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Memorandum

To: Mark Roberts, Purchasing Manager

Re: RFP No. PNC 2119168P1

June 2, 2020

Please share this document with the members of the Evaluation Committee.

Our firm represents BCC Engineering (BCC), the # 3 ranked firm in this procurement. Calvin Giordano & Associates (CGA) was ranked #1 because it received 25 points as a result of a Purchasing staff determination that CGA's headquarters nerve center is based in Broward County. The County intends to select the top two-ranked firms. But for the headquarters points determination, CGA would be ranked # 3 and BCC would be ranked # 2.

In response to what BCC believed to be a mistake in awarding CGA the headquarters points, BCC submitted an Objection Letter replete with detail showing that CGA had been acquired in February 2018 by SAFEbuilt, a national firm based in Colorado and that the nerve center of the company was no longer based in Broward County.

The Objection Letter also pointed out that CGA had failed to acknowledge (as required) in its submittal that it was a subsidiary of a firm based outside of Broward.

Purchasing denied the BCC objection and the County Commission was asked to approve the rankings of the EC.

On May 19, after extensive discussion of whether CGA deserved the headquarters points, the County Commission unanimously voted to send the rankings back to the Evaluation Committee for reconsideration in light of the new information the Commission had reviewed. We are shocked that the BCC Objection letters and their attachments are not included in the backup for this reconvened meeting. It is also disturbing that the transcript of the Commission discussion of this matter has not been shared with the members of the Evaluation Committee.

CGA admits that CGA is now 100% owned by a Colorado-based SAFEbuilt. CGA goes to great lengths in their efforts to keep the headquarters points. However, the information



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submitted in support of the Objection Letter clearly showed that as a wide array of key decisions regarding CGA are made in Colorado, the real “nerve center” of the company.

One of the reasons the County Commission paid attention to this particular matter is because a number of locally-based civil engineering firms were outraged that CGA would still claim the local headquarters points.

It is the duty of the Evaluation Committee to actually consider factual matters and resolve them. While typically, staff makes a finding on this issue and points are, where appropriate, assigned for Broward-headquartered companies, here there is a dispute that was expressly directed by the Commission to the Evaluation Committee under Sec. 21.84(f) of the Procurement Code.

Thank you for your consideration.

Respectfully,

George Platt

Cc: Andrew Myers

April 2, 2020

Ms. Brenda Billingsley, Director
Broward County Purchasing Division
115 South Andrews Ave., Rm. 212
Fort Lauderdale, FL 33301

Re: Broward County Bid PNC 2119168P1 Continuing Engineering Services
for Traffic Roadway and Civil Projects

Dear Ms. Billingsley:

By letter dated January 27, 2020, our firm on behalf of our client, BCC Engineering, LLC ("BCC"), sent an Objection Letter pursuant to Sec. 21.84(f) of the Broward County Procurement Code specifically questioning the entitlement of Calvin, Giordano & Associates, Inc. ("CGA") to be awarded points for having its national corporate headquarters (nerve center) in Broward County.

By letter dated February 7, 2020, CGA sent you a response. We just recently were made aware of the CGA response letter; and, we write to address several of the issues CGA raised therein.

1. As CGA's first point of its response, CGA claims that LSN Government Affairs, LLC, through its legal representative, cannot sign the attestation on behalf of its client. There is no provision in the Procurement code or specifically in SE. 21.84(f) which precludes an officially registered representative from making the attestation. Indeed, the history of this provision has always recognized legal representatives on behalf of clients. Moreover, the Board letter acknowledged Sec. 21.84(f) and contained an attestation. CGA's claim on this point is without merit.
2. CGA's second point raised in its response is that BCC lacks standing to raise an objection under Sec. 21.84(f) of the Procurement Code because it was ranked number 3. BCC was, in fact, ranked number 3 when CGA received a total of 25 points for having its headquarters (corporate nerve center) based in Broward County. Of the six (6) shortlisted firms, CGA was the only one to automatically receive those 25 points.

At the beginning of the final meeting of the Evaluation Committee, the Purchasing Division expressly reconfirmed what was already stated in the RFP, i.e. that the County expected to choose two firms to serve the County under this RFP.

