SUBJECT: MEDICAL EXAMINER'S OFFICE CASE MANAGEMENT SOLUTION – RE-BID

BID #: ESC-0396-18 **OPEN DATE: 2018-03-07**

COMPETITIVE SEALED PROPOSAL EVALUATION COMMITTEE

KIND AND BASIS OF CONTRACT: SERVICE CONTRACT – FIVE (5) YEARS FROM CONTRACT EXECUTION WITH FOUR (4) ONE (1) YEAR RENEWAL OPTIONS

AGENCY: INFORMATION TECHNOLOGIES DIVISION / MEDICAL EXAMINER'S OFFICE

BASIS OF AWARD: EVALUATION CRITERIA

NUMBER OF BIDS INVITED: 12 **NUMBER RECEIVED:** 6 **OTHER:** 0

SUMMARY OF BIDS AND RECOMMENDED ACTIONS:
Recommend approval to change the vendor name from Thinc.IT, LLC., DBA Forensic Advantage Systems to The Computer Solution Company of Virginia, LLC (TCSC, LLC) to enter a Consent to Contract Assignment.
With the merger, the vendor has decided top consolidate its Forensic Advantage and Incident Response 360 platforms into TCSC, LLC.

There are no fees associated with this award. To be executed by formal contract amendment (City Contract #10471) through the Office of General Counsel.

ATTACHMENTS: Recommendation Memo, Change Order Request, Previous Awards

ANALYST: _____
RUBEN OLA

RESPECTFULLY SUBMITTED: _____
GREGORY PEASE, CHIEF
PROCUREMENT DIVISION

CONCURRENCE BY: Kenneth Lathrop, Chief of Information Technologies Division/CIO

(ALL AWARD ACTIONS SUBJECT TO LAWFULLY APPROPRIATED FUNDS)
ACTION OF CSPEC COMMITTEE ON RECOMMENDATIONS ABOVE

MEMBERS APPROVING _____ MEMBERS DISAPPROVING _____ DATE: _____

_____ _____ OTHER: _____

_____ _____

_____ _____

_____ _____

_____ _____

ACTION OF AWARDING AUTHORITY DATE _____

APPROVED _____ DISAPPROVED _____

OTHER _____

SIGNATURE OF AUTHENTICATION _____

INFORMATION TECHNOLOGIES DIVISION

CITY OF JACKSONVILLE

DATE: July 28, 2020

TO: Greg Pease, Chief of Procurement Division

THRU: Kenneth E. Lathrop, Chief of Information Technologies / CIO — Kenneth E. Lathrop — Digitally signed by Kenneth E. Lathrop Date: 2020.07.29 15:51:19 -04'00'

FROM: Thomas Ossi, Technology Contract and Records Manager — Thomas Ossi — Digitally signed by Thomas Ossi Date: 2020.07.29 09:14:17 -04'00'

RE: **ESC-0396-18 Medical Examiner's Office Case Management Solution – Vendor Corporate Name Change**

The Information Technologies Division (ITD), in collaboration with the Medical Examiner's Office, requests approval to enter into a Consent to Contract Assignment from THIncIT, LLC, a wholly-owned subsidiary of Cherry Bekaert LLP to TCSC, LLC, a wholly-owned subsidiary of THIncIT, LLC.

THIncIT, LLC was awarded Bid No. ESC-0396-18 Medical Examiner's Office Case Management Solution on September 6, 2018. THIncIT entered into Articles of Merger with Cherry Bekaert, LLP on April 30, 2020. With the merger, the vendor has decided to consolidate its Forensic Advantage and Incident Response 360 platforms into TCSC, LLC.

Upon award approval, a request for a formal contract amendment to City Contract #10471 will be made through the Office of General Counsel.

There are no fees associated with this award. — Tracy Geake — Digitally signed by Tracy Geake Date: 2020.07.29 13:42:38 -04'00'

Your favorable consideration of this request is appreciated.

