



COOPERATIVE AGREEMENT for use of WSCA/NASPO PC Contracts 2004-2009

This Joint Powers Agreement is between the State of Minnesota, through its commissioner of Administration, Materials Management Division ("Division") and the Foothill-De Anza Community College District, Los Altos Hills, California ("Authorized Governmental Unit").

Pursuant to Minn. Stat. § 16C.03, subd. 10, the Division acquires various supplies, commodities, equipment, and services for state agencies and governmental units (as defined in Minn. Stat. § 471.59, subd. 1) through competitive bidding or requests for proposals. The Division, through Minn. Stat. § 16C.11, and the Authorized Governmental Unit wish to combine their purchasing functions, as specifically provided below, so that the Authorized Governmental Unit may avail itself of the prices which have been agreed upon by the Division and its vendors.

This cooperative agreement is intended to make the WSCA/NASPO PC Contracts ("Contracts") that the Division leads and manages for WSCA/NASPO available to the Authorized Governmental Unit.

The WSCA/NASPO PC Contracts are effective on September 1, 2004, and will expire on August 31, 2009, permitted extension are not exercised.

The parties agree as follows:

1. **Term.** This cooperative agreement will be effective on the date Division obtains all required signatures under Minn. Stat. § 16C.05, subd. 2, and remains effective until the WSCA/NASPO PC Contracts expire, based on the Division's management of these contracts. Unless the Authorized Governmental Unit chooses to set a different date, this cooperative agreement has the same "term" as the basic WSCA/NASPO PC Contracts. This cooperative agreement may be canceled by either party upon 30 days' written notice to the other party.
2. **Services.** The Division will make the WSCA/NASPO PC Contracts, listed on the WSCA website, available to the Authorized Governmental Unit. These services are provided, by Division for WSCA/NASPO, in return for the volume Authorized Governmental Unit adds to the cooperative.
3. **Use of WSCA/NASPO PC Contracts.** After this cooperative agreement has been executed, to be eligible to purchase from the WSCA/NASPO PC Contracts, the Authorized Governmental Unit must sign a separate Participating Addendum with each of the Contractors on the WSCA/NASPO PC Contracts. Each Participating Addendum acts as a Authorized Governmental Unit amendment to the basic WSCA/NASPO PC Contracts, defining Authorized Governmental Unit unique requirements, terms and conditions. The Authorized Governmental Unit will not use the goods available under the Division's contracts for the purposes of resale and the Authorized Governmental Unit must be the end user of the goods purchased.
4. **Liability.** The Authorized Governmental Unit agrees that neither the Division nor its employees personally assume responsibility or liability for any amounts due or claimed to be due pursuant to any purchase order entered issued by the Authorized Governmental Unit. The Authorized Governmental Unit will indemnify, save and hold harmless the Division and its employees from any loss, damage or expense, including payment of attorney fees allowable by law, which arise or may arise from the Authorized Governmental Unit's use of this cooperative agreement and from any dispute or claim arising from any transaction between the Authorized Governmental Unit and the Division's vendors, whether or not the loss, damage, dispute or claim arises during or after the period of this joint powers agreement. The Division's liability is governed by the provisions of Minn. Stat. § 3.736.



5. Assignment, Amendments, Waiver, and Contract Complete

Assignment. The Authorized Governmental Unit may neither assign nor transfer any rights or obligations under this agreement without the prior written consent of the Division and a fully executed Assignment Agreement, executed and approved by the same parties who executed and approved this agreement, or their successors in office.

Amendments. Any amendment to this agreement must be in writing and will not be effective until it has been executed and approved by the same parties who executed and approved the original agreement, or their successors in office.

Waiver. If the Division fails to enforce any provision of this agreement, that failure does not waive the provision or its right to enforce it.

Contract Complete. This agreement contains all negotiations and agreements between the Division and the Authorized Governmental Unit. No other understanding regarding this agreement, whether written or oral, may be used to bind either party.

