

**PROCUREMENT SOLICITATION DOCUMENT**  
**REQUEST FOR PROPOSALS (RFP)**  
**Facilities Managed Services & Solutions**  
**791 Purchasing Cooperative**

**A Cooperative Purchasing Program available for membership by  
Government and Other Entities in all fifty states.**

**AND**

**Lead Agency:**

**Region 15 Education Service Center**

**RFP #791-2020-03-004 Facilities Managed Services & Solutions**

**ADDENDUM #1**

**Issued: March 20, 2020**

**Submission Deadline: April 13, 2020 by 2 p.m.**

**Region 15 Education Service Center**

**ATTN: 791COOP**

**C/O: Ms. Charity Vasquez**

**612 South Irene Street**

**San Angelo, TX 76903**

**Questions: [admin@791Coop.org](mailto:admin@791Coop.org)**

**The solicitation documents may be found at <https://791COOP.ionwave.net>**

If a problem is encountered accessing the solicitation, please contact 791 COOPERATIVE at the address or phone listed above for help.

**NOTICE TO PROPOSER(S): ANY FURTHER INFORMATION OR AMENDMENTS TO THIS SOLICITATION SHALL BE POSTED ON THE 791COOP WEBSITE AT <http://www.791Coop.org>. AMENDMENTS SHALL NOT BE FAXED, EMAILED OR MAILED. IT IS THE PROPOSER(S)'S RESPONSIBILITY TO CHECK THE WEBSITE FOR ANY SOLICITATION CHANGES DURING THE RFP RESPONSE TIME.**

**This Solicitation is a Request for Proposals as permitted in the Texas Education Code Section 44.031**

NOTICE: The use of the terms Solicitation, Bid, Request for Proposals, RFP, Request for Proposals, RFP, or other specific terms may not be accurate in legal terminology and should be construed to mean the method of competitive procurement listed above with the legal citation of the source of the procurement method. Example: "This Solicitation is a Request for Proposals as permitted in the Texas Education Code Section 44.031".

## Summary of RFP Instructions

Below is summary of the important RFP deadlines and submittal instructions. More detailed information is provided in the following pages of this RFP:

1. Responses are due Friday April 13, 2020 by 2:00 pm central time.
2. Questions regarding this RFP will be accepted until 5:00 pm central time on April 3, 2020.
3. Responses are requested to be uploaded into ION Wave, an online system used by 791 Cooperative to collect and organize proposals. Paper proposals may still be submitted to:

Region 15 Education Service Center  
ATTN: 791COOP  
C/O: Ms. Charity Vasquez  
612 South Irene Street  
San Angelo, TX 76903

4. All Proposers must download and review the Vendor Agreement from ION Wave.
  - a. If Proposer accepts the terms and conditions as defined in the Vendor Agreement, you must submit a statement with your response stating you have no deviations or suggested changes to the Vendor Agreement.
  - b. If Proposer would like to suggest language changes to the Vendor Agreement, Proposer must upload a redlined version of the Vendor Agreement with their proposal into ION Wave. If no redlined version of the Vendor Agreement is submitted to 791COOP, 791COOP will assume Proposer has accepted all terms and conditions of the Vendor Agreement and 791COOP will not entertain suggested language changes at a later date.
5. Proposer must answer all questions contained in the PROPOSAL SCORING, EVALUATION AND RESPONDENT QUESTIONS Section of this RFP and upload to ION Wave e-bid system
6. Proposer must complete all forms and certifications that are provided as a part of this RFP. All certification forms must be downloaded from ION Wave.
7. Proposer must complete all forms contained in ION Wave.

### Definition:

**The proposer responding to this RFP may be referred to as, proposer, responder, respondent, vendor, company, firm or other similar moniker.**

# The General Information

## FINANCING OF 791 COOPERATIVE and Lead Agency Region 15 Education Service Center

### 791 COOPERATIVE Vendor Paid Fee

The total cost of the 791 PURCHASING COOPERATIVE program, is funded through an administration fee paid to 791 COOPERATIVE by the awarded contractors. The fee of **0.9%** is based on actual vendor project sales. Vendor will pay the fee on the actual invoiced and paid sales to 791 COOPERATIVE members. Fees are not assessed to vendors for shipping cost, required bond cost, or any taxes that may be applicable.

791 COOPERATIVE establishes a fee for each solicitation for proposals that is in the best interest of 791 COOPERATIVE and its members.

### Term of Agreement and Renewals

The initial term of the agreement is three (3) years. Awarded agreements may be extended for two (2) additional consecutive two-year terms if both parties agree. 791 COOPERATIVE may or may not exercise the one year extension beyond the base two year term and whether or not to offer the extension is at the sole discretion of 791 COOPERATIVE. THIS CLAUSE CONTROLS OVER ANY OTHER TERM IN ANY OTHER PART OF THIS SOLICITATION. 791 COOPERATIVE reserved the right to solicit proposals at any time it is in the best interest of 791 COOPERATIVE and/or its members.

### Termination for Cause

791 COOPERATIVE or the awarded vendor may terminate an award under this solicitation for cause. Either Party must provide the other Party with 30 days written notice to respond to the notice at the address provided in the response or as otherwise provided. Bankruptcy is cause for terminating this agreement. The Awarded vendor shall provide 791 COOPERATIVE with 90 days written notice in order to protect the interests of the 791 COOPERATIVE members that may be in negotiation.

### Vendor Questions

Questions about the specific SOLICITATION shall be submitted to [bids@791COOP.org](mailto:bids@791COOP.org) with the following in the subject line: "RFP # 791-2020-03-004 Facilities Managed Services and Solutions contractor question". Questions of a ministerial nature will be answered without an addendum, but questions of a substantive nature that are not addressed in the SOLICITATION or deemed relevant to the process by 791 COOPERATIVE will be addressed by properly posted addendum.

**QUESTIONS WILL BE RECEIVED UNTIL April 3, 2018 AT 5:00 PM Local Time.**

**NO Pre-Bid Meeting Scheduled**

**If a Pre-Bid meeting is scheduled, an addendum posted and a notification will be sent by the**

electronic bidding system to all known interested parties.

791 COOPERATIVE reserves the right to determine if a Pre-Bid Meeting is held.

ANTICIPATED SCHEDULE OF AWARD OR RELATED EVENT:

The anticipated schedule is as follows:

<b>RFP Issued</b>	<b>March 20, 2020</b>
<b>Pre-Proposal Conference</b>	<b>None</b>
<b>Inquiry Period Ends</b>	<b>April 3, 2020 at 5:00 pm (CDT)</b>
<b>Proposal Due Date</b>	<b>April 13, 2015 by 2:00pm (CDT)</b>
<b>Anticipated Award</b>	<b>April 27, 2020*</b>

**\*This date may be later or earlier, depending upon the number of proposals received.**

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791 COOPERATIVE agreements are available for use by all schools, colleges, universities, cities, counties and other government entities in all fifty states if permitted by the jurisdictions of the governmental entities.