Under the circumstances, the firms with whom the County would negotiate would be the two firms receiving the highest number of points. The final point totals of the Evaluation Committee were as follows:

1. Calvin, Giordano & Associates, Inc.	455
2. Metric Engineering, Inc.	439
3. BCC Engineering, LLC	433
4. Coradino	427
5. Stantec	420
6. Atkins	406

Inasmuch as the County has indicated an intention to select the top two firms, the third-place firm, BCC, has standing to raise Objections about flaws in the Process. If CGA loses the 25 points allocated to it for its claim of having its national headquarters or corporate nerve center in Broward County, then the final ranking would change and the results would be as follows:

1. Metric Engineering, Inc.	439
2. BCC Engineering, LLC	433
3. Calvin Giordano & Associates	430
4. Coradino	427
5. Stantec	420
6. Atkins	406

On the basis of the foregoing, the issue of BCC's standing raised by CGA is without merit.

3. In a rambling response, CGA then attempts to address BCC's objection that the CGA nerve center is not based in Broward County. As the case law states, and as the County notes, there is only one "nerve center" for a company. It is irrelevant that CGA has its "local headquarters" in Broward County.

A review of the SAFEbuilt Inc. model for acquiring, rolling up and controlling companies around the country shows that SAFEbuilt often keeps the "local brand" or name in place while maintaining the SAFEbuilt headquarters and nerve center in Colorado.

On page 313 of CGA's submittal document, CGA checked a box that its principal place of business is in Broward County despite item (4) which states:

"4. Vendor has not merged with another firm within the last six months that is not headquartered in Broward County and is not a wholly owned subsidiary or a holding company of another firm that is not headquartered in Broward County." (Emphasis added.)

CGA failed to truthfully acknowledge that it had been acquired by another firm not headquartered in Broward County.

An independent review of SAFEbuilt will clearly confirm that it is an operating company and its website and other SAFEbuilt information provided in BCC's Objection Letter expressly states that it (SAFEbuilt) provides services similar to those sought in this procurement to local governments across the country. Attached are two pages from the SAFEbuilt website where the lead is "SAFEbuilt Family of Companies: Expanding our geographic footprint and suite of services with talent, technology, capabilities and culture that complement SAFEbuilt." The section of the website's description of CGA further emphasizes the purpose of the CGA acquisition: "The acquisition has not only expanded our building and planning services footprint throughout the State of Florida but brought on additional complementary service line..."

The fact that SAFEbuilt's acquisition of CGA left the CGA name intact along with the local tax receipts, insurance certificates, licenses, etc. is not dispositive of the determination of "nerve center". All of those items are customary and a legal aspect of a stock purchase unless the parent, SAFEbuilt, decides to change the name.

The SAFEbuilt model is becoming common in this era of rollups and acquisitions of small to mid-sized planning and engineering firms. The great recession triggered a number of such acquisitions. And other companies have taken this route to create an exit strategy for one or more founders who are looking to retire. SAFEbuilt's Acquisition Welcome Kit for CGA attached to BCC's Objection Letter, emphasizes that the SAFEbuilt acquisition was part of the succession and transition for Dennis Giordano, a founder of CGA.

Moreover, the SAFEbuilt Acquisition Welcome Kit prepared for CGA employees is replete with statements and names of SAFEbuilt executives which when taken collectively, overwhelmingly demonstrate that SAFEbuilt is an operating company that is headquartered in Loveland, Colorado.

CGA's response letter lists Robert Reyes as a CGA employee, yet attached is his LinkedIn profile which states he is a SAFEbuilt employee.

Attached to CGA's response letter was a list of hundreds of contracts performed by CGA in Broward over decades. That list changes nothing in BCC's Objection Letter. Not only is the list principally of contracts prior to the SAFEbuilt acquisition, but the existence of such contracts is irrelevant to the current issue at hand.

No one questions that CGA is a good company with a respected reputation. By putting the 5 points per evaluator advantage for a truly locally headquartered company in place, the Broward County Commission sought

to boost those companies who truly have their nerve center in Broward. Companies such as Miller Legg & Associates, Craven Thompson, Keith & Associates, Chen Moore and Hammond & Associates are examples of local civil engineering companies that are clearly headquartered in Broward County.

If this 5-point advantage is to be meaningful, it is the duty of County staff and the Commission to vigilantly scrutinize companies who seek to game the system. CGA surrendered its right to claim the 5 points per evaluator and receive a hometown advantage.

