

Agenda Item No. C - _3__

VILLAGE OF ROYAL PALM BEACH

Agenda Item Summary

AGENDA ITEM: Approval and authorization for the Village Manager to execute the “Consent to Assignment of Agreement” in order to assign the current Agreement with U.S. Sweeping, Inc. to USA Services of Florida, Inc. in accordance with Section 12 of the Agreement.

ISSUE: On October 23, 2019, the Village entered into a Street Sweeping Agreement with U.S. Sweeping, Inc. for street sweeping services within the Village, effective October 1, 2019. On May 25, 2021, the Village was notified by U.S. Sweeping, Inc. that it had sold certain of its assets to USA Services of Florida, Inc. Section 12 of the Agreement provides that no modification shall be made to the Agreement unless such modification is in writing, agreed to by both parties, and attached as an addendum to the Agreement.

RECOMMENDED ACTION: Motion to Approve

Initiator	Village Manager	Agenda	Village Council
	Approval	Date	Action
Public Works Dir.	Approved	6/17/21	Action

Consent to Assignment of Agreement

On May 25, 2021, U.S. Sweeping, Inc. notified the Village of Royal Palm Beach ("Village") that U.S. Sweeping, Inc. recently agreed to sell certain of its assets to USA Services of Florida, Inc., correspondence which is appended hereto as Exhibit "A" and incorporated by reference.

Pursuant to Section 12 of the Agreement between U.S. Sweeping, Inc. and the Village, entered into on October 23, 2019, effective October 1, 2019, the Village hereby consents to the assignment of the Agreement in its entirety to USA Services of Florida, Inc.

The undersigned have executed this Consent to Assignment of the Agreement this 17th day of June, 2021.

Village of Royal Palm Beach

U.S. Sweeping, Inc.

By:_____

By:_____

Name: Raymond C. Liggins

Name:

Title: Village Manager

Title:



February 15, 2021

Dear Valued Customer,

US Sweeping is excited to announce they are now a part of Sweeping Corporation of America (SCA). You should expect to receive the same great service that you received in the past from the same local team.

US Sweeping combination with SCA brings significant resources to provide our customers the highest quality service in the industry. SCA is the largest power sweeping company in the United States with over 600 sweepers across 40 locations, covering 17 states. Our nearly 1,000 safety conscious employees look forward to guaranteeing your satisfaction and exceeding your expectations!

Your field personal will soon begin to see the transition in our fleet as we rebrand equipment with SCA's colors and logos. Our billing department will provide you with detailed information when we integrate US Sweeping billing into the SCA platform, however, we wanted to make you aware of our billing address for remitting payments:

For Checks:

USA Services of Florida, Inc.
PO Box 74042
Cleveland, OH 44194-0124

For Billing Inquiries Contact

Natasha Thompson (407) 339-1800
Billingsouth@sweepingcorp.com

For ACH:

Key Bank
Account #: [REDACTED]
Routing #: [REDACTED]
Account Name: USA Services of
Florida, Inc.

We appreciate and thank you for your business and we are looking forward to continuing our relationship with you!

If you have any questions I can be reached at rosenwasser@sweepingcorp.com or 305-345-5891.

Sincerely,

Raphael Rosenwasser, Site Manager

20533 Biscayne Blvd, Suite 443

Aventura FL 33180

**ACTION IN WRITING BY THE
DIRECTORS OF
USA SERVICES OF FLORIDA, INC.**

The undersigned, being the directors (the “*Directors*”) of USA Services of Florida, Inc., a Florida corporation (the “*Corporation*”), hereby adopt, consent to, and approve the following actions and resolutions by written consent, to be effective as of December 7, 2020:

WHEREAS, the Corporation intends to enter into a Stock Purchase and Sale Agreement by and among the Corporation, Isaac Bakar and Iris Bakar (the “*Purchase Agreement*”), a copy of which has been presented to and reviewed by the Directors;

WHEREAS, pursuant to the Purchase Agreement, the Corporation will purchase all of the issued and outstanding capital stock of U.S. Sweeping, Inc., a Florida corporation (the “*Acquisition*”); and

WHEREAS, the Directors have determined that the Acquisition, the Purchase Agreement, all other documents and instruments contemplated by the Purchase Agreement, and the transactions contemplated thereby, are advisable and in the best interests of the Corporation;

NOW, THEREFORE, BE IT:

RESOLVED, that the Purchase Agreement and the actions and transactions contemplated thereby, including, but not limited to, the Acquisition, are hereby authorized, approved, adopted and confirmed;

FURTHER RESOLVED, that each of Christopher M. Valerian, the President and Chief Executive Officer of the Corporation, and John D. Landefeld, the Chief Financial Officer, Secretary and Treasurer of the Corporation (each, an “*Authorized Officer*”), is hereby authorized and empowered, in the name and on behalf of the Corporation, to execute and deliver the Purchase Agreement, subject to such changes as either Authorized Officer, in his discretion, may approve, the execution thereof by an Authorized Officer being conclusive evidence of such approval;

