9

SUBJECT: JANITORIAL SERVICES FOR THE DUVAL COUNTY COURTHOUSE COMPLEX

BID #: ESC-0258-22 **OPEN DATE: 2021-08-25**

COMPETITIVE SEALED PROPOSAL EVALUATION COMMITTEE

KIND AND BASIS OF CONTRACT: SERVICE CONTRACT – OCTOBER 1, 2021 THROUGH SEPTEMBER 30, 2022, WITH FOUR (4) ONE (1) YEAR RENEWAL OPTIONS

AGENCY: PUBLIC BUILDINGS

BASIS OF AWARD: EVALUATION CRITERIA

NUMBER OF BIDS INVITED: 8 NUMBER RECEIVED: 4 OTHER: 0

SUMMARY OF BIDS AND RECOMMENDED ACTIONS:

On October 12, 2021 ISS Facility Services, Inc. notified the City that it has reached an agreement to sell its portfolio of janitorial services to Argenbright Holdings V, LLC ("Argenbright Holdings") or designate affiliate JanCo FS 2, LLC dba Velociti. The Janitorial Services of the Duval County Courthouse Complex is part of the portfolio that has been sold. The sale of the business was completed on November 30, 2021.

Recommend approval of a name change from ISS Facility Services, Inc (contract #9578-04) to Argenbright Holdings V, LLC ("Argenbright Holdings") or designate affiliate JanCo FS 2, LLC dba Velociti and provide signature authority for the attached Acknowledgement and Consent form to signify the City's consent for the change in ownership with no other change to the existing agreement.

To be executed by formal contract amendment through Office of General Counsel.

Attachments: Recommendation Memo, Vendor Letter, Acknowledgement and Consent Form, Previous Awards

ANALYST: _____ OLIVE WALLACE-COHEN **RESPECTFULLY SUBMITTED:** _____ GREGORY PEASE, CHIEF PROCUREMENT DIVISION

CONCURRENCE BY: Roy Birbal, Chief, Public Buildings Division

(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 _____

ONE CITY. ONE JACKSONVILLE

City of Jacksonville, Florida

Lenny Curry, Mayor

Department of Public Works
Public Buildings Division
555 W. 44th Street
Jacksonville, FL 32208
(904) 255-4343
www.coj.net

July 26, 2022

MEMORANDUM

TO: **Competitive Sealed Proposals Evaluation Committee (CSPEC)**

ATTN: **Gregory W. Pease, Chief, Procurement Division**

THRU: **John P. Pappas, P.E., Director**

FROM: **Roy Birbal, Chief**

SUBJECT: **ESC-0258-22: Janitorial Services for The Duval County Courthouse Complex ISS Facility Services, Inc. Signatory Authority Request – Consent to change in ownership**

The Public Buildings Division recommends signatory authority and approval of the attached Acknowledgement and Consent Form to signify the City's consent for the potential change in ownership of ESC-0258-22 and City Contract 71525-22 with ISS Facility Services, Inc. to Argenbright Holdings V, LLC ("Argenbright Holdings") or designate affiliate JanCo FS 2, LLC dba Velociti with no other change to the existing agreement.

Your assistance in concurring with this recommendation would be appreciated. If you have any questions or concerns regarding this matter, please contact Sheila Kuhl at 904-255-4340.

Attachment: Letter from ISS Facility Services, Inc. and Acknowledgement and Consent Form

cc: Steve Schlessinger, Public Works Contracts & Finance Manager
Annette Leslie-Burney, Purchasing Analyst
Sheila Kuhl, Contract Administration Coordinator

ACKNOWLEDGEMENT AND CONSENT FORM

ISS Facility Services, Inc.
1017 Central Parkway North
San Antonio, Texas 78232

October 12, 2021

City of Jacksonville, Florida
Jim Lange
555 W 44th Street
Jacksonville, FL

Attn: Jim Lange

Re: Consent to assignment of current contracts as listed on **Annexure A** (collectively, the "Agreements")

