

RESOLUTION NO. 2011-07-1400

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MIAMI GARDENS, FLORIDA AUTHORIZING THE CITY MANAGER AND THE CITY CLERK TO EXECUTE AND ATTEST, RESPECTIVELY, THAT CERTAIN CONSENT TO THE ASSIGNMENT OF THAT CERTAIN AGREEMENT FOR ENGINEERING SERVICES FOR THE NORTHWEST 7TH AVENUE ENHANCEMENTS FROM SANCHEZ-ZEINALI & ASSOCIATES TO METRIC ENGINEERING, INC. ATTACHED HERETO AS EXHIBIT "A"; PROVIDING FOR INSTRUCTIONS TO THE CITY CLERK; PROVIDING FOR THE ADOPTION OF REPRESENTATIONS; PROVIDING AN EFFECTIVE DATE.

WHEREAS, in October 2007, the City entered into a Joint Participation Agreement with Miami-Dade County for enhancements along N.W. 7th Avenue from N.W. 183rd Street to N.W. 199th Street, and

WHEREAS, the Agreement with Miami-Dade County provided that the City would institute a formal bid process for design and construction of the project, and

WHEREAS, on February 27, 2008, the City Council awarded RFQ# 07-08-012 to Sanchez-Zeinali & Associates ("SZA") for engineering services for the design and construction of enhancements along Northwest 7th Avenue, and

WHEREAS, on April 1, 2010, Metric Engineering, Inc. acquired 100 percent ownership of SZA's outstanding stock, and

WHEREAS, SZA is transitioning its employees and construction design projects to Metric Engineering, Inc., and

WHEREAS, City staff recommends that the City Council authorize the City Manager to execute an assignment of the Agreement with SZA to Metric Engineering, Inc., and

WHEREAS, the principal engineer on the project will continue to provide construction administration services to ensure continuity of the project, and

WHEREAS, Miami-Dade County Department of Small Business Development has no objections to assigning the Agreement to Metric Engineering, Inc.,

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MIAMI GARDENS, FLORIDA AS FOLLOWS:

Section 1: ADOPTION OF REPRESENTATIONS: The foregoing Whereas paragraphs are hereby ratified and confirmed as being true, and the same are hereby made a specific part of this Resolution.

Section 2: AUTHORIZATION: The City Council of the City of Miami Gardens hereby authorizes the City Manager and the City Clerk to execute and attest, respectively, that certain consent to the assignment of that certain agreement for engineering services for the Northwest 7th Avenue enhancements from Sanchez-Zeinalli & Associates to Metric Engineering, Inc., attached hereto as Exhibit "A".

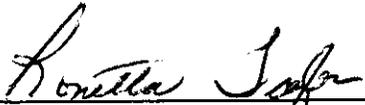
Section 3: INSTRUCTIONS TO THE CITY CLERK: The City Clerk is hereby directed to obtain two (2) fully executed copies of the assignment of the subject Agreement with one to be maintained by the City, and one to be delivered to Metric Engineering, Inc.

Section 4: EFFECTIVE DATE: This Resolution shall take effect immediately upon its final passage.

PASSED AND ADOPTED BY THE CITY COUNCIL OF THE CITY OF MIAMI GARDENS AT ITS REGULAR MEETING HELD ON JANUARY 12, 2011.

  
\_\_\_\_\_  
SHIRLEY GIBSON, MAYOR

**ATTEST:**

  
\_\_\_\_\_  
RONETTA TAYLOR, MMC, CITY CLERK

PREPARED BY: SONJA KNIGHTON DICKENS, ESQ., CITY ATTORNEY

SPONSORED BY: DR. DANNY O. CREW, CITY MANAGER

Moved by: Councilman Gilbert  
Second by: Vice Mayor Campbell

**VOTE: 6-0**

Mayor Shirley Gibson	<u>  X  </u> (Yes)	_____ (No)
Vice Mayor Aaron Campbell	<u>  X  </u> (Yes)	_____ (No)
Councilwoman Lisa Davis	<u>  X  </u> (Yes)	_____ (No)
Councilman Oliver Gilbert, III	<u>  X  </u> (Yes)	_____ (No)
Councilwoman Sharon Pritchett	_____ (Yes)	_____ (No)
Councilwoman Felicia Robinson	<u>  X  </u> (Yes)	_____ (No)
Councilman Andre' Williams	<u>  X  </u> (Yes)	_____ (No)



