

Lynch, Terrence Terrence_Lynch@sheriff.org
RE: US Corrections LLC
August 15, 2014 at 4:34 PM
To: Warlen, Neesa; Moniz, Kathy Neesa_Warlen@sheriff.org
Cc: Robbins,Dena

Just to update you on this, I spoke with Ash Jacques this afternoon. I explained to him that the issue was that the contract between BSO and USG7 required BSO approval of any assignments, which has not yet occurred (at least to my knowledge). I further explained that even if we did approve of the assignment to US Corrections, LLC, that company is a North Carolina company that has not registered as a corporation in Florida. It was discussed that US Corrections, LLC might assign the contract to USC Florida, LLC, which is a registered Florida corporation. However, I advised him that this assignment is still subject to the approval of BSO.

Assuming that this is the direction that Mr. Jacques will take, he will draft a letter to BSO requesting that BSO accept the assignment of the contract. I advised him that I have no part in that decision, and that it would be up to command. I did advise him that there could be some hesitation in agreeing to an assignment where the assignee has never been vetted by BSO as would be the case in a bid process.

I believe he will be contacting Kathy next week to discuss some of these issues. If you need my assistance in any way, please let me know. Thanks.
TL

Terrence Lynch, Esq.
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Fax: (954) 321-5040

Please note that Florida has a broad public records law, and that all correspondence to me via email may be subject to disclosure.

From: Lynch, Terrence
Sent: Tuesday, July 15, 2014 4:20 PM
To: Warlen, Neesa
Subject: RE: US Corrections LLC

Just so we 're on the same page, this doesn 't require my approval. The parties to the assignment are private entities that can make whatever decision they want regarding any future assignments. If those parties determine that they want to assign it to USC Florida LLC, they can do that. If that assignment is made, then BSO still gets to decide whether they will accept (i.e., " approve ") the assignment to the new vendor. That approval would need to be made by comi

I suspect that Mr. Jacques wants to know in advance whether they don 't go through the effort of re-assigning it if it was indicated above, that decision needs to come from command. I would accept the assignment so that it can be done anyway. However, as



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From: Warlen, Neesa
Sent: Tuesday, July 15, 2014 3:59 PM
To: Lynch, Terrence
Subject: US Corrections LLC

He didn't say what the security issues were (which didn't make sense to me anyway.) But yes, this would be subject to BSO approval and any other issues you want resolved. I let him know it would need to be cleared by you.

Neesa B. Warlen, Esq., C.P.A.

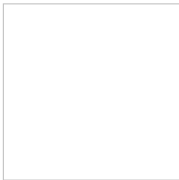
Director of Purchasing

Purchasing Bureau

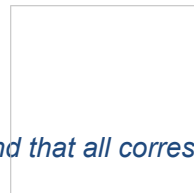
Phone: 954-831-8170

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Neesa_Warlen@sheriff.org



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From: Lynch, Terrence
Sent: Tuesday, July 15, 2014 3:52 PM
To: Warlen, Neesa
Subject: RE: US Corrections LLC



Did he indicate what the security issues were?

As for the contract assignment, they are free to reassign this to USC Florida LLC; however, the assignment is still subject to BSO approval, which needs to come from command.

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From: Warlen, Neesa

Sent: Tuesday, July 15, 2014 3:19 PM

To: Lynch, Terrence

Cc: Spaide, Jason; Costa, Irene; Moffat, Christopher; Neely, Keith; Reyes, Jems; DiMaggio, Michael; Robbins, Dena; Moniz, Kathy

Subject: US Corrections LLC



Terrence,

Mr. Jacques called me regarding my email below. He indicated that the State of Florida advised that US Corrections LLC was not permitted to file to do business in the State of Florida as a foreign corporation due to security issues. He liked the suggestion of US Corrections LLC assigning back the BSO contract to USG7 and then USG7 assigning the BSO contract to USC of Florida LLC. I let him know that this would need to be approved by you. Please let me your thoughts. Thanks.

Neesa B. Warlen, Esq., C.P.A.

