



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 University of Connecticut Health Center, Farmington, Connecticut ("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.** As between the parties, each party acknowledges that it will be responsible for claims or damages arising from 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 or from personal injury or damage to persons or property to the extent they result from negligence of its employees. 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 WCSA Directors and responsible for managing relationships with WCSA, 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: Robert Murphy
 Title: Director of Purchasing
 Agency Name: University of Connecticut Health Center
 Address: 263 Farmington Avenue, Farmington, CT 06030
 Telephone: 860-679-2408
 Fax Number: 860-679-2508
 TTY:
 E-mail: rmurphy@uchc.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: Robert W. Murphy
 (Authorized Signature)

By: [Signature]
 Assistant Director, Materials Management Division

Robert W. Murphy
 (Typed or Printed Name of Individual Signing)

12 DEC 06
 (Date)

Director of Purchasing
 (Title)

December 11, 2006
 (Date)

MessageFrom: Shirley, Jacqueline [Jacqueline.Shirley@ct.gov]

Sent: Tuesday, October 24, 2006 11:59 AM

To: Paul Stembler

Cc: RMurphy@uchc.edu; Wilson, Carol

Subject: FW: How To Participate in the WSCA/NASPO PC Contracts 2004-2009 -
No Intent to Participate- Connecticut

Hello, Mr. Stembler

Please see the e-mail below from the University of Connecticut, Connecticut requesting my assistance in WSCA contract participation. The State of Connecticut Department of Information Technology, Contracts and Purchasing Division, certifies that the University of Connecticut is a bona fide State government entity with their own independent purchasing authority. Please feel free to contact me directly if you have questions or would like any additional detail.

Jacqueline Shirley

Director, IT Contracts and Purchasing

Department of Information Technology

101 East River Drive

East Hartford, CT 06108

(860) 622-2327 - Phone

(860) 610-0857 - Fax

-----Original Message-----

From: Paul Stembler [mailto:Paul.Stembler@state.mn.us]

Sent: Tuesday, October 24, 2006 12:49 PM

To: Murphy,Robert W.; Shirley, Jacqueline

Cc: Wilson, Carol

Subject: RE: How To Participate in the WSCA/NASPO PC Contracts 2004-2009 -
No Intent to Participate- Connecticut

The WSCA contracts are written so that the state chief procurement official must authorize participation within a state.

Generally, like in Minnesota where the University of Minnesota also has its own authority, I simply note that they are a governmental entity with independent purchasing authority.

I would assume that is what Jacqueline will say.

So, when we get that acknowledgement, you simply fill out the blanks on Attachment B (pages 8 and 10 of the PDF file) - formal name of the entity (for the UofM - it is "The Board of Regents of the University of Minnesota") and the contact information. Fax it or get it to me, I will make up the final document and you will get it back to get signed.

"You only live once, but if you work it right, once is enough." Joe E. Lewis (Joseph Klewan) (January 12, 1902 - November, 1971)

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: Murphy,Robert W. [mailto:RMurphy@uchc.edu]
Sent: Tuesday, October 24, 2006 11:32 AM
To: Paul Stembler; jacqueline.shirley@ct.gov
Cc: carol.wilson@po.state.ct.us
Subject: RE: How To Participate in the WSCA/NASPO PC Contracts 2004-2009 -
No Intent to Participate- Connecticut

Paul,

Uconn has its own purchasing authority to participate in cooperatives.

From: Paul Stembler [mailto:Paul.Stembler@state.mn.us]
Sent: Tuesday, October 24, 2006 11:33 AM
To: jacqueline.shirley@ct.gov; Murphy,Robert W.
Cc: carol.wilson@po.state.ct.us
Subject: How To Participate in the WSCA/NASPO PC Contracts 2004-2009 - No Intent to Participate- Connecticut

Robert, in order for your governmental entity to participate in the WSCA/NASPO PC Contracts Minnesota requires acknowledgement from the Connecticut Department of Information Technology that you are a) a governmental entity within the meaning of Connecticut law and b) that you are authorized to participate in cooperatives.

The request is coming from the University of Connecticut Health Center, Robert Murphy, rmurphy@uchc.edu.

Jacqueline Shirley is our contact. She will send me an authorization, at which point we can proceed to execute a Cooperative Agreement (Attachment B that you have already submitted to us).

You can then enter into Participating Addenda with each individual manufacturer, as described below.

Thank you for your interest in using the WSCA/NASPO PC Contracts 2004-2009. These 11 contracts were effective September 1, 2004 and we anticipate they will stay in place until August 31, 2009.

These contracts and the process for using them are different than the previous WSCA PC Contracts 1999-2004. The 1999-2004 expired on September 3, 2004, but were extended by Minnesota (the new lead state for this WSCA/NASPO cooperative effort) through December 31, 2004, to allow the existing 4 contractors to make the transition to the new 2004-2009 contracts.

You should start at the main contract web page:

<http://www.mmd.admin.state.mn.us/wsca/wsca.htm>.

In the grey bar at the top of the page are the main categories of information - "How To Participate", "1999-2004 Contracts" and "2004-2009 Contracts."

Go to "How to Participate":

<http://www.mmd.admin.state.mn.us/wsca/participate.htm>

If you click on the word "document" in the first paragraph, it will open a PDF file which you should print out and use. It is the guide to how to use the contracts.

ENTITIES IN STATES THAT DID NOT SIGN AN "INTENT TO PARTICIPATE"

There are basically 3 steps:

1 - establish legal authority to enter into joint powers agreement - easiest way is to have your state's Chief Procurement Officer simply acknowledge that you have this authority, and it can be done by an e-mail. Otherwise, your legal counsel can send us (usually me) the relevant citations in state statute and we will work out the details. (Attachment A in the PDF document)

2 - enter into a joint powers agreement with Minnesota. That is Attachment B in the PDF document. You write in the information (as clearly as possible) and send it to me. We make up the actual document and get it back to you for signature. You can fax or e-mail the executed document.

3 - you enter into individual Participating Addenda with each (we would recommend all) the contractors. Attachment C in the PDF document is a MODEL of what the Participating Addendum look like, so that your legal counsel can review them. You MUST actually go to each contractors webpage and complete the individual drafts:

<http://www.mmd.admin.state.mn.us/wsca/2004-2009%20contracts.htm>. Once you sign them, send them to the contractor for signature. Once signed by the contractor, and after we have received a copy of the individual participating addendum, you are officially able to use the contracts.

Please let me know if we can be of any other assistance.

Thank you.

"If no one ever took risks, Michelangelo would have painted the Sistine floor. "
Neil Simon (July 4, 1924 ...)

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