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## **SPECIFICATIONS and PRICING FORMAT (EXCEL SPREADSHEET)**

Proposals on any reputable manufacturers regularly produced goods falling within the general categories solicited herein will be considered for award. If a name brand is mentioned, it is only to illustrate type and quality and is not intended to restrict competition. Any list included herein is inclusive and not exclusive. There may be other similarly used items that are sold by the responding vendors that may be included as part of the proposing vendor's "catalogue" now or during the life of the contract that are considered included in this RFP. Example: During the life of the contract, models change and new products come to market that are in the same category and are added to the vendor's "catalogue" and are available for purchase by users of the contract provided the catalogue discount or cost markup proposed is honored by the awarded vendor.

791COOP is soliciting proposals for vendors to provide goods items and services listed in the category title of this solicitation and otherwise contained herein. **The following is a list of included items meant to illustrate what we seek vendors to propose.** Since the list of items a vendor may carry is potentially very long, and items are removed and added to the market frequently, it may be more advantageous to propose a **minimum discount** off your catalogue for goods and services. You may offer different discounts for different brands or lines of goods if you choose.

**A zero discount off catalogue proposal is permitted, but** 791COOP encourage vendors to propose the best discount they feel is necessary to compete with other retailers to provide the greatest benefit to 791COOP members.

You may propose all goods as a line item list if you prefer but the PREFERRED proposal method is a minimum discount off catalogue prices. Line item proposal prices may only be increased by either the markup method or by application of the US Department of Labor (General (not industry specific) Consumer Price Index (CPI) percentage increase applied annually, so proposing the discount off catalogue price may provide easier price adjustments but ensures that they are applied fairly to all customers of the vendor because they are published for all customers to see.

**You may propose, both discount off a catalogue AND line item pricing for specific lists of items if you choose to.** Caution: Using the Markup method of pricing require the proposer to make available to 791COOP or its members proof of the cost of the item to the proposer to verify the markup is applied according to the terms of this solicitation ad resulting award.

You may stipulate different discounts off or markups on specific brands or lines of goods if you desire.

Types of items that may be included in your proposal would include, but not limited to, things

## Pricing Models

### Pricing for Line Items or Catalog

It is the intention of 791 COOPERATIVE to establish an agreement to furnish and/or deliver all goods and services provided by awarded vendors to its members. Proposers are requested to submit a proposal for offering their complete and total line of available products and services to governmental entities, including school districts.

If a name brand is mentioned in the specifications, proposals on any reputable manufacturer's regularly produced equipment of such items of a similar nature or similarly used and substantially equivalent will be considered.

The list or category of goods or services sought by this solicitation is inclusive and not exclusive. There may be other similarly used items that are sold by the responding vendors that may be included as part of the proposing vendor's "catalog" (defined below) now or during the life of the agreement that are considered included in this solicitation and subject to the minimum discount proposed. Pricing may also be exclusively line item pricing or, and recommended, in combination with a minimum catalog discount.

Example: During the life of the agreement, models change and new products come to market that are in the same category and are added to the vendor's "catalog" and are available for purchase by users of the agreement. If you fail to propose a minimum discount off your catalog, it may limit the ability to change pricing of catalog items and services during the life of the award.

**Definition of “catalog”**

"Catalog" means the available list of tangible personal property or services, in the most current listing, regardless of date, during the life of the contract that takes the form of a catalog, price list, schedule, shelf price or other form that:

- A. is regularly maintained by the manufacturer or vendor of an item; and
- B. is either published or otherwise available for inspection by a customer during the purchase process;
- C. to which the minimum discount proposed by the proposing vendor maybe applied.

Adding New or Replacement Goods Items during the Life of the Agreement Is easiest proposing a Minimum Discount off (PREFERRED MODEL) catalog prices for goods or a markup on vendor’s cost of a good item. **See pricing sheet.**

**Pay Careful Attention to This When Completing the Pricing spreadsheets.**

Adding New or Replacement Services During the Life of the Agreement Is easiest proposing a Discount off (PREFERRED MODEL) catalog prices for Services because there is no manufacturer or supplier’s price in which to apply a markup percentage. **See pricing sheet.**

**Pay Careful Attention to This When Completing the Pricing spreadsheet.**

**Explanation:**

**Markup on cost**

It is NOT recommended proposers use the Markup pricing method because many members are not allowed to use a bid with a markup pricing method, specifically when using Federal Grant Funds. Using this pricing method may limit the effectiveness of your award.

**If you choose to use the markup pricing method:**

When proposing a markup on cost model, the vendor shall be required to provide proof of actual cost to the vendor of the goods sold to verify pricing markup is properly and legally applied for the sale of the goods.

**NEW ITEMS:** 791 COOPERATIVE will allow the addition of new goods items to be added to the agreement when they become available to the market through the vendor under the discount off published pricing model or markup on cost model. You must stipulate a discount or markup on catalog price in the appropriate section of the pricing Excel sheet to be eligible for this option. You may stipulate discount off specific brands or lines of goods if you desire. Be thorough and concise. Any items added must be available to all customers, within legal or contractual limitations, if any. (Example: Apple products are not permitted to be sold to the education market without special agreement from Apple but may be sold to other government customers.)

**REPLACEMENT OF DISCONTINUED OR LIMITED AVAILABILITY ITEMS: When proposing a Line Item pricing model** - 791 COOPERATIVE will allow replacement items to the original list item if it is no longer manufactured or is available in limited quantities. Limited availability must be

documented by a letter from the manufacturer. Vendor may replace it with an item of like kind and quality and the price will remain the same as proposed, except if it is cheaper, vendor shall lower the price accordingly and if it is more expensive due to vendor's actual cost from the manufacturer, it will be priced and the same discount shall apply as the item it replaces. Vendor is required to prove the pricing if the cost is higher than the original core list price to customer.

**Note:** *If you propose a minimum Discount off catalog, you avoid this process since you are adding an item to your catalog and list price and the proposed minimum discount off catalog would apply to the new item.*

**Shipping cost:**

Pricing presented for goods offered should not include shipping costs from dealer to Member/Customer. If shipping is included in the price regardless of the situation, then you simply state no additional cost for shipping or delivery to any customer. Example if the truck includes deliver but parts do not, then be sure to specify the variations in your pricing. Shipping method is determined by the vendor and the Member/Customer at the time of the quote/purchase by the Member/Customer and satisfactory shipping methods and costs are agreed at that time. Shipping should be passed through at actual cost to the 791 COOPERATIVE Members.

