute and deliver to Synovus a guaranty or guaranties as required by Synovus to guaranty the payment of any notes or other indebtedness of any other party to Synovus.
- g. The Authorized Persons are hereby authorized to discount with or sell to Synovus conditional sales contracts, notes, acceptances, draft, receivables, and other evidences of indebtedness payable to the Village, upon such terms as may be agreed upon by such Authorized Person and Synovus, and to endorse in the name of the Village said conditional sales contracts, notes, acceptances, drafts, receivables and

other evidences of indebtedness so discounted, and to guarantee the payment of the same to Synovus.

- h. The Authorized Persons are hereby authorized to apply for and obtain from Synovus letters of credit in such amounts, for such fees and on such terms and conditions as the Authorized Persons and Synovus may agree and in connection therewith to execute such agreements, applications, trust receipts, pledge agreements, notes, guaranties, indemnities, reimbursement agreements, and other financial undertakings as Synovus may require.
- i. Any and all notes, other evidences of indebtedness, applications for letters of credit, security agreements, mortgages, security deeds, deeds of trust, assignments, guaranties, pledge agreements, and hypothecation agreements heretofore executed and delivered to Synovus for or in the name of the Village by any Authorized Person are hereby ratified, approved and confirmed, and the actions of any Authorized Person in executing the same and borrowing the money, and obtaining letters of credit are hereby ratified, approved and confirmed.

Section 2. Nothing herein shall provide the right of any Village official to convey, grant, assign, transfer, pledge, mortgage, grant a security interest in, or otherwise to hypothecate or deliver by such instruments any of the property of the Village, which property is held by the Village in the name of the public.

Section 3. The Village further certifies that Village Manager Steve Sarkozy and Finance Director Kevin Greenville are deemed Authorized Persons of the Village and have all of the powers indicated above. Each Authorized Person may independently bind the Village pursuant to the terms of the P-Card program without the need of any other Authorized Person. Synovus is hereby authorized to rely on any of the signatures of any Authorized Persons relating to borrowing/pledging/guarantying transactions on the Village's P-Card account.

Section 4. Pursuant to his authority to create administrative procedures under Village Code § 2-2(a), the Village Manager (assisted by the Village's procurement staff) shall create a P-Card program which will contain all necessary internal controls, rules of use, and P-Card training for users, as the Manager in his judgment determines is necessary to ensure the program is operated in a manner which ensures compliance with applicable financial and ethical standards.

Section 5. The Village Manager is authorized to execute the Synovus Purchasing Credit Card Application to complete the application process.

BE IT FURTHER RESOLVED that if any section, subsection, sentence, clause, provision or word of this Resolution is held unconstitutional or otherwise legally invalid, same shall be severable and the remainder of this Resolution shall not be affected by such invalidity, such that any remainder of the Resolution shall withstand any severed provision, as the Village Council would have adopted the Resolution even absent the invalid part.

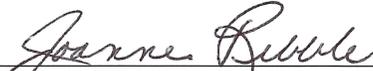
BE IT FURTHER RESOLVED that this Resolution shall take effect immediately upon adoption.

DULY ADOPTED with a quorum present and voting this 18th day of February, 2026.

Attest:



Carol Sacco, Village Clerk



Joanne Ribble, Mayor