

RESOLUTION NO 2025 - 043

CITY OF LAKE CITY, FLORIDA

A RESOLUTION OF THE CITY OF LAKE CITY, FLORIDA CONSENTING TO THE ASSIGNMENT TO CPH CONSULTING, LLC., A DELAWARE LIMITED LIABILITY COMPANY BY MITTAUER & ASSOCIATES, INC., A FLORIDA CORPORATION OF THAT CERTAIN AGREEMENT BETWEEN THE CITY AND SAID MITTAUER & ASSOCIATES, INC.; MAKING CERTAIN FINDINGS OF FACT IN SUPPORT OF THE CITY CONSENTING TO SAID ASSIGNMENT; RECOGNIZING THE AUTHORITY OF THE MAYOR TO EXECUTE AND BIND THE CITY TO SAID CONSENT TO ASSIGNMENT; DIRECTING THE MAYOR TO EXECUTE AND BIND THE CITY TO SAID CONSENT TO ASSIGNMENT; REPEALING ALL PRIOR RESOLUTIONS IN CONFLICT; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, pursuant to City of Lake City City Council Resolution 2019-022 the City of Lake City ("City") and Mittauer & Associates, Inc., a Florida corporation (the "Assignor"), entered into an agreement for the Assignor to provide engineering and consulting services to the City (the "Agreement"); and

WHEREAS, the Assignor's assets were recently acquired by CPH Consulting, LLC, a Delaware limited liability company (the "Assignee"); and

WHEREAS, a material element of said asset acquisition, is that, generally speaking, Assignor assign to Assignee all of Assignor's interests and obligations arising from the Agreement which interests and obligations arise after the date of said asset acquisition; and

WHEREAS, Assignor and Assignee mutually desire to obtain the City's consent to an assignment of the Agreement by the Assignor or to the Assignee by adopting the terms of the proposed *Consent to Assignment and Assumption of Obligation* in the form of the Exhibit attached hereto (the "Consent"); and

WHEREAS, approving the Consent is in the public interest and in the interests of the City; now therefore

BE IT RESOLVED by the City Council of the City of Lake City, Florida:

1. Approving the Consent is in the public or community interest and for public welfare; and
2. In furtherance thereof, the Consent in the form of the Exhibit attached hereto should be and is approved by the City Council of the City of Lake City; and

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3. The Mayor of the City of Lake City is the officer of the City duly designated by the City's Code of Ordinances to enforce such rules and regulations as are adopted by the City Council of the City of Lake City; and
 4. The Mayor of the City of Lake City is authorized to execute on behalf of and bind the City to the terms of the Consent; and
 5. The Mayor of the City of Lake City is directed to execute on behalf of and bind the City to the terms of the Consent; and
 6. All prior resolutions of the City Council of the City of Lake City in conflict with this resolution are hereby repealed to the extent of such conflict; and
 7. This resolution shall become effective and enforceable upon final passage by the City Council of the City of Lake City.

APPROVED AND ADOPTED, by an affirmative vote of a majority of a quorum present of the City Council of the City of Lake City, Florida, at a regular meeting, this ____ day of May, 2025.

BY THE MAYOR OF THE CITY OF LAKE CITY,
FLORIDA

Noah E. Walker, Mayor

ATTEST, BY THE CLERK OF THE CITY COUNCIL
OF THE CITY OF LAKE CITY, FLORIDA:

Audrey E. Sikes, City Clerk

APPROVED AS TO FORM AND LEGALITY:

Clay Martin, City Attorney

CONSENT TO ASSIGNMENT AND ASSUMPTION OF OBLIGATION

This ASSIGNMENT AND ASSUMPTION OF OBLIGATION is made this ____ day of May 2025, by Mittauer & Associates, Inc., a Florida Corporation (Assignor); CPH Consulting, LLC, a Delaware Limited Liability Company (Assignee) and the City of Lake City (OWNER).

In consideration of mutual promises and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee, effective March 12, 2025, all of its rights, duties, obligations, and commitments under Assignor's current Continuing Contract for Professional Consulting Services (Agreement) with OWNER dated March 11, 2019, and renewed for an additional 5-year term on February 28, 2024 with an ending date of March 4, 2029, whereby Mittauer & Associates, Inc. agreed to provide professional services with respect to certain studies, planning, design, and construction of improvements to the City water system, wastewater system, reuse water, storm water systems, gas system, Lake City Gateway Airport, City recreational facilities, City Hall, City safety facilities and streets, and other municipal projects.

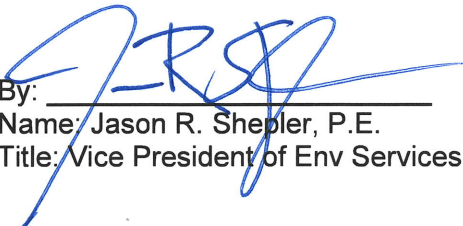
Upon the execution of this Assignment and the Consent of OWNER, the Assignee agrees to be bound and obligated to complete all services and obligations of the Assignor, under the Agreement with OWNER in accordance with the terms and conditions of such Agreement. Assignee further agrees to faithfully perform the duties and obligations of the Assignee in accordance with the terms and conditions of such Agreement as of March 12, 2025.

The Assignee assumes full responsibility for all the services performed by the Assignor, and for the Assignor's compliance with all of the terms and conditions set forth in the Agreement, prior to the date of this Assignment, including but not limited to, the assumption of responsibility for any acts, errors and omissions of the Assignor prior to the date of this Assignment. Assignee and Assignor agree to defend, indemnify, and hold OWNER harmless from and against any and all claims, damages, and causes of action occurring as a result of any act, error, or omission on the part of the Assignor occurring prior to the date of this Assignment and Assignee after the date of assignment. The Assignee agrees to perform and complete the services and obligations in accordance with the terms of the Agreement going forward, and the Assignee acknowledges, accepts, and agrees to comply with all the terms and conditions set forth in the Agreement.

IN WITNESS WHEREOF, Assignor and Assignee have duly executed this Assignment of and Assumption of Obligation.

ASSIGNOR Mittauer & Associates, Inc.
a Florida Corporation

ASSIGNEE CPH Consulting, LLC
a Delaware Limited Liability Company

By: 
Name: Jason R. Shepler, P.E.
Title: Vice President of Env Services

By: 
Name: Nikhel Jindal
Title: Chief Strategy & Success Officer

EXHIBIT TO
RESOLUTION

NOT FOR
EXECUTION

CONSENT TO ASSIGNMENT

The undersigned authorized representative of OWNER hereby consents and agrees to the transfer and assignment of the duties and obligations of the Assignor under the above referenced Agreement to Assignee effective March 12, 2025, in accordance with the terms of the Agreement and as set forth above. After the effective date of this Assignment, payment may be made by OWNER to either the Assignee or Assignor in full satisfaction of any responsibility for payment under the Agreement and OWNER shall not be responsible for allocation of any payment between such parties.

CITY OF LAKE CITY, FLORIDA

By: _____

**EXHIBIT TO
RESOLUTION**

**NOT FOR
EXECUTION**