

## EXHIBIT II

### HILLSBOROUGH COUNTY PROCUREMENT CARD PROGRAM LINKING AUTHORIZATION CONTRACT RFP NO. S-0001-09(JSW)

Hillsborough County has agreed that local government entities (each a "Local Public Body") may utilize the procurement card program of Hillsborough County ("Procurement Card Program") as the basis for establishing a procurement card program and/or ePayables program with FIA Card Services, N.A., a Bank of America company.

This Linking Authorization is entered into by the City of Leesburg, Florida ("Company") and FIA Card Services, N.A., a Bank of America company, ("Bank of America") as of February 1, 2013 (the "Effective Date"). By signing this Linking Authorization, the government entity requests and Bank of America agrees to provide to the entity the corporate purchasing card services and/or ePayables services as set forth in the Bank of America Corporate Purchasing Card Agreement between Hillsborough County and Bank of America dated as of August 5, 2009, and the Modifications to Bank of America Corporate Purchasing Card Agreement dated as of August 20, 2009, and September 2, 2009, (collectively, the "Card Agreement").

Capitalized terms used in this Linking Authorization, not otherwise defined, have the meanings given to them in the Card Agreement.

The government entity acknowledges and agrees that it has received and reviewed a copy of the Card Agreement and agrees to adhere to the terms and conditions of the Card Agreement, as amended from time to time.

The government entity represents and warrants to Bank of America that:

1. it is a Local Public Body;
2. its contracting for purchasing card services and/or ePayables services with Bank of America, and its performance of its obligations under this Linking Authorization and the Card Agreement will not violate any law, regulation, judgment, decree or order applicable to the entity; and
3. it desires to utilize the Procurement Card Program of Hillsborough County as the basis for establishing a procurement card program and/or an ePayables program.

Bank of America represents and warrant agrees that with respect to each government entity and Hillsborough County:

1. that the combined total spend of all entities that enter into this agreement will be used to establish the rebate multiplier
2. that the rebate amount will be determined by the individual entity spend multiplied by the groups' rebate multiplier
3. that entities that have joined the linking Agreement shall receive an initial rebate for the period up to September 30<sup>th</sup> of the joining year, and for each year thereafter must have a spend of \$1,000,000 to qualify for a rebate
4. that each entity will be paid their rebate within sixty (60) days of the end of the Calculation Period

5. rebate check shall be issued no later than December 31st of each year

The government entity acknowledges and agrees that, notwithstanding anything to the contrary in the Card Agreement, Bank of America may disclose to Hillsborough County and to each other Local Public Body that utilizes the Procurement Card Program of Hillsborough County as the basis for establishing a procurement card program and/or ePayables program with Bank of America: (i) entity's name and the fact that entity has entered into this Linking Authorization; and (ii) aggregate information about entity's Transactions and spend volume.

This Linking Agreement is solely for the purpose of determining a multiplier for rebates to the participating governmental entities and in no way creates a liability for any governmental entity for the expenditures of other participating governmental entities.

This Linking Authorization and the Card Agreement constitute and represent the entire agreement between the government entity and Bank of America regarding the corporate card services Bank of America provides to Company anywhere in the world and supersedes and extinguishes all prior agreements, understandings, representations, warranties and arrangements of any nature (including requests for proposals and other sales material), whether oral or written, between the entity and Bank of America relating to such corporate card services.

IN WITNESS WHEREOF, the parties hereby execute this Linking Authorization as of the Effective Date.

**CITY OF LEESBURG, FLORIDA**

**FIA CARD SERVICES, N.A.**

Government Entity



Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Name: Kathryn Siles

Title: Mayor

Title: Sr. Vice President

Address: 501W. Meadow Street

City/State: Leesburg, Florida 34748

Telephone Number: (352) 728-9880

E-Mail Address: purch@leesburgflorida.gov