

**FIRST AMENDMENT TO AND ASSIGNMENT OF AGREEMENT
FOR ANNUAL STREET SWEEPING SERVICES
NO. (#)11965**

THIS FIRST AMENDMENT AND ASSIGNMENT (“Amendment”) is made by and between Alachua County, Florida, a political subdivision and charter county of the State of Florida, by and through its Board of County Commissioners (the “County”) and USA Services of Florida, Inc. now operating as USA Services of Florida, LLC, a Florida (“Contractor”), who are collectively referred to as the “Parties”.

WITNESSETH:

WHEREAS, the County and USA Services of Florida, Inc. previously entered into a(n) Contractual Services Agreement dated 05/25/2021 for Annual Street Sweeping Services, identified by No. 11965 (the “Agreement”); and

WHEREAS, after execution of the Agreement USA Services of Florida, Inc. was converted as a business entity and is now operating as USA Services of Florida, LLC; and

WHEREAS, USA Services of Florida, LLC is willing and able to provide the services provided in the Agreement and be bound by the terms and conditions of the Agreement; and

WHEREAS, the County has elected its option to renew the term of the original Agreement to allow the Contractor to furnish the goods or service to Alachua County.

WHEREAS, the Parties desires to amend the Agreement to extend the term and to do as otherwise provided herein.

NOW, THEREFORE, the County and Contractor agree to amend the Agreement as follows:

- A. **Assignment**. The Contractual Services Agreement dated 05/25/2021 for Annual Street Sweeping Services, identified by No. 11965 (the “Agreement”), is assigned to the USA Services of Florida, LLC. USA Services of Florida, LLC will provide the duties, obligations and responsibilities as outlined in the Agreement and its exhibits, agrees to be bound by its terms and shall now hereinafter be considered and referred to as the “Contractor” under such Agreement, including any amendments to such Agreement.
- B. **Amendment**. Sub-Section #1.1, of the Agreement titled “*Term*” is amended to read as follows:
 - 1.1. This Agreement is effective October 1, 2022 and continues through September 30, 2023, unless earlier terminated as provided herein (the “Initial Term”).
- C. **Effective Date**. Upon and after full execution of this Amendment by the Parties, this Amendment shall be effective on October 1, 2022.
- D. **Original Agreement**. Unless expressly amended herein, all other terms and provisions of the original Agreement between the Parties, including any prior amendments to the Agreement, shall be and remain in full force and effect. In the event any of the prior amendments to the Agreement conflict with this Amendment, the provisions of this Amendment shall prevail.

IN WITNESS WHEREOF, the Parties have caused this Amendment to be executed on the day and year below written.

ALACHUA COUNTY, FLORIDA

By: _____
Marihelen Wheeler, Chair
Board of County Commissioners
Date: _____

ATTEST

J.K. "Jess" Irby, Esq., Clerk
(SEAL)

APPROVED AS TO FORM

DocuSigned by:
Diana Johnson
9E797AC46776481... _____
Alachua County Attorney's Office

CONTRACTOR

DocuSigned by:
Christopher kentopp
By: _____
9A6E7AC9B3D44BF...
Print: Christopher kentopp
Title: Region Vice President
Date: 6/9/2022

IF THE CONTRACTOR IS NOT A NATURAL PERSON, PLEASE PROVIDE A CERTIFICATE OF INCUMBENCY AND AUTHORITY, OR A CORPORATE RESOLUTION, LISTING THOSE AUTHORIZED TO EXECUTE AGREEMENTS ON BEHALF OF YOUR ORGANIZATION. IF ARE A NATURAL PERSON, THEN YOUR SIGNATURE MUST BE NOTARIZED.

