RESOLUTION NO. 12-07-55

A RESOLUTION OF THE VILLAGE COUNCIL OF ISLAMORADA, VILLAGE OF ISLANDS, FLORIDA, APPROVING THE THIRD AMENDMENT TO THE AGREEMENT BETWEEN ADJUSTERS INTERNATIONAL AND THE VILLAGE FOR DISASTER RECOVERY SERVICES; AUTHORIZING VILLAGE OFFICIALS TO IMPLEMENT THE TERMS AND CONDITIONS OF THE AGREEMENTS; AUTHORIZING THE VILLAGE MANAGER TO EXPEND BUDGETED FUNDS; WAIVING COMPETITIVE BIDDING; AUTHORIZING EXECUTION OF THE AMENDMENT; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, on August 7, 2006 the Village entered into a Professional Services Agreement (the “Agreement”) with Adjusters International (“AI”) for disaster recovery services, attached as Exhibit “A” hereto; and

WHEREAS, on August 12, 2010 the Village adopted Resolution No. 10-08-50 to extend the term of the Agreement to August 1, 2011; and

WHEREAS, on May 12, 2011 the Village adopted Resolution No. 11-05-27 to extend the term of the Agreement to August 1, 2012; and

WHEREAS, the Village has prepared a Third Amendment to the Agreement (the “Third Amendment”) to provide disaster recovery services (the “services”) for an additional one year term; and

WHEREAS, AI is an experienced consulting firm specializing in disaster and financial recovery projects and AI has a history in the Village; and

WHEREAS, the Village Council finds that waiver of competitive bidding for these services and approval of the Third Amendment to the Agreement between AI and the Village attached hereto is in the best interest of the Village.
NOW THEREFORE, BE IT RESOLVED BY THE VILLAGE COUNCIL OF ISLAMORADA, VILLAGE OF ISLANDS, AS FOLLOWS:

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

Section 2. **Approval of Agreement.** The Third Amendment to the Agreement between AI and the Village for disaster recovery services, a copy of which is attached as Exhibit “B,” together with such non-material changes as may be acceptable to the Village Manager and approved as to form and legality by the Village Attorney, is approved.

Section 3. **Authorization of Village Officials.** The Village Manager and/or his designee and the Village Attorney are authorized to take all actions necessary to implement the terms and conditions of the Agreement and Second Amendment.

Section 4. **Authorization of Fund Expenditure.** The Village Manager is authorized to expend budgeted funds to implement the terms and conditions of the Agreement and Second Amendment.

Section 5. **Waiver of Competitive Bidding.** In accordance with Section 2-328(1) of the Village Code, the Village Council waives the Purchasing Provisions of the Village Code to utilize the services of AI without competitive selection.

Section 6. **Execution of Agreement.** The Village Manager is authorized to execute the First Amendment to the Agreement, subject to approval as to form and legality by the Village Attorney.

Section 7. **Effective Date.** This Resolution shall take effect immediately upon adoption.

Motion to adopt by Vice Mayor Philipson, second by Councilman Purdo.
FINAL VOTE AT ADOPTION:

Mayor Michael Reckwerdt  Yes
Vice Mayor Ken Philipson  Yes
Councilman Don Achenberg  Yes
Councilman Ted Blackburn  Yes
Councilman Dave Purdo  Yes

PASSED AND ADOPTED this 26th day of July, 2012.

KEN PHILIPSON, VICE MAYOR

ATTEST:

DEBRA E. EASTMAN, MMC
VILLAGE CLERK

APPROVED AS TO FORM AND LEGALITY
FOR THE USE AND BENEFIT OF ISLAMORADA,
VILLAGE OF ISLANDS ONLY:

VILLAGE ATTORNEY
THIRD AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT

This Third Amendment to the Professional Services Agreement between Islamorada, Village of Islands and Adjusters International, is made and entered into as of AUGUST 6TH, 2012 by and between Islamorada, Village of Islands, Florida, a municipal corporation of the State of Florida (the “Village”) and Adjusters International (the “Consultant”).

WITNESSETH

WHEREAS, on August 7, 2006 the Village entered into a Professional Services Agreement (“Professional Services Agreement”) with Adjusters International for disaster recovery services; and

WHEREAS, on August 12, 2010 the Village amended the Professional Services Agreement to extend the term through August 1, 2011; and

WHEREAS, on May 12, 2011 the Village amended the Professional Services Agreement to extend the term through August 1, 2012; and

WHEREAS, the parties desire to further amend the Professional Services Agreement to adjust the “Term” as provided for in the Professional Services Agreement.

NOW THEREFORE, in consideration of the mutual covenants set forth in this Third Amendment, the parties hereby amend the Professional Services Agreement to read as follows:

Section 1. Amendment to Agreement. The parties hereby agree to amend and restate the Agreement. The following Sections of the Agreement are hereby restated and replaced in their entirety: 1

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2. Term/Commencement Date

2.1 This Agreement shall become effective upon execution by both parties and shall remain in effect through August 1, 2012 to 2013, unless earlier terminated in accordance with Paragraph 8.

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1 Additions to existing text are shown by underline; deletions are shown by strikeout.
3. **Compensation and Payment**

3.1 The Consultant shall be compensated in accordance with a fee structure provided for under the Compensation sections, described in Page 7 and Page 12 of Exhibit “A,” that is attached hereto and incorporated by reference, with the exception of the 5% Overhead Recovery Fee stated therein, which is hereby waived.

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**Section 2. No Further Modifications.** All other provisions of the Professional Services Agreement, other than as specifically addressed herein, shall remain in full force and effect.

**IN WITNESS WHEREOF,** the parties hereto have accepted, made and executed this First Amendment upon the terms and conditions above stated on the day and year first above written.

**VILLAGE:**

By: ____________________________

Edward Koconis, Village Manager

Date: 8/14/12

Approved as to form and legal sufficiency for the use and benefit of Islamorada, Village of Islands only:

By: ____________________________

Village Attorney

Date: 8/9/2012

Attest:

By: ____________________________

Village Clerk

Date: 8/14/12
ADJUSTERS INTERNATIONAL:

By: [Signature]

CFO + Vice President

Date: 8/6/12