

**SCHOOL BOARD OF BREVARD COUNTY, FLORIDA
BOARD AGENDA ITEM – March 14, 2017**

Bid Assignment ITB# 15-B-023-AL: EdConnect Newsletter Printing, Packaging and Delivery Services

<input checked="" type="checkbox"/> (ITB) Invitation To Bid	<input type="checkbox"/> (ITN) Invitation To Negotiate	<input type="checkbox"/> (PB) Piggyback
<input type="checkbox"/> (RFP) Request For Proposal	<input type="checkbox"/> (RFQ) Request For Qualifications	<input type="checkbox"/> (SC) State Contract
<input type="checkbox"/> (SS) Sole Source		

REQUESTOR: Purchasing and Warehouse Services

Legal Review: Yes No

VENDOR NAME CHANGE	AMOUNT AWARDED	REQUIRED PRODUCTS/SERVICES
From: Intermountain Color d/b/a Signature Offset	N/A	EdConnect Newsletter Printing, Packaging, and Delivery Services
To: Signature Offset, LLC.	N/A	EdConnect Newsletter Printing, Packaging, and Delivery Services
Total	N/A	

<input type="checkbox"/> Contract Renewal	New Contract Amount	N/A
<input type="checkbox"/> Recurring Contract	Previous Contract Amount	N/A
<input type="checkbox"/> New Contract	Variance	N/A

PRICE INCREASE / DECREASE EXPLANATION: N/A

DISCUSSION:

Effective February 1, 2017, Intermountain Color (d/b/a Signature Offset), changed their name to Signature Offset, LLC. All of the products are now distributed through Signature Offset, LLC. Therefore, pending School Board approval, the above mentioned bid that was awarded to Intermountain Color (d/b/a Signature Offset) will be assigned to Signature Offset, LLC at the same pricing, terms and conditions of the above-mentioned bid.

CONTRACT TERM:

The initial contract term commenced on 11/18/14 and will continue until 12/10/17.

RECOMMENDATION:

It is the recommendation of Ed Parker, Director of Purchasing and Warehouse Services, to continue the agreement with Intermountain Color (d/b/a Signature Offset), under their new business name of Signature Offset, LLC.

School Board of Brevard County
Office of Purchasing & Warehouse Services
2700 Judge Fran Jamieson Way
Viera, FL 32940-6601



February 6, 2017

ORIGINAL

Signature Offset, LLC
PO Box 909
Tupelo, Mississippi 38802-0909

RE: BID ASSIGNMENT
ITB 15-B-023-AL: EdConnect Newsletter Printing, Packaging, and Delivery Services

To Whom It May Concern:

Effective February 1, 2017, Intermountain Color d/b/a Signature Offset changed their name to Signature Offset, LLC. All of the products are now distributed through Signature Offset, LLC brand. Therefore, pending School Board approval, the above mentioned ITB that was awarded to Intermountain Color d/b/a Signature Offset will be assigned to Signature Offset, LLC. at the same pricing, terms and conditions of the above-mentioned ITB.

If you agree to this assignment at the same pricing, terms and conditions of the above mentioned ITB please sign below in blue ink and email to Nick Canjar at canjar.james@brevardschools.org and mail the ORIGINAL to the Office of Purchasing Services of the School Board of Brevard County by February 15, 2017. You will be notified when this assignment is approved.

Please contact Nick Canjar, Buyer at 321-633-1000, ext. 630 or by email canjar.james@brevardschools.org if you should have any questions. Thank you for your past services, and we look forward to working with you in the future.

Sincerely,

Ed Parker, CPPO, CPPB
Director of Purchasing and Warehouse Services

ICSO, LLC. consents to the above assignment of ITB 15-B-023-AL. The terms and conditions of the Bid will return to full force and effect.

Signature

DEAN SCHEFF / Plant Manager 02/06/2017
Printed Name and Title Date

Accepted:
The School Board of Brevard County, Florida

Attested by:

Misty Belford, Chairperson

Date

Desmond K. Blackburn, Ph.D., Superintendent

Date

Ed Parker, CPPO, CPPB
Director - Office of Purchasing & Warehouse Services
Phone: (321) 633-1000 Ext. 645 • FAX: (321) 633-3618
Warehouse: (321) 633-3680 Ext. 14100 • FAX: (321) 633-3698

Brevard Public Schools
Attn: Nick Canjar
2700 Judge Fran Jamison Way
Viera, Florida 32940
RE: Formation of Signature Offset, LLC

02-09-2017

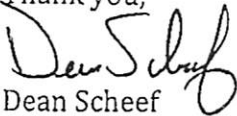
Nick,

Per your request the following are the event timelines of (2) asset sales from Intermountain Color/DBA: Signature Offset to ICSO, LLC, then from ICSO, LLC to Signature Offset, LLC.