Certificate Of Completion

Envelope Id: 2779AA193AF44356B6AD091D5FAF7AED	Status: Completed
Subject: Please DocuSign: Amendment #1 to #11965 - Annual Street Sweeping Services - USA Services of Fl...	
Source Envelope:	
Document Pages: 2	Signatures: 1
Certificate Pages: 5	Initials: 0
AutoNav: Enabled	Envelope Originator:
Envelopeld Stamping: Enabled	Michelle Guidry
Time Zone: (UTC-05:00) Eastern Time (US & Canada)	mguidry@alachuacounty.us
	IP Address: 163.120.80.69

Record Tracking

Status: Original 6/3/2022 8:44:25 AM	Holder: Michelle Guidry mguidry@alachuacounty.us	Location: DocuSign
Security Appliance Status: Connected	Pool: StateLocal	
Storage Appliance Status: Connected	Pool: Alachua County	Location: DocuSign

Signer Events

Christopher Kentopp
CKentopp@sweepingcorp.com
Region Vice President
Security Level: Email, Account Authentication (None)

Signature

DocuSigned by:

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Signature Adoption: Pre-selected Style
Signed by link sent to
CKentopp@sweepingcorp.com
Using IP Address: 12.43.33.162

Timestamp

Sent: 6/3/2022 8:49:58 AM
Resent: 6/9/2022 9:10:32 AM
Resent: 6/9/2022 9:10:39 AM
Viewed: 6/9/2022 9:13:55 AM
Signed: 6/9/2022 9:14:11 AM

Electronic Record and Signature Disclosure:
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ID: ee149973-3c25-4b53-924e-08dfb15e3f03

In Person Signer Events

Signature

Timestamp

Editor Delivery Events

Status

Timestamp

Agent Delivery Events

Status

Timestamp

Intermediary Delivery Events

Status

Timestamp

Certified Delivery Events

Status

Timestamp

Carbon Copy Events

Status

Timestamp

Thomas (Jon) Rouse
trouse@alachuacounty.us
Contracts Supervisor
Alachua County Board of County Commissioners
Security Level: Email, Account Authentication (None)

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Sent: 6/9/2022 9:14:12 AM

Electronic Record and Signature Disclosure:
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Jaye Athy
jathy@alachuacounty.us
Procurement Specialist
Alachua County Board of County Commissioners
Security Level: Email, Account Authentication (None)

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Carbon Copy Events	Status	Timestamp
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Michael Latanza
mlatanza@sweepingcorp.com
Chief Development Officer
SCA



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Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
Accepted: 6/3/2022 3:56:26 PM
ID: ee149973-3c25-4b53-924e-08dfb15e3f03

Witness Events	Signature	Timestamp
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Notary Events	Signature	Timestamp
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Envelope Summary Events	Status	Timestamps
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Certified Delivered	Security Checked	6/9/2022 9:13:55 AM
Signing Complete	Security Checked	6/9/2022 9:14:11 AM
Completed	Security Checked	6/9/2022 9:14:13 AM

Payment Events	Status	Timestamps
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Electronic Record and Signature Disclosure
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ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

From time to time, Alachua County (we, us or Company) may be required by law to provide to you certain written notices or disclosures. Described below are the terms and conditions for providing to you such notices and disclosures electronically through the DocuSign system. Please read the information below carefully and thoroughly, and if you can access this information electronically to your satisfaction and agree to this Electronic Record and Signature Disclosure (ERSD), please confirm your agreement by selecting the check-box next to 'I agree to use electronic records and signatures' before clicking 'CONTINUE' within the DocuSign system.

Getting paper copies

At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. You will have the ability to download and print documents we send to you through the DocuSign system during and immediately after the signing session and, if you elect to create a DocuSign account, you may access the documents for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a \$0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

Withdrawing your consent

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. Further, you will no longer be able to use the DocuSign system to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact Alachua County:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: mguidry@alachuacounty.us

To advise Alachua County of your new email address

To let us know of a change in your email address where we should send notices and disclosures electronically to you, you must send an email message to us at mguidry@alachuacounty.us and in the body of such request you must state: your previous email address, your new email address. We do not require any other information from you to change your email address.

If you created a DocuSign account, you may update it with your new email address through your account preferences.

