



Metropolitan Nashville and Davidson County, TN

Legislation Text

File #: RS2022-1378, **Version:** 1

A resolution to approve an Assignment, Assumption and Amending Agreement by and among Flow, Inc. d/b/a Coord, Sidewalk Labs LLC, and the Metropolitan Government of Nashville and Davidson County.

WHEREAS, the Coord and Metro have entered into that certain Coord Smart Loading Zone Grant/Pilot Agreement dated July 23, 2020 (the "Pilot Program Agreement") regarding the use of Coord's products and services by Metro; and,

WHEREAS, the Pilot Program Agreement was in the nature of an in-kind grant of services to Metro and, as such, was able to be approved by resolution, and any amendments to it are therefore also able to be approved by resolution; and,

WHEREAS, Section 6.B the Pilot Program Agreement provides for the assignment of the Pilot Program Agreement upon prior written consent of Metro; and,

WHEREAS, Coord wishes to assign the Pilot Program Agreement to Sidewalk Labs LLC; and,

WHEREAS, the Parties wish to amend the Pilot Program Agreement on the terms and conditions set out in the attached Assignment, Assumption and Amending Agreement.

NOW, THEREFORE, it is hereby resolved by the Council of the Metropolitan Government of Nashville and Davidson County:

Section 1. That the Assignment, Assumption and Amending Agreement between the Metropolitan Government and Flow, Inc. d/b/a Coord, Sidewalk Labs LLC, which is attached hereto as Exhibit A, is hereby approved and authorized for execution.

Section 2. That this resolution shall become effective immediately upon its execution, the public welfare requiring it.

Analysis

This resolution approves an Assignment, Assumption and Amending Agreement between Flow, Inc. d/b/a Coord (Coord), Sidewalk Labs LLC (Sidewalk Labs), and the Metropolitan Government.

Coord and the Metropolitan Government entered into an agreement for an in-kind grant in July 2020 for a smart loading zone pilot program. The program was initially for a six month term but was extended by mutual agreement of the parties through December 31, 2021.

Pursuant to this agreement, Coord will assign to Sidewalk Labs its rights and obligations under the Pilot Program Agreement previously approved by Resolution No. RS2020-401. Further, the term of the Pilot Program Agreement would be extended until March 31, 2022. Finally, the Pilot Program Agreement language that authorizes Coord to assign the agreement to assist with the performance of the performance of services under the agreement without the consent of Metro would be updated. As required in the current agreement,

Coord remains responsible for any services provided by such subcontractors.