Attachments: Bid No. ESC-0396-18
Evidence of Filing of Articles of Merger
Certificate of Merger
Consent to Contract Assignment Form
City Contract #10471

CC: Paul Freeman, Enterprise Applications Manager
Elizabeth Brown, IT Operations Manager
Alexander Ciprian, IT Contract Administrator

NORTH CAROLINA
Department of the Secretary of State

To all whom these presents shall come, Greetings:

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER

OF

THINCIT LLC

INTO

CHERRY BEKAERT LLP

the original of which was filed in this office on the 28th day of April, 2020.

Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 28th day of April, 2020.

Elaine F. Marshall

Secretary of State

Document Id: C202011901722
Verify this certificate online at http://www.sosnc.gov/verification

SOSID: 0502553
Date Filed: 4/28/2020 4:52:00 PM
Effective: 4/30/2020
Elaine F. Marshall
North Carolina Secretary of State
C2020 119 01722

State of North Carolina
Department of the Secretary of State

ARTICLES OF MERGER

Pursuant to North Carolina General Statute Sections 55-11-05(a), 55-11-12, 55A-11-09(d), 55A-11-04, 57D-9-42, 59-73.32(a) and 59-1072(a), as applicable, the undersigned entity does hereby submit the following Articles of Merger as the surviving business entity in a merger between two or more business entities.

1. The name of the surviving entity is Cherry Bekaert LLP, a *(check one)*
☐ corporation, ☐ nonprofit corporation, ☐ professional corporation, ☐ limited liability company, ☐ limited partnership, ☐ partnership, ☑ limited liability partnership organized under the laws of

North Carolina *(state or country)*.

2. The address of the surviving entity is:

Street Address: 2626 Glenwood Avenue, Suite 550 City: Raleigh

State: North Carolina Zip Code: 27608 County: Wake

(a) (Complete only if the surviving business entity is a foreign business entity that is not authorized to transact business or conduct affairs in North Carolina.) The mailing address of the surviving foreign business entity is:

Street Address: _____ City: _____

State: _____ Zip Code: _____ County: _____

The Surviving foreign business entity will file a statement of any subsequent change in its mailing address with the North Carolina Secretary of State.

3. For each merging entity: *(if more than one, complete on separate sheet and attach.)*

The name of the merged entity is THIncIT LLC, a *(check one)*
☐ corporation, ☐ nonprofit corporation, ☐ professional corporation, ☑ limited liability company, ☐ limited partnership, ☐ partnership, ☐ limited liability partnership organized under the laws of

Virginia *(state or country)*.

The mailing address of each merging entity is: *(if more than one, complete on separate sheet and attach)*
Street Address: 200 South 10th Street, Suite 900 City: Richmond

State: Virginia Zip Code: 23219 County: N/A

4. If the surviving business entity is a domestic business entity, the text of each amendment, if any, to the Articles of Incorporation, Articles of Organization, or Certificate of Limited Partnership within the Plan of Merger is attached.

5. A Plan of Merger has been duly approved in the manner required by law by each of the business entities participating in the merger.

   Provide the information in Items 6 and 7 below for a merger between a parent unincorporated entity and a subsidiary corporation or corporations. (§55-11-12)

6. The terms and conditions of the merger are attached. (§55-11-12 mergers only)

7. Information concerning the manner and basis of converting the interests in each merging business entity into interests, obligations, or securities of the surviving business entity, or into cash or other property in whole or in part, or of cancelling the interests is attached. (§55-11-12 mergers only)

8. These articles will be effective upon filing unless a delayed date and/or time is specified 11:59 p.m. on April 30, 2020.

This the 28th day of April, 2020.

Cherry Bekaert LLP

Name of Entity

Michelle Thompson

Signature

Michelle Thompson, General Partner & Firm Managing Partner

NOTES:

1. Filing fee is $50 for For-profit entities.
2. Filing fee is $25 when the surviving business entity is a Non-profit corporation.
3. This document must be filed with the Secretary of State. Certificate(s) of Merger must be registered pursuant to the requirements of N.C.G.S. Section 47-18.1

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, APRIL 28, 2020

The State Corporation Commission has found the accompanying articles of merger submitted on behalf of

THIncIT LLC

to comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles of merger in the Office of the Clerk of the Commission, effective April 30, 2020. When the merger becomes effective, each of the following:

THIncIT LLC

is merged into Cherry Bekaert LLP, which continues to exist under the laws of NORTH CAROLINA with the name Cherry Bekaert LLP and the separate existence of each merged entity ceases.