To request paper copies from Alachua County

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an email to mguidry@alachuacounty.us and in the body of such request you must state your email address, full name, mailing address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with Alachua County

To inform us that you no longer wish to receive future notices and disclosures in electronic format you may:

- i. decline to sign a document from within your signing session, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;
- ii. send us an email to mguidry@alachuacounty.us and in the body of such request you must state your email, full name, mailing address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

The minimum system requirements for using the DocuSign system may change over time. The current system requirements are found here: <https://support.docusign.com/guides/signer-guide-signing-system-requirements>.

Acknowledging your access and consent to receive and sign documents electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please confirm that you have read this ERSD, and (i) that you are able to print on paper or electronically save this ERSD for your future reference and access; or (ii) that you are able to email this ERSD to an email address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format as described herein, then select the check-box next to 'I agree to use electronic records and signatures' before clicking 'CONTINUE' within the DocuSign system.

By selecting the check-box next to 'I agree to use electronic records and signatures', you confirm that:

- You can access and read this Electronic Record and Signature Disclosure; and
- You can print on paper this Electronic Record and Signature Disclosure, or save or send this Electronic Record and Disclosure to a location where you can print it, for future reference and access; and
- Until or unless you notify Alachua County as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by Alachua County during the course of your relationship with Alachua County.

**JOINT ACTION IN WRITING
BY THE
SOLE MEMBER AND
THE MANAGERS OF
USA SERVICES OF FLORIDA, LLC**

The undersigned, being (i) the sole member (the “*Member*”) and, (ii) following the actions by the Member contemplated by this Joint Action in Writing, all of the managers (the “*Managers*”) of USA Services of Florida, LLC., a Florida limited liability company (the “*Company*”), hereby adopt, consent to, and approve the following actions and resolutions without a meeting, to be effective as of April 28, 2022:

Actions by the Member

WHEREAS, the Member desires to confirm the appointment of the Managers as the managers of the Company;

NOW, THEREFORE, BE IT:

RESOLVED, that all current members of the Board of Managers of the Company are hereby removed;

FURTHER RESOLVED, that Christopher M. Valerian and Joseph Borden, the undersigned Managers, are hereby appointed as the managers of the Company; and

FURTHER RESOLVED, that any and all actions, whether previously or subsequently taken, by the Managers, 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 Managers

WHEREAS, the Managers desire to confirm the appointment of the officers of the Company;

NOW, THEREFORE, BE IT:

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

Christopher M. Valerian -- President and Chief Executive Officer

Erin Boyts Quinn	--	Secretary
Joseph Borden	--	Treasurer
Matthew Spencer	--	Vice President and Chief Operating Officer
Joseph P. Frola	--	Vice President
Christopher Kentopp	--	Regional Vice President

FURTHER RESOLVED, that each of the Authorized Officers is hereby authorized and empowered, throughout such Authorized Officer's tenure, to execute and deliver, for, on behalf of, and in the name of, the Company, any and all contracts, agreements, bids, commitments, certificates, instruments and other documents, as any Authorized Officer shall deem necessary, desirable or appropriate in such Authorized Officer's discretion, to evidence contractual and other obligations on behalf of the Company undertaken in the conduct of the Company's operations, and any Authorized Officer's execution and delivery of any such contract, agreement, bid, commitment, certificate, instrument or other document shall be conclusive evidence of the exercise by such Authorized Officer of the discretionary authority conferred in these resolutions;

FURTHER RESOLVED, that each of the Authorized Officers is hereby authorized, empowered and directed, in the name and on behalf of the Company, to take or cause to be taken all such further actions and deeds and to deliver or cause to be delivered all such further contracts, agreements, bids, commitments, certificates, instruments and other documents as in their judgment shall be necessary, appropriate or convenient to carry into effect the purposes of the Company; and

FURTHER RESOLVED, that any and all actions, whether previously or subsequently taken, by any Authorized Officer, which are consistent with the intent and purposes of the foregoing resolutions 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), or an electronic signature (such as DocuSign), 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 member and the managers of the Company, hereby indicate their approval of and consent to the foregoing action and resolutions effective as of the date first written above.