- 08-01-2016: Intermountain Color/DBA: Signature Offset sold assets to form ICSO, LLC.
- 02-01-2017: ICSO, LLC sold assets to form Signature Offset, LLC

I can provide documents of both transactions upon request.

Thank you,


Dean Scheef

HILLEN, WICKER & TAPSCOTT

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
P. O. DRAWER 409

TUPELO, MISSISSIPPI 38802-0409

REED HILLEN
THOMAS A. WICKER
MICHAEL D. TAPSCOTT

322 JEFFERSON STREET
TELEPHONE: 662-842-1721
FACSIMILE: 662-844-6413

SAM LUMPKIN (1908-1964)
JAMES HUGH RAY (1927-2007)
RALPH HOLLAND (1928-2014)

February 2, 2017

Mr. H. Clay Foster, Jr.
Journal, Inc.
Post Office Box 909
Tupelo, Mississippi 38802

Mrs. Rosemary F. Jarrell
Journal, Inc.
Post Office Box 909
Tupelo, Mississippi 38802

Re: Signature Offset, LLC – Purchase of Assets from ICSO, LLC

Dear Clay and Rosemary:

This letter will confirm completion of all settlement documents and receipt of Bill of Sale and required assignments of various leases and interests. The sale has been finalized and sale proceeds transferred to the Seller.

I will have a tabbed, indexed copy of closing documents together next week in connection the above-referenced transaction, but this letter will serve as confirmation that the closing and sale process as well as the transfer of assets is complete.

If you have any questions, do not hesitate to call upon me.

Very truly yours,



Reed Hillen,
Closing Counsel for Signature Offset, LLC

WRH:mrl

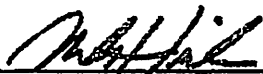
Bill of Sale

For good and adequate consideration, the receipt and sufficiency of which are hereby acknowledged, ICSO, LLC, a Delaware limited liability company ("Assignor") hereby absolutely assigns, transfers and conveys to Signature Offset, LLC, a Mississippi limited liability company ("Assignee"), all of Assignor's right, title and interest in all of the equipment, supplies, tooling, inventory on hand and other tangible personal property (the "Tangible Personal Property") located at 606 South Madison Drive, Tempe Arizona and 224 Commerce Drive, Broomfield, Colorado (the "Locations") pursuant to that certain Asset Purchase Agreement, dated as of January 31, 2017 (the "APA") by and between Assignor and Assignee as well as all accounts receivables related to the Locations, owned intellectual property, licensed intellectual property to the extent assignable, purchase orders, customer contracts, government contracts to the extent assignable and general intangibles of Assignor pursuant to the APA. A listing of that Tangible Personal Property is attached as Exhibit A hereto.

Except for the representations made in the APA pursuant to the terms of the APA, THE TRANSFER IS OTHERWISE MADE ON A "WHERE IS, AS IS" BASIS WITH NO EXPRESS OR IMPLIED WARRANTIES OF ANY NATURE WHATSOEVER. Assignor is not assigning the right to the purchase price or other rights of Assignor under the APA or assets of any nature related to any of Assignor's other former operating locations.

Executed and Delivered this 31th Day of January, 2017.

ICSO, LLC

By:  _____

Request for Taxpayer Identification Number and Certification

**Give Form to the
requester. Do not
send to the IRS.**

Print or type See Specific Instructions on page 2.	1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank. Signature Offset, LLC	
	2 Business name/disregarded entity name, if different from above	
	3 Check appropriate box for federal tax classification; check only one of the following seven boxes: <input type="checkbox"/> Individual/sole proprietor or single-member LLC <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input checked="" type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ <u> C </u> Note. For a single-member LLC that is disregarded, do not check LLC; check the appropriate box in the line above for the tax classification of the single-member owner. <input type="checkbox"/> Other (see instructions) ▶	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) _____ Exemption from FATCA reporting code (if any) _____ <small>(Applies to accounts maintained outside the U.S.)</small>
	5 Address (number, street, and apt. or suite no.) P O Box 909	Requester's name and address (optional)
	6 City, state, and ZIP code Tupelo, MS 38802-0909	
	7 List account number(s) here (optional)	

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I Instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the instructions for line 1 and the chart on page 4 for guidelines on whose number to enter.

Social security number													
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8	1	-	3	6	5	0	3	1	7				

Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
- I am a U.S. citizen or other U.S. person (defined below); and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

Sign Here	Signature of U.S. person ▶ <i>Rosemary J. Farrell</i>	Date ▶ <i>11/31/17</i>
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General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.
Future developments. Information about developments affecting Form W-9 (such as legislation enacted after we release it) is at www.irs.gov/fw9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following:

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)

- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
 - Form 1099-C (canceled debt)
 - Form 1099-A (acquisition or abandonment of secured property)
- Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding? on page 2.

By signing the filled-out form, you:

- Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
- Certify that you are not subject to backup withholding, or
- Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and
- Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting?* on page 2 for further information.