

DANNY A. MATEO  
County Clerk



JOSIAH K. NISHITA  
Deputy County Clerk

**OFFICE OF THE COUNTY CLERK**

COUNTY OF MAUI  
200 SOUTH HIGH STREET  
WAILUKU, MAUI, HAWAII 96793  
[www.mauicounty.gov/county/clerk](http://www.mauicounty.gov/county/clerk)

June 1, 2018

OFFICE OF THE  
COUNTY COUNCIL

2018 JUN -4 AM 9:39

RECEIVED

Honorable Riki Hokama, Chair  
Budget and Finance Committee  
Council of the County of Maui  
Wailuku, Hawaii 96793

Dear Chair Hokama:

By letter dated May 7, 2018 (County Communication No. 18-188), the Director of Finance transmitted 65 contracts/grants for filing with the County Clerk.

At the June 1, 2018 Council meeting, the foregoing communication was filed; however, Contract No. C5655A was referred to your Committee at your request. Transmitted is a copy of the contract.

Respectfully,

A handwritten signature in black ink that reads "Danny A. Mateo".

DANNY A. MATEO  
County Clerk

/jym

Enclosures

cc: Director of Council Services


**CONTRACT CERTIFICATION**

I, **MARK R. WALKER**, Director of Finance of the County of Maui, State of Hawaii, do certify that there is available appropriation or balance of an appropriation over and above all outstanding contracts, sufficient to cover the amount required by the foregoing contract, i.e.

Appropriation Index	Title	Amount Required
<u>907074B ✓</u>	<u>TREASURY/INVESTMENTS</u>	<u>(6109) \$0.00</u>

CONTRACT NO. C 5655A TRANSWORLD SYSTEMS INC. dba TSI

Date: 18 day of APRIL 2018  
Time of Performance: \_\_\_\_\_

  
\_\_\_\_\_  
MARK R. WALKER  
Director of Finance

**NOVATION ONLY**  
Assignment of Contract from  
Progressive Financial Services, Inc.  
to Transworld Systems, Inc.

FY 2018

jh

*ang 4/13*     *8509*

*Ji 4/29/18*

## **ASSIGNMENT OF CONTRACT NO. C5655**

THIS ASSIGNMENT of Contract is made and entered into by and between the COUNTY OF MAUI, a political subdivision of the State of Hawaii, whose business address is 200 South High Street, Wailuku, Hawaii 96793, hereinafter referred to as "COUNTY"; PROGRESSIVE FINANCIAL SERVICES, a Pennsylvania corporation, whose business address is 1919 W. Fairmont Drive, Building 8, Tempe, Arizona 85282, hereinafter referred to as the "ORIGINAL CONTRACTOR"; and TRANSWORLD SYSTEMS INC., dba TSI, a California corporation, whose business address is 150 N. Field Drive, Suite 200, Lake Forest, Illinois 60045-4853, hereinafter referred to as the "NEW CONTRACTOR", collectively referred to as "Parties."

The COUNTY and the ORIGINAL CONTRACTOR entered into Contract No. C5655 dated December 23, 2014, hereinafter referred to as the "Contract", on file with the Director of Finance and incorporated herein by reference.

The COUNTY and the ORIGINAL CONTRACTOR amended the Contract on April 27, 2017, and December 1, 2017, all of which are on file with the Director of Finance and incorporated herein by reference.

The Parties wish to transfer the Contract, as amended, from the ORIGINAL CONTRACTOR to the NEW CONTRACTOR in accordance with the letter dated March 27, 2018, attached hereto as Exhibit "1" and incorporated herein.

The ORIGINAL CONTRACTOR agrees to extinguish all its duties and obligations and relinquish all benefits and rights pursuant to the Contract and the NEW CONTRACTOR agrees to assume all ORIGINAL CONTRACTOR's duties and obligations and accept all benefits and rights pursuant to the Contract.

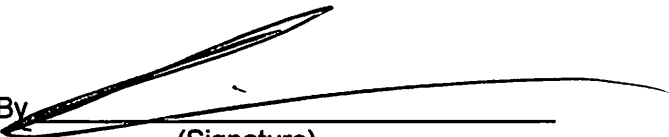
IN WITNESS WHEREOF, the Parties hereto have caused this Assignment of Contract by their signatures, on the dates below, to be effective as of the date of last signature hereto.

**ASSIGNMENT OF CONTRACT NO. C**

**ORIGINAL CONTRACTOR EXECUTION PAGE**

I hereby represent and warrant that I have the legal right and authority to execute this Contract on behalf of the Original Contractor.

ORIGINAL CONTRACTOR:  
PROGRESSIVE FINANCIAL SERVICES, INC.

