



AGENDA REQUEST FORM

THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA

ITEM No.:

J-3.

MEETING DATE	2020-03-03 10:05 - School Board Operational Meeting
AGENDA ITEM	ITEMS
CATEGORY	J. OFFICE OF FACILITIES & CONSTRUCTION
DEPARTMENT	Facilities Pre-Construction

Special Order Request	
<input type="radio"/> Yes	<input checked="" type="radio"/> No
Time	
Open Agenda	
<input type="radio"/> Yes	<input checked="" type="radio"/> No

TITLE:

Termination for Convenience of the Professional Services Agreement - LIMCO Engineering Inc. - Western High School

REQUESTED ACTION:

Approve the Termination for Convenience of the Professional Services Agreement with LIMCO Engineering Inc., Western High School, Project No. P.001967, RFQ 17-188C, SMART Program Renovations.

SUMMARY EXPLANATION AND BACKGROUND:

CBRE | Heery and staff recommend the Termination for Convenience of the Professional Services Agreement between The School Board of Broward County, Florida and LIMCO Engineering Inc. for design and construction administrative services for Western High School, Project No. P.001967, SMART Program Renovations.
This Agreement has been reviewed and approved as to form and legal content by the Office of the General Counsel.

SCHOOL BOARD GOALS:

Goal 1: High Quality Instruction
 Goal 2: Safe & Supportive Environment
 Goal 3: Effective Communication

FINANCIAL IMPACT:

There is no financial impact to the District.

EXHIBITS: (List)

(1) Executive Summary (2) Termination Agreement

BOARD ACTION:

APPROVED

(For Official School Board Records Office Only)

SOURCE OF ADDITIONAL INFORMATION:	
Name: Shelley N. Meloni, Director, Pre-Constr.	Phone: 754-321-1515
Name: Thomas C. Cooney, Asst. General Counsel	Phone: 754-321-2050

THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA
Senior Leader & Title

Frank Girardi - Executive Director

Signature

Frank L. Girardi
 2/21/2020, 3:49:35 PM

Electronic Signature
Form #4189 Revised 07/25/2019
RWR/ FG/SNM/TCC:lcc

Approved In Open Board Meeting On:

MAR 03 2020

By:
School Board Chair

EXECUTIVE SUMMARY
Termination of Professional Services Agreement
LIMCO Engineering Inc.
Western High School

PROJECT OVERVIEW:

Delivery Method:	Design/Bid/Build
Professional Consultant:	LIMCO Engineering Inc.

GENERAL OVERVIEW:

This item is requesting approval of the Termination Agreement between The School Board of Broward County, Florida ("SBBC") and LIMCO Engineering Inc. ("LIMCO") (See Exhibit 2).

The Termination Agreement applies to projects to be constructed at Western High School. The following is a chronology of events that have culminated in this recommended action.

On September 26, 2017, the Parties entered into a Professional Services Agreement ("PSA") for the preparation of design documents and construction administration services for a project to be located at Western High School, Project No. P.001967, (RFQ 17-188C).

BACKGROUND:

Shortly after LIMCO's projects were initiated, it became apparent that LIMCO was experiencing significant delays in the preparation of design documents for the aforementioned project (hereinafter collectively, the "Project"). In addition, through discussions with Procurement and Warehousing Services (PWS), the Office of Facilities & Construction (OFC) learned of issues surfacing with respect to the relationship between LIMCO and its sub-consultants. In an effort to mitigate any further delays, OFC and PWS met with LIMCO in July 2018 to resolve the concerns. A subsequent meeting was held with LIMCO in August 2018 to discuss recovery actions on the projects. Meetings were also conducted with the Office of General Counsel for guidance.

OFC continued to hold regular meetings with LIMCO from August 2018 through March 2019 to assist LIMCO in improving its response to the deliverables, per the contract requirements, and to determine appropriate action for each of the projects. After multiple meetings between OFC and LIMCO, no improvement had been realized. As a result, it was determined that the best course of action for both parties would be to terminate the projects for convenience in lieu of cause, conditioned upon specific terms set forth in the Termination Agreement. On March 19, 2019, LIMCO agreed to and signed Intent to Terminate letters, and on December 26, 2019, LIMCO executed the Termination Agreement.

At that time, it was decided since the construction drawings were nearing 100% and LIMCO had only one (1) project, the contract for Western High School would remain in place.

