

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

Meeting Date: April 1, 2014 Consent Regular
 Workshop Public Hearing

Department: Facilities Development & Operations

I. EXECUTIVE BRIEF

Motion and Title: Staff recommends motion to approve: Contract Assignment of Annual Environmental Assessment Contract (R2011-1506) from REP Associates, Inc., to ECO Advisors, LLC.

Summary: On October 4, 2011, the Board of County Commissioners approved the annual contract R2011-1506 with REP Associates, Inc. for Environmental Assessment Services on a task order basis. REP Associates, Inc. is a wholly owned subsidiary of Eco Advisors, LLC and now wishes to assign their contract to Eco Advisors, LLC for the completion of the term of the contract. The management team and staff of REP Associates, Inc. remains the same with Eco Advisors, LLC. (Capital Improvements Division) Countywide (JM)

Background and Justification: REP Associates, Inc. requested that Palm Beach County accept an assignment of their annual contract for environmental assessment services to Eco Advisors, LLC. Since professional services are still necessary for completion of the contract, the assignment of this agreement to Eco Advisors, LLC will provide for continuation of these services. Staff recommends assignment of REP's agreement to Eco Advisors, Inc.

Attachments:

- 1. Contract Assignment
- 2. Disclosure of Ownership Interests
- 3. Insurance Certificate

Recommended by: *[Signature]* *Annex Wolff* *3/3/14*
 Department Director Date

Approved by: *[Signature]* *3/17/14*
 County Administrator Date

II. FISCAL IMPACT ANALYSIS

A. Five Year Summary of Fiscal Impact:

Fiscal Years	2014	2015	2016	2017	2018
Capital Expenditures	\$ 0	0	0	0	0
Operating Costs	0	0	0	0	0
External Revenues	0	0	0	0	0
Program Income (County)	0	0	0	0	0
In-Kind Match (County)	0	0	0	0	0
NET FISCAL IMPACT	\$ 0 ✕				
# ADDITIONAL FTE POSITIONS (Cumulative)					

Is Item Included in Current Budget? Yes No
 Budget Account No: Fund ___ Dept ___ Unit ___ Object ___
 Reporting Category _____

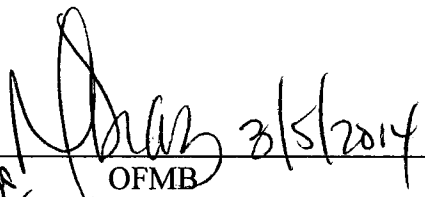
B. Recommended Sources of Funds/Summary of Fiscal Impact:

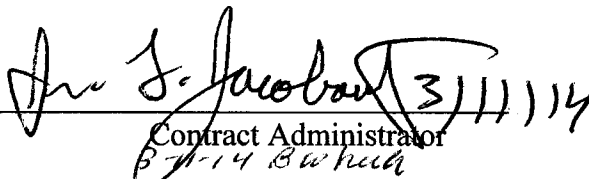
✕ No fiscal impact.

C. Departmental Fiscal Review: _____

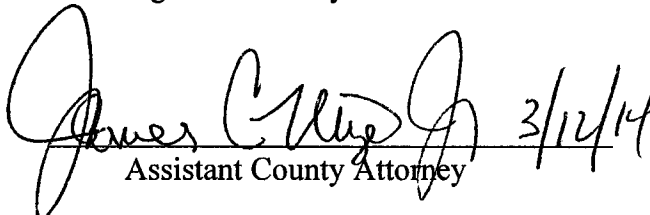
III. REVIEW COMMENTS:

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

KW
3/5

 OFMB 3/5/2014


 Contract Administrator
 3/11/14
B-11-14 Bw hch

B. Legal Sufficiency:


 Assistant County Attorney 3/12/14

C. Other Department Review:

 Department Director

This summary is not to be used as a basis for payment.

CONTRACT ASSIGNMENT

This Contract Assignment by and among REP ASSOCIATES, INC., a Florida Corporation (hereinafter "Assignor"), and ECO ADVISORS, LLC, a Florida corporation (hereafter "Assignee"), and the Board of County Commissioners, a political subdivision of the State of Florida (hereafter "COUNTY") is made _____, 2014.

WHEREAS, on October 4, 2011, Assignor entered into an Annual Environmental Assessment Contract (R-2011-1506) on a work task order basis with COUNTY to furnish environmental assessment services; and

WHEREAS, Assignee has acquired all Assignor's rights, title, and interests in the Contract and all amendments thereto via a purchase of all outstanding stock

WHEREAS, Section 7.23 of the Contract provides for assignment of the Contract with the consent of the COUNTY; and

NOW, THEREFORE, in consideration of the mutual covenants, promises and representations herein, the parties agree as follows:

1. The above recitals are hereby ratified and incorporated herein.
2. Assignee accepts the assignment of the Contract and agrees to perform each and every obligation of the Assignor under the Contract and all amendments thereto, from and after the effective date until completion of the work, expiration, or termination of the Contract pursuant to the terms of the Contract.