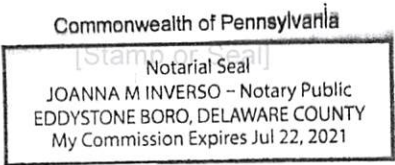
By   
\_\_\_\_\_  
(Signature)  
Robert S. Arvink  
\_\_\_\_\_  
(Print Name)  
Its President  
\_\_\_\_\_  
(Title)  
Date 3/28/14  
\_\_\_\_\_

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STATE OF Pennsylvania )  
 ) SS.  
County of Delaware )

On this 28 day of March, 2018, before me personally appeared Robert P. Pina, to me personally known, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person, and if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public, State of Pennsylvania

Print Name: Joanna Inverso

My commission expires: July 22, 2021

NOTARY PUBLIC CERTIFICATION	
Doc. Date: _____	# Pages: _____
Notary Name: _____	Judicial Circuit: _____
Doc. Description: _____	
_____	
_____	[Stamp or Seal]
Notary Signature: _____	
Date: _____	

**NEW CONTRACTOR EXECUTION PAGE**

I hereby represent and warrant that I have the legal right and authority to execute this Contract on behalf of the New Contractor.

NEW CONTRACTOR:

TRANSWORLD SYSTEMS INC.

By   
(Signature)

NEAL STEW  
(Print Name)

Its COO  
(Title)

Date 4/9/2018

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STATE OF Illinois )  
Lake County ) SS.

On this 9<sup>th</sup> day of April, 2018, before me personally appeared Neal Stern, to me personally known, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person, and if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.




Notary Public, State of Illinois  
Print Name: Stacy C. Tonneman  
My commission expires: 2/26/19

<b>NOTARY PUBLIC CERTIFICATION</b>	
Doc. Date: _____	# Pages: _____
Notary Name: _____	Judicial Circuit: _____
Doc. Description: _____	
_____	
_____	[Stamp or Seal]
Notary Signature: _____	
Date: _____	

COUNTY EXECUTION PAGE

COUNTY OF MAUI

By   
MARK R. WALKER  
Its Director of Finance

Date APR 20 2018

APPROVAL RECOMMENDED:

  
Director, Department of Finance

Date 4/16/18

APPROVED AS TO FORM  
AND LEGALITY:

  
Deputy Corporation Counsel

Date 4/17/18

LF2014-3052

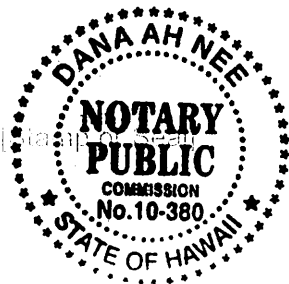
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STATE OF HAWAII )  
 ) SS.  
COUNTY OF MAUI )

On this 20<sup>th</sup> day of April, 2018, before me appeared MARK R. WALKER, to me personally known, who being by me duly sworn, did say that he is the Director of Finance of the County of Maui, a political subdivision of the State of Hawaii, and that the seal affixed to the foregoing instrument is the lawful seal of the said County of Maui, and that the said instrument was signed and sealed on behalf of said County of Maui pursuant to Section 9-18 of the Charter of the County of Maui; and the said MARK R. WALKER acknowledged the said instrument to be the free act and deed of said County of Maui.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

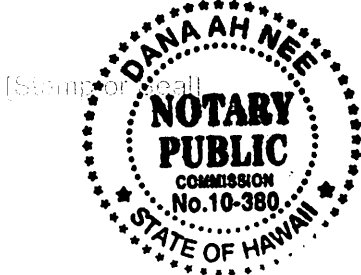


*Dana Ah Nee*  
Notary Public, State of Hawaii

Print Name: DANA AH NEE

My commission expires: NOV 14 2018

NOTARY PUBLIC CERTIFICATION			
Doc. Date:	<u>APR 20 2018</u>	# Pages:	<u>8</u>
Notary Name:	<u>DANA AH NEE</u>	Judicial Circuit:	<u>2nd</u>
Doc. Description:	<u>Assignment of Contract</u> <u>No. C5055</u>		
Notary Signature:	<u><i>Dana Ah Nee</i></u>		
Date:	<u>APR 20 2018</u>		



March 27, 2018

County of Maui  
May-Anne Alibin  
70 E. Kaahumanu Ave., A-18  
Kahului, HI 96732

Dear May-Anne:

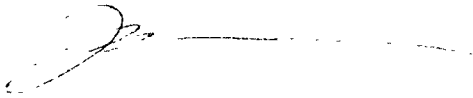
Thank you for taking the time to speak to us about the end of our contractual relationship with County of Maui. Per our conversation, Progressive has agreed to allow a transfer of our contract to TSI (Transworld, Inc) upon client approval.

Except for Progressive's acts or omission prior to the Effective Date of the Novation, TSI is substituted as the Vendor / Contractor for the County of Maui after the Effective Date of the Novation. Progressive shall remain liable to the County of Maui for its acts or omissions as the Vendor / Contractor under the Agreement prior to the Effective Date of the Novation.

Progressive's client services staff will prepare final invoices and send them to your attention on or about March 26th, 2018.

We appreciate your business and the partnership that your company had formed with Progressive. We wish you the best in all future endeavors.

Sincerely,



Wesley Hull  
CEO  
Progressive Financial Services, Inc.