6. Government Data Practices

The Division must comply with the Minnesota Government Data Practices Act, Minn. Stat. Ch. 13, as it applies to all data provided by the Division under this agreement, and as it applies to all data created, collected, received, stored, used, maintained, or disseminated by the Division under this agreement. The civil remedies of Minn. Stat. § 13.08 apply to the release of the data referred to in this clause by the Division.

If the Authorized Governmental Unit receives a request to release the data referred to in this Clause, the Authorized Governmental Unit must immediately notify the Division. The Division will give the Authorized Governmental Unit instructions concerning the release of the data to the requesting party before the data is released.

7. Venue

Venue for all legal proceedings out of this agreement, or its breach, must be in the appropriate state or federal court with competent jurisdiction in Ramsey County, Minnesota.

8. Designated Contacts

The Division has designated a Contract Administrator and a Procurement Manager who are responsible for the conduct and management of the WCSA/NASPO PC Contracts.

Contract Administrator (responsible for managing the contracts, relationships with Purchasing Entities and all actions related to the Master Price Agreements)

Name: Bernadette Kopischke
Title: WCSA/NASPO Contract Administrator
Agency Name: Minnesota Department of Administration
 Materials Management Division
Address: 112 Administration Building, 50 Sherburne Avenue, St. Paul, MN 55155
Telephone: 651.201.2450
Fax Number: 651.297.3996
TTY: MN Relay Service 1.800.627.3529
E-mail: bernie.kopischke@state.mn.us



Procurement Manager (Minnesota's representative to the WSCA Directors and responsible for managing relationships with WSCA, NASPO, and Participating States/Participating Entities)

Name: Paul Stembler
Title: Assistant Director
Agency Name: Minnesota Department of Administration
Materials Management Division
Address: 112 Administration Building, 50 Sherburne Avenue, St. Paul, MN 55155
Telephone: 651.201.2401
Fax Number: 651.297.3996
TTY: MN Relay Service 1.800.627.3529
E-mail: paul.stembler@state.mn.us

Authorized Governmental Unit has designated the following individual as the official point of contact:

Name: Carmen Redmond
Title: Director, Purchasing and Materials Services
Agency Name: Foothill-De Anza Community College District
Address: 12345 El Monte Road, Los Altos Hills, CA 94022
Telephone: 650-949-6166
Fax Number: 650-948-5194
TTY:
E-mail: redmondcarmen@fhda.edu

AUTHORIZED GOVERNMENT UNIT [Authorized Government Unit certifies that the individual executing this agreement has the legal authority to bind the Authorized Government Unit to contracts and agreements.]

STATE OF MINNESOTA
For the Commissioner of Administration by delegation:

By: [Signature of Carmen A. Redmond]
(Authorized Signature)

By: [Signature]
Assistant Director, Materials Management Division

Carmen A. Redmond
(Typed or Printed Name of Individual Signing)

13 APR 07
(Date)

Director, Purchasing and Materials Services
(Title)
4-12-07
(Date)

From: Carmen Redmond [redmondcarmen@fhda.edu]
Sent: Wednesday, April 11, 2007 10:40 AM
To: Paul Stembler
Subject: RE: WSCA Apple contract (cooperative agreement)

Importance: High

Hello Paul,

I'm faxing pages 8 and 10 of the cooperative agreement to you this morning per your instructions. Thank you.

Carmen A. Redmond, M.A., C.P.M.
Director, Purchasing Services and Materials Services
Foothill-De Anza Community College District
12345 El Monte Road
Los Altos Hills, CA 94022
voice(650)949-6166
FAX (650)948-5194
e-mail: redmondcarmen@fhda.edu
website: <http://purchasing.fhda.edu/>

The WSCA directors, in authorizing Minnesota to create and manage the WSCA/NASPO PC Contract, determined that participation by entities within each state are under the purview of each state.

That said, again, I will interpret Theresa's email as California's determination that you may participate, since it has always been fine by Minnesota.

In order to participate, the College will need to execute a cooperative agreement and then a participating addenda. Both documents can be found on our website. The link to the first one is in the first paragraph "document" <http://www.mmd.admin.state.mn.us/wsca/participate.htm>.