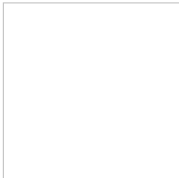
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Please note that Florida has a broad public records law, and that all correspondence sent to me via Email may be subject to disclosure.

From: Lynch, Terrence

Sent: Tuesday, July 15, 2014 3:08 PM

To: Moniz, Kathy; Warlen, Neesa

Cc: Spaide, Jason; Costa, Irene; Moffat, Christopher; Neely, Keith; Reyes, Jems; DiMaggio, Michael; Robbins, Dena

Subject: RE: US Corrections LLC

The contract with USG7 requires BSO approval to accept an assignment. Until that approval is made, then I would not suggest using US Corrections LLC as they are not a contracted vendor, nor do they appear to have been registered to do business in Florida under that name. We would then amend the contract to replace US Corrections for USG7.

Alternatively, we can do a month to month with US Corrections until the RLI/Contract process is

complete (if we go that route).

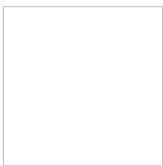
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From: Moniz, Kathy
Sent: Tuesday, July 15, 2014 2:02 PM
To: Lynch, Terrence; Warlen, Neesa
Cc: Spaide, Jason; Costa, Irene; Moffat, Christopher; Neely, Keith; Reyes, Jems; DiMaggio, Michael; Robbins, Dena
Subject: RE: US Corrections LLC

Should we or should we not be using them until something is signed? When I spoke with Mr. Jacques, he was not aware of any documents he needed to submit. Can someone please call him at 407-666-3323 to get this straightened out?

Kathy Moniz, Manager
Broward Sheriff's Office
Warrants/Extraditions Unit
954-831-8143
Fax: 954-321-4121
Kathy_Moniz@sheriff.org



Please note that Florida has a broad public records law, and that all correspondence to me via email may be subject to disclosure.

From: Lynch, Terrence
Sent: Tuesday, July 15, 2014 1:58 PM
To: Warlen, Neesa
Cc: Spaide, Jason; Costa, Irene; Moffat, Christopher; Neely, Keith; Reyes, Jems; DiMaggio, Michael; Robbins, Dena; Moniz, Kathy
Subject: RE: US Corrections LLC



If you feel that we need to put this out for an RLI, I'm fine with that. However, we still need a plan for the interim. Perhaps we can enter into a month to month agreement for actions (if we go that route), until the RLI has been finalized. If the contracting entity will be US Corrections, LLC, then I agree that they

need to register to do business in Fla before we can contract with them. However, it ' s possible that the contracting entity will be USC of Florida, LLC, which I believe is already organized in Florida.

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Please note that Florida has a broad public records law, and that all correspondence to me via email may be subject to disclosure.

From: Warlen, Neesa
Sent: Tuesday, July 15, 2014 1:42 PM
To: Lynch, Terrence
Cc: Spaide, Jason; Costa, Irene; Moffat, Christopher; Neely, Keith; Reyes, Jems; DiMaggio, Michael; Robbins, Dena; Moniz, Kathy
Subject: US Corrections LLC

Terrence,

My concern about contracting with US Corrections LLC is that they didn ' t respond to the RLI. The cleanest approach from a Purchasing perspective would be for the North Carolina US Corrections LLC to file as a foreign corporation to do business in the State of Florida. Thanks.

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Fax: 954-765-4006
Neesa_Warlen@sheriff.org



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From: Lynch, Terrence
Sent: Tuesday, July 15, 2014 1:28 PM
To: Moniz, Kathy; Warlen, Neesa
Cc: Spaide, Jason; Costa, Irene; Moffat, Christopher; Neely, Keith; Reyes, Jems; DiMaggio, Michael; Robbins, Dena
Subject: RE: US Corrections LLC

Once I receive an RLS with the appropriate approvals, I will draft an agreement for US Corrections.