## **SPECIFICATIONS and PRICING FORMAT (EXCEL SPREADSHEET)**

Proposals on any reputable manufacturers regularly produced goods falling within the general categories solicited herein will be considered for award. If a name brand is mentioned, it is only to illustrate type and quality and is not intended to restrict competition. Any list included herein is inclusive and not exclusive. There may be other similarly used items that are sold by the responding vendors that may be included as part of the proposing vendor's "catalog" (Defined above) now or during the life of the contract that are considered included in this RFP. Example: During the life of the contract, models change and new products come to market that are in the same category and are added to the vendor's "catalog" and are available for purchase by users of the contract provided the catalog discount or cost markup proposed is honored by the awarded vendor. 791 COOPERATIVE leaves it to the proposer to determine what goods or services that perform or serve this function and the proposer may list or include anything applicable.

**This solicitation is seeking providers for:**

Facilities Management Services and Solutions includes, but is not limited to, Full Service Facilities Management, Maintenance, Custodial, Janitorial, Grounds, Uniform Services and Management, and Facilities Management Software and Systems and Related Services.

Proposals by any reputable service provider for such services or services of a similar nature and

substantially equivalent will be considered. The list below is inclusive and not exclusive. There may be other similar services that are sold by the responding Vendors that may be included as part of the proposing Vendor's "service offering" now or during the life of the contract that are considered included in this RFP. Example: During the life of the contract, services change and new products come to market that are in the same category and are added to the Vendor's "service offering" and are available for purchase by users of the contract. Your published catalogue price for the new service or good will be applied to the discount you propose for the future pricing basis.

791 COOP is soliciting proposals for Vendors to provide Facilities Management Services and Solutions; inclusive of Full Service Facilities Management, Maintenance, Custodial, Janitorial, Grounds, Uniform Services and Management, and Facilities Management Software and Systems and Related Services. The following is a list of included services meant to illustrate what 791 COOP seek Vendors to propose. Since the list of services a Vendor may offer is variable, and services are removed and added to the market frequently, it may be more advantageous to propose a **minimum discount** off your published catalogue or specifically proposed base services and rates. You may offer different discounts for different services or lines of products and services if you choose. For instance, in different geographic areas your company may have different service offering and service rates available to 791 COOP members. Please explicitly define your company's services, rates and pricing matrix.

Examples of these services are Full Service Maintenance, Custodial and Grounds is defined as the Vendor operating as a separate entity using the 791 COOP member's facilities to operate and administer the contract in accordance with the contract agreement. At a level of quality acceptable to the 791 COOP member, services provided may include, **but not be limited to**:

- Plant Operation and Maintenance
- Custodial
- Grounds
- Scheduled and Non-scheduled Projects
- Kitchens
- Employee Relations
- Work Orders
- Audio-Visual Systems and Equipment Repair
- Preventive Maintenance
- Facility Improvement
- Facilities Management Services and Solutions

- Janitorial Services
- Custodial Services
- Facilities Maintenance and Operations Services
- Grounds Management
- Athletic Field and Athletic Facility Management
- Uniform Services
- Concession Operations
- Pest Control Management
- Parking Management
- Administrative and Management Services for the Facilities Services
- Value Added Services Related to Facilities Management
- Hiring, training, development, and retention of the Vendor staff, all of which shall be on the Vendor's payroll and covered by the Vendor's total fringe benefit program;
- Quality control;
- Operational and technical support;
- Financial management and reporting of departments covered by the contract;
- Transportation cost of all employees other than the agreed upon purchases of vehicle fleet; and
- Personnel, supplies, materials, inventories, insurance and technical support necessary for the performance of a FULL-SERVICE contract.

Proposer may propose any relevant services and with various components that may be included in typical contracts in this category.

- Note: Food Service Operations- It is anticipated that this solicitation will not comply with the procurement rules for the Federal Child Nutrition Programs, however the 791 COOP member is ultimately responsible for determining if the procurement through this solicitation is suitable for any specific funding source and the 791 COOP member's determination on applicability of this solicitation for their use is solely with the 791 COOP member's discretion.
- Food Service Operations purchases pursuant to this solicitation utilizing funding with other than Federal Child Nutrition Funds, is likely permissible under this solicitation.

A catalogue is defined here.

**"Catalogue"** means the available list of services, in the most current listing, regardless of date, during the life of the contract, which takes the form of a catalogue, price list, schedule, or other form that:

- A. is regularly provided by the service firm or Vendor of a service; And
- B. is either published or otherwise available for a customer during the purchase process;
- C. to which the minimum discount proposed by the proposing Vendor may be applied.

**A zero discount off catalogue proposal is permitted, but** 791 COOP encourage Vendors to propose the best discount they feel is necessary to compete with other retailers to provide the greatest benefit to 791 COOP members.

You may propose all services and goods as a line items list if you prefer but the PREFERRED proposal method is a minimum discount off published service rates.

#### **PRICING FORMAT (EXCEL SPREADSHEET)**

DO NOT PROPOSE "PRICE TO BE DETERMINED".

There is one (1) section in the Excel sheet provided in the solicitation documents, please complete all that are applicable to your proposal. The discount off catalogue price is the preferred method and please propose that method in addition to any other method you desire.

Example: If you are providing a line item pricing sheet AND a discount off the rest of your catalogue, be sure to provide both the line item prices on the list of items proposed and a minimum discount off the rest of your catalogue. If different sections of your catalogue have different minimum discounts, please note accordingly.

#### **IMPORTANT: PRICING FORMAT**

#### **PROPOSERS DO NOT HAVE TO USE THE EXCEL PRICING SHEET BUT-**

**Proposers may provide pricing in any format but all pricing MUST be firm and calculable at any time during the life of the award. EXAMPLE: If you propose to provide vacuuming service, you should price it in some unit of calculable measure, such as, vacuuming carpeted surfaces are \$xx per square foot per each time performed.** By pricing all your services in this manner, regardless of the number of time it is vacuumed each, day week, month or year, the price is calculable. You may provide additional prices for quantity or volume of each task. Or have a base price for the minimum quantity and show a discount percentage or rate for larger volumes of work. Each task the proposer is offering under this solicitation must be priced in a calculable manner such as this or other similar method.

## **CONTRACT PRICE ADJUSTMENT**

Commencing with the second annual period and continuing for each succeeding annual period thereafter, the contract price and installment payments of the contract price may be adjusted on an annual basis by a percentage equal to the annual percentage increase, if any, of the Employment Cost Index, <http://www.bls.gov/news.release/eci.toc.htm> during the contiguous twelve (12) month period immediately predating the first day of the current annual period. Adjustments may only be made annually at the anniversary of the awarded contract execution date. Should the applicable ECI decrease, the Contract Price shall not change from the previous annual period. Additionally, the initial pricing should be based on the Employment Cost Index in San Antonio, Texas for those positions. Pricing for other locations should be based upon the Employment Cost Index for those locations.