STATE CORPORATION COMMISSION

By Mark C. Christie

Mark C. Christie
Commissioner

THInc.IT
Innovative Technology Solutions

FORENSIC ADVANTAGE™

THINCIT LLC
C/O CHERRY BEKAERT LLP
200 SOUTH 10TH STREET
RICHMOND, VA 23219

April 9, 2020

CONFIDENTIAL

VIA Email
Thomas Ossi – TOssi@COJ.net
City of Jacksonville
214 N. Hogan Street, 9th Floor
Jacksonville, FL 32202

Re: Master Service Agreement dated September 24, 2018 and Amendment to Master Service Agreement dated July 8, 2019 (your "Contract"), by and between THIncIT LLC, a Virginia limited liability company (the "Company") and City of Jacksonville.

Ladies and Gentlemen:

In connection with the consolidation of the Forensic Advantage® and Incident Response 360® platforms into The Computer Solution Company of Virginia, LLC, a Virginia limited liability company (formerly The Computer Solution Company of Virginia, Inc. and also known as "TCSC", together, the "Subsidiary"), we are requesting our clients' consents to the assignment of their Contracts with the Company to Subsidiary (the "Assignment"). Your written consent to the Assignment is required by your Contract.

As a result of the Assignment, Subsidiary will assume and continue to perform all of the services and obligations of the Company under the Contract; notably, the assignment will not affect the personnel who provide the services to you under the Contract. The Subsidiary is a wholly-owned subsidiary of the Company. The Company, in turn, is a wholly-owned subsidiary of Cherry Bekaert LLP, a North Carolina limited liability partnership

Accordingly, we are writing to request that you (i) consent to the Assignment of the Contract, (ii) waive any prior notice, consent, other procedural requirements or claim in connection with or relating to the Assignment, and (iii) acknowledge and agree that the Contract will remain in full force and effect following the consummation of the Assignment.

Please indicate your consent, agreement, acceptance, waiver and acknowledgment to the foregoing clauses (i) through (iii) by signing and returning a signed copy of this letter to David P. Romig, President of the Company, via email to David.Romig@THIncIT.com.

This letter may be executed in any number of counterparts, any of which may be manually executed and transmitted by facsimile or electronic mail transmission, and each of which will be deemed to be an original, and all of which when taken together shall be deemed to constitute one and the same instrument.

[*Signature page follows.*]

Thank you in advance for your attention and cooperation with this request. We look forward to continue to serve you in the future.

Sincerely,

THINCIT LLC

By: _____
Name: David P. Romig, II
Title: President

ACCEPTED AND AGREED:

City of Jacksonville

By: _____
Name:
Title:

[*Signature Page to Contract Consent*]

FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 6, 2020

CSC/ KADESHA ROBERSON

,

Qualification documents for THE COMPUTER SOLUTION COMPANY OF VIRGINIA, LLC were filed on May 5, 2020, and assigned document number M20000004259. Please refer to this number whenever corresponding with this office.

Your limited liability company is authorized to transact business in Florida as of the file date.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a $400 late fee will be added.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Apply today with the IRS online at:

https://sa.www4.irs.gov/modiein/individual/index.jsp.

Please notify this office if the limited liability company address changes.

Should you have any questions regarding this matter, please contact this office at the address given below.

