

RESOLUTION NO. 4625

A RESOLUTION ENTERING INTO AN INTERGOVERNMENTAL AGREEMENT WITH CENTRAL CONTRA COSTA TRANSIT AUTHORITY FOR THE PURCHASE OF A TRANSIT BUS.

WHEREAS, the City of Albany, designated operator of the Linn-Benton Loop, desires to purchase a transit bus on the contract Central Contra Costa Transit Authority has negotiated with Gillig Corporation; and

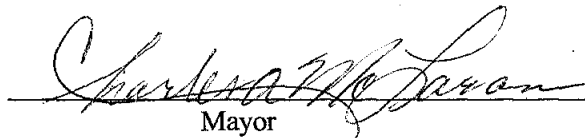
WHEREAS, Central Contra Costa Transit Authority consents to this assignment; and

WHEREAS, Gillig Corporation also agrees to the assignment.

NOW, THEREFORE, BE IT RESOLVED that the City of Albany accepts the intergovernmental agreement; and


BE IT FURTHER RESOLVED that the City Council of the City of Albany, Oregon, authorizes the City Manager to execute the agreement and conditions for acceptance.

DATED THIS 13TH DAY OF FEBRUARY 2002.



Mayor

ATTEST:



City Recorder

INTERGOVERNMENTAL AGREEMENT

THIS AGREEMENT is made and entered into as of this 7th day of November, 2001, by and between The City of Albany, Oregon (hereinafter referred to "CITY OF ALBANY") and CENTRAL CONTRA COSTA TRANSIT AUTHORITY, a joint powers agency created under California Government Code Section 6500 et seq. (hereinafter referred to as "CCCTA").

WITNESSES THAT:

WHEREAS, CITY OF ALBANY and CCCTA are each governmental entities and are authorized to contract with other governmental entities; and

WHEREAS, CCCTA has entered into a bus procurement contract entitled "Bus Procurement Project," Contract No. 02-MA-001, dated October 25, 2001 (hereinafter referred to as "the Contract"), with Gillig Corporation (hereinafter referred to as "Gillig"); and

WHEREAS, CITY OF ALBANY is desirous of acquiring coaches from Gillig under the Contract; and

WHEREAS, subject to the terms and conditions of this Agreement, CCCTA will consent to CITY OF ALBANY acquiring one (1) 35-foot and one (1) 40-foot Phantom coach under the terms and conditions of the Contract and under the terms and conditions of this Intergovernmental Agreement.

NOW, THEREFORE, in consideration of the terms, conditions and covenants contained herein, CITY OF ALBANY and CCCTA agree as follows:

1. **CONSENT TO ASSIGNMENT.** CCCTA consents to CITY OF ALBANY's purchase of up to one (1) 35-foot and one (1) 40-foot Phantom coaches in year two of the Contract term under and pursuant to the Contract, and CCCTA will assign to CITY OF ALBANY all CCCTA rights under the Contract in connection with the purchase of said two (2) coaches from Gillig.
2. **CONDITIONS OF ASSIGNMENT.** CITY OF ALBANY shall negotiate and contract directly with Gillig for the purchase of the said two (2) coaches, pursuant to CCCTA's Contract.
3. **WAIVER AND RELEASE.** This Agreement is conditioned upon the execution of the attached Waiver and Release by Gillig, and the delivery of the Waiver and Release to CCCTA.
4. **INDEMNIFICATION.** CITY OF ALBANY shall defend, indemnify and hold CCCTA harmless from and against any liability resulting from CITY OF ALBANY's purchase and use of the coaches pursuant to the CCCTA Contract.

5. **ENTIRE AGREEMENT.** This Agreement constitutes the entire agreement between the parties hereto, and all other representations or statements heretofore made, verbal or written, are merged herein. This agreement may only be amended in writing, executed by duly authorized representatives of the parties hereto.

6. **EFFECTIVE DATE.** This Agreement shall be effective upon being fully executed by both CITY OF ALBANY and CCCTA, and the attached Waiver and Release has been executed by Gillig. This Agreement shall remain in effect through the 25th day of October 2006, unless extended or sooner terminated by the mutual agreement of the parties hereto.

7. This Agreement shall be governed by and construed in accordance with the laws of the State of California.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first hereinabove written.

CITY OF ALBANY, OREGON

CENTRAL CONTRA COSTA TRANSIT
AUTHORITY

By: 

Name: Steve Bryant
Title: City Manager

By: 

J. Scott Mitchell
Director of Maintenance

Address and Telephone Number:

Address and Telephone Number:

P. O. Box 490

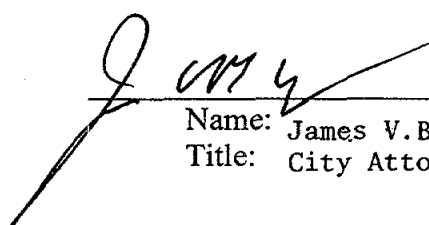
Albany, OR 97321

(541) 917-7500

2477 Arnold Industrial Way
Concord, CA 94520
(925) 676-1976

APPROVED AS TO FORM:

APPROVED AS TO FORM:


Name: James V.B. Delapoer
Title: City Attorney

Madeline Chun
General Counsel

WAIVER AND RELEASE

WHEREAS, GILLIG CORPORATION ("Gillig") has entered into a bus procurement contract entitled, "CONTRACT NO. 02-MA-001," dated October 25, 2001 (herein referred to as "the Contract"), with CENTRAL CONTRA COSTA TRANSIT AUTHORITY (herein referred to as "CCCTA"); and

WHEREAS, CCCTA is willing to assign to City of Albany, Oregon, (herein referred to as "CITY OF ALBANY") CCCTA's right to acquire one (1) 35-foot and one (1) 40-foot Phantom ("Coaches") from Gillig pursuant to Sections 1.1.4 and 3.10 of the Contract; and

WHEREAS, Gillig agrees to CITY OF ALBANY acquiring the Coaches under the terms and conditions of the Contract, and pursuant to the contract currently being negotiated between Gillig and CITY OF ALBANY.

NOW, THEREFORE, Gillig hereby declares and states as follows:

This Waiver and Release is executed by Gillig for the benefit of CCCTA in connection with, and Gillig hereby consents to, the purchase of the Coaches by CITY OF ALBANY pursuant to the terms and conditions of the Contract and the contract currently being negotiated by Gillig and CITY OF ALBANY.

Gillig hereby waives and releases any and all claims it may have against CCCTA with respect to any and all obligations of CITY OF ALBANY under the contract Gillig is negotiating with CITY OF ALBANY for the purchase of the Coaches and pursuant to the Contract between Gillig and CCCTA.

GILLIG CORPORATION

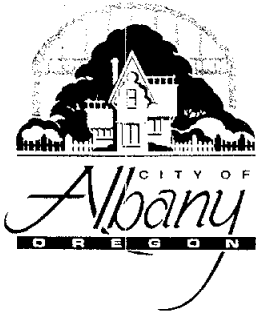
By: 

Name: Brian Macleod
Title: Senior Vice President

ATTEST:



Name: Kathleen Lee
Title: Executive Assistant



CITY HALL
 333 Broadalbin SW
 P.O. Box 490
 Albany, OR 97321-0144
 www.ci.albany.or.us

(541) 917-7500

ADMINISTRATIVE SERVICES

**City Manager/
 Human Resources**
 (541) 917-7501
 FAX (541) 917-7511

Finance/Recorder
 (541) 917-7520
 FAX (541) 917-7511

Municipal Court
 (541) 917-7740
 FAX (541) 917-7748

Water/Sewer Billing
 (541) 917-7547
 FAX (541) 917-7511

**COMMUNITY
 DEVELOPMENT**
Planning
 (541) 917-7550
 FAX (541) 917-7598

Building Inspection
 (541) 917-7553
 FAX (541) 917-7598

FIRE ADMINISTRATION
 (541) 917-7700
 FAX (541) 917-7716

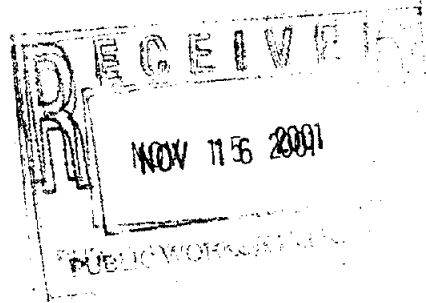
**PARKS & RECREATION
 ADMINISTRATION**
 (541) 917-7777
 FAX (541) 917-7776

**PUBLIC WORKS
 Engineering**
 (541) 917-7676
 FAX (541) 917-7573

Transit
 (541) 917-7667
 FAX (541) 917-7573
 TDD (541) 917-7678

October 22, 2001

Mr. J. Scott Mitchell
 Director of Maintenance
 Central Contra Costa Transit Authority
 2477 Arnold Industrial Way
 Concord, CA 94520-5326



Dear Mr. Mitchell:

The City of Albany, Oregon, requests your approval to utilize the contract pricing and terms of your Contract No. 02-MA-001, Notice of Award dated October 18, 2001, for our community to purchase one 35-foot and one 40-foot Phantom accessible bus from Gillig Corporation.

Your approval will allow the City of Albany, Oregon, to access your contract with Gillig Corporation so the pricing and terms of your contract can be extended to our community. This will allow us to execute a "piggyback" contract that will not inconvenience nor affect your purchase. It will streamline our purchasing process to be able to purchase two buses utilizing your contract pricing and terms. It will not displace any of your orders, nor would it affect your pricing or build specifications.

The City of Albany will execute a separate contract and purchase order with Gillig Corporation, and we will pay them directly. Other than your approval to utilize the CCCTA contract pricing and terms, there will be no future involvement by CCCTA. Your agreement with the above will be appreciated and can be accomplished by signing and dating your concurrence below and returning it to us in the enclosed envelope.

Should you have any questions, please feel free to contact me at (541) 917-7665 or Edna Campau at (541) 917-7606.

Sincerely,

Diane Taniguchi-Dennis

Diane Taniguchi-Dennis, P.E.
 Assistant Public Works Director/City Engineer

DTD:EC:kw

Concurred:

J. Scott Mitchell
 J. Scott Mitchell, Director of Maintenance
 Central Contra Costa Transit Authority

Date:

11/7/01