ISS Facility Services, Inc ("ISS") has reached a definitive agreement to sell its portfolio of single-service janitorial and select specialized services business ("Target Business") to Argenbright Holdings V, LLC with its principal office at 3399 Peachtree Road Northeast, Suite1500, Atlanta, GA 30326 or designate affiliate ("Argenbright Holdings") (the "Transaction"). The undersigned hereby consents to the assignment of the referenced agreements by City of Jacksonville, Florida to Argenbright Holdings or designate affiliate, effective upon the consummation of the Transaction, which is expected to close in the fourth quarter of 2021. By signing below, I agree to keep all information that I have learned about the Transaction confidential until I receive confirmation from ISS that the Transaction has closed

On behalf of City of Jacksonville, Florida

Brian Hughes
Chief Administrative Officer
For Mayor Lenny Curry
Under Authority of:
Executive Order No: 2019-02

11-22-202

ATTEST:

Corporation Secretary
City of Jacksonville

FORM APPROVED

ASSISTANT GENERAL COUNSEL

Annexure A

List of all contracts, statements of work and agreements between the City of Jacksonville, Florida and ISS relating to the Target Business

1. ESC-0354-18 Contract 9578-03 (Janitorial Services for the Duval County Courthouse Complex), by and between the City of Jacksonville, Florida and ISS Facility Services, Inc.
2. ESC-0374-19 Contract 9578-04 (Janitorial Services for Various City Locations, by and between the City of Jacksonville, Florida and ISS Facility Services, Inc.

ACKNOWLEDGEMENT AND CONSENT FORM

ISS Facility Services, Inc.
1017 Central Parkway North
San Antonio, Texas 78232

October 12, 2021

City of Jacksonville, Florida
Jim Lange
555 W 44th Street
Jacksonville, FL

Attn: Jim Lange

Re: Consent to assignment of current contracts as listed on **Annexure A** (collectively, the "Agreements")

ISS Facility Services, Inc. ("ISS") has reached a definitive agreement to sell its portfolio of single-service janitorial and select specialized services business ("Target Business") to Argenbright Holdings V, LLC with its principal office at 3399 Peachtree Road Northeast, Suite1500, Atlanta, GA 30326 or designate affiliate ("Argenbright Holdings") (the "Transaction"). The undersigned hereby consents to the assignment of the referenced agreements by City of Jacksonville, Florida to Argenbright Holdings or designate affiliate, effective upon the consummation of the Transaction, which is expected to close in the fourth quarter of 2021. By signing below, I agree to keep all information that I have learned about the Transaction confidential until I receive confirmation from ISS that the Transaction has closed.

On behalf of City of Jacksonville, Florida

By: _____

Name: _____

Title: _____

Date: _____

Annexure A

List of all contracts, statements of work and agreements between the City of Jacksonville, Florida and ISS relating to the Target Business

1. ESC-0354-18 / Contract 9578-03 (Janitorial Services for the Duval County Courthouse Complex), by and between the City of Jacksonville, Florida and ISS Facility Services, Inc.
2. ESC-0374-19 / Contract 9578-04 (Janitorial Services for Various City Locations, by and between the City of Jacksonville, Florida and ISS Facility Services, Inc.

ISS Facility Services, Inc.
1017 Central Parkway North
San Antonio, Texas 78232

October 12, 2021

City of Jacksonville, Florida
Jim Lange
555 W 44th Street
Jacksonville, FL

Attn: Jim Lange

Re: Change of ownership announcement and request for consent

Dear Jim:

As discussed recently, ISS Facility Services, Inc. ("ISS") has reached a definitive agreement to sell its portfolio of single-service janitorial and select specialized services contracts ("Target Business") to Argenbright Holdings V, LLC with its principal office at 3399 Peachtree Road Northeast, Suite1500, Atlanta, GA 30326 or designate affiliate ("Argenbright Holdings"). Because your account is included among these contracts, the responsibility for servicing your contracts will transition to Argenbright Holdings when the agreement closes estimated to occur during the fourth quarter of 2021.

As a courtesy to you, and as reassurance to Argenbright Holdings, we want to formally recognize your acknowledgement and obtain your consent to the assignment of your contracts and account to Argenbright Holdings. Accordingly, I have attached a consent form and ask that you sign it and email a PDF copy of the countersigned letter to me at jason.pitcock@us.issworld.com and copy to Tanmay Limaye, SVP Corporate Development, Argenbright Holdings at tlimaye@argenbrightholdings.com.

Importantly, Argenbright Holdings is committed to the continuity of service offerings to you, and there will be no changes to the current commercial arrangements and agreements upon transfer of ownership. The management team that currently services your account will continue to service your account, including me, and you have Argenbright Holdings' and my commitment to serve you and your facilities to the best of our capabilities and at the same levels you have come to expect.