## **Additional Qualifications**

### **STAFFING/PERSONNEL**

All personnel shall be employees of the Vendor and shall be compensated directly by the Vendor. Vendor shall process the payroll for such employees with its own personnel unless otherwise approved by the 791 COOP member.

Background checks, including fingerprinting, shall be performed prior to hiring any applicant, or subcontractor and subcontractor employees. Vendor shall perform all criminal history record checks according to the 791 COOP Member applicable policies, laws and regulations.

Each party shall be solely responsible for all personnel actions regarding employees on its respective payroll. Each party shall withhold all applicable federal, state, and local employment taxes and payroll insurance with respect to its employees, insurance premiums, contributions to benefit and deferred compensation plans, licensing fees, and worker's compensation cost and shall file all required documents and forms. The Vendor shall indemnify, defend, and hold the 791 COOP member harmless from and against any claims, liabilities, and expenses related to or arising out of the Vendor's responsibilities set forth in the contract agreement.

If pricing is per hour, the Vendor will be required to provide a time recording system to accurately reflect the actual hours worked and made available to 791 COOP member officials as needed for periodic review.

The Vendor shall be responsible for adjusting staff hours to accommodate all school functions without receiving additional compensation.

## **GOVERNMENTAL REGULATIONS**

The Vendor will be familiar with and advise the 791 COOP member about federal, state and local regulations and laws concerning work place hazards and laws. These will include but not be limited to asbestos abatement, lead in drinking water, radon gas, PCB's, disposal of chemical wastes, training of employees to use hazardous chemicals, electrical, gas regulations/testing

regulations, accommodations for the handicapped, and fire and general safety. The Vendor must be responsible for, and show evidence of experience with, reports and submittals as required by federal, state and local governments.

## **TRAINING**

The Vendor shall supply classroom and on the-job training for managerial, supervisory, technical, clerical, skilled/craft and custodial supervisory personnel. A written list of types of programs along with the program content and employees attending the training is to be provided to the 791 COOP member on a semi-annual basis at the Joint Review Committee meeting.

## **EQUIPMENT/MATERIALS**

It is expected that the Vendor will provide all necessary equipment and supplies when contracting to provide services to a 791 COOP member, but the negotiated services agreement between the Vendor and the 791 COOP member may provide for other terms.

## **QUALITY OF SERVICE**

Vendor shall provide a quality of service described in the proposed agreement and the proposal should include provisions for quality control and evaluation and by the 791 COOP member and the Vendor.

Vendor should propose a method or list of possible methods of conflict resolution regarding their services with the 791 COOP member.

## **INSURANCE**

Vendor Insurance: Vendor shall obtain and keep in force during the term of the Agreement, WORKERS' COMPENSATION INSURANCE, in conformance with the state of Texas laws. Vendor shall obtain and keep in force during the term of this Agreement, Comprehensive General Bodily Injury and Property Damage Liability Insurance, with a combined single limit of not less than deemed by 791 COOP Member per occurrence including, but not limited to, Personal Injury Liability, Broad Form Property Damage Liability, Blanket Contractual Liability and Products Liability, covering the operations and activities of the Vendor under the agreement. 791 COOP member shall be named as additional insured.

## **AUDIT**

The Vendor must agree to an annual audit by an outside firm of the 791 COOP member's choosing. The scope of the audit shall be determined by the 791 COOP member and at the expense of the Vendor.

The successful Vendor must agree to provide to the auditor, 791 COOP member, the applicable Agency, the Comptroller General of the United States, or any other duly authorized governmental representatives access to any books, documents, papers, and records of the Vendor which are directly pertinent to that specific contract for the purpose of making audit, examination, excerpts,

and transcriptions.

## **VENDOR QUALIFICATIONS**

Each Vendor shall submit for consideration such record of work and further evidence as may be required by the 791 COOP member regarding experience, financial standing and assurance that they have, or will promptly provide suitable expertise, personnel, supplies and adequate inventories to satisfactorily complete the work specified. The qualification data shall include, but not be limited to, the following:

- The Vendor must be licensed to do business in the State of the 791 COOP Member.
- The Vendor must be presently operating a successful "management service" or "full service" maintenance program, which includes the employment by contract of a staff of full time employees, at locations within the United States of America.

## **PRICING FORMAT (EXCEL SPREADSHEET)**

DO NOT PROPOSE "PRICE TO BE DETERMINED".

*(Note: 791 COOPERATIVE must be able to verify customer quotes when requested by the 791 COOPERATIVE Members from the pricing submitted from this vendor proposal.)*

### **Value Added Pricing**

Value added services should be explained in detail. If bidder can offer greater quantities at lower pricing, these "value added" prices should be submitted in this section.

Proposal should list offerings to be considered as part of Technology Solutions Products and Services that can be provided by the vendor. Servicing of equipment, installation of equipment, rental of equipment, repair of equipment or any related service to support equipment may be included in this proposal.

A discount off list price pricing model is ideal as list prices change over the life of the awarded agreement. Possible pricing models are discussed in this document. Any other goods and services that are logically related to this general category maybe included. 791 COOPERATIVE reserves the sole right to determine whether or not proposed goods or services are logically related to this general category.

### **Additional Services:**

Bidder should list in the Pricing Sheet excel spreadsheet all related services, installation, repair, maintenance, and hourly fee or other defined unit cost according to category offered on this contract. Offering must be related to this category. No inappropriate offerings will be considered.

The Vendor shall furnish all necessary labor, materials, tools, supplies, equipment, transportation, supervision, management and shall perform all operations necessary and required for services. All work shall be performed in accordance with the requirements set forth in the resulting contract and each

mutually agreed upon work request or purchase order issued by 791 COOPERATIVE participating members.

**NOTHING IN THIS SOLICITATION IS REQUESTING SERVICES THAT ARE CONSIDERED A PUBLIC WORK/CONSTRUCTION.**

Pricing Sheet must be downloaded from the “Attachments” section, completed and uploaded to the “Response Attachments” PRICING sections.

Since the list of items a vendor may carry is potentially very long, and items are removed and added to the market frequently, it may be more advantageous to propose a **minimum discount** off your catalog for goods and services. You may offer different discounts for different brands or lines or services of goods if you choose.

**A zero discount off catalog proposal is permitted, but 791 COOPERATIVE encourage vendors to propose the best discount they feel is necessary to compete with other retailers to provide the greatest benefit to 791 COOPERATIVE members.**

Please propose a minimum discount off catalog for all non-line items proposed so you will be covered when future items are available in you catalog. By doing this, the pricing is a ceiling and not a floor. You may always lower your price or increase your minimum discount percentage to be more competitive in a particular situation

You may propose all goods as a line item list if you prefer but the PREFERRED proposal method is a minimum discount off catalog prices. Line item proposal prices may only be increased by the markup method or by application of the US Department of Labor (General (not industry specific) Consumer Price Index (CPI) percentage increase applied annually, so proposing the discount off catalog price may provide easier price adjustments but ensures that they are applied fairly to all customers of the vendor because they are published for all customers to see. **You may propose, both discount off a catalog AND line item pricing for specific lists of items if you choose to.**

**Caution:** Using the Markup method of pricing may exclude some members when using Federal funds as Federal regulations prohibit this type of pricing and some local regulations prohibit this type of pricing and it always requires the proposer to make available to 791 COOPERATIVE or its members proof of the cost of the item to the proposer to verify the markup is applied according to the terms of this solicitation ad resulting award.