## City of Miami Gardens Agenda Cover Memo

<b>Council Meeting Date:</b>	January 12, 2011		<b>Item Type:</b> <small>(Enter X in box)</small>	<b>Resolution</b> X	<b>Ordinance</b>	<b>Other</b>
<b>Fiscal Impact:</b> <small>(Enter X in box)</small>	<b>Yes</b>	<b>No</b>	<b>Ordinance Reading:</b> <small>(Enter X in box)</small>	<b>1<sup>st</sup> Reading</b>		<b>2<sup>nd</sup> Reading</b>
		X		<b>Public Hearing:</b> <small>(Enter X in box)</small>	<b>Yes</b>	<b>No</b>
<b>Funding Source:</b>	N/A		<b>Advertising Requirement:</b> <small>(Enter X in box)</small>	<b>Yes</b>		<b>No</b>
<b>Contract/P.O. Required:</b> <small>(Enter X in box)</small>	<b>Yes</b>	<b>No</b>	<b>RFP/RFQ/Bid #:</b>	RFP#07-08-012 CBE Engineering Services for NW 7 <sup>th</sup> Avenue Enhancements		
	X					
<b>Strategic Plan Related</b> <small>(Enter X in box)</small>	<b>Yes</b>	<b>No</b>	<b>Strategic Plan Priority Area:</b>  Enhance Organizational <input type="checkbox"/> Bus. & Economic Dev <input type="checkbox"/> Public Safety <input type="checkbox"/> Quality of Education <input type="checkbox"/> Qual. of Life & City Image <input checked="" type="checkbox"/> Communication <input type="checkbox"/>	Strategic Plan Obj./Strategy: <small>(list the specific objective/strategy this item will address)</small>  Goal 2. Improve City infrastructure.		
	X					
<b>Sponsor Name</b>	Danny Crew, City Manager		<b>Department:</b>	Public Works		

**Short Title:**

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MIAMI GARDENS, FLORIDA AUTHORIZING THE CITY MANAGER AND THE CITY CLERK TO EXECUTE AND ATTEST, RESPECTIVELY, THAT CERTAIN CONSENT TO THE ASSIGNMENT OF THAT CERTAIN AGREEMENT FOR ENGINEERING SERVICES FOR THE NORTHWEST 7TH AVENUE ENHANCEMENTS FROM SANCHEZ-ZEINALI & ASSOCIATES TO METRIC ENGINEERING, INC. ATTACHED HERETO AS EXHIBIT "A"; PROVIDING FOR INSTRUCTIONS TO THE CITY CLERK; PROVIDING FOR THE ADOPTION OF REPRESENTATIONS; PROVIDING AN EFFECTIVE DATE.

**Staff Summary:**

**Background**

In July 2007, the City Council authorized a Joint Participation Agreement (JPA) with Miami-Dade County for improvements to Northwest 7<sup>th</sup> Avenue between 183<sup>rd</sup> Street and 199<sup>th</sup> Street. The JPA required the the City to adhere to Miami-Dade County Department of Small Business Development (SBD). The Community Small Business (CBE) requirements were 100% participation CBE. **ITEM K-8) CONSENT AGENDA RESOLUTION Agreement w/ Metric Engineering, Inc.**

On February 27, 2008, City Council authorized the City Manager to execute an agreement with Sanchez-Zeinali & Associates (SZA) to provide the engineered design and construction documents.

On December 8, 2010, City Council authorized the City Manager to execute an agreement with Trans Florida Development Corp. for the construction of NW 7<sup>th</sup> Avenue Enhancements.

**Current Situation**

On April 1, 2010, Metric Engineering, Inc. acquired 100% of Sanchez-Zeinali & Associates' outstanding stock. Metric Engineering, Inc. is transitioning all of SZA's employees and their projects to Metric, therefore, Metric Engineering, Inc. is requesting the City assign the agreement with SZA to Metric Engineering, Inc.

The design and construction document phase of the NW 7 Avenue Enhancement project with SZA is completed, but the construction administration phase is still remains to be completed. This phase will be executed during the construction of the NW 7<sup>th</sup> Avenue enhancements.

**Analysis**

The principal engineer working with the City on this project will continue to provide construction administration services to ensure continuity of the project. Miami-Dade County Department of Small Business Development has reviewed the request for assignment and has no objections with Metric Engineering, Inc. completing the construction administration phase of the project.

**Proposed Action:**

The City Council authorizes the assignment of the agreement with Sanchez-Zeinali & Associates for CBE Engineering Services for NW 7<sup>th</sup> Avenue Enhancements to Metric Engineering, Inc.

