



Department of Emergency Services

Memorandum

93158

DATE: May 4, 2022

TO: Board of Acquisition and Contract

FROM: Richard G. Wishnie
Commissioner, Department of Emergency Services

SUBJECT: Authority to enter into an agreement with HB Communications, Inc. and One Diversified, LLC concerning, and whereby the County will consent to, HB Communications, Inc. assigning to One Diversified, LLC, effective February 20, 2022, a contract under which HB Communications, Inc. was to provide maintenance, service, and repair for the audio/visual system at the County's Emergency Operations Center and Alternate Emergency Operations Center.

By a resolution approved on July 22, 2021, your Honorable Board authorized the County of Westchester (the "County") to enter into an agreement (the "Agreement") with HB Communications, Inc. ("HB"), pursuant to which HB was to provide the County with maintenance, service, and repair for the audio/visual system at the County's Emergency Operations Center (the "EOC") and the County's Alternate Emergency Operations Center (the "AEOC") (the "Services"), for an amount not-to-exceed \$98,334.00, payable in an amount of \$32,778.00 per year, for a period commencing upon execution and continuing for three (3) years thereafter, (the "Initial Term") with the County having the sole option to extend the term of the agreement for up to two (2) additional one (1) year periods thereafter on the same terms and conditions as the Initial Term, except that the cost for the first option term would be \$33,434.00 and the cost for the second option term would be 34,437.00 (each an "Option Term"). The Agreement was subsequently executed, and its term commenced on August 20, 2021.

Recently, the County was notified that HB was purchased by One Diversified, LLC ("OD"). The County has now been asked to consent to the assignment of the Agreement from HB to OD, effective February 20, 2022. This request was made by HB because, under the Agreement, HB may not make such an assignment without the prior written consent of the County.

The County is agreeable to providing its consent to the proposed assignment, subject to certain terms. Therefore, the County respectfully requests authority from your Honorable Board to enter into an agreement with HB and OD (the "Assignment Agreement"), pursuant to which:

- 1.) HB will assign to OD, effective February 20, 2022 (the "Effective Date"), all of HB's right, title, privilege, interest, obligation, and duty of performance in, to, and under the Agreement (the "Assignment");
- 2.) HB will waive, as of the Effective Date, any and all claims, causes of action, and rights against the County that it now has, or may have in the future, in connection with the Agreement; and
- 3.) OD will accept the Assignment from HB and, accordingly, agree to perform under the Agreement, as of the Effective Date, and through the remainder of its term, as the term may be extended in accordance with the Option Terms, as if OD were an original party to the Agreement, with all terms and conditions of the Agreement remaining in full force and effect; and
- 4.) the County will consent to the Assignment.

The proposed Assignment Agreement will serve a public purpose by helping ensure that the County continues to receive the Services that will help keep the County's EOC and AEOC remain operational and ready for use, and do so under the terms (including cost) of the Agreement that was procured in 2021.

The goal and objective of the proposed Assignment Agreement is to help ensure that the County continues to receive the Services that will help keep the County's EOC and AEOC remain operational and ready for use, and do so under the terms (including cost) of the Agreement that was procured in 2021.

The goal and objective of the proposed Assignment Agreement is in the best interests of the County in terms of public welfare, as it will ensure that the County continues to receive from a qualified vendor the Services that will help keep the County's EOC and AEOC remain operational and ready for use. The goal and objective of the proposed Assignment Agreement is also in the best interests of the County in terms of fiscal responsibility, as it will ensure that the County continues to receive the Services at the costs that were agreed-upon as part of the Agreement that was procured in 2021.

The goal and objective of the proposed Assignment Agreement will be tracked and monitored by the staff of the Department of Emergency Services.

I respectfully recommend the adoption of the attached resolution.

RW/DD/bdm/nn

RESOLUTION

Upon a communication from the Commissioner of Emergency Services, be it hereby:

RESOLVED, that the County of Westchester (the "County") is hereby authorized to enter into an agreement with HB Communications, Inc. ("HB") and One Diversified, LLC ("OD"), pursuant to which:

- 1.) HB will assign to OD, effective February 20, 2022 (the "Effective Date"), all of HB's right, title, privilege, interest, obligation, and duty of performance in, to, and under HB's agreement with the County (the "Agreement"), pursuant to which HB was to provide the County with maintenance, service, and repair for the audio/visual system at the County's Emergency Operations Center and the County's Alternate Emergency Operations Center, for an amount not-to-exceed \$98,334.00, payable in an amount of \$32,778.00 per year, for a period commencing upon execution and continuing for three (3) years thereafter, (the "Initial Term") with the County having the sole option to extend the term of the agreement for up to two (2) additional one (1) year periods thereafter on the same terms and conditions as the Initial Term, except that the cost for the first option term would be \$33,434.00 and the cost for the second option term would be 34,437.00 (the "Option Terms"); (the "Assignment");
- 2.) HB will waive, as of the Effective Date, any and all claims, causes of action, and rights against the County that it now has, or may have in the future, in connection with the Agreement; and
- 3.) OD will accept the Assignment from HB and, accordingly, agree to perform under the Agreement, as of the Effective Date, and through the remainder of its term, as the term may be extended in accordance with the Option Terms, as if OD were an original party to the Agreement, with all terms and conditions of the Agreement remaining in full force and effect; and
- 4.) the County will consent to the Assignment.

; and be it further

RESOLVED, that the County Executive or his duly authorized designee is hereby authorized to execute any documents and take any actions reasonably necessary and appropriate to effectuate the purposes of this Resolution.

Account to be Charged/Credited

Fund	Dept	Major Program, Program & Phase Or Unit	Object/ Sub-Object	Trust Account	Dollars
					N/A

Budget Funding Year(s): _____ Start Date: 8/20/21 (agreement) End Date: 8/19/24 (agreement)
(must match resolution) 2/20/22 (assignment)

Funding Source
N/A _____
(must match resolution)

Tax Dollars: _____
State Aid: _____
Federal Aid: _____
Other: _____

APPROVED BOARD OF ACQUISITION & CONTRACT - 05/19/2022 - RAYMOND SCULLY, SECRETARY