You may stipulate different discounts off on specific brands or lines of goods if you desire.

**PRICING FORMAT (EXCEL SPREADSHEETS 1 and 2)**

**DO NOT PROPOSE “PRICE TO BE DETERMINED” or “ON REQUEST”. This method is not lawful to award by 791 COOPERATIVE.**

**Pricing Sheet excel sheet**

There are three (3) sections in the Excel sheet #1, Section A, B, and C provided in the solicitation

documents, please complete all that are applicable to your proposal. **The discount off catalog price is the preferred method and please proposes that method in addition to any other method you desire to cover future item or service availability.**

Example: IF you are providing a line item pricing sheet AND a discount off the rest of your catalog, be sure to provide both the line item prices on the list of items proposed and a minimum discount off the rest of your catalog. If different sections of your catalog have different minimum discounts, please note accordingly.

#### **Additional Pricing for Pricing Sheet excel sheet**

List any other services, maintenance agreements, mileage fees, maximum travel costs, etc. with line item pricing for year One and maximum percentage increase in pricing for years Two and Three of the awarded contract AND/OR discount off Catalog price as defined above if services are routinely listed in your catalog and priced therein.

Vendor may provide additional pricing in another format.

**ALL PRICING SHALL BE FIRM AND CALCULABLE AT THE TIME OF SALE DURING THE LIFE OF THE CONTRACT AND MUST CONFORM AND COMPLY WITH THE VENDOR'S PROPOSED PRICING MODEL IN RESPONSE TO THE ORIGINAL SOLICITATION. DO NOT PROPOSE "PRICE TO BE DETERMINED". If you have question on this process, call 791 COOPERATIVE for clarification.**

**Example: Proposed catalog, web or store price for an item is \$20.00 each and your proposed minimum discount is 5%, then the price is firm and calculable as \$18.00.**

Please provide any explanatory information on your pricing proposal you believe is necessary to fully inform 791 COOPERATIVE of your intent.

#### **Service Incidental to the Sale of Goods**

Many times, the sale of goods may be accompanied by the installation or set up of said goods. Proposers may submit pricing for the services in the Pricing Sheet spreadsheet or in an attachment.

**Any and All SERVICES may be proposed, but must be priced either as a line item or as a discount off the published Catalog price for said services. You may provide a catalog of services or a link to the available services or you may create a 791 COOPERATIVE-specific Catalog list of services with applicable pricing. Please specify or illustrate your chosen method.**

**If LINE ITEM GOODS pricing, and during the life of the award, prices may be increased only commensurate, dollar for dollar as your cost for the item increases. To increase the price of a line item prices good, vendor must submit proof from the manufacturer or distributor that the pricing has increased and by how much.**

**NOTE: FAILURE TO PROPOSE SERVICES SHALL EXCLUDE THEM FROM YOUR OFFERING THROUGH THIS AWARD SO, PLEASE INCLUDE THEM IN SOME CALCULABLE WAY. YOU MAY PROVIDE A**

**PERCENTAGE DISCOUNT OFF POSTED PRICES OR CATALOG PRICES FOR THE LOCATION OF THE STORE OR IN SOME SPECIFIC MANNER THAT FITS YOUR BUSINESS MODEL.**

**When using line item pricing, vendor should provide on pricing template 2 a maximum price increase percentage for annually for renewal years. Complete all excel pricing forms.**

# PROPOSAL SCORING AND EVALUATION

A qualified evaluation committee will evaluate and score all proposals. Recommendations for award will be made to the Region 15 Education Service Center Board of Directors. Awards will be granted or denied at the monthly stated meeting of the Region 15 ESC Board of Directors. 791 COOPERATIVE will base a recommendation for award on several factors mandated by the Texas Education Code section 44.031. The factors which will be considered and weighted points in each area as follows (100 total points):

791 COOPERATIVE shall use a final overall scoring system to include consideration for competitive pricing, best value price and cost evaluation. 791 COOPERATIVE reserves the right to assign any number of point awards or penalties it considers warranted if an offeror stipulates exceptions, exclusions, or limitations of liabilities. Strong consideration will be given to the best value price as it relates to the products and services. However, price is ultimately only one of the factors taken into consideration in the evaluation and award. 791 COOPERATIVE shall reserve the right to reject any or all proposals or any part of any proposal.

The following evaluation criteria are mandated for consideration by *Texas Education Code §44.031 (b)*.

1. Purchase Price: **(33) point weight**. Per prices quoted as related to information within the request for proposals and the discount off MSRP or other published list pricing or stated prices of goods.
2. The reputation of the vendor and of the vendor's goods or services; **(3) point weight**. References and 791 COOPERATIVE staff knowledge and any other available information known to 791 COOPERATIVE may be used to score this criterion.
3. The quality of the vendor's goods or services; **(32) point weight**. References and 791 COOPERATIVE staff knowledge and any other available information known or available through the RFP or otherwise to 791 COOPERATIVE may be used to score this criterion.
4. The total long-term cost to 791 COOPERATIVE and its members to acquire the vendor's goods or services; **(0) point weight**. Same as 1 above as there is no objective long term cost on this type of award.
5. Extent to which the Goods or Services meet the Needs: **(32) point weight**. 791 COOPERATIVE evaluators will determine if the proposal provides value to 791 COOPERATIVE members and if the goods and/or services offered by the proposer meets the needs outlined in the solicitation.
6. Vendor's Past Relationship: **(0) point weight** –New Contract and no past relationships.
7. Impact on the Ability of the District to Comply with Laws and Rules Relating to Historically Underutilized Businesses: **(0) point weight** – There are no Texas laws that apply to this

procurement but since federal funds are anticipated to be utilized during the life of this contract, the proposer should agree to abide by the federal regulations in the forms contained in this SOLICITATION document related to underutilized businesses in its subcontracting practices. This factor has been considered and due to the foregoing, no points will be assigned. NOTE: Failure to agree to comply with the federal regulations in the forms herein shall make use of federal funds to purchase the goods or services proposed unallowable.

8. Residency: **(0) point weight** –for a contract for goods and services, ***other than goods and services related to telecommunications and information services, building construction and maintenance, or instructional materials***, whether the vendor or the vendor's ultimate parent company or majority owner:

- (A) has its principal place of business in this state; or
- (B) employs at least 500 persons in this state

Federal funds may be utilized by ESC Region 15 or 791 COOPERATIVE member entities during the life of this contract, and residency is a prohibited criterion under federal regulation, it has been considered and assigned a **weight of 0 points**.