FURTHER RESOLVED, that each Authorized Officer is hereby authorized and empowered, in the name and on behalf of the Corporation, to (i) execute and deliver any and all agreements, documents and instruments contemplated by, or that any Authorized Officer may deem necessary or desirable in connection with, the Purchase Agreement on such terms and conditions as may

be approved by such Authorized Officer, the execution of any such agreement, document and/or instrument being conclusive evidence of such approval, and (ii) cause the Corporation to carry out its obligations under each such agreement, document and/or instrument;

FURTHER RESOLVED, that each Authorized Officer is hereby authorized and empowered to (i) execute and deliver any and all agreements, documents and instruments in the name and on behalf of the Corporation in its capacity as the sole shareholder of U.S. Sweeping, Inc. as such Authorized Officer may deem necessary or appropriate, in the form approved by such Authorized Officer, the execution of any such agreement, document and/or instrument being conclusive evidence of such approval, and (ii) cause the Corporation to carry out its obligations under each such agreement, document and/or instrument;

FURTHER RESOLVED, that each Authorized Officer and any person or persons authorized by an Authorized Officer (acting together or alone), including any other officers hereafter approved by the Directors, are hereby authorized and empowered to take (or cause to be taken) such additional actions and to do (or cause to be done) such additional things as any one of them may deem necessary, appropriate, convenient or desirable to carry out the intent of the foregoing resolutions;

FURTHER RESOLVED, that any and all actions taken by the Authorized Officers, the Directors or by any other person on behalf of the Corporation that would have been authorized by the foregoing resolutions but for the fact that such actions were taken prior to the adoption of the foregoing resolutions are hereby severally ratified, approved, adopted and confirmed as acts of the Corporation; and

FURTHER RESOLVED, that: (i) this Action may be executed in one or more counterparts, each of which will be deemed to be an original copy and all of which, when taken together, will be deemed to constitute one and the same action; (ii) a manual signature of this Action, an image of which shall have been transmitted electronically (including e-mail delivery of a .pdf or scan of a signature), will constitute an original signature for all purposes; and (iii) the delivery of copies of this Action, including executed signature pages where required, by electronic transmission will constitute effective delivery of this Action for all purposes.

IN WITNESS WHEREOF, the undersigned, being the directors of USA Services of Florida, Inc., hereby indicate their approval of and consent to the foregoing actions and resolutions, effective as of the date first written above.



Christopher M. Valerian

John D. Landefeld

Daniel Nauert

[Signature Page to Action in Writing by the Directors of USA Services of Florida, Inc.]

IN WITNESS WHEREOF, the undersigned, being the directors of USA Services of Florida, Inc., hereby indicate their approval of and consent to the foregoing actions and resolutions, effective as of the date first written above.

Christopher M. Valerian



John D. Landefeld

Daniel Nauert

[Signature Page to Action in Writing by the Directors of USA Services of Florida, Inc.]

IN WITNESS WHEREOF, the undersigned, being the directors of USA Services of Florida, Inc., hereby indicate their approval of and consent to the foregoing actions and resolutions, effective as of the date first written above.

Christopher M. Valerian

John D. Landefeld



Daniel Nauert

[Signature Page to Action in Writing by the Directors of USA Services of Florida, Inc.]

**JOINT ACTION IN WRITING
BY THE
SOLE SHAREHOLDER
AND THE DIRECTORS
OF U.S. SWEEPING, INC.**

The undersigned, being (i) the sole shareholder (the “*Shareholder*”) and, (ii) following the actions by the Shareholder contemplated by this Joint Action in Writing, the directors (the “*Directors*”) of U.S. Sweeping, Inc., a Florida corporation (the “*Corporation*”), hereby adopt, consent to, and approve the following actions and resolutions by action without a meeting, to be effective as of December 7, 2020:

Actions by the Shareholder

WHEREAS, pursuant to that certain Stock Purchase and Sale Agreement, dated December 7, 2020, by and among the Shareholder, Isaac Bakar and Iris Bakar (the “*Purchase Agreement*”), the Shareholder has acquired all of the issued and outstanding capital stock of the Corporation;

WHEREAS, the Shareholder desires to amend, replace and supersede in its entirety the Corporate Bylaws of the Corporation, in the form of the Amended and Restated Bylaws of the Corporation (the “*Amended and Restated Bylaws*”), attached hereto as Exhibit A; and

WHEREAS, the Shareholder desires to appoint the Directors as the directors of the Corporation;

NOW, THEREFORE, BE IT:

RESOLVED, that all current members of the Board of Directors of the Corporation are hereby removed;

FURTHER RESOLVED, that the Amended and Restated Bylaws, in the form attached hereto as Exhibit A, be, and they hereby are, authorized, adopted and approved;

FURTHER RESOLVED, that, pursuant to Article II, Section 5 of the Amended and Restated Bylaws, the number of directors of the Corporation shall be three;

FURTHER RESOLVED, that Christopher M. Valerian, John D. Landefeld and Daniel Nauert, the undersigned Directors, are hereby appointed as the directors of the Corporation; and

FURTHER RESOLVED, that any and all actions, whether previously or subsequently taken, by the Directors, which are consistent with the intent and purposes of the foregoing resolutions, hereby are, in all respects, ratified, approved, adopted and confirmed.

