


# **CONSENT AGENDA ITEM**

**#16**

# CENTRAL FLORIDA EXPRESSWAY AUTHORITY

## MEMORANDUM

TO: CFX Board Members

FROM: Aneth Williams   
Director of Procurement

DATE: December 15, 2016

RE: Approval of Assignment and Assumption of Contractual Obligations  
Between URS Energy & Construction, Inc. and AECOM Energy & Construction,  
Inc.  
Contract Nos. 001071 & 001169


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Board approval is requested to enter into an Assignment and Assumption of Contractual Obligations between URS Energy & Construction, Inc. and AECOM Energy & Construction, Inc.

URS Energy & Construction, Inc. legally changed their name to AECOM Energy & Construction, Inc. on or about September 12, 2016.

CFX currently has two contracts with URS Energy & Construction, Inc., for toll facilities operations and management (Contract No. 001071) and zero dollar lease (Contract No. 001169).

The Agreement does not alter the terms of the original contracts. Approval is recommended in order to administer the balance of the contract.

Reviewed by:   
\_\_\_\_\_  
David Wynne  
Director of Toll Operations

**NAME CHANGE AGREEMENT**

**WHEREAS**, on November 12, 2015, Central Florida Expressway Authority, a body politic and agency of the State of Florida, hereinafter referred to as "CFX", and URS Energy & Construction, Inc. "CONTRACTOR", entered into an Agreement, and amendments thereto, whereby the CONTRACTOR would provide toll facilities operations and management and related tasks as may from time to time be assigned to the Contractor by CFX.

**WHEREAS**, on September 12, 2016 the CONTRACTOR officially changed its legal registered name to AECOM Energy & Construction, Inc.; and

**WHEREAS**, AECOM Energy & Construction, Inc. will continue to perform all of its duties, responsibilities, and obligations under the Agreement.

**WHEREAS**, CFX hereby consents to continuing the Agreement with AECOM Energy & Construction, Inc.

**WHEREAS**, where the term URS Energy & Construction, Inc. shall appear in the original Agreement as amended, the term shall hereinafter mean and refer to AECOM Energy & Construction, Inc.

**NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS** except as expressly amended hereby, all the remaining provisions of the Agreement shall remain in full force and effect.

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**IN WITNESS WHEREOF**, the CONTRACTOR caused these presents to be executed by their duly authorized officer this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

(Seal)

GEC: \_\_\_\_\_

ATTEST:

BY \_\_\_\_\_  
Signature

\_\_\_\_\_

\_\_\_\_\_  
Name and Title

**CONSENT TO ABOVE AND FOREGOING NAME CHANGE  
ON BEHALF OF CENTRAL FLORIDA EXPRESSWAY AUTHORITY**

BY \_\_\_\_\_  
Signature

\_\_\_\_\_  
Aneth Williams, Director of Procurement

\_\_\_\_\_  
Date

Approved as to form and execution, only.

\_\_\_\_\_  
General Counsel for CFX

**EXHIBIT "A"**

**CERTIFICATE OF AMENDED  
AND RESTATED ARTICLES OF INCORPORATION**

**CERTIFICATE OF  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
URS ENERGY & CONSTRUCTION, INC.**

**Charter Number 171108**

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The undersigned, *Jeanne C. Baughman*, who is the Secretary of URS Energy & Construction, Inc., an Ohio corporation for profit, does hereby certify that in a writing signed by all the shareholders who would be entitled to notice of a meeting held for that purpose, the attached Amended and Restated Articles of Incorporation were adopted to supersede and take the place of the existing Articles and all amendments thereto.

IN WITNESS WHEREOF, the above named officer, acting for and on behalf of the corporation, has hereunto subscribed her name on September 7, 2016.

**URS ENERGY & CONSTRUCTION, INC.**

  
\_\_\_\_\_  
*Jeanne C. Baughman, Secretary*

**AECOM ENERGY & CONSTRUCTION, INC.**  
**(an Ohio corporation)**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**(As of September 12, 2016)**

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- FIRST:** The name of the corporation is **AECOM Energy & Construction, Inc.**
- SECOND:** The place in the State of Ohio where its principal office is located is in the City of Columbus, Franklin County.
- THIRD:** The purposes of the corporation are as follows: To perform a broad range of design, engineering, construction, construction management, facilities and operations maintenance, environmental remediation and mining services including, but not limited to, engineering and architectural work of a general, civil, mechanical, electrical or mining nature, including preparation of plans and specifications, and act as consulting and superintending engineers and architects, and generally to do and perform any and all work as engineers, architects, builders and contractors, and to solicit, obtain, make, perform, promote and carry out contracts covering the general building and contracting business and all operations connected therewith of every kind, character and description, and to engage in any other lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Revised Code of Ohio.
- FOURTH:** The number of shares which the corporation is authorized to have outstanding is sixty thousand (60,000) shares of common stock, all of which shall have a par value of Ten Dollars (\$10.00).
- FIFTH:** These Amended and Restated Articles of Incorporation take the place of and supersede the existing Articles of Incorporation as heretofore amended.
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