**PROPOSERS FALLING BELOW AN 80-point THRESHOLD WILL NOT BE CONSIDERED FOR AN AWARD.**

## About 791 COOPERATIVE

It is the purpose of this SOLICITATION to establish awarded vendor agreements to satisfy the procurement needs of participating member entities in this particular commodity category. These awarded agreements will enable member entities to purchase on an “as needed” basis from competitively awarded agreements with high performance vendors. Proposers are requested to submit a proposal for offering their line of available products that are commonly purchased by government agencies, cities, counties and educational entities.

- Awards will be made to the successful proposer(s) for the products and/or services. (Unless proposer has submitted inappropriate items for the commodity category. Those items will not be awarded. Example: a software company may not propose to perform construction work)
- 791 COOPERATIVE reserves the right to award multiple vendors for each solicitation.
- This proposal is requested for the benefit of the current list of members and other new members as they execute 791 COOPERATIVE membership Agreements in the future.
- 791 COOPERATIVE reserves the right to extend the proposal deadline for any reason.
- 791 COOPERATIVE reserves the right to make changes to this Solicitation by way of one or more posted addenda.

### Benefits of 791 COOPERATIVE

- Provide government entities opportunities for greater efficiency and economy in acquiring goods and services through competitively procured vendor agreements.
- Provide comprehensive purchasing practices according the Laws of the State of Texas and Federal Regulation 2 CFR part 200, when appropriate, and is designed to result in competitive agreements that meet a wide variety of needs.
- Provide competitively priced purchasing options for multiple government entities that yields economic benefits usually unobtainable by the individual entity.
- Provide quick and efficient delivery of goods and services by entering into pricing agreements with “high performance” vendors.
- Equalized purchasing power for smaller entities.
- Maintain credibility and confidence in business procedures by maintaining free, full and open competition for purchases and by complying with purchasing laws and ethical business practices.
- Provide document retention for competitive procurement process for all 791

## COOPERATIVE Awarded Agreements.

### Customer Service

- 791 COOPERATIVE staff is available to members for assistance in viewing/contacting awarded vendors for categories to make purchases and agreement decisions.
- 791 COOPERATIVE provides a way for government entities to avoid the time and expense of seeking competition for purchases on an agency-by-agency basis.
- 791 COOPERATIVE enables vendors to become more efficient and competitive by reducing the number of proposals that require responses to be made to individual entities.

### Purchasing Procedures

- Agreements are established through free, full and open competition as described by the laws of the State of Texas and are available for piggy-back by other government entities anywhere in the United States, subject to each entity's jurisdictional law and regulation. Purchase orders or equivalent are issued by participating governmental entities directly to the Vendor or vendor assigned dealer. Purchase orders or equivalent are usually sent to the 791 COOPERATIVE offices where they are reviewed by the 791 COOPERATIVE staff and forwarded to the Vendor within one working day. In some instances, the entity may send the purchase orders or equivalent directly to the vendor and report the purchase to 791 COOPERATIVE.
- **NOTE: It is always the vendor's responsibility under the 791 COOPERATIVE agreements to report all sales under the agreement to 791 COOPERATIVE.**
- Vendors deliver goods/services directly to the participating member agency and then invoice the participating member agency. The Vendor receives payment directly from the participating member agency.

### Notice of Confidentiality of Proposed Information

The proposal submitted and all information therein is available to 791 COOPERATIVE members. Also, according to the Texas Public Information Act, any documents or information held by 791 COOPERATIVE "may" be public information. In the documents for the proposer to complete is a declaration form entitled "CONFIDENTIAL INFORMATION SUBMITTED IN RESPONSE TO COMPETITIVE PROCUREMENT REQUESTS OF EDUCATION SERVICE CENTER REGION 15 AND 791 COOPERATIVE IS GOVERNED

BY TEXAS GOVERNMENT CODE, CHAPTER 552" that must be completed by the proposer that designates specified pages as confidential or waives confidentiality of the entire proposal.

## Proposal Instructions

1. Electronically sealed proposals are the preferred and most accurate method and is highly encouraged through our online procurement software, ION Wave.
2. Proposals may be amended by the proposer on the electronic site at any time prior to the due date and time. ION wave permits you to withdraw and resubmit your proposal.
3. If an addendum is posted, you are required to login to the ION Wave bidding software and address the addendum. No addendum will be issued within five calendar days of the opening unless it is to extend the opening or address a non-substantive issue. Legal holidays not counted as calendar days are New Year's Day, Martin Luther King Day, Easter, Memorial Day, July 4<sup>th</sup>, Labor Day, Thanksgiving, Christmas.
4. Proposals may be submitted on any or all sections, related to the category, unless stated otherwise. 791 COOPERATIVE reserves the right to reject any or all proposals and to accept any proposal(s) deemed advantageous to the 791 COOPERATIVE members and to waive any informality in the proposal process.
5. Deviations to any Terms, Conditions and/or Specifications shall be clearly noted in writing by the contractor and shall be included with the proposal. There are forms that you must respond to in order to submit a proposal and you must list all deviations to this solicitations.
6. Withdrawal of proposals will not be allowed for a period of 90 days following the opening unless approved by 791 COOPERATIVE.
7. Addenda, if required, will be issued by 791 COOPERATIVE by email to the proposer's designated contact to all those vendors known to have reviewed the SOLICITATION documents through our electronic bidding software, ION Wave.

### **PROPOSAL FORMAT - PROPOSERS PAY CLOSE ATTENTION TO DETAILS LISTED.**

791 COOPERATIVE reserves the right to waive any informality and/or reject any or all proposals.

All responses should be direct, concise, complete, and unambiguous. With regard to those items that cannot be answered in the affirmative, clearly explain the precise portion to which you disagree and why you disagree. Proposers must propose pricing that is calculable based on the prices presented or discounts proposed as they relate to a published price of the goods or services. Published prices are prices that are provided by a catalog, website, shelf, price list accessible to 791 COOPERATIVE and its members at any time during the term of an awarded agreement with the vendor or specifically proposed. Other methods of publishing prices will be considered if proposed but must be calculable.

**Felony Conviction Notice (Required in Texas) -Notification of Criminal History** "A person or business entity that enters into an agreement with a school district must give advance notice to the district if the person or an owner or operator of the business entity has been convicted of a

felony. The notice must include a general description of the conduct resulting in the conviction of a felony. A school district may terminate an agreement with a person or business entity if the district determines that the person or business entity failed to give notice as required or misrepresented the conduct resulting in the conviction. The district must compensate the person or business entity for services performed before the termination of the agreement.” This notice is not required of a publicly held corporation. Texas Education Code § 44.034. See FELONY CONVICTION NOTICE document on the “Attachments” tab. Felony conviction notice document must be uploaded to the “Response Attachments” FELONY CONVICTION NOTICE section.

