

**RESOLUTION NO 2025 - 040**  
**CITY OF LAKE CITY, FLORIDA**

**A RESOLUTION OF THE CITY OF LAKE CITY, FLORIDA APPROVING AN AMENDMENT TO THAT CERTAIN AGREEMENT BETWEEN THE CITY AND TOCOI ENGINEERING, LLC, A FLORIDA LIMITED LIABILITY COMPANY, CONSENTING TO THE ASSIGNMENT OF SAID AGREEMENT BY TOCOI ENGINEERING, LLC. TO BAXTER & WOODMAN, INC.; MAKING CERTAIN FINDINGS OF FACT IN SUPPORT OF THE CITY APPROVING SAID AMENDMENT; RECOGNIZING THE AUTHORITY OF THE MAYOR TO EXECUTE AND BIND THE CITY TO SAID AGREEMENT; DIRECTING THE MAYOR TO EXECUTE AND BIND THE CITY TO SAID AGREEMENT; REPEALING ALL PRIOR RESOLUTIONS IN CONFLICT; AND PROVIDING AN EFFECTIVE DATE.**

**WHEREAS**, the City of Lake City (“City”) and Toco Engineering, LLC, a Florida limited liability company (the “Vendor”), entered into an agreement on December 18, 2023 to provide certain professional consulting services to the City as directed (the “Agreement”); and

**WHEREAS**, the Vendor has merged with Baxter & Woodman, Inc. and desires to assign the Agreement to Baxter & Woodman, Inc., d/b/a Toco Engineering, a Baxter & Woodman Company, as the successor entity to the Vendor (the “Successor”) by adopting the terms of the proposed Amendment with the Successor in the form of the Exhibit attached hereto (the “Assignment”); and

**WHEREAS**, approving the Assignment to engage the Successor’s services is in the public interest and in the interests of the City; now therefore

**BE IT RESOLVED** by the City Council of the City of Lake City, Florida:

1. Approving the Assignment to engage the Successor to provide the products and services in the Agreement is in the public or community interest and for public welfare; and
2. In furtherance thereof, the Assignment in the form of the Exhibit attached hereto should be and is approved by the City Council of the City of Lake City; and
3. The Mayor of the City of Lake City is the officer of the City duly designated by the City’s Code of Ordinances to enforce such rules and regulations as are adopted by the City

Council of the City of Lake City; and

4. The Mayor of the City of Lake City is authorized to execute on behalf of and bind the City to the terms of the Assignment; and
5. The Mayor of the City of Lake City is directed to execute on behalf of and bind the City to the terms of the Assignment; and
6. All prior resolutions of the City Council of the City of Lake City in conflict with this resolution are hereby repealed to the extent of such conflict; and
7. This resolution shall become effective and enforceable upon final passage by the City Council of the City of Lake City.

**APPROVED AND ADOPTED**, by an affirmative vote of a majority of a quorum present of the City Council of the City of Lake City, Florida, at a regular meeting, this \_\_\_\_ day of April, 2025.

BY THE MAYOR OF THE CITY OF LAKE CITY,  
FLORIDA

---

Noah E. Walker, Mayor

ATTEST, BY THE CLERK OF THE CITY COUNCIL  
OF THE CITY OF LAKE CITY, FLORIDA:

---

Audrey E. Sikes, City Clerk

APPROVED AS TO FORM AND LEGALITY:

---

Clay Martin, City Attorney

**CITY OF LAKE CITY  
CIVIL ENGINEER CONTINUING CONTRACT**

**FIRST AMENDMENT TO THE PROFESSIONAL SERVICES AGREEMENT**

**THIS FIRST AMENDMENT TO THE PROFESSIONAL SERVICES AGREEMENT FOR ENGINEERING SERVICES** (“Amendment” hereinafter) is made this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_ between **the City of Lake City** (“Owner” hereinafter) and **Baxter & Woodman, Inc., d/b/a Toco Engineering, a Baxter & Woodman Company** (as the successor after merger with Toco Engineering, LLC).

**WHEREAS**, on December 18, 2023, the Owner and Toco Engineering, LLC entered into an agreement for Engineering Services for Toco Engineering, LLC to provide certain professional consulting services to the Owner as directed (the “Agreement”).

**WHEREAS**, Toco Engineering, LLC has merged with Baxter & Woodman, Inc. and has requested to have the Agreement assigned to Baxter & Woodman, Inc., d/b/a Toco Engineering, a Baxter & Woodman Company, as the successor entity to Toco Engineering, LLC; and,

**WHEREAS**, the Owner desires to amend the Agreement as requested.

**NOW, THEREFORE**, in consideration of the premises and mutual covenants herein contained the sufficiency of which is hereby acknowledged by the parties, the Owner and Baxter & Woodman, Inc., d/b/a Toco Engineering, a Baxter & Woodman Company agree to amend the Agreement as follows:

1. **AMENDMENT TO AGREEMENT**. The Agreement is amended to assign the Agreement to Baxter & Woodman, Inc., d/b/a Toco Engineering, a Baxter & Woodman Company, as the successor of the original Toco Engineering, LLC. The “Engineer” under the Agreement shall now be “Baxter & Woodman, Inc., d/b/a Toco Engineering, a Baxter & Woodman Company”.
2. **ENTIRETY OF AGREEMENT**. The Owner and Engineer agree that the Agreement including this Amendment set forth the entire agreement between the parties, and that there are no promises or understandings other than those stated herein. None of the provisions, terms and conditions contained in the Agreement including this Amendment may be added to, modified, superseded or otherwise altered, except by written instrument executed by the parties hereto.
3. **COUNTERPARTS**. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original, and will become effective and binding upon the parties as of the effective date at such times as all the signatories hereto have signed a counterpart of this Amendment.
4. **AMENDMENT**. Except for the provisions of the Agreement specifically modified by this Amendment, all other terms and conditions of the Agreement shall remain in full force and effect.

**EXHIBIT TO  
RESOLUTION**

**NOT FOR  
EXECUTION**

IN WITNESS WHEREOF the parties hereto have made and executed this Amendment on the day and year first above written.

CITY OF LAKE CITY, FLORIDA

By: EXHIBIT-NOT FOR EXECUTION \_\_\_\_\_

\_\_\_\_\_ Date

BAXTER & WOODMAN, INC., d/b/a TOCOI ENGINEERING,  
A BAXTER & WOODMAN COMPANY

By:  \_\_\_\_\_  
Laura Mahoney, Associate Vice President

January 30, 2025  
\_\_\_\_\_ Date

EXHIBIT TO  
RESOLUTION

NOT FOR  
EXECUTION