Led by successful entrepreneur Frank Argenbright Jr., Argenbright Holdings is a privately held provider of workforce solutions in human capital-intensive industries headquartered in Atlanta, Georgia. Argenbright Holdings' mission is to provide legendary service to their clients by delivering the personal attention expected of local service providers while having strong processes and national reach.

This opportunity was made possible by ISS's decision to streamline its offering to focus on enhancing its integrated facilities management (IFM) platform. This shift in strategy prompted ISS to identify a new owner for the Target Business that is committed to delivering exceptional facilities management services and be a great steward for the relationship going forward. ISS and the management team for the Target Business are confident we have found that credible and strong partner in Argenbright Holdings.

We deeply value your business and relationship. If you have any questions regarding the foregoing, please call me at +1 (352) 682-5967. Thank you for your timely attention to this matter.

Sincerely,

Jason Pitcock

Jason Pitcock
VP Specialized Services
ISS Facility Services (North America)

Annexure A

List of all contracts, statements of work and agreements between the City of Jacksonville, Florida and ISS relating to the Target Business

1. ESC-0354-18 / Contract 9578-03 (Janitorial Services for the Duval County Courthouse Complex), by and between the City of Jacksonville, Florida and ISS Facility Services, Inc.
2. ESC-0374-19 / Contract 9578-04 (Janitorial Services for Various City Locations, by and between the City of Jacksonville, Florida and ISS Facility Services, Inc.

July 30, 2022

Ms. Sheila Kuhl
Contract Administration Coordinator
City of Jacksonville
555 West 44th Street
Jacksonville, FL 32208

Re: ESC-0374-19 – Consent to Change in Ownership

Dear Sheila:

We are pleased to inform you that ISS Facility Services, Inc. and its affiliates ("ISS"), sold its portfolio of single-service janitorial and select specialized services contracts including ESC-0374-19 and City Contract 9578-04 ("Target Business") to Argenbright Holdings V, LLC ("Argenbright Holdings") or designate affiliate JanCo FS 2, LLC dba Velociti ("Velociti"). The sale of the Target Business to Velociti was completed on November 30, 2021.

Our Velociti systems went live on July 1, 2022, at which point all existing employees were employed by Velociti and all subsequent billing will be performed by Velociti. At the transfer point, you will start to be fully serviced and invoiced by Velociti.

We value our partnership and look forward to continuing to build on that strong foundation for many years to come.

If you have any questions or need additional information regarding the consent and change in ownership of ESC-0374-19 and City Contract 9578-04 to Velociti, please let us know. We look forward to hearing from you.

Best regards,

John Maynord
Chief Financial Officer
Velociti Services

950 East Paces Ferry Road, Suite 2000
Atlanta, GA 30326

Form **W-9**
(Rev. October 2018)
Department of the Treasury
Internal Revenue Service

Request for Taxpayer Identification Number and Certification

▶ Go to *www.irs.gov/FormW9* for instructions and the latest information.

Give Form to the requester. Do not send to the IRS.

Print or type. See Specific Instructions on page 3.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.
Argenbright Holdings V LLC

2 Business name/disregarded entity name, if different from above
Argenbright Holdings V LLC

3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only one of the following seven boxes.

☑ Individual/sole proprietor or single-member LLC ☐ C Corporation ☐ S Corporation ☐ Partnership ☐ Trust/estate

☐ Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ▶ _____

Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is not disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner.

☐ Other (see instructions) ▶

4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):

Exempt payee code (if any) _____

Exemption from FATCA reporting code (if any) _____

(Applies to accounts maintained outside the U.S.)

5 Address (number, street, and apt. or suite no.) See instructions.
3399 Peachtree Rd NE, Suite 1500

Requester's name and address (optional)

6 City, state, and ZIP code
Atlanta, GA, 30326

7 List account number(s) here (optional)

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

Note: If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number
☐☐☐ - ☐☐ - ☐☐☐☐

or

Employer identification number
8 7 - 2 2 6 3 5 3 0

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (defined below); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here Signature of U.S. person ▶ [signature] Date ▶ 10/19/2021

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to *www.irs.gov/FormW9*.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding, later.

