

**RESOLUTION OF THE CITY COUNCIL OF PASCAGOULA, MISSISSIPPI  
ASSIGNING PROFESSIONAL SERVICES AGREEMENT FOR ENGINEERING  
SERVICES TO NEEL-SCHAFFER, INC.; ASSIGNING OTHER ENGINEERING  
PROFESSIONAL SERVICES AGREEMENTS TO NEEL-SCHAFFER, INC.;  
AND DESIGNATING A NEW CITY ENGINEER**

**WHEREAS**, on February 4, 2020, the City Council for the City of Pascagoula, Mississippi approved and entered a Professional Services Agreement for Engineering Services with Compton Engineering, Inc. (a/k/a CE Group Inc.); and

**WHEREAS**, said Agreement is currently in full force and effect; and

**WHEREAS**, in its Resolution Approving Extending Professional Services Agreement for Engineering Services with Compton Engineering, Inc., adopted on January 17, 2023, the City Council appointed Geoffrey Clemens to serve as the City Engineer through the term of the Agreement, which is set to expire on February 3, 2024; and

**WHEREAS**, pursuant to said Agreement, the City has issued task orders to Compton Engineering, Inc. for various engineering services; and

**WHEREAS**, the City has also engaged Compton Engineering, Inc. through other means, including through various project-specific requests for proposals; and

**WHEREAS**, a complete list of the agreements between the City and Compton Engineering, Inc. is outlined in the exhibit to the attached correspondence; and

**WHEREAS**, in said correspondence, Compton Engineering, Inc. announces that Neel-Schaffer, Inc. is acquiring the assets of Compton Engineering, Inc.; and

**WHEREAS**, in said correspondence, Compton Engineering, Inc. requests that the City (i) expressly consent to the assignment of the agreements listed therein from Compton Engineering, Inc. to Neel-Schaffer, Inc.; (ii) agree that said agreements shall remain in full force and effect following consummation of the transaction between Compton Engineering, Inc. and Neel-Schaffer, Inc.; and (iii) consent to the resignation of Geoffrey Clemens as named City Engineer and name James Douglass of Neel-Schaffer, Inc. as City Engineer; and

**WHEREAS**, the City Council for the City of Pascagoula desires to grant the forgoing requests;  
and

**WHEREAS**, granting the forgoing requests will serve the best interests of the citizens of the City of Pascagoula and maintain continuity in the provision of the engineering services.

**NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:**

**SECTION 1.** That the City Council of Pascagoula, Mississippi hereby adopts the foregoing recitals as its findings.

**SECTION 2.** That the City Council of Pascagoula, Mississippi, as qualified in Section 5, below, hereby expressly consents and agrees to the assignment from Compton Engineering, Inc. to Neel-Schaffer, Inc. of all agreements identified in the attached correspondence.

**SECTION 3.** That the City Council of Pascagoula, Mississippi, as qualified in Section 5, below, hereby finds and agrees that the listed agreements shall remain in full force and effect following consummation of the transaction between Compton Engineering, Inc. and Neel-Schaffer, Inc., subject to the terms and conditions established in the respective agreements.

**SECTION 4.** That the City Council of Pascagoula, Mississippi, as qualified in Section 5, below, hereby accepts the resignation of Geoffrey Clemens as City Engineer and names James Douglass as City Engineer, with James Douglass's term as City Engineer to run concurrent with the term of the Agreement for Professional Services Between City of Pascagoula and Compton Engineering, Inc., dated February 4, 2020, as the same may be extended from time to time.

**SECTION 5.** That the City Council of Pascagoula, Mississippi's approvals, agreements, acceptances, appointments, and consents (hereinafter the "Actions") provided in Sections 2, 3, and 4 of this Resolution are contingent on the consummation of the purchase and sale of assets between Compton Engineering, Inc. and Neel-Schaffer, Inc. Upon Neel-Schaffer, Inc's acquisition of the assets of Compton Engineering, Inc., Neel-Schaffer, Inc. shall provide notice thereof to City Manager Michael Silverman, at which time the Actions provided in Sections 2, 3, and 4 of this Resolution shall become effective and binding.

**SECTION 6.** That the City Council of Pascagoula, Mississippi hereby authorizes City Manager Michael Silverman to execute such documents as necessary and take such actions as necessary to accomplish the purposes of this Resolution.

The motion to approve the foregoing resolution was made by \_\_\_\_\_ and seconded by \_\_\_\_\_, and the following vote was recorded:

Mayor Willis	_____
Councilman Hyde	_____
Councilman Fornett	_____
Councilman Walker	_____
Councilman Parker	_____
Councilman Blythe	_____
Councilman Gatchell	_____

RESOLVED, this the \_\_\_\_\_ day of \_\_\_\_\_, 2023.

ATTEST:

CITY COUNCIL

\_\_\_\_\_  
City Clerk

By: \_\_\_\_\_  
Mayor