Attachment B is the cooperative agreement. I need two pieces of

information to create the document that will be executed: the formal name of the entity (page 8) in the first paragraph, and the contact information (page 10). You can fax or attach the information to an email.

I will complete the actual document and then get it back to you for signature.

Once I have signed it, you will go back to the website, open the draft participating addenda under the Apple contract and sign that with Apple.

I will be out next Wednesday, Thursday and Friday at a meeting. Otherwise, I will be around to assist you with the process.

Everybody remembers the famous words of Admiral David Farragut in the Battle of Mobile Bay: "Damn the torpedoes. Full speed ahead." Farragut was hailed as a hero. But nobody much recalls that, at the end of the day, Mobile remained in Confederate hands.

Paul Stembler, Assistant Director
Materials Management Division
Minnesota Department of Administration
112 Administration Bldg., 50 Sherburne Avenue
St. Paul, MN 55155
Voice: 651-201-2401
TTY: Mn Relay 800-627-3529
Fax: 651-297-3996

From: Carmen Redmond [mailto:redmondcarmen@fhda.edu]
Sent: Thursday, March 15, 2007 7:19 PM
To: Paul Stembler
Subject: Fwd: WSCA Apple contract (please reply)
Importance: High

Paul,

The State of California does not have the jurisdiction to either approve or deny our District's use of the WSCA contract with Apple. It's up to State of MN on behalf of WSCA to decide if it will allow our District to participate in its contract with Apple. Please see the e-mail from Theresa LeClaire below.

Our District's board has approved our participation in the WSCA Apple contract. Please allow us to do so and provide the necessary instructions and forms. Thank you.

Carmen A. Redmond, M.A., C.P.M.
Director, Purchasing Services and Materials Services
Foothill-De Anza Community College District
12345 El Monte Road
Los Altos Hills, CA 94022
voice(650)949-6166
FAX (650)948-5194
e-mail: redmondcarmen@fhda.edu

website: <http://purchasing.fhda.edu/>

X-ASG-Debug-ID: 1173826649-783c000c0000-T262mc
X-Barracuda-URL: <http://mailgw.fhda.edu:8000/cgi-bin/mark.cgi>
X-Barracuda-Connect: mail3.dgs.ca.gov[165.235.123.184]
X-Barracuda-Start-Time: 1173826649
X-ASG-Orig-Subj: RE: Please reply: Apple contract, PA for WSCA
Subject: RE: Please reply: Apple contract, PA for WSCA
Date: Tue, 13 Mar 2007 15:57:40 -0700
Thread-Topic: Please reply: Apple contract, PA for WSCA
Thread-Index: AcditE3swufCymOlQ+Sk0UjxD9TNlwDDokbg
From: "LeClaire, Theresa" <Theresa.LeClaire@dgs.ca.gov>
To: "Carmen Redmond" <redmondcarmen@fhda.edu>
X-Barracuda-Bayes: INNOCENT GLOBAL 0.0000 1.0000 -2.0210

X-Barracuda-Virus-Scanned: by FHDA E-mail Firewall at fhda.edu
X-Barracuda-Spam-Score: -1.75
X-Barracuda-Spam-Status: No, SCORE=-1.75 using per-user scores of
TAG_LEVEL=2.0 QUARANTINE_LEVEL=1000.0 KILL_LEVEL=7.5
tests=URG_BIZ

X-Barracuda-Spam-Report: Code version 3.1, rules version 3.1.11171

Rule breakdown below

| pts | rule name | description |
|-----|-----------|-------------|
|-----|-----------|-------------|

| | | |
|------|---------|------------------------------|
| 0.27 | URG_BIZ | BODY: Contains urgent matter |
|------|---------|------------------------------|

X-Keywords:

You are correct, the State of MN does need to allow you to enter into a cooperative agreement. It is up to them.

Theresa LeClaire, WSCA Program Administrator
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West Sacramento, CA 95605-2811
(916) 375-4383 (voice)
(916) 375-4663 (fax)

theresa.leclaire@dgs.ca.gov

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