

## PURCHASING AGENT AGREEMENT

THIS AGREEMENT is made by and between Brennan Construction of Minnesota, Inc. (“Agent”) and the City of Ramsey (“Owner”), a Minnesota city generally exempt from paying state sales and use tax under Minn. Stat. § 297A.70; and

WHEREAS, Owner is undertaking the construction on its property of certain improvements generally described as Ramsey Fire Station No. 2 (“the Project”); and

WHEREAS, Owner wishes to purchase on its own account materials, supplies and equipment for the Project (collectively “Tax-Exempt Materials”) as described in the attached Exhibits 1 and 2; and

WHEREAS, Owner has solicited separate bids for the Tax-Exempt Materials, the award of which was not contingent upon the successful award of any other part of the Project; and

WHEREAS, Agent is the successful bidder for the Tax-Exempt Materials; and

WHEREAS, Agent desires to act as Owner’s purchasing agent for purposes of acquiring the Tax-Exempt Materials for use exclusively in the Project

IT IS THEREFORE AGREED between the parties hereto that:

1. This Agreement is made with reference to, and where applicable shall be governed by, the specifications and provisions set forth in the Contract Documents as such are defined in the Owner/Contractor Agreement for the Project.

2. Owner appoints Agent to act as its purchasing agent for purchasing the Tax-Exempt Materials, and further authorizes Agent to appoint such subagents as Agent deems appropriate for carrying out the purposes of this Agreement, which subagents shall have similar powers of appointment.

3. It is understood and agreed that: (a) Owner takes title to the Tax-Exempt Materials at the point of delivery; (b) Owner assumes the risk of loss for all Tax-Exempt Materials; and (c) Owner bears all risk for defects in the Tax-Exempt Materials, including Tax-Exempt Materials incorporated into the real estate.

4. Agent (and any subagents) shall include the following Notice to Vendors/Suppliers in all purchase orders and other documents furnished to a vendor or supplier in connection with the purchase of any Tax-Exempt Materials:

### NOTICE TO VENDORS/SUPPLIERS

The materials to which this document relates are being purchased by Brennan Construction of Minnesota, Inc. (*name of Agent*) as the purchasing agent of the City of Ramsey (“the Owner”). It is the Owner’s obligation, not the purchasing agent’s, to pay for the materials. Because the Owner is a city of Minnesota, this purchase is exempt from sales tax under Minn. Stat. § 297A.70.

5. Agent shall exercise reasonable care in performance of its duties as purchasing agent, including the inspection of the Tax-Exempt Materials for obvious or apparent defects or the failure of such materials to conform to the plans, specifications and all Contract Documents relating to the Project.

6. Owner shall pay the sum of \$1,685,000.00 for all of the Tax-Exempt Materials purchased by Agent under this Agreement. Agent shall direct vendors and suppliers to deliver invoices for the Tax-Exempt Materials to Owner in care of Agent at Brennan Construction of Minnesota, Inc., 124 East Walnut Street, Suite 20, Mankato, MN 56001 (*Agent’s address*). Agent shall submit invoices for payment to Owner, less retainage of five percent (5%), which invoices shall be due and payable upon Owner’s receipt of the invoices.

7. Agent shall promptly notify Owner of any sales and use tax audit by the Minnesota commissioner of Revenue or of the threatened imposition or assessment of any sales or use taxes. Owner may, at its sole option and cost, dispute, contest or otherwise resist the imposition or assessment of any such taxes. Upon reasonable notice to Owner, Agent may (but is not obligated to) take such actions as it deems reasonable in response to the threatened imposition or assessment of taxes, which actions shall be deemed to have been taken on Owner's behalf. If any Minnesota sales or use taxes are imposed or assessed with respect to any Tax-Exempt Materials purchased pursuant to this Agreement, Owner shall be solely responsible for the payment of such taxes, including any related penalties and interest, and shall hold Agent harmless and indemnify Agent from any such cost or expense related thereto, including any legal fees and costs incurred by Agent in connection therewith or in connection with the enforcement of this paragraph.

