# CITY OF FRANKLIN, TENNESSEE
# PROCUREMENT AGREEMENT

**(City of Franklin Contract No. 20____-_____)**

THIS PROCUREMENT AGREEMENT ("AGREEMENT") is by and between the City of Franklin, Tennessee ("CITY"), and _____ ("VENDOR"), who mutually agree as follows:

1. CITY issued (a) on September 15, 2016 Purchasing Office Solicitation No. 2017-003, a procurement solicitation for bids for after-market up-fitting of a minimum of fifteen (15) police vehicles, and (b) on ____ __, 20__ Addendum No. _ to Purchasing Office Solicitation No. 2017-003 (collectively, "SOLICITATION").

2. In response to CITY's SOLICITATION, VENDOR submitted a bid dated _____ __, 20__ ("SUBMITTAL"), a copy of excerpts from which is attached hereto as Attachment No. 1 and hereby incorporated by reference as if fully set forth herein.

3. VENDOR included in SUBMITTAL CITY's Standard Procurement Terms and Conditions with VENDOR's contact information inserted ("CITY'S TERMS"), a copy of which is attached hereto as Attachment No. 2 and hereby incorporated by reference as if fully set forth herein.

4. VENDOR has now also submitted a/{number} Certificate(s) of Insurance ("CERTIFICATE(S) OF INSURANCE"), a copy/copies of which is/are attached hereto as Attachment No. 3 and hereby incorporated by reference as if fully set forth herein, that meet or exceed CITY's Insurance Requirements as specified in SOLICITATION.

5. If and when insurance coverage documented by CERTIFICATE(S) OF INSURANCE referenced above expires before the expiration of any specified term of award, including any extensions thereto, or the supply, delivery and acceptance of the ordered products and/or services, pursuant to this AGREEMENT, then VENDOR shall immediately suspend work or supply and delivery unless and until it provides one or more unexpired replacement certificates of insurance that indicates the new date(s) of insurance coverage expiration and that meets or exceeds CITY's Insurance Requirements as specified in SOLICITATION.

6. In the event that insurance coverage documented by CERTIFICATE(S) OF INSURANCE referenced above is materially modified or canceled before the expiration of any specified term of award, including any extensions thereto, or the supply, delivery and acceptance of the ordered products and/or services, pursuant to this AGREEMENT, then VENDOR shall, immediately upon learning of any such material modification or cancelation, suspend work or supply and delivery and shall, within three (3) calendar days of such learning, notify CITY of any such material modification or cancelation.

7. VENDOR agrees to impose CITY's insurance requirements upon any subcontractors it utilizes for this procurement. Use of any particular subcontractor for this procurement shall have been approved by CITY in advance of that subcontractor commencing work for this procurement.

SAMPLE

8. VENDOR has now also submitted CITY's Indemnification Agreement, executed for VENDOR ("INDEMNIFICATION AGREEMENT"), a copy of which is attached hereto as Attachment No. 4 and hereby incorporated by reference as if fully set forth herein.

[OR]

9. VENDOR included in SUBMITTAL CITY's Indemnification Agreement, executed for VENDOR ("INDEMNIFICATION AGREEMENT"), a copy of which is attached hereto as Attachment No. 4 and hereby incorporated by reference as if fully set forth herein.

10. CITY awarded on _____ __, 20__ to VENDOR the purchase of after-market up-fitting of a minimum of fifteen (15) police vehicles pursuant to SOLICITATION and SUBMITTAL.

11. In the event of a conflict between the following documents, the order of precedence shall be as follows: (a) this AGREEMENT; (b) CITY'S TERMS; (c) INDEMNIFICATION AGREEMENT; (d) SOLICITATION; and (e) SUBMITTAL.

EXECUTED THIS _____ DAY OF _____ 20__.

For VENDOR:

_____
(signature of VENDOR's authorized representative)

TITLE: _____

For CITY:

_____
(signature of CITY's authorized representative)

TITLE: City Administrator

Approved as to Form:

_____
Attorney for City of Franklin

SAMPLE

# Attachment No. 1

Excerpts from SUBMITTAL

SAMPLE

# Attachment No. 2

CITY'S TERMS

SAMPLE

# Attachment No. 3

## CERTIFICATE(S) OF INSURANCE

| Certificate Date | Producer | Certificate Number | Certificate Holder | Type of Insurance | Policy Expiration |
|---|---|---|---|---|---|
| | | | | Commercial General Liability | |
| | | | | Automobile Liability | |
| | | | | Workers Compensation and Employers' Liability | |

SAMPLE

# Attachment No. 4

INDEMNIFICATION AGREEMENT

SAMPLE