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From: Moniz, Kathy
Sent: Tuesday, July 15, 2014 12:31 PM
To: Lynch, Terrence; Warlen, Neesa
Cc: Spaide, Jason; Costa, Irene; Moffat, Christopher; Neely, Keith; Reyes, Jems; DiMaggio, Michael
Subject: RE: US Corrections LLC

Terrence,

I just spoke with Ash Jacques of US Corrections. He is responding to the complaint by the Pittsylvania County Sheriff's Office and will cc me his reply. He stated the allegations were "blown out of proportion" and were not as bad as they claimed. He is concerned about Lt. Moffat's claims of contraband items found in inmate property and would like details so he can investigate further. Mr. Jacques further requested, if possible, we execute a new contract with his company under the name of US Corrections so we can be sure the conditions of our original contract are being met by his new company.

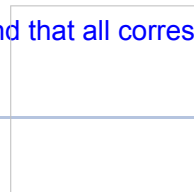
Thank you,

Kathy Moniz, Manager
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Kathy_Moniz@sheriff.org



Please note that Florida has a broad public records law, and that all correspondence to me via email may be subject to disclosure.

From: Lynch, Terrence
Sent: Tuesday, July 15, 2014 11:05 AM



To: Moniz, Kathy; Warlen, Neesa

Cc: Spaide, Jason; Costa, Irene; Moffat, Christopher; Neely, Keith; Reyes, Jems; DiMaggio, Michael

Subject: RE: US Corrections LLC



Thanks Kathy. I'm happy to hear they were vetted previously. I still have a concern about the allegations of the email. If you can obtain a response from the vendor regarding the allegations, perhaps DOD can make contact with the inmates to see if they will provide a statement.

Regarding PTS, do we have any agreement with them?

TL

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From: Moniz, Kathy

Sent: Tuesday, July 15, 2014 11:00 AM

To: Lynch, Terrence; Warlen, Neesa

Cc: Spaide, Jason; Costa, Irene; Moffat, Christopher; Neely, Keith; Reyes, Jems; Moniz, Kathy; DiMaggio, Michael

Subject: RE: US Corrections LLC

Terrence,

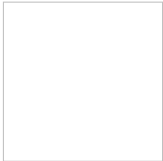
We have one other transportation company, PTS, that will provide out of state transportation; USG7/US Corrections provide both out of state and in-state pickups that our detention could not do. We also have deputies on our "Flying Armed" list that could also be used for the out of state pickups if PTS is unavailable or unable to make pick up deadlines. If we suspend using US Corrections, we may need to rely on the DOD transportation unit to pick up within the state.

The owners of US Corrections, Mr. Ash Jacques and Mr. Steven Jacques were vetted by BSO when they were under consideration for doing business as USG7 and have knowledge of the contract between BSO and USG7. I left a message for Ash Jacques to call me yesterday, but have not heard back from him. I will continue to try to reach out to him by both phone and email. (He is usually good about returning calls).

If you recommend not doing business with US Corrections until these issues are resolved and a new contract is signed, please let me know so I can have our Extraditions Unit make other arrangements. As far as investigating the complaints regarding the transportation conditions, I am open to suggestion.

Thank you,

Kathy Moniz, Manager
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From: Lynch, Terrence
Sent: Tuesday, July 15, 2014 9:38 AM
To: Warlen, Neesa
Cc: Spaide, Jason; Costa, Irene; Moniz, Kathy
Subject: RE: US Corrections LLC

Our agreement with USG7 (para. 22.2) states that the contractor will not assign its rights or obligations without prior written approval of the Sheriff. From what I ' ve read in the various emails in this thread, USG7 did not seek BSO ' s approval prior to assignment of the agreement to US Corrections.

I ' m concerned that we now have a vendor that has never been vetted by us. We do not know who operates the company or what their experience is in prisoner transport. We don ' t even know that they have read our agreement with USG7 and understand its requirements. Further, the attached email suggests that there may be some concerns with the conditions in which inmates are being transported by this vendor.

Before we continue to use this vendor, I suggest that we investigate the concerns raised in the attached email. I would not suggest relying solely on the vendor for an explanation. Rather, we should contact Broward prisoners that were transported and get information from them as well. I ' m not sure whose responsibility that investigation would fall on, but it should be done before we continue to have them transport our prisoners.

Also, if we do send US Corrections any more business, we will need an agreement directly with them.

Kathy – Do we have any alternate methods of transport while we work this out? Any suggestions on who should do the investigation?

