

PARTICIPATING ADDENDUM
FOR
DGS COOPERATIVE CONTRACT# E194-75548- MA2274
LOW FLOOR TRANSIT BUSES

BETWEEN

GILLIG, LLC
HEREINAFTER ("CONTRACTOR")
AND

BROWARD COUNTY TRANSPORTATION DEPARTMENT

Enter PARTICIPATING ENTITY's PO# _____ to Contractor (if available)

1. Scope

The Participating Entity and Contractor may modify, add, or delete sections of this Participating Addendum as they see fit and documented in writing with the exception of the following:

It is the intent of the Contract to provide for the procurement of goods and services outlined in Attachment A, "Listing of Goods and Services"; "Contract Period"; "Pricing Schedule"; "Discount Structure"; and "Reporting Requirements". The parties acknowledge and agree that this Participating Addendum shall not modify, add to, or delete the named sections of Attachment A without prior authorization from the Commonwealth of Virginia, Department of General Services, Division of Purchases and Supply (referred to in this Participating Addendum as the "Commonwealth of Virginia" or "Commonwealth").

This Participating Addendum, hereinafter the "Addendum," covers the Participating Entity's use of the Commonwealth of Virginia's, Low Floor Transit Buses Contract# E194-75548- MA2274, hereinafter the "Contract," managed by the Commonwealth of Virginia, Department of General Services, Division of Purchases and Supply, which is available for use by the Participating Entity, as authorized by that entity's statutes to use a cooperative contract

As used in this Addendum, "party," "parties," "Party or "Parties" refer only to the Participating Entity and Contractor and do not refer to the Commonwealth of Virginia, Department of General Services or its Division of Purchases and Supply.

2. Changes

(The Participating Entity may insert here any specific changes, additions, contract provisions, or a statement that "No Changes Are Required")

3. Participation

To the extent permitted by the laws and rules of the state in which an individual Participating Entity is located, a valid Participating Addendum in the Commonwealth of Virginia's Low Floor Transit Buses **Contract # E194-75548-MA2274** is sufficient authorization to permit participation in the Low Floor Transit Buses **Contract # E194-75548-MA2274** unless such participation by a Participating Entity is specifically denied by any duly authorized official, of the respective state or other legal jurisdiction.

4. **Primary Contacts.** Primary contacts for this Addendum are as follows (or their named successors):

A. The Commonwealth of Virginia, Department of General Services

Dennis M. Donahue, Contract Officer
1111 East Broad Street
Richmond, VA 23218
Tel.: 804-786-5410
Fax: 804-786-5413
Email: dennis.donahue@dgs.virginia.gov

B. Contractor

Joseph Policarpio, V.P. Sales
451 Discovery Drive
Livermore, CA 94551
Tel: 800-735-1500
Email: sales@gillig.com

C. Participating Entity

5. **General:**

All purchase orders issued by the Participating Entity must indicate the Participating Entity, state, or other legal jurisdiction, contract/ purchase order number, and shall reference the Commonwealth of Virginia, Department of General Services, **Contract # EI94-75548-MA2274**

A. Contract Order of Precedence for this Addendum:

1. This Addendum
2. DGS Cooperative **Contract # EI94-75548-MA2274** Low Floor Transit Buses
3. Commonwealth of Virginia DGS RFP# EI94-193
4. Contractor's proposal dated 8/11/16 submitted in response to the RFP

These documents shall be read to be consistent and complementary for purposes of the Participating Entity purchases under this Addendum. Any conflict among these documents shall be resolved by giving priority to these documents in the order listed above.

This Addendum and the Contract, together with its exhibits, set forth the entire agreement between the parties with respect to the subject matter of all previous communications, representations or agreements, whether oral or written, with respect to the subject matter hereof. Terms and conditions inconsistent with, contrary or in addition to the terms and conditions of this Addendum and the Contract, together with its exhibits, shall not be added to or incorporated into this Addendum or the Contract and its exhibits, by any subsequent purchase order or otherwise, and any such attempts to add or incorporate such terms and conditions are hereby rejected. The terms and conditions of this Addendum and the Contract and its exhibits shall prevail and govern in the case of any such inconsistent or additional terms. This Addendum applies only in the jurisdiction of the Participating Entity that has executed this Addendum.

Contractor agrees to release and hold the Commonwealth harmless with respect to any obligations of the Participating Entity regarding this Addendum.

IN WITNESS WHEREOF, both parties have executed this Addendum on and as of _____ (date).

Signatures as required by Statutes, Rules or Policies of the entity, state or public body, or other legal jurisdiction governing the Participating Entity

CONTRACTOR

PARTICIPATING ENTITY



JOSEPH POLICARPIO, VICE PRESIDENT

Approved as to legal form:

Participating Entity (Counsel)

The Commonwealth of Virginia hereby acknowledges that this Addendum, executed by the Contractor and Participating Entity listed above, is a "Participating Addendum" as that term is used in Section 30 of **Contract # E194-75548-MA2274** with the condition that the content of this Addendum affects only the rights and duties between the Contractor and Participating Entity and has no effect on the rights and duties between the Contractor and the Commonwealth or between the Contractor and Participating Entity.

THE COMMONWEALTH OF VIRGINIA
Department of General Services
Division of Purchases and Supply

Dennis M. Donahue
Contract Officer