Since that time, the Culinary Lab scope of work has been pushed ahead of the rest of the SMART Program Renovations work and is currently being completed. However, the scope of work has been fraught with delays due to the inability of LIMCO to respond in a timely and accurate manner. The drawings for the remainder of the project are still in review by the Building Department.

Should the Board approve this item, it is the intent of OFC and PWS to move forward with the successor Architect and/or Engineer of Record with a recommendation to award at a future Board meeting.

This Agreement has been reviewed and approved as to form and legal content by the Office of the General Counsel.

TERMINATION AGREEMENT

This Termination Agreement is made and entered into this 3rd day of March, 2020, by and between The School Board of Broward County, Florida (“**SBBC**”) and Professional Engineering firm, LIMCO ENGINEERING, INC. (“**LIMCO**”) (collectively, the “**Parties**”).

WITNESSETH:

WHEREAS, on September 26, 2017, the Parties entered into a Professional Services Agreement (“**PSA**”) for the preparation of design documents and construction administration services for a project to be located at **Western High School, Project No. P.001967, (RFQ #17-188C)**; and

WHEREAS, the preparation of design documents for the aforementioned project (hereinafter collectively, the “**Project**”) experienced significant delays; and

WHEREAS, SBBC desires to terminate the PSA associated with the Project and procure new Architects and/or Engineers of Record; and

WHEREAS, pursuant to the terms and conditions of the termination provisions of the applicable PSA, the Parties have respective rights, duties and obligations which survive termination of those PSAs; and

WHEREAS, the SBBC and LIMCO agree to terminate the PSA for “**convenience**” in lieu of terminate for “**cause**,” conditioned upon specific terms set forth herein below.

NOW, THEREFORE, in consideration of the foregoing representations, promises and considerations hereinafter set forth with the intent to be legally bound, the Parties hereby agree to the following:

1. Incorporation of Recitals: The above Recitals are hereby incorporated into this Reaffirmation as if fully set forth herein.
2. Conditions Precedent: In exchange for SBBC's agreement to terminate the PSAs for the Projects "for convenience," LIMCO agrees to:
 - a. Fully and completely waive its right to seek termination expenses as set forth in Article 10.2.5 of the PSAs for the Projects, and
 - b. Remain liable to SBBC for damages set forth in Articles 10.2.3 and 10.2.4 of the PSAs for the Projects.
3. Continuing Duty to Cooperate: After termination of the PSA, LIMCO agrees to fully cooperate with SBBC and the Successor Architect(s) or Engineer(s) of Record for the Projects. Such cooperation specifically includes, but it not limited to providing documentation to SBBC and/or the Successor Architect(s) or Engineer(s) of Record for the Projects.
4. Termination for Convenience: The PSA for the Project is hereby terminated "for convenience" pursuant to Article 10.2.1 of the PSA.
5. Authority Provision: The persons signing this Agreement on behalf of the Parties individually warrant that s/he has full legal power to execute this Agreement on behalf of each respective Party, and to bind and obligate such Party with respect to all provisions contained in this Reaffirmation.

For The School Board of Broward County, Florida

(SEAL)

**ATTEST THE SCHOOL BOARD
OF BROWARD COUNTY,
FLORIDA**


Robert W. Runcie, Superintendent of Schools


Donna P. Korn, Chair

Approved as to Form and Legal Content:


Office of the General Counsel

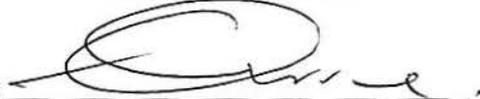
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FOR LIMCO

LIMCO ENGINEERING, INC.

ATTEST:

By 
Courtney Currie, President

, Secretary


Witness

Witness

STATE OF FLORIDA

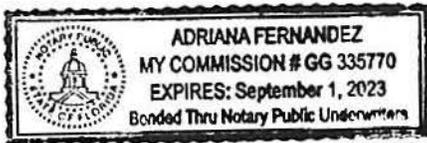
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 26th day of December, 2019 by COURTNEY CURRIE on behalf of LIMCO ENGINEERING, INC.

COURTNEY CURRIE is personally known to me or produced as identification D.L. and did/did not first take an oath.

My commission expires:

(SEAL)




Signature, Notary Public
Adriana Fernandez.
Printed Name of Notary

Notary's Commission No.