TL

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From: Warlen, Neesa
Sent: Monday, July 14, 2014 6:02 PM
To: 'info@uscorrections.org'
Cc: Spaide, Jason; Lynch, Terrence; Costa, Irene
Subject: US Corrections LLC

Thank you for the attachments. I have copied Terrence Lynch, Esq. with BSO 's Office of General Counsel so that he can be apprised and provide any thoughts and guidance. In reviewing the public records for the State of Florida and the State of North Carolina, I found the following:

| Florida Department of State Records | | | |
|-------------------------------------|--------------------------|---------------------|--------------------------------------|
| Date | Type | Name | Managing Member |
| 7/23/2013 | Articles of Organization | USCG, LLC | U.S. Corrections, LLC Wilmington, DE |
| 8/29/2013 | Amendment | USCG, LLC | Jason Moore Miami, FL |
| 9/19/2013 | Amendment | USC of Florida, LLC | Jason Moore Miami, FL |
| 9/30/2013 | Amendment | USC of Florida, LLC | U.S. Corrections, LLC Wilmington, DE |

| North Carolina Department of the Secretary of State Records | | | |
|---|--------------------------|---------------------|--------------------------------------|
| Date | Type | Name | Managing Member |
| 1/6/2014 | Articles of Organization | US Corrections, LLC | U.S. Corrections, LLC Wilmington, DE |

I also found US Corrections, LLC organized in the State of North Carolina. I am not sure if this is the same company as the one in the Florida records, but was unable to obtain a copy of any documents as they are not posted. In the Assignment and Assumption Agreement you attached, it indicates that USG7 is the Assignor and U.S. Corrections, a North Carolina limited liability company, is the Assignee. The following are a couple of concerns that I would appreciate being addressed by you.



1. There does not appear to be any relationship between USC of Florida, LLC and US Corrections, LLC (the North Carolina LLC) as it is the Delaware LLC which is the managing member of USC of Florida, LLC, not the North Carolina LLC.
2. Even if it were the intent that the managing member of the Florida LLC should be the North Carolina LLC, the assignment was to US Corrections, a separate legal entity than USC of Florida. There is a separate process (certificate of authority) for having an entity organized in another state (foreign corporation) authorized to do business in the State of Florida (which I had expected to be the legal document you would provide.) See last attachment for process.

Many thanks.

Neesa B. Warlen, Esq., C.P.A

Director of Purchasing

Purchasing Bureau

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Neesa_Warlen@sheriff.org



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From: Spaide, Jason

Sent: Wednesday, July 09, 2014 3:53 PM

To: Warlen, Neesa

Cc: Costa, Irene

Subject: FW: US Corrections LLC

Neesa,

Please see the attached information from US corrections. The last attachment is a DBA. Does this work?

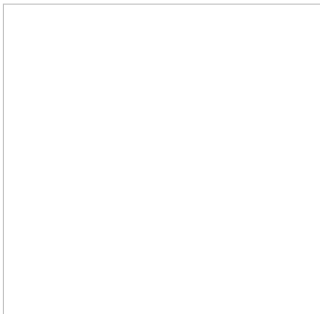
Thanks,

Jason Spaide

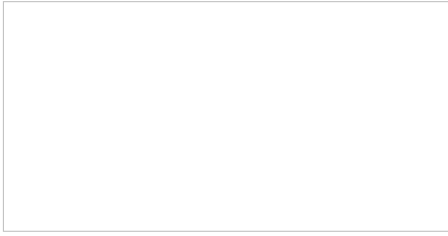
Purchasing Agent II

Contracts Division

954-321-4542



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From: U.S. Corrections [<mailto:info@uscorrections.org>]
Sent: Wednesday, July 09, 2014 3:42 PM
To: Spaide, Jason
Subject: FW: US Corrections LLC

From: U.S. Corrections [<mailto:info@uscorrections.org>]
Sent: Wednesday, July 9, 2014 3:13 PM
To: 'jason.spaide@sheriff.org'
Subject: US Corrections LLC

Jason

Documents you requested.

Can you let me know if there is anything else you require to get US Corrections set up as vendor.

Thanks