

**SEMINOLE COUNTY GOVERNMENT
AGENDA MEMORANDUM**

SUBJECT: Visiting Nurse Association of Central Florida, Inc. name change to Seniors First, Inc.

DEPARTMENT: Community Services

DIVISION: Community Assistance

AUTHORIZED BY: Michele Saunders

CONTACT: Jennifer Lawrence

EXT: 2365

MOTION/RECOMMENDATION:

Authorize the Chairman to execute the Visiting Nurse Association of Central Florida, Inc. Assignment of Agreement which permits the Visiting Nurse Association of Central Florida, Inc., to assign the Agreement to Seniors First, Inc., due to the entities' merger.

County-wide

Shirley Davis-Boyce

BACKGROUND:

On November 18, 2008, the Board of County Commissioners approved the Community Service Partnership Grants, awarding the Visiting Nurse Association of Central Florida, Inc. the amount of \$20,000 to provide home management and personal care services for seniors and to provide care management services to determine cost effective and medically acceptable ways for elderly County residents with health related problems to remain in their homes.

Effective January 1, 2009, the Visiting Nurse Association of Central Florida, Inc. merged with Seniors First, Inc. The Assignment of Agreement requires Seniors First, Inc. to accept and assume the rights and obligations of the Visiting Nurse Association of Central Florida, Inc. pursuant to the original Agreement.

STAFF RECOMMENDATION:

Authorize the Chairman to approve the Assignment of Agreement which permits the Visiting Nurse Association of Central Florida, Inc., to assign the Agreement to Seniors First, Inc., due to the entities merging.

ATTACHMENTS:

- 1. Agreement

<p>Additionally Reviewed By:</p> <p><input checked="" type="checkbox"/> County Attorney Review (Susan Dietrich)</p>
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**VISITING NURSE ASSOCIATION OF CENTRAL FLORIDA, INC.
ASSIGNMENT OF AGREEMENT**

THIS ASSIGNMENT is made and entered into this _____ day of _____, 20__, by and between **VISITING NURSE ASSOCIATION OF CENTRAL FLORIDA, INC.**, a Florida non-profit corporation, whose address is 3113 Lawton Road, Suite 250, Orlando, Florida 32803, hereinafter referred to as "ASSIGNOR", **SENIORS FIRST, INC.**, a Florida non-profit corporation, whose address is 3113 Lawton Road, Suite 250, Orlando, Florida 32803, hereinafter referred to as "ASSIGNEE", and **SEMINOLE COUNTY**, a political subdivision of the State of Florida, whose address is Seminole County Services Building, 1101 East First Street, Sanford, Florida 32771, hereinafter referred to as the "COUNTY".

W I T N E S S E T H:

WHEREAS, COUNTY and ASSIGNOR entered into the Visiting Nurse Association of Central Florida, Inc. Agreement on November 25, 2008, whereby ASSIGNOR agreed to provide home management and personal care services for seniors and provide care management services to determine cost effective and medically acceptable ways for elderly residents of Seminole County, Florida, with health related problems to remain in their homes; and

WHEREAS, ASSIGNOR, as of January 1, 2009, has merged with ASSIGNEE; and

WHEREAS, the Board of Directors of ASSIGNOR and ASSIGNEE, respectively, desire this assignment; and

WHEREAS, Section 13 of the Agreement entered into between COUNTY and ASSIGNOR on November 25, 2008, requires that neither party to the

Agreement shall assign the Agreement, or any interest arising therein, without the prior written consent of the other party; and

WHEREAS, COUNTY, ASSIGNOR and ASSIGNEE have determined that the assignment of the Agreement to ASSIGNEE will best serve the needs of elderly residents of Seminole County, Florida,

NOW, THEREFORE, in consideration of the mutual understandings and covenants set forth herein, COUNTY, ASSIGNOR and ASSIGNEE agree as follows:

(1) ASSIGNOR hereby assigns and transfers the rights and obligations of ASSIGNOR as set forth in that certain Agreement with the COUNTY dated November 25, 2008, to ASSIGNEE, effective immediately.

(2) ASSIGNEE hereby accepts and assumes the rights and obligations and agrees to be bound by the terms and conditions to be performed on the part of ASSIGNOR, of that Agreement dated November 25, 2008, and ASSIGNEE agrees to indemnify COUNTY against any and all liabilities under that Agreement, effective immediately.

(3) COUNTY hereby consents to the foregoing assignment between ASSIGNOR and ASSIGNEE of those contracted rights and duties as set forth in the Agreement dated November 25, 2008.

IN WITNESS WHEREOF, the parties to this Agreement have caused their names to be affixed hereto by the proper officers thereof for the purpose herein expressed on the date first above written.

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ATTEST:

ASSIGNOR

Michelle Hage
MICHELLE HAGE, Secretary

VISITING NURSE ASSOCIATION OF
CENTRAL FLORIDA, INC.

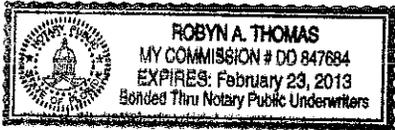
By: [Signature]
SCOTT CLARK, Chairman

(CORPORATE SEAL)

Date: 2-14-09

STATE OF Florida
COUNTY OF Orange

I HEREBY CERTIFY that, on this 19th day of February, 2009, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared SCOTT CLARK and MICHELLE HAGE, as Chairman and Secretary, respectively, of Visiting Nurse Association of Central Florida, Inc., a non-profit corporation organized under the laws of the State of Florida, who are personally known to me or who have produced Known N/A as identification. They acknowledged before me that they executed the foregoing instrument as such officers in the name and on behalf of the corporation, and that they also affixed thereto the official seal of the corporation.



Robyn A. Thomas
Print Name Robyn A. Thomas
Notary Public in and for the County
and State Aforementioned
My commission expires: 02/23/2013

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ATTEST:

Mercedes McCalle
MERCEDDES McCALLE, Secretary

(CORPORATE SEAL)

STATE OF Florida
COUNTY OF Orange

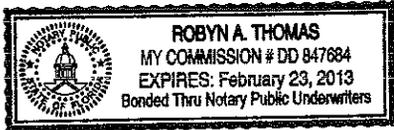
ASSIGNEE

SENIORS FIRST, INC

By: Jon Dunwell
JON DUNWELL, Chairman

Date: 2/26/08

I HEREBY CERTIFY that, on this 26 day of February, 2009, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JON DUNWELL and MERCEDES McCALLE, as Chairman and Secretary, respectively, of Seniors First, Inc., a non-profit corporation organized under the laws of the State of Florida, who are personally known to me or who have produced Known N/A as identification. They acknowledged before me that they executed the foregoing instrument as such officers in the name and on behalf of the corporation, and that they also affixed thereto the official seal of the corporation.



Robyn A. Thomas
Print Name Robyn A. Thomas
Notary Public in and for the County
and State Aforementioned
My commission expires: 02/23/2013

ATTEST:

BOARD OF COUNTY COMMISSIONERS
SEMINOLE COUNTY, FLORIDA

Maryanne Morse
MARYANNE MORSE
Clerk to the Board of
County Commissioners of
Seminole County, Florida.

By: Bob Dallari
BOB DALLARI, Chairman

Date: _____

For the use and reliance
of Seminole County only.

As authorized for execution by the Board
of County Commissioners at its _____,
2009, regular meeting.

Approved as to form and
legal sufficiency.

County Attorney

SED/lpk
2/11/09

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