

RESOLUTION NO. 2022 - 139

A RESOLUTION BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, AUTHORIZING THE COUNTY ADMINISTRATOR, OR DESIGNEE, TO ASSIGN THE CONTRACT WITH ARNETT HEATING & AIR CONDITIONING, INC UNDER RFQ 18-05; AS NEEDED, SMALL SCALE CONSTRUCTION, RENOVATION & REPAIR SERVICES TO ARNETT HEATING & COOLING, LLC.

RECITALS

WHEREAS, the County desires to assign the existing contract with Arnett Heating & Air Conditioning, Inc. under RFQ No. 18-05; As Needed, Small Scale Construction, Renovation & Repair Services to Arnett Heating & Cooling, LLC; and

WHEREAS, the assignment shall be governed by the terms and conditions of the contract awarded to Arnett Heating & Air Conditioning, Inc., under RFQ No. 18-05; and

WHEREAS, the contract is being funded by the County; and

WHEREAS, the County has reviewed the terms, provisions, conditions and requirements of the proposed contract (attached hereto, an incorporated herein) and finds that entering into contract to complete the work services serves a public purpose.

NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, as follows:

Section 1. The above Recitals are incorporated by reference into the body of this Resolution and such Recitals are adopted as finds of fact.

Section 2. The County Administrator, or designee, is hereby authorized to assign the contract with Arnett Heating & Air Conditioning, Inc. under RFQ No. 18-05 to Arnett Heating & Cooling, LLC.

Section 3. The County Administrator, or designee, is further authorized to execute an assignment agreement in substantially the same form and format as attached hereto to Arnett Heating & Cooling, LLC on behalf of the County for As Needed, Small Scale Construction, Renovation & Repair Services as specifically provided in the Contract Documents associated with RFQ No. 18-05.

Section 4. To the extent that there are typographical and/or administrative errors that do not change the tone, tenor, or concept of this Resolution, then this Resolution may be revised without subsequent approval by the Board of County Commissioners.

PASSED AND ADOPTED by the Board of County Commissioners of St. Johns County, Florida, this 3rd day of May, 2022.

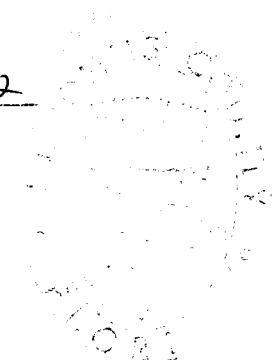
BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA

By: Henry Dean
Henry Dean, Chair

ATTEST: BRANDON J. PATTY, CLERK OF THE CIRCUIT COURT & COMPTROLLER

By: Sam Watterman
Deputy Clerk

Rendition Date 5/5/22



CONSENT TO ASSIGNMENT
RFQ 18-05; As Needed, Small Scale Construction, Renovation & Repair Services
Master Contract 18-MCC-ARN-09198

This Consent to Assignment Agreement (Agreement) is entered into as of this _____ day of _____, 2022, by and between St. Johns County (County), a political subdivision of the State of Florida, and **Arnett Heating & Cooling, LLC.**, a company authorized to do business in the State of Florida, (Assignee). Capitalized terms used but not defined herein shall have the meanings ascribed to them in that certain Master Contract 18-MCC-ARN-09198, dated as of March 27, 2018.

WHEREAS, Contractor and Assignee wish to transfer and assign to the Assignee all of the Contractor's rights and interests in and to, and obligations under Master Contract 18-MCC-ARN-09198, and the Assignee wishes to be the assignee and transferee of such rights, interests and obligations; and

WHEREAS, pursuant to Article 17 of Master Contract 18-MCC-ARN-09198, the Contractor may not assign any of its rights, interests or obligations under the such agreement, directly or indirectly (by operation of law or otherwise), without the prior written approval of the County; and

WHEREAS, on March 1, 2022, Contractor provided its written request to the assignment of all of its rights, interests and obligations in Master Contract 18-MCC-ARN-09198 to the Assignee (*see* Exhibit A, attached hereto and incorporated herein); and

WHEREAS, pursuant to Article 17 of Master Contract 18-MCC-ARN-09198, the County approves assignment of the Contractor's rights, interests and obligations under such agreement, subject to the following terms and conditions.

NOW, THEREFORE, the parties hereto, intending to be legally bound, do hereby agree as follows:

1. Assignment and Assumption. The County hereby approves assignment of Master Contract 18-MCC-ARN-09198 to Assignee, who shall acquire all of the Contractor's rights, interests, obligations and duties as set forth in such agreement. By execution of this Agreement, Assignee hereby assumes and agrees to perform all obligations, duties, liabilities and commitments of the Contractor as provided in Master Contract 18-MCC-ARN-09198.
2. Incorporation of Terms and Conditions. Master Contract 18-MCC-ARN-09198 is hereby incorporated into and made part of this Agreement. With the exception to the assignment of rights, interests, obligations and duties as set forth herein, all terms, conditions and provision contained in Master Contract 18-MCC-ARN-09198 shall remain in full force and effect.
3. Effectiveness. This Assignment Agreement shall be effective as of the date first set forth above.
4. Governing Law and Venue. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida. Venue for any administrative or legal action arising under this Agreement shall be in St. Johns County, Florida.
5. Counterparts. This Agreement may be executed in one or more counterparts, including facsimile counterparts, each of which shall be deemed to be an original copy of this Assignment Agreement, and all of which, when taken together, shall be deemed to constitute one and the same agreement. Delivery of such counterparts by facsimile or electronic mail (in PDF or .tiff format) shall be deemed effective as manual delivery.

IN WITNESS WHEREOF, the County and Assignee have executed this Assignment Agreement as of the dates first set forth below.

COUNTY:

ASSIGNEE:

St. Johns County, FL
County Name

Arnett Heating & Cooling, LLC
Company Name

Signature by County Representative

Signature by Assignee Representative

Leigh A. Daniels, CPPB
Printed Name – County Representative

Printed Name Assignee Representative

Purchasing Manager
Printed Title – County Representative

Printed Title – Assignee Representative

Date of Signature

Date of Signature

LEGALLY SUFFICIENT:

Deputy County Attorney

Date of Execution

**ATTEST:
ST. JOHNS COUNTY, FL
CLERK OF COURT**

Deputy Clerk

Date