

PALM BEACH COUNTY
BOARD OF COUNTY COMMISSIONERS

AGENDA ITEM SUMMARY

Meeting Date: August 20, 2019 Consent [X] Regular []
Public Hearing []

Department: Water Utilities Department

I. EXECUTIVE BRIEF

Motion and Title: Staff recommends motion to approve: a Bill of Sale and Assignment (BOS) between Palm Beach County (County), East Central Regional (ECR) Wastewater Treatment Facilities Operation Board (ECR Board), and Globaltech, Inc. (Globaltech).

Summary: On March 22, 2016, the Board of County Commissioners (BCC) approved an Interlocal Agreement for the Enhancement of the Reclaimed Water Facility (Enhancements Agreement) (R2016-0374) between the County, ECR Board and the City of West Palm Beach (City) in which the ECR Board and the City granted the County the authority to perform enhancements to the Reclaimed Water Facility located at the East Central Regional Water Reclamation Facility (ECRWRF). The BCC approved Work Authorization (WA) No. 8 (R2016-1173) and WA No. 10 (R2017-0078) with Globaltech to design and perform construction of the enhancements to the ECRWRF. Globaltech has completed construction of the enhancements scoped under WA Nos. 8 and 10. The BOS is required to transfer title of the work completed and related warranties to the ECR Board and for the County to seek reimbursement for these enhancements in the amount of \$3,212,671.99 (WUD Project Nos. 16-056 and 17-011) District 7 (MJ)

Background and Justification: A number of enhancements including construction of a bypass line around the ground storage tank and repairs to sluice gates, mixer assemblies, valves and other equipment were necessary to improve the safety and operational efficiency of the Reclaimed Water Facility at ECRWRF. The County has completed the enhancements and seeks reimbursement from the ECR Renewal and Replacement Fund that was created pursuant to the Interlocal Agreement Related to the Construction, Operation and Maintenance of Reclaimed Water Facilities (R2008-0907). Pursuant to the Enhancements Agreement, the County is to deliver title of the enhancements to the ECR Board upon completion of construction by execution of a BOS.

Attachments:

- 1. Three (3) Originals of Bill of Sale and Assignment

Recommended By: Jim Stiles 7-24-19
Department Director Date

Approved By: Phil J. Blaw 8/2/19
Assistant County Administrator Date

II. FISCAL IMPACT ANALYSIS

A. Five Year Summary of Fiscal Impact:

Fiscal Years	2019	2020	2021	2022	2023
Capital Expenditures	\$ 0	0	0	0	0
Operating Costs	0	0	0	0	0
External Revenues	(\$3,212,672)	0	0	0	0
Program Income (County)	0	0	0	0	0
In-Kind Match County	0	0	0	0	0
NET FISCAL IMPACT	(\$3,212,672)	0	0	0	0
# ADDITIONAL FTE POSITIONS (Cumulative)	0	0	0	0	0
Budget Account No.:	Fund <u>4011</u>	Dept <u>721</u>	Unit <u>4211</u>	Revrsc <u>6691</u>	

Is Item Included in Current Budget? Yes No

Does this item include the use of federal funds? Yes No

Reporting Category N/A

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

Reimbursement of capital expenditures.

C. Department Fiscal Review: _____

III. REVIEW COMMENTS

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

Shirley Flake
OFMB
7/29
Jad
8/1/19

Dr. J. Jacobson
Contract Development and Control
8/1/19
8/1/19 TW

B. Legal Sufficiency:

[Signature]
Assistant County Attorney
8/1/19

C. Other Department Review:

Department Director

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

BILL OF SALE AND ASSIGNMENT

THIS BILL OF SALE AND ASSIGNMENT is made and entered into as of _____, _____, 2019 between **PALM BEACH COUNTY**, a political subdivision of the State of Florida (“**County**”), the **EAST CENTRAL REGIONAL WASTEWATER TREATMENT FACILITIES OPERATION BOARD**, a legal entity created under the terms of Chapter 163, Florida Statutes (“**ECR**”), and **GLOBALTECH, INC.**, a corporation authorized to do business in the State of Florida (“**Globaltech**”).

WHEREAS, County, ECR, and the City of West Palm Beach (“**City**”) entered into an Interlocal Agreement for the Enhancement of the Reclaimed Water Facility on March 22, 2016 (County Resolution No. R 2016-0374)(“**Enhancements Agreement**”) in which the ECR and the City granted the County the authority to perform certain Enhancements (as defined therein) to that certain Reclaimed Water Facility (as defined therein) located on ECR property; and

WHEREAS, on September 13, 2016, the County and Globaltech entered into Work Authorization No. 8 (County Resolution No. R2016-1173)(“**Phase 1 Work Authorization**”) under the Contract for Optimization and Improvements Design-Build project dated March 10, 2015 (County Resolution R2015-0315)(“**Design-Build Contract**”) to perform Phase 1 of the Enhancements to the Reclaimed Water Facility; and

