

**RESOLUTION NO. 2010 - 004**

**A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF SOUTHWEST RANCHES, FLORIDA, APPROVING THE THIRD MODIFICATION TO THE AGREEMENT WITH WINNINGHAM & FRADLEY, INC.; EXTENDING THE AGREEMENT UNTIL APRIL 1, 2010; 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. 2005-024 the Town Council approved an agreement with Consultant to provide certain Infrastructure Manager Services; and

**WHEREAS**, on April 16, 2009, the Town Council approved the Second Modification to the Agreement, pursuant to Resolution No. 2009-058, which extended the term through September 30, 2009; and

**WHEREAS**, the Second Modification to the Agreement revised the hourly rate schedule and required the issuance of purchase orders; and

**WHEREAS**, the Town desires to extend Consultant's Agreement through April 1, 2010; and

**WHEREAS**, this Resolution and the attached Third 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 Third Modification to the Agreement between the Town of Southwest Ranches and Winningham & Fradley, Inc., which extends the term of the Agreement until April 1, 2010, as 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 Third 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 1<sup>st</sup> day of October 2009, on a motion by Council Member McKay and seconded by Council Member Knight.

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

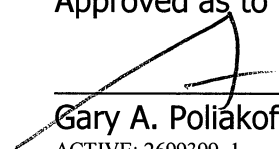
Ayes	<u>5</u>
Nays	<u>0</u>
Absent	<u>0</u>
Abstaining	<u>0</u>

  
\_\_\_\_\_  
Jeff Nelson, Mayor

ATTEST:

  
\_\_\_\_\_  
Debra Dore-Thomas, CMC, Town Clerk

Approved as to Form and Correctness:

  
\_\_\_\_\_  
Gary A. Poliakoff, J.D., Town Attorney

ACTIVE: 2699399\_1

**EXHIBIT "A"**

**THIRD MODIFICATION TO AGREEMENT**

**THIS THIRD MODIFICATION TO AGREEMENT** entered into as of the *2<sup>nd</sup>* day of *November*, 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. 2005-024, the Town Council approved an agreement with Consultant to provide certain Infrastructure Manager Services; and

**WHEREAS**, on April 16, 2009, the Town Council approved the Second Modification to the Agreement, pursuant to Resolution No. 2009-058, which extended the term through September 30, 2009; and

**WHEREAS**, the Second Modification to the Agreement revised the hourly rate schedule and required the issuance of purchase orders; and

**WHEREAS**, the Town desires to extend Consultant's Agreement through April 1, 2010 in order to maintain continuity through this project; and

**WHEREAS**, this attached Third Modification to the Agreement seeks 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 4.1 of Section 4 "TERM" shall be amended to read as follows:

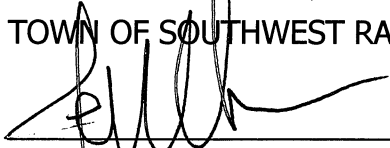
4.1 TOWN and CONSULTANT agree that this Agreement shall be in full force and effect until ~~September 30, 2009~~ April 1, 2010, commencing upon the Effective Date of this Agreement, which shall be the date the last party signs this Agreement. Based upon the approval of the Town Council, this Agreement may be extended for additional time periods.

3. 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 2<sup>nd</sup> day of November, 2009.

TOWN OF SOUTHWEST RANCHES

  
\_\_\_\_\_  
Jeff Nelson, Mayor

WINNINGHAM & FRADLEY, INC.

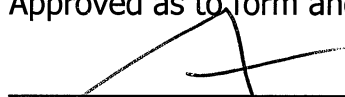
  
\_\_\_\_\_  
Werner T. Vaughan, ~~Vice President~~  
*SECRETARY*

Attest:

  
\_\_\_\_\_  
Debra Dore'-Thomas, CMC, Town Clerk

\_\_\_\_\_  
Witness

Approved as to form and correctness:

  
\_\_\_\_\_  
Gary A. Poliakoff, Town Attorney

\_\_\_\_\_  
Witness

ACTIVE: 2699399\_1