8. The agency relationship created by this Agreement is intended to be in compliance with Minnesota Rule 8130.1200 and its current interpretation by the Minnesota Department of Revenue.

9. The alternative dispute resolution provisions (if any) in the Owner/Contractor Agreement are incorporated herein by reference and are applicable to any dispute between the parties hereto arising out of this Agreement.

10. Owner may terminate this Agreement at any time and for any reason. Upon receiving notice of termination, Agent shall cease making any purchases and shall promptly notify any subagents it has appointed that such appointment has likewise been terminated, that they are to cease initiating any new purchases, and that they are to likewise notify any subagents they have appointed that they are to cease initiating any new purchases. Any purchases that were initiated by Agent or subagent prior to its receiving notice of termination and that cannot be reasonably reversed after it received notice of termination shall be deemed to have been made with authority.

11. The provisions of this Agreement shall be binding upon and inure to the benefit of the parties and their respective heirs, legal representatives, assigns, and any subagents appointed pursuant to this Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement this 15th day of April, 2015.

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

Its: \_\_\_\_\_

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

Its: \_\_\_\_\_

Attachments:

Exhibit 1: Project Manual Table of Contents

Exhibit 2: Index of Project Drawings

# EXHIBIT 1

## TABLE OF CONTENTS

### Ramsey Fire Station #2

#### **DIVISION 00 - PROCUREMENT AND CONTRACTING REQUIREMENTS**

000101	Project Title Page
000105	Certifications
000110	Table of Contents
000123	Materials List (Interiors)
001116	Advertisement for Bids
002113	Instructions To Bidders
003100	Available Project Information Geotechnical Report
004100	Bid Form
004325	Substitution Request Form – Bid Phase
005200	Agreement And Bond Forms AIA A101 Owner-Contractor Agreement Form sample AIA A312 Performance Bond sample AIA A312 Payment Bond Form sample AIA A310 Bid Bond sample
007200	General Conditions AIA A201 General Conditions Form sample
007300	Supplementary Conditions

#### **DIVISION 01 - GENERAL REQUIREMENTS**

011000	Summary
011321	Electronic Files And Cad Release Form
012200	Unit Prices
012500	Contract Modification Procedures
012900	Payment Procedures
013100	Project Management And Coordination
013200	Construction Progress Documentation
013300	Submittal Procedures
014000	Quality Requirements
014100	Structural Testing And Special Inspections
014200	References, Standards and Definitions
015000	Temporary Facilities And Controls
016000	Product Requirements
017000	Execution Requirements
017300	Field Engineering
017329	Cutting & Patching
017419	Construction Waste Management
017700	Closeout Procedures
017823	Operation And Maintenance Data
017839	Project Record Documents
017900	Demonstration And Training

#### **DIVISION 02 – EXISTING CONDITIONS**

024113	Selective Site Demolition
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#### **DIVISION 03 - CONCRETE**

031000	Concrete Forms And Accessories
032000	Concrete Reinforcement

033000 Cast-in-place Concrete  
033556 Polished Concrete Flooring  
034100 Plant-Precast Structural Concrete

**DIVISION 04 – MASONRY**

042000 Unit Masonry  
047200 Cast Stone Masonry

**DIVISION 05 - METALS**

051200 Structural Steel  
052100 Steel Joists  
053123 Steel Roof Deck  
054000 Cold-formed Metal Framing  
055000 Metal Fabrications  
055100 Metal Stairs  
055213 Pipe And Tube Railings

