

CITY COUNCIL AGENDA ITEM COVER MEMO

Agenda Item Number: _____

Meeting Type: Regular

Meeting Date: Jun 9, 2016

Action Requested By: Planning

Agenda Type: Resolution

Subject Matter:

Huntsville Market + Redevelopment Consultant Services Contract Modification

Exact Wording for the Agenda:

Resolution authorizing the Mayor to execute a modification to the original agreement between the City of Huntsville and Market + Main (now RePosit Strategies) for professional consulting services related to the development of a Comprehensive Master Plan

Note: If amendment, Please state title and number of the original

Item to be considered for: Action

Unanimous Consent Required: No

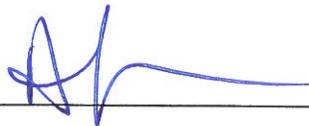
Briefly state why the action is required; why it is recommended; what council action will provide, allow and accomplish and; any other information that might be helpful.

Original consulting agreement was approved on December 5, 2013. This action will approve task modifications which will include an additional financial build-out for 5 additional scenarios to be included in the master plan. The additional fee will be a total of \$6500.

Associated Cost: _____

Budgeted Item: _____

MAYOR RECOMMENDS OR CONCURS: _____

Department Head:  _____

Date: 20 May 16

ROUTING SLIP CONTRACTS AND AGREEMENTS

Originating Department: Planning

Council Meeting Date: 6/9/2016

Department Contact: Kimberly Gosa

Phone # 427-5115

Contract or Agreement: Agreement

Document Name: Huntsville Market + Redevelopment Consultant Services Contract Amendment

City Obligation Amount: \$6500.00

Total Project Budget:

Uncommitted Account Balance:

Account Number: 3020-74-00000-515370-PR8510XX

Procurement Agreements

<u>Select...</u>	<u>Select...</u>
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Grant-Funded Agreements

<u>Select...</u>	Grant Name: <u></u>
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Department	Signature	Date
1) Originating	<i>AK</i>	<i>26 May 16</i>
2) Legal	<i>Mary C. Cates</i>	<i>6/8/16</i>
3) Finance	<i>M. Sargent</i>	<i>6-8-16</i>
4) Originating		
5) Copy Distribution		
a. Mayor's office (1 copies)		
b. Clerk-Treasurer (Original & 2 copies)		

RESOLUTION NO. 16-_____

BE IT RESOLVED by the City Council of Huntsville, Alabama, that the Mayor be, and is hereby authorized to enter into an agreement with Re:Posit Strategies, and Market + Main, Inc., on behalf of the City of Huntsville, a municipal corporation in the State of Alabama, which said agreement is substantially in words and figures similar to that certain document attached hereto and identified as "Agreement to Modify and Assign Contract by Market + Main, Inc., Re:Posit Strategies and the City of Huntsville" consisting of three (3) pages, and the date of June 9, 2016, appearing on the margin of the first page, together with the signature of the President or President Pro Tem of the City Council, an executed copy of said document being permanently kept on file in the Office of the City Clerk-Treasurer of the City of Huntsville, Alabama.

ADOPTED this the 9th day of June, 2016

President of the City Council of
the City of Huntsville, Alabama

APPROVED this the 9th day of June, 2016

Mayor of the City of Huntsville,
Alabama

**AGREEMENT TO MODIFY
AND ASSIGN CONTRACT BY
MARKET + MAIN, INC., RE:POSIT
STRATEGIES, INC. AND THE CITY
OF HUNTSVILLE**

AGREEMENT TO MODIFY AND ASSIGN CONTRACT

This Agreement is made this 9th day of June, 2016, by and among Market + Main, Inc. (hereinafter referred to as "Market + Main"), a Georgia corporation, Re:Posit Strategies, Inc. (hereinafter referred to as "Re:Posit"), a Georgia corporation and the City of Huntsville, Alabama (hereinafter referred to as the "City") an Alabama municipal corporation.

WHEREAS, the City and Market + Main entered into a professional services agreement on December 5, 2013 pursuant to resolution No. 13-995 of the City Council of the City of Huntsville (hereinafter referred to as the "2013 Agreement"); and

WHEREAS, Market + Main desires to assign its obligations and rights under the 2013 Agreement to Re:Posit and Re:Posit desires to assume the said obligations and rights; and

WHEREAS, the City is agreeable to Market + Main assigning its rights and obligations under the 2013 Agreement to Re:Posit; and

WHEREAS, the City and Re:Posit desire to amend the scope of services and the fee schedule;

NOW THEREFORE, for good and valuable consideration, the parties agree as follows:

1. Market + Main assigns and transfers to Re:Posit all of its right, title and interest in and to the 2013 Agreement, subject to the approval of the City of Huntsville.
2. Re:Posit agrees to and accepts the assignment of the 2013 Agreement and assumes and covenants to keep, perform, and fulfill the executory portion of the terms, covenants, conditions, and obligations required to be kept, performed and fulfilled by Market + Main under the 2013 Agreement as modified herein.
3. The City consents to the assignment of the obligations and rights of Market + Main, Inc. under the 2013 Agreement, as modified herein, to Re:Posit Strategies, Inc. This consent to assignment will not waive any restriction or requirement in the 2013 Agreement relating to any further assignment by Re:Posit.

President of the City Council of the
City of Huntsville, Alabama
Date: _____

4. The City's Consent to Assignment is conditioned upon Re:Posit providing the City with a Certificate of Insurance meeting all the insurance requirements imposed on Market + Main by the 2013 Agreement. Re:Posit shall provide the said Certificate of Insurance within five (5) business days of the execution of this Agreement.

5. The Scope of Work, as set forth in Exhibit C of the 2013 Agreement is hereby modified as follows:

The original scope of services included analysis of public/private investment leverage potential on four (4) scenarios of concept projects. Recommended hypothetical preliminary project financial proformas will be generated using assumptions about possible development build-outs for the selected potential projects.

An additional financial build-out scenario will now be included in the Work, for a total of five (5) scenarios:

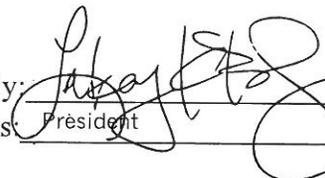
1. Bailey Cove—Old Grissom site.
2. South Parkway—Kroger site.
3. North Parkway—AA&MU frontage.
4. North Parkway—Builders Square site.
5. Governors Drive—Between 9th and 14th.

6. In consideration of the additional services, the City will pay an additional fee of \$6,500.00, over and above the amount set forth in the original Agreement. This is a lump sum fee, with no reimbursable costs. Any expenses incurred related to this effort (travel, printing, data, etc.) will be funded within the lump sum budget.

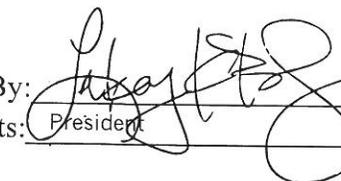
7. All other terms of the 2013 agreement remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have hereunto set their signatures and seals, as of the day and year first above written.

MARKET + MAIN, INC.,
A Georgia Corporation

By: 
Its: President

RE:POSIT STRATEGIES, INC.,
a Georgia Corporation

By: 
Its: President

CITY OF HUNTSVILLE, ALABAMA
a municipal corporation
in the State of Alabama

Attest: _____
Kenneth Benion
Its: Clerk-Treasurer

By: _____
Tommy Battle
Its: Mayor