

Agenda Item #: 3D1

**PALM BEACH COUNTY  
BOARD OF COUNTY COMMISSIONERS  
AGENDA ITEM SUMMARY**

**Meeting Date:** 1/24/2012

☒ Consent      ☐ Regular  
☐ Public Hearing

**Department**

Submitted By: COUNTY ATTORNEY

Submitted For:

**I. EXECUTIVE BRIEF**

**Motion and Title:** Staff recommends motion to approve: Consent to the Assignment of Agreement for Bond Counsel and Related Services (R-2010-1220) ("Agreement") from Ruden McClosky P.A. to Greenspoon Marder, P.A.

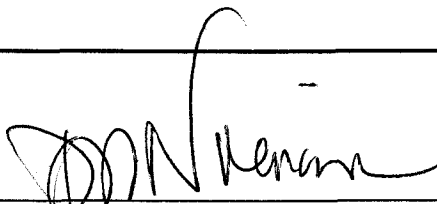
**Summary:** Ruden McClosky, P.A. recently sold its law practice to Greenspoon Marder, P.A. The Agreement requires the County to consent to any assignment of the Agreement to another law firm. Staff recommends that consent because the same attorneys will be providing the legal services to the County after the assignment of the Agreement. Countywide (PFK)

**Background and Justification:** The Agreement requires the County's written consent to any assignment.

**Attachment:**

1. Assignment of Agreement

Recommended by: \_\_\_\_\_

  
County Attorney

12/27/11  
Date

Approved by: \_\_\_\_\_

N/A

Date

## II. FISCAL IMPACT ANALYSIS

### A. Five Year Summary of Fiscal Impact:

Fiscal Years	2012	2013	2014	2015	2016
Capital Expenditures	<u>0</u>	_____	_____	_____	_____
Operating Costs	<u>0</u>	_____	_____	_____	_____
External Revenues	<u>0</u>	_____	_____	_____	_____
Program Income (County)	<u>0</u>	_____	_____	_____	_____
In-Kind Match (County)	<u>0</u>	_____	_____	_____	_____
NET FISCAL IMPACT	<u>0*</u> <i>see below</i>	_____	_____	_____	_____
# ADDITIONAL FTE POSITIONS (Cumulative)	_____	_____	_____	_____	_____

Is Item Included in Current Budget? Yes \_\_\_\_\_ No x \_\_\_\_\_

Budget Account No.: Fund \_\_\_\_\_ Department \_\_\_\_\_ Unit \_\_\_\_\_ Object \_\_\_\_\_

Reporting Category \_\_\_\_\_

### B. Recommended Sources of Funds/Summary of Fiscal Impact:

C. Departmental Fiscal Review: \*Attorneys fees and costs will be paid from proceeds of the sale of the bonds and cannot be established at this time.

## III. REVIEW COMMENTS

### A. OFMB Fiscal and/or Contract Development and Control Comments:

12/27/11 *RA*  
*[Signature]*  
OFMB

*[Signature]* 1/6/12  
Contract Development and Control  
1-6-12 *[Signature]*

### B. Legal Sufficiency:

*[Signature]* 12/27/11  
Assistant County Attorney

*At the time of our review the Assignment of Agreement was not executed.*

### C. Other Department Review:

\_\_\_\_\_  
Department Director

THIS SUMMARY IS NOT TO BE USED AS A BASIS FOR PAYMENT.

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## **ASSIGNMENT OF AGREEMENT**

**THIS ASSIGNMENT OF AGREEMENT** ("Assignment") is made effective as of December 1, 2011 by Ruden McClosky P.A. ("Assignor") in favor of Greenspoon Marder, P.A. ("Assignee").

W I T N E S S E T H:

**WHEREAS**, Assignor and Palm Beach County, Florida ("County") are parties to that certain Agreement for Bond Counsel and Related Legal Services dated August 17, 2010, R-2010-1220 ("Agreement"); and

**WHEREAS**, pursuant to a written agreement between Assignee and Assignor, effective as of December 1, 2011 Assignee acquired substantially all of the assets of Assignor and substantially all of the attorneys employed by Assignor became employees of Assignee, including those attorneys responsible for providing the services that are the subject of the Agreement, and Assignor agreed to assign to Assignee, and Assignee agreed to accept the assignment of, all of Assignor's right, title and interest in the Agreement, subject to the written approval of the County as required by the Agreement.

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, bargain, sell, assign, transfer and convey unto Assignee all of its right, title and interest in the Agreement, and Assignee agrees to accept such assignment and to be subject to the terms and conditions of the Agreement, provided, however the parties acknowledge that such assignment will not be of full force and effect until the County consents in writing thereto.

**IN WITNESS WHEREOF**, the Assignor and Assignee have executed this Assignment effective as of the date first above written.

[Signatures on following page]

Witness:

By: Sharon Sandidge

Name: SHARON SANDIDGE

Witness:

By: Sharon Sandidge

Name: SHARON SANDIDGE

ATTEST:

Sharon R. Bock, Clerk & Comptroller

By: \_\_\_\_\_  
Clerk

[SEAL]

APPROVED AS TO FORM  
AND LEGAL SUFFICIENCY

Paul F. J.  
County Attorney

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**ASSIGNOR:**

RUDEN MCCLOSKEY P.A.

By: \_\_\_\_\_

Name: Joseph J. Wzinski

Title: Chief Marketing Officer

Date: 1/5/12

**ASSIGNEE:**

GREENSPOON MARDER, P.A.

By: Dense Gunz

Name: Dense Gunz

Title: Vice President

Date: 1/3/12

**CONSENTED TO:**

PALM BEACH COUNTY, FLORIDA

By: \_\_\_\_\_  
Shelley Vana, Chair  
Board of County Commissioners