

RESOLUTION NO. 2009 - 058

A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF SOUTHWEST RANCHES, FLORIDA APPROVING THE SECOND MODIFICATION TO THE AGREEMENT WITH WINNINGHAM & FRADLEY, INC.; EXTENDING THE AGREEMENT UNTIL SEPTEMBER 30, 2009; REVISING THE HOURLY RATE SCHEDULE; AMENDING THE AGREEMENT TO REQUIRE THE ISSUANCE PURCHASE ORDERS; AUTHORIZING THE MAYOR, TOWN ADMINISTRATOR, AND TOWN ATTORNEY TO ENTER INTO THE AGREEMENT; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, on June 22, 2004, in furtherance of Florida Statutes § 287.055, the Town published a request for letters of interest seeking qualified vendors for the Town's Infrastructure Management Services; and

WHEREAS, on November 10, 2004 the Town Council approved the ranking of the responses and ranked Winningham & Fradley, Inc. ("Consultant") and Rhon Ernest-Jones Consulting Engineers, Inc. as the highest ranked firms for the Town's Infrastructure Management Services; and

WHEREAS, acknowledging that each firm had certain specializations, Consultant and Rhon Ernest-Jones Consulting Engineers, Inc., agreed to combine the award; and

WHEREAS, on December 9, 2004, and pursuant to Resolution No. 2005-025, the Town Council approved an agreement with Consultant to provide certain Infrastructure Manager Services; and

WHEREAS, this agreement expires on April 30, 2009; and

WHEREAS, Consultant and Town have agreed to a revised hourly rate schedule and to require the issuance of purchase orders; and

WHEREAS, this Resolution and the attached Second Modification to the Agreement seek to effectuate the extension as described herein.

NOW, THEREFORE, BE IT RESOLVED by the Town Council of the Town of Southwest Ranches, Florida:

Section 1. The above referenced recitals are true and correct and are incorporated herein by reference.

Section 2. The Town Council hereby approves the Second Modification to the Agreement between the Town of Southwest Ranches and Winningham & Fradley, Inc., which extends the term of the Agreement until September 30, 2009 and requires the issuance of purchase orders, as specifically delineated in Exhibit "A", which has been attached hereto and is incorporated herein by reference.

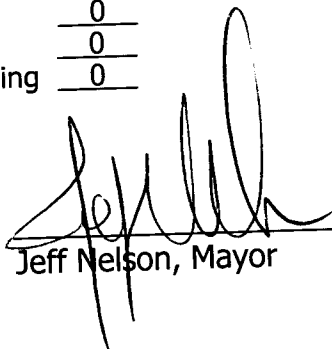
Section 3. The Town Council hereby authorizes the Mayor, Town Administrator and Town Attorney to enter into the Second Modification to the Agreement in substantially the same form as that attached hereto as Exhibit "A" and to make such modifications, additions and/or deletions which they deem necessary and proper to effectuate the intent of this Resolution.

Section 4. That this Resolution shall become effective immediately upon its adoption.

PASSED AND ADOPTED by the Town Council of the Town of Southwest Ranches, Florida, this 16th day of April 2009, on a motion by Council Member Doug McKay and seconded by Council Member Freddy Fisikelli.

Nelson	<u>Y</u>
Breitkreuz	<u>Y</u>
Fisikelli	<u>Y</u>
Knight	<u>Y</u>
McKay	<u>Y</u>

Ayes	<u>5</u>
Nays	<u>0</u>
Absent	<u>0</u>
Abstaining	<u>0</u>



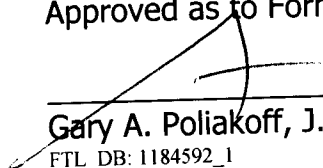
Jeff Nelson, Mayor

ATTEST:



Susan A. Owens, CMC, Town Clerk

Approved as to Form and Correctness:



Gary A. Poliakoff, J.D., Town Attorney
FTL_DB: 1184592_1

EXHIBIT "A"

SECOND MODIFICATION TO AGREEMENT

THIS SECOND MODIFICATION TO AGREEMENT entered into as of the ____ day of _____, 2009 between the Town of Southwest Ranches, a municipal corporation of the State of Florida (the "Town") and Winningham & Fradley, Inc., a corporation of the State of Florida ("Consultant"), for the purpose of extending the Agreement between the Town and Consultant effective May 2, 2005 (the "Original Agreement").

WITNESSETH:

WHEREAS, on June 22, 2004, in furtherance of Florida Statutes § 287.055, the Town published a request for letters of interest seeking qualified vendors for the Town's Infrastructure Management Services; and

WHEREAS, on November 10, 2004 the Town Council approved the ranking of the responses and ranked Winningham & Fradley, Inc. ("Consultant") and Rhon Ernest-Jones Consulting Engineers, Inc. as the highest ranked firms for the Town's Infrastructure Management Services; and

WHEREAS, acknowledging that each firm had certain specializations, Consultant and Rhon Ernest-Jones Consulting Engineers, Inc., agreed to combine the award; and

WHEREAS, on December 9, 2004, and pursuant to Resolution No. 2005-025, the Town Council approved an agreement with Consultant to provide certain Infrastructure Manager Services; and

WHEREAS, this agreement expires on April 30, 2009; and

WHEREAS, Consultant and Town have agreed to a revised hourly rate schedule and to require the issuance of purchase orders; and

WHEREAS, this Second Modification to the Agreement seek to effectuate the extension as described herein.

NOW THEREFORE, for and in consideration of the premises and for Ten Dollars (\$10.00) and for other good and valuable consideration the receipt and

sufficiency whereof is hereby acknowledged, the parties hereto agree that the Original Agreement shall be amended as follows:

1. The foregoing recitals are true and correct.
2. Section 3.5 of Section 3 "COMPENSATION" shall be created to read as follows:

3.5 CONSULTANT shall be required to obtain a written Work Order by the Town Administrator or designee in advance of CONSULTANT providing any Work to the Town. The Work Order shall specify the nature of the Work requested, the estimated not to exceed cost to the Town for same, and the timeframe for completion. All Work performed by CONSULTANT without a written Work Order shall be performed at CONSULTANT'S sole cost and expense.

3. Section 4.1 of Section 4 "TERM" shall be amended to read as follows:

4.1 TOWN and CONSULTANT agree that this Agreement shall be in full force and effect until ~~April 30, 2009~~ September 30, 2009, commencing upon the Effective Date of this Agreement, which shall be the date the last party signs this Agreement. Based upon the approval of the Town Council, this Agreement may be extended for additional time periods.

4. EXHIBIT "B" is deleted in its entirety and replaced by EXHIBIT "B", which has been attached hereto and is incorporated by reference.

5. All other terms and conditions not modified herein shall remain of full force and effect and binding on the parties.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, this Extension and Modification is accepted and executed as of the _____ day of _____, 2009.

TOWN OF SOUTHWEST RANCHES

WINNINGHAM & FRADLEY, INC.

Jeff Nelson, Mayor

Werner T. Vaughan, Vice President

Attest:

Susan A. Owens, CMC, Town Clerk

Witness

Approved as to form and correctness:

Witness

Gary A. Poliakoff, Town Attorney

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