WHEREAS, on September January 10, 2017, the County and Globaltech entered into Work Authorization No. 10 (County Resolution No. R2017-0078)(“**Phase 2 Work Authorization**”) under the Design-Build Contract to perform Phase 2 of the Enhancements (the Phase 1 Work Authorization and Phase 2 Work Authorization shall collectively be referred to as the “**Work Authorizations**”); and

WHEREAS, pursuant to Section 3.5 of the Enhancements Agreement, County is to deliver or cause to be delivered title to the Enhancements to the ECR upon completion of construction of same, together with all warranties related thereto; and

WHEREAS, Globaltech has completed construction of the Enhancements; and

WHEREAS, Globaltech wishes to convey title to the Enhancements and certain related warranties to the County, and the County wishes to convey the same to the ECR.

NOW THEREFORE, for and in consideration of the sum of Ten Dollars (\$10.00) in hand and other good and valuable consideration paid by County, the receipt of which is hereby acknowledged, Globaltech, by these presents does hereby grant, bargain, sell, transfer, set over and deliver, unto County, its successors and assigns, with quitclaim covenants only, the Enhancements, together with all warranties related thereto, including all contractor, subcontractor, and equipment supplier warranties related to the Enhancements (collectively, the “**Conveyed Warranties**”).

Globaltech hereby sells and transfers only such right, title and interest as it may hold and

the Enhancements and Conveyed Warranties conveyed herein are sold free and clear of all liens, encumbrances and adverse claims, except those, if any, that may have existed prior to commencement of the construction of the Enhancements, and, with the exception of any warranties contained within the Design-Build Contract, Work Authorizations, and the Conveyed Warranties, Globaltech disclaims any and all warranties thereto.

Notwithstanding anything to the contrary set forth herein, if there is any conflict between the terms and conditions of this Bill of Sale and Assignment and the terms and conditions of the Design-Build Contract or Work Authorizations, the terms and conditions of the Design-Build Contract or Work Authorizations shall control.

Globaltech hereby consents to the transfer of the Enhancements and the Conveyed Warranties from the County to the ECR and agrees to be bound to the ECR as assignee of the County's rights to the Enhancements and Conveyed Warranties pursuant to the Work Authorizations and Design-Build Contract.

FURTHERMORE, for and in consideration of the sum of Ten Dollars (\$10.00) in hand and other good and valuable consideration paid by ECR, the receipt of which is hereby acknowledged, County, by these presents does hereby grant, bargain, sell, transfer, set over and deliver, unto ECR, its successors and assigns, with quitclaim covenants only, the Enhancements, together with the Conveyed Warranties.

COUNTY hereby sells and transfers only such right, title and interest as it may hold and the Enhancements and Conveyed Warranties sold herein are sold subject to such prior liens, encumbrances and adverse claims, if any, that may have existed prior to commencement of the construction of the Enhancements, and, with the exception of any warranties contained within the Conveyed Warranties, County disclaims any and all warranties thereto.

Notwithstanding anything to the contrary set forth herein, if there is any conflict between the terms and conditions of this Bill of Sale and Assignment and the terms and conditions of the Enhancements Agreement, the terms and conditions of the Enhancements Agreement shall control.

It is the intention of the parties that the transfer of the Enhancements and Conveyed Warranty from Globaltech to the County occur simultaneously with the transfer of same from the County to the ECR. This Bill of Sale and Assignment shall be effective on the date that the last of Globaltech, ECR, and the County executes.

IN WITNESS WHEREOF, Globaltech, the County, and the ECR (through the City its Agent) hereby cause the execution of this Bill of Sale and Assignment on the dates set forth below.

ATTEST:

**PALM BEACH COUNTY, FLORIDA, BY
ITS BOARD OF COUNTY COMMISSIONERS**

Sharon R. Bock
Clerk & Comptroller (or Deputy Clerk)

Date

By: _____
Mack Bernard, Mayor

**APPROVED AS TO FORM AND
LEGAL SUFFICIENCY**

PP
7/23/19

**APPROVED AS TO TERMS AND
CONDITIONS**

By: _____
County Attorney

By: Jim Stiles
Department Director

ATTEST:

**EAST CENTRAL REGIONAL
WASTEWATER TREATMENT
FACILITIES OPERATION BOARD**

Helen F. Cannon
City Clerk

By: THE CITY OF WEST PALM BEACH
Its: Agent

CITY ATTORNEY'S OFFICE
Approved as to form
And legal sufficiency

By: Christina Lambert, for
Keith James, Mayor

By: Manya Kudluk

Dated: 6/24, 2019

Date: 6-20-19

GLOBALTECH, INC.:

ATTEST:

Rebecca Thomas
Witness

Bernard P. Gandy
Signature

Rebecca Thomas, Corp. Secretary
Name and Title

Bernard P. Gandy, President / CEO
Name and Title

(CORPORATE SEAL)

6/5/19
Date