SUBJECT: JANITORIAL SERVICES FOR THE DUVAL COUNTY COURTHOUSE COMPLEX

BID #: ESC-0258-22 **OPEN DATE: 2021-08-25**

COMPETITIVE SEALED PROPOSAL EVALUATION COMMITTEE

KIND AND BASIS OF CONTRACT: SERVICE CONTRACT – OCTOBER 1, 2021 THROUGH SEPTEMBER 30, 2022, WITH FOUR (4) ONE (1) YEAR RENEWAL OPTIONS

AGENCY: PUBLIC BUILDINGS

BASIS OF AWARD: EVALUATION CRITERIA

NUMBER OF BIDS INVITED: 8 NUMBER RECEIVED: 4 OTHER: 0

SUMMARY OF BIDS AND RECOMMENDED ACTIONS:
Subject RFP closed on 8/25/21. Approval was granted to enter into contact negotiations with the top-ranked firm, ISS Facility Services, Inc., on 10/8/21.

Recommend approval of award to the top-ranked firm, ISS Facility Services, Inc., for Janitorial Services for the Duval County Courthouse Complex. Estimated initial award amount not-to-exceed $708,376.50 ($64,964.50 per month for the Duval County Courthouse and $13,744.00 per month for the State Attorney's Office). Period of service will be from January 1, 2022 through September 30, 2022 with four (4) one (1) year renewal options.

Funding for this award will be encumbered from the accounts listed below, executed by formal contract through the Office of General Counsel, and processed via Purchase Orders.

Duval County Courthouse: 54101.155005.534420.000000.00000000.00000.0000000
State Attorney's Office: 54101.155006.534420.000000.00000000.00000.0000000

ATTACHMENTS: Recommendation Memo, Section 1.3, Previous Award

ANALYST: _____ BRYAN MATUS

RESPECTFULLY SUBMITTED: _____ GREGORY PEASE, CHIEF PROCUREMENT DIVISION

CONCURRENCE BY: Roy Birbal, Chief, Public Buildings Division

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

MEMBERS APPROVING ____ MEMBERS DISAPPROVING ____ DATE: _____

Sheila Kuhl _____ OTHER: _____

Teresa R Eidson _____

Chilton Reed _____

_____ _____

_____ _____

ACTION OF AWARDING AUTHORITY DATE 12-13-21

APPROVED ✓ DISAPPROVED _____

OTHER _____

SIGNATURE OF AUTHENTICATION _____

~~Brian Hughes~~
Chief Administrative Officer
For: Mayor Lenny Curry
Under Authority of:
Executive Order No. 2019-02

SUBJECT: JANITORIAL SERVICES FOR THE DUVAL COUNTY COURTHOUSE COMPLEX

BID #: ESC-0258-22

OPEN DATE: 2021-08-25

COMPETITIVE SEALED PROPOSAL EVALUATION COMMITTEE

KIND AND BASIS OF CONTRACT: SERVICE CONTRACT – OCTOBER 1, 2021 THROUGH SEPTEMBER 30, 2022, WITH FOUR (4) ONE (1) YEAR RENEWAL OPTIONS

AGENCY: PUBLIC BUILDINGS

BASIS OF AWARD: EVALUATION CRITERIA

NUMBER OF BIDS INVITED: 8 NUMBER RECEIVED: 4 OTHER: 0

SUMMARY OF BIDS AND RECOMMENDED ACTIONS:
Recommend approval to enter into contract negotiations with the highest ranking firm, ISS Facility Services, Inc., for Janitorial Services for the Duval County Courthouse Complex. Negotiations are being requested to determine if bid prices can be brought more in line with the budget. Upon completion of negotiation, a recommendation will be presented to the committee for review and approval.

ATTACHMENTS: Recommendation Memo, Evaluation Matrix, Section 2.6

ANALYST: _____ BRYAN MATUS

RESPECTFULLY SUBMITTED: _____ GREGORY PEASE, CHIEF PROCUREMENT DIVISION

CONCURRENCE BY: Roy Birbal, Chief, Public Buildings Division

(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 10-8-21

APPROVED ✓ DISAPPROVED _____

OTHER _____

SIGNATURE OF AUTHENTICATION _____

Brian Hughes
Chief Administrative Officer
For: Mayor Lenny Curry
Under Authority of:
Executive Order No: 2019-02