3. The COUNTY consents to the assignment of the rights, title, interests, obligations, and duties of Assignor as Consultant under this Contract Assignment subject to the conditions set forth below:

- a. There are no claims, demands, or legal actions presently pending or contemplated within the knowledge of Assignor and that any and all subcontractors, sub-consultants and suppliers have been paid or will be promptly paid.
- b. Assignee acknowledges and agrees that it is responsible to COUNTY for all work performed under the Contract and Assignee agrees to indemnify and hold COUNTY harmless of and from any and all liabilities, losses, claims or damages which have arisen or may arise or may arise in connection with any negligent act, error, or omission, in the performance under the Contract.
- c. Assignee agrees that it will be subject to and abide by all of the terms and conditions of the Contract.

4. All notices required to be given under the Contract shall be mailed to the following:

Assignee: Eco Advisors, LLC
3931 RCA Boulevard, Suite 3114
Palm Beach Gardens, FL 33410

IN WITNESS WHEREOF, the parties hereto have set their hands and seal on the

date written above.

Palm Beach County, Florida By Its
Board of County Commissioners

CONSULTANT: (Assignee)
Eco Advisors, LLC

By: _____
Priscilla A. Taylor, Mayor

By: John R. Poggi
JOAN R. POGGI, PRESIDENT

SEAL

CORPORATE
SEAL

ATTEST:

Sharon R. Bock, Clerk & Comptroller
Circuit Court

Witness: Alison Witoszynsky

Printed Name: Alison Witoszynsky

By: _____
Deputy Clerk

Witness: Patricia Herlehy

Printed Name: PATRICIA HERLEHY

APPROVED AS TO FORM AND LEGAL
SUFFICIENCY

By: [Signature]

CONSULTANT: (Assignor)
REP Associates, Inc.

APPROVED AS TO TERMS AND
CONDITIONS:

By: [Signature]
Director, Facilities Development &
Operations Department

By: Karen M Meyer
Karen M Meyer, V.P.

CORPORATE
SEAL

Witness: Alison Witoszynsky

Printed Name: Alison Witoszynsky

Witness: Patricia Herlehy

Printed Name: PATRICIA HERLEHY

DISCLOSURE OF OWNERSHIP INTERESTS

TO: PALM BEACH COUNTY CHIEF OFFICER,
OR HIS OR HER OFFICIALLY DESIGNATED REPRESENTATIVE

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared
John R. Poggi, hereinafter referred to as "Affiant," who being by me first duly
sworn, under oath, deposes and states as follows:

1. Affiant appears herein as:
 an individual *or*
 the President of Eco Advisors, LLC
[position—e.g., sole proprietor, president, partner, etc.] [name & type of entity—e.g., ABC Corp., XYZ Ltd. Partnership, etc.].
The Affiant or the entity the Affiant represents herein seeks to do business with
Palm Beach County through its Board of County Commissioners.

2. Affiant's address is: 3931 RCA Boulevard, Suite 3114, Palm Beach
Gardens, FL 33410

3. Attached hereto as Exhibit "A" is a complete listing of the names and
addresses of every person or entity having a five percent (5%) or greater interest in the
Affiant's corporation, partnership, or other principal. Disclosure does not apply to
nonprofit corporations, government agencies, or to an individual's or entity's interest in
any entity registered with the Federal Securities Exchange Commission or registered
pursuant to Chapter 517, Florida Statutes, whose interest is for sale to the general
public.

4. Affiant acknowledges that this Affidavit is given to comply with Palm Beach
County policy, and will be relied upon by Palm Beach County and the Board of County
Commissioners. Affiant further acknowledges that he or she is authorized to execute
this document on behalf of the entity identified in paragraph one, if any.

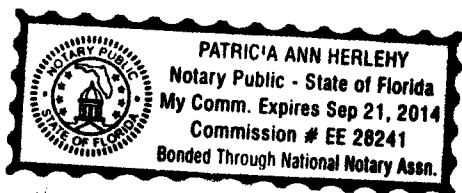
5. Affiant further states that Affiant is familiar with the nature of an oath and
with the penalties provided by the laws of the State of Florida for falsely swearing to
statements under oath.

6. Under penalty of perjury, Affiant declares that Affiant has examined this
Affidavit and to the best of Affiant's knowledge and belief it is true, correct and
complete.

FURTHER AFFIANT SAYETH NAUGHT.

John R. Poggi
JOHN R. POGGI, Affiant
(Print Affiant Name)

The foregoing instrument was acknowledged before me this 11 day of February,
2014, by JOHN R. Poggi, who is personally known to me
or who has produced _____ as identification
and who did take an oath.