Actions by the Directors

WHEREAS, pursuant to the Purchase Agreement, the Corporation will enter into a transition services consulting agreement (the “*Transition Services Consulting Agreement*”), a copy of which has been provided to the Directors;

WHEREAS, the Directors have determined that the Transition Services Consulting Agreement is advisable and in the best interests of the Corporation; and

WHEREAS, the Directors desire to appoint new officers of the Corporation;

NOW, THEREFORE, BE IT:

RESOLVED, that the Transition Services Consulting Agreement, and the actions and transactions contemplated thereby, are hereby authorized, approved and adopted;

FURTHER RESOLVED, that all current officers of the Corporation are hereby removed, and that the following persons are hereby elected to the offices of the Corporation set forth opposite their respective names (each, an “*Authorized Officer*”):

Christopher Valerian	--	President and CEO
John Landefeld	--	Secretary, Treasurer and CFO

FURTHER RESOLVED, that each Authorized Officer is hereby authorized, in the name and on behalf of the Corporation, to execute and deliver the Transition Services Consulting Agreement, subject to such changes as either Authorized Officer, in his discretion, may approve, the execution thereof by either Authorized Officer being conclusive evidence of such approval;

FURTHER RESOLVED, that each Authorized Officer is hereby authorized, empowered and directed to do, or cause to be done, any and all such acts and things, and to make, execute and/or deliver, or cause to

be made, executed or delivered, in the name and on behalf of the Corporation, any and all such agreements, instruments and documents as either Authorized Officer may deem reasonable, necessary or appropriate to carry out the purpose and intent of the foregoing resolutions;

FURTHER RESOLVED, that each Authorized Officer hereby is authorized for and on behalf of the Corporation to execute and deliver any and all other documents and do or cause to be done any and all such other acts and things appropriate in order to make effective or implement the intent and purposes of the foregoing resolutions, and any document so executed or act or thing so done or caused to be done by them, or any of them, shall be conclusive evidence of its or their authority in so doing; and

FURTHER RESOLVED, that any and all actions, whether previously or subsequently taken, by either Authorized Officer, which are consistent with the intent and purposes of the foregoing resolutions, shall be, and the same hereby are, in all respects, ratified, approved, adopted and confirmed.

Miscellaneous

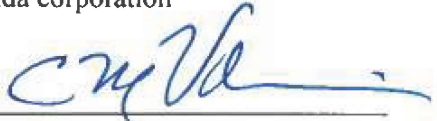
RESOLVED, that: (i) this Action may be executed in one or more counterparts, each of which will be deemed to be an original copy and all of which, when taken together, will be deemed to constitute one and the same action; (ii) a manual signature of this Action, an image of which shall have been transmitted electronically (including e-mail delivery of a .pdf or scan of a signature), will constitute an original signature for all purposes; and (iii) the delivery of copies of this Action, including executed signature pages where required, by electronic transmission will constitute effective delivery of this Action for all purposes.

[Remainder of page left intentionally blank. Signature page follows.]

IN WITNESS WHEREOF, the undersigned, being the sole shareholder and the directors of the Corporation, hereby indicate their approval of and consent to the foregoing action and resolutions effective as of the date first written above.

SOLE SHAREHOLDER:

USA SERVICES OF FLORIDA, INC., a
Florida corporation

By: 
Christopher M. Valerian
President

DIRECTORS:


Christopher M. Valerian

John D. Landefeld

Daniel Nauert

IN WITNESS WHEREOF, the undersigned, being the sole shareholder and the directors of the Corporation, hereby indicate their approval of and consent to the foregoing action and resolutions effective as of the date first written above.

SOLE SHAREHOLDER:

USA SERVICES OF FLORIDA, INC., a
Florida corporation

By: _____
Christopher M. Valerian
President

DIRECTORS:

Christopher M. Valerian



John D. Landefeld

Daniel Nauert

IN WITNESS WHEREOF, the undersigned, being the sole shareholder and the directors of the Corporation, hereby indicate their approval of and consent to the foregoing action and resolutions effective as of the date first written above.

SOLE SHAREHOLDER:


USA SERVICES OF FLORIDA, INC., a
Florida corporation

By: _____
Christopher M. Valerian
President

DIRECTORS:

Christopher M. Valerian

John D. Landefeld



Daniel Nauert

EXHIBIT A

Amended and Restated Bylaws

See attached.

SIGNATURE PAGE TO JOINT ACTION BY WRITTEN CONSENT
OF THE SOLE SHAREHOLDER AND THE DIRECTORS OF U.S. SWEEPING, INC.