RESOLUTION NO. 2014-328

SPONSOR Mr. Pry

DATE June 30, 2014

A Resolution authorizing the County Executive to execute an assignment of a purchase contract with The Callos Companies to Callos Resource LLC and/or its subsidiary American Payroll Service LLC, both affiliates of Nesco Design Corp., a Delaware corporation doing business in Ohio as Nesco Resource, to act as the employer of record and provide payroll services for the 2014 Summer Youth Employment Program, for pass through wages, FICA, Workers Compensation and administrative fees, for the period 5/15/14 through 9/30/14, in an amount not to exceed $1,427,584.13, for the Executive’s Department of Job and Family Services, and declaring an emergency.

WHEREAS, County Council previously adopted Resolutions No. 2014-218 and 2014-285, which confirmed the award by the Board of Control of a purchase contract (the “Vendor Agreement”) with The Callos Companies to act as the employer of record and provide payroll services for the 2014 Summer Youth Employment Program, for pass through wages, FICA, Workers Compensation and administrative fees, for the period 5/15/14 through 9/30/14, in an amount not to exceed $1,427,584.13; and

WHEREAS, the County Executive executed the Vendor Agreement with The Callos Companies; and

WHEREAS, Callos Management Co., Inc. and its subsidiaries and affiliates (collectively, “The Callos Companies”) have entered into an Asset Purchase Agreement with newly formed companies named Callos Resource LLC and/or its subsidiary American Payroll Service LLC, both now affiliates of Nesco Design Corp., a Delaware corporation doing business in Ohio as Nesco Resource; and

WHEREAS, Article XXII B. of the Vendor Agreement requires the prior written consent of the County to an assignment of the rights and duties of The Callos Companies to Callos Resource Inc. and/or its subsidiary American Payroll Service Inc., as affiliates of Nesco Design Corp., a Delaware corporation doing business in Ohio as Nesco Resource; and

WHEREAS, this Council finds and determines, after reviewing all pertinent information, that it is necessary and in the best interest of the County of Summit to authorize the County Executive to execute an assignment of the Vendor Agreement to Callos Resource LLC and/or its subsidiary American Payroll Service LLC, as affiliates of Nesco Design Corp., a Delaware corporation doing business in Ohio as Nesco Resource;

NOW, THEREFORE, BE IT RESOLVED by the Council of the County of Summit, State of Ohio, that:

SECTION 1

The County Executive is hereby authorized to execute an assignment of a purchase contract with The Callos Companies to Callos Resource LLC and/or its subsidiary American Payroll Service LLC, as affiliates of Nesco Design Corp., a Delaware corporation doing business in Ohio as Nesco Resource, to act as the employer of record and provide payroll services for the
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SECTION 1 (Cont.)

2014 Summer Youth Employment Program, for pass through wages, FICA, Workers Compensation and administrative fees, for the period 5/15/14 through 9/30/14, in an amount not to exceed $1,427,584.13.

SECTION 2

This Resolution is hereby declared an emergency in the interest of the health, safety and welfare of the citizens of the County of Summit, and for the further reason that it necessary to immediately authorize the Executive to execute an assignment of a purchase contract with The Callos Companies to Callos Resource LLC and/or its subsidiary American Payroll Service LLC, as affiliates of Nesco Design Corp., a Delaware corporation doing business in Ohio as Nesco Resource, to act as the employer of record and provide payroll services for the 2014 Summer Youth Employment Program for pass through wages, FICA, Workers Compensation and administrative fees due to the purchase of the assets of The Callos Companies.

SECTION 3

Provided this Resolution receives the affirmative vote of eight members, it shall take effect immediately upon its adoption and approval by the Executive; otherwise, it shall take effect and be in force at the earliest time provided by law.

SECTION 4

It is found and determined that all formal actions of this Council concerning and relating to the adoption of this Resolution were adopted in an open meeting of this Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

INTRODUCED June 30, 2014

ADOPTED June 30, 2014

CLERK OF COUNCIL

APPROVED July 1, 2014

EXECUTIVE Enacted Effective: July 1, 2014

Voice Vote: 10-0 YES: Comunale, Crawford, Feeman, Kostandaras, Kurt, Lee, Rodgers, Roemer, Schmidt, Shapiro
ABSENT: Prentice