### **References**

The proposal response should contain a minimum of Three (3) references of customers you have served that would be considered eligible for membership in 791 COOPERATIVE (i.e. K-12 School Districts, College/Universities, and/or City/County Government Entities, Water or Fire Districts, etc.). In addition to the name of the entity, a contact name, email and phone number shall be included. The references document must be downloaded from the “Attachments” section, completed and uploaded to the “Response Attachments” REFERENCES section.

### **Resellers/Dealers**

Vendors with Resellers/Dealers must provide the Resellers/Dealers document from the “Attachments” section, complete and uploaded to the “Response Attachments” RESELLERS/DEALERS section.

### **Vendor Certifications**

Vendor certifications should include applicable D/M/WBE, HUB and manufacturer certifications for sales and service (if applicable). Certificates must be scanned and uploaded to the “Response Attachments” D/M/WBE, HUB and/or ALL OTHER CERTIFICATES section. Whether or not you are a D/M/WBE, HUB or similar business will have no bearing on the evaluation score, but provides our members the information if it is part of their entities’ policies.

There is a form that relates to all vendors that is required by Federal Regulation when federal funds are expended by a member. Vendors should complete all requested forms agreeing to comply with regulations.

### **Vendor Agreement**

Vendor Agreement must be downloaded from the “Attachments” section, completed and uploaded to the “Response Attachments” VENDOR AGREEMENT section. If proposer has deviations to the agreement language to negotiate with 791 COOPERATIVE, the vendor must list them and submit with their proposal submission.

### **Agreement Signature Form**

Agreement Signature Form must be downloaded from the “Attachments” section, completed, signed, scanned and uploaded to the “Response Attachments” AGREEMENT SIGNATURE FORM section. If proposer has deviations to the agreement language to negotiate with 791 COOPERATIVE, the agreement signature page may be submitted unsigned until all terms and

conditions are agreed.

**Warranty (If applicable)**

Warranty documentation should be scanned and uploaded to the “Response Attachments” WARRANTY section.

**Protest Procedure**

If a contractor/proposer (contractor) desires to protest a process or decision by 791 COOPERATIVE, the contractor must follow the process used by Region 15 ESC.

**Supplementary Catalogs and Information (If applicable)**

Supplementary Catalogs and Information documentation should be scanned and uploaded to the “Response Attachments” SUPPLEMENTARY section. You may provide a link to catalogs or pricing that is published for all customers to see when shopping for your goods or services.

Links to catalog pricing must be kept current during the term of the awarded agreement. It is the intent of 791 COOPERATIVE to award a manufacturer’s complete line of products, when possible.

**LIMITATIONS OF THE SOLICITATION AND THE USE OF AWARDED AGREEMENTS BY MEMBERS**

**Depending on different entities’ and jurisdictions’ laws and regulations, members may be prohibited from participating in one or more of the 791 COOPERATIVE agreements. 791 COOPERATIVE has no control over those legal restrictions and does not warrant that a member entity will be able to utilize a 791 COOPERATIVE awarded agreement.**

## Terms and Conditions

- 1. Exclusivity**- Any award under this solicitation is not exclusive and 791 COOPERATIVE reserves the right to multi award or not award. 791 COOPERATIVE reserves the right to solicit same or similar categories again for additional awards during the life of an existing agreement with one or more awarded vendors of another solicitation, if 791 COOPERATIVE decides it is in the best interest of our members.
- 2. Confidentiality of Proposal** - If you believe part of your proposal is confidential and not subject to sunshine laws such as the Public Information Act, there is a form to complete to make such a declaration. Read it carefully.
- 3. Best and Final Offer** – There will be NO best and final offer; your proposal will be your final offer for solicitation competition purposes. Vendor may lower prices at any time during agreement period. See pricing section.
- 4. Non-Responsive Proposals:** All proposals will be reviewed for responsiveness to the material requirements of the solicitation. A proposal that is not materially responsive shall not be eligible for further consideration for award of the agreement. There may be required specifications for this proposal and desired and other specifications. IF YOUR PROPOSAL FAILS TO MEET ANY OF THE DESIGNATED **REQUIRED** SPECIFICATIONS, YOUR PROPOSAL SHALL BE DEEMED NON-RESPONSIVE AND WILL NOT BE EVALUATED FURTHER OR CONSIDERED FOR AWARD.
- 5. Deviations and Exceptions:** Deviations or exceptions stipulated as non-negotiable in the response by the proposer may result in disqualification if they are not acceptable to 791 COOPERATIVE.
- 6. Equal Pricing** – Pricing proposed shall be provided to any 791 COOPERATIVE member and regardless of the quantity of product or service purchased from the awarded vendor. Pricing may always be lowered by the vendor if circumstances permit to provide better value to 791 COOPERATIVE members and for the vendor to be more competitive in that particular circumstance of sales opportunity. If prices are lowered in a specific circumstance, the same lowered pricing must be offered to all 791 COOPERATIVE members if the quantities, timing and all other circumstances are identical.
- 7. Estimated Quantities:** Because 791 COOPERATIVE cannot accurately anticipate which members will utilize the awarded agreements due to the thousands of members and the different government entity types, 791 COOPERATIVE makes no guarantee or commitment of any kind concerning quantities or usage of agreements resulting from this solicitation. This information, if provided, is provided solely as an aid to vendors in preparing proposals only. The successful Vendor(s) discount and pricing schedule shall apply regardless of the total cumulative volume of business under the agreement.