**DIVISION 06 - WOOD, PLASTICS, AND COMPOSITES**

061053 Miscellaneous Rough Carpentry  
061600 Sheathing  
064000 Architectural Woodwork  
066116 Solid Surfacing

**DIVISION 07 - THERMAL AND MOISTURE PROTECTION**

072100 Thermal Insulation  
072726 Fluid-Applied Membrane Air Barriers  
074120 Metal Wall Panels  
075323 EPDM Roofing  
076113 Standing Seam Sheet Metal Roofing  
076200 Sheet Metal Flashing And Trim  
077200 Roof Accessories  
079200 Joint Sealants

**DIVISION 08 - OPENINGS**

081113 Hollow Metal Doors And Frames  
081400 Wood Doors  
083113 Access Doors And Frames  
083613 Sectional Overhead Doors  
084113 Aluminum-framed Entrances And Storefronts  
085113 Aluminum Windows  
086200 Unit Skylights  
087100 Door Hardware  
088000 Glazing  
088300 Mirrors

**DIVISION 09 - FINISHES**

092216 Non-structural Metal Framing  
092900 Gypsum Board  
093000 Tiling  
095100 Acoustical Panel Ceilings  
096500 Resilient Flooring  
096723 Resinous Flooring  
096800 Carpeting  
097733 FRP Wall Paneling  
099113 Exterior Painting  
099123 Interior Painting

099600 High-Performance Coatings

**DIVISION 10 - SPECIALTIES**

101400 Signage  
102813 Toilet Accessories  
104400 Fire Protection Specialties  
105100 Lockers  
107500 Flagpoles

**DIVISION 11 - EQUIPMENT**

113100 Residential Appliances

**DIVISION 12 - FURNISHINGS**

122000 Window Treatments  
124800 Entrance Flooring

DIVISION 13 - SPECIAL CONSTRUCTION (NOT USED)

**DIVISION 21 - FIRE SUPPRESSION**

210500 Common Work Results For Fire Suppression  
210529 Hangers And Supports For Fire Suppression Piping And Equipment  
210553 Identification For Fire Suppression Piping And Equipment  
211313 Wet Pipe Fire-Suppression Systems And Piping

**DIVISION 22 - PLUMBING**

220500 Common Work Results For Plumbing  
220513 Common Motor Requirements For Plumbing Equipment  
220519 Meters And Gages For Plumbing Piping  
220523 General-Duty Valves For Plumbing Piping  
220529 Hangers And Supports For Plumbing Piping And Equipment  
220533 Heat Trace For Plumbing Piping  
220553 Identification For Plumbing Piping And Equipment  
220700 Plumbing Insulation  
221116 Domestic Water Piping  
221119 Domestic Water Piping Specialties  
221123 Domestic Water Pumps  
221316 Sanitary Waste And Vent Piping  
221319 Sanitary Waste Piping Specialties  
221323 Sanitary Waste Interceptors  
221416 Storm Drainage Piping  
221423 Storm Drainage Piping Specialties  
221513 General-Service Compressed-Air Piping  
223300 Electric Water Heaters  
224000 Plumbing Fixtures  
224700 Drinking Fountains And Water Coolers

**DIVISION 23 - HEATING VENTILATING AND AIR CONDITIONING**

230500 Common Work Results For HVAC  
230513 Common Motor Requirements For HVAC Equipment  
230519 Meters And Gages For HVAC Piping  
230523 General Duty Valves For HVAC Piping  
230529 Hangers And Supports For HVAC Piping And Equipment  
230548 Vibration And Seismic Controls For HVAC Piping And Equipment  
230553 Identification For HVAC Piping And Equipment  
230593 Testing, Adjusting, And Balancing  
230700 HVAC Insulation

230900	HVAC Instrumentation And Controls
230993	Sequence Of Operation For HVAC Controls
231123	Facility Natural-Gas Piping
232300	Refrigerant Piping
233113	Metal Ducts
233300	Duct Accessories
233423	HVAC Power Ventilators
233600	Air Terminal Units
233713	Diffusers, Registers, And Grilles
233723	HVAC Gravity Ventilators
235100	Breechings, Chimneys, And Stacks
235400	Furnaces
235523	Gas-Fired Radiant Heaters
236200	Packaged Condensing Units
237200	Air-To-Air Energy Recovery Equipment
237339	Indoor, Direct Gas-Fired Heating And Ventilating Units
238233	Convectors
238239	Unit Heaters