Tacarri K Glass
Regulatory Specialist II
Registration/Qualification Section
Division of Corporations

Letter Number: 220A00009279

Account number: I20000000195

Amount charged: 125.00

COVER LETTER

TO: **Registration Section**
Division of Corporations

SUBJECT: The Computer Solution Company of Virginia, LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

David P. Romig, II
Name of Person

The Computer Solution Company of Virginia, LLC
Firm/Company

200 South 10th Street, Suite 900
Address

Richmond,VA 23219
City/State and Zip Code

david.romig@thincit.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David P. Romig, II at (804) 673-5700
Name of Contact Person — Area Code — Daytime Telephone Number

Mailing Address:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Enclosed is a check for the following amount:
Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☐ $125.00 Filing Fee ☐ $130.00 Filing Fee & Certificate of Status ☐ $155.00 Filing Fee & Certified Copy ☐ $160.00 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. The Computer Solution Company of Virginia, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C," or "LLC.")

2. Virginia
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 10/27/2017
(FEI number, if applicable)

4. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 200 South 10th Street, Suite 900
(Street Address of Principal Office)
Richmond,VA 23219

6. 200 South 10th Street, Suite 900
(Mailing Address)
Richmond,VA 23219

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

2017 DEC -5 AM 8:48

Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Kadesha Roberson
Asst. Vice President

(Registered agent's signature)

8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

Title or Capacity:	Name and Address:	Title or Capacity:	Name and Address:
☐Manager	Name: Cherry Bekaert LLP	☒Manager	Name: David P. Romig, II
☒Member	Address: 200 South 10th Street	☐Member	Address: 200 South 10th Street
☐Authorized	Suite 900	☐Authorized	Suite 900
Person	Richmond, VA 23219	Person	Richmond,VA 23219
☐Other_____	☐Other_____	☐Other_____	☐Other_____
☐Manager	Name:	☐Manager	Name:
☐Member	Address:	☐Member	Address:
☐Authorized		☐Authorized	
Person		Person	
☐Other_____	☐Other_____	☐Other_____	☐Other_____
☐Manager	Name:	☐Manager	Name:
☐Member	Address:	☐Member	Address:
☐Authorized		☐Authorized	
Person		Person	
☐Other_____	☐Other_____	☐Other_____	☐Other_____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

10. This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of an authorized person

David P. Romig, II

Typed or printed name of signee

Commonwealth of Virginia

State Corporation Commission

CERTIFICATE OF FACT

I Certify the Following from the Records of the Commission:

That The Computer Solution Company of Virginia, LLC is duly organized as a limited liability company under the law of the Commonwealth of Virginia;

That the limited liability company was formed on October 27, 2017; and

That the limited liability company is in existence in the Commonwealth of Virginia as of the date set forth below.

Nothing more is hereby certified.

Signed and Sealed at Richmond on this Date:

April 30, 2020

Joel H. Peck

Joel H. Peck, Clerk of the Commission

CERTIFICATE NUMBER : 2020043014406109

SUBJECT: MEDICAL EXAMINER'S OFFICE CASE MANAGEMENT SOLUTION – RE-BID

BID #: ESC-0396-18 **OPEN DATE: 2018-03-07**

COMPETITIVE SEALED PROPOSAL EVALUATION COMMITTEE

KIND AND BASIS OF CONTRACT: SERVICE CONTRACT – FIVE (5) YEARS FROM CONTRACT EXECUTION WITH FOUR (4) ONE (1) YEAR RENEWAL OPTIONS

AGENCY: INFORMATION TECHNOLOGIES DIVISION / MEDICAL EXAMINER'S OFFICE

BASIS OF AWARD: EVALUATION CRITERIA

NUMBER OF BIDS INVITED: 12 **NUMBER RECEIVED:** 6 **OTHER:** 0

SUMMARY OF BIDS AND RECOMMENDED ACTIONS:
On May 24, 2018 approval was granted to enter into negotiations with the highest ranked vendor, Thinc.IT, LLC., DBA Forensic Advantage Systems.

As a result of the negotiations, recommend approval of award to Thinc.IT, LLC., DBA Forensic Advantage Systems. The total contract expenditure not-to-exceed $507,095.00.

