

BASE CONTRACT

Sample Base Contract with (Firm Name)

Procurement Name:

Procurement #:

Commencement Date:

Civil Rights and Diversity Program Goal(s):	DBE:	MWBE:	SDVOB:
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Purchase Order (PO) #:

Notices:

Notices given under this Agreement shall be in compliance with the Notice Requirements included in the Exhibit: entitled "RGRTA Required Clauses" and shall be addressed and sent to the following persons:

For RGRTA

William Carpenter
Chief Executive Officer
1372 East Main Street
Rochester, NY 14609

For Vendor

Name
Title
Street Address
City, State Zip

BASE CONTRACT

This Contract is made by and between the Rochester Genesee Regional Transportation Authority (hereby referred to as "RGRTA"), a New York public benefit corporation located at 1372 East Main Street, Rochester, New York 14609 and FIRM NAME (hereby referred to as "Vendor") located at ADDRESS.

The entire and integrated Contract consists of this Base Contract document and all pertinent exhibits identified below in order of precedence, which are incorporated by reference whether or not they are physically attached. RGRTA and Vendor agree to maintain their own copies of these exhibits. This Contract supersedes any prior negotiations, agreements, and conditions whether written or oral.

Vendor agrees to provide goods and/or services (hereby referred to as "Deliverables") defined in the Exhibit entitled Solicitation to RGRTA under the requirements of this Contract. Notwithstanding the fact that either party may sign after the Commencement Date, this Contract is effective on this _____ date of _____ in the year _____ (Commencement Date).

In consideration of the premises, provisions, terms, mutual covenants, requirements, and agreements contained in this Contract, the receipt and sufficiency of which are acknowledged by this Contract, the RGRTA and Vendor, intending to be legally bound, agree as follows:

1. Contract Document Order of Precedence

- A. The following documents constitute this Contract and shall control in order of precedence below in the event of a conflict among provisions:
- Base Contract
 - Exhibit: RGRTA Solicitation including attachments
 - Exhibit: Prices
 - Exhibit: Vendor's Response to Solicitation
 - Exhibit: Participation by Minority and Women-Owned Business Enterprises: Requirements and Procedures for Contracts (referred to as MWBE Clauses for Contracts)

2. Compensation

- A. The amounts to be paid for the Deliverables are delineated in the Exhibit entitled "Pricing". The prices shall be the total cost and include all costs associated with delivery, unanticipated and anticipated, to RGRTA. Vendor shall bill no more and RGRTA shall pay no more than the prices listed in this Contract. The prices shall include all applicable taxes and shall not include any New York State sales or usage taxes on the delivery or distribution of Deliverables. Vendor agrees that all Deliverables provided under this Contract shall be provided for the prices, and Vendor shall not be entitled to any other payment.

3. Price

- A. The prices will be fixed for the initial term of this Contract. Any adjustment to Prices shall be requested by Vendor, approved by RGRTA, and shall be tied to the escalation clause, if any, indicated in the Exhibit entitled Solicitation.

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4. Term

- A. The term of this Contract shall commence on Commencement Date and continue:
- a. for *.* (*.*) year(s) thereafter, with RGRTA having the sole option to implement *.* (*.*) additional *.* (*.*)-year terms under this Contract unless terminated earlier pursuant to the terms of this Contract.
 - b. through completion of the Deliverables and any subsequent actions required to close the project and fulfill any requirements set forth by the RGRTA unless terminated earlier pursuant to the terms of this Contract.
- B. RGRTA may assign work to Vendor at any time during the term of the contract. Vendor shall be obligated to complete such assignments, even after the contract term passes, pursuant to the last agreed Price(s) in this Contract, unless Vendor is relieved from further performance by RGRTA or a controlling authority of competent jurisdiction.

5. Civil Rights and Diversity Program Requirements

- A. Vendor's obligation(s) under this Contract, if any, are included in Exhibit: RGRTA Solicitation and the goal is identified on the coversheet of the Base Contract.
- B. Vendor's commitment to meet the obligation(s), if any, is identified in the Approved Utilization Plan(s) or Approved Request for Waiver. Any change to the Utilization Plan(s) or Approved Request for Waiver shall be submitted as a new Contractor Utilization Form, which shall be signed by Vendor and accepted by RGRTA.

RGRTA

VENDOR

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Signatures

ROCHESTER GENESEE REGIONAL TRANSPORTATION AUTHORITY

By _____

Name: William Carpenter

Title Chief Executive Officer

STATE OF NEW YORK)

) ss.:

COUNTY OF MONROE)

On the _____ day of _____, in the year _____, before me, _____ personally appeared, personally known to me, or proved to me on the basis of satisfactory evidence to be, the individual whose name subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

INSERT NAME HERE

By _____

Name _____

Title _____

STATE OF _____)

) ss.:

COUNTY OF _____)

On the _____ day of _____, in the year _____, before me, _____ personally appeared, personally known to me, or proved to me on the basis of satisfactory evidence to be, the individual whose name subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public