Patricia Ann Herlehy
Notary Public
PATRICIA ANN HERLEHY
(Print Notary Name)
State of Florida at Large
My Commission Expires: 9-21-2014



CERTIFICATE OF LIABILITY INSURANCE

ECOADVI-01 CHOLZWORTH

DATE (MM/DD/YYYY)
1/31/2014

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).


PRODUCER Legacy Insurance Solutions, LLC 3500 Financial Plaza 4th Floor Tallahassee, FL 32312-9999	CONTACT NAME: Carol Holzworth	PHONE (A/C, No, Ext): (850) 894-2333	FAX (A/C, No): (850) 894-3129
	E-MAIL ADDRESS:		
INSURED Eco Advisors, LLC & REP Associates, Inc. 3931 RCA Blvd., Suite 3114 Palm Beach Gardens, FL 33410	INSURER(S) AFFORDING COVERAGE		NAIC #
	INSURER A: Hudson Specialty Insurance Company		37079
	INSURER B: Ohio Security Insurance Company		24082
	INSURER C:		
	INSURER D:		
	INSURER E:		

COVERAGES CERTIFICATE NUMBER: REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL SUBR INSR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	GENERAL LIABILITY	X	ESB4009121301	08/22/2013	08/22/2014	EACH OCCURRENCE \$ 1,000,000
	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY					DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 50,000
	CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR					MED EXP (Any one person) \$ 5,000
						PERSONAL & ADV INJURY \$ 1,000,000
						GENERAL AGGREGATE \$ 2,000,000
	GEN'L AGGREGATE LIMIT APPLIES PER:					PRODUCTS - COMP/OP AGG \$ 2,000,000
	<input type="checkbox"/> POLICY <input checked="" type="checkbox"/> PROJECT <input type="checkbox"/> LOC					\$
B	AUTOMOBILE LIABILITY		BAS55676583	08/22/2013	08/22/2014	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000
	<input checked="" type="checkbox"/> ANY AUTO ALL OWNED AUTOS	<input type="checkbox"/> SCHEDULED AUTOS NON-OWNED AUTOS				BODILY INJURY (Per person) \$
	<input checked="" type="checkbox"/> HIRED AUTOS	<input checked="" type="checkbox"/>				BODILY INJURY (Per accident) \$
						PROPERTY DAMAGE (PER ACCIDENT) \$
						PIP \$ 10,000
A	UMBRELLA LIAB <input checked="" type="checkbox"/> OCCUR		4009201301	08/22/2013	08/22/2014	EACH OCCURRENCE \$ 1,000,000
	<input checked="" type="checkbox"/> EXCESS LIAB	<input type="checkbox"/> CLAIMS-MADE				AGGREGATE \$ 1,000,000
	DED	RETENTION \$				\$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY					WC STATUTORY LIMITS
	ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH)	<input type="checkbox"/>	N/A			OTHER
	If yes, describe under DESCRIPTION OF OPERATIONS below					E.L. EACH ACCIDENT \$
A	Professional Liab		ESB4009121301	08/22/2013	08/22/2014	Aggregate Limit 2,000,000
A	Pollution Liab		ESB4009121301	08/22/2013	08/22/2014	Aggregate Limit 2,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)
Annual Environmental Assessment Services and IAQ 600478
 Palm Beach County Board of County Commissioners, a Political Subdivision of the State of Florida, its Officers, Employees and Agents are named as Additional Insured including Products and Completed operation. Coverage is Primary and Non-Contributory for General Liability Pollution Liability when required by written contract. Excess Liability follows form over General Liability, Automobile, and Employer's Liability coverages.
 Waiver of subrogation applies to General Liability, Excess Liability when required by written contract. Retro date for Professional Liability is 09/04/1990.

CERTIFICATE HOLDER Palm Beach County Board of County Commissioners c/o Capital Improvements Division 2633 Vista Parkway West Palm Beach, FL 33411	CANCELLATION SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
	AUTHORIZED REPRESENTATIVE 

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DATE (MM/DD/YYYY)

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	GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input checked="" type="checkbox"/> PROJECT <input type="checkbox"/> LOC						DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 50,000 MED EXP (Any one person) \$ 5,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COM/OP AGG \$ 2,000,000
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	<input type="checkbox"/> DED <input type="checkbox"/> RETENTION \$						AGGREGATE \$ 1,000,000
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory In NH) If yes, describe under DESCRIPTION OF OPERATIONS below			N/A			<input type="checkbox"/> WC STATUTORY LIMITS <input type="checkbox"/> OTHER E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$
A	Professional Liab			ESB4009121301	08/22/2013	08/22/2014	Aggregate Limit 2,000,000
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