Funding to be encumbered from the following accounts and executed by formal contract through the Office of General Counsel.
AFIT53A-069427-IT0811-01 – $170,445.00
AFIT53A-069509-IT0811-01 -- $336,650.00

ATTACHMENTS: Recommendation Memo, Services Contract, Statement of Work, License Agreement & Schedule, Maintenance Agreement & Schedule, Previous Awards

ANALYST: _____ CHELSEY FLEMING

RESPECTFULLY SUBMITTED: _____ GREGORY PEASE, CHIEF PROCUREMENT DIVISION

CONCURRENCE BY: Kenneth Lathrop, Chief of Information Technologies Division/CIO

(ALL AWARD ACTIONS SUBJECT TO LAWFULLY APPROPRIATED FUNDS)
ACTION OF CSPEC COMMITTEE ON RECOMMENDATIONS ABOVE

MEMBERS APPROVING 5 MEMBERS DISAPPROVING Ø DATE: 9/06/18

Jimmy Zuckerso _____ OTHER: _____

_____ _____

_____ _____

_____ _____

_____ _____

ACTION OF AWARDING AUTHORITY DATE 9/06/18

APPROVED _____ DISAPPROVED _____

OTHER _____

SIGNATURE OF AUTHENTICATION _____

Sam E. Mousa
Chief Administrative Officer
For: Mayor Lenny Curry
Under Authority of:
Executive Order No. 2015-05

SUBJECT: MEDICAL EXAMINER'S OFFICE CASE MANAGEMENT SOLUTION – RE-BID

BID #: ESC-0396-18 OPEN DATE: 2018-03-07

COMPETITIVE SEALED PROPOSAL EVALUATION COMMITTEE

KIND AND BASIS OF CONTRACT: SERVICE CONTRACT – FIVE (5) YEARS FROM CONTRACT EXECUTION WITH FOUR (4) ONE (1) YEAR RENEWAL OPTIONS

AGENCY: INFORMATION TECHNOLOGIES DIVISION / MEDICAL EXAMINER'S OFFICE

BASIS OF AWARD: EVALUATION CRITERIA

NUMBER OF BIDS INVITED: 12 NUMBER RECEIVED: 6 OTHER: 0

SUMMARY OF BIDS AND RECOMMENDED ACTIONS:

On March 7, 2018, the City of Jacksonville, Procurement Division received six (6) responses for subject bid. On April 19, 2018 approval was granted for Software Demonstrations/ Oral Interviews with the top three (3) scoring vendors (1) Thinc.IT, LLC., DBA Forensic Advantage Systems, (2) SmartSimple Software, Ltd., and (3) VertiQ Software, LLC. The evaluation of the responses and Software Demonstrations/ Oral Interviews has been completed and scored as follows:

VENDOR	RESPONSE EVALUATION SCORE	DEMONSTRATION SCORE	TOTAL SCORE
THINC.IT, LLC. DBA FORENSIC ADVANTAGE SYSTEMS	90.79	85.4	176.19
SMARTSIMPLE SOFTWARE LTD.	88.28	79.6	167.88
VERTIQ SOFTWARE LLC.	71.44	91.2	162.64

Recommend approval to move forward with contract negotiations with the highest scoring vendor, Thinc.IT, LLC., DBA Forensic Advantage Systems.

ATTACHMENTS: Recommendation Memo, Scoring Sheet, Evaluation Matrix, Previous Award

ANALYST: CHELSEY FLEMING

RESPECTFULLY SUBMITTED: GREGORY PEASE, CHIEF PROCUREMENT DIVISION

CONCURRENCE BY: DR. VALERIE RAO, CHIEF MEDICAL EXAMINER

(ALL AWARD ACTIONS SUBJECT TO LAWFULLY APPROPRIATED FUNDS)
ACTION OF CSPEC COMMITTEE ON RECOMMENDATIONS ABOVE

MEMBERS APPROVING 5 MEMBERS DISAPPROVING Ø DATE: 5/24/18

OTHER:

ACTION OF AWARDING AUTHORITY DATE 5/24/18

APPROVED DISAPPROVED

OTHER

SIGNATURE OF AUTHENTICATION

Sam E. Mousa
Chief Administrative Officer
For Mayor Lenny Curry
Under Authority of:
Executive Order No. 2015-05