Finally, the ultimate proof that SAFEbuilt is an operating company is found by a review of information on the website of The Riverside Company, a massive private equity firm with 16 global offices and world corporate headquarters in New York City. The Riverside Company acquired a majority interest in SAFEbuilt, Inc. in 2014.

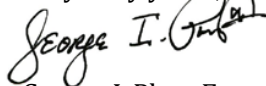
Thereafter, The Riverside Company utilized the SAFEbuilt platform to acquire a series of companies that were folded into the SAFEbuilt operating model to serve local governments. Attached are some examples of announcements and information on The Riverside Company and its investment in SAFEbuilt.

Based on the initial BCC Objection Letter and this supplemental response to CGA, we urge the Director of Purchasing to review this information under Sec. 21.84(f) of the Code and return this procurement to the Evaluation Committee to correct the unfair and incorrect allocation of the 25 "headquarters" points to CGA.

As authorized representative for and on behalf of BCC Engineering, LLC, I hereby attest that all statement made in the original BCC Objection Letter and this response letter are accurate, true, and correct. BCC acknowledges that the determination of inaccurate, untruthful or incorrect statements made in support of this submission may serve as a basis for debarment. Kindly ensure that the BCC letters are attached to the Board Agenda item where the Committee ranking will be considered.

Thank you for your consideration of the information contained in the original BCC letter and this letter.

Very truly yours,



George I. Platt, Esq.

CC: Andrew Myers, County Attorney
Victor Herrera, Senior Vice President, BCC Engineering, LLC
Seth Platt

SAFEbuilt Family of Companies

Expanding our geographic footprint and suite of services with talent, technology, capabilities, and culture that complement SAFEbuilt.



Kutzmann & Associates, Inc.

In October 2018, SAFEbuilt acquired California-based Kutzman & Associates, Inc. For over 30 years, Kutzman has provided plan review and inspection services to city and county building departments to assist them in their application and enforcement of State and local building codes, regulations and ordinances. Where approved by the local jurisdictions, Kutzman also provides these services on a 3rd party basis directly to permit applicants. The Kutzman team holds more than a century of experience in plan review and inspections, supporting over 20,000 projects ranging from residential, municipal, medical, retail, and business offices in 43 different jurisdictions.



Winston Services

Winston Services, a Fort Worth Texas based firm, was acquired by SAFEbuilt in September 2018. Winston is a professional services firm specializing in Building and Life Safety Code Consulting and Plan Review; Commercial Building Inspection including electrical, plumbing and mechanical; Permit Expediting; and Energy and Green Building Plan Review and Inspection. Incorporated in 1999, Winston Services has reviewed and inspected projects with a cumulative valuation of over \$10 billion. What makes Winston different is that all of their inspectors have years of municipal inspection experience. This gives them the advantage of having provided plan review and inspections for all sizes of buildings and on all building use types including assembly, educational, hospital, institutional, office, retail and warehouse/distribution.



Calvin, Giordano & Associates

SAFEbuilt acquired Calvin, Giordano & Associates, Inc (CGA) in February 2018. The acquisition has not only expanded our building and planning services footprint throughout the State of

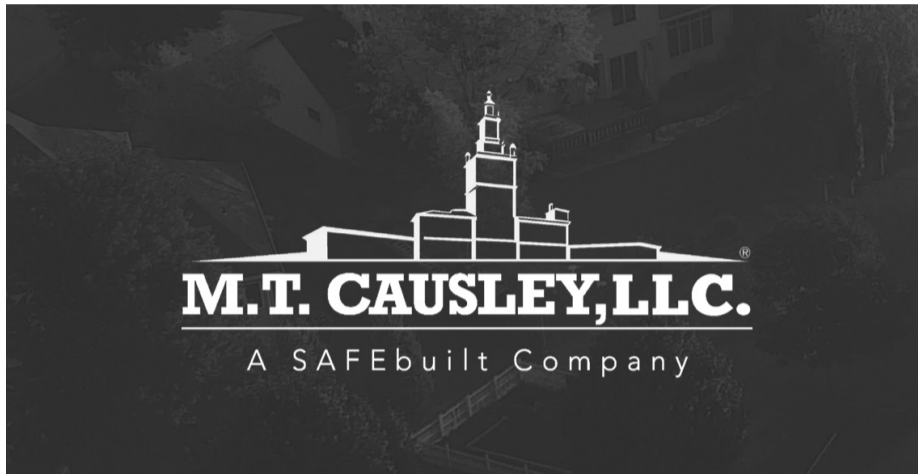


EsGil Corporation

EsGil Corporation joined the SAFEbuilt family in 2016. EsGil provides full-service building and safety services to city, county, tribal, and state agencies since 1979. Throughout their 38-year

