

## COOPERATIVE PURCHASE CONTRACT

Contract No. 2021-03

This Cooperative Purchase Contract is made and entered into this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ by and between the City of Flagstaff, Arizona, a political subdivision of the State of Arizona ("City") and Passport Labs, Inc., DBA Passport, a Delaware Corporation, ("Contractor").

### RECITALS:

- A. Contractor has an Abilene, Texas Cooperative Purchasing Agreement 05-20 to supply materials and/or services ("Agency Contract"), which was awarded through a competitive and open procurement process; and
- B. The City has authority to enter into a cooperative purchase contract with Contractor utilizing the Agency Contract.

### AGREEMENT:

NOW THEREFORE, in consideration for the mutual promises contained herein, the parties agree as follows:

1. Materials and or Services Purchased: Contractor shall provide to City the materials and or services, as specified in the Purchase Order(s) and/or Scope of Work submitted by the City in accordance with the Agency Contract. General description of materials and or services being purchased:

#### **Passport Labs, Inc. Parking Transition**

2. Specific Requirements of City: Contractor shall comply with all specific purchase and delivery requirements and/or options of City, as specified in the Purchase Order(s) submitted to Contractor or Exhibit A attached hereto and incorporated by reference.
3. Payment: Payment to the Contractor for the materials and or services provided not to exceed one-hundred two thousand six hundred thirty nine dollars and seventy three cents **(\$102,639.73) including other fees and taxes;** made in accordance with the price list and terms set forth in the Agency Contract.
4. Terms and Conditions of Agency Contract Apply: All provisions of the Agency Contract documents, including any amendments, are incorporated in and shall apply to this Contract as though fully set forth herein. The Agency Contract documents are set forth in Exhibit B attached hereto and incorporated by reference. Contractor is responsible for promptly notifying City in writing of any changes to the Agency Contract.
5. Certificates of Insurance: All insurance provisions of the Agency Contract shall apply, including any requirement to name the City as an additional insured. Prior to commencing performance under this Contract, Contractor shall furnish City with a copy of the current Certificate of Insurance required by the Agency Contract.

6. Term: This Cooperative Purchase Contract shall commence upon execution by the parties and shall continue until expiration or termination of the underlying Agency Contract, unless sooner terminated by City in writing.
7. Renewal: This Cooperative Purchase Contract shall be automatically renewed if the underlying Agency Contract is renewed, for the same renewal period, unless City provides advance written notice to Contractor of its intention to non-renew.
8. Transition. Upon the effective date of this Agreement, the existing contract entered into by and between the City and Passport as successor in interest to NuPark dated February 5, 2020 shall automatically expire.

CONTRACTOR:

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

Title: \_\_\_\_\_

CITY OF FLAGSTAFF

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

Title: \_\_\_\_\_

ATTEST:

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

APPROVED AS TO FORM:

\_\_\_\_\_  
City Attorney's Office

**EXHIBIT A**  
**SPECIFIC REQUIREMENTS OF CITY**

Price: "Per Purchase Order" and "Scope of Work"

Specifications: "Per Purchase Order" and "Scope of Work"

Schedule of performance: "Per Purchase Order"

Delivery location "Per Purchase Order" and "Scope of Work"

Notices: All notices to City shall be sent to:

Brian Eilerts, MBA, CSSMBB  
Senior Procurement Specialist  
Purchasing Department  
211 W. Aspen Ave.  
Flagstaff, Arizona 86001  
(928) 213-2275  
Brian.Eilerts@flagstaffaz.gov

Attach: Certificate of Insurance

**EXHIBIT B**  
**AGENCY CONTRACT**

Professional Services for The City of Abilene, Texas – Contract Number: 05-20