

## FORMAL COOPERATIVE PURCHASE AGREEMENT

THIS AGREEMENT (Agreement) is made and entered into effective \_\_\_\_\_ by and between CITY OF FRESNO, a California municipal corporation (City), and O'Reilly Auto Enterprises LLC dba O'Reilly Auto Parts, a Delaware Limited Liability Company (Vendor).

### AGREEMENT

NOW, THEREFORE, in consideration of the foregoing and of the covenants, conditions, and promises hereinafter contained to be kept and performed by the respective parties, it is mutually agreed as follows:

1. The Charter for the City allows for cooperative purchase agreements for materials, supplies, equipment, and public work of improvement. The City is allowed to piggyback an existing government agency's agreement, under Fresno City Charter 1208. The parties agree the Vendor was the lowest responsive and responsible bidder for Invitation for Bid (IFB) issued by Sourcewell (Original Government Contract). The IFB is attached hereto as **Exhibit A** and is incorporated herein by reference. The Parties agree that the Vendor has entered a Cooperative Purchase Contract with O'Reilly Auto Enterprises LLC dba O'Reilly Auto Parts (Original Government Contract).

2. Vendor's Obligation. Vendor shall provide those services and carry out that work described in the Original Government Contract, which is attached hereto as **Exhibit B** and is incorporated herein by reference, subject to all the terms and conditions contained or incorporated herein.

3. City's Obligation. City shall make to the Vendor those payments described in **Exhibits A and B**, subject to all the terms and condition contained or incorporated herein.

4. Notwithstanding the requirements that the Original Government Contract is fully binding on the Parties, the parties have agreed to modify certain non-material provisions of the Original Government Contract as applied to this Agreement between the Vendor and the City, as follows:

- a) City's Insurance and Indemnity provisions attached as **Exhibit C**.
- b) Address change for the City: Notwithstanding the address and contract information for the government entity as set out in **Exhibit B**, the Vendor agrees that notices and invoices will be sent to:

City of Fresno  
Attention: Duane Myers  
2223 G Street  
Fresno, Ca 93706  
Phone: (559) 621-1186  
FAX: (559) 485-2167

c) Notwithstanding anything in **Exhibits, A and B** to the contrary, this Agreement shall be governed by, and construed and enforced in accordance with, the laws of the State of California, excluding however, any conflict of laws rule which would apply the law of another jurisdiction. Venue for purposes of the filing of any action regarding the enforcement or interpretation of this Agreement and any rights and duties hereunder shall be Fresno County, California.

d) All other provisions in the Original Government Contract are fully binding on the parties and will represent the agreement between the City and the Vendor.

**[Signatures follow on the next page.]**

DRAFT

IN WITNESS WHEREOF, the parties have executed this Agreement at Fresno, California, the day and year first above written.

CITY OF FRESNO,  
a California municipal corporation

O'REILLY AUTO ENTERPRISES LLC  
dba O'REILLY AUTO PARTS, a  
Delaware Limited Liability Company

By: \_\_\_\_\_  
Melissa Perales  
Purchasing Manager  
General Services Department

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

Name: \_\_\_\_\_

No signature of City Attorney required.  
Standard Document **#GSD-S Formal  
Cooperative Purchase Agreement  
(06-2023)** has been used without  
modification, as certified by the  
undersigned.

Title: \_\_\_\_\_  
(If corporation or LLC., Board Chair,  
Pres. or Vice Pres.)

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

Name: \_\_\_\_\_

By: \_\_\_\_\_  
Tamra Torrence  
Senior Procurement Specialist

Title: \_\_\_\_\_  
(If corporation or LLC., CFO, Treasurer,  
Secretary or Assistant Secretary)

ATTEST:  
TODD STERMER, CMC  
City Clerk

By: \_\_\_\_\_  
Deputy Date

Addresses:  
CITY  
City of Fresno  
Attention: Duane Myers  
2223 G Street  
Fresno, Ca. 93706  
Phone: (559) 621-1186  
E-mail: Duane.Myers@fresno.gov

Vendor:  
O'Reilly Auto Parts  
Attention: [Name]  
233 South Patterson Ave.  
Springfield, MO 65802  
Phone: (XXX) XXX-XXXX  
E-mail: [E-mail Address]

Attachments:  
Exhibit A - Invitation For Bids  
Exhibit B - Original Government Contract  
Exhibit C - City's Insurance and Indemnity