Florida but brought on additional complementary services to SAFEbuilt's service line including civil and electrical engineering, traffic engineering and transportation planning, construction engineering and inspections, construction and project management, landscape architecture, and surveying and mapping services. CGA has over 80 years of experience in the Florida market supporting local municipalities, developers, construction, and architectural firms.

history, EsGil has served building departments in California as a resource for municipal projects ranging from residential developments to regional shopping centers and resorts. Their company experience includes building plan reviews for over 200 jurisdictions, with projects totaling more than \$60 billion. Their qualified staff are highly trained in executing numerous engineering and inspection disciplines, including civil, construction, architectural, structural, electrical, mechanical, plumbing, energy compliance, and accessibility services. By offering multiple areas of expertise, EsGil provides flexibility and economy of scale to municipalities at the lowest possible fee for service. Their personalized approach provides best practices, skilled personnel, innovative technology, and unparalleled service levels.



MT Causley, LLC

Acquired in 2016, M.T. Causley, LLC provides Building Services, Plan Review, Inspection Services, and 3rd Party Private Provider services throughout the State of Florida. Since 1996, M.T. Causley has dedicated its resources to exceeding the expectations of clients and is committed to providing excellent customer service. M.T. Causley maintains a wide range of qualifications ranging from building officials, plans examiners, inspectors, and engineers to general contractors, sub-contractors and flood plain managers.

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- Community Infrastructure Services

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Home >> Currents >> **Riverside Adds Senior Advisor to Augment TIC Industry Expertise**

Riverside Adds Senior Advisor to Augment TIC Industry Expertise

News Release | April 18, 2018

Pedro Guimaraes brings more than 30 years of experience

The Riverside Company has added Pedro Guimaraes as a Senior Advisor to continue building its track record in investing in Testing, Inspection, and Certification (TIC) companies.

Riverside has extensive TIC experience, with prior and current platform holdings including EM Test, Alchemy Systems, SAFEbuilt, Health & Safety Institute, Entrix (now part of Cardno), Wildlife International (now EAG Laboratories) and Clayton Group Services (now part of Bureau Veritas).

Guimaraes held an array of positions at Bureau Veritas, most recently as CEO of its North American Operating Group for about 10 years. During more than three decades with Bureau Veritas, he held nine executive positions and led large multicultural and multinational teams across North America, Latin America, Europe, and the Asia-Pacific region.

“Pedro brings vast hands-on TIC experience across a variety of industries and geographies, and a proven ability to get results,” said Riverside Managing Partner Suzy

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compliance and mission-critical requirements, regardless of economic conditions. Guimaraes will work alongside the Riverside team to help source and grow TIC companies to support Riverside's investment goals.

"We have a strong interest in the TIC market and a clear investment thesis. Pedro's background and expertise will allow us to continue building on these plans," said Riverside Partner Peter Tsang. "Pedro's extensive experience will help us effectively identify opportunities and augment their growth."



Holly Mueller | Consultant, Global Marketing and Communications

Cleveland

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Riverside Completes Another Add-On To SAFEbuilt

News Release | July 14, 2015

Civic Services Provider Continues Growth

The Riverside Company has acquired Municipal Building Inspection Solutions (MBIS), a provider of comprehensive inspection and plan review services for municipalities. MBIS is based in Bedford Heights, Ohio and serves communities throughout Northeast Ohio.

SAFEbuilt is a national provider of community development services for local governments and public agencies, and the addition of MBIS expands SAFEbuilt's resources and knowledge in Ohio while adding SAFEbuilt's proven software and capabilities to existing MBIS customers.

"MBIS is a great fit for SAFEbuilt, and MBIS customers will enjoy SAFEbuilt's commitment to excellence, deep capabilities and national footprint," said Riverside Managing Partner Loren Schlachet. "SAFEbuilt provides unparalleled service, as demonstrated by its consistent growth and broad array of satisfied customers."