SOLE MEMBER:

SCA Acquisitions, LLC., a Delaware limited liability company

By: 

Christopher M. Valerian
President

MANAGERS:



CHRISTOPHER M. VALERIAN



JOSEPH BORDEN

Certificate Of Completion

Envelope Id: E6EC2CBC7B4F43ADB00D78CE8A45564A	Status: Completed
Subject: Please DocuSign: Amendment #1 to Agreement #11965 - Annual Street Sweeping Services - USA Servi...	
Source Envelope:	
Document Pages: 11	Signatures: 1
Certificate Pages: 5	Initials: 0
AutoNav: Enabled	Envelope Originator:
Envelopeld Stamping: Enabled	Michelle Guidry
Time Zone: (UTC-05:00) Eastern Time (US & Canada)	mguidry@alachuacounty.us
	IP Address: 163.120.80.11

Record Tracking

Status: Original 6/10/2022 8:50:58 AM	Holder: Michelle Guidry mguidry@alachuacounty.us	Location: DocuSign
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Signer Events

Diana Johnson
dmjohnson@alachuacounty.us
Security Level: Email, Account Authentication (None)

Signature

DocuSigned by:
Diana Johnson
9E797AC46776481...

Signature Adoption: Pre-selected Style
Signed by link sent to
dmjohnson@alachuacounty.us
Using IP Address: 149.19.43.13

Timestamp

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Viewed: 6/10/2022 11:11:26 AM
Signed: 6/10/2022 11:32:53 AM

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In Person Signer Events

Signature

Timestamp

Editor Delivery Events

Status

Timestamp

Agent Delivery Events

Status

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Intermediary Delivery Events

Status

Timestamp

Certified Delivery Events

Status

Timestamp

Carbon Copy Events

Status

Timestamp

Thomas (Jon) Rouse
trouse@alachuacounty.us
Contracts Supervisor
Alachua County Board of County Commissioners
Security Level: Email, Account Authentication (None)

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Electronic Record and Signature Disclosure:

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Jaye Athy
jathy@alachuacounty.us
Procurement Specialist
Alachua County Board of County Commissioners
Security Level: Email, Account Authentication (None)

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Witness Events	Signature	Timestamp
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Notary Events	Signature	Timestamp
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Envelope Summary Events	Status	Timestamps
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Certified Delivered	Security Checked	6/10/2022 11:11:26 AM
Signing Complete	Security Checked	6/10/2022 11:32:53 AM
Completed	Security Checked	6/10/2022 11:32:54 AM

Payment Events	Status	Timestamps
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Electronic Record and Signature Disclosure

ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

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Getting paper copies

At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. You will have the ability to download and print documents we send to you through the DocuSign system during and immediately after the signing session and, if you elect to create a DocuSign account, you may access the documents for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a \$0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

Withdrawing your consent

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. Further, you will no longer be able to use the DocuSign system to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact Alachua County:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: mguidry@alachuacounty.us

To advise Alachua County of your new email address

To let us know of a change in your email address where we should send notices and disclosures electronically to you, you must send an email message to us at mguidry@alachuacounty.us and in the body of such request you must state: your previous email address, your new email address. We do not require any other information from you to change your email address.

If you created a DocuSign account, you may update it with your new email address through your account preferences.

To request paper copies from Alachua County

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an email to mguidry@alachuacounty.us and in the body of such request you must state your email address, full name, mailing address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with Alachua County

To inform us that you no longer wish to receive future notices and disclosures in electronic format you may:

- i. decline to sign a document from within your signing session, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;
- ii. send us an email to mguidry@alachuacounty.us and in the body of such request you must state your email, full name, mailing address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

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By selecting the check-box next to ‘I agree to use electronic records and signatures’, you confirm that:

- You can access and read this Electronic Record and Signature Disclosure; and
- You can print on paper this Electronic Record and Signature Disclosure, or save or send this Electronic Record and Disclosure to a location where you can print it, for future reference and access; and
- Until or unless you notify Alachua County as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by Alachua County during the course of your relationship with Alachua County.