#### **DIVISION 26 - ELECTRICAL**

260500	Common Work Results For Electrical
260519	Low-Voltage Electrical Power Conductors And Cables
260526	Grounding And Bonding For Electrical Systems
260529	Hangers And Supports For Electrical Systems
260533	Raceway And Boxes For Electrical Systems
260553	Identification For Electrical Systems
260923	Lighting Control Devices
262413	Switchboards
262416	Panelboards
262710	Electrical Utility Coordination
262713	Electricity Metering
262726	Wiring Devices
262813	Fuses
262816	Enclosed Switches And Circuit Breakers
262913	Enclosed Controllers
265100	Interior Lighting
265600	Exterior Lighting

#### **DIVISION 27 – COMMUNICATIONS**

270000	Communication Systems
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#### **DIVISION 28 - ELECTRONIC SAFETY AND SECURITY**

280000	Electronic Safety and Security
288000	Addressable Fire Alarm System

#### **DIVISION 31 - EARTHWORK**

311000	Site Clearing
312300	Excavation and Fill
312313	Subgrade Preparation
313719	Retaining Wall

#### **DIVISION 32 - EXTERIOR IMPROVEMENTS**

321123	Aggregate Base Courses
321200	Flexible Paving
321313	Concrete Walks, Medians and Driveways
321613	Concrete Curbs and Gutters

321723	Pavement Markings
323114	High-Security Chain Link Fencing
328400	Irrigation Systems
329200	Lawns And Grasses
329300	Landscaping
329500	Native Grasses And Forbs

**DIVISION 33 - UTILITIES**

330505	Trenching and Backfilling
330517	Adjust Miscellaneous Structures
331000	Water Utilities
333100	Sanitary Sewer Services
334000	Storm Drainage Utilities
334600	Subdrainage

END OF EXHIBIT 1

## EXHIBIT 2

# SHEET INDEX

SHEET NO.	SHEET NAME	11-17-2014 SITE PLAN REVIEW	11-19-2014 DESIGN DEVELOPMENT	01-07-2015 REVIEW SET	02-12-2015 CONST. DOCUMENTS
<b>GENERAL</b>					
G100	COVER SHEET				
G120	CODE SUMMARY AND CODE PLANS				
G130	SYMBOLS & ABBREVIATIONS				
G140	ACCESSIBILITY & MOUNTING HEIGHTS				
<b>CIVIL</b>					
C100	CERTIFICATE OF SURVEY AND TOPOGRAPHIC SURVEY				
C101	EXISTING CONDITIONS				
C102	REMOVAL AND DEMOLITION PLAN				
C103	CIVIL SITE PLAN				
C201	UTILITY PLAN				
C301	SITE GRADING PLAN				
C401	EROSION AND SEDIMENT CONTROL PLAN				
C402	STORM WATER POLLUTION PREVENTION PLAN				
C501	DETAILS				
C502	DETAILS				
C503	DETAILS				
<b>LANDSCAPE</b>					
L001	TREE PRESERVATION PLAN				
L100	LANDSCAPE PLAN				
L101	PLANTING PLAN				
L300	LANDSCAPE DETAILS				
<b>ARCHITECTURE</b>					
A010	SITE PLAN				
A101	FIRST FLOOR PLAN				
A102	MEZZANINE PLAN				
A103	ROOF PLAN				
A201	ENLARGED PLANS				
A301	FIRST FLOOR REFLECTED CEILING PLAN				
A302	MEZZANINE REFLECTED CEILING PLAN				
A401	ELEVATIONS				
A402	ELEVATIONS				
A501	BUILDING SECTIONS				
A551	WALL SECTIONS				
A552	WALL SECTIONS				
A553	WALL SECTIONS				
A600	CONSTRUCTION TYPES				
A630	EXTERIOR DETAILS				
A651	ROOF DETAILS				
A652	ROOF DETAILS				
A653	ROOF DETAILS				
A700	STAIR PLANS				
A701	STAIR SECTIONS				
A710	STAIR DETAILS				
A801	INTERIOR ELEVATIONS				
A802	INTERIOR ELEVATIONS				
A803	INTERIOR ELEVATIONS				
A821	INTERIOR DETAILS - MILLWORK				
A831	INTERIOR DETAILS				
A900	OPENING TYPES/ SCHEDULE				
A931	EXTERIOR OPENING DETAILS				
A932	EXTERIOR OPENING DETAILS				
A961	INTERIOR OPENING DETAILS				

