

**RESOLUTION NO. 19- \_\_\_\_**

**A RESOLUTION OF THE MAYOR AND TOWN COUNCIL OF  
THE TOWN OF CUTLER BAY, FLORIDA APPROVING AN  
ASSIGNMENT AND ASSUMPTION OF THE CONTINUING  
PROFESSIONAL SERVICES AGREEMENT WITH KEITH AND  
SCHNARS, P.A. TO KCI TECHNOLOGIES, INC.; PROVIDING  
FOR AUTHORIZATION; AND PROVIDING FOR AN  
EFFECTIVE DATE.**

**WHEREAS**, on November 15, 2017, the Town of Cutler Bay (“Town”) Council adopted Resolution No. 17-101, which approved a Continuing Professional Services Agreement with Keith and Schnars, P.A. (“Consultant”), pursuant to Request for Qualification (RFQ) No. 17-06 (“Agreement”); and

**WHEREAS**, the Consultant was acquired by KCI Technologies, Inc. (“Assignee”); and

**WHEREAS**, the Consultant formally requested to exercise Section VII of the Agreement to assign its contractual rights and responsibilities to the Assignee; and

**WHEREAS**, the Town staff has determined that the Assignee will be able to provide all the professional services pursuant to the Agreement; and

**WHEREAS**, the Town Council desires to authorize the Town Manager, on behalf of the Town, to execute the Assignment and Assumption of the Agreement, in substantially the form attached hereto as Exhibit “A” (“Assignment”); and

**WHEREAS**, the Town Council finds that this Resolution is in the best interest and welfare of the residents of the Town.

**NOW, THEREFORE, BE IT RESOLVED BY THE MAYOR AND TOWN COUNCIL OF THE TOWN OF CUTLER BAY, FLORIDA, AS FOLLOWS:**

**Section 1.**     **Recitals.**     The above recitals are true and correct and are incorporated herein by this reference.

**Section 2.**     **Approval.**     The Assignment is approved.

**Section 3.**     **Authorization.**     The Town Manager is authorized to execute the Assignment, attached hereto as Exhibit “A”, and any required documents necessary to transfer the Agreement to the Assignee, subject to approval of the Town Attorney as to form, content, and legal sufficiency.

**Section 4.**     **Effective Date.**     This Resolution shall become effective upon adoption.

PASSED and ADOPTED on this \_\_\_\_ day of February, 2019.

\_\_\_\_\_  
TIM MEERBOTT  
Mayor

Attest:

\_\_\_\_\_  
DEBRA E. EASTMAN, MMC  
Town Clerk

APPROVED AS TO FORM AND LEGAL  
SUFFICIENCY FOR THE SOLE USE OF  
THE TOWN OF CUTLER BAY ONLY:

\_\_\_\_\_  
WEISS SEROTA HELFMAN COLE & BIERMAN, P.L.  
Town Attorney

Moved By: \_\_\_\_\_  
Seconded By: \_\_\_\_\_

FINAL VOTE AT ADOPTION:

Mayor Tim Meerbott	_____
Vice Mayor Sue Ellen Loyzelle	_____
Council Member Robert “BJ” Duncan	_____
Council Member Michael P. Callahan	_____
Council Member Roger Coriat	_____