**Attachment:**

- Exhibit A: Consent Assignment Agreement
- Exhibit B: Metric Engineering letter and attachments



November 11, 2010

Via E-Mail: [truiz@miamigardens-fl.gov](mailto:truiz@miamigardens-fl.gov)

Tom Ruiz, CGC, CFM  
Public Works Director  
City of Miami Gardens  
1050 NW 163<sup>rd</sup> Drive  
Miami Gardens, FL 33169

**Re: City of Miami Gardens Contract with Sanchez-Zeinali & Associates, Inc.  
Request for Assignment of Contract**

Dear Mr. Ruiz:

Please accept this letter as formal notification of the change of ownership of Sanchez-Zeinali & Associates, Inc. ("SZA"). On April 1, 2010, Metric Engineering, Inc. ("Metric") acquired 100 percent of SZA's outstanding stock. Although, SZA subsequently continued its existence as a separate entity and has been servicing its existing contracts, Metric is now in the process of transitioning all of SZA's employees and projects to Metric.

Currently, SZA performs services for the City of Miami Gardens for the project "Roadway Reconstruction of NW 7<sup>th</sup> Ave from NW 183<sup>rd</sup> St to NW 199<sup>th</sup> St". Metric respectfully requests your guidance regarding the proper process to obtain the City's assignment of the above-referenced contract to Metric.

Enclosed please find the documents relating to Metric's purchase of SZA and the corporate documents supporting the proper assignment of the City's contract to Metric. Please contact me at (305) 235-5098 ext. 161 or at [arihernandez@metriceng.com](mailto:arihernandez@metriceng.com) if the City requires any additional information.

**Metric Engineering, Inc.**

Ariadna Hernandez  
Corporate Counsel

Cc: Carlos A. Duarte, President  
Frank Panellas, P.E.  
Oscar Cruz, P.E.

MINUTES OF THE SPECIAL MEETING  
OF THE DIRECTORS AND STOCKHOLDERS  
OF METRIC ENGINEERING, INC.

MINUTES of a Special Meeting of the Directors and Stockholders, held at the office of the corporation, on the 1<sup>st</sup> day of March 2010 at 4:00 o'clock P.M.

The meeting was duly called to order by the Chairman, who stated the object of the meeting and requested the election of a Chairman.

On motion duly made and carried, the vote was taken viva voce and Victor M. Benitez was duly declared elected Chairman of the Meeting.

The Secretary then read the Waiver of the Notice of the Meeting, which was ordered appended to these Minutes.

The Chairman then directed the Secretary to call roll of Stockholders from the Share transfer book of the Corporation:

The following Stockholders were present:

Victor M. Benitez as proxy for VMB Investments, Ltd.	Present
Carlos A. Duarte	Present

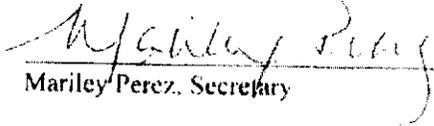
The Chairman then stated that a majority of the total number of outstanding shares of the Corporation was represented, thus constituting a quorum.

Victor M. Benitez	Director
Silvia S. Benitez	Director
Carlos A. Duarte	Director
Douglas K. Cauley	Director

The President then presented an outline of the proposed acquisition. After a considerable discussion of his report, the Chairman requested a vote to acquire a 100% interest in the stock of Sanchez-Zeinalli & Associates, Inc. and upon motion duly made, seconded and unanimously carried, it was,

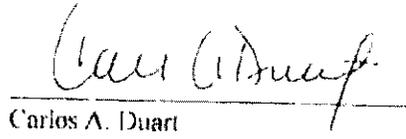
RESOLVED: That Metric Engineering, Inc. finalize negotiations and acquire 100% of the outstanding stock of Sanchez-Zeinalli & Associates, Inc. for the purchase price of One Million Two Hundred Thousand Dollars (\$1,200,000) plus other considerations. The action was hereby ratified and approved.

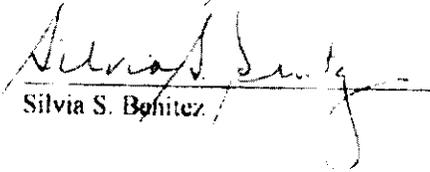
There being no further business to come before the Meeting, upon motion duly made, seconded and  
unanimously carried, it was adjourned.

