

## COOPERATIVE PURCHASE CONTRACT

Contract No. 2023-18

This Cooperative Purchase Contract is made and entered into this \_\_\_\_\_ day of \_\_\_\_\_, 2022, by and between the City of Flagstaff, Arizona, a political subdivision of the State of Arizona ("City") and Baker & Taylor, LLC, a North Carolina Limited Liability Company ("Contractor").

### RECITALS:

- A. Contractor has Government Purchasing Cooperative Contract #2017201 with the City of Mesa, Arizona 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) submitted by the City in accordance with the Agency Contract. General description of materials and or services being purchased:

#### **LIBRARY BOOKS AND MATERIALS**

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 as identified in Exhibit A.
3. Payment: Payment to Contractor for the materials and/or services provided shall not exceed **three hundred thousand dollars (\$300,000) in addition to 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, including, specifically changes in price for the materials.
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. Notice: Any formal notice required under this Cooperative Purchase Contract shall be in writing and sent by certified mail and email as follows:

To the City:

Kirsten Pearson  
Flagstaff City-Coconino County  
Public Library  
300 W. Aspen Ave.  
Flagstaff, AZ 86001

To Contractor:

Baker & Taylor, LLC  
2550 W. Tyvola Road, Ste. 300  
Charlotte, NC 28216  
(704) 998-3212

With a Copy to:

Brian Eilerts  
City of Flagstaff  
211 W. Aspen Ave.  
Flagstaff, AZ 86001  
Brian.eilerts@flagstaffaz.gov

**(SIGNATURES ON FOLLOWING PAGE)**

Baker & Taylor, LLC

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: DESCRIBE, OR WRITE "Per Purchase Order"

Specifications: DESCRIBE, OR WRITE "Per Purchase Order"

Schedule of performance: DESCRIBE, OR WRITE "Per Purchase Order"

Delivery location: DESCRIBE, OR WRITE "Per Purchase Order"

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

1. City of Mesa, Arizona Agreement #2017201 (attached to staff summary)
2. Contract Amendment #2017201 (attached to staff summary)