SAFEbuilt serves hundreds of communities more efficiently and effectively than individual in-house departments. SAFEbuilt is the leading provider of building department services in several states, and has expanded its presence nationally while introducing two new services and capabilities.

"SAFEbuilt offers certain services that MBIS does not today, so we're excited about what this

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second add-on completed to the company, following the May 2015 addition of Independent Inspections.

Working with Schlachet and Resnick on the transaction for Riverside was Senior Associate Kevin Kumar and Operating Partner Bill White.

MidCap Financial provided financing for the transaction. Riverside was advised by Jones Day.



Holly Mueller | Consultant, Global Marketing and Communications

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Riverside Expands Civic Service Provider

News Release | May 18, 2015

Firm Adds On to SAFEbuilt

The Riverside Company has completed the first add-on to SAFEbuilt with an investment in Independent Inspections, Inc. SAFEbuilt is a national provider of community development services for local governments and public agencies, while Independent Inspections provides outsourced building department services for local governments in Wisconsin, Illinois and Florida.

“Independent Inspections provides very similar services to SAFEbuilt, and the addition opens new markets in Florida and Wisconsin,” said Riverside Managing Partner Loren Schlachet. “We’re pleased to be adding to SAFEbuilt’s already robust footprint.”

SAFEbuilt served more than 200 communities prior to the addition of more than 100 Independent Inspections clients. Current Independent Inspections clients will benefit from SAFEbuilt’s best practices and proven software. They will also have access to new capabilities, as SAFEbuilt offers municipal code enforcement and planning and zoning services, which were not available through Independent Inspections.

By leveraging resources across multiple communities SAFEbuilt can operate more efficiently and effectively than individual in-house departments. Formed in 1992, today SAFEbuilt is the leading provider of building department services within Colorado, Georgia and Michigan. Within the last two years, SAFEbuilt has also expanded its presence into



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appreciate its highly capable staff and lower costs,” said Riverside Vice President Brad Resnick. “We’re looking forward to continuing our growth plan for the company.”

Riverside invested in SAFEbuilt in October 2014.

Working with Schlachet and Resnick on the transaction for Riverside was Senior Associate Kevin Kumar and Operating Partner Bill White.

MidCap Financial provided financing for the transaction. Riverside was advised by Jones Day.



Holly Mueller | Consultant, Global Marketing and Communications

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www.linkedin.com/in/robert-reyes-bb07814 (LinkedIn)

Top Skills

Bilingual-Spanish
Employee Relations
Talent Management

Languages

Spanish

Robert Reyes

Talent Acquisition Partner at SAFEbuilt
Miami/Fort Lauderdale Area

Summary

Experienced Talent Acquisition Professional with a demonstrated history of working in diverse industries. Passionate about finding the right talent for the organization. A multi-faceted background that allows for generalist responsibilities in any Human Resources setting

Experience

SAFEbuilt

Sr. Talent Acquisition Partner
January 2019 - Present (1 year 4 months)
Miami/Fort Lauderdale Area

Costa Brava

Property Manager
August 2014 - Present (5 years 9 months)
Ceiba, PR

3 bedroom/2 bath apartment in a gated resort community, minutes to the beach, ferry to Vieques & Culebra, El Yunque and all the wonders of Eastern Puerto Rico.

Available for short term rental on AirBnB - Superhost
<https://www.airbnb.com/rooms/31172347?s=51>

Ratner Companies

Talent Acquisition Manager
January 2015 - January 2019 (4 years 1 month)
South Florida

Miami Jewish Health Systems

Contract Recruiter
July 2014 - January 2015 (7 months)
Miami/Fort Lauderdale Area

Saks Fifth Avenue

Contract Recruiter
2013 - 2014 (1 year)
New York, NY

FirstService Residential
Talent Acquisition Specialist
February 2011 - June 2013 (2 years 5 months)
Miami, FL

FreshDirect
Human Resources Generalist
September 2009 - January 2011 (1 year 5 months)

Starboard Cruise Services
Human Resources Specialist
September 2007 - August 2009 (2 years)

Education

Universidad Interamericana de Puerto Rico
Political Science

University of Miami
Paralegal Studies