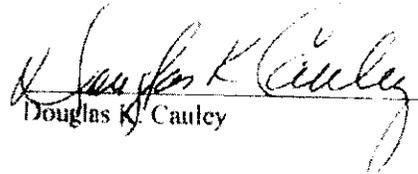
  
Mariley Perez, Secretary

Directors and/or Shareholders

  
Victor M. Benitez

  
Carlos A. Duarte

  
Silvia S. Benitez

  
Douglas K. Cauley

## **CONSENT TO ASSIGNMENT**

WHEREAS, in October 2007, the City of Miami Gardens, Florida ("City") entered into a Joint Participation Agreement with Miami-Dade County for enhancements along N.W. 7th Avenue from N.W. 183rd Street to N.W. 199th Street, and

WHEREAS, the Agreement with Miami-Dade County provided that the City would institute a formal bid process for design and construction of the project, and

WHEREAS, on February 27, 2008, the City Council awarded RFQ# 07-08-012 to Sanchez-Zeinali & Associates ("SZA") for engineering services for the design and construction of enhancements along Northwest 7th Avenue, and

WHEREAS, on April 1, 2010, Metric Engineering, Inc. acquired 100 percent ownership of SZA's outstanding stock, and

WHEREAS, SZA is transitioning its employees and construction design projects to Metric Engineering, Inc., and

WHEREAS, SZA and Metric Engineering, Inc. have requested that the City consent to an assignment of the City's Agreement with SZA,

NOW THEREFORE, for good and sufficient consideration, the receipt of which is hereby acknowledged, the City of Miami Gardens a party to that certain Agreement with Sanchez-Zeinali & Associates Engineering Services dated \_\_\_\_\_, related to the design and construction of enhancement along the Northwest 7<sup>th</sup> Avenue hereby consents as follows:

To the assignment of the Agreement in its entirety to Metric Engineering, Inc. provided that Sanchez-Zeinali & Associates shall continue to be liable for any and all actions and omissions of Sanchez-Zeinali & Associates. Furthermore, Metric Engineering, Inc. shall be liable for the full and faithful performance of all obligations, conditions, terms and provisions under the Agreement. Under no circumstances shall this consent be deemed an

extension of the Agreement, nor shall any of the existing terms of the Agreement be altered.

**CITY OF MIAMI GARDENS**

\_\_\_\_\_  
Dr. Danny O. Crew, City Manager

\_\_\_\_\_  
Date

**ATTEST:**

\_\_\_\_\_  
City Clerk  
Ronetta Taylor, MMC

Approved as to form and legal  
Sufficiency:

\_\_\_\_\_  
Sonja K. Dickens, City Attorney

**Certification of Former Shareholder, Director, and Officers of  
Sanchez-Zeinali and Associates, Inc.**

On March 31, 2010, Cristina Zeinali-Ghah, as President and sole director of Sanchez-Zeinali & Associates, Inc., entered into a Stock Purchase Agreement with Metric Engineering, Inc. for the purchase and sale of all shares of stock in Sanchez-Zeinali & Associates, Inc. and the transfer of all of the assets of Sanchez-Zeinali & Associates, Inc. in accordance therewith. The sale of the stock to Metric Engineering, Inc. closed on April 1, 2010. A true and correct copy of the Stock Purchase Agreement is attached hereto as **Exhibit A**. Cristina Zeinali-Ghah had the authority to enter into the Stock Purchase Agreement and close on the sale of the stock, as sole shareholder and director of Sanchez-Zeinali & Associates, Inc.

Effective April 1, 2010, Cristina Zeinali-Ghah resigned as director of Sanchez-Zeinali and Associates, Inc. Prior to the closing, the Officers of Sanchez-Zeinali & Associates, Inc. were Cristina Zeinali-Ghah (President), Frank Panellas (Vice President) and Oscar Cruz (Vice President). Attached as **Exhibit B** are the April 1, 2010 Minutes of the Special Meeting of the Directors and Stockholders of Sanchez-Zeinali & Associates, Inc. at which meeting Cristina Zeinali-Ghah resigned as director and Carlos A. Duarte was elected as Director and President and Oscar Cruz and Frank Panellas were each reelected to the office of Vice President.

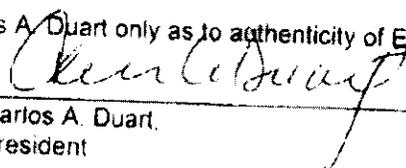
We hereby certify that the above statements are true and correct.

  
\_\_\_\_\_  
Cristina Zeinali-Ghah,  
Former Sole Shareholder, Former President, and  
Former Director

  
\_\_\_\_\_  
Oscar Cruz  
Vice President

  
\_\_\_\_\_  
Frank Panellas  
Vice President

Joined by Carlos A. Duarte only as to authenticity of Exhibits A and B.

  
\_\_\_\_\_  
Carlos A. Duarte,  
President