



**MONROE COUNTY BOARD OF COUNTY COMMISSIONERS**

**CONTRACT SUMMARY**

Contract #

Contract with: Wells Fargo TPA, Inc.      Effective Date: November 1, 2011  
 Expiration Date: October 31, 2012

Contract Purpose/Description: Assignment and Assumption Agreement of Contract and Consent of Monroe County Board of County Commissioners between Wells Fargo Third Party Administrator and HealthSmart Benefit Solutions, Inc.

Contract Manager: Maria Gonzalez      4448      Employee Benefits/Stop #1  
 (Name)      (Ext.)      (Department)

for BOCC meeting on February 15, 2012      Agenda Deadline: January 31, 2012

**CONTRACT COSTS**

Total Dollar Value of Contract: \$200,000      Current Year Portion: \$ \_\_\_\_\_  
 Budgeted? Yes  No       Account Codes: 502-08002-530-310- \_\_\_\_\_  
 Grant: \$ \_\_\_\_\_  
 County Match: \$ \_\_\_\_\_

**ADDITIONAL COSTS**

Estimated Ongoing Costs: \$ \_\_\_\_\_/yr      For: \_\_\_\_\_  
 (Not included in dollar value above)      (eg. maintenance, utilities, janitorial, salaries, etc.)

**CONTRACT REVIEW**

	Date In	Changes Needed	Reviewer	Date Out
Division Director	<u>1-23-12</u>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	<u>[Signature]</u>	<u>1-23-12</u>
Risk Management	<u>1-23-12</u>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	<u>[Signature]</u>	<u>1-23-12</u>
O.M.B./Purchasing	<u>1-30-12</u>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	<u>[Signature]</u>	<u>1-30-12</u>
County Attorney	<u>1-25-2012</u>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	<u>[Signature]</u>	<u>1-25-2012</u>

Comments: \_\_\_\_\_



**BOARD OF COUNTY COMMISSIONERS**

Mayor David Rice, District 4  
Mayor Pro Tem Kim Wigington, District 1  
George Neugent, District 2  
Heather Carruthers, District 3  
Sylvia J. Murphy, District 5

Office of the Employee Services Division Director  
The Historic Gato Cigar Factory  
1100 Simonton Street, Suite 268  
Key West, FL 33040  
(305) 292-4458 - Phone  
(305) 292-4564 - Fax



TO: Board of County Commissioners

FROM: Teresa E. Aguiar,  
Employee Services Director 

SUBJ: Assignment and Assumption Agreement of Contract

DATE: January 23, 2012

This item requests approval of the Assignment and Assumption Agreement which is effective on January 1, 2012. Wells Fargo TPA has been purchased by HealthSmart and this is a name change only. Execution of this document is necessary so that they can continue to pay the County's "run-out" claims as approved by the BOCC on October 19, 2011.

If you have any questions on this item, please do not hesitate to contact me at X4458.

**ASSIGNMENT AND ASSUMPTION AGREEMENT OF CONTRACT  
AND CONSENT OF MONROE COUNTY BOARD OF COUNTY COMMISSIONERS**

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT OF CONTRACTS (this "Agreement") is made to be effective the 1st day of January 2012, by and between Wells Fargo Third Party Administrators, Inc. ("Assignor"), and HealthSmart Benefit Solutions, Inc. ("Assignee").

WHEREAS, Assignor has entered into an agreement, dated June 15, 2005, and all amendments and extensions thereafter, with the Monroe County Board of County Commissioners, for provision of third party administration services for the County's self-insured health insurance plans, including services during a runout period (the "Contract");

WHEREAS, paragraph 34.3 of the Contract permits the Assignor to assign the Contract to any third party;

WHEREAS, Assignor desires to assign and transfer to Assignee all of its right, title and interest in and to the Contract, subject to the terms, conditions, representations, covenants and agreements set forth in this Agreement;

WHEREAS, Assignee desires to assume the responsibility and obligation for the performance of all the services and other matters to be performed under the Contract after the date hereof in accordance with the terms set forth herein; and

WHEREAS, the Monroe County Board of County Commissioners desires to give its consent to such assignment.

NOW, THEREFORE, in consideration of the mutual covenants and conditions set forth below, Assignor and Assignee agree as follows:

1. Assignment. Assignor hereby assigns, transfers and sets over to Assignee, its successors and assigns, all of its right, title and interest in, to and under the Contract, subject to the terms, covenants, agreements, representations and conditions thereof.
2. Acceptance. Assignee accepts the assignment of the Contract, agrees to be bound by all commitments and obligations required to be performed or complied thereunder, and accepts any liability directly caused by Assignee as a result of Assignee's defective performance or compliance with such commitments and obligations in the manner provided in the Contract,;
3. Counterparts. This Agreement may be executed in two counterparts, each of which shall be deemed an original and which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, each party has caused this Agreement to be duly executed and effective as of the date above written.

**Wells Fargo Third Party Administrators, Inc.  
("ASSIGNOR")**

By: Latisha Swartz  
Printed Name: Latisha Swartz  
Title: Treasurer  
Date: 1/17/2012

**HealthSmart Benefit Solutions, Inc.  
("ASSIGNEE")**

By: Latisha Swartz  
Printed Name: Latisha Swartz  
Title: Treasurer  
Date: 1/17/2012

By: March Lopez

**CONSENT OF THE MONROE COUNTY BOARD OF COUNTY COMMISSIONERS  
TO ASSIGNMENT AND ASSUMPTION**

The undersigned hereby consents to the foregoing Assignment and Assumption of the Contract, by and between Assignor and Assignee.

Effective as of the \_\_\_ day of \_\_\_\_\_, 2012.

**BOARD OF COUNTY COMMISSIONERS  
OF MONROE COUNTY, FLORIDA**

BY: \_\_\_\_\_  
Mayor

Date: \_\_\_\_\_

[SEAL]

ATTEST: DANNY L. KOHLAGE, CLERK

By: \_\_\_\_\_  
Deputy Clerk

**MONROE COUNTY ATTORNEY  
APPROVED AS TO FORM:**  
Cynthia L. Hall  
CYNTHIA L. HALL  
ASSISTANT COUNTY ATTORNEY  
Date 1-25-2012