SHEET NO.	SHEET NAME	11-17-2014 SITE PLAN REVIEW	11-19-2014 DESIGN DEVELOPMENT	01-07-2015 REVIEW SET	02-12-2015 CONST. DOCUMENTS
<b>INTERIORS</b>					
I150	ENLARGED FINISH PLANS				
I151	ENLARGED FINISH PLANS				
<b>STRUCTURAL</b>					
S001	STRUCTURAL COVERSHEET				
S002	SPECIAL INSPECTIONS				
S003	SCHEDULES				
S101	FOUNDATION PLAN				
S102	MEZZANINE PLAN				
S103	ROOF PLAN				
S104	APPARATUS BAY AND TOWER ROOF PLAN				
S201	FOUNDATION DETAILS				
S301	SECTIONS & DETAILS				
S305	ROOF DETAILS				
<b>MECHANICAL</b>					
M001	MECHANICAL COVERSHEET				
M101	FIRST FLOOR MECHANICAL PLAN				
M102	MEZZANINE MECHANICAL PLAN				
M401	ROOF MECHANICAL PLAN				
M551	MECHANICAL SECTIONS				
M701	MECHANICAL DETAILS				
M702	MECHANICAL DETAILS				
M801	MECHANICAL SCHEDULES				
<b>PLUMBING</b>					
P001	PLUMBING SYMBOLS, ABBREVIATIONS & NOTES				
P081	UNDERGROUND PLUMBING PLAN				
P101	FIRST FLOOR PLUMBING PLAN				
P102	MEZZANINE PLUMBING PLAN				
P401	ROOF PLUMBING PLAN				
P801	DOMESTIC SUPPLY WATER RISER DIAGRAMS				
P851	DOMESTIC WASTE & VENT RISER DIAGRAMS				
P871	NATURAL GAS RISER DIAGRAMS				
P701	PLUMBING DETAILS				
P702	PLUMBING DETAILS				
P801	PLUMBING SCHEDULES				
<b>MECHANICAL AND ELECTRICAL</b>					
ME801	MECHANICAL AND ELECTRICAL SCHEDULES				
<b>ELECTRICAL</b>					
E000	ELECTRICAL TITLE SHEET				
E010	ELECTRICAL SITE PLAN				
E101	ELECTRICAL FIRST FLOOR & HOSE TOWER LIGHTING PLAN				
E102	ELECTRICAL MEZZANINE LIGHTING PLAN				
E201	ELECTRICAL FIRST FLOOR & ENLARGED POWER PLAN				
E202	ELECTRICAL MEZZANINE POWER PLAN				
E203	ELECTRICAL ROOF POWER PLAN				
E301	ELECTRICAL FIRST FLOOR SYSTEMS PLAN				
E302	ELECTRICAL MEZZANINE SYSTEMS PLAN				
E400	ELECTRICAL RISER DIAGRAM				
E500	ELECTRICAL LUMINAIRE & MOTOR SCHEDULES				
E520	ELECTRICAL PANEL SCHEDULES				
E801	ELECTRICAL DETAILS				

END OF EXHIBIT 2