8. **Conditions of Agreement** - The terms and conditions of this solicitation shall control in the order that best serves the 791 COOPERATIVE member needs and deciding the controlling order is at the sole discretion of 791 COOPERATIVE. The terms and conditions of this solicitation shall be incorporated by reference in a resulting agreement unless expressly agreed otherwise by the parties in writing.
9. **Name brands** – If name brands are required to be priced but other products of equal or similar type and quality may also be represented in the pricing and will be considered. 791 COOPERATIVE want pricing either in a fixed price or a discount off published or available to 791 COOPERATIVE Member catalog price or both if applicable to your proposal. A “catalog” is defined above and includes pricing of goods and /or services.
10. **Evaluation** – 791 COOPERATIVE will evaluate the best value by rating the proposals submitted by the vendors. The point score received will be the weighted score which will be used to determine awarded vendors. See Evaluation criteria sheet with applicable point weights in this document. If applicable, extensions of unit prices shown will be subject to verification by the district. In case of variation between the unit price and the extension, the unit price will be considered to be the proposal.
11. **LIMITATION OF LIABILITY – Waiver:** BY SUBMITTING A PROPOSAL, OFFERER EXPRESSLY AGREES TO WAIVE ANY CLAIM IT HAS OR MAY HAVE AGAINST BOTH 791 PURCHASING COOPERATIVE REGION 15 EDUCATION SERVICE CENTER, ITS DIRECTORS, OFFICERS, ITS TRUSTEES, OR AGENTS ARISING OUT OF OR IN CONNECTION WITH (1) THE ADMINISTRATION, EVALUATION, RECOMMENDATION OF ANY PROPOSAL; (2) ANY REQUIREMENTS UNDER THE SOLICITATION, PROPOSAL PACKAGE, OR RELATED DOCUMENTS; (3) THE REJECTION OF ANY PROPOSAL OR ANY PART OF ANY PROPOSAL; AND/OR (4) THE AWARD OF AN AGREEMENT, IF ANY. NEITHER REGION 15 ESC NOR 791 COOPERATIVE SHALL BE RESPONSIBLE OR LIABLE FOR ANY COSTS INCURRED BY PROPOSERS OR THE SELECTED CONTRACTOR IN CONNECTION WITH RESPONDING TO THE SOLICITATION, PREPARING FOR ORAL PRESENTATIONS, PREPARING AND SUBMITTING A PROPOSAL, ENTERING OR NEGOTIATING THE TERMS OF AN AGREEMENT, OR ANY OTHER EXPENSES INCURRED BY A PROPOSER. THE PROPOSER OR SELECTED CONTRACTOR IS WHOLLY RESPONSIBLE FOR ANY SUCH COSTS AND EXPENSES AND SHALL NOT BE REIMBURSED IN ANY MANNER BY REGION 15 ESC OR 791 COOPERATIVE.
12. **RESERVATION OF RIGHTS** - 791 COOPERATIVE expressly reserves the right to:
  - a) Reject or cancel any or all proposals;
  - b) Waive any defect, irregularity or informality in any proposal or SOLICITATION procedure provided the waiver is equally applied to all Offerors and an Offeror is not prejudiced by the waiver as compared to other Offerors;

- c) Waive as an informality, minor deviations from specifications for goods or services at a lower price than other proposals meeting all aspects of the specifications if it is determined that total cost is lower and the overall function is not impaired;
  - d) Reissue a SOLICITATION;
  - e) Consider and accept an alternate proposal as provided herein when most advantageous to 791 COOPERATIVE and its members;
  - f) 791 COOPERATIVE has the right to terminate the agreement for cause or no cause for convenience with a thirty-day written notice, unless otherwise agreed in writing in an executed agreement between the parties;
  - g) This is not an exclusive award and no guaranteed volumes of purchases are guaranteed. 791 COOPERATIVE and its members reserve the right to procure any items or services by other means at the sole discretion of 791 COOPERATIVE or its members.
- 13) Supplemental agreements** - The 791 PURCHASING COOPERATIVE Member entity participating in the 791 PURCHASING COOPERATIVE Agreement and awarded vendor may enter into a separate supplemental agreement or contract to further define the level of service requirements over and above the minimum defined in this Agreement i.e. invoice requirements, ordering requirements, specialized delivery, etc. Any supplemental agreement or contract developed as a result of this Agreement is exclusively between the participating entity and awarded vendor. 791 PURCHASING COOPERATIVE, its agents, 791 PURCHASING COOPERATIVE Members and employees shall not be made party to any claim for breach of such agreement unless named and agreed by the Party in question in writing in the agreement. If a vendor submitting a Proposal requires 791 PURCHASING COOPERATIVE and/or 791 PURCHASING COOPERATIVE Member to sign an additional agreement, those agreements shall comply with the award made by 791 PURCHASING COOPERATIVE to the Vendor. Supplemental Vendor's Agreement documents may not become part of 791 PURCHASING COOPERATIVE's Agreement with vendor unless and until an authorized representative of 791 PURCHASING COOPERATIVE reviews and approves it. 791 PURCHASING COOPERATIVE permits 791 PURCHASING COOPERATIVE Members to negotiate additional terms and conditions with the Vendor for the provision of goods or services under the Vendor's 791 PURCHASING COOPERATIVE Agreement.
- 14) Survival Clause** - All applicable agreements, contracts, software license agreements, warranties or service agreements that were entered into between Vendor and 791 PURCHASING COOPERATIVE or the 791 PURCHASING COOPERATIVE Member Customer under the terms and conditions of this Agreement shall survive the expiration or termination of this Agreement. All Orders, Purchase Orders issued or contracts executed by 791 PURCHASING COOPERATIVE or a 791 PURCHASING COOPERATIVE Member and accepted by the Vendor prior to the expiration or termination of this agreement, shall survive expiration or termination of the Agreement, subject to previously agreed terms and conditions agreed by the parties or as otherwise specified herein relating to termination of this agreement.

- 15) **Smoking** - Persons working under Agreement shall adhere to the 791 PURCHASING COOPERATIVE Member's or local smoking statutes, codes or policies.
- 16) **Novation** -If awarded vendor sells or transfers all assets or the entire portion of the assets used to perform this Agreement, a successor in interest must guarantee to perform all obligations under this Agreement. A simple change of name agreement will not change the Agreement obligations of awarded vendor.
- 17) **Licenses** - Awarded vendor shall maintain in current status all federal, state and local licenses, bonds and permits required for the operation of the business conducted by awarded vendor. Awarded vendor shall remain fully informed of and in compliance with all ordinances and regulations pertaining to the lawful provision of goods or services under the Agreement. 791 PURCHASING COOPERATIVE and TIS Members reserves the right to stop work and/or cancel Agreement of any awarded vendor whose license(s) expire, lapse, are suspended or terminated subject to a 30-day cure period unless prohibited by applicable statute or regulation.
- 18) **791 PURCHASING COOPERATIVE Member Purchasing Procedures** - Purchase orders or their equal are issued by participating 791 PURCHASING COOPERATIVE Member to the awarded vendor and should indicate on the order that the purchase is per the applicable 791 PURCHASING COOPERATIVE Agreement number. Orders are typically emailed to 791 PURCHASING COOPERATIVE at [admin@791COOP.org](mailto:admin@791COOP.org)
- Awarded vendor delivers goods/services directly to the participating member.
  - Awarded vendor invoices the participating 791 PURCHASING COOPERATIVE Member directly.
  - Awarded vendor receives payment directly from the participating member.
  - Awarded vendor reports sales monthly to 791 PURCHASING COOPERATIVE (unless prior arrangements have been made with 791 PURCHASING COOPERATIVE for an alternative submission schedule).
- 19) **Incorporation of Solicitation** - The 791 Purchasing Cooperative Solicitation, whether a Request for Proposals, the Request for Competitive Sealed Proposals or Request for Qualifications solicitation, or other, the Vendor's response to same and all associated documents and forms made part of the solicitation process, including any addenda, that resulted in the execution of this agreement are hereby incorporated by reference into this agreement as if copied verbatim.